

Proposal to Amend Bylaws

Proposal #	Title	Article	Section	Proposed by
S-1803	Senate and Regions	V VI	1 ALL	Cecilia Breda, Andrea Clewley, Stephanie DeCotiis, Kerrie Greenfelder, Dayna Johnson, Alexis McKittrick, Helen Patricia, Sandra Pettit, Heather Wiest, Penny Wirsing, Pearl Yamaguchi

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p><u>ARTICLE V – SENATE</u> <u>Section 1. Composition</u></p> <p>A. All senators and alternates, except the collegiate senators and the special senators, must be voting members of the Society.</p> <p>B. The voting membership of the senate shall consist of:</p> <ol style="list-style-type: none"> 1. Two professional, senior, or fellow members from each region serving staggered terms. One shall be elected each year by and from the voting members of that region for two fiscal years; 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 	<p><u>ARTICLE V – SENATE</u> <u>Section 1. Composition</u></p> <p>A. All senators and alternates, except the collegiate senators and the special senators, must be voting members of the Society <u>and have experience that demonstrates competency in skills as determined by the nominating committee.</u></p> <p>B. The voting membership of the senate shall consist of <u>twenty-one senators and up to three special senators. Members of the board of directors shall be nonvoting members with the right to participate in the discussions of the senate.</u></p> <p>C. <u>Seven senators shall be elected each year by the voting members of the Society for terms of three fiscal years.</u></p> <p>D. <u>Up to three 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 any 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.</u></p>	<p><u>ARTICLE V – SENATE</u> <u>Section 1. Composition</u></p> <p>A. All senators, except the special senators, must be voting members of the Society and have experience that demonstrates competency in the skills as determined by the nominating committee.</p> <p>B. The voting members of the senate shall consist of twenty-one senators and up to three special senators. Members of the board of directors shall be nonvoting members with the right to participate in the discussions of the senate.</p> <p>C. Seven senators shall be elected each year by the voting members of the Society for terms of three fiscal years.</p> <p>D. Up to three 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 any 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.</p>

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<p>serve for the remainder of the fiscal year in which elected.</p> <p>5. No two senators from a region may be from the same section or the members at large.</p> <p>6. Election shall be by plurality vote. In case of a tie, the winner shall be chosen by lot.</p> <p>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 term.</p> <p>C. International members may select one or more alternates according to policies adopted by the senate. Alternates shall serve for one fiscal year.</p> <p>D. 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.</p>	<p>1. Two professional, senior, or fellow members from each region serving staggered terms. One shall be elected each year by and from the voting members of that region for two fiscal years;</p> <p>2. One collegiate member from each region, elected by the collegiate section presidents of that region for one fiscal year;</p> <p>3. Two international members, one elected each year by and from the voting international members for two fiscal years; and</p> <p>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.</p> <p>5. No two senators from a region may be from the same section or the members at large.</p> <p>6. Election shall be by plurality vote. In case of a tie, the winner shall be chosen by lot.</p> <p>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 term.</p>	
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	<p>C. International members may select one or more alternates according to policies adopted by the senate. Alternates shall serve for one fiscal year.</p> <p>D. 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.</p>	
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<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p><u>ARTICLE VI – REGIONS</u></p> <p><u>Section 1. Definition</u> The United States and Puerto Rico shall be divided into regions.</p> <p><u>Section 2. Region Governors</u></p> <p>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.</p> <p>B. A candidate for region governor must:</p> <ol style="list-style-type: none"> 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. <p>C. A region governor may be removed by two-thirds of the voting members of the region council.</p> <p>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.</p> <p>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.</p> <p>F. Region governors shall prepare and submit reports of activities within the region as requested by the director of regions or the senate.</p> <p><u>Section 3. Other Region Officers</u></p>	<p>Delete entire article</p>	<p>Renumber</p>

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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 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.

Proviso: This proposal and all conforming amendments shall be effective July 1, 2018 and in accordance with the following:

To serve in FY19, one senator shall be elected from each region (who may be a collegiate or a professional), and one international senator will be elected, each for a three year term. If a vacancy occurs during FY19 in a senate position, such vacancy shall not be filled. The quorum shall be 17.

To serve in FY20, seven senators shall be elected at large by the voting members of the Society for three year terms. The quorum shall be 14.

To serve in FY21, seven senators shall be elected at large by the voting members of the Society for three year terms. The quorum shall be 19.

To serve in FY22, seven senators shall be elected at large by the voting members of the Society for three year terms. The quorum shall be 16.

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Conforming Amendments:

- Article II, Section 1.E.1.b: Sponsored by a member of the senate, a ~~professional~~ section president, members at large president, ~~region governor~~, or corporate member.
- Article II, Section 1.E.2: Associates shall not have the right to serve on the senate, or board of directors, ~~or as a region governor.~~
- Article II, Section 3.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, and members at large ~~and regions~~, shall be set by the board of directors.
- Article III, Section C.6: Approve ~~region~~, section, and members at large bylaws, as well as subsequent amendments, subject to appeal to the board of directors;
- Article IV, Section 1: The board of directors shall be composed of the officers of the Society, ~~four~~ five directors, ~~the director of regions~~, the speaker of the senate, and the collegiate director.
- Article IV, Section 2.A.3.7: Create policies with regard to and be the final authority on ~~region~~, section, and members at large bylaws;
- Article IV, Section 2.C: (Director of Regions) – strike in its entirety and renumber.
- Article IV, Section 3.C: The secretary, treasurer, directors, ~~director of regions~~, and collegiate director shall serve for two fiscal years, with terms staggered as follows:
- Article IV, Section 3.C.2: The treasurer, ~~two~~ and three directors, ~~and the director of regions~~ shall take office during odd-numbered fiscal years.
- Article IV, Section 3.D: ~~The deputy director of regions shall serve for one fiscal year.~~
- Article IV, Section 4.C: ~~Candidates for director of regions and deputy director of regions must have served as a region governor.~~
- Article IV, Section 9.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 one percent of the voting members as of the previous December 31, provided that there are no more than ten percent of the signatures or email endorsements from any one section, the members at large, or international members. ~~at least forty signatures or e-mail endorsements from each of four separate regions.~~
- Article IV, Section 9.B: A director, ~~the director of regions~~, or the collegiate director may be removed by a two-thirds vote of the senate.
- Article V, Section 2.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 the number of regions or regional boundaries;~~ and 4. Approve changes to these bylaws.
- Article V, Section 3.E: ~~Twenty five~~ Sixteen senators shall constitute a quorum for the conduct of the business of the senate.
- Article V, Section 4.B.1: A speaker, deputy speaker, and senate secretary shall be elected by the voting members of the Society. ~~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.
- Article V, Section 4.B.2: Any candidate for speaker, deputy speaker, or senate secretary must be a voting member of the Society in good standing and ~~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, 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

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requirement. This proviso shall expire on June 30, 2019.

- Article V, Section 4.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.
- Article V, Section 4.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.
- Article V, Section 4.E.2: A vacancy in the position of deputy speaker or senate secretary shall be filled within sixty days according to senate policy.
- Article V, Section 4.E.3: A vacancy in a professional senator, **deputy speaker, or senate secretary** position shall be filled by election by **within sixty days according to senate policy**, that region's council for the remainder of the term.
- Article V, Section 4.E.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.
- Article V, Section 4.E.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.
- Article V, Section 4.F.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, provided that at least 1,000 ballots have been returned by the stated deadline. Such ballot shall be sent upon the petition of one percent of the voting members as of the previous December 31, provided that there are no more than ten percent of the signatures or e-mail endorsements from any one section, the members at large, or the international members.**
- Article V, Section 4.F.3: A collegiate senator may be removed by a two-thirds vote of the collegiate section presidents in their region.
- Article V, Section 4.F.4: An international senator may be removed by a two-thirds vote of the international members.
- Article VII, Section 1.A: Any group of at least ten **non-collegiate** 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.
- Article VII, Section 1.C: In order to be in good standing, a professional section must have at least ten **non-collegiate** voting members in good standing, current bylaws, ~~an elected section representative,~~ and **have** filed its annual reports and officer lists.
- Article VII, Section 1.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.
- Article VII, Section 2.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

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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.

- Article VIII, Section 1: 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).
- Article IX, Section 1: Any member ~~who is not a member of a region~~ **outside of the United States or Puerto Rico** is an international member.

Rationale:

This proposal includes edits that correspond to changes to the Senate under the revised governance structure, including competency-based leadership, Senate leadership elections, Senator term-length, and number of Senators. It also includes deletion of sections and references related to regions. Overall rationale for the governance changes is included in a separate document published with this motion.

Rationale specific to the edits in this proposal includes:

- Provisos are included to allow for a gradual transition of the number of Senators in each fiscal year, which starts in FY19 with 1 Senator from each region and 1 international Senator being elected in FY18 to serve the first 3-year terms. For a detailed graphic explaining these provisos and the number of Senators in each fiscal year, please see Section A of the Implementation Plan.
- The number of potential Special Senators (1-year terms) in a given fiscal year has been increased from 2 to 3. This recognizes that a smaller Senate body may have additional gaps and needs, which can be addressed with the election of Special Senators.
- For consistency with other Society-level leadership elections and to ensure all members have a voice in the strategic leadership of the Society, the Speaker of the Senate, Deputy Speaker of the Senate, and the Senate Secretary will be voted on by the membership as opposed to the Senate.
- Senator and Society officer requirements for removal from a position have been aligned with the proposed Society election petition process changes for consistency.

For more information and background on the transition from geography-based leadership to competency-based leadership and the removal of regions, please see governance.swe.org.

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Proposal #	Title	Article	Section	Proposed by
S1804	Collegiate Member Voting Rights	II	1.D.2.	Cecilia Breda, Andrea Clewley, Stephanie DeCotiis, Kerrie Greenfelder, Dayna Johnson, Alexis McKittrick, Helen Patricia, Sandra Pettit, Heather Wiest, Penny Wirsing, Pearl Yamaguchi

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
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.	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.	None

<u>Conforming Amendments:</u>
<ul style="list-style-type: none"> • Article VII, Section 1.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. • Article VIII, Section 3: 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.

<u>Rationale:</u>
This proposal includes edits that correspond to granting full voting rights to collegiate members. Overall rationale for the governance changes is included in a separate document published with this motion.

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Proposal #	Title	Article	Section	Proposed by
S1805	Competency Model for Nominations and Elections	IV	6 & 7	Cecilia Breda, Andrea Clewley, Stephanie DeCotiis, Kerrie Greenfelder, Dayna Johnson, Alexis McKittrick, Helen Patricia, Sandra Pettit, Heather Wiest, Penny Wirsing, Pearl Yamaguchi

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p>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.</p> <p>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.</p> <p>C. The chair and deputy chair of the nominating committee shall be nonvoting members of the committee selected 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</p>	<p><i>Move both sections to Article X, Committees, with the following amendments:</i></p> <p>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.</p> <p>B. The nominating committee shall be composed of at least ten members one voting member from each region, elected in accordance with region bylaws, to serve for a period of two fiscal years. The members will be designated by procedures approved by the board of directors. Terms shall be staggered so that approximately half of the members of the committee are elected 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 members regional representatives but may serve up to four two additional years; up to two years one year as deputy chair-elect of the committee and up to two years one year as chair of the committee.</p> <p>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.</p>	<p><u>Article X, Section 4:</u></p> <p>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.</p> <p>B. The nominating committee shall be composed of at least ten members, to serve for a period of two fiscal years. The members will be designated by procedures approved by the board of directors. Terms shall be staggered so that approximately half of the members of the committee are selected each year. Members of the nominating committee may not succeed themselves as members but may serve up to two additional years; up to one year as chair-elect of the committee and up to one year as chair of the committee.</p> <p>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.</p> <p>D. The chair and chair-elect of the nominating committee shall be nonvoting members of the committee. Candidates for chair-elect must have recent service on the nominating committee or board of directors and may be members of</p>

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Proposal #	Title	Article	Section	Proposed by
S1806	Standing Committees	X	1,2,3	Cecilia Breda, Andrea Clewley, Stephanie DeCotiis, Kerrie Greenfelder, Dayna Johnson, Alexis McKittrick, Helen Patricia, Sandra Pettit, Heather Wiest, Penny Wirsing, Pearl Yamaguchi

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p><u>Section 1. Committees</u> A. There shall be a finance committee, an audit committee, and any other such committees as the board of directors may direct. 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.</p> <p>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.</p> <p>C. 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:</p> <ol style="list-style-type: none"> 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. 	<p><u>Section 1. Committees</u> A. There shall be a finance committee, an audit committee, <u>five standing committees</u> and any other such committees as the board of directors may direct. <u>The standing committees shall be audit, bylaws, ethics, finance, and nominating.</u> 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.</p> <p>B. Each committee shall have a board contact. <u>Except for the nominating committee, the board contact who</u> 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.</p> <p><u>C. Standing committees shall have a chair and a chair-elect. The chair-elect shall be elected by the membership and shall serve for one fiscal year, followed by a fiscal year as chair. Candidates must be voting members of the Society in good standing and have experience that demonstrates competency in skills as determined by the nominating committee.</u></p>	<p><u>Section 1. Committees</u> A. There shall be five standing committees and any other such committees as the board of directors may direct. The standing committees shall be 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.</p> <p>B. Each committee shall have a board contact. Except for the nominating committee, the board contact 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.</p> <p>C. Standing committees shall have a chair and a chair-elect. The chair-elect shall be elected by the membership and shall serve for one fiscal year, followed by a fiscal year as chair. Candidates must be voting members of the Society in good standing and have experience that demonstrates competency in skills as determined by the nominating committee.</p> <p>D. The chair-elect shall assist the chair as deemed necessary by the chair or members of the committee. The chair-elect shall perform the duties of the chair in the</p>

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Proposal #	Title	Article	Section	Proposed by
S1807	Members at Large President	VIII	2	Cecilia Breda, Andrea Clewley, Stephanie DeCotiis, Kerrie Greenfelder, Dayna Johnson, Alexis McKittrick, Helen Patricia, Sandra Pettit, Heather Wiest, Penny Wirsing, Pearl Yamaguchi

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p>A. The members at large representatives shall elect a MAL president to serve for one fiscal year.</p> <p>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.</p> <p>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.</p>	<p>A. The members at large representatives shall elect a MAL president to serve for one fiscal year.</p> <p>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.</p> <p>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.</p>	<p><u>Strike and renumber.</u></p>

<u>Rationale:</u>
<p>This proposal includes edits that correspond to miscellaneous edits that did not fit into the other 4 governance-related proposals. Overall rationale for the governance changes is included in a separate document published with this motion.</p> <p>Rationale specific to the edits in this proposal includes:</p> <ul style="list-style-type: none"> • The Members At Large (MAL) President will continue to serve as the leader of the MAL organization, but this position should no longer be defined within the Society bylaws. Instead, the definition will be included in the MAL bylaws.

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D. 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.

D. The chair-elect shall assist the chair as deemed necessary by the chair or members of the committee. The chair-elect shall perform the duties of the chair in the absence of or at the request of the chair. The 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 chair-elect position may be filled for the remainder of the term by the committee.

Section 2. Finance Committee

C. 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 Committee

D. 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

absence of or at the request of the chair. The 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 chair-elect position may be filled for the remainder of the term by the committee.

Section 2. Finance Committee

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Section 3. Audit Committee

A. 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.

Proviso: For the FY19 term, the president shall appoint the chairs and chairs-elect of all Society committees,

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	<p>4. Report to the board of directors on the process, outcome, and any committee recommendations.</p> <p><u>Proviso: For the FY19 term, the president shall appoint the chairs and chairs-elect of all Society committees, including the standing committees, subject to the approval of the board of directors.</u></p>	<p><i>including the standing committees, subject to the approval of the board of directors.</i></p>
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<p><u>Conforming Amendments:</u></p> <ul style="list-style-type: none"> • Article III, Section 2.A.3: Appoint the chairs of Society committees, except the <u>standing committees</u>, chair of the nominating committee, subject to the approval of the board of directors; <u>Proviso: To be effective March 1, 2019.</u> • Article IV, Section 2.A.9: Advise the president on the appointment of committee chairs, except the <u>chairs of the standing committees</u>, chair of the nominating committee, with authority to approve or deny such appointments; <u>Proviso: To be effective March 1, 2019.</u>
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<p><u>Rationale:</u></p> <p>This proposal includes edits that correspond to the establishment of 5 standing committees and the election of their chair-elects under the revised governance structure. Overall rationale for the governance changes is included in a separate document published with this motion.</p> <p>Rationale specific to the edits in this proposal includes:</p> <ul style="list-style-type: none"> • The five standing committees – Audit, Bylaws, Ethics, Finance, and Nominating – with a chair-elect who will be elected by the membership were chosen as such because they are associated with compliance responsibilities and regulation of the Society. • The Finance, Audit, and Nominating Committees have existing language in the bylaws related to composition and responsibilities. For the Bylaws and Ethics Committees, this information currently exists in their committee procedures, but that language may be added into the bylaws at a later date provided this proposal moves forward. <p>The provisos in these amendments have been added to eliminate confusion over who selects the FY19 Chair-Elects for the 5 standing committees. Since the FY18 Nominating Committee process will have already begun before this proposal becomes effective, the Chair-Elects for FY19 (and Chairs for FY20) cannot be included in that process. Therefore, the President will select the FY19 Chair-Elects for those 5 committees in late FY18, in accordance with the currently existing committee selection procedures, and they will become part of the Nominating Committee process in FY19 (for FY20 Chair-Elect positions).</p>

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<p>re-selected 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.</p> <p>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 absences 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.</p> <p>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.</p> <p>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 senate.</p> <p>G. Additional candidates for all positions except the collegiate director may be nominated by petition, provided that:</p> <ol style="list-style-type: none"> 1. The member is eligible for the position. 2. The member has given written consent to be placed on the ballot. 	<p>C. The chair and deputy chair<u>elect</u> of the nominating committee shall be nonvoting members of the committee selected annually to serve for the next fiscal year by the regional representatives on the committee. Candidates for chair<u>elect</u> 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<u>elect</u> may not serve concurrently as a regional representative <u>voting member</u> on the committee or as a member of the board of directors. The chair and deputy chair<u>elect</u> may be re-selected to only one additional consecutive term and shall not be eligible to serve as a <u>voting member of regional representative</u> to the nominating committee for at least one year after serving as chair or deputy chair<u>elect</u>.</p> <p>D. The deputy chair shall assist the chair as deemed necessary by the chair or regional representatives. The chair shall perform the duties of the chair in the absences 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.</p> <p>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 <u>on a Society</u> 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 <u>for elected positions other than nominating committee chair-elect</u> during their tenure of service on the nominating committee.</p> <p>F. The nominating committee shall select one or more qualified candidates for each of the available</p>	<p>the committee or board of directors at the time of selection. The chair or chair-elect may not serve concurrently as a voting member on the committee or as a member of the board of directors. The chair and chair-elect shall not be eligible to serve as a voting member of the nominating committee for at least one year after serving as chair or chair-elect.</p> <p>E. In order to be eligible to serve on the nominating committee, a member must have had recent experience on a Society level, such as service on the board of directors, as a member of the senate, or as a Society committee chair. Members of the nominating committee may not become candidates for elected positions other than nominating committee chair-elect during their tenure of service on the nominating committee.</p> <p>F. The nominating committee shall select one or more qualified candidates for each of the available positions and present such slate to the board of directors and the senate by February 1. The nominating committee may also recommend candidates for other positions, if so requested by the board or the senate.</p> <p>G. Additional candidates for all positions may be nominated by petition, provided that:</p> <ol style="list-style-type: none"> 1. The member is eligible for the position. 2. The member has given written consent to be placed on the ballot. 3. At least one percent of the voting members as of the previous December 31 have signed a petition or endorsed an e-mail to place the candidate's name on the ballot, with no more than ten percent being from any one section or group, the members at large, or the international members. 4. The petition, together with the written consent, is submitted to the Society headquarters by March 1.
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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.

~~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 senate.~~

G. 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 one percent of the voting members as of the previous December 31 have signed a petition or endorsed an e-mail to place the candidate's name on the ballot, with no more than ~~sixty~~ ten percent being from any one region ~~section or group, the members at large,~~ or the international members.

4. The petition, together with the written consent, is submitted to the Society headquarters by March 1.

Section 7. Election (incorporate into previous)

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.

H. 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.

I. 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.

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Proviso: For FY19, five regionally-elected members of the nominating committee shall complete their terms, and five members from the remaining regions shall be elected by and from their respective regions.

Conforming Amendments:

- Article IV, Section 2.D: The collegiate director shall be elected by the collegiate 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.
- Article IV, Section 4.A.2: Have served at least two years in the aggregate as a professional member of the senate, Society or senate committee chair, region governor, or 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, b. Have experience that demonstrates competency in the required skill set as set forth by the nominating committee procedures.**
- Article IV, Section 4.D: 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.
- Article V, Section 4.B.1: A speaker, deputy speaker, and senate secretary shall be elected by **voting members of the Society.** ~~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.
- Article V, Section 4.B.2: Any candidate for speaker, deputy speaker, or senate secretary must be a voting member of the Society in good standing and 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, 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.

- Article V, Section 4.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.
- Article V, Section 4.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.
- Proviso #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.

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Rationale:

This proposal includes edits that correspond to changes to the nominating process for Society leadership positions and changes to the Nominating Committee composition and selection under the revised governance structure. Overall rationale for the governance changes is included in a separate document published with this motion.

Rationale specific to the edits in this proposal includes:

- Demonstrated competency in required skills can be used in place of, or in addition to, required terms of SWE leadership to meet leadership position eligibility requirements. This reflects the fact that many potential SWE leaders develop important competencies outside of their SWE roles, such as at work or in other volunteer organizations, and those should be taken into account during the nomination and selection process.
- The Deputy Chair of the Nominating Committee will transition to a Chair-Elect, which will establish the Chair-Elect for a given fiscal year as the Chair in the next fiscal year. This is consistent with the operations of other Society-level committees and enables clearer leadership expectations and roles for this committee.
- The categories of leadership experience and other criteria that should be included within the nominating committee membership will be added in the Nominating Committee procedures. This is consistent with the operations of other Society-level committees.

For more information and background on the transition from geography-based leadership to competency-based leadership, please see governance.swe.org.