**Section Bylaws Update – FAQ’s**

**Welcome to the SWE Guidelines and FAQ for sections that have a need to update their bylaws. We recommend starting by reviewing the current bylaws of record which are available via the following link:** <http://societyofwomenengineers.swe.org/governance-documents>

**Next, obtain the bylaws template which is appropriate for your section. For simplicity it is recommended that you use the Standard Bylaws. If it is necessary to make changes based on specific needs of your section, such as additional officers, changes to quorum, language provided by the IRS or your state, or in the case of collegiates, by your college or university, please utilize the modifiable templates.**

**Reference current bylaws with the footer identifying the current revision**

*SWE Professional section standard bylaws 07-01-18. Approved by the BOD on 08-04-18 (editorial rev1 12-27-18)* 

*SWE Collegiate section standard bylaws 07-01-18. Approved by the BOD on 08-04-18*

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*SWE Professional section bylaws template 07-01-18. Approved by the BOD on 08-04-18 (editorial rev1 12-27-18)*

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*SWE Collegiate section bylaws template 07-01-18. Approved by the BOD on 08-04-18*

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**Reminders and Recommendations**

* Verify that you are using the most up-to-date template.
* If using the modifiable template, follow instructions and footnotes which explain what items can and cannot be modified.
* Submit your bylaws in MS Word using track changes so that the committee can readily find what you are changing. Otherwise, the submission will be returned.
* Use your section name in the file name of your document.
* When emailing bylaws-chair@swe.org, make sure you provide contact information in your email.

**General Questions**

QUESTION: Why does my SWE section need to have bylaws?

ANSWER: Your section is chartered by and is covered by SWE's tax-exempt status. SWE requires each section have bylaws that are consistent with those of the Society. Bylaws at both the Society and Section levels determine the relationships and governance. As an official SWE section, you are authorized to use the SWE emblems and be the local face of SWE. Having and using bylaws ensures that we are operating as one organization.

QUESTION: I haven’t heard back from the bylaws committee on my section’s bylaws. Are they approved? ANSWER: The Bylaws Committee will notify the contact person identified in the e-mail correspondence as soon as they are approved. Your bylaws are not considered approved until you hear from the committee. i) If you have not heard back within one month, you can contact bylaws-chair@swe.org to request an update.

You should receive the following Auto Response when contacting the bylaws chair alias account:

*Thank you for contacting the FY19 SWE Bylaws Committee! Due to the governance changes and the need for all sections across the society to update their bylaws the committee is experiencing a high volume of Bylaws Review & Approval requests thus delaying responses to the alias account.*

*The typical time for****Standard****Bylaws Approvals is ~2 weeks.  You will receive an email from the committee with additional questions or notification that the bylaws have been submitted to HQ for final processing.*

*The typical time for****Modified****Bylaws Approvals (Including Standard Bylaws with University Specific Requirements Added) is dependent upon the magnitude and type of change being requested. Initial feedback is typically sent ~2 weeks. Please note that response time varies due to the magnitude of submissions experienced over the previous weeks. At that point your bylaws will be added to the queue waiting for a committee member to free up to work with you on the modifications or be placed on the next meeting agenda for committee concurrence to proceed. The committee holds meetings monthly.*

*All other SWE Bylaws requests are typically addressed in ~2 weeks.*

*If you need help getting started please check out the bylaws information on the SWE Governance Website:*[*http://societyofwomenengineers.swe.org/swe-governance-update*](http://societyofwomenengineers.swe.org/swe-governance-update)

*Section Bylaws Information:*[*http://societyofwomenengineers.swe.org/swe-governance-update#section-bylaws-update*](http://societyofwomenengineers.swe.org/swe-governance-update#section-bylaws-update)

*Society Bylaws Information:*[*http://societyofwomenengineers.swe.org/swe-governance-update#society-bylaws*](http://societyofwomenengineers.swe.org/swe-governance-update#society-bylaws)

QUESTION: What is the deadline for submitting our updated bylaws to the committee?

ANSWER: While the committee would like to receive updates in FY19 we realize that sections may need to make changes after that deadline. We ask that updates are done in as timely a manner as possible and the committee will continue to review and approve when received.

QUESTION: How can I tell if we have standard or modified bylaws?

ANSWER: If you compare your current bylaws with the template listed above, you can see if changes were made. If you are unsure, contact bylaws-chair@swe.org for assistance. Note that sections can switch from the modifiable template to the standard template (or vice versa) if desired. The standard bylaws are easier to update and require a less complex process as covered above.

QUESTION: My section is using the standard bylaws but we want to make changes now. Is that allowed? ANSWER: Yes, but you need to follow the process defined for modifiable bylaws to make changes. Your section Executive Council needs approve the changes and you need to review changes with the bylaws committee. A full approval process is detailed on <http://societyofwomenengineers.swe.org/swe-governance-update#bylaws-updates>

QUESTION: Can we make changes to Article or Section titles?

ANSWER: No. The format of Articles and Sections has been carefully thought out. Having all sections use the same outline allows easy reading by members who work across sections.

**Collegiate specific focus**

QUESTION: My University has specific language that must be in our bylaws. How and where can I include it in my section’s bylaws?

ANSWER: Article X is explicitly designed to include language specified by your school.

**Members and meetings**

*Guidance for quorum selection.*

Quorum for Conducting Business

QUESTION: Can the numbers be adjusted for what constitutes quorum for conducting business?

ANSWER: The percentage or number may be changed, but not both. If you do the calculation, 50 members is break even for 15 or 30%. Quorum must be greater than what just the officers could meet on their own. The requirement of a quorum is a protection against totally unrepresentative action in the name of the body by an unduly small number of persons.

**Officers and Nomination**

QUESTION: Can we modify the nomination process?

ANSWER: See Article III and Section 4 footnotes. The Nomination process may be modified with some restrictions.

1. The rights of all members must be upheld – The slate must be communicated prior to the election such that all members have access to the information. All members must have the opportunity to vote by ballot or in person at a scheduled business meeting.
2. The provisions for nomination and election must be in the section’s bylaws.
3. A method must be defined to allow for candidates to be added to the ballot. Ways are by petition, nominations from the floor and write-ins
4. Deadline dates should be chosen to conform to the section’s business schedule and so that new section officers are reported to Society headquarters by the end of the fiscal year (June 30).

QUESTION: Can my Section have two presidents / co-presidents in our bylaws?

ANSWER: No, SWE operates with only one president. You may identify multiple vice-presidents, as long as they are outlined as officers in your Executive Council in your bylaws. It is important to identify who will serve as president in the event of a vacancy. Note that increasing the number of officers may require a change to the definition of the Executive Council quorum in Article V, Section 4.

QUESTION: Can we change the date required to present the slate of officers to the membership? .

ANSWER: Several sections have changed the date required to present the slate of officers to the membership to conform to the section’s calendar. This is okay as long as time is allowed for elections. Key points – 1) there is a fifteen-day period allowed for petition candidates and 2) that new section officers must be reported to Society headquarters by the end of the fiscal year (June 30).

QUESTION: With the removal of Section Representatives, many Professional Section Executive Councils now only have four members. What do we do in the event of a tie vote of the Executive Council?

ANSWER: In case of a tie, the motion fails. The only time a tie becomes an issue is during an election. A majority is “more than half” and a tie isn’t.

QUESTION: Can we keep our Section Representative position and just change the duties?

ANSWER: No, but you can create a new position with a title as allowed in the template.

QUESTION: Can we add a new position to replace the Section Representative on the Executive Council?

 ANSWER: Yes, as long as the new title, position and responsibilities are defined in the bylaws. With limitations, other officer positions, such as multiple vice presidents or multiple secretaries, may be added as deemed appropriate to carry out the activities of the section.

QUESTION: Why can’t we remove/edit some sections?

ANSWER: Your section is chartered by and is covered by SWE's tax-exempt status. SWE requires each section have bylaws that are consistent with those of the Society. Certain Articles and sections are required to be compliant with Society Bylaws. Required Articles and sections of the bylaws are marked with a double asterisk (\*\*) and cannot be modified.

**Executive Council**

QUESTION: What is the minimum number of officers that the section must have?

ANSWER: A minimum of four positions are required; president, vice president, treasurer and secretary. The treasurer and secretary may be the same person.

QUESTION: When I look in SWE in Leaders Annual Leadership report, I see a Data Officer field. What is this? Is it a position that needs to be in the bylaws?

ANSWER: Data Officer is not a position, it is a 3rd person who can see your data and needs access. The Society maintains the President and Treasurer as data officers. If the section desires to add a third person from the Executive Council or Committee, they can name that person (example: Membership Chair).

QUESTION: Can my section edit our bylaws to add another position to our Executive Council?

ANSWER: Yes, with limitations, other officer positions, such as multiple vice presidents or multiple secretaries, may be added as deemed appropriate to carry out the activities of the section. Titles like Historian, Webmaster, Girl Scout Coordinator, Social Coordinator, and Fundraising Coordinator are not appropriate officer titles. These positions would be better suited to be defined in your section procedures. All positions elected by the membership must be included in the bylaws. Refer to footnotes in the modifiable template for details.

Examples of acceptable officer positions:

* Internal Vice President – example of duties; 1) Maintain and modify the Society’s website; 2) 2. Provide oversight and guidance to the committee chairs as assigned
* Vice President of Corporate Relations – example of duties: 1) Oversee all corporate and professional development events and programs
* President Elect
* Recording Secretary
* Corresponding Secretary – example of duties: 1) Lead for all of the social media activities
* President/President Elect – you cannot have two presidents, but you may have a president elect.

Quorum for Executive Council

NOTE: If a section adds several officers to their Executive Council then in the ARTICLE IV (professional) or V(collegiate) – EXECUTIVE COUNCIL, the minimum number for quorum needs to be increased; the number here in this article should match to avoid potential shortfalls in meeting quorum.

Other considerations

With additional officers, duties need to be clarified with regard to other sections within the bylaws.

Example 1: multiple Vice Presidents – define who shall assume the duties of the president if the president is temporarily unable to serve

Example 2: multiple Secretaries – define which secretary shall be responsible for handling bylaws amendments per Article regarding Amendment.

**Committees**

QUESTION: Can we add committees to the bylaws?

ANSWER: We highly discourage having committees in the bylaws, other than the Nominating Committee, or adding titles that describe committee positions to the Executive Council. No standing committees are defined in the section templates. If a committee is defined in the bylaws, the section is in violation of the bylaws if the committee is not there. Having committees defined outside of the bylaws, in procedures for example, allows more flexibility.