



**GOVERNANCE**  
**BYLAWS SUB-GROUP**  
**Summary of FY16 Work &**  
**Recommendations**

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## BACKGROUND

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Initial recommendations related to bylaws from the McKinley report are below.

- Potential revisions to the bylaws will be advanced through a new process in which the Bylaws Committee will provide guidance on the suitability and structure potential changes, the Board will vet and consider endorsement of changes and all eligible SWE members (or membership delegates thereof) will vote on potential changes. Prior to affecting this change, a thorough bylaws audit will take place to ensure that the bylaws include only essential governing parameters, with other aspects of governance being moved to SWE's operating policies.
- Revise the structure, composition and responsibilities of the Bylaws Committee to support the management of the bylaws revision process when needed.

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## SUB-GROUP RECOMMENDATIONS

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\*Note - Not all members agreed with all recommendations, but positions in this document reflect the consensus views.

- Leave the bylaws under senate ownership to complete the bylaws changes and streamlining during governance restructuring.
- A bylaws revision is not recommended; the entire document would be open to change and the scope of notice is irrelevant because it would not be considered an amendment. It would be more like a free-for-all. Instead make it a series of amendments with the last steps being to turn over the bylaws to the new ownership.
- Determine what we want the SWE structure to be and keep in mind reduced detail while amending the bylaws to reflect that versus attacking current language that is about to change. While there is much interest in streamlining the bylaws and reducing the amount of detail, a large number of proposed changes to SWE's governance structure require bylaws amendments to implement. Therefore the sub-group recognized that it was premature to try to wordsmith the society bylaws without more information for the desired direction and end state.
- One area that does seem to have excess detail in the society bylaws and would be a good candidate for reduced details is the duties for officers (BOD and senate).

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## WHAT ARE BYLAWS?

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We repeatedly went back to the basics of what bylaws are. Bylaws provide:

- Structure of the organization
- Flow of authority
- Rules that are so important that you don't want them to change without fair warning or an extraordinary vote.
- Set boundaries; they just "are"

Subordinate component groups cannot give membership rights not conferred by society bylaws.

Limitations on member rights must be in the bylaws. Member rights include the ability to run for leadership positions.

Ultimately, what do we want our Society to look like? The bylaws are the mirror of the organization. Bylaws are governance - not strategic. They represent how the organization has organized itself. Our current society bylaws are extremely detailed; this may be a product of our innate culture as engineers.

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## SIGNIFICANT SUB-GROUP DISCUSSIONS

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The sub-group spent a lot of time discussing a couple of the proposals that came from the governance discussions.

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## GRANTING COLLEGIATE MEMBERS FULL VOTING RIGHTS

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Giving collegiate members voting rights would have a fundamental, dramatic impact on the society. It's a very significant change to the voting demographics. Current membership is roughly half professional, half collegiate.

Collegiate members would be a huge new voting bloc. It's worth considering that they are largely close in age and traditionally easier to band together/be mobilized compared to professionals. This combined with the pattern of low voter turnout in recent society elections could mean collegiate members could potentially swing any society vote.

Many collegiate and professional members don't fully understand their current rights in SWE. Concerns about lack of awareness, voter education cannot be limited to collegiate members.

There was some discussion about having voting and non-voting membership categories in SWE instead of professional and collegiate. For example the requirement could be that one becomes a voting member after paying dues for 2 years. In the end this idea was not supported by the group. There were too many possible complications – confusion on eligibility to vote for an election, how to handle lapses in membership, possible impact on eligibility to be an officer, etc.

There are multiple places in the society bylaws where the term 'voting member' is used. So the change to give full voting rights to collegiates would need to take this into consideration. Currently "voting members" means professional, senior and fellow members. Conversely, the current definition of "non-voting members" includes collegiate, honorary and associate members.

Additionally, consideration should be given to the "ripple down" effect and possible impact on region and section bylaws following this potential change.

Currently membership requirements are stricter for professional vs collegiate members. Does that still make sense if both can vote?

In general, there was some concern that the collegiate director and other collegiate leaders did not seem to be a part of the discussion or seem to be asking for voting rights.

Giving full voting rights to collegiate members leads to question on possible changes to the collegiate director election. If collegiate members can vote on all BOD positions, then can all members vote on the collegiate director?

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## OWNERSHIP OF BYLAWS

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There were a number of practical concerns related to the entire voting membership owning the bylaws as recommended by McKinley. How many people are required to propose a bylaws change? Who decides on the final language for the motion? Who holds the authority to approve or disallow potential bylaws changes to be presented to the membership? The bylaws committee? The BOD?

If a group of informed SWE leaders will be debating and deciding on a course of action, why then would the final approval be turned over to an overall electorate that is likely to be less interested, less informed and less educated on the background? This could serve a checks and balances function but is not consistent with the idea of making the organization more nimble.

With the expressed intent of making SWE more nimble and flexible in conjunction with the proposed high level outline of the future vision of the society structure, it made the most sense to the sub-group to have the bylaws owned by the BOD. The BOD members are most likely to be involved in critical discussions about potential changes and informed of all the details. The membership having a vote would be more democratic; however, it would be logistically challenging to allow for group discussion and debate and ensure awareness of the pros, cons, and nuances for a particular change. The historically low voter turnout for SWE elections suggests that it could be a challenge to get the majority of voting members familiar with all the details.

An electronic vote would be most practical for such a large group but would not allow for any debate or revisions/amendments. How would this actually work? Of course, it should be noted that once this authority was given to the membership it would be incredibly difficult to change that in the future.

Having the entire membership vote electronically would not allow for true ownership and would mean little buy in. If there was a process to allow for discussion and feedback by the members then there would need to be a forum for a real member meeting. So if ownership of the bylaws does transfer to the membership, it was recommended that SWE should have an annual meeting where members can vote in person on these proposed bylaws changes.

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## ONCE DETAILS ARE REMOVED FROM BYLAWS, THEN WHAT?

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There has been discussion about moving details from the bylaws to procedure documents to be more nimble.

It's recommended that at least draft procedures are developed before the bylaws are amended. Keep in mind that procedures cannot supersede bylaws, cannot conflict, and cannot be more specific. Additionally, it will need to be defined who clearly has final authority/ownership over the new procedure documents and future revisions.