BYLAWS OF THE C090 UNIVERSITY OF HOUSTON-DOWNTOWN SECTION
OF
THE SOCIETY OF WOMEN ENGINEERS

ARTICLE I – NAME AND OBJECTIVES**

Section 1. Name

The name of this organization shall be the C090, University of Houston-Downtown 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 bylaws of the Society and in consonance with the rules and regulations of University of Houston-Downtown.

Section 4. Non-Discrimination Policy

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. Collegiate members shall be voting members of the section.

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 fifteen days written notice shall be provided to all members prior to such a business meeting.

Section 4. Quorum

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

ARTICLE III – OFFICERS

Section 1. Officers**

The officers of the section are the president, vice president, secretary, and treasurer.

Section 2. Eligibility and Term of Office**

A. The officers must be members of the section.

B. Officers shall serve for a term of one fiscal year, to coincide with the Society's fiscal year.

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

D. Officer positions may be held by only one member at a time. No officer position may be held by co-officers.

Section 3. Duties**

A. The president shall:
   1. Represent the section before the public and preside at meetings of the section and its executive council;
   2. Appoint the chairs of all committees, with the approval of the executive council, except the chair of the nominating committee;
   3. Approve the appointment of all committee members, except the members of the 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. Coordinate the submittal of quarterly reports to the region representative;
   8. Submit the section annual report to the Society in accordance with established procedures;
   9. Review and approve the year-end section financial report;
   10. Vote on behalf of their section in accordance with Society and region bylaws and procedures;
   11. Provide oversight and guidance to the committee chairs as assigned; and
   12. 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. Prepare and file taxes on behalf of the section if necessary;
   4. Submit a financial report to the Society in accordance with established procedures;
   5. Provide oversight and guidance to the committee chairs as assigned; and
   6. 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.

<u>Section 4. Nomination and Election</u>

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 member of the section but does not need to have been elected to the committee by the executive council.

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

C. The nominating committee shall propose at least one qualified candidate for each of the officer positions and the counselor position. The slate shall be presented to the members of the section by mail, electronic mail, or posting on the section web site by February 28 of each year.

D. Additional candidates may be nominated by petition, provided that:
   1. The member is eligible for the position;
   2. The member has given written consent to being placed on the ballot;
   3. A minimum of two percent or five of the voting members of the section, whichever is greater, have signed a petition or endorsed an email to place the candidate's name on the ballot; and

4. The petition, together with the written consent, is submitted to the chair of the nominating committee within fifteen days after the slate is announced to the members of the section.

E. The chair of the nominating committee shall arrange for the distribution of ballots to occur at least fourteen days prior to the required return date for the vote. Voting may be by mail, electronic mail or web-based provided that mail ballots are sent to those without electronic access. The chair of the nominating committee shall select a tellers committee to receive and count the votes, and to report the results to the president.

F. The voting members of the section shall elect the section officers and counselor.

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

Section 5. Vacancies

A. A vacancy in the office of president shall be filled by the vice president for the remainder of the term.

B. A vacancy in any office other than president shall be filled by election by the executive council.

ARTICLE IV – COUNSELOR AND FACULTY ADVISOR**

Section 1. Counselor

A. A counselor is elected each year by the section.

B. The counselor must be a non-collegiate member in good standing of the Society.

C. The counselor is a non-voting member of the section.

D. The counselor is responsible to the region governor for the section's compliance with the bylaw's, policies, and procedures of the Society.

E. At any time, by a majority vote of its membership, the section may replace their counselor or fill a vacancy in the counselor position.

Section 2. Faculty Advisor

A. It is recommended, but not required, that the section have a faculty advisor.

B. It is preferred, but not required, that the faculty advisor be a SWE member.

C. The faculty advisor is a non-voting member of the section.

D. The selection of a faculty advisor is to be in compliance with the policies and procedures of the college/university.

E. The faculty advisor and counselor positions may be filled by the same member.

ARTICLE V – EXECUTIVE COUNCIL

Section 1. Composition

The governing body of the section shall be the executive council. The officers of the section shall constitute the voting members of the executive council. An individual holding more than one position on the executive council has only one vote and counts as a single person for the purpose of a quorum. The SWE counselor shall serve as an ex-officio, non-voting member of the executive council.

Section 2. Duties

The executive council shall:

1. Transact the business of the section;
2. Implement section policies as determined by the membership;
3. Elect the members of the nominating committee:
4. Approve the appointment of all committee chairs, except the chair of the nominating committee;
5. Ensure that the section is represented at region meetings; and
6. Approve the section budget and authorize expenditures not included in the approved budget.

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.

B. 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 three, one of whom is the president or vice president.

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 VI – COMMITTEES

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

B. 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 of each committee and reporting relationships.

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's final report to the Society.

ARTICLE VII – 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 executive council and approved by the SWE board of directors.

ARTICLE VIII – 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 IX – 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.
B. Amendments may be proposed by a majority of the executive council or five voting members of the section. All proposed amendments must be submitted to the secretary.
C. Written notice, delivered either by mail or electronically, must be given to all members of the section at least fifteen days prior to the date of the meeting or the specified date for voting to be completed.
D. Amendments adopted by the section shall be sent to the Society secretary according to established procedures, and shall become effective after approved by the Society secretary.

E. Required sections are marked with a double asterisk (**) and conform to the collegiate section bylaws template. Changes to these sections of the collegiate section bylaws template shall become part of these bylaws upon approval of the Society. The section secretary shall incorporate such changes into the section bylaws and forward the updated bylaws to the Society secretary within six months of notification of the change to the section bylaws template.