

## Proposal to Amend Bylaws

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"> <li>1. Budgeting and long-range financial planning;</li> <li>2. Monitoring the fiscal health of the Society on an ongoing basis;</li> <li>3. Reviewing the independent annual financial audit, and reporting their recommendations to the board of directors; and</li> <li>4. Consulting on other financial matters of the Society on an as-needed basis.</li> </ol>	<p><u>Section 1. Committees</u>  A. There shall be <del>a finance committee, an audit committee,</del> <b><u>five standing committees</u></b> and any other such committees as the board of directors may direct. <b><u>The standing committees shall be audit, bylaws, ethics, finance, and nominating.</u></b> 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. <b><u>Except for the nominating committee, the board contact who</u></b> 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><b><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></b></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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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

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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><b><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></b></p>	<p><i>including the standing committees, subject to the approval of the board of directors.</i></p>
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<p><b><u>Conforming Amendments:</u></b></p> <ul style="list-style-type: none"> <li>• Article III, Section 2.A.3: Appoint the chairs of Society committees, except the <b><u>standing committees</u></b>, <del>chair of the nominating committee</del>, subject to the approval of the board of directors; <u>Proviso: To be effective March 1, 2019.</u></li> <li>• Article IV, Section 2.A.9: Advise the president on the appointment of committee chairs, except the <b><u>chairs of the standing committees</u></b>, <del>chair of the nominating committee</del>, with authority to approve or deny such appointments; <u>Proviso: To be effective March 1, 2019.</u></li> </ul>
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<p><b><u>Rationale:</u></b></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"> <li>• 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.</li> <li>• 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.</li> </ul> <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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