



## Society of Women Engineers (SWE) Bylaws Amendment Motion

LEGAL COUNSEL DETERMINATION:  Membership vote required per Code of the District of Columbia  Senate vote per SWE Bylaws

Unique Identifier	SWE Members Proposing Amendment
S2303	Kristine Barnes, Vickie Glancy Cannon, Stacey DelVecchio, Kerrie Greenfelder, Dayna Johnson, Genevieve Kane, Bianca McCartt, Sowmya Nagesh, Lisa Rimpf, Gail Robbins (Dyer), Colleen Scholl, Anna Sparks, Shelley Stracener, Inga Urbina

Description	Amend SWE Bylaws Article XIII – Amendment to Change Bylaws Amendment Authority

Intent of Amendment	The intent of this proposed amendment is to remove the SWE Senate as the governing body that amends the Society of Women Engineers Bylaws and reassign that responsibility to the SWE Board of Directors (BOD) or voting members of the Society when required by law according to the Code of the District of Columbia for Nonprofit Corporations.

Background	The prevailing conversation regarding SWE Bylaws amendment authority has been a point of discussion since at least FY14 when the Society of Women Engineers governance structure scoping evaluation initiated with a SWE task force and support from external consultant McKinley Advisors. This effort continued through FY17 and the Governance Structure Implementation Plan actions began to take effect in FY18. The outcome of the FY20 Bylaws Summit focused on developing a Section Agreement to supersede Section Bylaws and streamline the Society and Section contractual relationship. Meanwhile, the SWE Bylaws were clarified as the contractual relationship between the Society and its members. An outcome of the FY21 Senate Society Bylaws Streamlining Sub-Team recommended that “SWE’s Senate, BOD, and other stakeholders continue to discuss” “the appropriate SWE governing bodies for authority of the bylaws.”

Article	Article XIII - Amendment
Section	All Parts

Current Text	Proposed Changes	Text if Adopted
<p>A. These bylaws may be amended at any meeting of the senate or by an electronic ballot vote.</p> <p>B. Amendments may be proposed by any ten members of the Society collectively as a group, provided that at least eight are voting members, or a senator and four additional members, provided that at least three of the four are voting members. Proposed amendments shall be submitted to the secretary.</p> <p>C. The exact text of the amendment shall be made available to the membership by posting on the</p>	<p>A. These bylaws may be amended <del>at any meeting of the senate or by an electronic ballot vote.</del> <b>by two-thirds of the entire voting board of directors at a meeting, except as required by law, whereby a majority of voting members casting a ballot will be necessary to adopt changes.</b></p> <p>B. Amendments may be proposed by any <del>ten members of the Society collectively as a group, provided that at least eight are voting members, or a senator and four additional members, provided that at least three of the four are voting members.</del></p>	<p>A. These bylaws may be amended by two-thirds of the entire voting board of directors at a meeting, except as required by law, whereby a majority of voting members casting a ballot will be necessary to adopt changes.</p> <p>B. Amendments may be proposed by any group of at least ten voting members of the Society. Members of the board of directors may be part of the group proposing an amendment but will not count towards the ten-member minimum. Proposed amendments shall be submitted to the</p>

<p>Society's website at least forty-five days before the senate meeting at which the vote will be taken or the date on which the electronic ballot is sent. Copies of the proposed amendments shall be sent to voting members upon request. The senators shall be notified when proposed amendments are posted.</p> <p>D. Two-thirds of the entire voting membership of the senate at a meeting or ninety percent of the entire voting membership of the senate by electronic ballot shall be required to amend these bylaws. If the electronic ballot requirement is not achieved, the proposal shall automatically be placed on the agenda of the next meeting.</p>	<p><b>group of at least ten voting members of the Society. Members of the board of directors may be part of the group proposing an amendment but will not count towards the ten-member minimum.</b> Proposed amendments shall be submitted to the secretary <b>who forwards for legal and parliamentary review.</b></p> <p>C. The exact text of the amendment shall be <del>made available to the membership by posting</del> <b>posted</b> on the Society's website at least forty-five days before <del>the senate meeting at which the vote will be taken or the date on which the electronic ballot is sent</del> <b>issued.</b> <del>Copies of the proposed amendments shall be sent to voting members upon request. The senators</del> <b>Those eligible to vote on the amendment</b> shall be notified when proposed amendments are posted.</p> <p><del>D. Two-thirds of the entire voting membership of the senate at a meeting or ninety percent of the entire voting membership of the senate by electronic ballot shall be required to amend these bylaws. If the electronic ballot requirement is not achieved, the proposal shall automatically be placed on the agenda of the next meeting.</del></p>	<p>secretary who forwards for legal and parliamentary review.</p> <p>C. The exact text of the amendment shall be posted on the Society's website at least forty-five days before the vote will be taken or the date on which the ballot is issued. Those eligible to vote on the amendment shall be notified when proposed amendments are posted.</p>
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<b>Conforming Amendment(s):</b> <input checked="" type="checkbox"/> Relevant <input type="checkbox"/> Not Applicable		
<b>Article</b>	Article V - Senate	
<b>Section</b>	Section 2. Duties, Part B	
<b>Current Text</b>	<b>Proposed Changes</b>	<b>Text if Adopted</b>
<p>B. The senate shall also:</p> <ol style="list-style-type: none"> <li>1. Consider and, if necessary, vote upon recommendations received from throughout the Society;</li> <li>2. Approve dissolution of the Reserve Fund of the Society; and</li> <li>3. Approve changes to these bylaws.</li> </ol>	<p>B. The senate shall also:</p> <ol style="list-style-type: none"> <li>1. Consider and, if necessary, vote upon recommendations received from throughout the Society; <b>and</b></li> <li>2. Approve dissolution of the Reserve Fund of the Society.; <b>and</b></li> <li><del>3. Approve changes to these bylaws.</del></li> </ol>	<p>B. The senate shall also:</p> <ol style="list-style-type: none"> <li>1. Consider and, if necessary, vote upon recommendations received from throughout the Society; and</li> <li>2. Approve dissolution of the Reserve Fund of the Society.</li> </ol>

**Proviso(s):**  Relevant  Not Applicable

A delayed implementation timeline was considered. It was determined that immediate implementation, if adopted, is acceptable.

<b>Discussion Pro</b>	<ul style="list-style-type: none"> <li>● The proposed language amplifies the intent of the Society to adhere to the Code of the District of Columbia and submit amendments for a membership vote as required per review and direction of Legal Counsel.</li> <li>● Allows the SWE Senate to focus full capacity on their primary duty of Society strategic visioning, as prescribed by the FY18 governance update.</li> <li>● The Board of Directors is the primary fiduciary body of the Society and recognized for assuming decision risks and therefore it is appropriate for the Board of Directors to have the duty to amend the bylaws, when permitted by law.</li> <li>● The proposed amendment reduces Senator liability by removing the duty to amend the SWE bylaws.</li> <li>● This change removes the ability of the Senate or Board of Directors from unilaterally proposing and approving amendments.</li> <li>● It is challenging to develop and slate individuals for the Senator role who have both the strategic skills necessary for the Senate in addition to experience with governance which is embodied within the bylaws.</li> </ul>
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<b>Discussion Con</b>	<ul style="list-style-type: none"> <li>● Adding bylaws amendment responsibility to the Board of Directors may increase workload for the Board, however the Board is already engaged in these discussions as non-voting members of the Senate, so additional workload may be minimal.</li> <li>● Removing bylaws amendment responsibility from the Senate may be perceived as a loss of authority or influence by current or future Senators.</li> <li>● By shifting bylaws amendment responsibility away from the Senate, it may reduce exposure for Society leaders to gain SWE Bylaws experience.</li> <li>● Diversity of experience or perspectives may be reduced at the Board of Directors versus Senate. Board of Directors members (excluding Collegiate Director) are more advanced in their careers so they may miss early career/collegiate views.</li> </ul>
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**Bylaws Committee Feedback**

The Bylaws Committee invested significant time in meeting as a committee and also with motion makers to align with legal counsel and present the best possible language for this proposed motion.

**Staff Feedback**

<b>Headquarters Staff</b>	SWE Executive Staff has been directly involved with SWE Legal Counsel and supports the proposed amendment text. Karen Horting, SWE Executive Director and CEO, confirmed that Headquarters Staff is prepared to conduct a membership vote if the bylaws amendment requires such a vote, and a proviso is not necessary to delay implementation.
<b>Parliamentarian</b>	The SWE Parliamentarian reviewed the proposed text as written and recommended the notice text.
<b>Legal Counsel</b>	The DC Bar Pro Bono Center was consulted during a free 20-minute session with the Society Secretary and two Bylaws Committee members and recommended referring directly to the Code of the District of Columbia for Nonprofit Corporations to eliminate ambiguity. In addition, comprehensive legal guidance regarding the proposed text was provided by SWE Legal Counsel in consultation with the Society Secretary, SWE President, and SWE Executive Staff.

**Additional Information of Relevance**

- The Society of Women Engineers Bylaws, in their current state, are in compliance with the Code of the District of Columbia for Nonprofit Corporations, and voting members would vote on anything required by law in our current governance structure.
- Membership voting occurs electronically for the annual election cycle, so members are accustomed to voting electronically on Society matters. A Teller's Report is issued that captures results and voting statistics, which are available for review.
- Membership will continue to be able to submit feedback during the 45 day viewing period regardless of the group voting to approve.
- Currently the Senate is comprised of 21 voting members as Senators along with the Board of Directors and Senate leadership as non-voting members who all participate in debate. The Board of Directors is a smaller governance body. This proposed motion would shift the number of those discussing and debating motions from approximately 30 members to 11-14 Board of Directors members, as currently written in the SWE bylaws.
- Fiduciary Responsibility per the Code of the District of Columbia: Duty of Care, Duty of Loyalty, Duty of Obedience, and Duty to Inform.
- The Board of Directors and Senate as a designated body maintain fiduciary responsibility of the Society.

**References**

- Code of the District of Columbia for Nonprofits Corporations: <https://code.dccouncil.gov/us/dc/council/code/titles/29/chapters/4>
- Society of Women Engineers Bylaws: <https://swe.org/about-swe>
- SWE Governance Update: <https://swe.org/about-swe/governance/governance-update>
- FY17 SWE Governance Structure Implementation Plan: <https://swe.org/wp-content/uploads/2019/04/SWE-Governance-Implementation-Plan-9-20-17.pdf>
- FY21 Senate Society Bylaws Streamlining Sub-Team Findings: <https://alltogether.swe.org/2021/06/society-bylaws-sub-team-update>

Action Item(s) if adopted	Who must do it	Timeline / When
Update Society of Women Engineers Bylaws with amendment	Society Secretary	No later than 30 days after adoption
Post updated Society of Women Engineer Bylaws on swe.org website	Headquarters Staff	No later than 30 days after adoption
Review and revise Senate Procedures, as necessary	Speaker of the Senate	No later than 90 days after adoption
Review and revise Board of Directors Procedures, as necessary	Society Secretary	No later than 90 days after adoption
Review and revise Headquarters operating documents, as necessary	Executive Director & CEO	No later than 90 days after adoption

*End of Document*