

1 **BYLAWS OF THE SAN FRANCISCO BAY AREA SECTION**
2 **AKA A004, SANTA CLARA VALLEY SECTION**
3
4 **OF**
5
6 **THE SOCIETY OF WOMEN ENGINEERS, INCORPORATED**
7 **A non-profit corporation**
8
9

10 **ARTICLE I – NAME AND OBJECTIVES****

11 **Section 1. Name**

12 The name of this organization shall be the San Francisco Bay Area section (hereinafter
13 called “the section”) of the Society of Women Engineers (hereinafter called “the Society”
14 or “SWE”). This Section is also doing business under the name Santa Clara Valley
15 Section.
16

17 **Section 2. Objectives**

18 The Santa Clara Valley section is an organizational unit of the Society of Women
19 Engineers whose purpose is to further the objectives of the Society.
20

21 **Section 3. Powers**

22 The section is empowered by the Society to pursue the objectives of the Society under
23 these bylaws and in consonance with the bylaws of the Society.
24

25 **Section 4. Non-discrimination**

26 In accordance with the Society’s policies and purposes, the section shall not
27 discriminate in connection with its membership and its services to the public at large.
28
29

30 **ARTICLE II – MEMBERSHIP****

31 **Section 1. Members**

32 Members of the section are those members of the Society assigned to the section. All
33 members of the section shall have the right to attend all in-person section and executive
34 council meetings.
35

36 **Section 2. Grades of Membership**

37 Members shall have the same membership grade in the section as they have in the
38 Society and voting privileges as specified in the Society bylaws.
39

40 **Section 3. Business Meeting**

41 The corporation shall hold at least one (1) membership meeting during the fiscal year
42 for the purpose of transacting business. This meeting may be held in conjunction with
43 another activity at the discretion of the Executive Council. A meeting of the general
44 membership to conduct the business of the section may be called by the president, by
45 any three (3) members of the executive council, or by a group of five percent or five of
46 the voting members of the section, whichever is greater. At least thirty days written
47 notice shall be provided to all members prior to such a business meeting.

48
49 Section 4. Quorum

50 Twenty (20) voting members or 20 percent of the voting members of the section,
51 whichever is less, shall constitute a quorum for the conduct of the business of the
52 section.

53
54 Section 5. Liability of Members

55 No person who is now, or who later becomes a member of this corporation shall be
56 personally liable to its creditors for any indebtedness or liability, and any and all
57 creditors of this corporation shall look only to the assets of this corporation for payment.
58

59
60 **ARTICLE III – OFFICERS**

61 Section 1. Officers**

62 The officers of the section are the president, vice president-member services, vice
63 president-career guidance, vice president-community outreach, secretary, treasurer,
64 and section representative(s) as designated in the bylaws of the Society.
65

66 Section 2. Eligibility and Term of Office**

- 67 A. The officers must be members of the Society who are assigned to the section. The
68 president and vice president of membership services must also be voting members
69 of the Society. The other officers must also be either voting members of the Society
70 or collegiate members who meet the qualifications stated in the Society bylaws for
71 professional membership. Collegiate members may be candidates for positions
72 other than president, vice president of membership services, and treasurer if they
73 will be members of the section and will qualify for professional membership before
74 the start of the term of office; however, they must meet these requirements in order
75 to serve. Any officer who is a collegiate member shall have the right to vote during
76 the performance of duties in that position without gaining any additional voting rights
77 in the section.
- 78 B. Officers of the section shall serve for a term of one fiscal year, to coincide with the
79 Society's fiscal year. Officers may succeed themselves in office.
80
- 81 C. Officers may hold more than one office provided that there is a minimum of three
82 elected officers of the section. No one may hold the office of president and treasurer
83 at the same time.
84

85 Section 3. Duties**

- 86 A. The president shall:
- 87 1. Represent the section before the public and preside at meetings of the section
88 and its executive council;
 - 89 2. Appoint the chairs of all committees, with the approval of the executive council,
90 except the chair of the nominating committee;
 - 91 3. Approve the appointment of all committee members, except the members of the
92 nominating committee;

4. Authorize the disbursement of section funds within the budget approved by the executive council;
5. Be an authorized signatory on all section accounts;
6. Coordinate activities and execute the business and policies of the section 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- membership services 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 vice president- career guidance shall:

1. Assume the duties of the president if the president and vice president-member services are 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.

D. The vice president- community outreach shall:

1. Assume the duties of the president if the president, vice president-member services and the vice president-career guidance are 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.

E. 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.

F. 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

- 137 5. Perform other duties normally associated with the office of treasurer or as may
138 be assigned by the president, the executive council, or the governance
139 documents.

140
141 G. The section representative(s) shall:

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

147
148 Section 4. Nomination and Election

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

- 153 B. Members of the nominating committee may not become candidates during their
154 tenure of service on the nominating committee.

- 155
156 C. The nominating committee shall propose at least one qualified candidate for each of
157 the officer positions. The slate shall be presented to the members of the section by
158 mail, electronic mail, or posting on the section web site by April 30 of each year.

- 159
160 D. Additional candidates may be nominated by petition, provided that:

- 161 1. The member is eligible for the position;
162 2. The member has given written consent to being placed on the ballot;
163 3. A minimum of two percent or five of the voting members of the section,
164 whichever is greater, have signed a petition or endorsed an email to place the
165 candidate's name on the ballot; and
166 4. The petition, together with the written consent, is submitted to the chair of the
167 nominating committee by April 30 or fifteen days after the slate is announced to
168 the members of the section, whichever is later.

- 169
170 E. The chair of the nominating committee shall arrange for the distribution of ballots to
171 occur at least twenty-one days prior to the required return date for the vote. Voting
172 may be by mail, electronic mail or web-based provided that mail ballots are sent to
173 those without electronic access. The executive council shall appoint at least two (2)
174 tellers from the membership who are not on the ballot. Results shall be reported to
175 the EC.

- 176
177 F. The voting members of the section shall elect the section officers.

- 178
179 G. A plurality shall elect for each office. Write-in votes for eligible candidates shall be
180 allowed. In the event of a tie, the election for that position shall be determined by lot,
181 conducted by the chair of the nominating committee.

183 Section 5. Alternate Section Representative(s)**

184 A. Alternate section representatives may be elected during the officer election process.

185
186 B. The executive council may elect alternate(s) for the purpose of attending a region
187 council meeting if the section representative(s) or alternate(s) cannot attend.

188
189 C. All alternates shall be designated in the order in which they will be called to serve,
190 with alternates elected by the membership serving before those selected in any
191 other manner.

192
193 D. Alternate section representatives must meet the same eligibility requirements as
194 section representatives.

195
196 Section 6. Vacancies

197 A. A vacancy in the office of president shall be filled by the vice president-member
198 services for the remainder of the term.

199
200 B. A vacancy in the office of any vice president, secretary, or treasurer shall be filled by
201 election by the executive council.

202
203 C. A vacancy in the office of section representative shall be filled by the next available
204 alternate section representative. If there is no available alternate section
205 representative, the executive council may elect an alternate to fill the vacancy.

206
207
208 **ARTICLE IV – EXECUTIVE COUNCIL**

209 Section 1 Composition

210 The governing body of the section shall be the executive council (hereinafter called the
211 EC). The officers of the section shall constitute the EC. The immediate past president
212 is an ex-officio nonvoting member of the EC. An individual holding more than one
213 position on the executive council has only one vote and counts as a single person for
214 the purpose of a quorum.

215
216 Section 2. Duties

217 Subject to the limitation of the Articles of Incorporation, other sections of the bylaws,
218 and of California Law, all corporate powers of the corporation shall be exercised by or
219 under the authority of, and the business affairs of the corporation shall be controlled by,
220 the EC. Without limiting the general powers, the executive council shall:

- 221 1. Conduct, manage, and control the affairs and business of the corporation and to
222 make rules and regulations not inconsistent with the law, the Articles of
223 Incorporation, or the bylaws;
224 2. Implement section policies as determined by the membership;
225 3. Approve the appointment of all committee chairs;
226 4. Ensure that the section is represented at region council meetings;
227 5. Approve the section budget and authorize expenditures not included in the
228 approved budget;

6. Borrow money and incur indebtedness for the purposes of the corporation and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities;
7. Apply for grants or other funding from governmental or private sources for the purpose of furthering the objectives of the corporation and establishing scholarships;
8. Select, hire, and remove employees and agents of the corporation, prescribe such powers and duties for them as shall not be inconsistent with the law, the Articles of Incorporation, or the bylaws, fix their compensation, and require from them security for faithful performance; and
9. Appoint an auditor.

Section 3. Conducting Business

- A. The executive council shall meet regularly to conduct the business of the section upon the call of the section president or by written petition of at least one-third of the voting members of the executive council. The EC shall meet at least three (3) times during the fiscal year.
- B. Business meetings of the EC shall be held at any place, within or without the State, that has been designated from time to time by resolution of the EC or by written consent of all members of the EC.
- C. Any action by the EC may be taken without a meeting if all members of the EC unanimously consent to this action. Such consent shall be filed with the minutes of the EC meetings.
- D. Unless otherwise restricted by law or these bylaws, the executive council may also conduct business by telephone, mail, electronic mail, fax, or other electronic devices.

Section 4. Quorum

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

Section 6. Compensation

The EC members shall receive no compensation for their services.

275
276
277 **ARTICLE V – COMMITTEES**

- 278 A. The executive council may establish committees as the need arises.
279
280 B. The chairs of the committees shall be appointed by the EC for a term of one year, or
281 until the end of the fiscal year. The members of the committees shall be appointed
282 by the chair of the committee with the approval of the president.
283
284 C. The executive council shall prepare a description of the duties and reporting
285 relationships of each committee.
286
287 D. A committee chair may be removed, for cause by a majority vote of the total EC.
288
289

290 **ARTICLE VI – FINANCES AND DISSOLUTION****

- 291 a. The fiscal year shall be the same as the Society's.
292
293 b. Membership dues shall be paid directly to the Society.
294
295 c. In the event of dissolution, the assets of the section shall be first used to pay any
296 remaining debts, after which any remaining funds shall be disbursed to SWE
297 regions, SWE sections, the SWE members at large organization, the Society, or
298 SWE endowment funds as recommended by the section's executive council and
299 approved by the SWE board of directors.
300
301 d. Funds shall be paid out only on checks of the corporation signed by the president,
302 treasurer, or such officers as designated by the EC as authorized to sign them.
303
304 e. The treasurer shall prepare a budget for the following fiscal year which shall be
305 submitted to the incoming EC for approval.
306
307 f. The auditor shall complete an audit of the section's financial records within 60 days
308 of the close of the fiscal year, or within 30 days of a change of treasurer during the
309 fiscal year.
310
311

312 **ARTICLE VII – PARLIAMENTARY AUTHORITY****

313 The rules contained in the parliamentary authority specified in the Society bylaws shall
314 govern this section in all cases to which they are applicable and in which they are not
315 inconsistent with these bylaws and any special rules of order the section may adopt.
316
317

318 **ARTICLE VIII – AMENDMENT****

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

- 321 B. Amendments may be proposed by a majority of the executive council or five voting
322 members of the section. All proposed amendments must be submitted to the
323 secretary.
- 324 C. Written notice, delivered either by mail or electronically, must be given to all
325 members of the section at least thirty days prior to the date of the meeting or the
326 specified date for voting to be completed.
- 327 D. Amendments adopted by the section shall be sent to the Society secretary according
328 to established procedures, and shall become effective after approved by the Society
329 secretary.
- 330 E. Required sections are marked with a double asterisk (**) and conform to the
331 professional section bylaws template. Changes to these sections of the professional
332 section bylaws template shall become part of these bylaws upon approval of the
333 Society. The section secretary shall incorporate such changes into the section
334 bylaws and forward the updated bylaws to the Society secretary within six months of
335 notification of the change to the section bylaws template.
336