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Section 1. Grades of Membership

A. Professional

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

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

B. Senior

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

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

C. Fellow

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

D. Collegiate

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

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

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

323
324 C. A vacancy in any other member-elected board position shall be filled by the
325 membership within sixty days of the vacancy. If the vacancy occurs ninety days or
326 less before the end of the term, the Society president will appoint a replacement.

327
328 Section 7. Removal

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

336
337 B. A director or the collegiate director may be removed by a two-thirds vote of the
338 senate.

339
340 C. A special director may be removed by a majority vote of the board of directors.

341
342 D. Removal procedures not covered by law or these bylaws shall be developed by the
343 nominating committee and approved by the board of directors.

344
345
346 **ARTICLE V – SENATE**

347 Section 1. Composition

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

351
352 B. The voting members of the senate shall consist of twenty-one senators and up to
353 three special senators. Members of the board of directors shall be nonvoting
354 members with the right to participate in the discussions of the senate.

355
356 C. Seven senators shall be elected each year by the voting members of the Society for
357 terms of three fiscal years.

358
359 D. Up to three special senators nominated by the speaker and elected by the senate to
360 serve for one fiscal year or remainder thereof. The special senators may be from any
361 membership category or may be nonmembers. Prior to the commencement of their
362 terms of office, the incoming speaker may nominate and the incoming senators may
363 elect any of the special senators for a term to begin July 1. If elected after July 1, the
364 special senator(s) shall serve for the remainder of the fiscal year in which elected.

365

366 Section 2. Duties

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

373

374 B. The senate shall also:

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

377 2. Approve dissolution of the Reserve Fund of the Society.

378

379 Section 3. Meetings

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

382

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

385

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

389

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

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

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

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

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

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

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

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

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

406

407 E. Sixteen senators shall constitute a quorum for the conduct of the business of the
408 senate.

409

410 F. At least ten days' notice shall be given for any meeting of the senate. Notice may be
411 waived by senators before, during, or after any meeting, but such waiver must be
412 unanimous, presented in writing, and placed on file with the records of the meeting.
413

414 G. No senator may vote by proxy.
415

416 Section 4. Speaker, Deputy Speaker, and Senate Secretary

417 A. Duties

418 1. The speaker shall:

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

431 2. The deputy speaker shall:

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

438 3. The senate secretary shall:

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

449 B. Term of Office & Eligibility

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

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

464 C. Vacancy

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

472 D. Removal

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

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

485 **Section 1. Sections**

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

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

510

511 Section 2. Section Agreement

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

518

519 Section 3. Section Membership

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

525

526 Section 4. Section Business Meetings

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

531

532 Section 5. Section Officers

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

536

537 B. Section Officer Eligibility

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

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

551
552 C. Section Officer Nomination and Election

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

555
556 Section 6. Section Dissolution

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

563
564 Section 7. Revocation of Charter

565 The board of directors may revoke the charter of any section for cause, after giving the
566 section an adequate opportunity to be heard before the board of directors and upon a
567 two-thirds vote of the board of directors. Upon the request of a section, the board of
568 directors may revoke the charter by majority vote.

569
570 Section 8. Other Groups

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

573
574
575 **ARTICLE VII – MEMBERS AT LARGE (MAL)**

576 Section 1. Definition

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

579
580 Section 2. Members at Large Bylaws

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

587
588
589 **ARTICLE VIII – INTERNATIONAL MEMBERS**

590 Section 1. Definition

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

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ARTICLE IX – COMMITTEES

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

Section 1. General

- A. Each committee shall be provided a charter that has been approved by the board of directors and includes, at a minimum, the committee’s purpose, its scope, its authority and limitations on that authority, and the deliverables.
- B. Each committee may develop procedures for the operations of that committee. No such charters or procedures shall conflict with these bylaws or other adopted policies of the Society.
- C. Each committee shall have a board of directors contact. The board of directors contact shall be designated by the president.

Section 2. Standing Committees

- A. The standing committees shall be audit, bylaws, ethics, finance, and nominating.
- B. Standing committees shall have a chair and a chair-elect. The chair-elect shall be elected by the membership and shall serve for one fiscal year, followed by one fiscal year as chair. Candidates must be voting members of the Society in good standing and have experience that demonstrates competency in skills as determined by the nominating committee.
- C. The chair-elect shall assist the chair as deemed necessary by the chair or members of the committee. The chair-elect shall perform the duties of the chair in the absence of or at the request of the chair. The chair-elect shall fill a vacancy in the position of chair for the remainder of the term, followed by one full term as chair. A vacancy in the chair-elect position may be filled for the remainder of the term by the committee.
- D. **Audit Committee**
The audit committee shall be composed of at least three members, none of whom may be serving as treasurer or be an employee of the Society. The duties of the audit committee shall be to:
 - 1. Select and recommend to the board of directors an auditor who may not be contracted by SWE for any other functions other than auditing and tax preparation services;
 - 2. Direct the staff to prepare the information for the audit;
 - 3. Review the audit; and
 - 4. Report to the board of directors on the process, outcome, and any committee recommendations.

- 637 E. Bylaws Committee
638 The bylaws committee shall be composed of at least three members. The secretary
639 shall be an ex officio member of the bylaws committee. The bylaws committee shall
640 be primarily responsible for consulting on bylaws and Society governing documents.
641
- 642 F. Ethics Committee
643 The ethics committee shall be composed of at least three members. The ethics
644 committee shall be primarily responsible for the disposition of complaints regarding
645 alleged violation of SWE member conduct policies.
646
- 647 G. Finance Committee
648 The finance committee shall be composed of at least five members, two of whom
649 shall be members of the board of directors. The treasurer shall be an ex officio
650 member of the finance committee. The finance committee shall be primarily
651 responsible for:
652 1. Budgeting and long-range financial planning;
653 2. Monitoring the fiscal health of the Society on an ongoing basis;
654 3. Reviewing the independent annual financial audit, and reporting their
655 recommendations to the board of directors; and
656 4. Consulting on other financial matters of the Society on an as-needed basis.
657
- 658 H. Nominating Committee
659 1. The nominating committee shall, subject to the approval of the board of directors,
660 develop and maintain appropriate procedures to govern the Society related to
661 nomination, election, or removal not covered by the law or these bylaws.
662 2. The nominating committee shall be composed of at least ten members, to serve
663 for a period of two fiscal years. The members will be designated by procedures
664 approved by the board of directors. Terms shall be staggered so that
665 approximately half of the members of the committee are selected each year.
666 Members of the nominating committee may not succeed themselves as members
667 but may serve up to two additional years; up to one year as chair-elect of the
668 committee and up to one year as chair of the committee.
669 3. The executive director shall be a nonvoting ex officio member of the committee;
670 however, by majority vote of the voting members of the nominating committee,
671 the executive director may be dismissed from all or any part of a meeting.
672 4. The chair and chair-elect of the nominating committee shall be nonvoting
673 members of the committee. Candidates for chair-elect must have recent service
674 on the nominating committee or board of directors and may be members of the
675 committee or board of directors at the time of selection. The chair or chair-elect
676 may not serve concurrently as a voting member on the committee or as a
677 member of the board of directors. The chair and chair-elect shall not be eligible to
678 serve as a voting member of the nominating committee for at least one year after
679 serving as chair or chair-elect.
680 5. In order to be eligible to serve on the nominating committee, a member must
681 have had recent experience on a Society level, such as service on the board of
682 directors, as a member of the senate, or as a Society committee chair. Members

- 683 of the nominating committee may not become candidates for elected positions
684 other than nominating committee chair-elect during their tenure of service on the
685 nominating committee.
- 686 6. The nominating committee shall select one or more qualified candidates for each
687 of the available positions and present such slate to the board of directors and the
688 senate by February 1. The nominating committee may also recommend
689 candidates for other positions, if so requested by the board of directors or the
690 senate.
- 691 7. Additional candidates for all positions may be nominated by petition, provided
692 that:
- 693 a. The member is eligible for the position.
 - 694 b. The member has given written consent to be placed on the ballot.
 - 695 c. At least one percent of the voting members as of the previous December 31
696 have signed a petition or endorsed an e-mail to place the candidate's name
697 on the ballot, with no more than ten percent being from any one section or
698 group, the members at large, or the international members.
 - 699 d. The petition, together with the written consent, is submitted to the Society
700 headquarters by March 1.
- 701 8. Members whose dues are current as of March 1 shall be eligible to vote in the
702 election. The executive director shall be responsible to ensure that the ballot,
703 listing the candidates proposed by the nominating committee and any candidates
704 who have properly petitioned, shall be sent to each voting member by April 1. No
705 member may be nominated for more than one office or position on the ballot.
- 706 9. Ballots must be returned by the date indicated on the ballot in order to be
707 counted. A plurality shall elect. In case of a tie, the winner shall be chosen by lot.
708

709
710 **ARTICLE X – ADMINISTRATION**

711 **Section 1. Headquarters Office**

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

729 to the board of directors for final approval. All terms of the contract shall be disclosed
730 to the board of directors.

731
732 Section 2. Fiscal Year

733 The fiscal year of the Society shall be July 1 to June 30.

734
735
736 **ARTICLE XI – DISSOLUTION**

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

740
741
742 **ARTICLE XII – PARLIAMENTARY AUTHORITY**

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

747
748
749 **ARTICLE XIII – AMENDMENT**

750 A. These bylaws may be amended by two-thirds of the entire voting board of directors
751 at a meeting, except as required by law, whereby a majority of voting members
752 casting a ballot will be necessary to adopt changes.

753
754 B. Amendments may be proposed by any group of at least ten voting members of the
755 Society. Members of the board of directors may be part of the group proposing an
756 amendment but will not count towards the ten-member minimum. Proposed
757 amendments shall be submitted to the secretary who forwards for legal and
758 parliamentary review.

759
760 C. The exact text of the amendment shall be posted on the Society's website at least
761 forty-five days before the vote will be taken or the date on which the ballot is issued.
762 Those eligible to vote on the amendment shall be notified when proposed
763 amendments are posted.

764
765
766 **ARTICLE XIV – GOVERNING LAW**

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