

Proposal to Amend Society of Women Engineers Bylaws

Proposal #	Description	Article	Section	Proposed by
S2301	Amend Article IV – Create immediate past president as non-voting board of directors member	IV	Multiple	Rachel Morford, Heather Doty, Cherie Cain, Karen Ramsey-Idem, Shelley Stracener, Alexis McKittrick

Current Language:	Proposed Changes:	If Adopted:
<p><u>ARTICLE IV – BOARD OF DIRECTORS, Section 1. Composition</u> The board of directors shall be composed of the officers of the Society, five directors, the speaker of the senate, and the collegiate director. The executive director shall be a nonvoting ex officio member of the board of directors; however, by majority vote of the board of directors the executive director may be dismissed from all or any part of a meeting. At the discretion of the board of directors, up to three special directors may be elected by the board of directors in accordance with these bylaws. No member may hold more than one position on the board of directors at any one time.</p>	<p><u>ARTICLE IV – BOARD OF DIRECTORS, Section 1. Composition</u> The board of directors shall be is composed of the officers, five directors, the speaker of the senate, and the collegiate director. The executive director shall be a nonvoting ex officio member of the board of directors; however, by majority vote of the board of directors the executive director may be dismissed from all or any part of a meeting. At the discretion of the board of directors, up to three special directors may be elected by the board of directors in accordance with these bylaws. No member may hold more than one position on the board of directors at any one time. In addition, the board of directors may elect up to three special directors. The immediate past president shall be a director without vote. No director shall hold more than one position at a time. The executive director shall attend meetings, but may be dismissed by the board of directors from all or part of a meeting.</p>	<p><u>ARTICLE IV – BOARD OF DIRECTORS, Section 1. Composition</u> The board of directors is composed of the officers, five directors, the speaker of the senate, and the collegiate director. In addition, the board of directors may elect up to three special directors. The immediate past president shall be a director without vote. No director shall hold more than one position at a time. The executive director shall attend meetings, but may be dismissed by the board of directors from all or part of a meeting.</p>

Proposal to Amend Society of Women Engineers Bylaws

Current Language:	Proposed Changes:	If Adopted:
<p><u>ARTICLE IV – BOARD OF DIRECTORS,</u> <u>Section 3. Terms of Office</u></p> <p>A. The president shall serve for one fiscal year.</p>	<p><u>ARTICLE IV – BOARD OF DIRECTORS,</u> <u>Section 3. Terms of Office</u></p> <p>A. The president shall serve for one fiscal year, followed by one fiscal year as immediate past president.</p> <div data-bbox="743 496 1356 662" style="border: 1px solid red; padding: 5px; margin-top: 10px;"> <p>Proviso: The position will take effect on July 1, 2025 and the first president elect to do so will be the officer starting their term on July 1, 2023.</p> </div>	<p><u>ARTICLE IV – BOARD OF DIRECTORS,</u> <u>Section 3. Terms of Office</u></p> <p>A. The president shall serve for one fiscal year, followed by one fiscal year as immediate past president.</p> <div data-bbox="1377 496 1997 662" style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>Proviso: The position will take effect on July 1, 2025 and the first president elect to do so will be the officer starting their term on July 1, 2023.</p> </div>

Current Language:	Proposed Changes:	If Adopted:
<p><u>ARTICLE IV – BOARD OF DIRECTORS,</u> <u>Section 6. Vacancy</u></p> <p>A. A vacancy in the office of president shall be filled by the president elect for the remainder of the term, followed by one full term as president.</p> <p>B. A vacancy in the office of president elect shall be filled for the remainder of the term by the membership within sixty days of the vacancy.</p> <p>C. A vacancy in any other member-elected board position shall be filled by the membership within sixty days of the vacancy.</p>	<p><u>ARTICLE IV – BOARD OF DIRECTORS,</u> <u>Section 6. Vacancy</u></p> <p>A. A vacancy in the office of president shall be filled by the president elect for the remainder of the term, followed by one full term as president.</p> <p>B. A vacancy in the office of president elect shall be filled for the remainder of the term by the membership within sixty days of the vacancy.</p> <p>C. A vacancy in any other member-elected board position shall be filled by the membership within sixty days of the vacancy.</p> <p>D. A vacancy in the position of immediate past president shall remain unfilled.</p>	<p><u>ARTICLE IV – BOARD OF DIRECTORS,</u> <u>Section 6. Vacancy</u></p> <p>A. A vacancy in the office of president shall be filled by the president elect for the remainder of the term, followed by one full term as president.</p> <p>B. A vacancy in the office of president elect shall be filled for the remainder of the term by the membership within sixty days of the vacancy.</p> <p>C. A vacancy in any other member-elected board position shall be filled by the membership within sixty days of the vacancy.</p> <p>D. A vacancy in the position of immediate past president shall remain unfilled.</p>

Proposal to Amend Society of Women Engineers Bylaws

Conforming Amendment:

None

Rationale:

The intent of the proposed amendment is to introduce a non-voting position on the board of directors for the immediate past president to serve as an advisor and provide increased continuity on the board of directors.

Pros:

Benefits of adoption of the proposed amendment include:

- Continuity may be critical in the event that the president was not on the board of directors in the year prior to their election as president elect, ensuring that the president has all of the relevant information when guiding the board of directors to make decisions. As of FY23, four of the last five presidents elect did not serve on the board of directors the year prior to their terms as president elect.
- Adding the position of immediate past president to the board of directors ensures that their historical context will be available during board of directors and/or senate discussions, providing continuity in the execution of SWE's multi-year strategic plan. While the executive director (ED) and staff are critically important to the development and execution of the strategic plan, it is unfair to put our staff in the position of being the only providers of background on decisions which they are also charged with executing. Additionally, while SWE has enjoyed a great deal of stability in staff leadership over several years, we must recognize that transitions in the position of ED are an eventual reality, which makes continuity for the board even more important.
- Formalizing the immediate past president position allows continued access to board of directors and senate confidential information to appropriately respond to ongoing topics that extend beyond their president term, which might include anything that spans multiple fiscal years. For example, discussions about ongoing investigations (ethics committee, whistleblower policy), executive director contract and compensation, or critical initiatives such as the diversity, equity, and inclusion efforts begun in FY20. The specific responsibilities for the position should be defined in the BOD procedure and agreed annually between the president, president elect, and executive director.
- The board of directors procedures may include more specific outlines of the advising and operational participation expectations for the position of immediate past president.
- The immediate past president is already expected to attend the FYn+1 and FYn+2 board of directors installations and FYn+1 Annual Conference. Formalizing the position in the bylaws would ensure that the individual has a position to reference if requesting financial support from their employer for three years up front.

Proposal to Amend Society of Women Engineers Bylaws

- The addition of an immediate past president to the board of directors is in alignment with comparable technical engineering professional organizations having a similar type of position or position for an outgoing president. Some example organizations that may be familiar include: American Institute of Aeronautics and Astronautics (AIAA), American Institute of Chemical Engineers (AIChE), American Society of Civil Engineers (ASCE), Association for Women in Science (AWIS), Biomedical Engineering Society (BMES), Institute of Electrical and Electronics Engineers (IEEE), International Network of Engineers and Scientists (INWES), National Society of Professional Engineers (NSPE)
- Although many of our peer diversity organizations do not have a formal immediate past president position, this change within SWE could result in a similar change for those organizations, leading to increased continuity and historical legacy for our peer diversity organizations, beyond those impacts within SWE.
- A special director position has the purpose to fill gaps on the board of directors. While this option would allow the outgoing president to provide historical continuity as a special director, in agreement with the president elect and incoming board of directors, the title would not allow it to be obvious internally or externally that the FYn+1 special director is the immediate past president. Whereas a title of “immediate past president” is easily recognizable. The special director position can be used until the proviso expires.

Cons:

The following items have been identified as potential risks and/or topics that will require education or action in the implementation plan:

- The special director position exists specifically to fill gaps on the board of directors. A concern about the lack of continuity on the board of directors could be addressed through this position, as the bylaws allow the board of directors to appoint up to three special directors for a one-year term. Since expansion to three special directors (S1605 on 13th February 2016), no board of directors has filled all three special director positions, and two of the last three boards of directors haven't filled any of the special director positions. The option to appoint the immediate past president as a special director already exists while leaving flexibility to exercise that option year-to-year, rather than making it a fixed change through the bylaws.
- The executive director does not transition between fiscal years, thereby providing continuity between boards.
- This change would increase the president commitment on the board of directors to three consecutive years and a minimum of five years in the aggregate. Following a year of extremely high commitment to SWE as president, the immediate past president should not be assigned additional responsibilities and commitments without agreement or prior coordination. This is a lengthy amount of time for a volunteer position, especially one requiring as much work as the board of directors.

Proposal to Amend Society of Women Engineers Bylaws

- Due to the fact that this would increase the president elect position to effectively span three years, it is possible that the SWE pipeline of strong, qualified candidates could become smaller, with fewer people interested in the extended formal commitment.
- An additional position on the board of directors may increase the board of directors travel budget.

Legal and Parliamentary Review:

- Parliamentarian recommended language for the board of directors clause in Article IV Section 1 for better clarity of role structure.

Action Items:

- Society secretary to lead a review and revise the board of directors procedures.