GOVERNANCE STRUCTURE IMPLEMENTATION PLAN
FY17 Governance Task Force
June 1, 2017
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Introduction

Case for Action
SWE has enjoyed great success in recent years. Membership has reached almost 40,000 and we’ve grown our programs and our influence around the globe. With that success, comes the realization that we need to keep our structure and our leadership opportunities relevant. Today’s ability to network and access information is very different than it was even a few years ago, and many professional organizations are struggling with keeping their members engaged. SWE has experienced challenges in filling leadership positions, with some of our members holding multiple roles or holding a position for multiple years, which can lead to volunteer burnout. The reality is, things are changing and SWE needs to change as well. There’s a popular business book about “what got you here won’t get you there”, and that’s certainly true for SWE. We also recognize the need for our members to connect on a personal level and will continue to create opportunities to do so in the new governance structure. To set ourselves up for success into the future, we are looking to make some key changes that will provide more meaningful leadership opportunities for our members.

Background
The transition process began in early FY15 when the Board engaged McKinley Consultants, who work extensively in the non-profit industry, to look at possible changes in our structure and operations. McKinley benchmarked with other organizations, conducted interviews with SWE members with a variety of backgrounds and developed a number of recommendations. In FY16 the Board and the Director of Strategic Initiatives set up teams of SWE leaders – region governors, senators, committee chairs, fellows and others – to do a “deep dive” into specific areas to figure out how those recommendations might work for SWE, and to make adjustments as needed. (The results of that deep dive are available at governance.swe.org.) That information was used to develop a high level vision which was shared with SWE leadership in February 2016. Based on the outcome of that meeting, a Task Force was formed for FY17 to develop an integrated implementation plan. Appendix 1 is a list of task force members. In January 2017 the Task Force shared that comprehensive plan with the Board of Directors (BOD) and the Senate, and the senators in attendance voted unanimously to endorse the path forward.

With the Senate’s endorsement, the Task Force, which is scheduled to dissolve in June 2017, spent the next few months developing this detailed plan outlining what needs to happen, by when and who will be responsible. Some of these recommendations are directly related to the bylaws changes that are being proposed (see Appendix 2), while others are related to processes and procedures outside the bylaws. All are intended to improve the overall volunteer experience for SWE leaders.

The following recommendations include specific actions and recommended timelines with assignments for the Board level owner/liaison and, where appropriate, the individual position(s) more directly responsible for the activity. The recommendations in this plan are grouped by the SWE leadership bodies they predominantly impact, but
many activities require the participation of several SWE leadership groups. It is encouraged that all SWE leaders read through the entirety of this plan to ensure they have reviewed all actions they may be responsible for or involved in.
A. Senate

The Senate is tasked as the strategic body of SWE, but many of SWE’s current strategic planning efforts do not fall under the purview of the Senate. The improvements included here serve to consolidate strategic thinking and planning efforts, both short- and long-term, under the Senate’s responsibilities. Additionally, with the need to include a diverse and agile set of strategic thinkers in this body, coupled with the dissolution of the regions that currently nominate and elect senators, the actions below move the senators to a competency-based selection model and fewer overall elected positions, with the nominating process implemented by the Society Nominating Committee. Due to the high-level of involvement from both the Senate and the Bylaws Committee in any potential changes to the bylaws, the Bylaws Committee recommendations are also included in this section.

A.1 Action: Develop bylaws amendments in accordance with FY17 Winter Senate Meeting approved motion

Timing: May / June 2017

Assigned to: Society Secretary and Governance Task Force

The Governance Task Force presented the path forward on SWE Governance changes at the January 2017 winter senate meeting, and the senate voted to endorse the plan as presented and requested that corresponding bylaws amendment be developed. (See Appendix 3 for the full approved senate motion.) The Governance Task Force, Bylaws Committee Leadership and Society Secretary are developing the bylaws amendments and identifying any areas where bylaws amendments require additional input from other stakeholders. Once drafted, these bylaws amendments will be sent to FY17 Senate, the Governance Task Force and BOD for review prior to the conclusion of the fiscal year. Please see Appendix 2 containing the proposed bylaws amendments for more details.

As part of the bylaws amendments, the Governance Task Force drafted a proposal of election logistics that would transition the Senate, over a period of several years, from its current size of around 32 senators\(^1\) to the smaller, competency-based strategic body that elects 7 senators per year to serve 3-year terms consistent with the recommendations of the FY16 Senate Sub-team. While the details for this transition are articulated in the bylaws amendments, the figures below provide a snapshot of this vision. Additionally, up to 3 special senators could be appointed to a 1-year term in each fiscal year, but they are not included in these figures to reduce complexity.

\(^1\) Note: The approximation of 32 senators in the current body is used throughout this document. It is acknowledged that the exact number of senators for each year under the current structure (excluding non-voting members / leadership) typically falls between 32 and 35, depending on international alternates and special senators.
Figure 1: FY18, FY19, and FY20 suggested Senate election structure

Figure 2: FY20, FY21, and FY22 suggested Senate election structure
Note that for years such as FY20, where the Senate is temporarily smaller than desired, it is suggested that appointment of several special senators to 1-year terms be utilized for that year, as needed. The Senate should continue to assess its workload and effectiveness as the strategic body of SWE throughout this transition and make suggested updates to its structure as needed.

A.2 Action: Educate the FY18 Senate on the current status of governance work and expectations for the year

Timing: July 2017

Assigned to: Speaker of the Senate

About two thirds of the FY17 SWE Senate, who approved the January 2017 motion to move forward with drafting bylaws amendments related to the governance work, are finishing their terms in office in June 2017. The FY18 Senate will need to quickly come up to speed on the work to date in order for the implementation plan to be successful. As soon as practicable, and no later than June 30th, the FY18 Senate leadership should schedule a virtual meeting for all senators to educate them on Governance Task Force work, history, and plan for FY18, including expectations for senators and details of this implementation plan. This education and communication is a key first step in all the early FY18 actions that follow.

A.3 Action: Hold in-person meeting at BOD1 to finalize governance and bylaws amendments

Timing: August 2017

Assigned to: President-Elect

To address questions the FY18 Senate and other FY18 SWE leadership may have, a robust discussion should be held around finalizing the governance changes, including the specific proposed changes to the SWE bylaws. The President-Elect should hold a “governance summit” in conjunction with BOD1 in August to allow final discussion and vetting of the governance changes with: BOD, Senate, BOT, region governance team, key committee chairs, and key Headquarters (HQ) staff. Any final edits to the governance bylaws amendments and this implementation plan following this meeting should be communicated to all invited stakeholders. This should allow for thorough vetting and discussion prior to the bylaws vote at WE17 in order to minimize last-minute changes.

A.4 Action: Submit final bylaws amendments to Senate for WE17 vote and to the SWE membership

While this action is described here as a FY18 action, the current status of governance transition efforts and the associated Senate actions for the year should be a routine part of training for senators for each year of this transition.
Timing: September 2017
Assigned to: Society Secretary, Bylaws Committee

Following the incorporation of any final changes from the “governance summit” and review by the Bylaws Committee, the proposed bylaws amendments shall be submitted to the Senate for voting at WE17 by September 13, 2017. These proposed changes also need to be submitted to the SWE membership for review, likely via All Together.

A.5 Action: Hold a vote on bylaws edits at WE17
Timing: October 2017
Assigned to: Speaker of the Senate

Following the steps outlined in the previous several actions, the Senate should deliberate and vote on the proposed bylaws amendments relative to the governance changes at WE17. As practicable, members of the FY17 Governance Task Force and attendees of the “governance summit” should be present at the Senate meeting in case any final comments or questions arise that need to be addressed.

A.6 Action: Provide guidance to the region and international nominating committees regarding the election of their FY19 senator
Timing: November 2017
Assigned to: Speaker of the Senate

Provided the governance bylaws amendments pass at WE17, guidance should be issued immediately to the region and international nominating chairs and committees with respect to their calls for senators that occur in FY18. Regions and international members will be electing one senator (not two) for FY19, they will be elected to a 3-year term, and the competencies for the position will likely require editing. Practically speaking, this guidance should be drafted ahead of WE17 and immediately distributed afterwards if the governance bylaws amendments pass to avoid confusion and potentially having to reissue election guidance after it has gone out.

A.7 Action: Review and recommend edits to section bylaws
Timing: Fall / Winter 2017
Assigned to: Society Secretary, Bylaws Committee

Provided the governance bylaws amendments pass at WE17, necessary cascading revisions to SWE section bylaws will need to be drafted and communicated. The Bylaws Committee should aim to develop these edits by January 2018 and utilized the remainder of FY18 to communicate and implement the changes.

A.8 Action: Review the Senate strategic sub-teams following one year of implementation
**Timing:** May / June 2018
**Assigned to:** Speaker of the Senate

As the Senate will have absorbed the duties of both the Strategic Planning Committee and the Strategic Initiatives Committee as part of restructuring its sub-teams, Senate leadership should conduct a review of this revised workload towards the end of FY18. Included in this review should be whether the Special Projects sub-team is needed as a standing Senate sub-team going forward.

**A.9 Action:** Revise the Senate Procedures to reflect governance changes

**Timing:** Fall / Winter 2017
**Assigned to:** Speaker of the Senate

The Senate Procedures will need to be revised to reflect the new structure and remove references to regions. The Senate should aim to vote on these procedure changes at the early 2018 winter meeting.

**A.10 Action:** Review bylaws post-transition for possible streamlining

**Timing:** Summer 2018
**Assigned to:** Society Secretary, Bylaws Committee

A key recommendation from the governance structure efforts over the last three years was the identified need to streamline the Society bylaws. The Governance Task Force chose not to do this as part of the larger governance structure changes to allow for complete transparency in the proposed bylaws amendments. However, following the governance structure transition between FY18 and FY19, the Bylaws Committee and Society Secretary should review the bylaws and identify opportunities for increasing efficiencies, moving content to procedures, and reducing the burden on sections to make conforming edits due to Society bylaws amendments. The results of this review should be presented to the full Senate, potentially at WE18.
B. Regions

Great effort was undertaken to identify what the regions have been doing and to retain those activities that add value, albeit through other avenues. Although the dissolution of regions is a key piece to this restructuring, most of the actions needed to ensure a smooth transition are the responsibility of others (e.g. HQ, committees, etc.). There are a few activities required by the current region officers prior to the end of FY18. Note that with the dissolution of regions, the Director of Regions will become a fifth director position on the Board.

B.1 Action: Communicate governance path forward at region leadership summits

Timing: August / September 2017

Assigned to: Director of Regions, Region Governors, MAL President

Following the “governance summit”, the final version of the governance implementation plan and bylaws edits should be communicated to regions via the region governors and senators at each region leadership summit. The Member at Large (MAL) President should also communicate this information to the MAL organization in the same timeframe. Any issues or section communication questions that arise should be communicated back to BOD, Senate and SWE HQ for resolution.

B.2 Action: Provide an overview of governance changes at WE17 region meetings

Timing: October 2017

Assigned to: President-Elect

To fully utilize the opportunity for communication and transparency at the WE17 region meetings, the President-Elect should provide a slide deck to the Region Governance team that summarizes the plans for implementing the governance changes in FY18 and FY19, assuming the bylaws amendments pass. This will help section and region leaders understand what they can expect as the transition occurs. This slide deck should be prepared in consultation with the Senate leadership to ensure complementary (and not duplicative) presentations from the region governors and senators at the WE17 region meetings. Some of this information may also be provided at the WE17 Membership Meeting.

B.3 Action: Close out regions EINs with IRS

Timing: November 2018

Assigned to: Director of Regions, FY18 Region Treasurers

The EINs established for the regions will no longer be needed. Based on instructions provided by HQ, regions should properly complete the final IRS reports (e-postcard or EZ form) to be submitted by November 2018.
B.4 Action: Select final senators for FY19
Timing: Elected by June 2018
Assigned to: Director of Regions, Region Nominating Committees
The incoming FY19 senators will be the last elected by the voting members of their respective regions, including the international senator. These senators will serve 3-year terms and should be slated based on the competencies for the new strategically-focused body.

B.5 Action: Close out region websites, finances
Timing: June 2018
Assigned to: Director of Regions, Region Officers
As identified elsewhere in this implementation plan, region officers will need to work with HQ to close out the region website, and within their respective regions to dissolve their remaining funds.

B.6 Action: Work with sections during last year of regions to address questions and communicate changes
Timing: Throughout FY18
Assigned to: Director of Regions, Region Governors / MAL President
As the Society looks to dissolve regions at the end of FY18, the region governors and MAL President should provide opportunities for their sections / MAL groups / members to ask questions about the transition, help them acquire answers, and facilitate good communication and a smooth transition throughout FY18. These communications should also include a reference guide developed and vetted by the Region Governance team for sections regarding efforts typically handled by the region or HQ to date, the lead group (i.e. LCC, HQ, Bylaws Committee) going forward, contact and reference information, and process expectations for each section.

B.7 Action: Determine path forward for Leadership Summits
Timing: June 2018
Assigned to: Director of Professional Excellence / Leadership Summit Task Force
While each region conducts their fall Region Leadership Summit differently, sections have clearly communicated the value of dedicated time for section leaders training early in the SWE fiscal year. A task force has been established for FY18 to determine the best way to continue to meet sections’ needs for this type of training without the structure of regions to support it.
C. Headquarters

Many of the administrative tasks are currently done by Society leaders are more appropriately done by HQ staff. HQ is aware of this additional workload and has been incorporating that into the 3-year budget with plans to add staff starting in FY18 to provide additional support as needed.

C.1 Action: Transition various communications from regions to HQ staff

Timing: July 2018

Assigned to: HQ/Region Governors

The following communication efforts are currently handled by regions and need to be transitioned to HQ:

1. Redirect region websites to the Society website and close out the region websites.
2. Redirect region email aliases to HQ. It is recommended the aliases remain active for some period of time to resolve any outstanding issues, and ultimately delete those aliases once email traffic slows. HQ should also send regular test e-mails to these aliases to ensure the redirect is working during the transition period.
3. Establish HQ staff responsibility for monitoring section compliance with brand guidelines.
4. Establish a process for communicating key dates and deadlines to all sections.
5. Incorporate member communication forums such as town hall meetings into WELocals (by spring 2019).

C.2 Action: Transition responsibility for various reports and rosters from regions to HQ

Timing: Varies, see below

Assigned to: HQ

The following reporting responsibilities are currently handled by regions and need to be transitioned to HQ.

1. Monitor and follow up with submittal of section leadership reports and finance reports – by July 2018 (Note, it is suggested this occur while regions are still available to help with questions.)
2. To help with transition of incoming section leaders, provide clear instructions on what information is required of them and when it is required. This may be in the form of a checklist and/or new section officer training – by March 2018
3. The Editorial Board is planning to discontinue the annual SWE Yearbook article in SWE Magazine, currently provided on a region level. If that is not discontinued, determine how the input will be gathered – by December 2017

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3 A list of all information, key dates, and deadlines should be generated in FY18 (with review by the region governance team) and communicated to all sections ahead of regions officially dissolving.
4. Establish a process for gathering and maintaining conflict of interest forms from section presidents and treasurers – by July 2018 (It is recognized this process is not currently robust, and may be easier if done electronically.)

5. Establish a process for ensuring sections are in compliance with requirements as stated in the Society bylaws – August 2017 (Administrative tracking by HQ, with help from LCC)

C.3 Action: Transition the administrative roles to the HQ section support staff and develop a communication plan

Timing: Fall 2017

Assigned to: Director of Professional Excellence, HQ

A section support role will need to be developed at the HQ staff level to field questions and facilitate communication that used to be handled by regions and certain committees. Once the HQ section support role is defined and filled, the responsibilities of the region leadership can be transitioned with the LCC supporting the flow of information to/from HQ. Roll out of this information should be coordinated with region leadership summits in August/September 2017 or the WE17 region meetings.

C.4 Action: Provide regions with instructions; Notify IRS of inactivated EINs

Timing: November 2018, March 2019

Assigned to: HQ/Society Treasurer

The EINs established for the regions will no longer be needed. Instructions should be provided to the regions to properly complete the final IRS reports (e-postcard or EZ form) to be submitted in November 2018. HQ will then need to reflect these changes when submitting the updated list of subordinate organizations to IRS in March 2019.

C.5 Action: Reallocate the region dues rebates

Timing: FY18

Assigned to: BOD

The Board will need to approve a reallocation of member dues to remove the region rebate. This will be included in the recommended bylaws amendments.

C.6 Action: Standardize document storage/transfer

Timing: End of FY18

Assigned to: HQ

SWE leadership has seen a variety of document storage repositories since the start of electronic information. There have been pros and cons to each, but ultimately a standardized process is needed that will provide a consistent volunteer experience from
role to role, including committees, sections, and senate. This will be particularly important for future access to the historical region resources.

**C.7 Action:** Determine if/how SME Bowl and other regional based competitions will be coordinated at Annual Conference

**Timing:** August 2017

**Assigned to:** HQ

Recognizing that some current collegiate competitions are region-based, it will be necessary to determine how competitors will be selected and, for those competitions that are sponsored, work with the sponsors in advance to make necessary changes.
D. Committees

Committee leadership and membership experiences currently vary significantly, and members often do not have meaningful work to do. Committee leadership positions are not seen and known by the larger membership, which makes recruiting and filling the membership pipeline difficult in many cases. Additionally, committee leadership is performing administrative tasks that can be addressed by HQ and strategic needs and mission-relevance evaluations of committees are going unfulfilled. With the dissolution of regions and the removal of region officers, committee leadership positions will be a crucial home for SWE leaders to hone and develop their skills sets and competencies.

For the purposes of implementing recommendations, Committees are broken into the following subgroups:

- Recommendations for Leadership Coaching Committee
- Recommendations for Awards and Recognition Committee
- Recommendations for Membership Committee
- Overall Committee Recommendations

With the dissolution of regions, the Leadership Coaching Committee will be responsible for much of sections’ vitality and sustainability following the governance restructuring. However, committees as a whole were evaluated and additional recommendations were made regarding their functions and overall operations. Specific Bylaws Committee recommendations are included in the Senate section of this plan.

Recommendations for Leadership Coaching Committee (LCC)

The LCC currently consists of over 65 coaches trained to provide support to collegiate and professional sections in an effort to promote section vitality. LCC coaches are assigned to sections based on SWE’s region structure and on the coach’s focus: collegiate, professional, or joint. Typical interactions between coaches and a section’s leaders or general members include conducting consulting sessions and presenting LCC modules.

As the region structure is dissolved, the typical lines of communication between sections and region leaders will be replaced by a combination of SWE HQ support, as outlined in this section, and the LCC. LCC coaches will continue to answer questions and brainstorm improvements as they pertain to section vitality to ensure sections continue to receive support, while all administrative communications and actions will be handled by SWE HQ. During the transition, the LCC will aid in forwarding any administrative communications to SWE HQ.

The LCC will be adjusting its structure to meet the needs of a changing Society. Currently, coaches are organized under team leads for each region. Going forward, coaches will continue to report to team leads and to provide the same support to sections through consulting sessions and module presentations. The assignments will be revisited to minimize the number of team leads needed, as well as to allow flexibility for coaches to support nearby sections and MALs without regard for today’s region boundaries.
The LCC will also be identifying expert resources or Subject Matter Experts (SMEs) in the following areas, to be reassessed as SMEs are added:

- Membership Engagement
- Section Management & Operations
- Conflict Resolution & Mediation
- Fund Development & Finance
- Leadership Pipeline

Coaches may remain in their current roles and also be identified as SME's in a particular area(s). The SME designation facilitates the creation of a database of experts available to answer questions as needed. In addition, SWE members outside of the LCC can be included in the SME database. SMEs may not have the same requirements as leadership coaches, and will have standards tailored to the SME designation that will be determined in FY18.

A section startup lead was added in FY17 to provide support to chartering sections and affiliate groups, and this position will remain going forward. In addition, the following lead positions will be added to the committee:

Subject Matter Expert Lead - Provide SME training within LCC, communicate SME expertise/services within committees and the Society, and develop/maintain SME areas of expertise.

Content Lead – Update/manage/create LCC content including the Vitality Assessment, help with summer webinars/WE Local/Society Conference programming, and work with HQ staff on materials for Advanced Learning Center.

Collaboration Lead – Spearhead collaboration with other SWE groups including committees (finance, membership, bylaws, outreach) and coordinators (counselor/faculty advisors, SWEFL, GradSWE).

**D.1 Action:** Select and train new LCC Leads (Coaching, Section Startup, SME, Content, and Collaboration)

**Timing:** Summer 2017

**Assigned to:** Director of Professional Excellence, LCC Chair/Chair-Elect

The restructuring of the LCC will be occurring at the end of FY17 into FY18. It is critical that the new leads be properly selected and trained prior to the start of FY18 in order to provide stability as the governance changes begin to take effect. Selection criteria should include prior SWE experience, openness to change, responsiveness, and ability to take initiative.

**D.2 Action:** Review potential committee name change for the Leadership Coaching Committee

**Timing:** Summer 2017

**Assigned to:** Director of Professional Excellence, LCC Chair
Many of the current functions of the LCC will remain constant in the new structure; however, a name change has been suggested to minimize confusion and ensure that sections understand the revised role of the LCC.

**D.3 Action:** Determine competencies for coaches  
**Timing:** Fall 2017  
**Assigned to:** Director of Professional Excellence, LCC/Region Governors

It is imperative that the coaches have the right skill sets and competencies for this revised LCC structure and are provided performance feedback to ensure strong execution. The selection criteria and competencies need to be identified and communicated to existing and potential coaches, and current coaches will be assessed against those.

**D.4 Action:** Communicate new committee structure including goals for the interaction between sections and LCC coaches  
**Timing:** Fall 2017  
**Assigned to:** Director of Professional Excellence, LCC Chair

The revised LCC structure needs to be clearly communicated to all sections. Also, because of the importance of interaction between LCC coaches and section leaders, the goals for frequency of these interactions should be identified and communicated. This may involve required/increased discussions with sections in lieu of section reports, utilizing vitality assessments differently, or updating to a web-based format.

**D.5 Action:** Identify a process for sections to establish goals and to report performance against those goals  
**Timing:** Fall 2017  
**Assigned to:** Director of Professional Excellence, LCC

Ensuring sections are aware of the Society goals, developing section goals that are consistent, and making progress against those goals are basic to section vitality. Regions currently assist sections in establishing goals consistent with the Society’s, and provide a mechanism for reporting progress. These current communication lines from sections through regions will be replaced by the LCC; specific requirements for goals and reporting will be developed.

**Recommendations for Awards and Recognition Committee**

Although WELocals were in the planning stages prior to the development of the governance changes, the dissolution of regions prompted a decision to be made regarding regional awards.
D.6 Action: Determine and communicate process for issuing “regional” awards

Timing: End of FY18

Assigned to: Director of Achievement, WELocal Awards Task Force

Currently, awards are distributed at the region conferences. However, with the dissolution of regions and region conferences being replaced with WELocals, region awards will not have a body to issue the awards or a place for them to be distributed. WELocal is viewed as an appropriate venue to issue awards similar to those previously issued by regions. A Task Force has been established to determine a path forward, with the expectation that recommendations will be in place for the WELocals 2019.

Recommendations for Membership Committee

To ensure meaningful leadership experiences and consistency with other governance recommendations to move administrative tasks away from volunteer leaders, the Task Force is making recommendations to improve certain functions of the Membership Committee, consistent with the recommendations of the FY16 Committee Sub-team.

D.7 Action: Transfer administrative responsibilities from the Membership Committee to HQ

Timing: FY18

Assigned to: Director of Membership Initiatives, Membership Committee Chair

The Membership Committee has evolved over the years to include a number of administrative activities that would be more appropriately handled by HQ. Some have been moved to HQ already, such as new section formation support. The Membership Committee should consider additional opportunities to have HQ absorb activities in order to create more meaningful leadership opportunities.

D.8 Action: Evaluate core purpose and direction of committee

Timing: FY18

Assigned to: Director of Membership Initiatives, Membership Committee Chair

During the “deep dive” work by SWE leaders in FY16, the committee sub-team looked at the purpose and functionality of the Membership Committee and recommended evaluating the core purpose and strategic direction based on SWE’s needs from a member perspective. The sub-team also recommended possibly changing the name of the committee depending on the outcome of the evaluation.

D.9 Action: Determine creation/sunset process for affinity groups

Timing: FY18

Assigned to: Membership Committee Chair
As SWE evolves the need for affinity groups can shift and change. To be as flexible as possible, it is valuable to have processes in place to create and sunset these groups quickly.

**Overall Committee Recommendations**

Throughout the work of the task force, a number of recommendations have been identified for committees, some more imperative than others. Implementation of these recommendations will require a holistic review of each committee (as outlined below) followed by the implementation of revisions to that committee to align with the governance structure changes and ensure that committee and its leaders have meaningful work that serves SWE's mission, goals, and direction.

**D.10 Action:** For committees with regional representation, determine new selection process

**Timing:** FY18

**Assigned to:** Board Liaisons, Committee Chairs

Several committees currently determine their members based on regional representation, e.g. Program Development Grants. Regions are also used to identify SWEFL participants. With the dissolution of regions, new selection processes will need to be determined and communicated.

**D.11 Action:** Review each committee's current operations and document desired changes in light of governance restructuring

**Timing:** FY18

**Assigned to:** Board Liaisons, Committee Chairs

By the end of FY18, each committee should review its current operations and structure and develop a list of needs, strengths, and suggested changes, particularly considering the governance changes that will be in place starting in FY19 and the even higher value of SWE committees and leadership following the dissolution of regions. This should be submitted in a form prescribed by the Board, and the Board should provide a template or list of facets to be included in this review to Committee Chairs by September 2017. This process should include the following considerations (but this list is not exhaustive):

- **Committee leadership competencies:** SWE has been successful in utilizing the overall leadership competency model for identifying key skills necessary for leadership. To the extent that some committees may have any specific competency needs, these should be identified and communicated to the Nominating Committee (regardless of whether the committee leadership is elected or not). This will ultimately aid in the succession planning of the committees. Additionally, to ensure diverse teams and allow SWE members to develop different sets of competencies and take advantage of leadership
opportunities, each committee should consider where term limitations for members are appropriate.

- **Subcommittees or stand-alone tasks:** One of the complaints often heard by SWE leadership is that people want to volunteer for smaller tasks with less of a time commitment, e.g. judging awards or scholarships. Some committees accommodate this through subcommittee or workgroup structures that allow members to do the work they are passionate about while allowing them to volunteer for a small task commensurate with their availability. To accomplish this, volunteers and desired time commitments should be identified by each committee and a list maintained for use when specific short-term activities are available.

- **Committee size:** To ensure committee size is appropriate for their workload and can staff appropriately, it is important that chairs determine how many people they need to complete the work for the year. This includes working with their BOD contact to ensure they are aware of their goals early in the year.

- **Committee description:** As our committees evolve with the needs of SWE, many members are unclear on just what the each committee does which can make it difficult to attract new committee members. To ensure everyone is clear on specific committees’ workload and responsibilities, the job descriptions associated with each committee should be updated regularly and shared with the Society members. These descriptions should also include the committee core competencies, approximate time commitments and meeting frequency, and any required travel.

- **Diversity:** It is proven that diverse teams provide better results. To help achieve that and to support SWE’s diversity goals, it is important that committee chairs welcome a wide range of members into their committees including, where applicable, collegiate and international members and those from diverse career, geography, or ethnicity backgrounds.

- **Developing leaders:** Many members use the opportunity of committee experience to grow and learn. However, to fully make this a valuable experience, they rely on feedback from their leadership. Consistent, meaningful feedback from leadership to committee members should be encouraged. In addition, a consistent process for feedback should be considered across all committees and SWE leaders. Additionally, committee should consider mentor-mentee relationships that can be set up between senior and junior committee members. While not required, it can be a benefit for newer members and give provide senior members an opportunity to ensure a future leadership pipeline within the committee.

**D.12 Action:** Share relevant committee updates with all members

**Timing:** Ongoing

**Assigned to:** Board Liaisons, Committee Chair/Chair-Elect

To create more meaningful leadership opportunities and educate our members on those opportunities, it is recommended that committee responsibilities and accomplishments be broadly communicated periodically. Some possibilities include
highlights in All Together, or a “committee job fair” at WE or WELocals to further communicate leadership opportunities.

**D.13 Action:** Implement changes and recommendations from FY18 review as applicable

**Timing:** FY19

**Assigned to:** Board Liaisons, Committee Chairs

Following the FY18 review of each committee’s operations and structure, any resulting changes to the committee structure, operations, or processes should be implemented in FY19. This will ensure that committee needs and desired changes in light of the governance structure changes will be implemented during the same timeframe as the bylaws amendments and other governance efforts.
E. Nominating Committee

The Nominating Committee is currently responsible for identifying, vetting and developing a slate of candidates for the BOD, and presenting the slate to the members. The committee will be taking on additional workload, with the slating of senators, senate leadership and standing committee chairs-elect. This will require a strong committee that is transparent in their processes to instill trust. In addition, the make-up of the committee itself will be changing, as the members will no longer be selected based on geography.

E.1 Action: Determine selection criteria for members of the Nominating Committee

Timing: FY18

Assigned to: President, Nominating Committee

The five incoming FY19 committee members will be selected by their regions by June 2018, as outlined in the current bylaws. Assuming the bylaws amendments are approved by the Senate, the five incoming FY20 committee members will need to be selected by another means.

It is recommended that the Nominating Committee consist of ten people, five of whom are solicited through the annual Society team selection procedure, with the ultimate decision made by the current committee members. The other four members should be chosen by the following constituents, and approved by the committee chair: past Society presidents, senate, fellows, trustees and collegiates. Although not specifically required, representation by a diverse and inclusive group should be considered. The make-up of the committee will need to be documented in the bylaws. The process by which each group selects their representative will be determined and documented separately by each group. The Executive Director (ED) will be a non-voting member.

In order to obtain the best candidates, it is recommended the work of the committee be better communicated to our members, along with the needed competencies, to encourage qualified individuals to apply. These should be individuals who are knowledgeable of the Society’s current strategy and challenges, supportive of the Society’s direction and leadership, able to anticipate the competencies of potential leaders, and may include those with an outside perspective or expertise, as needed or appropriate. Other competencies may include maturity, strategic thinking, consensus building, facilitation, mentoring and feedback. Varying levels of competencies should be encouraged.

Because the Nominating Committee will also slate a candidate(s) for the incoming chair-elect (to be elected by the membership), a recusal process must be identified and followed if the candidate(s) is currently a member of the committee.

E.2 Action: Monitor the workload of the Nominating Committee

Timing: FY19-20
**Assigned to: President, Nominating Committee**

In addition to the current Nominating Committee duties (slating of President Elect, BOD, Senate Secretary, Senate Deputy Speaker, and Board of Trustees), they will also be responsible for determining a slate each year that includes seven senators (one-third of the 21 senators each year) and five standing committee chairs-elect (audit, bylaws, ethics, finance and nominating). At this point the committee believes the current size of ten members is appropriate, but this should be revisited once the committee has gone through the process to determine if additional members and/or a different structure (i.e. sub-committees) are needed.

**E.3 Action:** Consider 3-year terms for committee members  
**Timing:** FY19-20  
**Assigned to:** President, Nominating Committee Chair

There is a quick learning curve for committee members, as they come on board in July and must begin considering candidates almost immediately. With the current 2-year terms, one half of the Nominating Committee members change out each year. At this point the committee believes the current term for members is appropriate, but recognizing there are pros and cons, it is recommended that longer terms be evaluated once the committee has gone through the increased-workload slating process in order to provide more consistency.

**E.4 Action:** Standing committee chair-elects will be slated by the Nominating Committee  
**Timing:** FY19 nomination timeline, for FY20 chair-elects  
**Assigned to:** President, Nominating Committee

In the bylaws amendments being proposed, five standing committees have been identified to ensure proper checks and balances: audit, bylaws, ethics, finance, and nominating. These committees were chosen because they have direct impact and influence on SWE’s compliance. While the other chairs and chair-elects are appointed by the BOD, these standing committees would have chair-elects vetted in the same manner as other Society roles and elected by membership.

**E.5 Action:** Ensure the slate of candidates represents the diverse membership of SWE  
**Timing:** Ongoing  
**Assigned to:** President, Nominating Committee Chair

The Nominating Committee wields a large amount of control over the future leadership of the Society, and it is important that they are seen as a fair and impartial group that selects a slate representative of the diverse Society membership. It is recommended that the committee members be trained in areas such as hidden bias and diversity and
inclusion at the start of each fiscal year to enhance their ability to select a truly diverse slate.

Although it is impossible to reflect every aspect of diversity on a slate, it is important that a variety of perspectives are represented. It is recommended that diversity criteria be developed by the committee chair for consideration during the slating process. Criteria may include, but not be limited to, ethnicity, industry, geography, career phase (collegiate, re-entry, working mom), religion and sexual orientation. While the goal of such criteria would be to ensure a diverse slate of candidates, this criteria should not override the competency needs for SWE leadership roles.

**E.6 Action:** Develop a process for educating SWE members on candidate qualifications

**Timing:** FY18

**Assigned to:** President, Nominating Committee Chair

With the full membership voting on all candidates, it is unlikely members will personally know all the candidates and it will be important to educate the members on the qualifications of the various candidates. The current candidate statements distributed with the ballot should be expanded, and/or complemented with videos from the candidates, to help educate members on their positions. The current campaigning policy should be revisited.

**E.7 Action:** Expand the pool of diverse and qualified candidates

**Timing:** FY18/19/20

**Assigned to:** BOD/All Society Leaders

Historically the Nominating Committee reviewed for slating the candidates who were nominated. More recently, there has been a more pro-active approach to identify specific individuals who have the skills needed for specific roles. It is important that qualified candidates be identified from a number of sources throughout the year, and that the benefits of SWE leadership are widely communicated to our members. It is also important that members understand that a range of competencies are needed for the various leadership positions.

Some suggestions include a “candidates can come from anywhere” podcast, or a “committee career fair” at the annual and local conferences to help educate members on the various leadership positions available within the Society. For the five standing committee chair positions, it is recommended that the members of those committees be considered as possible chairs.

If bylaws amendments are approved at WE17, eligibility of directors will be expanded to recognize work and volunteer experience that may provide equivalent and appropriate skill sets. This would open the director positions to those who have relevant business and/or other professional organization experience but may not have a desire to move through the typical SWE career ladder. Also, the Board may experience broader “out of the box” thinking from the candidates’ diverse leadership experience.
E.8 Action: Retain collected candidate information

Timing: End of FY19

Assigned to: President, Nominating Committee/HQ

Among other collection methods, the Nominating Committee currently collects information through the application process, the survey of SWE members, personal interviews at the annual conference, and what is provided by the candidate’s regional representative on the committee. Feedback from the candidate’s prior “SWE boss(es)” was recently added. It is suggested that additional information be obtained from the candidate’s nominator and work references, particularly if director qualifications are changed to eliminate the need for specific Society leadership positions.

Unfortunately, most information is deleted at the end of each fiscal year, so that even if the same candidate applies the following year, everything has to be gathered again. This is particularly frustrating if the candidate was specifically encouraged to work on an improvement area one year, but any progress in that area is not recognized in subsequent years. Further, candidate information collected via the survey must be re-entered by members each year, which can be frustrating if the candidate is a repeat from the previous year and can lead to brief, incomplete, or non-existent feedback.

It is recommended that a summary of the feedback gathered be retained from one year to the next. Recognizing the confidential nature of this type of information, it will be important that it be properly safeguarded and purged after some period of time. It is recommended that HQ assist in this process. (Note: The Nominating Committee has recently begun retaining a small subset of the documentation, including the candidate feedback prepared by the Nominating Committee during the slating process and read to the candidate by the chair.)

E.9 Action: Establish a process to provide the candidates with meaningful feedback to improve their leadership skills and become better candidates

Timing: End of FY19

Assigned to: President, Nominating Committee/HQ

Currently candidate feedback is read verbally to the candidate at the time of slating notification and then provided in writing via email upon conclusion of the discussion (typically a phone call). No standard has been set for the level of required feedback and it has varied from brief to elaborate in commentary (regardless of slating results).

Recommendations to consider include: A) standardize the descriptive level of feedback, B) provide constructive feedback and/or SMART-type goals such that candidates can improve in recommended areas, and C) consider other methods to deliver the feedback. Although the Nominating Committee discusses these items each year, there is no standardization at this point; such standardization should be considered.
E.10 Action: Consider whether the Board of Trustees should be selected using the same process as all other SWE leaders

Timing: FY18

Assigned to: President

Recently the Board of Trustees has utilized the Nomination Committee process (member survey, application, etc.) and then conducted the majority of the vetting activities for trustee candidates (interviews, feedback collection, etc.). After the Board of Trustees completes the vetting process and prepared a recommended slate, the Nominating Committee has proposed the recommended slate and offered feedback and/or concurrence.

This process may have been appropriate when the work of the trustees was highly financial in nature. In recent years the Society has engaged the services of a financial advisor, so while it’s important that the trustees have an understanding of finances, these roles are now much more similar to other SWE leadership positions. It is recommended that a task force be established by the Board to determine if and why the trustees should not be selected using the same process as all SWE leaders (i.e. via the Nominating Committee).

E.11 Action: Include the ED in the candidate vetting process

Timing: FY18

Assigned to: President, Nominating Committee

Recently there has been a reluctance to include the ED in the vetting discussions for a variety of reasons. It should be recognized that the ED’s agenda is to advance SWE’s mission, and selecting candidates who support that agenda is in the best interest of the Society. The ED is intimately aware of the strategic direction of the Society; in fact she/he is responsible for ensuring the organization is as effective as possible, and is in a prime position to understand the needs of the organization in the coming year. While she/he does not need to be a voting member or sit in on all the Nominating Committee discussions, the ED should be invited to provide input and counsel at any time during the course of slating, to promote and encourage a deeper level of discussion on the candidates.

E.12 Action: Clarify the petition candidate process

Timing: FY18

Assigned to: President, Nominating Committee

Once the slate is announced, the bylaws allow for petition candidates to be put forth. Although the value of the petition process is duly recognized, it is also important that our members understand that petition candidates have not been vetted by the Nominating Committee, or they may have been vetted and found to be less qualified than those slated. This needs to be clearly communicated if and when petition candidates appear on the slate so voting members better understand the process.
E.13 Action: Address how petition candidates will be endorsed

Timing: FY18

Assigned to: Senate

The bylaws currently require at least 200 voting members to endorse a petition candidate, with no more than 60 being from any one region. With the dissolution of regions and the introduction of collegiates as voting members, the proposed bylaws amendment requires a petition from at least 1% of voting members with no more than 10% of the endorsements from any one section, group, MALs, or international members.

E.14 Action: Determine and document whether elections will be uncontested

Timing: FY18/19/20

Assigned to: President, Nominating Committee

The Nominating Committee has access to feedback and performance information far beyond what the typical member has, and based on this, slates the most qualified individuals for the positions. While it is important for members to feel they have a voice, contested elections do not increase voter turnout. (Based on election data from 2010 to 2017 voting participation ranged from 7.4-12.1%, with no correlation between a contested election and the percentage of members who voted.) Also, by the time a contested election is decided it leaves the unelected individuals, individuals that are clearly highly qualified and motivated to serve the Society, without a Society-level leadership position in the coming year. This in itself can be very demotivating, and the Society has in fact lost active leaders for this very reason.

Historically the slate has ranged from uncontested one year, to fully-contested the following year. This inconsistency from year to year is confusing and leads to misunderstandings outside of the Nominating Committee. The level of contest can be dictated by quantity of applicants, qualifications of applications, and/or leadership preferences of the candidates. For the last two years, intimate discussions with the President and President Elect at the beginning of the FY have been facilitated by the Nominating Committee chair. At these discussions, Nominating Committee members learn the pros and cons of contested elections, specifically that of the President Elect position.

It is recommended that a decision be made and documented as to whether a single slate will be put forth for some or all of the positions and, if not, how best to approach contested elections to encourage increased voting and how best to utilize the unelected individuals.

E.15 Action: Update the election manual

Timing: FY19

Assigned to: President, Nominating Committee
Once the governance changes have been finalized, the election manual should be updated to reflect the revised process. As practicable, this work should be started in FY18, with revisions finalized in early FY19.
F. Sections and MALs

For the purposes of this implementation plan, Sections and the MALs are grouped together. International Affiliates and US Affiliates (formerly CIGs) fall under the oversight of the BOD per a motion passed at winter senate meeting in January 2017.

With the dissolution of regions, the sections will need to seek support and information from the LCC, HQ, and committees for their continued vitality and sustainability. Communicating and educating members on where this support will come from will be crucial. Note: The New Section Coordinator role was eliminated in March 2016 and new section formation will now be overseen by the LCC and HQ.

F.1 Action: Elect last section representatives

Timing: June 2017

Assigned to: Director of Regions, Sections

The role of the section representative is to represent the section in region discussions, and this role will no longer be needed with the dissolution of regions.

F.2 Action: All sections and MAL group must update their bylaws

Timing: June 2018

Assigned to: Society Secretary, Section Presidents

The Bylaws Committee will develop revisions to Section and MAL bylaws to account for references to regions and section representative positions and any references to collegiates as non-voting members. The Bylaws Committee will work with sections and MAL presidents to implement the new template by the end of FY18. Section Presidents should plan to discuss and approve the bylaws amendments for their section in the second half of FY18.

F.3 Action: Determine future MAL governance structure

Timing: June 2018

Assigned to: Director of Regions, MAL Council

The MAL governance structure currently consists of representatives from each region. With the dissolution of regions, the makeup of the MAL Council will need to be revised. It is recommended the current MAL leadership determine the appropriate selection criteria for representatives.
G. Collegiates

Consistent with other governance changes focused on consistent treatment of our diverse membership and competency-based leadership development, the recommendation was made to remove the limitation that collegiate members cannot vote on Society elections and business. Collegiates are a significant portion of SWE’s membership that currently do not have the opportunity to provide their diverse viewpoints on Society business. As part of this transition, collegiates will need to be informed of their responsibilities as voting members.

G.1 Action: Communicate to collegiate members their new voting rights and responsibilities

Timing: FY18

Assigned to: Collegiate Director, LCC/HQ

Assuming the Senate approves the bylaws amendment to grant voting rights to collegiate members, this will need to be communicated to them along with FAQs and an avenue to get answers to questions. This should also highlight that the collegiate director position will be elected by all voting members, along with all other Board positions.
Appendix 1 – Governance Task Force Members

The Governance Task Force was established for FY17 to pull together all the various pieces into an integrated implementation plan. The members of the Task Force were selected from participants in the FY16 sub-teams, as well as other contributors in key areas. The Task Force members, and a few of their experiences that brought perspective to the discussions, are listed below:

- **Penny Wirsing (Task Force Chair), FY16 Director of Strategic Initiatives, Fellow, past Region Senator**
  - Cecilia Breda, (Bylaws Sub-team), past International Senator
  - Andrea Clewley, (Region Sub-team), Region Governor
  - Stephanie DeCotiis, P.E., (Senate Sub-team), past Region Senator, Strategic Initiatives Committee member
  - Kerrie Greenfelder, P.E., (Nominating Committee Sub-team), past Region Governor, Member at Large, FY18 Nominating Committee Chair
  - Dayna Johnson, P.E., (Committee Sub-team), Region Senator, past Awards Committee Chair
  - Alexis McKittrick, Ph.D., member of the original FY15 Governance Task Force, past Region Governor, past Strategic Planning Chair
  - Helen Patricia, (Bylaws Sub-team), Fellow, past Region Governor, past Senate Speaker, Bylaws Chair Elect
  - Sandra Pettit, Ph.D., P.E., (Region Sub-team), Fellow, Region Senator, former MAL
  - Heather Wiest, Ph.D., LCC Chair Elect and long-time LCC member
  - Pearl Yamaguchi, (Section Sub-team), Region Senator
Appendix 2 – Proposed Bylaws Amendments

The following bylaws amendments are proposed to enable the governance restructuring to the extent that structure is outlined in the bylaws. These amendments do not correspond directly to specific portions of the implementation plan. They are being distributed for review and feedback prior to submitting an official amendment request to Bylaws Committee on July 30.

To facilitate the review of the proposed bylaws amendments, editing has been divided into the following five categories: Other, Region, Collegiate, Committee, and Competency. Note that the Other category is a cut and paste, shown in dark green; and any changes to the original language are highlighted in another color. Further, deleted text that is too lengthy to show in a side bar has an endnote number; and the full text follows at the end of the document.

No editorial changes are being proposed at this time. As noted in recommendation A.10, review of the bylaws should be undertaken post-transition for possible further streamlining.
The Society of Women Engineers

BYLAWS

ARTICLE I – NAME AND OBJECTIVES

Section 1. Name

The name of this organization is the Society of Women Engineers, also known as “SWE” or “the Society.”

Section 2. Objectives

The Society of Women Engineers is a non-profit, educational, service organization dedicated to making known the need for women engineers and encouraging young women to consider an engineering education. Specifically, its objectives are:

1. To inform young women, their parents, counselors, and the public in general of the qualifications and achievements of women engineers and the opportunities open to them.
2. To assist women engineers in readying themselves for a return to active work after a temporary absence.
3. To serve as a center of information on women in engineering.
4. To encourage women engineers to attain high levels of educational and professional achievement.

Section 3. Powers.

The members of the Society, both individually and collectively, are empowered to implement the objectives of the Society in consonance with the dignity of the engineering profession and the reputation of the Society. The Society may approve or adopt any position, report, standard, code, formula, or recommended practice pertinent to its objectives. The Society will not participate in nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II – MEMBERS

Membership in SWE is open to all who meet the membership eligibility criteria, regardless of race, creed, color, gender, age, national origin, or sexual orientation. Unless otherwise limited by these bylaws, all members shall have the right to be notified of and attend meetings, make and second motions, vote, and run for office. All members shall abide by the Society’s code of conduct, and all leaders shall be required to abide by the Society’s code of service.

Section 1. Grades of Membership

A. Professional

A person who is or has been actively engaged in engineering work is eligible to become a professional member, if one of the following criteria is met at the time of application for admission or advancement:
1. Holds a baccalaureate or advanced degree in engineering, engineering technology, or a science related to engineering; or
2. Has at least five years engineering experience indicating engineering competency and achievement.

B. Senior
1. A person who is or has been actively engaged in engineering work is eligible, if one of the following criteria is met at the time of application for admission or advancement:
   a. Holds a baccalaureate or advanced degree in engineering, engineering technology, or a science related to engineering and has at least ten years of engineering experience; or
   b. Has at least fifteen years of engineering experience, indicating engineering competency and achievement.
2. Any member who has received the SWE Achievement Award shall be automatically made a senior member, except that a fellow of the Society shall retain the fellow grade.

C. Fellow
A SWE member who has been a senior member for at least ten years, or a member for at least twenty years, may be chosen a fellow of the Society, in recognition of significant and long-term service to the advancement of women in the engineering profession. The fellows shall develop and implement a process by which the selection shall take place.

D. Collegiate
1. A person who meets one of the following requirements is eligible for the grade of collegiate member, provided that such person is not employed full-time in an engineering position (except educational assignments such as internships or co-ops) or in a field related to engineering:
   a. Is pursuing an undergraduate course of study towards an associate or baccalaureate degree in engineering, engineering technology, or a field related to engineering; or
   b. Is pursuing a graduate course of study towards an advanced degree in engineering or a field related to engineering.
2. Collegiate members shall not have the right to vote or run for office, except as otherwise provided in these bylaws; however, collegiate members of collegiate sections shall have full rights of membership within their section.
3. Any member who returns to full-time student status may be affiliated with a collegiate section while retaining the member grade held, including its rights and privileges.

E. Associate
1. A person who supports the goals of the Society but does not qualify for membership under any of the aforementioned grades may be eligible for the grade of associate if such person is either:
Section 2. Application and Admission

All applicants for membership in the Society must submit a statement of qualifications to the Society headquarters on a form provided by the Society, accompanied by the required fees according to policies adopted by the board of directors.

Section 3. Dues

A. All members shall pay dues directly to the Society headquarters. Dues for all grades of membership, including any percentage allocation of funds rebated to sections, members at large, and regions, shall be set by the board of directors.

B. Dues shall be billed annually, according to a schedule set by the board of directors.

Section 4. Resignation, Removal and Reinstatement

A. Any member in good standing may resign by submitting a letter of resignation to the Society headquarters.

B. Any member who fails to pay dues according to the established schedule shall be dropped from the Society's membership register. A member may be disciplined or removed in accordance with the procedures outlined in the "Procedures for Review of SWE Member Conduct," which shall be kept updated on the SWE website. Amendments to these procedures may be proposed by the board of directors or the ethics committee, for approval by the senate.

C. A person who has resigned or been dropped from membership may be reinstated to membership by submitting a written request to the Society headquarters. The board of directors may create policies with regard to reinstatement, including setting reinstatement fees, and shall be the final authority on questions of reinstatement.

Section 5. Annual Membership Meeting

A. There shall be an annual meeting of the membership held at the annual conference. Notice of the meeting must be sent to each member with the notice of the conference.

B. All members are eligible to attend and participate in the annual membership meeting. The quorum for such meeting shall be the voting members present.
Matters referred by the president, board of directors, senate, or members may be
discussed by all members in attendance, but only voting members shall have the
right to vote on such matters.

ARTICLE III – OFFICERS

Section 1. Officers
The officers of the Society shall be the president, president elect, secretary, and
treasurer.

Section 2. Duties
A. The president shall:
   1. Represent the Society before the public as the official representative of the
      Society;
   2. Preside over all meetings of the board of directors and the membership;
   3. Appoint the chairs of Society committees, except the chair of the nominating
      committee, subject to the approval of the board of directors;
      **Proviso**: The president shall appoint the chairs of all Society committees, serving
      their term through fiscal year 2020. This proviso shall expire on June 30, 2020.
   4. Report to each meeting of the board of directors, the senate, and the
      membership on the progress and state of the Society; and
   5. Perform other duties incident to the office of president, whether assigned by the
      board of directors, the senate, or Society governing documents.

B. The president elect shall:
   1. Assume the duties of president in case of temporary absence or temporary
      inability to serve; and
   2. Perform other duties incident to the office of president elect, whether assigned by
      the president, board of directors, the senate, or Society governing documents.

C. The secretary shall:
   1. Serve as the chief elected communications officer of the Society;
   2. Be responsible for the preparation and retention of the minutes of the board of
      directors and the membership;
   3. Oversee the preparation and distribution of an agenda for each meeting of the
      board of directors and the membership, subject to the approval of the body at the
      meeting;
   4. Review membership applications as is deemed necessary or upon request of
      headquarters personnel, and decide all matters of membership eligibility and
      reinstatement, subject to appeal to the board of directors;
   5. Review charter applications and petitions according to board policies;
   6. Approve region, section, and members at large bylaws, as well as subsequent
      amendments, subject to appeal to the board of directors;
   7. Have an up-to-date roll of the board of directors at all meetings of the board; and
   8. Perform other duties incident to the office of secretary, whether assigned by the
      president, the board of directors, or Society governing documents.
D. The treasurer shall:
   1. Serve as the chief elected financial officer of the Society, and as such, be
      responsible to oversee the collection, distribution, and safekeeping of the
      Society’s funds;
   2. Present a financial report at each in-person meeting of the board of directors, the
      senate, and the membership;
   3. Serve as an ex officio member of the finance committee; and
   4. Perform other duties incident to the office of treasurer, whether assigned by the
      president, the speaker of the senate, the board of directors, or Society governing
      documents.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition
The board of directors shall be composed of the officers of the Society, the director of regions, 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.

Proviso: The 2018 fiscal year director of regions will complete their term on the board of directors, as one of the five directors. This proviso will expire on June 30, 2018.

Section 2. Authority and Duties
A. Board of Directors
The board of directors shall be the chief operational policy setting body of the Society, and shall also be responsible for approving statements of external policy on issues or positions that have broad implications for the professional environment and the Society as an organization. As such, the board of directors shall manage the business and affairs of the Society. The board shall also serve as the external face of SWE on issues affecting women in engineering and technology, act as stewards of the Society’s resources (i.e., people, time, and money), and use of the SWE brand. The board of directors shall maintain the strategic plan that is built on the vision created by the senate and the board of directors.

In addition, the board of directors shall:

1. Transact the business and manage the properties of the Society;
2. Appoint the executive director and fix compensation and duties;
3. Carry out its fiduciary responsibilities, including but not limited to:
   a. developing and approving the budget,
   b. authorizing the expenditure of funds,
   c. safeguarding the assets of the Society through ongoing fiscal oversight and management,
d. securing a fidelity bond covering each officer and employee who handles the
funds of the Society,
e. retaining an external auditor recommended by the audit committee to ensure
a competent annual audit of the financial records of the Society, and
f. approving the audit report and acting upon the recommendations contained
therein or those made by the finance committee.

4. Approve changes to the Society’s trademarks or other emblems;
5. Attend all meetings of the board of directors, the senate, and the membership.
6. Create policies with regard to admission, including setting application fees, and
be the final authority on questions of membership;
7. Create policies with regard to and be the final authority on region, section, and
members at large bylaws;
8. Respond to communications from the senate in a timely manner;
9. Advise the president on the appointment of committee chairs, except the chairs
of the nominating committees standing committees, with authority to approve or
deny such appointments;

\textit{Proviso}: The board of directors shall have authority to approve or deny
appointments of the chairs of all Society committees, serving their term through
fiscal year 2020. This proviso shall expire on June 30, 2020.

10. Secure counsel in parliamentary and legal matters for the Society when
necessary or appropriate;
11. Fix the time and location of the annual conference;
12. Authorize Society publications; and
13. Grant or revoke section charters.

B. Directors
The directors shall:
1. Serve as liaisons to and oversee the activities of committees as assigned by the
president;
2. Oversee the budgeted funds and have the ultimate accountability for the fiscal
management of allotted funds to such committees; and
3. Perform other duties as assigned by the president, the board of directors, or
Society governing documents.

C. Director of Regions
1. The director of regions shall:
   a. Act as the board liaison for region governors and coordinate their efforts;
   b. Act as the board liaison for the members at large president;
   c. Monitor section vitality according to policies adopted by the board of directors.
   d. Chair meetings of the region governors; and
   e. Perform other duties assigned by the president, the board of directors, region
governors, or Society governing documents.
2. A deputy director of regions shall be elected to:
   a. Assist the director of regions as deemed necessary by the director of regions
      or the region governors;
   b. Perform the duties of the director of regions in the absence of or at the
request of the director of regions, except serving on the board of directors; and

c. Fill a vacancy in the office of director of regions for the remainder of the term.

A vacancy in the deputy director of regions position shall be filled by the membership within sixty days of the vacancy.

D. Collegiate Director

The collegiate director shall be elected by the collegiate section presidents to:

1. Serve as a liaison to collegiate leaders;
2. Contribute collegiate knowledge and interests; and
3. Perform other duties as assigned by the president, the board of directors, or Society governing documents.

E. Special Director

1. Special directors may be elected by the board of directors to:
   a. Establish strategic partnerships;
   b. Contribute special knowledge or skills; or
   c. Represent special groups or priority interests.
2. Special directors shall perform duties assigned by the president, the board of directors, or Society governing documents.

Section 3. Terms of Office

A. The president shall serve for one fiscal year.

B. The president elect shall serve for one fiscal year, followed by a term as president.

C. The secretary, treasurer, directors, director of regions, and collegiate director shall serve for two fiscal years, with terms staggered as follows:

1. The secretary, collegiate director, and two directors shall take office during even-numbered fiscal years.
2. The treasurer, and two directors, and the director of regions shall take office during odd-numbered fiscal years.

D. The deputy director of regions shall serve for one fiscal year.

ED. The board of directors may elect special directors for a one-year term beginning on July 1. If elected after July 1, the special director shall serve for the remainder of the fiscal year in which elected. A special director may be elected to only one additional consecutive term.

EE. Service for more than half of a term shall be considered as a full term, except that the president elect shall be eligible to serve a full term as president, regardless of the length of any partial term served while filling a vacancy.

Section 4. Eligibility

A. Candidates for all elected positions, except the senate speaker, collegiate director,
and special directors, must meet the following criteria:

1. Be voting members of the Society in good standing; and

2. One of the following criteria is met at the time of taking office:
   a. Have served at least two years in the aggregate as a professional member of
      the senate, Society or senate committee chair, or region governor, professional
      section or members at large president, or professional section or members at
      large representative, except that one year as either a collegiate senator or
      collegiate representative may be counted toward this requirement; or
   
   Proviso: For the purpose of fulfilling eligibility requirements, service as an
   international representative for the fiscal year ended June 30, 2009, shall count
   toward these requirements. This proviso shall expire June 30, 2019.

   b. Have experience that demonstrates competency in the required skills set as
      set forth by the nominating committee procedures.

B. Candidates for president elect and president must be either a senior member or a
   fellow and must have served at least two years on the board of directors.

C. Candidates for director of regions and deputy director of regions must have served
   as a region governor.

DC. Candidates for collegiate director must:

1. Be or have been a collegiate member of the Society in good standing within two
   years immediately previous to submission of the nomination;

2. Be a member of the Society in good standing; and

3. At the time of taking office, have at least two years of experience in the
   aggregate in at least two different SWE positions with significant leadership
   responsibility, provided that at least one year must be in a collegiate role.

Section 5. Meetings

A. The board of directors shall meet at least three times per year, upon the call of the
   president or any five members of the board of directors collectively as a group. At
   least one such meeting must be an in-person meeting. The board of directors may
   also meet via conference telephone or by any means of communication by which all
   persons participating in the meeting are able to communicate with one another.
   Two-thirds of the voting members of the board of directors then in office, one of
   whom must be the president or president elect, shall constitute a quorum for the
   conduct of business. Proxy voting shall not be allowed.

B. Thirty days notice shall be required for any in-person meeting of the board of
   directors. For telephone conference or other electronic means allowed by law, at
   least five days notice shall be required. Notice may be waived by directors before,
during, or after any meeting, but such waiver must be unanimous, presented in
writing, and placed on file with the records of the meeting.

Section 6. Nomination
A. The nominating committee shall, subject to the approval of the board of directors,
develop and maintain appropriate procedures to govern the Society related to
nomination, election, or removal not covered by the law or these bylaws.

B. The nominating committee shall be composed of one voting member from each
region, elected in accordance with region bylaws, to serve for a period of two fiscal
years. Terms shall be staggered so that approximately half of the members of the
committee are elected each year, during the year in which their region is not holding
an election for region governor. Members of the nominating committee may not
succeed themselves as regional representatives but may serve up to four additional
years, up to two years as deputy chair of the committee and up to two years as chair
of the committee.

C. The chair and deputy chair of the nominating committee shall be nonvoting members
of the committee elected annually to serve for the next fiscal year by the regional
representatives on the committee. Candidates for chair and deputy chair must have
recent service on the nominating committee or board of directors and may be
members of the committee or board of directors at the time of selection. The chair
or deputy chair may not serve concurrently as a regional representative on the
committee or as a member of the board of directors. The chair and deputy chair
may be reselected to only one additional consecutive term and shall not be eligible
to serve as a regional representative to the nominating committee for at least one
year after serving as chair or deputy chair.

D. The deputy chair shall assist the chair as deemed necessary by the chair or regional
representatives. The deputy chair shall perform the duties of the chair in the
absence of or at the request of the chair. The deputy chair shall fill a vacancy in
the position of chair for the remainder of the term. A vacancy in the deputy chair
shall be filled within sixty days of the vacancy.

E. In order to be eligible to serve on the nominating committee, a member must have
had recent experience with the Society on a national level, such as service on the
board of directors, as a professional member of the senate, as a region governor, or
as a Society committee chair. Members of the nominating committee may not
become candidates during their tenure of service on the nominating committee.

F. The nominating committee shall select one or more qualified candidates for each of
the available positions except the collegiate director and present such slate to the
board of directors and the senate by February 1. The nominating committee shall
select one or more qualified candidates for collegiate director and present such slate
to the board of directors and senate by March 1. The nominating committee may
also recommend candidates for other positions, if so requested by the board or the
Additional candidates for all positions except the collegiate director may be nominated by petition, provided that:

1. The member is eligible for the position.
2. The member has given written consent to be placed on the ballot.
3. At least 200 voting members have signed a petition or endorsed an e-mail to place the candidate’s name on the ballot, with no more than sixty being from any one region or the international members.
4. The petition, together with the written consent, is submitted to the Society headquarters by March 1.

Section 7. Election

A. Members whose dues are current as of March 1 shall be eligible to vote in the election. The executive director shall be responsible to ensure that the ballot, listing the candidates proposed by the nominating committee and any candidates who have properly petitioned, shall be sent to each voting member by April 1. No member may be nominated for more than one office or position on the ballot.

B. Ballots must be returned by the date indicated on the ballot in order to be counted. A plurality shall elect. In case of a tie, the winner shall be chosen by lot.

Section 8. Vacancy

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.

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.

C. A vacancy in any other member-elected board position shall be filled by the membership within sixty days of the vacancy.

Section 9. Removal

A. The president, president elect, secretary, or treasurer may only be removed by a majority vote of the members properly responding to a mail ballot requesting removal of that officer, provided that at least 1,000 ballots have been returned by the stated deadline. Such ballot shall be sent upon the petition of 200 voting members, provided that there are at least forty signatures or e-mail endorsements from each of four separate regions, no more than ten signatures from any one section, the members at large, or the international members.

B. A director, the director of regions, or the collegiate director may be removed by a two-thirds vote of the senate.

C. A special director may be removed by a majority vote of the board of directors.
D. Removal procedures not covered by law or these bylaws shall be developed by the nominating committee and approved by the board of directors.

ARTICLE V – SENATE

Section 1. Composition

A. All senators and alternates, except the collegiate senators and the special senators, must be voting members of the Society and have experience that demonstrates competency in the required skills set as set forth by the nominating committee procedures.

B. The voting membership of the senate shall consist of:

1. Two professional, senior, or fellow Twenty-one members senators from each region serving staggered terms. One Seven shall be elected each year by and from the voting members of that region and serve for two three fiscal years; and

2. One collegiate member from each region, elected by the collegiate section presidents of that region for one fiscal year;

3. Two international members, one elected each year by and from the voting international members for two fiscal years; and

4. Up to two special senators nominated by the speaker and elected by the senate to serve for one fiscal year or remainder thereof. The special senators may be from any membership category or may be nonmembers. Prior to the commencement of their terms of office, the incoming speaker may nominate and the incoming senators may elect one or both of the special senators for a term to begin July 1. If elected after July 1, the special senator(s) shall serve for the remainder of the fiscal year in which elected.

5. No two senators from a region may be from the same section or the members at large.

6. Election shall be by plurality vote. In case of a tie, the winner shall be chosen by lot.

7. Regions and international members may use the Society election ballots or may conduct their own elections, except that ballots for collegiate senators must be presented in accordance with procedures approved by the board of directors. If a region or the international members do not use the Society election ballot, the elected senators must be reported to headquarters by May 15 or those position(s) shall automatically revert to additional special senators for the entire fiscal year.
term.

C. International members may select one or more alternates according to policies adopted by the senate. Alternates shall serve for one fiscal year.

DC. Nonvoting members of the senate with the right to participate in the discussions of the senate shall include members of the board of directors and the deputy director of regions.

Section 2. Duties

A. The senate shall be responsible for charting the strategic direction of SWE by developing and adopting the long-range goals for the Society. To these ends, the senate shall conduct essential dialogue on long-term trends and issues of common interest, and may appoint subordinate units to assist in the creation of these strategic directions or policies. The senate shall communicate the outcome of such dialogue to the board of directors.

B. The senate shall also:

1. Consider and, if necessary, vote upon recommendations received from throughout the Society;
2. Establish policies on the use and restrictions of the Reserve Fund of the Society;
3. Approve changes to the number of regions or regional boundaries; and
4. Approve changes to these bylaws.

The following shall replace Section B (above) on June 30, 2018:

B. The senate shall also:

1. Consider and, if necessary, vote upon recommendations received from throughout the Society;
2. Establish policies on the use and restrictions of the Reserve Fund of the Society; and
3. Approve changes to these bylaws.

Section 3. Meetings

A. The senate shall meet in person at least once annually at a time and place determined by the senate. Such meeting shall be designated as the annual meeting.

B. The senate may also meet at any other time upon the call of the speaker or by written petition of at least one-third of the voting members of the senate.

C. Unless otherwise restricted by law or these bylaws, the senate may also conduct business by telephone or other electronic device, provided that all members can communicate with one another at the same time.

D. The senate may also conduct business by mail, electronic mail, or fax, provided that:

1. Complete and identical information is distributed to all members of the senate at
the same time.

2. Instructions for reply, together with a return date no less than fourteen days from the date of distribution, are included.

3. The integrity of each ballot can be verified as to the eligibility of the member casting the vote and that only one ballot is cast by any member.

4. The number of ballots returned meets the quorum requirements for an in-person meeting.

5. The vote required shall be the same as the vote for an in-person meeting.

6. The balloting is in accordance with any additional policies adopted by the senate to ensure that:

   a. Alternate methods of voting are provided for any senator who is unable to use the primary method; and
   
   b. The decision to take such a ballot is made by those properly authorized by the senate to make such decision.

7. The results of such ballot shall be reported to the senate within fifteen days after the close of the ballot process.

E. Twenty-five senators shall constitute a quorum for the conduct of the business of the senate.

   Proviso: To facilitate the transition from a two fiscal year term and region based senate, quorum shall consist of 25 senators for FY18, 17 for FY19, 14 for FY20, and 19 for FY21. This proviso shall expire on June 30, 2021.

F. At least sixty days notice shall be given to all senators prior to an in-person meeting, and at least ten days notice shall be given to all senators prior to a telephone conference call meeting.

G. No senator may vote by proxy.

Section 4. Speaker, Deputy Speaker, and Senate Secretary

A. Duties

1. The speaker shall:

   a. Be responsible to ensure effective facilitation of dialogue and effective communication among all senators;
   
   b. Be the senate’s advocate, voice, and point of contact;
   
   c. Serve as the presiding officer of the senate, and prepare the senate agenda in consultation with the president;
   
   d. Serve as a voting member of the board of directors and as such be the link between the senate and the board;
   
   e. Implement the roles assigned to the senate in partnership with the president and board of directors; and
   
   f. Establish senate subordinate units as directed by the senate or as otherwise needed to conduct the work of the senate, and appoint the chairs of all senate subordinate units in consultation with the deputy speaker.

2. The deputy speaker shall:

   a. Assist the speaker in the performance of assigned and necessary duties;
b. Perform the duties of the speaker in the absence of or at the request of the speaker, except serving on the board of directors;
c. Serve as a nonvoting ex officio member of the senate;
d. Implement the roles assigned to the senate in partnership with the president and board of directors.

3. The senate secretary shall:
   a. Serve as the chief elected communications officer of the senate;
   b. Be responsible for the preparation and retention of the minutes of the senate;
   c. Assist the speaker with the preparation of the agenda;
   d. Oversee the distribution of the agenda and materials for each meeting of the senate;
   e. Serve as a nonvoting ex officio member of the senate;
   f. Have an up-to-date roll of the senate at all meetings of the senate; and
   g. Perform other duties incident to the office of senate secretary, whether assigned by the speaker, the senate, or Society governing documents.

B. Term of Office & Eligibility

1. A speaker, deputy speaker, and senate secretary shall be elected by the voting members of the senate. The term of office for the speaker shall be two fiscal years, taking office in the even-numbered fiscal year. The term of office for the deputy speaker and the senate secretary shall be one fiscal year. The speaker, deputy speaker, and senate secretary may not also serve as senators.

2. Any candidate for speaker, deputy speaker, or senate secretary must be a voting member of the Society in good standing and meet one of the following criteria at the time of taking office:
   a. must have served a minimum of two years in the aggregate on the board of directors, as a professional member of the senate, Society or senate committee chair, or region governor, professional section or members at large president, or professional section or members at large representative, except that one year as a collegiate senator or collegiate representative may be counted toward this requirement; or
   b. Have experience that demonstrates competency in the required skill set as set forth by the nominating committee procedures.

Proviso: For the purpose of fulfilling these eligibility requirements, service as an international representative for the fiscal year ended June 30, 2009, shall count toward the requirement. This proviso shall expire on June 30, 2019.

Proviso: For the purpose of fulfilling eligibility requirements, service as a region governor or as a professional section, collegiate or members at large representative through the fiscal year ended June 30, 2018, shall count toward these requirements. This proviso shall expire June 30, 2028.

C. Nomination

1. A senate nominating committee shall be selected by the senate to present a slate of one or more candidates each for speaker, deputy speaker, and senate secretary, to be announced to the senate by February 1.
2. Candidates may be nominated by petition, provided that:
   a. The member is eligible for that position.
   b. The member has given written consent to be placed on the ballot.
   c. At least ten current voting members of the senate have signed a petition or endorsed an e-mail to place the candidate’s name on the ballot.
   d. The petition, together with the written consent, is submitted to the Society headquarters by March 1.

D. Election

1. The speaker, deputy speaker, and senate secretary shall be elected by ballot of the senate during the same time frame as the elections for Society officers and directors.

2. A plurality vote shall elect the speaker, deputy speaker, and senate secretary.

3. Alternate methods of voting or margins required for such election may be used by the senate on a one-time basis, provided that such methods are adopted by previous notice and a vote of two-thirds of the voting members of the senate.

EC. Vacancy

1. A vacancy in the position of speaker shall be filled by the deputy speaker for the remainder of the term.

2. A vacancy in the position of deputy speaker or senate secretary shall be filled within sixty days according to senate policy.

3. A vacancy in a professional senator, deputy speaker, or senate secretary position shall be filled by election by that region’s council for the remainder of the term the membership within sixty days of the vacancy.

4. A vacancy in a collegiate senator position shall be filled for the remainder of the term by election by that region’s collegiate section presidents.

5. A vacancy in an international senator position shall be filled for the remainder of the term by an alternate international senator. If there is no alternate international senator, the vacancy shall be filled by the board of directors.

FD. Removal

1. The speaker, deputy speaker, or senate secretary may be removed by a two-thirds vote of the senate.

2. A professional senator may be removed by two-thirds of the voting members of their region council, a majority vote of the members properly responding to a ballot requesting removal of that officer, provided that at least 1,000 ballots have been returned by the stated deadline. Such ballot shall be sent upon the petition of 200 voting members, provided that there are no more than ten signatures from any one section, the members at large, or the international members.

3. A collegiate senator may be removed by a two-thirds vote of the collegiate section presidents in their region.

4. An international senator may be removed by a two-thirds vote of the international members.

5. A special senator may be removed by a two-thirds vote of the senate.
ARTICLE VI – REGIONS

Section 1. Definition
The United States and Puerto Rico shall be divided into regions.

Section 2. Region Governors
A. The voting members from each region shall elect a region governor to serve for a period of two fiscal years. Region governors shall not serve concurrently as members of the board of directors. Terms shall be staggered.

B. A candidate for region governor must:
1. Be a voting member of the Society in good standing;
2. Be assigned to that region as a member of one of the professional sections or as a professional member at large; and
3. Have served at least two years in the aggregate as a professional member of the senate, professional section or members at large president, professional section or members at large representative, or region officer, except that one year as either a collegiate senator or collegiate representative may be counted toward this requirement.

C. A region governor may be removed by two-thirds of the voting members of the region council.

D. Region governors shall be responsible for coordinating communications within the region, for promoting and facilitating section vitality, for identifying needs within the region, and for being a resource to the sections and members. They shall consult with the board on issues of deactivation and reinstatement of sections within their respective region.

E. Under the direction of the director of regions, region governors shall be responsible for approving requests from sections for deviation from standard region assignment and shall recommend to the senate changes to the number of regions or regional boundaries.

F. Region governors shall prepare and submit reports of activities within the region as requested by the director of regions or the senate.

Section 3. Other Region Officers
Regions may have such other officers as allowed by the region bylaws. Collegiate members who will be assigned to that region and will qualify for professional membership before the start of the term of office may be candidates for election to these offices, but must meet these requirements and the requirements of the position in order to serve. If elected, and a collegiate member during their tenure, such collegiate member shall have the right to vote during the performance of duties in that position, without gaining any voting rights in the Society.
Section 4. Region Councils

A. The voting members of each of the region councils shall consist of representatives as follows:

1. One representative for each 100 voting members or fraction thereof, not to exceed four, elected by the members of each professional section of the region;

2. One representative for each 100 voting members at large or fraction thereof, not to exceed four, of each region, elected by the members at large of the region; and

3. One collegiate representative for each twenty active collegiate sections or fraction thereof, not to exceed two, of the region, elected by the collegiate section presidents of the region in accordance with the procedures for collegiate senator elections.

B. The number of voting members and active collegiate sections as of December 31 shall be used to determine the number of representatives that each of the above entities may elect to serve for the following fiscal year. A professional section chartered or reinstated after that date shall be entitled to one representative.

The following shall replace Sections A and B (above) on July 1, 2017:

A. The voting members of each of the region councils shall consist of representatives as follows:

1. One representative elected by the members of each professional section of the region;

2. One representative elected by the members at large of the region; and

3. One collegiate representative for each twenty active collegiate sections or fraction thereof, not to exceed two, of the region, elected by the collegiate section presidents of the region in accordance with the procedures for collegiate senator elections.

B. The number of active collegiate sections as of December 31 shall be used to determine the number of representatives that each region may elect to serve for the following fiscal year. A professional section chartered or reinstated after that date shall be entitled to one representative.

C. Alternate representatives may be selected in accordance with policies adopted by the region.

D. The officers and senators of the region shall be nonvoting members of the region council with the right to participate in the discussions of the council but shall retain their voting status if they are also representatives.

Section 5. Region Bylaws

There shall be a region bylaws template provided to all regions. Regions may adopt such template or make such changes as allowed, provided that no region bylaws may conflict with the Society bylaws.
Section 6. Region Activities
Regions shall have control over their own activities and projects within the region, provided that no region activity may be in conflict with the established policies of the Society. Regions may not assess dues or fees.

ARTICLE VII – SECTIONS and OTHER GROUPS
Section 1. Professional Sections
A. Any group of at least ten voting members in good standing in the United States or Puerto Rico may apply to the Society for a charter to form a professional section. Such application must be accompanied by a copy of the proposed section bylaws, and names of proposed officers, and the name(s) of the proposed section representative(s). Professional section members shall have the same membership grade in the section as they have in the Society.

B. Professional sections shall have control over their own activities and projects within the professional section, provided that no professional section activity may be in conflict with the established policies of the Society. Professional sections may not assess dues or fees. At the discretion of the professional section, collegiate members who will be assigned to that section may be allowed to be candidates for election to positions other than president, provided that they will qualify for professional membership before the start of the term of office, but must meet these requirements and the requirements of the position in order to serve. If elected, and a collegiate member during their tenure, such collegiate member shall have the right to vote during the performance of duties in that position, without gaining any voting rights in the Society.

C. In order to be in good standing, a professional section must have at least ten voting members in good standing, current bylaws, an elected section representative, and filed its annual reports and officer lists.

D. If, in the judgment of the board of directors, in consultation with the respective region governor, a professional section is not in good standing for two or more consecutive years, the board may declare that section inactive. All current members of the section must be notified in writing at least thirty days prior to such action being taken. Should a section be declared inactive, it shall not be eligible to receive section dues rebates, have a section representative on the region council, or to act collectively in the name of SWE. Members of inactive sections shall automatically become members at large. A section that has been declared inactive may be reinstated by the board of directors upon receipt of a letter requesting reinstatement, accompanied by the same documentation required for chartering a new section.

Section 2. Collegiate Sections
A. Any group of at least ten collegiate members in good standing from a college or
university in the United States or Puerto Rico may petition the board of directors for a collegiate section charter, provided that:

1. At least fifty percent of the members of the proposed collegiate section are women majoring in engineering or engineering technology;
2. At least eight of the members expect to be eligible for membership in that collegiate section for the fiscal year following granting of the charter; and
3. The petition includes a copy of the proposed bylaws and names of proposed officers.

B. The collegiate section shall elect a non-collegiate member in good standing of the Society as a counselor to the section. The counselor shall be considered a nonvoting member of the collegiate section.

C. Collegiate sections shall have control over activities and projects within the collegiate section, provided that no collegiate section activity may be in conflict with the established policies of the board of directors. Collegiate sections may not assess dues or fees.

D. In order to be in good standing, a collegiate section must have at least ten collegiate members in good standing, current bylaws, an elected counselor, and filed its annual reports and officer lists.

E. If, in the judgment of the board of directors, in consultation with the respective region governor, a collegiate section is not in good standing for two or more consecutive years, the board may declare that collegiate section inactive. All current members of the section must be notified in writing at least thirty days prior to such action being taken. Should a collegiate section be declared inactive, it shall not be eligible to receive collegiate section dues rebates, participate in the election of a region collegiate representative or collegiate senator, or act collectively in the name of SWE. Members of inactive collegiate sections shall automatically become members of a professional section (if available) or shall become members at large. A collegiate section which has been declared inactive may be reinstated by the board of directors upon receipt of a letter, requesting reinstatement and accompanied by the same documentation required for chartering a new section.

Section 3. Section Bylaws
There shall be professional section and collegiate section bylaws templates provided to all professional and collegiate sections. Sections may adopt such template or make such changes as allowed, provided that no section bylaws may conflict with the Society bylaws.

Section 4. Revocation of Charter
The board of directors may revoke the charter of any section for cause, after giving the section an adequate opportunity to be heard before the board of directors and upon a two-thirds vote of the board of directors. Upon the request of a section, the board of directors may revoke the charter by majority vote.
Section 5. Other Groups

Other groups may be created and managed by the board of directors to support the Society’s mission under such requirements as the board may determine.

ARTICLE VIII – MEMBERS AT LARGE (MAL)

Section 1. Definition
Any member of a region in the United States or Puerto Rico who is not affiliated with a section is a member at large (MAL).

Section 2. MAL President
A. The members at large representatives shall elect a MAL president to serve for one fiscal year.

B. The MAL president shall be responsible for coordinating communications among the members at large, for identifying needs, and for being a resource to the members at large.

C. The MAL president shall prepare and submit reports of activities by the members at large as requested by the director of regions or the senate.

Section 3. Members at Large Bylaws
The members at large shall have bylaws, which may not have provisions that conflict with the Society bylaws. At the discretion of the members at large, collegiate members who will be members at large may be allowed to be candidates for election to a position other than president, provided that they will qualify for professional membership before the start of the term of office, but must meet these requirements and the requirements of the position in order to serve. If elected and a collegiate member during their tenure, such collegiate member shall have the right to vote during the performance of duties in that position, without gaining any voting rights in the Society.

ARTICLE IX – INTERNATIONAL MEMBERS

Section 1. Definition
Any member who is not a member of a region outside of the United States or Puerto Rico is an international member.

ARTICLE X – COMMITTEES

Section 1. Committees
A. There shall be a finance committee, an audit committee, five standing committees and any other such committees as the board of directors may direct. The five standing committees will include: audit, bylaws, ethics, finance, and nominating.

Each committee shall be provided a charter that has been approved by the board and includes, at a minimum, the committee’s purpose, its scope, its authority and...
limitations on that authority, and the deliverables.

B. Each committee shall have a board contact who shall also serve as an ex officio member of the committee. The board contact shall be designated by the president. Each committee may develop policies and procedures for the operations of that committee. No such policies and procedures shall conflict with these bylaws or other adopted rules of the Society.

C. Standing committees shall have a chair and chair elect. The chair shall serve for one fiscal year. The chair elect shall be elected by the membership and shall serve for one fiscal year, followed by a term as chair. Candidates must be voting members of the Society in good standing and have experience that demonstrates competency in the required skills set as set forth by the nominating committee procedures.

Section 2. Finance

CA. The finance committee shall be composed of at least five members, two of whom shall be members of the board of directors. The treasurer shall be an ex officio member of the finance committee. The finance committee shall be primarily responsible for:

1. Budgeting and long-range financial planning;
2. Monitoring the fiscal health of the Society on an ongoing basis;
3. Reviewing the independent annual financial audit, and reporting their recommendations to the board of directors; and
4. Consulting on other financial matters of the Society on an as-needed basis.

Section 3. Audit

AD. The audit committee shall be composed of at least three members, none of whom may be serving as treasurer or be an employee of the Society. The duties of the audit committee shall be to:

1. Select and recommend to the board an auditor who may not be contracted by SWE for any other functions other than auditing and tax preparation services;
2. Direct the staff to prepare the information for the audit;
3. Review the audit; and
4. Report to the board of directors on the process, outcome, and any committee recommendations.

Section 6. Nominating

A. The nominating committee shall, subject to the approval of the board of directors, develop and maintain appropriate procedures to govern the Society related to nomination, election, or removal not covered by the law or these bylaws.

B. The nominating committee shall be composed of at least ten voting members to serve for a period of two fiscal years. One voting member shall be designated by each of the following groups: the past presidents, senate, fellows, trustees, and collegiate members. The nominating committee chair and chair elect shall have authority to approve or deny such designees. The remainder of voting members will
be designated by the Society team selection procedure. Terms shall be staggered so that approximately half of the members of the committee are selected each year, during the year in which their region is not holding an election for region governor. Members of the nominating committee may not succeed themselves as regional representatives voting members but may serve up to four years as deputy chair elect of the committee and up to two years as chair of the committee.

Proviso: Duly elected regional representatives will complete the remainder of their term as voting members of the nominating committee.

C. The executive director shall be a nonvoting ex officio member of the committee; however, by majority vote of the voting members of the nominating committee, the executive director may be dismissed from all or any part of a meeting.

The chair and deputy-chair elect of the nominating committee shall be nonvoting members of the committee. The chair elect shall be elected annually and serve for one fiscal year, followed by one fiscal year as chair selected annually to serve for the next fiscal year by the regional representatives on the committee. Candidates for chair and deputy-chair elect must have recent service on the nominating committee or board of directors and may be members of the committee or board of directors at the time of selection. The chair or deputy-chair elect may not serve concurrently as a regional representative voting member of the committee or as a member of the board of directors. The chair and deputy-chair elect may be reselected to only one additional consecutive term and shall not be eligible to serve as a regional representative voting member of the nominating committee for at least one year after serving as chair or deputy chair.

The deputy chair elect shall assist the chair as deemed necessary by the chair or regional representatives voting members. The deputy chair elect shall perform the duties of the chair in the absence of or at the request of the chair. The deputy chair elect shall fill a vacancy in the position of chair for the remainder of the term, followed by one full term as chair. A vacancy in the deputy chair elect shall be filled within sixty days of the vacancy.

In order to be eligible to serve on the nominating committee, a member must have had recent experience with the Society on a national level, such as service on the board of directors, as a professional member of the senate, as a region governor, or as a Society committee chair. Members of the nominating committee may not become candidates for elected positions, other than nominating committee chair or chair elect, during their tenure of service on the nominating committee.

The nominating committee shall select one or more qualified candidates for each of the available positions except the collegiate director and present such slate to the board of directors and the senate by February 1.
select one or more qualified candidates for collegiate director and present such slate to the board of directors and senate by March 1. The nominating committee may also recommend candidates for other positions, if so requested by the board or the senate.

Additional candidates for all positions except the collegiate director may be nominated by petition, provided that:
1. The member is eligible for the position.
2. The member has given written consent to be placed on the ballot.
3. At least 20% of voting members, as of the December 31st membership, have signed a petition or endorsed an e-mail to place the candidate’s name on the ballot, with no more than sixty (60%) of the endorsements being from any one region, section, one group, the members at large, or international members or the international members.
4. The petition, together with the written consent, is submitted to the Society headquarters by March 1.

Section 7. Election

Members whose dues are current as of March 1 shall be eligible to vote in the election. The executive director shall be responsible to ensure that the ballot, listing the candidates proposed by the nominating committee and any candidates who have properly petitioned, shall be sent to each voting member by April 1. No member may be nominated for more than one office or position on the ballot.

Ballots must be returned by the date indicated on the ballot in order to be counted. A plurality shall elect. In case of a tie, the winner shall be chosen by lot.

ARTICLE XI – ADMINISTRATION

Section 1. Headquarters Office

A. The Society shall maintain an office for the conduct of business of the Society, at a location determined by the board of directors. Such office shall be under the direct supervision and authority of an executive director, who shall be appointed by the board of directors. The executive director shall report to the board of directors and perform duties under the direction of the board of directors as the board may require.

B. The executive director shall serve as the chief executive officer and shall have the authority and responsibility for the operations of the headquarters office, unless otherwise limited by the board of directors or by the budget. Such authority and responsibility shall include, but not be limited to:
1. Employment and termination of employees, consultants, and vendors;
2. Management and direction of Society activities; and
3. Fiduciary responsibility for the assets of the Society assigned to headquarters.

C. Negotiation of the executive director’s contract and any subsequent performance
evaluations will be done on behalf of the Society by the president and president elect. Such contract shall be reviewed by the Society’s legal counsel prior to presentation to the board of directors for final approval. All terms of the contract shall be disclosed to the board of directors.

Section 2. Fiscal Year
The fiscal year of the Society shall be July 1 to June 30.

ARTICLE XII – DISSOLUTION
In the event of the dissolution of this Society, all real assets and remaining monies shall be donated to a non-profit organization operated exclusively for educational purposes as determined by the board of directors and allowed by law.

ARTICLE XIII – PARLIAMENTARY AUTHORITY
The rules contained in the eleventh edition of Robert’s Rules of Order Newly Revised shall govern this Society and all its subordinate units in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that may be adopted.

ARTICLE XIV – AMENDMENT
A. These bylaws may be amended at any in-person meeting of the senate or by an electronic ballot vote.
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.
C. The exact text of the amendment shall be made available to the membership by posting on the 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.
D. Two-thirds of the entire voting membership of the senate at an in-person 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 in-person meeting.

ARTICLE XV – GOVERNING LAW
All questions with respect to the construction of these bylaws shall be determined in accordance with the applicable provisions of the laws of the District of Columbia.
Provisos to SWE Bylaws:

1. For the purpose of fulfilling eligibility requirements, service on the board of directors shall also include service on the executive committee prior to 1985. Service as region governor shall also include service as a region director prior to 2004.

2. Members who received the grades of senior or fellow prior to January 1, 2009, are exempt from the eligibility requirements specified in Article II, Section 1. B. or C.
Appendix 3 – Senate Motion #1717

Society of Women Engineers
FY17 Senate
Motion Submission Form

Date: 1/28/17  Item #: S1717

Title: Endorsement of Proposed Governance Changes

Description: Motion for Senate to endorse proposed changes in principle

Motion Maker: Pearl Yamaguchi, Dayna Johnson, Sandi Pettit  Second: Jonna Gerken

The SWE senate hereby endorses the cohesive & integrated plan as presented which includes the following goals, and directs the bylaws committee to bring amendments to the next in-person senate meeting to enact them:

- Collegiates shall be granted full voting rights in SWE;
- Terms for senate members shall become three years;
- All nominations and elections shall be competency-based without regard for geographic location;
- Regions shall be dissolved by end of FY18; and
- Selection of the nominating committee shall be on the basis of competency without regard for geographic location.

DISCUSSION PRO

In FY14 SWE began efforts to determine the ideal governance structure and volunteer service model to support the organization’s growth and globalization goals and to maximize member involvement. A number of SWE leaders and stakeholders have been involved in benchmarking, discussion and feedback over the past three years, and in FY17 the Governance Task Force was established.

Following up on prior efforts, the Task Force has developed a plan to move the Society toward the desired goals to:

- Create more meaningful SWE leadership opportunities
- Remove geographic barriers/dissolve region boundaries by end of FY18
- Expanding member segments
  - Align with how members communicate
  - Transition the work of the senate to focus on strategic planning
- Move SPC to Senate by end of FY17
  - Transition to strategic council body in parallel with dissolution of regions
  - Shift in section support
• HQ, WELocal, “section support” committee(s)

In order to ensure the Senate is aligned with the work of the Governance Task Force through the end of FY17 and to minimize lack of clarity for our members, it is important to reach concurrence on a path forward. Approval of this motion will provide the clarity and alignment. The actual work involved in drafting the bylaws amendments will be undertaken separately and presented in a future motion(s).

DISCUSSION CON

Some members believe regions have provided a solid leadership pipeline, sufficient avenues for communication and equitable geographic representation and this plan may not adequately address these areas.

BUDGET IMPACT

Region budgets – each region is developing a plan to dispose of their respective funds in accordance with SWE’s mission, by the end of FY18.

HQ budget – the impacts of additional HQ staffing have been considered in the Annual Strategic Plan Review and will be incorporated in the 3-year budget to be approved by the end of FY18.

STAFF RECOMMENDATION

Staff supports the proposed changes.

DECISION

ACTION ITEMS