

47 become a professional member, if one of the following criteria is met at the time of
48 application for admission or advancement:

- 49 1. Holds a baccalaureate or advanced degree in engineering, engineering
50 technology, or a science related to engineering; or
- 51 2. Has at least five years engineering experience indicating engineering
52 competency and achievement.

53

54 B. Senior

55 1. A person who is or has been actively engaged in engineering work is eligible, if
56 one of the following criteria is met at the time of application for admission or
57 advancement:

58 a. Holds a baccalaureate or advanced degree in engineering, engineering
59 technology, or a science related to engineering and has at least ten years of
60 engineering experience; or

61 b. Has at least fifteen years of engineering experience, indicating engineering
62 competency and achievement.

63 2. Any member who has received the SWE Achievement Award shall be
64 automatically made a senior member, except that a fellow of the Society shall
65 retain the fellow grade.

66

67 C. Fellow

68 A SWE member who has been a senior member for at least ten years, or a member
69 for at least twenty years, may be chosen a fellow of the Society, in recognition of
70 significant and long-term service to the advancement of women in the engineering
71 profession. The fellows shall develop and implement a process by which the
72 selection shall take place.

73

74 D. Collegiate

75 1. A person who meets one of the following requirements is eligible for the grade of
76 collegiate member, provided that such person is not employed full-time in an
77 engineering position (except educational assignments such as internships or co-
78 ops) or in a field related to engineering:

79 a. Is pursuing an undergraduate course of study towards an associate or
80 baccalaureate degree in engineering, engineering technology, or a field
81 related to engineering; or

82 b. Is pursuing a graduate course of study towards an advanced degree in
83 engineering or a field related to engineering.

84 2. Any member who returns to full-time student status may be affiliated with a
85 collegiate section while retaining the member grade held, including its rights and
86 privileges.

87

88 E. Associate

89 1. A person who supports the goals of the Society but does not qualify for
90 membership under any of the aforementioned grades may be eligible for the
91 grade of associate if such person is either:

92 a. Engaged in work related to the practice of, or training for, engineering; or

- 93 b. Sponsored by a member of the senate, a section president, members at large
94 president, or corporate member.
95 2. Associates shall not have the right to serve on the senate or board of directors.
96

97 F. Corporate

98 An organization shall be eligible for corporate membership in the Society upon
99 payment of annual dues, provided that criteria as established by the board of
100 directors are met.

101
102 Section 2. Application and Admission

103 All applicants for membership in the Society must submit a statement of qualifications to
104 the Society headquarters on a form provided by the Society, accompanied by the
105 required fees according to policies adopted by the board of directors.
106

107 Section 3. Dues

108 A. All members shall pay dues directly to the Society headquarters. Dues for all grades
109 of membership, including any percentage allocation of funds rebated to sections and
110 members at large shall be set by the board of directors.
111

112 B. Dues shall be billed annually, according to a schedule set by the board of directors.
113

114 Section 4. Resignation, Removal and Reinstatement

115 A. Any member in good standing may resign by submitting a letter of resignation to the
116 Society headquarters.
117

118 B. Any member who fails to pay dues according to the established schedule shall be
119 dropped from the Society's membership register. A member may be disciplined or
120 removed in accordance with the procedures outlined in the "Procedures for Review
121 of SWE Member Conduct," which shall be kept updated on the SWE website.
122 Amendments to these procedures may be proposed by the board of directors or the
123 ethics committee, for approval by the senate.
124

125 C. A person who has resigned or been dropped from membership may be reinstated to
126 membership by submitting a written request to the Society headquarters. The board
127 of directors may create policies with regard to reinstatement, including setting
128 reinstatement fees, and shall be the final authority on questions of reinstatement.
129

130 Section 5. Annual Membership Meeting

131 A. There shall be an annual meeting of the membership held at the annual conference.
132 Notice of the meeting must be sent to each member with the notice of the
133 conference.
134

135 B. All members are eligible to attend and participate in the annual membership
136 meeting. The quorum for such meeting shall be the voting members present. Matters
137 referred by the president, board of directors, senate, or members may be discussed
138 by all members in attendance, but only voting members shall have the right to vote

139 on such matters.

140

141

142 **ARTICLE III – OFFICERS**

143 **Section 1. Officers**

144 The officers of the Society shall be the president, president elect, secretary, and
145 treasurer.

146

147 **Section 2. Duties**

148 A. The president shall:

- 149 1. Represent the Society before the public as the official representative of the
150 Society;
- 151 2. Preside over all meetings of the board of directors and the membership;
- 152 3. Appoint the chairs of Society committees, except the chair of the nominating
153 committee, subject to the approval of the board of directors; -- *[This section shall
154 be struck March 1, 2019, and the following inserted: 3. Appoint the chairs of
155 Society committees, except the standing committees, subject to the approval of
156 the board of directors;]*
- 157 4. Report to each meeting of the board of directors, the senate, and the
158 membership on the progress and state of the Society; and
- 159 5. Perform other duties incident to the office of president, whether assigned by the
160 board of directors, the senate, or Society governing documents.

161

162 B. The president elect shall:

- 163 1. Assume the duties of president in case of temporary absence or temporary
164 inability to serve; and
- 165 2. Perform other duties incident to the office of president elect, whether assigned by
166 the president, board of directors, the senate, or Society governing documents.

167

168 C. The secretary shall:

- 169 1. Serve as the chief elected communications officer of the Society;
- 170 2. Be responsible for the preparation and retention of the minutes of the board of
171 directors and the membership;
- 172 3. Oversee the preparation and distribution of an agenda for each meeting of the
173 board of directors and the membership, subject to the approval of the body at the
174 meeting;
- 175 4. Review membership applications as is deemed necessary or upon request of
176 headquarters personnel, and decide all matters of membership eligibility and
177 reinstatement, subject to appeal to the board of directors;
- 178 5. Review charter applications and petitions according to board policies;
- 179 6. Approve section and members at large bylaws, as well as subsequent
180 amendments, subject to appeal to the board of directors;
- 181 7. Have an up-to-date roll of the board of directors at all meetings of the board; and
- 182 8. Perform other duties incident to the office of secretary, whether assigned by the
183 president, the board of directors, or Society governing documents.

184

- 185 D. The treasurer shall:
186 1. Serve as the chief elected financial officer of the Society, and as such, be
187 responsible to oversee the collection, distribution, and safekeeping of the
188 Society's funds;
189 2. Present a financial report at each in-person meeting of the board of directors, the
190 senate, and the membership;
191 3. Serve as an ex officio member of the finance committee; and
192 4. Perform other duties incident to the office of treasurer, whether assigned by the
193 president, the speaker of the senate, the board of directors, or Society governing
194 documents.
195
196

197 **ARTICLE IV – BOARD OF DIRECTORS**

198 Section 1. Composition

199 The board of directors shall be composed of the officers of the Society, five directors,
200 the speaker of the senate, and the collegiate director. The executive director shall be a
201 nonvoting ex officio member of the board of directors; however, by majority vote of the
202 board of directors the executive director may be dismissed from all or any part of a
203 meeting. At the discretion of the board of directors, up to three special directors may be
204 elected by the board of directors in accordance with these bylaws. No member may
205 hold more than one position on the board of directors at any one time.
206

207 Section 2. Authority and Duties

208 A. Board of Directors

209 The board of directors shall be the chief operational policy setting body of the
210 Society, and shall also be responsible for approving statements of external policy on
211 issues or positions that have broad implications for the professional environment and
212 the Society as an organization. As such, the board of directors shall manage the
213 business and affairs of the Society. The board shall also serve as the external face
214 of SWE on issues affecting women in engineering and technology, act as stewards
215 of the Society's resources (i.e., people, time, and money), and use of the SWE
216 brand. The board of directors shall maintain the strategic plan that is built on the
217 vision created by the senate and the board of directors.

- 218 1. Transact the business and manage the properties of the Society;
- 219 2. Appoint the executive director and fix compensation and duties;
- 220 3. Carry out its fiduciary responsibilities, including but not limited to:
 - 221 a. developing and approving the budget,
 - 222 b. authorizing the expenditure of funds,
 - 223 c. safeguarding the assets of the Society through ongoing fiscal oversight and
224 management,
 - 225 d. securing a fidelity bond covering each officer and employee who handles the
226 funds of the Society,
 - 227 e. retaining an external auditor recommended by the audit committee to ensure
228 a competent annual audit of the financial records of the Society, and
 - 229 f. approving the audit report and acting upon the recommendations contained
230 therein or those made by the finance committee.

- 231 4. Approve changes to the Society's trademarks or other emblems;
232 5. Attend all meetings of the board of directors, the senate, and the membership.
233 6. Create policies with regard to admission, including setting application fees, and
234 be the final authority on questions of membership;
235 7. Create policies with regard to and be the final authority on section and members
236 at large bylaws;
237 8. Respond to communications from the senate in a timely manner;
238 9. Advise the president on the appointment of committee chairs, except the chair of
239 the nominating committee, with authority to approve or deny such appointments;
240 -- *[This section shall be struck on March 1, 2019 and the following inserted: 9.*
241 *Advise the president on the appointment of committee chairs, except the chairs*
242 *of the standing committees, with authority to approve or deny such*
243 *appointments;]*
244 10. Secure counsel in parliamentary and legal matters for the Society when
245 necessary or appropriate;
246 11. Fix the time and location of the annual conference;
247 12. Authorize Society publications; and
248 13. Grant or revoke section charters.

249
250 B. Directors

251 The directors shall:

- 252 1. Serve as liaisons to and oversee the activities of committees as assigned by the
253 president;
254 2. Oversee the budgeted funds and have the ultimate accountability for the fiscal
255 management of allotted funds to such committees; and
256 3. Perform other duties as assigned by the president, the board of directors, or
257 Society governing documents.
258

259 C. Collegiate Director

260 The collegiate director shall:

- 261 1. Serve as a liaison to collegiate leaders;
262 2. Contribute collegiate knowledge and interests; and
263 3. Perform other duties as assigned by the president, the board of directors, or
264 Society governing documents.
265

266 D. Special Director

- 267 1. Special directors may be elected by the board of directors to:
268 a. Establish strategic partnerships;
269 b. Contribute special knowledge or skills; or
270 c. Represent special groups or priority interests.
271 2. Special directors shall perform duties assigned by the president, the board of
272 directors, or Society governing documents.
273

274 Section 3. Terms of Office

275 A. The president shall serve for one fiscal year.
276

- 277 B. The president elect shall serve for one fiscal year, followed by a term as president.
278
- 279 C. The secretary, treasurer, directors, and collegiate director shall serve for two fiscal
280 years, with terms staggered as follows:
281 1. The secretary, collegiate director, and two directors shall take office during even-
282 numbered fiscal years.
283 2. The treasurer and three directors shall take office during odd-numbered fiscal
284 years.
285
- 286 D. The board of directors may elect special directors for a one-year term beginning on
287 July 1. If elected after July 1, the special director shall serve for the remainder of the
288 fiscal year in which elected. A special director may be elected to only one additional
289 consecutive term.
290
- 291 E. Service for more than half of a term shall be considered as a full term, except that
292 the president elect shall be eligible to serve a full term as president, regardless of
293 the length of any partial term served while filling a vacancy.
294

295 Section 4. Eligibility

- 296 A. Candidates for all elected positions, except the senate speaker, collegiate director,
297 and special directors, must be voting members of the Society in good standing, and
298 1. Have served at least two years in the aggregate as a member of the senate,
299 Society or senate committee chair, or professional section or members at large
300 president; or
301 2. Have experience that demonstrates competency in the required skill set as set
302 forth by the nominating committee procedures.
303
- 304 B. Candidates for president elect and president must be either a senior member or a
305 fellow and must have served at least two years on the board of directors.
306
- 307 C. Candidates for collegiate director must:
308 1. Be or have been a collegiate member of the Society in good standing within two
309 years immediately previous to submission of the nomination; and
310 2. At the time of taking office, have at least two years of experience in the
311 aggregate in at least two different SWE positions with significant leadership
312 responsibility, provided that at least one year must be in a collegiate role.
313

314 Section 5. Meetings

- 315 A. The board of directors shall meet at least three times per year, upon the call of the
316 president or any five members of the board of directors collectively as a group. At
317 least one such meeting must be an in-person meeting. The board of directors may
318 also meet via conference telephone or by any means of communication by which all
319 persons participating in the meeting are able to communicate with one another. Two-
320 thirds of the voting members of the board of directors then in office, one of whom
321 must be the president or president elect, shall constitute a quorum for the conduct of
322 business. Proxy voting shall not be allowed.

323
324 B. Thirty days' notice shall be required for any in-person meeting of the board of
325 directors. For telephone conference or other electronic means allowed by law, at
326 least five days' notice shall be required. Notice may be waived by directors before,
327 during, or after any meeting, but such waiver must be unanimous, presented in
328 writing, and placed on file with the records of the meeting.

329
330 Section 6. Vacancy

- 331 A. A vacancy in the office of president shall be filled by the president elect for the
332 remainder of the term, followed by one full term as president.
333
334 B. A vacancy in the office of president elect shall be filled for the remainder of the term
335 by the membership within sixty days of the vacancy.
336
337 C. A vacancy in any other member-elected board position shall be filled by the
338 membership within sixty days of the vacancy.

339
340 Section 7. Removal

- 341 A. The president, president elect, secretary, or treasurer may only be removed by a
342 majority vote of the members properly responding to a mail ballot requesting
343 removal of that officer, provided that at least 1,000 ballots have been returned by the
344 stated deadline. Such ballot shall be sent upon the petition of one percent of the
345 voting members as of the previous December 31, provided that there are no more
346 than ten percent of the signatures or emails endorsements from any one section, the
347 members at large, or international members.
348
349 B. A director or the collegiate director may be removed by a two-thirds vote of the
350 senate.
351
352 C. A special director may be removed by a majority vote of the board of directors.
353
354 D. Removal procedures not covered by law or these bylaws shall be developed by the
355 nominating committee and approved by the board of directors.
356
357

358 **ARTICLE V – SENATE**

359 Section 1. Composition

- 360 A. All senators, except the special senators, must be voting members of the Society
361 and have experience that demonstrates competency in the skills as determined by
362 the nominating committee.
363
364 B. The voting members of the senate shall consist of twenty-one senators and up to
365 three special senators. Members of the board of directors shall be nonvoting
366 members with the right to participate in the discussions of the senate.
367
368 C. Seven senators shall be elected each year by the voting members of the Society for

369 terms of three fiscal years.

370

371 D. Up to three special senators nominated by the speaker and elected by the senate to
372 serve for one fiscal year or remainder thereof. The special senators may be from any
373 membership category or may be nonmembers. Prior to the commencement of their
374 terms of office, the incoming speaker may nominate and the incoming senators may
375 elect any of the special senators for a term to begin July 1. If elected after July 1, the
376 special senator(s) shall serve for the remainder of the fiscal year in which elected.

377

378 *Provisos:*

- 379 • *To serve in FY19, one senator shall be elected from each region (who may be a collegiate or a professional),*
380 *and one international senator will be elected, each for a three year term. If a vacancy occurs during FY19 in a*
381 *senate position, such vacancy shall not be filled. The quorum shall be 17.*
- 382 • *To serve in FY20, seven senators shall be elected at large by the voting members of the Society for three year*
383 *terms. The quorum shall be 14.*
- 384 • *To serve in FY21, seven senators shall be elected at large by the voting members of the Society for three year*
385 *terms. The quorum shall be 19.*
- 386 • *To serve in FY22, seven senators shall be elected at large by the voting members of the Society for three year*
387 *terms. The quorum shall be 16.*

388

389 Section 2. Duties

390 A. The senate shall be responsible for charting the strategic direction of SWE by
391 developing and adopting the long-range goals for the Society. To these ends, the
392 senate shall conduct essential dialogue on long-term trends and issues of common
393 interest, and may appoint subordinate units to assist in the creation of these
394 strategic directions or policies. The senate shall communicate the outcome of such
395 dialogue to the board of directors.

396

397 B. The senate shall also:

- 398 1. Consider and, if necessary, vote upon recommendations received from
399 throughout the Society;
- 400 2. Establish policies on the use and restrictions of the Reserve Fund of the Society;
401 and
- 402 3. Approve changes to these bylaws.

403

404 Section 3. Meetings

405 A. The senate shall meet in person at least once annually at a time and place
406 determined by the senate. Such meeting shall be designated as the annual meeting.

407

408 B. The senate may also meet at any other time upon the call of the speaker or by
409 written petition of at least one-third of the voting members of the senate.

410

411 C. Unless otherwise restricted by law or these bylaws, the senate may also conduct
412 business by telephone or other electronic device, provided that all members can
413 communicate with one another at the same time.

- 414
415 D. The senate may also conduct business by mail, electronic mail, or fax, provided that:
416 1. Complete and identical information is distributed to all members of the senate at
417 the same time.
418 2. Instructions for reply, together with a return date no less than fourteen days from
419 the date of distribution, are included.
420 3. The integrity of each ballot can be verified as to the eligibility of the member
421 casting the vote and that only one ballot is cast by any member.
422 4. The number of ballots returned meets the quorum requirements for an in-person
423 meeting.
424 5. The vote required shall be the same as the vote for an in-person meeting.
425 6. The balloting is in accordance with any additional policies adopted by the senate
426 to ensure that:
427 a. Alternate methods of voting are provided for any senator who is unable to use
428 the primary method; and
429 b. The decision to take such a ballot is made by those properly authorized by
430 the senate to make such decision.
431 7. The results of such ballot shall be reported to the senate within fifteen days after
432 the close of the ballot process.
433
434 E. Sixteen senators shall constitute a quorum for the conduct of the business of the
435 senate.
436
437 F. At least sixty days' notice shall be given to all senators prior to an in-person meeting,
438 and at least ten days' notice shall be given to all senators prior to a telephone
439 conference call meeting.
440
441 G. No senator may vote by proxy.
442

443 Section 4. Speaker, Deputy Speaker, and Senate Secretary

444 A. Duties

- 445 1. The speaker shall:
446 a. Be responsible to ensure effective facilitation of dialogue and effective
447 communication among all senators;
448 b. Be the senate's advocate, voice, and point of contact;
449 c. Serve as the presiding officer of the senate, and prepare the senate agenda
450 in consultation with the president;
451 d. Serve as a voting member of the board of directors and as such be the link
452 between the senate and the board;
453 e. Implement the roles assigned to the senate in partnership with the president
454 and board of directors; and
455 f. Establish senate subordinate units as directed by the senate or as otherwise
456 needed to conduct the work of the senate, and appoint the chairs of all senate
457 subordinate units in consultation with the deputy speaker.
458 2. The deputy speaker shall:
459 a. Assist the speaker in the performance of assigned and necessary duties;

- 460 b. Perform the duties of the speaker in the absence of or at the request of the
461 speaker, except serving on the board of directors;
462 c. Serve as a nonvoting ex officio member of the senate;
463 d. Implement the roles assigned to the senate in partnership with the president
464 and board of directors.
465 3. The senate secretary shall:
466 a. Serve as the chief elected communications officer of the senate;
467 b. Be responsible for the preparation and retention of the minutes of the senate;
468 c. Assist the speaker with the preparation of the agenda;
469 d. Oversee the distribution of the agenda and materials for each meeting of the
470 senate;
471 e. Serve as a nonvoting ex officio member of the senate;
472 f. Have an up-to-date roll of the senate at all meetings of the senate; and
473 g. Perform other duties incident to the office of senate secretary, whether
474 assigned by the speaker, the senate, or Society governing documents.
475

476 B. Term of Office & Eligibility

- 477 1. A speaker, deputy speaker, and senate secretary shall be elected by the voting
478 members of the Society. The term of office for the speaker shall be two fiscal
479 years, taking office in the even-numbered fiscal year. The term of office for the
480 deputy speaker and the senate secretary shall be one fiscal year. The speaker,
481 deputy speaker, and senate secretary may not also serve as senators.
482
483 2. Any candidate for speaker, deputy speaker, or senate secretary must be a voting
484 member of the Society in good standing and:
485 a. Must have served a minimum of two years in the aggregate on the board of
486 directors, as a member of the senate, Society or senate committee chair,
487 professional section or members at large president, or
488 b. Have experience that demonstrates competency in the required skill set as
489 set forth by the nominating committee procedures.
490

491 C. Vacancy

- 492 1. A vacancy in the position of speaker shall be filled by the deputy speaker for the
493 remainder of the term.
494 2. A vacancy in a senator, deputy speaker, or senate secretary position shall be
495 filled by election within sixty days according to senate policy.
496

497 D. Removal

- 498 1. The speaker, deputy speaker, or senate secretary may be removed by a two-
499 thirds vote of the senate.
500 2. A senator may be removed by a majority vote of the members properly
501 responding to a ballot requesting removal, provided that at least 1,000 ballots
502 have been returned by the stated deadline. Such ballot shall be sent upon the
503 petition of one percent of the voting members as of the previous December 31,
504 provided that there are no more than ten percent of the signatures or email
505 endorsements from any one section, the members at large, or the international

506 members.

507

508

509 **ARTICLE VI – SECTIONS AND OTHER GROUPS**

510 **Section 1. Professional Sections**

511 A. Any group of at least ten non-collegiate voting members in good standing in the
512 United States or Puerto Rico may apply to the Society for a charter to form a
513 professional section. Such application must be accompanied by a copy of the
514 proposed section bylaws and names of proposed officers. Professional section
515 members shall have the same membership grade in the section as they have in the
516 Society.

517

518 B. Professional sections shall have control over their own activities and projects within
519 the professional section, provided that no professional section activity may be in
520 conflict with the established policies of the Society. Professional sections may not
521 assess dues or fees. At the discretion of the professional section, collegiate
522 members who will be assigned to that section may be allowed to be candidates for
523 election to positions other than president, provided that they will qualify for
524 professional membership before the start of the term of office, but must meet these
525 requirements and the requirements of the position in order to serve.

526

527 C. In order to be in good standing, a professional section must have at least ten non-
528 collegiate voting members in good standing, current bylaws, and have filed its
529 annual reports and officer lists.

530

531 D. If, in the judgment of the board of directors, a professional section is not in good
532 standing for two or more consecutive years, the board may declare that section
533 inactive. All current members of the section must be notified in writing at least thirty
534 days prior to such action being taken. Should a section be declared inactive, it shall
535 not be eligible to receive section dues rebates, or to act collectively in the name of
536 SWE. Members of inactive sections shall automatically become members at large. A
537 section that has been declared inactive may be reinstated by the board of directors
538 upon receipt of a letter requesting reinstatement, accompanied by the same
539 documentation required for chartering a new section.

540

541 **Section 2. Collegiate Sections**

542 A. Any group of at least ten collegiate members in good standing from a college or
543 university in the United States or Puerto Rico may petition the board of directors for
544 a collegiate section charter, provided that:

- 545 1. At least fifty percent of the members of the proposed collegiate section are
546 women majoring in engineering or engineering technology;
- 547 2. At least eight of the members expect to be eligible for membership in that
548 collegiate section for the fiscal year following granting of the charter; and
- 549 3. The petition includes a copy of the proposed bylaws and names of proposed
550 officers.

551

- 552 B. The collegiate section shall elect a counselor to the section. The counselor shall be
553 a member in good standing, eligible for professional membership in the Society. The
554 counselor shall not be a member of that collegiate section.
555
- 556 C. Collegiate sections shall have control over activities and projects within the
557 collegiate section, provided that no collegiate section activity may be in conflict with
558 the established policies of the board of directors. Collegiate sections may not assess
559 dues or fees.
560
- 561 D. In order to be in good standing, a collegiate section must have at least ten collegiate
562 members in good standing, current bylaws, an elected counselor, and filed its
563 annual reports and officer lists.
564
- 565 E. If, in the judgment of the board of directors, a collegiate section is not in good
566 standing for two or more consecutive years, the board may declare that collegiate
567 section inactive. All current members of the section must be notified in writing at
568 least thirty days prior to such action being taken. Should a collegiate section be
569 declared inactive, it shall not be eligible to receive collegiate section dues rebates, or
570 act collectively in the name of SWE. Members of inactive collegiate sections shall
571 automatically become members of a professional section (if available) or shall
572 become members at large. A collegiate section which has been declared inactive
573 may be reinstated by the board of directors upon receipt of a letter, requesting
574 reinstatement and accompanied by the same documentation required for chartering
575 a new section.
576

577 Section 3. Section Bylaws

578 There shall be professional section and collegiate section bylaws templates provided to
579 all professional and collegiate sections. Sections may adopt such template or make
580 such changes as allowed, provided that no section bylaws may conflict with the Society
581 bylaws.
582

583 Section 4. Revocation of Charter

584 The board of directors may revoke the charter of any section for cause, after giving the
585 section an adequate opportunity to be heard before the board of directors and upon a
586 two-thirds vote of the board of directors. Upon the request of a section, the board of
587 directors may revoke the charter by majority vote.
588

589 Section 5. Other Groups

590 Other groups may be created and managed by the board of directors to support the
591 Society's mission under such requirements as the board may determine.
592

593 **ARTICLE VII – MEMBERS AT LARGE (MAL)**

594 Section 1. Definition

595 Any member who is not affiliated with a section is a member at large (MAL).
596
597

598 Section 2. Members at Large Bylaws

599 The members at large shall have bylaws, which may not have provisions that conflict
600 with the Society bylaws. At the discretion of the members at large, collegiate members
601 who will be members at large may be allowed to be candidates for election to a position
602 other than president, provided that they will qualify for professional membership before
603 the start of the term of office, but must meet these requirements and the requirements
604 of the position in order to serve.

605
606

607 **ARTICLE VIII – INTERNATIONAL MEMBERS**

608 Section 1. Definition

609 Any member of outside of the United States or Puerto Rico is an international member.

610
611

612 **ARTICLE IX – COMMITTEES**

613 Section 1. Committees

614 A. There shall be five standing committees and any other such committees as the
615 board of directors may direct. The standing committees shall be audit, bylaws,
616 ethics, finance, and nominating. Each committee shall be provided a charter that has
617 been approved by the board and includes, at a minimum, the committee’s purpose,
618 its scope, its authority and limitations on that authority, and the deliverables.

619
620

621 B. Each committee shall have a board contact. Except for the nominating committee,
622 the board contact shall also serve as an ex officio member of the committee. The
623 board contact shall be designated by the president. Each committee may develop
624 policies and procedures for the operations of that committee. No such policies and
625 procedures shall conflict with these bylaws or other adopted rules of the Society.

626
627

628 C. Standing committees shall have a chair and a chair-elect. The chair-elect shall be
629 elected by the membership and shall serve for one fiscal year, followed by one fiscal
630 year as chair. Candidates must be voting members of the Society in good standing
631 and have experience that demonstrates competency in skills as determined by the
632 nominating committee.

633
634

635 D. The chair-elect shall assist the chair as deemed necessary by the chair or members
636 of the committee. The chair-elect shall perform the duties of the chair in the absence
637 of or at the request of the chair. The chair-elect shall fill a vacancy in the position of
638 chair for the remainder of the term, followed by one full term as chair. A vacancy in
639 the chair-elect position may be filled for the remainder of the term by the committee.

640
641

642 Section 2. Finance Committee

643 The finance committee shall be composed of at least five members, two of whom shall
644 be members of the board of directors. The treasurer shall be an ex officio member of
645 the finance committee. The finance committee shall be primarily responsible for:

- 646 1. Budgeting and long-range financial planning;
- 647 2. Monitoring the fiscal health of the Society on an ongoing basis;

- 644 3. Reviewing the independent annual financial audit, and reporting their
645 recommendations to the board of directors; and
646 4. Consulting on other financial matters of the Society on an as-needed basis.
647

648 Section 3. Audit Committee

649 The audit committee shall be composed of at least three members, none of whom may
650 be serving as treasurer or be an employee of the Society. The duties of the audit
651 committee shall be to:

- 652 1. Select and recommend to the board an auditor who may not be contracted by
653 SWE for any other functions other than auditing and tax preparation services;
654 2. Direct the staff to prepare the information for the audit;
655 3. Review the audit; and
656 4. Report to the board of directors on the process, outcome, and any committee
657 recommendations.
658

659 Section 4. Nominating Committee.

- 660 A. The nominating committee shall, subject to the approval of the board of directors,
661 develop and maintain appropriate procedures to govern the Society related to
662 nomination, election, or removal not covered by the law or these bylaws.
663
664 B. The nominating committee shall be composed of at least ten members, to serve for
665 a period of two fiscal years. The members will be designated by procedures
666 approved by the board of directors. Terms shall be staggered so that approximately
667 half of the members of the committee are selected each year. Members of the
668 nominating committee may not succeed themselves as members but may serve up
669 to two additional years; up to one year as chair-elect of the committee and up to one
670 year as chair of the committee.
671
672 C. The executive director shall be a nonvoting ex officio member of the committee;
673 however, by majority vote of the voting members of the nominating committee, the
674 executive director may be dismissed from all or any part of a meeting.
675
676 D. The chair and chair-elect of the nominating committee shall be nonvoting members
677 of the committee. Candidates for chair-elect must have recent service on the
678 nominating committee or board of directors and may be members of the committee
679 or board of directors at the time of selection. The chair or chair-elect may not serve
680 concurrently as a voting member on the committee or as a member of the board of
681 directors. The chair and chair-elect shall not be eligible to serve as a voting member
682 of the nominating committee for at least one year after serving as chair or chair-
683 elect.
684
685 E. In order to be eligible to serve on the nominating committee, a member must have
686 had recent experience on a Society level, such as service on the board of directors,
687 as a member of the senate, or as a Society committee chair. Members of the
688 nominating committee may not become candidates for elected positions other than
689 nominating committee chair-elect during their tenure of service on the nominating

690 committee.

691

692 F. The nominating committee shall select one or more qualified candidates for each of
693 the available positions and present such slate to the board of directors and the
694 senate by February 1. The nominating committee may also recommend candidates
695 for other positions, if so requested by the board or the senate.

696

697 G. Additional candidates for all positions may be nominated by petition, provided that:

698

1. The member is eligible for the position.

699

2. The member has given written consent to be placed on the ballot.

700

3. At least one percent of the voting members as of the previous December 31 have
701 signed a petition or endorsed an e-mail to place the candidate's name on the
702 ballot, with no more than ten percent being from any one section or group, the
703 members at large, or the international members.

704

4. The petition, together with the written consent, is submitted to the Society
705 headquarters by March 1.

706

707 H. Members whose dues are current as of March 1 shall be eligible to vote in the
708 election. The executive director shall be responsible to ensure that the ballot, listing
709 the candidates proposed by the nominating committee and any candidates who
710 have properly petitioned, shall be sent to each voting member by April 1. No
711 member may be nominated for more than one office or position on the ballot.

712

713 I. Ballots must be returned by the date indicated on the ballot in order to be counted. A
714 plurality shall elect. In case of a tie, the winner shall be chosen by lot.

715

***Proviso:** For FY19, five regionally-elected members of the nominating committee shall complete their
716 terms, and five members from the remaining regions shall be elected by and from their respective regions.*

717

***Proviso:** For the FY19 term, the president shall appoint the chairs and chairs-elect of all Society
718 committees, including the standing committees, subject to the approval of the board of directors.*

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ARTICLE X – ADMINISTRATION

725

Section 1. Headquarters Office

726

A. The Society shall maintain an office for the conduct of business of the Society, at a
727 location determined by the board of directors. Such office shall be under the direct
728 supervision and authority of an executive director, who shall be appointed by the
729 board of directors. The executive director shall report to the board of directors and
730 perform duties under the direction of the board of directors as the board may require.

731

732

B. The executive director shall serve as the chief executive officer and shall have the
733 authority and responsibility for the operations of the headquarters office, unless
734 otherwise limited by the board of directors or by the budget. Such authority and
735 responsibility shall include, but not be limited to:

735

- 736 1. Employment and termination of employees, consultants, and vendors;
737 2. Management and direction of Society activities; and
738 3. Fiduciary responsibility for the assets of the Society assigned to headquarters.
739
740 C. Negotiation of the executive director's contract and any subsequent performance
741 evaluations will be done on behalf of the Society by the president and president elect.
742 Such contract shall be reviewed by the Society's legal counsel prior to presentation
743 to the board of directors for final approval. All terms of the contract shall be disclosed
744 to the board of directors.
745

746 Section 2. Fiscal Year

747 The fiscal year of the Society shall be July 1 to June 30.
748
749

750 **ARTICLE XI – DISSOLUTION**

751 In the event of the dissolution of this Society, all real assets and remaining monies shall
752 be donated to a non-profit organization operated exclusively for educational purposes
753 as determined by the board of directors and allowed by law.
754
755

756 **ARTICLE XII – PARLIAMENTARY AUTHORITY**

757 The rules contained in the eleventh edition of *Robert's Rules of Order Newly Revised*
758 shall govern this Society and all its subordinate units in all cases to which they are
759 applicable and in which they are not inconsistent with these bylaws and any special
760 rules of order that may be adopted.
761
762

763 **ARTICLE XIII – AMENDMENT**

- 764 A. These bylaws may be amended at any in-person meeting of the senate or by an
765 electronic ballot vote.
766
767 B. Amendments may be proposed by any ten members of the Society collectively as a
768 group, provided that at least eight are voting members, or a senator and four
769 additional members, provided that at least three of the four are voting members.
770 Proposed amendments shall be submitted to the secretary.
771
772 C. The exact text of the amendment shall be made available to the membership by
773 posting on the Society's website at least forty-five days before the senate meeting at
774 which the vote will be taken or the date on which the electronic ballot is sent. Copies
775 of the proposed amendments shall be sent to voting members upon request. The
776 senators shall be notified when proposed amendments are posted.
777
778 D. Two-thirds of the entire voting membership of the senate at an in-person meeting or
779 ninety percent of the entire voting membership of the senate by electronic ballot
780 shall be required to amend these bylaws. If the electronic ballot requirement is not
781 achieved, the proposal shall automatically be placed on the agenda of the next in-
782 person meeting.

783

784

785 **ARTICLE XIV – GOVERNING LAW**

786 All questions with respect to the construction of these bylaws shall be determined in
787 accordance with the applicable provisions of the laws of the District of Columbia.