



47 Section 1. Grades of Membership

48 A. Professional

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

- 52 1. Holds a baccalaureate or advanced degree in engineering, engineering  
53 technology, or a science related to engineering; or
- 54 2. Has at least five years engineering experience indicating engineering  
55 competency and achievement.

56

57 B. Senior

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

- 61 a. Holds a baccalaureate or advanced degree in engineering, engineering  
62 technology, or a science related to engineering and has at least ten years of  
63 engineering experience; or
  - 64 b. Has at least fifteen years of engineering experience, indicating engineering  
65 competency and achievement.
- 66 2. Any member who has received the SWE Achievement Award shall be  
67 automatically made a senior member, except that a fellow of the Society shall  
68 retain the fellow grade.

69

70 C. Fellow

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

76

77 D. Collegiate

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

- 82 a. Is pursuing an undergraduate course of study towards an associate or  
83 baccalaureate degree in engineering, engineering technology, or a field  
84 related to engineering; or
- 85 b. Is pursuing a graduate course of study towards an advanced degree in  
86 engineering or a field related to engineering.

87 2. Any member who returns to full-time student status may be affiliated with a  
88 collegiate section while retaining the member grade held, including its rights and  
89 privileges.

90

91

- 92 E. Associate  
93 1. A person who supports the goals of the Society but does not qualify for  
94 membership under any of the aforementioned grades is eligible for the grade of  
95 associate.  
96 2. Associates shall not have the right to serve on the senate or board of directors.  
97

98 Section 2. Application and Admission

99 All applicants for membership in the Society must submit a statement of qualifications to  
100 the Society headquarters on a form provided by the Society, accompanied by the  
101 required fees according to policies adopted by the board of directors.  
102

103 Section 3. Dues

104 A. All members shall pay dues directly to the Society headquarters. Dues for all grades  
105 of membership, including any percentage allocation of funds rebated to sections and  
106 members at large shall be set by the board of directors.  
107

108 B. Dues shall be billed annually, according to a schedule set by the board of directors.  
109

110 Section 4. Resignation, Removal and Reinstatement

111 A. Any member in good standing may resign by submitting a letter of resignation to the  
112 Society headquarters.  
113

114 B. Any member who fails to pay dues according to the established schedule shall be  
115 dropped from the Society's membership register. A member may be disciplined or  
116 removed in accordance with the procedures outlined in the "Procedures for Review  
117 of SWE Member Conduct," which shall be kept updated on the SWE website.  
118 Amendments to these procedures may be proposed by the board of directors or the  
119 ethics committee, for approval by the senate.  
120

121 C. A person who has resigned or been dropped from membership may be reinstated to  
122 membership by submitting a written request to the Society headquarters. The board  
123 of directors may create policies with regard to reinstatement, including setting  
124 reinstatement fees, and shall be the final authority on questions of reinstatement.  
125

126 Section 5. Annual Membership Meeting

127 A. There shall be an annual meeting of the membership held during the annual  
128 conference. Notice of the meeting must be sent to each member with the notice of  
129 the conference.  
130

131 B. All members are eligible to attend and participate in the annual membership  
132 meeting. The quorum for such meeting shall be the voting members present. Matters  
133 referred by the president, board of directors, senate, or members may be discussed  
134 by all members in attendance, but only voting members shall have the right to vote  
135 on such matters.  
136  
137

138 **ARTICLE III – OFFICERS**

139 **Section 1. Officers**

140 The officers of the Society shall be the president, president elect, secretary, and  
141 treasurer.

142  
143 **Section 2. Duties**

144 A. The president shall:

- 145 1. Represent the Society before the public as the official representative of the  
146 Society;
- 147 2. Preside over all meetings of the board of directors and the membership;
- 148 3. Appoint the chairs of Society committees, except the standing committees,  
149 subject to the approval of the board of directors;
- 150 4. Report to each meeting of the board of directors, the senate, and the  
151 membership on the progress and state of the Society; and
- 152 5. Perform other duties incident to the office of president, whether assigned by the  
153 board of directors, the senate, or Society governing documents.

154  
155 B. The president elect shall:

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

160  
161 C. The secretary shall:

- 162 1. Serve as the chief elected communications officer of the Society;
- 163 2. Be responsible for the preparation and retention of the minutes of the board of  
164 directors and the membership;
- 165 3. Oversee the preparation and distribution of an agenda for each meeting of the  
166 board of directors and the membership, subject to the approval of the body at the  
167 meeting;
- 168 4. Review membership applications as is deemed necessary or upon request of  
169 headquarters personnel, and decide all matters of membership eligibility and  
170 reinstatement, subject to appeal to the board of directors;
- 171 5. Review charter applications and petitions according to board policies;
- 172 6. Approve section agreements and members at large bylaws, as well as  
173 subsequent amendments, subject to appeal to the board of directors;
- 174 7. Have an up-to-date roll of the board of directors at all meetings of the board; and
- 175 8. Perform other duties incident to the office of secretary, whether assigned by the  
176 president, the board of directors, or Society governing documents.

177  
178 D. The treasurer shall:

- 179 1. Serve as the chief elected financial officer of the Society, and as such, be  
180 responsible to oversee the collection, distribution, and safekeeping of the  
181 Society's funds;
- 182 2. Present financial reports to the board of directors at least quarterly and to the  
183 senate and membership at least annually;

- 184 3. Serve as an ex officio member of the finance committee; and  
185 4. Perform other duties incident to the office of treasurer, whether assigned by the  
186 president, the speaker of the senate, the board of directors, or Society governing  
187 documents.  
188  
189

## 190 **ARTICLE IV – BOARD OF DIRECTORS**

### 191 Section 1. Composition

192 The board of directors shall be composed of the officers of the Society, five directors,  
193 the speaker of the senate, and the collegiate director. The executive director shall be a  
194 nonvoting ex officio member of the board of directors; however, by majority vote of the  
195 board of directors the executive director may be dismissed from all or any part of a  
196 meeting. At the discretion of the board of directors, up to three special directors may be  
197 elected by the board of directors in accordance with these bylaws. No member may  
198 hold more than one position on the board of directors at any one time.  
199

### 200 Section 2. Authority and Duties

#### 201 A. Board of Directors

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

- 211 1. Transact the business and manage the properties of the Society;
- 212 2. Appoint the executive director and fix compensation and duties;
- 213 3. Carry out its fiduciary responsibilities, including but not limited to:
  - 214 a. developing and approving the budget,
  - 215 b. authorizing the expenditure of funds,
  - 216 c. safeguarding the assets of the Society through ongoing fiscal oversight and  
217 management,
  - 218 d. securing a fidelity bond covering each officer and employee who handles the  
219 funds of the Society,
  - 220 e. retaining an external auditor recommended by the audit committee to ensure  
221 a competent annual audit of the financial records of the Society, and
  - 222 f. approving the audit report and acting upon the recommendations contained  
223 therein or those made by the finance committee.
- 224 4. Approve changes to the Society's trademarks or other emblems;
- 225 5. Attend all meetings of the board of directors, the senate, and the membership.
- 226 6. Create policies with regard to admission, including setting application fees, and  
227 be the final authority on questions of membership;
- 228 7. Create policies with regard to and be the final authority on section agreements  
229 and members at large bylaws;

- 230 8. Respond to communications from the senate in a timely manner;  
231 9. Advise the president on the appointment of committee chairs, except the chairs  
232 of the standing committees, with authority to approve or deny such appointments;  
233 10. Secure counsel in parliamentary and legal matters for the Society when  
234 necessary or appropriate;  
235 11. Fix the time and location of the annual conference;  
236 12. Authorize Society publications; and  
237 13. Grant or revoke section charters.

238

239 B. Directors

240 The directors shall:

- 241 1. Serve as liaisons to and oversee the activities of committees as assigned by the  
242 president;  
243 2. Oversee the budgeted funds and have the ultimate accountability for the fiscal  
244 management of allotted funds to such committees; and  
245 3. Perform other duties as assigned by the president, the board of directors, or  
246 Society governing documents.

247

248 C. Collegiate Director

249 The collegiate director shall:

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

254

255 D. Special Director

- 256 1. Special directors may be elected by the board of directors to:  
257 a. Establish strategic partnerships;  
258 b. Contribute special knowledge or skills; or  
259 c. Represent special groups or priority interests.  
260 2. Special directors shall perform duties assigned by the president, the board of  
261 directors, or Society governing documents.

262

263 Section 3. Terms of Office

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

265

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

267

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

- 270 1. The secretary, collegiate director, and two directors shall take office during even-  
271 numbered fiscal years.  
272 2. The treasurer and three directors shall take office during odd-numbered fiscal  
273 years.

274

275 D. The board of directors may elect special directors for a one-year term beginning on

276 July 1. If elected after July 1, the special director shall serve for the remainder of the  
277 fiscal year in which elected. A special director may be elected to only one additional  
278 consecutive term.

279  
280 E. Service for more than half of a term shall be considered as a full term, except that  
281 the president elect shall be eligible to serve a full term as president, regardless of  
282 the length of any partial term served while filling a vacancy.

283  
284 Section 4. Eligibility

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

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

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

292  
293 B. Candidates for president elect and president must be either a senior member or a  
294 fellow and must have served at least two years on the board of directors.

295  
296 C. Candidates for collegiate director must:

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

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

302  
303 Section 5. Meetings

304 A. The board of directors shall meet at least three times per year, upon the call of the  
305 president or any five members of the board of directors collectively as a group. The  
306 board of directors may meet by any means of communication by which all persons  
307 participating in the meeting are able to communicate simultaneously with one  
308 another and vote. Two-thirds of the voting members of the board of directors then in  
309 office, one of whom must be the president or president elect, shall constitute a  
310 quorum for the conduct of business. Proxy voting shall not be allowed.

311  
312 B. At least ten days' notice shall be given for any meeting of the board of directors.  
313 Notice may be waived by directors before, during, or after any meeting, but such  
314 waiver must be unanimous, presented in writing, and placed on file with the records  
315 of the meeting.

316  
317 Section 6. Vacancy

318 A. A vacancy in the office of president shall be filled by the president elect for the  
319 remainder of the term, followed by one full term as president.

320  
321

322 B. A vacancy in the office of president elect shall be filled for the remainder of the term  
323 by the membership within sixty days of the vacancy.

324  
325 C. A vacancy in any other member-elected board position shall be filled by the  
326 membership within sixty days of the vacancy. If the vacancy occurs ninety days or  
327 less before the end of the term, the Society president will appoint a replacement.

328  
329 Section 7. Removal

330 A. The president, president elect, secretary, or treasurer may only be removed by a  
331 majority vote of the members properly responding to a mail ballot requesting  
332 removal of that officer, provided that at least 1,000 ballots have been returned by the  
333 stated deadline. Such ballot shall be sent upon the petition of one percent of the  
334 voting members as of the previous December 31, provided that there are no more  
335 than ten percent of the signatures or emails endorsements from any one section, the  
336 members at large, or international members.

337  
338 B. A director or the collegiate director may be removed by a two-thirds vote of the  
339 senate.

340  
341 C. A special director may be removed by a majority vote of the board of directors.

342  
343 D. Removal procedures not covered by law or these bylaws shall be developed by the  
344 nominating committee and approved by the board of directors.

345  
346  
347 **ARTICLE V – SENATE**

348 Section 1. Composition

349 A. All senators, except the special senators, must be voting members of the Society  
350 and have experience that demonstrates competency in the skills as determined by  
351 the nominating committee.

352  
353 B. The voting members of the senate shall consist of twenty-one senators and up to  
354 three special senators. Members of the board of directors shall be nonvoting  
355 members with the right to participate in the discussions of the senate.

356  
357 C. Seven senators shall be elected each year by the voting members of the Society for  
358 terms of three fiscal years.

359  
360 D. Up to three special senators nominated by the speaker and elected by the senate to  
361 serve for one fiscal year or remainder thereof. The special senators may be from any  
362 membership category or may be nonmembers. Prior to the commencement of their  
363 terms of office, the incoming speaker may nominate and the incoming senators may  
364 elect any of the special senators for a term to begin July 1. If elected after July 1, the  
365 special senator(s) shall serve for the remainder of the fiscal year in which elected.

366  
367

368 Section 2. Duties

369 A. The senate shall be responsible for charting the strategic direction of SWE by  
370 developing and adopting the long-range goals for the Society. To these ends, the  
371 senate shall conduct essential dialogue on long-term trends and issues of common  
372 interest, and may appoint subordinate units to assist in the creation of these  
373 strategic directions or policies. The senate shall communicate the outcome of such  
374 dialogue to the board of directors.

375

376 B. The senate shall also:

377 1. Consider and, if necessary, vote upon recommendations received from  
378 throughout the Society;

379 2. Approve dissolution of the Reserve Fund of the Society; and

380 3. Approve changes to these bylaws.

381

382 Section 3. Meetings

383 A. The senate shall meet at least once annually at a time and place determined by the  
384 senate.

385

386 B. The senate may also meet at any other time upon the call of the speaker or by  
387 written petition of at least one-third of the voting members of the senate.

388

389 C. The senate may meet by any means of communication by which all persons  
390 participating in the meeting are able to communicate simultaneously with one  
391 another and vote.

392

393 D. The senate may also conduct business by mail, electronic mail, or fax, provided that:

394 1. Complete and identical information is distributed to all members of the senate at  
395 the same time.

396 2. Instructions for reply, together with a return date no less than fourteen days from  
397 the date of distribution, are included.

398 3. The integrity of each ballot can be verified as to the eligibility of the member  
399 casting the vote and that only one ballot is cast by any member.

400 4. The number of ballots returned meets the quorum requirements.

401 5. The balloting is in accordance with any additional policies adopted by the senate  
402 to ensure that:

403 a. Alternate methods of voting are provided for any senator who is unable to use  
404 the primary method; and

405 b. The decision to take such a ballot is made by those properly authorized by  
406 the senate to make such decision.

407 6. The results of such ballot shall be reported to the senate within fifteen days after  
408 the close of the ballot process.

409

410 E. Sixteen senators shall constitute a quorum for the conduct of the business of the  
411 senate.

412

413

414 F. At least ten days' notice shall be given for any meeting of the senate. Notice may be  
415 waived by senators before, during, or after any meeting, but such waiver must be  
416 unanimous, presented in writing, and placed on file with the records of the meeting.  
417

418 G. No senator may vote by proxy.  
419

#### 420 Section 4. Speaker, Deputy Speaker, and Senate Secretary

##### 421 A. Duties

422 1. The speaker shall:

- 423 a. Be responsible to ensure effective facilitation of dialogue and effective  
424 communication among all senators;
- 425 b. Be the senate's advocate, voice, and point of contact;
- 426 c. Serve as the presiding officer of the senate, and prepare the senate agenda  
427 in consultation with the president;
- 428 d. Serve as a voting member of the board of directors and as such be the link  
429 between the senate and the board;
- 430 e. Implement the roles assigned to the senate in partnership with the president  
431 and board of directors; and
- 432 f. Establish senate subordinate units as directed by the senate or as otherwise  
433 needed to conduct the work of the senate, and appoint the chairs of all senate  
434 subordinate units in consultation with the deputy speaker.

435 2. The deputy speaker shall:

- 436 a. Assist the speaker in the performance of assigned and necessary duties;
- 437 b. Perform the duties of the speaker in the absence of or at the request of the  
438 speaker, except serving on the board of directors;
- 439 c. Serve as a nonvoting ex officio member of the senate;
- 440 d. Implement the roles assigned to the senate in partnership with the president  
441 and board of directors.

442 3. The senate secretary shall:

- 443 a. Serve as the chief elected communications officer of the senate;
- 444 b. Be responsible for the preparation and retention of the minutes of the senate;
- 445 c. Assist the speaker with the preparation of the agenda;
- 446 d. Oversee the distribution of the agenda and materials for each meeting of the  
447 senate;
- 448 e. Serve as a nonvoting ex officio member of the senate;
- 449 f. Have an up-to-date roll of the senate at all meetings of the senate; and
- 450 g. Perform other duties incident to the office of senate secretary, whether  
451 assigned by the speaker, the senate, or Society governing documents.

##### 452 B. Term of Office & Eligibility

- 453 1. A speaker, deputy speaker, and senate secretary shall be elected by the voting  
454 members of the Society. The term of office for the speaker shall be two fiscal  
455 years, taking office in the even-numbered fiscal year. The term of office for the  
456 deputy speaker and the senate secretary shall be one fiscal year. The speaker,  
457 deputy speaker, and senate secretary may not also serve as senators.  
458  
459

- 460 2. Any candidate for speaker, deputy speaker, or senate secretary must be a voting  
461 member of the Society in good standing and:  
462 a. Must have served a minimum of two years in the aggregate on the board of  
463 directors, as a member of the senate, Society or senate committee chair,  
464 professional section or members at large president, or  
465 b. Have experience that demonstrates competency in the required skill set as  
466 set forth by the nominating committee procedures.  
467

468 C. Vacancy

- 469 1. A vacancy in the position of speaker shall be filled by the deputy speaker for the  
470 remainder of the term.  
471 2. A vacancy in a senator, deputy speaker, or senate secretary position shall be  
472 filled by the membership within sixty days of the vacancy. If the vacancy occurs  
473 ninety days or less before the end of the term, the Society president will appoint  
474 a replacement.  
475

476 D. Removal

- 477 1. The speaker, deputy speaker, or senate secretary may be removed by a two-  
478 thirds vote of the senate.  
479 2. A senator may be removed by a majority vote of the members properly  
480 responding to a ballot requesting removal, provided that at least 1,000 ballots  
481 have been returned by the stated deadline. Such ballot shall be sent upon the  
482 petition of one percent of the voting members as of the previous December 31,  
483 provided that there are no more than ten percent of the signatures or email  
484 endorsements from any one section, the members at large, or the international  
485 members.  
486  
487

488 **ARTICLE VI – SECTIONS AND OTHER GROUPS**

489 Section 1. Sections

- 490 A. Any group of at least ten voting members in good standing in the United States or  
491 Puerto Rico may apply to the Society for a charter to form a section. Such  
492 application must be accompanied by a copy of the proposed section agreement and  
493 names of proposed officers. Professional and collegiate section members shall have  
494 the same membership grade in their section as they have in the Society.  
495  
496 B. Sections shall have control over their own activities and projects within the section,  
497 provided that no section activity may be in conflict with the established policies of the  
498 Society. Sections may not assess membership dues or fees.  
499  
500 C. In order to be in good standing, a section must have at least ten voting members in  
501 good standing and have filed its annual documents and officer lists.  
502  
503 D. If, in the judgment of the board of directors, a section is not in good standing for two  
504 or more consecutive years, the board may declare that section inactive. All current  
505 members of the section must be notified in writing at least thirty days prior to such

506 action being taken. Should a section be declared inactive, it shall not be eligible to  
507 receive section dues rebates, or to act collectively in the name of SWE. Members of  
508 inactive professional sections shall automatically become members at large.  
509 Members of inactive collegiate sections shall automatically become members of a  
510 professional section (if available) or shall become members at large. A section that  
511 has been declared inactive may be reinstated by the board of directors upon receipt  
512 of a letter requesting reinstatement, accompanied by the same documentation  
513 required for chartering a new section.

514

#### 515 Section 2. Section Agreement

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

522

#### 523 Section 3. Section Membership

524 Members of a professional section are those members of the Society assigned to the  
525 section. Members of a collegiate section are those members of the Society assigned to  
526 the section who meet all requirements delineated by their college or university. All  
527 members of a section shall have the right to attend all in-person section and executive  
528 council meetings and maintain voting privileges at section meetings.

529

#### 530 Section 4. Section Business Meetings

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

535

#### 536 Section 5. Section Officers

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

540

#### 541 B. Section Officer Eligibility

542 1. The officers must be dues paying members of the Society who are assigned to  
543 the section. The president and successor to the president of a professional  
544 section must also be non-collegiate members of the Society. At the discretion of  
545 the professional section, collegiate members who will be assigned to that section  
546 may be candidates for other positions provided they will qualify for professional  
547 membership before the start of the term of office; however, they must meet these  
548 requirements and the requirements of the position in order to serve. Officers of a  
549 collegiate section must be collegiate members of the section and meet all college  
550 or university officer requirements.

551 2. Officers may hold more than one office provided that there is a minimum of three

552 elected officers of the section. No one may hold the office of president and  
553 treasurer at the same time. No officer position may be held by multiple individuals  
554 concurrently.  
555

556 C. Section Officer Nomination and Election

557 1. Sections will nominate and elect officers with finalized results by the date  
558 required per their Section Agreement and the Society each year.  
559

560 Section 6. Section Dissolution

561 In the event of dissolution, the assets of the section shall be first used to pay any  
562 remaining debts. Any unspent funds or sponsorship originating from a college or  
563 university shall be returned to the college or university. Any remaining funds shall be  
564 disbursed to SWE sections, the SWE members at large organization, the Society, or  
565 SWE endowment funds as recommended by the section's executive council and  
566 approved by the SWE board of directors.  
567

568 Section 7. Revocation of Charter

569 The board of directors may revoke the charter of any section for cause, after giving the  
570 section an adequate opportunity to be heard before the board of directors and upon a  
571 two-thirds vote of the board of directors. Upon the request of a section, the board of  
572 directors may revoke the charter by majority vote.  
573

574 Section 8. Other Groups

575 Other groups may be created and managed by the board of directors to support the  
576 Society's mission under such requirements as the board may determine.  
577

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

580 Section 1. Definition

581 Any member in the United States or Puerto Rico who is not affiliated with a section is a  
582 member at large (MAL).  
583

584 Section 2. Members at Large Bylaws

585 The members at large shall have bylaws, which may not have provisions that conflict  
586 with the Society bylaws. At the discretion of the members at large, collegiate members  
587 who will be members at large may be allowed to be candidates for election to a position  
588 other than president, provided that they will qualify for professional membership before  
589 the start of the term of office, but must meet these requirements and the requirements  
590 of the position in order to serve.  
591

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593 **ARTICLE VIII – INTERNATIONAL MEMBERS**

594 Section 1. Definition

595 Any member outside of the United States or Puerto Rico is an international member.  
596  
597

598 **ARTICLE IX – COMMITTEES**

599 There shall be five standing committees and other committees as the board of directors  
600 may direct.

601  
602 **Section 1. General**

603 A. Each committee shall be provided a charter that has been approved by the board of  
604 directors and includes, at a minimum, the committee’s purpose, its scope, its  
605 authority and limitations on that authority, and the deliverables.

606  
607 B. Each committee may develop procedures for the operations of that committee. No  
608 such charters or procedures shall conflict with these bylaws or other adopted  
609 policies of the Society.

610  
611 C. Each committee shall have a board of directors contact. The board of directors  
612 contact shall be designated by the president.

613  
614 **Section 2. Standing Committees**

615 A. The standing committees shall be audit, bylaws, ethics, finance, and nominating.

616  
617 B. Standing committees shall have a chair and a chair-elect. The chair-elect shall be  
618 elected by the membership and shall serve for one fiscal year, followed by one fiscal  
619 year as chair. Candidates must be voting members of the Society in good standing  
620 and have experience that demonstrates competency in skills as determined by the  
621 nominating committee.

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623 C. The chair-elect shall assist the chair as deemed necessary by the chair or members  
624 of the committee. The chair-elect shall perform the duties of the chair in the absence  
625 of or at the request of the chair. The chair-elect shall fill a vacancy in the position of  
626 chair for the remainder of the term, followed by one full term as chair. A vacancy in  
627 the chair-elect position may be filled for the remainder of the term by the committee.

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629 D. Audit Committee

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

- 633 1. Select and recommend to the board of directors an auditor who may not be  
634 contracted by SWE for any other functions other than auditing and tax  
635 preparation services;  
636 2. Direct the staff to prepare the information for the audit;  
637 3. Review the audit; and  
638 4. Report to the board of directors on the process, outcome, and any committee  
639 recommendations.

640  
641 E. Bylaws Committee

642 The bylaws committee shall be composed of at least three members. The secretary  
643 shall be an ex officio member of the bylaws committee. The bylaws committee shall

644 be primarily responsible for consulting on bylaws and Society governing documents.

645

646 F. Ethics Committee

647 The ethics committee shall be composed of at least three members. The ethics  
648 committee shall be primarily responsible for the disposition of complaints regarding  
649 alleged violation of SWE member conduct policies.

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651 G. Finance Committee

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

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662 H. Nominating Committee

663 1. The nominating committee shall, subject to the approval of the board of directors,  
664 develop and maintain appropriate procedures to govern the Society related to  
665 nomination, election, or removal not covered by the law or these bylaws.

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1. The nominating committee shall, subject to the approval of the board of directors, develop and maintain appropriate procedures to govern the Society related to nomination, election, or removal not covered by the law or these bylaws.
2. The nominating committee shall be composed of at least ten members, to serve for a period of two fiscal years. The members will be designated by procedures approved by the board of directors. Terms shall be staggered so that approximately half of the members of the committee are selected each year. Members of the nominating committee may not succeed themselves as members but may serve up to two additional years; up to one year as chair-elect of the committee and up to one year as chair of the committee.
3. The executive director shall be a nonvoting ex officio member of the committee; however, by majority vote of the voting members of the nominating committee, the executive director may be dismissed from all or any part of a meeting.
4. The chair and chair-elect of the nominating committee shall be nonvoting members of the committee. Candidates for chair-elect must have recent service on the nominating committee or board of directors and may be members of the committee or board of directors at the time of selection. The chair or chair-elect may not serve concurrently as a voting member on the committee or as a member of the board of directors. The chair and chair-elect shall not be eligible to serve as a voting member of the nominating committee for at least one year after serving as chair or chair-elect.
5. In order to be eligible to serve on the nominating committee, a member must have had recent experience on a Society level, such as service on the board of directors, as a member of the senate, or as a Society committee chair. Members of the nominating committee may not become candidates for elected positions other than nominating committee chair-elect during their tenure of service on the nominating committee.

- 690 6. The nominating committee shall select one or more qualified candidates for each  
691 of the available positions and present such slate to the board of directors and the  
692 senate by February 1. The nominating committee may also recommend  
693 candidates for other positions, if so requested by the board of directors or the  
694 senate.
- 695 7. Additional candidates for all positions may be nominated by petition, provided  
696 that:
- 697 a. The member is eligible for the position.
  - 698 b. The member has given written consent to be placed on the ballot.
  - 699 c. At least one percent of the voting members as of the previous December 31  
700 have signed a petition or endorsed an e-mail to place the candidate's name  
701 on the ballot, with no more than ten percent being from any one section or  
702 group, the members at large, or the international members.
  - 703 d. The petition, together with the written consent, is submitted to the Society  
704 headquarters by March 1.
- 705 8. Members whose dues are current as of March 1 shall be eligible to vote in the  
706 election. The executive director shall be responsible to ensure that the ballot,  
707 listing the candidates proposed by the nominating committee and any candidates  
708 who have properly petitioned, shall be sent to each voting member by April 1. No  
709 member may be nominated for more than one office or position on the ballot.
- 710 9. Ballots must be returned by the date indicated on the ballot in order to be  
711 counted. A plurality shall elect. In case of a tie, the winner shall be chosen by lot.  
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## 714 **ARTICLE X – ADMINISTRATION**

### 715 **Section 1. Headquarters Office**

- 716 A. The Society shall maintain an office for the conduct of business of the Society, at a  
717 location determined by the board of directors. Such office shall be under the direct  
718 supervision and authority of an executive director, who shall be appointed by the  
719 board of directors. The executive director shall report to the board of directors and  
720 perform duties under the direction of the board of directors as the board may require.  
721
- 722 B. The executive director shall serve as the chief executive officer and shall have the  
723 authority and responsibility for the operations of the headquarters office, unless  
724 otherwise limited by the board of directors or by the budget. Such authority and  
725 responsibility shall include, but not be limited to:
- 726 1. Employment and termination of employees, consultants, and vendors;
  - 727 2. Management and direction of Society activities; and
  - 728 3. Fiduciary responsibility for the assets of the Society assigned to headquarters.  
729
- 730 C. Negotiation of the executive director's contract and any subsequent performance  
731 evaluations will be done on behalf of the Society by the president and president elect.  
732 Such contract shall be reviewed by the Society's legal counsel prior to presentation  
733 to the board of directors for final approval. All terms of the contract shall be disclosed  
734 to the board of directors.  
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737 Section 2. Fiscal Year  
738 The fiscal year of the Society shall be July 1 to June 30.

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741 **ARTICLE XI – DISSOLUTION**  
742 In the event of the dissolution of this Society, all real assets and remaining monies shall  
743 be donated to a non-profit organization operated exclusively for educational purposes  
744 as determined by the board of directors and allowed by law.

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747 **ARTICLE XII – PARLIAMENTARY AUTHORITY**  
748 The rules contained in the eleventh edition of *Robert’s Rules of Order Newly Revised*  
749 shall govern this Society and all its subordinate units in all cases to which they are  
750 applicable and in which they are not inconsistent with these bylaws and any special  
751 rules of order that may be adopted.

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754 **ARTICLE XIII – AMENDMENT**  
755 A. These bylaws may be amended at any meeting of the senate or by an electronic  
756 ballot vote.  
757  
758 B. Amendments may be proposed by any ten members of the Society collectively as a  
759 group, provided that at least eight are voting members, or a senator and four  
760 additional members, provided that at least three of the four are voting members.  
761 Proposed amendments shall be submitted to the secretary.  
762  
763 C. The exact text of the amendment shall be made available to the membership by  
764 posting on the Society’s website at least forty-five days before the senate meeting at  
765 which the vote will be taken or the date on which the electronic ballot is sent. Copies  
766 of the proposed amendments shall be sent to voting members upon request. The  
767 senators shall be notified when proposed amendments are posted.  
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769 D. Two-thirds of the entire voting membership of the senate at a meeting or ninety  
770 percent of the entire voting membership of the senate by electronic ballot shall be  
771 required to amend these bylaws. If the electronic ballot requirement is not achieved,  
772 the proposal shall automatically be placed on the agenda of the next meeting.

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775 **ARTICLE XIV – GOVERNING LAW**  
776 All questions with respect to the construction of these bylaws shall be determined in  
777 accordance with the applicable provisions of the laws of the District of Columbia.