

Proposal to Amend SWE Bylaws

| Proposal # | Title | Article | Section | Proposed by |
|------------|----------------------------|---------|---------|---|
| S-1617 | SWE Trademarks and Emblems | V | 2.B.4 | Cherie Cain, Heather Bernardin, Stephanie DeCotiis, Natalie Vanderspiegel, Jessica Messick, Artemis Agelariou |

| <u>Current Language:</u> | <u>Proposed Changes:</u> | <u>If Adopted:</u> |
|--|---|--|
| <p><i>Article IV, Section 2: (beginning unchanged)</i> In addition, the board of directors shall:</p> <ol style="list-style-type: none"> 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: <ol style="list-style-type: none"> 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. Attend all meetings of the board of directors, the senate, and the membership. 5. Create policies with regard to admission, including setting application fees, and be the final authority on questions of membership; 6. Create policies with regard to and be the final authority on region, section, and members at large bylaws; 7. Respond to communications from the senate in a | <p><i>Article IV, Section 2: (beginning unchanged)</i> In addition, the board of directors shall:</p> <ol style="list-style-type: none"> 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: <ol style="list-style-type: none"> 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; <i>(renumber accordingly)</i> Attend all meetings of the board of directors, the senate, and the membership. 5. Create policies with regard to admission, including setting application fees, and be the final authority on questions of membership; 6. Create policies with regard to and be the final authority on region, section, and members at large | <p><i>Article IV, Section 2: (beginning unchanged)</i> In addition, the board of directors shall:</p> <ol style="list-style-type: none"> 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: <ol style="list-style-type: none"> 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 |

Proposal to Amend SWE Bylaws

| | | |
|--|---|---|
| <p>timely manner;</p> <ol style="list-style-type: none"> 8. Advise the president on the appointment of committee chairs, except the chair of the nominating committee, with authority to approve or deny such appointments; 9. Secure counsel in parliamentary and legal matters for the Society when necessary or appropriate; 10. Fix the time and location of the annual conference; 11. Authorize Society publications; and 12. Grant or revoke section charters. | <p>bylaws;</p> <ol style="list-style-type: none"> 7. Respond to communications from the senate in a timely manner; 8. Advise the president on the appointment of committee chairs, except the chair of the nominating committee, with authority to approve or deny such appointments; 9. Secure counsel in parliamentary and legal matters for the Society when necessary or appropriate; 10. Fix the time and location of the annual conference; 11. Authorize Society publications; and 12. Grant or revoke section charters. | <p>timely manner;</p> <ol style="list-style-type: none"> 9. Advise the president on the appointment of committee chairs, except the chair of the nominating committee, with authority to approve or deny such appointments; 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. |
|--|---|---|

The following amendment will be automatically adopted as a consequential amendment if this proposal is adopted:

| | | |
|--|---|--|
| <p><u>Current Language:</u></p> <p>The senate shall also:</p> <ol style="list-style-type: none"> 1. Consider and, if necessary, vote upon recommendations received from throughout the Society; 2. Set dues for all individual grades of membership, including allocation percentages of funds rebated to sections, members at large, and regions; 3. Establish policies on the use and restrictions of the Reserve Fund of the Society; 4. Approve changes to the Society's trademarks or other emblems; 5. Approve changes to the number of regions or regional boundaries; and 6. Approve changes to these bylaws. | <p><u>Proposed Changes:</u></p> <p>The senate shall also:</p> <ol style="list-style-type: none"> 1. Consider and, if necessary, vote upon recommendations received from throughout the Society; 2. Set dues for all individual grades of membership, including allocation percentages of funds rebated to sections, members at large, and regions; 3. Establish policies on the use and restrictions of the Reserve Fund of the Society; 4. Approve changes to the Society's trademarks or other emblems; 5. Approve changes to the number of regions or regional boundaries; and 6. Approve changes to these bylaws. | <p><u>If Adopted:</u></p> <p><i>Strike and re-number accordingly:</i></p> <p>The senate shall also:</p> <ol style="list-style-type: none"> 1. Consider and, if necessary, vote upon recommendations received from throughout the Society; 2. Set dues for all individual grades of membership, including allocation percentages of funds rebated to sections, members at large, and regions; 3. Establish policies on the use and restrictions of the Reserve Fund of the Society; 4. Approve changes to the number of regions or regional boundaries; and 5. Approve changes to these bylaws. |
|--|---|--|

Rationale:

The governance subgroups have each been tasked with identifying areas in the bylaws that can be amended during FY16. The proposed governance structure doesn't include the senate as it is today. A new Strategic Advisory Board would be created to take on the strategic responsibilities of the current senate and related committees. This change is one step in our governance re-alignment that will better align roles and responsibilities to the correct organizations.

Proposal to Amend SWE Bylaws

Pro:

The board already works closely with SWE's marketing firm, David James Group (DJG), who understands and markets SWE's brand.

The board understands the larger environment and our competitors. They are best informed on what SWE needs to do to market itself to remain relevant.

Con:

Limited representative input to the Society's emblems and trademarks.

The senate will no longer have the checks and balances ability over such changes.

Bylaws Committee Comments:

None.