

47 **ARTICLE II – MEMBERS**

48 Membership in SWE is open to all who meet the membership eligibility criteria. Unless
49 otherwise limited by these bylaws, all members shall have the right to be notified of and
50 attend meetings, make and second motions, vote, and run for office. All members shall
51 abide by the Society’s code of conduct, and all leaders shall be required to abide by the
52 Society’s code of service.

53 *[Proviso: Members who received the grades of senior or fellow prior to January 1, 2009,*
54 *are exempt from the eligibility requirements specified in Article II, Section 1. B. or C.]*
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56 **Section 1. Grades of Membership**

57 **A. Professional**

58 A person who is or has been actively engaged in engineering work is eligible to
59 become a professional member, if one of the following criteria is met at the time of
60 application for admission or advancement:

- 61 1. Holds a baccalaureate or advanced degree in engineering, engineering
62 technology, or a science related to engineering; or
- 63 2. Has at least five years engineering experience indicating engineering
64 competency and achievement.

65
66 **B. Senior**

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

- 70 a. Holds a baccalaureate or advanced degree in engineering, engineering
71 technology, or a science related to engineering and has at least ten years of
72 engineering experience; or
 - 73 b. Has at least fifteen years of engineering experience, indicating engineering
74 competency and achievement.
- 75 2. Any member who has received the SWE Achievement Award shall be
76 automatically made a senior member, except that a fellow of the Society shall
77 retain the fellow grade.

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79 **C. Fellow**

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

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86 **D. Collegiate**

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

- 91 a. Is pursuing an undergraduate course of study towards an associate or
92 baccalaureate degree in engineering, engineering technology, or a field

- 93 related to engineering; or
94 b. Is pursuing a graduate course of study towards an advanced degree in
95 engineering or a field related to engineering.
96 2. Any member who returns to full-time student status may be affiliated with a
97 collegiate section while retaining the member grade held, including its rights and
98 privileges.

99
100 E. Associate

- 101 1. A person who supports the goals of the Society but does not qualify for
102 membership under any of the aforementioned grades may be eligible for the
103 grade of associate if such person is either:
104 a. Engaged in work related to the practice of, or training for, engineering; or
105 b. Sponsored by a member of the senate, a section president, members at large
106 president, or corporate member.
107 2. Associates shall not have the right to serve on the senate or board of directors.
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109 F. Corporate

110 An organization shall be eligible for corporate membership in the Society upon
111 payment of annual dues, provided that criteria as established by the board of
112 directors are met.
113

114 Section 2. Application and Admission

115 All applicants for membership in the Society must submit a statement of qualifications to
116 the Society headquarters on a form provided by the Society, accompanied by the
117 required fees according to policies adopted by the board of directors.
118

119 Section 3. Dues

- 120 A. All members shall pay dues directly to the Society headquarters. Dues for all grades
121 of membership, including any percentage allocation of funds rebated to sections and
122 members at large shall be set by the board of directors.
123
124 B. Dues shall be billed annually, according to a schedule set by the board of directors.
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126 Section 4. Resignation, Removal and Reinstatement

- 127 A. Any member in good standing may resign by submitting a letter of resignation to the
128 Society headquarters.
129
130 B. Any member who fails to pay dues according to the established schedule shall be
131 dropped from the Society's membership register. A member may be disciplined or
132 removed in accordance with the procedures outlined in the "Procedures for Review
133 of SWE Member Conduct," which shall be kept updated on the SWE website.
134 Amendments to these procedures may be proposed by the board of directors or the
135 ethics committee, for approval by the senate.
136
137 C. A person who has resigned or been dropped from membership may be reinstated to
138 membership by submitting a written request to the Society headquarters. The board

139 of directors may create policies with regard to reinstatement, including setting
140 reinstatement fees, and shall be the final authority on questions of reinstatement.

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142 Section 5. Annual Membership Meeting

143 A. There shall be an annual meeting of the membership held at the annual conference.
144 Notice of the meeting must be sent to each member with the notice of the
145 conference.

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147 B. All members are eligible to attend and participate in the annual membership
148 meeting. The quorum for such meeting shall be the voting members present. Matters
149 referred by the president, board of directors, senate, or members may be discussed
150 by all members in attendance, but only voting members shall have the right to vote
151 on such matters.

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154 **ARTICLE III – OFFICERS**

155 Section 1. Officers

156 The officers of the Society shall be the president, president elect, secretary, and
157 treasurer.

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159 Section 2. Duties

160 A. The president shall:

- 161 1. Represent the Society before the public as the official representative of the
162 Society;
- 163 2. Preside over all meetings of the board of directors and the membership;
- 164 3. Appoint the chairs of Society committees, except the standing committees,
165 subject to the approval of the board of directors;
- 166 4. Report to each meeting of the board of directors, the senate, and the
167 membership on the progress and state of the Society; and
- 168 5. Perform other duties incident to the office of president, whether assigned by the
169 board of directors, the senate, or Society governing documents.

170

171 B. The president elect shall:

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

176

177 C. The secretary shall:

- 178 1. Serve as the chief elected communications officer of the Society;
- 179 2. Be responsible for the preparation and retention of the minutes of the board of
180 directors and the membership;
- 181 3. Oversee the preparation and distribution of an agenda for each meeting of the
182 board of directors and the membership, subject to the approval of the body at the
183 meeting;
- 184 4. Review membership applications as is deemed necessary or upon request of

- 185 headquarters personnel, and decide all matters of membership eligibility and
186 reinstatement, subject to appeal to the board of directors;
187 5. Review charter applications and petitions according to board policies;
188 6. Approve section agreements and members at large bylaws, as well as
189 subsequent amendments, subject to appeal to the board of directors;
190 7. Have an up-to-date roll of the board of directors at all meetings of the board; and
191 8. Perform other duties incident to the office of secretary, whether assigned by the
192 president, the board of directors, or Society governing documents.

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D. The treasurer shall:

1. Serve as the chief elected financial officer of the Society, and as such, be responsible to oversee the collection, distribution, and safekeeping of the Society's funds;
2. Present a financial report at each in-person meeting of the board of directors, the senate, and the membership;
3. Serve as an ex officio member of the finance committee; and
4. Perform other duties incident to the office of treasurer, whether assigned by the president, the speaker of the senate, the board of directors, or Society governing documents.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition

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

Section 2. Authority and Duties

A. Board of Directors

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

1. Transact the business and manage the properties of the Society;
2. Appoint the executive director and fix compensation and duties;
3. Carry out its fiduciary responsibilities, including but not limited to:
 - a. developing and approving the budget,

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- 231 b. authorizing the expenditure of funds,
- 232 c. safeguarding the assets of the Society through ongoing fiscal oversight and
- 233 management,
- 234 d. securing a fidelity bond covering each officer and employee who handles the
- 235 funds of the Society,
- 236 e. retaining an external auditor recommended by the audit committee to ensure
- 237 a competent annual audit of the financial records of the Society, and
- 238 f. approving the audit report and acting upon the recommendations contained
- 239 therein or those made by the finance committee.
- 240 4. Approve changes to the Society's trademarks or other emblems;
- 241 5. Attend all meetings of the board of directors, the senate, and the membership.
- 242 6. Create policies with regard to admission, including setting application fees, and
- 243 be the final authority on questions of membership;
- 244 7. Create policies with regard to and be the final authority on section agreements
- 245 and members at large bylaws;
- 246 8. Respond to communications from the senate in a timely manner;
- 247 9. Advise the president on the appointment of committee chairs, except the chairs
- 248 of the standing committees, with authority to approve or deny such appointments;
- 249 10. Secure counsel in parliamentary and legal matters for the Society when
- 250 necessary or appropriate;
- 251 11. Fix the time and location of the annual conference;
- 252 12. Authorize Society publications; and
- 253 13. Grant or revoke section charters.

254
255 B. Directors

256 The directors shall:

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

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264 C. Collegiate Director

265 The collegiate director shall:

- 266 1. Serve as a liaison to collegiate leaders;
- 267 2. Contribute collegiate knowledge and interests; and
- 268 3. Perform other duties as assigned by the president, the board of directors, or
- 269 Society governing documents.

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271 D. Special Director

272 1. Special directors may be elected by the board of directors to:

- 273 a. Establish strategic partnerships;
- 274 b. Contribute special knowledge or skills; or
- 275 c. Represent special groups or priority interests.

276 2. Special directors shall perform duties assigned by the president, the board of

277 directors, or Society governing documents.

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279 Section 3. Terms of Office

280 A. The president shall serve for one fiscal year.

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282 B. The president elect shall serve for one fiscal year, followed by a term as president.

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284 C. The secretary, treasurer, directors, and collegiate director shall serve for two fiscal
285 years, with terms staggered as follows:

286 1. The secretary, collegiate director, and two directors shall take office during even-
287 numbered fiscal years.

288 2. The treasurer and three directors shall take office during odd-numbered fiscal
289 years.

290
291 D. The board of directors may elect special directors for a one-year term beginning on
292 July 1. If elected after July 1, the special director shall serve for the remainder of the
293 fiscal year in which elected. A special director may be elected to only one additional
294 consecutive term.

295
296 E. Service for more than half of a term shall be considered as a full term, except that
297 the president elect shall be eligible to serve a full term as president, regardless of
298 the length of any partial term served while filling a vacancy.

299
300 Section 4. Eligibility

301 A. Candidates for all elected positions, except the senate speaker, collegiate director,
302 and special directors, must be voting members of the Society in good standing, and

303 1. Have served at least two years in the aggregate as a member of the senate,
304 Society or senate committee chair, or professional section or members at large
305 president; or

306 2. Have experience that demonstrates competency in the required skill set as set
307 forth by the nominating committee procedures.

308
309 B. Candidates for president elect and president must be either a senior member or a
310 fellow and must have served at least two years on the board of directors.

311
312 C. Candidates for collegiate director must:

313 1. Be or have been a collegiate member of the Society in good standing within two
314 years immediately previous to submission of the nomination; and

315 2. At the time of taking office, have at least two years of experience in the
316 aggregate in at least two different SWE positions with significant leadership
317 responsibility, provided that at least one year must be in a collegiate role.

318
319 Section 5. Meetings

320 A. The board of directors shall meet at least three times per year, upon the call of the
321 president or any five members of the board of directors collectively as a group. At
322 least one such meeting must be an in-person meeting. The board of directors may

323 also meet via conference telephone or by any means of communication by which all
324 persons participating in the meeting are able to communicate with one another. Two-
325 thirds of the voting members of the board of directors then in office, one of whom
326 must be the president or president elect, shall constitute a quorum for the conduct of
327 business. Proxy voting shall not be allowed.
328

- 329 B. Thirty days' notice shall be required for any in-person meeting of the board of
330 directors. For telephone conference or other electronic means allowed by law, at
331 least five days' notice shall be required. Notice may be waived by directors before,
332 during, or after any meeting, but such waiver must be unanimous, presented in
333 writing, and placed on file with the records of the meeting.
334

335 Section 6. Vacancy

- 336 A. A vacancy in the office of president shall be filled by the president elect for the
337 remainder of the term, followed by one full term as president.
338
339 B. A vacancy in the office of president elect shall be filled for the remainder of the term
340 by the membership within sixty days of the vacancy.
341
342 C. A vacancy in any other member-elected board position shall be filled by the
343 membership within sixty days of the vacancy.
344

345 Section 7. Removal

- 346 A. The president, president elect, secretary, or treasurer may only be removed by a
347 majority vote of the members properly responding to a mail ballot requesting
348 removal of that officer, provided that at least 1,000 ballots have been returned by the
349 stated deadline. Such ballot shall be sent upon the petition of one percent of the
350 voting members as of the previous December 31, provided that there are no more
351 than ten percent of the signatures or emails endorsements from any one section, the
352 members at large, or international members.
353
354 B. A director or the collegiate director may be removed by a two-thirds vote of the
355 senate.
356
357 C. A special director may be removed by a majority vote of the board of directors.
358
359 D. Removal procedures not covered by law or these bylaws shall be developed by the
360 nominating committee and approved by the board of directors.
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363 **ARTICLE V – SENATE**

364 Section 1. Composition

- 365 A. All senators, except the special senators, must be voting members of the Society
366 and have experience that demonstrates competency in the skills as determined by
367 the nominating committee.
368

- 369 B. The voting members of the senate shall consist of twenty-one senators and up to
370 three special senators. Members of the board of directors shall be nonvoting
371 members with the right to participate in the discussions of the senate.
372
- 373 C. Seven senators shall be elected each year by the voting members of the Society for
374 terms of three fiscal years.
375
- 376 D. Up to three special senators nominated by the speaker and elected by the senate to
377 serve for one fiscal year or remainder thereof. The special senators may be from any
378 membership category or may be nonmembers. Prior to the commencement of their
379 terms of office, the incoming speaker may nominate and the incoming senators may
380 elect any of the special senators for a term to begin July 1. If elected after July 1, the
381 special senator(s) shall serve for the remainder of the fiscal year in which elected.
382

383 *Provisos:*

- 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.

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ARTICLE VI – SECTIONS AND OTHER GROUPS

Section 1. Sections

- A. Any group of at least ten voting members in good standing in the United States or Puerto Rico may apply to the Society for a charter to form a section. Such application must be accompanied by a copy of the proposed section agreement and names of proposed officers. Professional and collegiate section members shall have the same membership grade in their section as they have in the Society.
- B. Sections shall have control over their own activities and projects within the section, provided that no section activity may be in conflict with the established policies of the Society. Sections may not assess membership dues or fees.
- C. In order to be in good standing, a section must have at least ten voting members in good standing and have filed its annual documents and officer lists. Collegiate sections must additionally have an elected counselor.
- D. A collegiate section shall elect a counselor for the section. The counselor shall be a member in good standing, eligible for professional membership in the Society. The counselor shall not be a member of that collegiate section.
- E. If, in the judgment of the board of directors, a section is not in good standing for two or more consecutive years, the board may declare that section inactive. All current members of the section must be notified in writing at least thirty days prior to such action being taken. Should a section be declared inactive, it shall not be eligible to receive section dues rebates, or to act collectively in the name of SWE. Members of inactive professional sections shall automatically become members at large. Members of inactive collegiate sections shall automatically become members of a professional section (if available) or shall become members at large. A section that has been declared inactive may be reinstated by the board of directors upon receipt of a letter requesting reinstatement, accompanied by the same documentation required for chartering a new section.

Section 2. Section Agreement

Individuals with fiduciary responsibility for the section shall annually sign and comply with a Section Agreement. The Section Agreement will hold sections accountable to standards of ethics and conduct as well as upholding all requirements in the Society bylaws. Additional governing documents may be allowed to address section specific needs such as college or university requirements, provided they do not conflict with the Society bylaws.

Section 3. Section Membership

Members of a professional section are those members of the Society assigned to the section. Members of a collegiate section are those members of the Society assigned to the section who meet all requirements delineated by their college or university. All

553 members of a section shall have the right to attend all in-person section and executive
554 council meetings and maintain voting privileges at section meetings.

555
556 Section 4. Section Business Meetings

557 A meeting of the general section membership to conduct the business of the section
558 may be called by the president, the executive council, or by a group of five percent or
559 five of the voting members of the section, whichever is greater. At least ten days written
560 notice shall be provided to all members prior to such a business meeting.

561
562 Section 5. Section Officers

563 A. Sections shall maintain a minimum of three officers - the president, secretary, and
564 treasurer. Additional officers may be defined in section procedures. Minimal section
565 officer duties shall be defined in the Section Agreement.

566
567 B. Section Officer Eligibility

568 1. The officers must be dues paying members of the Society who are assigned
569 to the section. The president and successor to the president of a professional
570 section must also be non-collegiate members of the Society. At the discretion
571 of the professional section, collegiate members who will be assigned to that
572 section may be candidates for other positions provided they will qualify for
573 professional membership before the start of the term of office; however, they
574 must meet these requirements and the requirements of the position in order
575 to serve. Officers of a collegiate section must be collegiate members of the
576 section and meet all college or university officer requirements.

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578 2. Officers may hold more than one office provided that there is a minimum of
579 three elected officers of the section. No one may hold the office of president
580 and treasurer at the same time. No officer position may be held by multiple
581 individuals concurrently.

582
583 C. Section Officer Nomination and Election

584 1. Sections will nominate and elect officers with finalized results by the date
585 required per their Section Agreement and the Society each year.

586
587 Section 6. Section Dissolution

588 In the event of dissolution, the assets of the section shall be first used to pay any
589 remaining debts. Any unspent funds or sponsorship originating from a college or
590 university shall be returned to the college or university. Any remaining funds shall be
591 disbursed to SWE sections, the SWE members at large organization, the Society, or
592 SWE endowment funds as recommended by the section's executive council and
593 approved by the SWE board of directors.

594
595 Section 7. Revocation of Charter

596 The board of directors may revoke the charter of any section for cause, after giving the
597 section an adequate opportunity to be heard before the board of directors and upon a
598 two-thirds vote of the board of directors. Upon the request of a section, the board of

599 directors may revoke the charter by majority vote.

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601 Section 8. Other Groups

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

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

607 Section 1. Definition

608 Any member in the United States or Puerto Rico who is not affiliated with a section is a
609 member at large (MAL).

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611 Section 2. Members at Large Bylaws

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

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620 **ARTICLE VIII – INTERNATIONAL MEMBERS**

621 Section 1. Definition

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

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625 **ARTICLE IX – COMMITTEES**

626 Section 1. Committees

627 A. There shall be five standing committees and any other such committees as the
628 board of directors may direct. The standing committees shall be audit, bylaws,
629 ethics, finance, and nominating. Each committee shall be provided a charter that has
630 been approved by the board and includes, at a minimum, the committee's purpose,
631 its scope, its authority and limitations on that authority, and the deliverables.

632

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

638

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

644

645 D. The chair-elect shall assist the chair as deemed necessary by the chair or members
646 of the committee. The chair-elect shall perform the duties of the chair in the absence
647 of or at the request of the chair. The chair-elect shall fill a vacancy in the position of
648 chair for the remainder of the term, followed by one full term as chair. A vacancy in
649 the chair-elect position may be filled for the remainder of the term by the committee.
650

651 Section 2. Finance Committee

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

- 655 1. Budgeting and long-range financial planning;
- 656 2. Monitoring the fiscal health of the Society on an ongoing basis;
- 657 3. Reviewing the independent annual financial audit, and reporting their
658 recommendations to the board of directors; and
- 659 4. Consulting on other financial matters of the Society on an as-needed basis.
660

661 Section 3. Audit Committee

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

- 665 1. Select and recommend to the board an auditor who may not be contracted by
666 SWE for any other functions other than auditing and tax preparation services;
- 667 2. Direct the staff to prepare the information for the audit;
- 668 3. Review the audit; and
- 669 4. Report to the board of directors on the process, outcome, and any committee
670 recommendations.
671

672 Section 4. Nominating Committee.

673 A. The nominating committee shall, subject to the approval of the board of directors,
674 develop and maintain appropriate procedures to govern the Society related to
675 nomination, election, or removal not covered by the law or these bylaws.
676

677 B. The nominating committee shall be composed of at least ten members, to serve for
678 a period of two fiscal years. The members will be designated by procedures
679 approved by the board of directors. Terms shall be staggered so that approximately
680 half of the members of the committee are selected each year. Members of the
681 nominating committee may not succeed themselves as members but may serve up
682 to two additional years; up to one year as chair-elect of the committee and up to one
683 year as chair of the committee.
684

685 C. The executive director shall be a nonvoting ex officio member of the committee;
686 however, by majority vote of the voting members of the nominating committee, the
687 executive director may be dismissed from all or any part of a meeting.
688

689 D. The chair and chair-elect of the nominating committee shall be nonvoting members
690 of the committee. Candidates for chair-elect must have recent service on the

691 nominating committee or board of directors and may be members of the committee
692 or board of directors at the time of selection. The chair or chair-elect may not serve
693 concurrently as a voting member on the committee or as a member of the board of
694 directors. The chair and chair-elect shall not be eligible to serve as a voting member
695 of the nominating committee for at least one year after serving as chair or chair-
696 elect.

697
698 E. In order to be eligible to serve on the nominating committee, a member must have
699 had recent experience on a Society level, such as service on the board of directors,
700 as a member of the senate, or as a Society committee chair. Members of the
701 nominating committee may not become candidates for elected positions other than
702 nominating committee chair-elect during their tenure of service on the nominating
703 committee.

704
705 F. The nominating committee shall select one or more qualified candidates for each of
706 the available positions and present such slate to the board of directors and the
707 senate by February 1. The nominating committee may also recommend candidates
708 for other positions, if so requested by the board or the senate.

709
710 G. Additional candidates for all positions may be nominated by petition, provided that:
711 1. The member is eligible for the position.
712 2. The member has given written consent to be placed on the ballot.
713 3. At least one percent of the voting members as of the previous December 31 have
714 signed a petition or endorsed an e-mail to place the candidate's name on the
715 ballot, with no more than ten percent being from any one section or group, the
716 members at large, or the international members.
717 4. The petition, together with the written consent, is submitted to the Society
718 headquarters by March 1.

719
720 H. Members whose dues are current as of March 1 shall be eligible to vote in the
721 election. The executive director shall be responsible to ensure that the ballot, listing
722 the candidates proposed by the nominating committee and any candidates who
723 have properly petitioned, shall be sent to each voting member by April 1. No
724 member may be nominated for more than one office or position on the ballot.

725
726 I. Ballots must be returned by the date indicated on the ballot in order to be counted. A
727 plurality shall elect. In case of a tie, the winner shall be chosen by lot.

728
729
730 **ARTICLE X – ADMINISTRATION**

731 **Section 1. Headquarters Office**

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

- 737
738 B. The executive director shall serve as the chief executive officer and shall have the
739 authority and responsibility for the operations of the headquarters office, unless
740 otherwise limited by the board of directors or by the budget. Such authority and
741 responsibility shall include, but not be limited to:
742 1. Employment and termination of employees, consultants, and vendors;
743 2. Management and direction of Society activities; and
744 3. Fiduciary responsibility for the assets of the Society assigned to headquarters.
745
746 C. Negotiation of the executive director's contract and any subsequent performance
747 evaluations will be done on behalf of the Society by the president and president elect.
748 Such contract shall be reviewed by the Society's legal counsel prior to presentation
749 to the board of directors for final approval. All terms of the contract shall be disclosed
750 to the board of directors.
751

752 Section 2. Fiscal Year

753 The fiscal year of the Society shall be July 1 to June 30.
754
755

756 **ARTICLE XI – DISSOLUTION**

757 In the event of the dissolution of this Society, all real assets and remaining monies shall
758 be donated to a non-profit organization operated exclusively for educational purposes
759 as determined by the board of directors and allowed by law.
760
761

762 **ARTICLE XII – PARLIAMENTARY AUTHORITY**

763 The rules contained in the eleventh edition of *Robert's Rules of Order Newly Revised*
764 shall govern this Society and all its subordinate units in all cases to which they are
765 applicable and in which they are not inconsistent with these bylaws and any special
766 rules of order that may be adopted.
767
768

769 **ARTICLE XIII – AMENDMENT**

- 770 A. These bylaws may be amended at any in-person meeting of the senate or by an
771 electronic ballot vote.
772
773 B. Amendments may be proposed by any ten members of the Society collectively as a
774 group, provided that at least eight are voting members, or a senator and four
775 additional members, provided that at least three of the four are voting members.
776 Proposed amendments shall be submitted to the secretary.
777
778 C. The exact text of the amendment shall be made available to the membership by
779 posting on the Society's website at least forty-five days before the senate meeting at
780 which the vote will be taken or the date on which the electronic ballot is sent. Copies
781 of the proposed amendments shall be sent to voting members upon request. The
782 senators shall be notified when proposed amendments are posted.
783

784 D Two-thirds of the entire voting membership of the senate at an in-person meeting or
785 ninety percent of the entire voting membership of the senate by electronic ballot
786 shall be required to amend these bylaws. If the electronic ballot requirement is not
787 achieved, the proposal shall automatically be placed on the agenda of the next in-
788 person meeting.
789

790

791 **ARTICLE XIV – GOVERNING LAW**

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