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**BYLAWS OF THE D025, NASHVILLE SECTION**  
**OF**  
**THE SOCIETY OF WOMEN ENGINEERS**

**ARTICLE I – NAME AND OBJECTIVES\*\***

**Section 1. Name**

The name of this organization shall be the D025, Nashville Section (hereinafter called “the section”) of the Society of Women Engineers (hereinafter called “the Society” or “SWE”).

**Section 2. Objectives**

The section is an organizational unit whose purpose is to further the objectives of the Society.

**Section 3. Powers**

The section is empowered by the Society to pursue the objectives of the Society under these bylaws and in consonance with the Society bylaws.

**Section 4. Non-discrimination**

In accordance with the Society’s policies and purposes, the section shall not discriminate in connection with its membership and its services to the public at large.

**ARTICLE II – MEMBERSHIP\*\***

**Section 1. Members**

Members of the section are those members of the Society assigned to the section. All members of the section shall have the right to attend all in-person section and executive council meetings.

**Section 2. Grades of Membership**

Members shall have the same membership grade in the section as they have in the Society and voting privileges as specified in the Society bylaws.

**Section 3. Business Meeting**

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

45 Section 4. Quorum

46 Fifteen voting members or thirty percent of the voting members of the section,  
47 whichever is less, shall constitute a quorum for the conduct of the business of the  
48 section.

50  
51 **ARTICLE III – OFFICERS**

52 Section 1. Officers\*\*

53 The officers of the section are the president, vice president, secretary, treasurer, and  
54 section representative(s) as designated in the Society bylaws.

55  
56 Section 2. Eligibility and Term of Office\*\*

57 A. The officers must be members of the Society who are assigned to the section. The  
58 president and vice president must also be voting members of the Society. The other  
59 officers must also be either voting members of the Society or collegiate members  
60 who meet the qualifications stated in the Society bylaws for professional  
61 membership. Collegiate members may be candidates for positions other than  
62 president and vice president if they will be members of the section and will qualify for  
63 professional membership before the start of the term of office; however, they must  
64 meet these requirements in order to serve. Any officer who is a collegiate member  
65 shall have the right to vote during the performance of duties in that position without  
66 gaining any additional voting rights in the section.

67  
68 B. Section officers shall serve for a term of one fiscal year, to coincide with the  
69 Society's fiscal year.

70  
71 C. Officers may hold more than one office provided that there is a minimum of three  
72 elected officers of the section. No one may hold the office of president and treasurer  
73 at the same time.

74  
75 Section 3. Duties\*\*

76 A. The president shall:

- 77 1. Represent the section before the public and preside at meetings of the section  
78 and its executive council;
- 79 2. Appoint the chairs of all committees, with the approval of the executive council,  
80 except the chair of the nominating committee;
- 81 3. Approve the appointment of all committee members, except the members of the  
82 nominating committee;
- 83 4. Authorize the disbursement of section funds within the budget approved by the  
84 executive council;
- 85 5. Be an authorized signatory on all section accounts;
- 86 6. Coordinate activities and execute the business and policies of the section  
87 between meetings;

7. Review and approve the year-end section financial report;  
8. Provide oversight and guidance to the committee chairs as assigned, and  
9. Perform other duties normally associated with the office of president or as may be assigned by the executive council or the governance documents.

B. The vice president shall:

1. Assume the duties of the president if the president is temporarily unable to serve;
2. Provide oversight and guidance to the committee chairs as assigned; and
3. Perform such other duties as may be assigned by the president, the executive council, or the governance documents.

C. The secretary shall:

1. Maintain the records of the section;
2. Provide oversight and guidance to the committee chairs as assigned; and
3. Perform other duties normally associated with the office of secretary or as may be assigned by the president, the executive council, or the governance documents.

D. The treasurer shall:

1. Be responsible for the collection, distribution, and safekeeping of section funds;
2. Prepare, maintain, and report as directed on the financial position of the section in relation to the approved budget;
3. Submit a financial report to the Society in accordance with established procedures;
4. Provide oversight and guidance to the committee chairs as assigned; and
5. Perform other duties normally associated with the office of treasurer or as may be assigned by the president, the executive council, or the governance documents.

E. The section representative(s) shall

1. Perform those duties expected of them as described in the region governance documents; and
2. Perform other duties normally associated with the office of section representative or as may be assigned by the president, the executive council, or the governance documents.

Section 4. Nomination and Election

- A. The executive council shall elect at least three members to serve on the nominating committee. The nominating committee shall select its own chair, who must be a voting member of the Society but does not need to have been elected to the committee by the executive council.

- 130 B. Members of the nominating committee may not become candidates during their  
131 tenure of service on the nominating committee.  
132
- 133 C. The nominating committee shall propose at least one qualified candidate for each of  
134 the officer positions. The slate shall be presented to the members of the section by  
135 mail, electronic mail, or posting on the section web site by April 15 of each year.  
136
- 137 D. Additional candidates may be nominated by petition, provided that:  
138 1. The member is eligible for the position;  
139 2. The member has given written consent to being placed on the ballot;  
140 3. A minimum of two percent or five of the voting members of the section,  
141 whichever is greater, have signed a petition or endorsed an email to place the  
142 candidate's name on the ballot; and  
143 4. The petition, together with the written consent, is submitted to the chair of the  
144 nominating committee by April 30 or fifteen days after the slate is announced to  
145 the members of the section, whichever is later.  
146
- 147 E. The chair of the nominating committee shall arrange for the distribution of ballots to  
148 occur at least twenty-one days prior to the required return date for the vote. Voting  
149 may be by mail, electronic mail or web-based provided that mail ballots are sent to  
150 those without electronic access. The chair of the nominating committee shall select  
151 a tellers committee to receive and count the votes, and to report the results to the  
152 president.  
153
- 154 F. The voting members of the section shall elect the section officers.  
155
- 156 G. A plurality shall elect for each office. Write-in votes for eligible candidates shall be  
157 allowed. In the event of a tie, the election for that position shall be determined by lot,  
158 conducted by the chair of the nominating committee.  
159

160 Section 5. Alternate Section Representative(s)\*\*

- 161 A. Alternate section representatives may be elected during the officer election process.  
162
- 163 B. The executive council may elect alternate(s) for the purpose of attending a region  
164 council meeting if the section representative(s) or alternate(s) cannot attend.  
165
- 166 C. All alternates shall be designated in the order in which they will be called to serve,  
167 with alternates elected by the membership serving before those selected in any  
168 other manner.  
169
- 170 D. Alternate section representatives must meet the same eligibility requirements as  
171 section representatives.  
172

173 Section 6. Vacancies

- 174 A. A vacancy in the office of president shall be filled by the vice president for the  
175 remainder of the term.
- 176
- 177 B. A vacancy in the office of vice president, secretary, or treasurer shall be filled by  
178 election by the executive council.
- 179
- 180 C. A vacancy in the office of section representative shall be filled by the next available  
181 alternate section representative. If there is no available alternate section  
182 representative, the executive council may elect an alternate to fill the vacancy.
- 183
- 184

185 **ARTICLE IV – EXECUTIVE COUNCIL**

186 Section 1 Composition

187 The governing body of the section shall be the executive council. The officers of the  
188 section shall constitute the executive council. An individual holding more than one  
189 position on the executive council has only one vote and counts as a single person for  
190 the purpose of a quorum.

191

192 Section 2. Duties

193 The executive council shall:

- 194 1. Transact the business of the section;  
195 2. Implement section policies as determined by the membership;  
196 3. Elect the members of the nominating committee;  
197 4. Approve the appointment of all committee chairs, except the chair of the  
198 nominating committee;  
199 5. Ensure that the section is represented at region council meetings; and  
200 6. Approve the section budget and authorize expenditures not included in the  
201 approved budget.
- 202

203 Section 3. Conducting Business

- 204 A. The executive council shall meet regularly to conduct the business of the section  
205 upon the call of the section president or by written petition of at least one-third of the  
206 voting members of the executive council.
- 207
- 208 B. Unless otherwise restricted by law or these bylaws, the executive council may also  
209 conduct business by telephone, mail, electronic mail, fax, or other electronic devices.
- 210

211 Section 4. Quorum

- 212 A. A quorum shall be a majority of the members of the executive council then in office,  
213 but not less than three, one of whom is the president, vice president, or section  
214 representative.
- 215

B. No member of the executive council may vote by proxy.

#### Section 5. Removal

Any officer may be removed for cause by a vote of two-thirds of the voting members of the section responding to a recall ballot, provided that votes have been received from at least the number of members required for a quorum. Such removal shall be effective immediately upon the recording of such vote. Removal procedures not covered by law or these bylaws shall be developed and approved by the executive council.

### **ARTICLE V – COMMITTEES**

A. The executive council may establish committees as the need arises.

B. The chairs of the committees shall be appointed by the president. The members of the committees shall be appointed by the chair of the committee with the approval of the president.

C. The executive council shall prepare a description of the duties and reporting relationships of each committee.

D. Each committee chair shall present a status report to the membership when requested by the executive council contact. Each committee chair shall also prepare an annual report providing input to the section representative for the section's final report to the Society.

### **ARTICLE VI – DISSOLUTION\*\***

In the event of dissolution, the assets of the section shall be first used to pay any remaining debts, after which any remaining funds shall be disbursed to SWE regions, SWE sections, the SWE members at large organization, the Society, or SWE endowment funds as recommended by the section's executive council and approved by the SWE board of directors.

### **ARTICLE VII – PARLIAMENTARY AUTHORITY\*\***

The rules contained in the parliamentary authority specified in the Society bylaws shall govern this section in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the section may adopt.

### **ARTICLE VIII – AMENDMENT\*\***

A. These bylaws may be amended by a two-thirds vote of the members present and voting at a meeting or of the ballots received prior to the stated deadline.

- 259  
260 B. Amendments may be proposed by a majority of the executive council or five voting  
261 members of the section. All proposed amendments must be submitted to the  
262 secretary.  
263  
264 C. Written notice, delivered either by mail or electronically, must be given to all  
265 members of the section at least thirty days prior to the date of the meeting or the  
266 specified date for voting to be completed.  
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268 D. Amendments adopted by the section shall be sent to the Society secretary according  
269 to established procedures, and shall become effective after approved by the Society  
270 secretary.  
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272 E. Required sections are marked with a double asterisk (\*\*) and conform to the  
273 professional section bylaws template. Changes to these sections of the professional  
274 section bylaws template shall become part of these bylaws upon approval of the  
275 Society. The section secretary shall incorporate such changes into the section  
276 bylaws and forward the updated bylaws to the Society secretary within six months of  
277 notification of the change to the section bylaws template.  
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