

Proposal to Amend Society of Women Engineers Bylaws

Proposal #	Description	Article	Section	Proposed by
S-2109	<p>Amend Article IX – Committees to include Bylaws and Ethics Committees</p> <ul style="list-style-type: none"> ○ Add Section for Bylaws Committee to account for absent Standing Committee ○ Add Section for Ethics Committee to account for absent Standing Committee ○ Reorder standing committees to alphabetical order 	IX	5	Kristine Barnes, Stephanie Loete, Alison Bergmann, Lisa Rimpf, Heather Wiest

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p><u>ARTICLE IX – Committees</u></p>	<p><u>ARTICLE IX – Committees</u></p> <p><u>Section 5. Bylaws Committee</u></p> <p>The bylaws committee shall be composed of at least three members. The secretary shall be an ex officio member of the bylaws committee. The bylaws committee shall be primarily responsible for consulting on bylaws and Society governing documents.</p> <p><u>Section 6. Ethics Committee</u></p> <p>The ethics committee shall be composed of at least three members. The executive director shall be a nonvoting ex officio member of the committee; however, by majority vote of the voting members of the ethics committee, the executive director may be dismissed from all or any part of a</p>	<p><u>ARTICLE IX – Committees</u></p> <p><u>Section 5. Bylaws Committee</u></p> <p>The bylaws committee shall be composed of at least three members. The secretary shall be an ex officio member of the bylaws committee. The bylaws committee shall be primarily responsible for consulting on bylaws and Society governing documents.</p> <p><u>Section 6. Ethics Committee</u></p> <p>The ethics committee shall be composed of at least three members. The executive director shall be a nonvoting ex officio member of the committee; however, by majority vote of the voting members of the ethics committee, the executive director may be dismissed from all or any part of a</p>

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Conforming Amendment:

None

Rationale:

To more clearly communicate the framework for Society-level non-standing and standing committees. There is currently no description for the bylaws and ethics committees and this amendment adds this language.

Pros:

Benefits of adoption of the proposed amendment include:

- Mentions all standing committees equally and outlines the minimum requirements for the missing standing committee descriptions, thereby giving each one a similar level of structure.
- Three members is the minimum number required to conduct business. Additional members can be delineated in the committee charter without amendment to the bylaws.
- Closes open item from FY17 Governance Implementation Plan (9 September 2017), Page 41:
 - Q26: Why don't bylaws and ethics have their committee duties included in the bylaws like finance, audit and nominating?
 - A26: Currently the committee descriptions and duties for the bylaws and ethics committees are included in their committee procedures, like most other SWE committees. Since this information already exists in SWE documentation, the task force decided to minimize "clean up" work and focus on the changes needed for the implementation plan. Additional changes that may improve the bylaws will be revisited in the near future.

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Cons:

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

- Defines committee information in the bylaws that was previously defined in the charters.
- Requires a bylaws amendment for any changes instead of Board of Director approval only.
- Three members may not be enough to effectively administer the bylaws committee due to the volume and type of work and further requirements may need to be defined in the committee charter.

Action Items:

Society Secretary to communicate to Board of Directors regarding the implications and follow-up actions, specifically the review and update of committee charters, as applicable.