

# MAL Governance Proposal

August 2017

## MAL Governance Historical Recap

MALs have been represented in SWE almost since its inception. Dating back to the 1950s the MAL representative on the Society's council of representatives was appointed by the Society's governing body (now known as the board of directors). The representative coordinated activities of all MALs. As SWE grew, a second MAL representative was added. At some point, MALs attending the annual MAL meeting at the Society's conference began selecting their MAL representatives.

Proportional representation for professional sections and the MALs was introduced with regionalization in the 1980s, with each allotted 1 representative per 100 voting members or fraction thereof, with a maximum of 4 representatives. MAL representatives and alternate representatives continued to be elected in June during the Society's annual conference. These MAL representatives also performed the functions typically associated with officers (e.g., MAL Rep I was "president" and MAL Rep III was "treasurer").

While SWE regionalized, MAL representation remained MAL-wide. Every year at least 6 of the 10 regions did not have a MAL-wide representative in the region. As regions began to develop their own governance structures, a few wanted MAL representatives and came up with various selection processes for them. These regional MAL representatives were not officially recognized by SWE and did not receive communications sent to the section/MAL/collegiate representatives on the council of representatives. In addition, the official MAL-wide representatives generally did not know what each region was doing with respect to MALs.

After almost ten years of confusion, MAL representation on the council of representatives was regionalized effective for FY93. Each region with at least 10 voting MALs had at least one MAL representative. Foreign/overseas MALs combined with MALs in any region(s) with fewer than 10 voting MALs were represented by an all-other MAL representative. MAL procedures were modified to elect a chair and treasurer at the annual June MAL meeting to manage overall communications and activities, coordinate nomination and election of regional MAL representatives, and oversee financial matters.

When the board of directors decided in the late 1990s to move the Society conference from June to the Oct/Nov timeframe, effective with the 2002 conference, the MALs realized a different method would be needed for electing the chair and treasurer since the annual MAL meeting would no longer occur in June. Meanwhile, some board members questioned if the MAL operating procedure was sufficient or if the MALs should have bylaws approved by the Society. Others referred to the MAL chair as the MAL president, causing confusion since the MALs weren't authorized to have a president. The FY99 council of representatives decided the MALs should have a president and bylaws like professional sections. The first set of MAL bylaws was approved by the board of directors in FY00. In those bylaws, the MAL executive council consisted of the representatives (as voting members) and the officers (as nonvoting members). Officers were elected by MALs attending the annual MAL meeting if the meeting was held within one month of the start of the fiscal year; otherwise they were elected by the MAL representatives.

In FY08 the council of representatives decided foreign/overseas MALs should become international members effective with the start of FY09, and the all-other MAL representative became the international representative. In FY09 the council of representatives decided to be replaced by the senate for FY10. All bylaws (section, region, and MAL) had to be modified as a result. The MAL organization took that opportunity to update the MAL bylaws, codify that officers collectively have operational and administrative responsibilities for the MAL organization as the MAL executive committee and rename the MAL executive council as the MAL council with responsibilities similar to region councils.

Proportional representation was eliminated effective with the start of FY18, which brings us to the current MAL governance structure. Modifications are again needed since regions are expected to be eliminated.

## **Current MAL Governance Structure**

The current MAL governance structure is unique in many ways. It tends to have more in common with region structures than with professional section structures.

**Representatives:** One elected by professional members of each region. (One or more alternate representatives may also be elected from each region to fill in if the representative is absent from a meeting.) Elections are held only if more than one candidate is on the ballot. Responsibilities include communicating with constituents and others as needed to support constituents, promoting Society membership, and fulfilling obligations as voting members of the MAL council and their region council.

**Officers:** Four officers (president, vice president, secretary, and treasurer) elected by the representatives. Each officer has individual responsibilities typical of those positions. Each officer is responsible for (and is the communications link with) specific chairs/coordinators as designated by the president.

**Executive committee:** Collectively the officers form the executive committee which manages the business of the MAL organization, implements policies as determined by the MAL council, maintains an operating plan built upon SWE's strategic plan with input from the MAL council, and develops and approves operating procedures and documents for efficient management and year-end transition.

**MAL council:** Representatives are voting members and officers are nonvoting members of the MAL council. Responsibilities include recommending projects or actions to include in the operating plan, formulating policy, electing the teller's chair, approving the budget, acting upon the financial assessment report, and amending the bylaws.

**Nominations** are coordinated by president unless otherwise delegated by president to another member. All candidates who complete the application and meet the qualifications for representative/officer positions are permitted to be on the ballot and may be on the ballot in more than one position. To serve as president or vice president, the member must be a voting member of the Society assigned as a MAL. To serve in other officer/representative positions, the member must meet the qualifications for professional member and be assigned as a MAL; collegiate members may run for these positions with approval of the MAL executive committee but must meet the requirements in order to serve.

**Chairs/coordinators** are appointed by the president with the approval of the executive committee, with the exception that the teller's chair is elected by the MAL council. The financial assessment committee is required. Additional committees/coordinators may be created/designated by the MAL council or the executive committee to perform specific functions. Currently these are the awards committee chair, leadership coach, membership coordinator, newsletter editor, outreach coordinator, and website/social media coordinator. Chair/coordinator positions are open to all MALs and candidates must complete an application. (The leadership coach must apply through and be selected by the Society's leadership coaching committee first.)

## **Proposed MAL Governance Structure**

SWE's governance proposal eliminates regions and therefore the regional MAL representatives. The plan also opens voting to collegiate members, thereby changing the meaning of "voting member" currently used in the MAL bylaws.

Prior to regionalization, the MAL organization operated with the MAL-wide representatives on the council of representatives also filling the functions of MAL officers. Since then the number of members and programs offered within SWE have increased significantly. Moving forward a streamlined MAL

governance structure with one governing body focused on programs would better serve the needs of members. Without regions the MAL governance structure will likely be similar to professional sections.

Recommended changes are:

- Eliminate the MAL council. All functions of the MAL council to be absorbed by the MAL executive committee except that all MALs will elect officers. (Most sections have members vote on amendments to their bylaws. However, since the Society has final word on approving our bylaws, recommend that bylaws be amended by a two-thirds vote of the executive committee instead, provided that all proposed amendments are made available for review and comment by all MALs at least 45 days prior to the vote.)
- Add two (possibly three) officer positions to the executive committee to bring key functional areas onto the governing body to facilitate communications and pursue Society objectives. (For example, it might make sense to bring the outreach coordinator and website/social media coordinator onto the governing body as officers.) For flexibility, however, the position titles in the bylaws should be generic so the nature of the positions could change as needs change. At present, SWE's bylaws committee prefers sections use "vice presidents" instead of "directors". Include a proviso in the amendments for these additional officer positions for FY19 will be elected by the FY18 representatives at the same time the other officers are elected.
- Add a nominating committee to evaluate candidates and ensure a balanced slate beginning with the election cycle that will occur in FY19. As with professional sections, the nominating committee would likely consist of at least three members elected by the executive committee and the committee will determine its own chair.
- Keep requirements for officers the same as now, modifying the wording as needed to account for the change in the meaning of "voting member".
- Add an option for the executive committee to elect up to two special directors from among all MALs (including collegiates).

Conceptual approval of a new structure is needed from the MAL council in October so that we can proceed with developing the amendments and securing pre-approval from the Society. That pre-approval process will likely take several months. Once preapproved, the bylaws will need to be posted for at least 45 days before the MAL council can vote. The new MAL bylaws must be in place by the end of FY18 as the Society plans to eliminate regions and representatives effective with the end of FY18.