

Title: Bylaws Committee Charter

Effective Date: 2023 August 11

**Approved with Board of Directors
(BOD) Motion:** B2408

Revision: 4

Supersedes: B2253

Purpose

The Society of Women Engineers (“SWE” or “Society”) bylaws committee shall be primarily responsible for review of and consulting on Society governance documents including: The Society of Women Engineers bylaws, members at large (MAL) bylaws, SWE section agreements, and section procedures support.

Background:

The following are some of the Society’s governing documents and their defined relationship:

- Articles of Incorporation define the organization’s relationship with the government entity where filed
- The Society of Women Engineers bylaws and members at large bylaws define the relationship between the Society and its members
- Section agreements define the relationship between each section and its members

SWE has a long-term goal to standardize the core governing documents to provide a common organizational structure at the local level and a fair and equal operating system for the Society.

Scope

- Assist with modification to the section agreement template when support is requested by SWE headquarters staff, Society secretary, or board of directors (BOD)
- Assist with requested addendums to individual section agreements when support is requested by SWE headquarters staff
- Review and implement any changes to the bylaws committee procedures and other bylaws committee documents as needed, at least biannually
- Review and prepare proposed amendments to Society bylaws, in collaboration with motion makers, prior to member notification
- Review and provide recommendations to amendments to current MAL bylaws prior to vote by the group when support is requested by the Society secretary
- Serve as resource to members who are requesting help with their section procedures
- Review amended bylaws for accuracy prior to posting on the Society’s website

Resources and References

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- Independent parliamentarian under contract to SWE
 - Independent legal counsel under contract to SWE
 - D.C. Bar Pro Bono Center
 - *Robert's Rules of Orders Newly Revised* 11th edition until subsequent edition is adopted by the Society
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Authority & Limitations

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- Committee chair, chair-elect, and members of the committee may provide recommendations on the bylaws amendment process, section agreement process, and allowable modifications to the section agreement template
 - Proposed changes to Society's bylaws must be reviewed by the committee, independent parliamentarian, and legal counsel prior to the amendment motion notification
 - Amendments to the Society bylaws must be approved in accordance with the authority outlined in the current Society bylaws
 - Any MAL bylaw revisions must be approved in accordance with the authority outlined in the current Society bylaws
 - The independent parliamentarian may override committee's draft language on proposed amendments to bylaws, but does not hold authority over committee leadership or the BOD authority given in the Society bylaws
 - No budget authority
 - Modifications to the Articles of Incorporation would only involve input from this committee upon request by the board of directors
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Deliverables

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- Timely feedback as to receipt and status of requested assistance
 - Status of bylaws update to BOD liaison and other leadership as needed
 - Quarterly reports to BOD liaison
 - Bylaws amendment motion documents to be used for notification and voting
 - Section procedure guidance as requested
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Membership

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- The chair and chair-elect, selected in accordance with the processes outlined in the Society bylaws
 - The Society secretary, as an ex officio member
 - Committee members, having applied through the Society's committee membership process
 - Work groups, established as needed
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Criteria for Success

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- Timely review and release of Society bylaws amendment proposals to Society secretary
 - Adopted amendments to the Society bylaws are incorporated and posted to the Society's website within 45 days
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Report To

Society secretary

Duration

As a standing committee of the Society, review charter biannually and update if needed
