

- 47 1. Holds a baccalaureate or advanced degree in engineering, engineering
48 technology, or a science related to engineering; or
49 2. Has at least five years engineering experience indicating engineering
50 competency and achievement.
51
- 52 B. Senior
- 53 1. A person who is or has been actively engaged in engineering work is eligible, if
54 one of the following criteria is met at the time of application for admission or
55 advancement:
56 a. Holds a baccalaureate or advanced degree in engineering, engineering
57 technology, or a science related to engineering and has at least ten years of
58 engineering experience; or
59 b. Has at least fifteen years of engineering experience, indicating engineering
60 competency and achievement.
61 2. Any member who has received the SWE Achievement Award shall be
62 automatically made a senior member, except that a fellow of the Society shall
63 retain the fellow grade.
64
- 65 C. Fellow
- 66 A SWE member who has been a senior member for at least ten years, or a member
67 for at least twenty years, may be chosen a fellow of the Society, in recognition of
68 significant and long-term service to the advancement of women in the engineering
69 profession. The fellows shall develop and implement a process by which the
70 selection shall take place.
71
- 72 D. Collegiate
- 73 1. A person who meets one of the following requirements is eligible for the grade of
74 collegiate member, provided that such person is not employed full-time in an
75 engineering position (except educational assignments such as internships or co-
76 ops) or in a field related to engineering:
77 a. Is pursuing an undergraduate course of study towards an associate or
78 baccalaureate degree in engineering, engineering technology, or a field
79 related to engineering; or
80 b. Is pursuing a graduate course of study towards an advanced degree in
81 engineering or a field related to engineering.
82 2. Collegiate members shall not have the right to vote or run for office, except as
83 otherwise provided in these bylaws; however, collegiate members of collegiate
84 sections shall have full rights of membership within their section.
85 3. Any member who returns to full-time student status may be affiliated with a
86 collegiate section while retaining the member grade held, including its rights and
87 privileges.
88
- 89 E. Honorary
- 90 1. A person who has achieved recognition as outstanding in the field of engineering
91 or who has made a significant contribution of service to the Society may be
92 elected an honorary member by a unanimous vote of those senators present and

93 voting. Honorary members shall not be required to pay dues.

- 94 2. Honorary members shall not have the right to make or second motions, vote, or
95 run for office; however, if a member of any grade is elected to honorary
96 membership, that member retains the rights of the grade of membership held
97 immediately prior to election as an honorary member.
98

99 F. Associate

- 100 1. A person who supports the goals of the Society but does not qualify for
101 membership under any of the aforementioned grades may be eligible for the
102 grade of associate if such person is either:
103 a. Engaged in work related to the practice of, or training for, engineering; or
104 b. Sponsored by a member of the senate, a professional section president,
105 members at large president, region governor, or corporate member.
106 2. Associates shall not have the right to serve on the senate, board of directors, or
107 as a region governor.
108

109 G. Corporate

110 An organization shall be eligible for corporate membership in the Society upon
111 payment of annual dues, provided that criteria as established by the board of
112 directors are met.
113

114 Section 2. Application and Admission

115 All applicants for membership in the Society must submit a statement of qualifications to
116 the Society headquarters on a form provided by the Society, accompanied by the
117 required fees according to policies adopted by the board of directors.
118

119 Section 3. Dues

- 120 A. All members shall pay dues directly to the Society headquarters. Dues for all
121 individual grades of membership, including any percentage allocation of funds
122 rebated to sections, members at large and regions, shall be set by the senate. Dues
123 for all other grades of membership shall be set by the board of directors.
124
125 B. Dues shall be billed annually, according to a schedule set by the board of directors.
126

127 Section 4. Resignation, Removal and Reinstatement

- 128 A. Any member in good standing may resign by submitting a letter of resignation to the
129 Society headquarters.
130
131 B. Any member who fails to pay dues according to the established schedule shall be
132 dropped from the Society's membership register.
133
134 C. A person who has resigned or been dropped from membership may be reinstated to
135 membership by submitting a written request to the Society headquarters. The board
136 of directors may create policies with regard to reinstatement, including setting
137 reinstatement fees, and shall be the final authority on questions of reinstatement.
138

139 Section 5. Annual Membership Meeting

140 A. There shall be an annual meeting of the membership held at the annual conference.
141 Notice of the meeting must be sent to each member with the notice of the
142 conference.

143
144 B. All members are eligible to attend and participate in the annual membership
145 meeting. The quorum for such meeting shall be the voting members present.
146 Matters referred by the president, board of directors, senate, or members may be
147 discussed by all members in attendance, but only voting members shall have the
148 right to vote on such matters.

149
150

151 **ARTICLE III – OFFICERS**

152 Section 1. Officers

153 The officers of the Society shall be the president, president elect, secretary, and
154 treasurer.

155

156 Section 2. Duties

157 A. The president shall:

- 158 1. Represent the Society before the public as the official representative of the
159 Society;
160 2. Preside over all meetings of the board of directors and the membership;
161 3. Appoint the international member coordinator and the chairs of Society
162 committees, except the chair of the nominating committee, subject to the
163 approval of the board of directors;
164 4. Report to each meeting of the board of directors, the senate, and the
165 membership on the progress and state of the Society; and
166 5. Perform other duties incident to the office of president, whether assigned by the
167 board of directors, the senate, or Society governing documents.

168

169 B. The president elect shall:

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

174

175 C. The secretary shall:

- 176 1. Serve as the chief elected communications officer of the Society;
177 2. Be responsible for the preparation and retention of the minutes of the board of
178 directors and the membership;
179 3. Oversee the preparation and distribution of an agenda for each meeting of the
180 board of directors and the membership, subject to the approval of the body at the
181 meeting;
182 4. Review membership applications as is deemed necessary or upon request of
183 headquarters personnel, and decide all matters of membership eligibility and
184 reinstatement, subject to appeal to the board of directors;

- 185 5. Review charter applications and petitions according to board policies;
- 186 6. Approve region, section, and members at large bylaws, as well as subsequent
- 187 amendments, subject to appeal to the board of directors;
- 188 7. Have an up-to-date roll of the board of directors at all meetings of the board; and
- 189 8. Perform other duties incident to the office of secretary, whether assigned by the
- 190 president, the board of directors, or Society governing documents.

191
192 D. The treasurer shall:

- 193 1. Serve as the chief elected financial officer of the Society, and as such, be
- 194 responsible to oversee the collection, distribution, and safekeeping of the
- 195 Society's funds;
- 196 2. Present a financial report at each in-person meeting of the board of directors, the
- 197 senate, and the membership;
- 198 3. Serve as an ex officio member of the finance committee; and
- 199 4. Perform other duties incident to the office of treasurer, whether assigned by the
- 200 president, the speaker of the senate, the board of directors, or Society governing
- 201 documents.

202
203
204 **ARTICLE IV – BOARD OF DIRECTORS**

205 **Section 1. Composition**

206 The board of directors shall be composed of the officers of the Society, four directors,
207 the director of regions, the speaker of the senate, and the collegiate director. The
208 executive director shall be a nonvoting ex officio member of the board of directors;
209 however, by majority vote of the board of directors the executive director may be
210 dismissed from all or any part of a meeting. At the discretion of the board of directors, a
211 special director may be elected by the board of directors in accordance with these
212 bylaws. No member may hold more than one position on the board of directors at any
213 one time.

214
215 **Section 2. Authority and Duties**

216 **A. Board of Directors**

217 The board of directors shall be the chief operational policy setting body of the Society.
218 As such, the board of directors shall manage the business and affairs of the Society.
219 The board shall also serve as the external face of SWE on issues affecting women in
220 engineering and technology, act as stewards of the Society's resources (i.e., people,
221 time, and money), and use of the SWE brand. The board of directors shall maintain the
222 strategic plan that is built on the vision created by the senate and the board of directors.
223 In addition, the board of directors shall:

- 224 1. Transact the business and manage the properties of the Society;
- 225 2. Appoint the executive director and fix compensation and duties;
- 226 3. Carry out its fiduciary responsibilities, including but not limited to:
 - 227 a. developing and approving the budget,
 - 228 b. authorizing the expenditure of funds,
 - 229 c. safeguarding the assets of the Society through ongoing fiscal oversight and
 - 230 management,

- 231 d. securing a fidelity bond covering each officer and employee who handles the
232 funds of the Society,
233 e. retaining an external auditor recommended by the audit committee to ensure
234 a competent annual audit of the financial records of the Society, and
235 f. approving the audit report and acting upon the recommendations contained
236 therein or those made by the finance committee.
- 237 4. Attend all meetings of the board of directors, the senate, and the membership.
238 5. Create policies with regard to admission, including setting application fees, and
239 be the final authority on questions of membership;
240 6. Create policies with regard to and be the final authority on region, section, and
241 members at large bylaws;
242 7. Respond to communications from the senate in a timely manner;
243 8. Advise the president on the appointment of committee chairs, except the chair of
244 the nominating committee, with authority to approve or deny such appointments;
245 9. Secure counsel in parliamentary and legal matters for the Society when
246 necessary or appropriate;
247 10. Fix the time and location of the annual conference;
248 11. Authorize Society publications; and
249 12. Grant or revoke section charters.

250
251 B. Directors

252 The directors shall:

- 253 1. Serve as liaisons to and oversee the activities of committees as assigned by the
254 president;
255 2. Oversee the budgeted funds and have the ultimate accountability for the fiscal
256 management of allotted funds to such committees; and
257 3. Perform other duties as assigned by the president, the board of directors, or
258 Society governing documents.

259
260 C. Director of Regions

261 1. The director of regions shall:

- 262 a. Act as the board liaison for region governors and coordinate their efforts;
263 b. Act as the board liaison for the members at large president;
264 c. Monitor section vitality according to policies adopted by the board of directors.
265 d. Chair meetings of the region governors; and
266 e. Perform other duties assigned by the president, the board of directors, region
267 governors, or Society governing documents.
- 268 2. A deputy director of regions shall be elected to:
269 a. Assist the director of regions as deemed necessary by the director of regions
270 or the region governors;
271 b. Perform the duties of the director of regions in the absence of or at the
272 request of the director of regions, except serving on the board of directors;
273 and
274 c. Fill a vacancy in the office of director of regions for the remainder of the term.
275 A vacancy in the deputy director of regions position shall be filled by the
276 senate within sixty days of the vacancy.

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D. Collegiate Director

The collegiate director for the next fiscal year shall be nominated by the president elect and approved by the board of directors to:

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

E. Special Director

1. A special director may be elected by the board of directors to:

- a. Establish strategic partnerships;
- b. Contribute special knowledge or skills; or
- c. Represent special groups or priority interests.

2. The special director shall perform duties assigned by the president, the board of directors, or Society governing documents.

Section 3. Terms of Office

A. The president shall serve for one fiscal year.

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

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

1. The secretary and two directors shall take office during even-numbered fiscal years.
2. The treasurer, two directors, and the director of regions shall take office during odd-numbered fiscal years.

D. The deputy director of regions and collegiate director shall serve for one fiscal year.

E. The board of directors may elect a special director for a one-year term beginning on July 1. If elected after July 1, the special director shall serve for the remainder of the fiscal year in which elected. A special director may be elected to only one additional consecutive term.

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

Section 4. Eligibility

A. Candidates for all elected positions, except the senate speaker, collegiate director, and special director, must meet the following criteria:

1. Be voting members of the Society in good standing; and
2. Have served at least two years in the aggregate as a professional member of the

323 senate, Society or senate committee chair, region governor, professional section
324 or members at large president, or professional section or members at large
325 representative, except that one year as either a collegiate senator or collegiate
326 representative may be counted toward this requirement.

327 *Proviso: For the purpose of fulfilling eligibility requirements, service as an*
328 *international representative for the fiscal year ended June 30, 2009, shall count*
329 *toward these requirements. This proviso shall expire June 30, 2019.*
330

331 B. Candidates for president elect and president must be either a senior member or a
332 fellow and must have served at least two years on the board of directors.
333

334 C. Candidates for director of regions must have served as a region governor.
335

336 D. The collegiate director must:

- 337 1. Be a collegiate member of the Society in good standing for the immediately
338 previous year;
- 339 2. Be a member of the Society in good standing; and
- 340 3. Have at least two years experience in the aggregate in at least two SWE
341 positions with significant leadership responsibility.
342

343 Section 5. Meetings

344 A. The board of directors shall meet at least three times per year, upon the call of the
345 president or any five members of the board of directors collectively as a group. At
346 least one such meeting must be an in-person meeting. The board of directors may
347 also meet via conference telephone or by any means of communication by which all
348 persons participating in the meeting are able to communicate with one another.
349 Two-thirds of the voting members of the board of directors then in office, one of
350 whom must be the president or president elect, shall constitute a quorum for the
351 conduct of business. Proxy voting shall not be allowed.
352

353 B. Thirty days notice shall be required for any in-person meeting of the board of
354 directors. For telephone conference or other electronic means allowed by law, at
355 least five days notice shall be required. Notice may be waived by directors before,
356 during, or after any meeting, but such waiver must be unanimous, presented in
357 writing, and placed on file with the records of the meeting.
358

359 Section 6. Nomination

360 A. The nominating committee shall, subject to the approval of the board of directors,
361 develop and maintain appropriate procedures to govern the Society related to
362 nomination, election, or removal not covered by the law or these bylaws.
363

364 B. The nominating committee shall be composed of one voting member from each
365 region, elected in accordance with region bylaws, to serve for a period of two fiscal
366 years. Terms shall be staggered so that approximately half of the members of the
367 committee are elected each year, during the year in which their region is not holding
368 an election for region governor. Members of the nominating committee may not

369 succeed themselves as regional representatives but may serve up to two additional
370 years as chair of the committee.

371
372 C. The chair of the nominating committee shall be a nonvoting member of the
373 committee selected annually to serve for the next fiscal year by the regional
374 representatives on the committee. Candidates for chair must have recent service on
375 the nominating committee and may be members of the committee at the time of
376 selection. The chair may not serve concurrently as a regional representative on the
377 committee. The chair may be reselected to only one additional consecutive term as
378 chair and shall not be eligible to serve as a regional representative to the nominating
379 committee for at least one year after serving as chair.

380
381 D. In order to be eligible to serve on the nominating committee, a member must have
382 had recent experience with the Society on a national level, such as service on the
383 board of directors, as a professional member of the senate, as a region governor, or
384 as a Society committee chair. Members of the nominating committee may not
385 become candidates during their tenure of service on the nominating committee.

386
387 E. The nominating committee shall select one or more qualified candidates for each of
388 the available positions and present such slate to the board of directors and the
389 senate by February 1. The nominating committee may also recommend candidates
390 for other positions, if so requested by the board or the senate.

391
392 F. Additional candidates may be nominated by petition, provided that:
393 1. The member is eligible for the position.
394 2. The member has given written consent to be placed on the ballot.
395 3. At least 200 voting members have signed a petition or endorsed an e-mail to
396 place the candidate's name on the ballot, with no more than sixty being from any
397 one region or the international members.
398 4. The petition, together with the written consent, is submitted to the Society
399 headquarters by March 1.

400
401 Section 7. Election

402 A. Members whose dues are current as of March 1 shall be eligible to vote in the
403 election. The executive director shall be responsible to ensure that the ballot, listing
404 the candidates proposed by the nominating committee and any candidates who
405 have properly petitioned, shall be sent to each voting member by April 1. No
406 member may be nominated for more than one office or position on the ballot.

407
408 B. Ballots must be returned by the date indicated on the ballot in order to be counted.
409 A plurality shall elect. In case of a tie, the winner shall be chosen by lot.

410
411 Section 8. Vacancy

412 A. A vacancy in the office of president shall be filled by the president elect for the
413 remainder of the term, followed by one full term as president, provided that the
414 president elect was elected to that office by the general membership. A president

415 elect elected by the senate to fill a vacancy shall only assume the presidency for the
416 remainder of the term. In such a case, the ballots for the next election will include an
417 election for both president and president elect.
418

419 B. A vacancy in the office of president elect shall be filled for the remainder of the term
420 by the senate within sixty days of the vacancy. A person filling a vacancy as
421 president elect shall not automatically become president, but shall be eligible to be a
422 candidate for president or president elect for the following fiscal year, regardless of
423 the amount of time served while filling the vacancy.
424

425 C. A vacancy in any other member-elected board position shall be filled by the senate
426 within sixty days of the vacancy.
427

428 Section 9. Removal

429 A. The president, president elect, secretary, or treasurer may only be removed by a
430 majority vote of the members properly responding to a mail ballot requesting
431 removal of that officer, provided that at least 1,000 ballots have been returned by the
432 stated deadline. Such ballot shall be sent upon the petition of 200 voting members,
433 provided that there are at least forty signatures or e-mail endorsements from each of
434 four separate regions.
435

436 B. A director or the director of regions may be removed by a two-thirds vote of the
437 senate.
438

439 C. A special director may be removed by a majority vote of the board of directors.
440

441 D. Removal procedures not covered by law or these bylaws shall be developed by the
442 nominating committee and approved by the board of directors.
443

444

445 **ARTICLE V – SENATE**

446 Section 1. Composition

447 A. All senators and alternates, except the collegiate senators and the special senators,
448 must be voting members of the Society.
449

450 B. The voting membership of the senate shall consist of:

451 1. Two professional, senior, or fellow members from each region serving staggered
452 terms. One shall be elected each year by and from the voting members of that
453 region for two fiscal years;

454 2. One collegiate member from each region, elected by the collegiate section
455 presidents of that region for one fiscal year;

456 3. Two international members, one elected each year by and from the voting
457 international members for two fiscal years; and

458 4. Up to two special senators nominated by the speaker and elected by the senate
459 to serve for one fiscal year or remainder thereof. The special senators may be
460 from any membership category or may be nonmembers. Prior to the

461 commencement of their terms of office, the incoming speaker may nominate and
462 the incoming senators may elect one or both of the special senators for a term to
463 begin July 1. If elected after July 1, the special senator(s) shall serve for the
464 remainder of the fiscal year in which elected.

- 465 5. No two senators from a region may be from the same section or the members at
466 large.
- 467 6. Election shall be by plurality vote. In case of a tie, the winner shall be chosen by
468 lot.
- 469 7. Regions and international members may use the Society election ballots or may
470 conduct their own elections, except that ballots for collegiate senators must be
471 presented in accordance with procedures approved by the board of directors. If
472 a region or the international members do not use the Society election ballot, the
473 elected senators must be reported to headquarters by May 15 or those
474 position(s) shall automatically revert to additional special senators for the entire
475 term.

476

477 C. International Members may select one or more alternates according to policies
478 adopted by the senate. Alternates shall serve for one fiscal year.
479 *Proviso: This shall not be effective until July 1, 2013.*

480

481 D. Nonvoting members of the senate with the right to participate in the discussions of
482 the senate shall include members of the board of directors and the deputy director of
483 regions.

484

485 Section 2. Duties

486 A. The senate shall be responsible for charting the strategic direction of SWE by
487 developing and adopting the long-range goals for the Society. The senate shall also
488 be responsible for developing statements of external policy on issues or positions
489 that have broad implications for the professional environment and the Society as an
490 organization. To these ends, the senate shall conduct essential dialogue on long-
491 term trends and issues of common interest, and may appoint subordinate units to
492 assist in the creation of these strategic directions or policies. The senate shall
493 communicate the outcome of such dialogue to the board of directors.

494

495 B. The senate shall also:

- 496 1. Consider and, if necessary, vote upon recommendations received from
497 throughout the Society;
- 498 2. Set dues for all individual grades of membership, including allocation
499 percentages of funds rebated to sections, members at large, and regions;
- 500 3. Establish policies on the use and restrictions of the Reserve Fund of the Society;
- 501 4. Approve changes to the Society's trademarks or other emblems;
- 502 5. Approve changes to the number of regions or regional boundaries; and
- 503 6. Approve changes to these bylaws.

504

505 Section 3. Meetings

506 A. The senate shall meet in person at least once annually at a time and place

- 507 determined by the senate. Such meeting shall be designated as the annual
508 meeting.
509
- 510 B. The senate may also meet at any other time upon the call of the speaker or by
511 written petition of at least one-third of the voting members of the senate.
512
- 513 C. Unless otherwise restricted by law or these bylaws, the senate may also conduct
514 business by telephone or other electronic device, provided that all members can
515 communicate with one another at the same time.
516
- 517 D. The senate may also conduct business by mail, electronic mail, or fax, provided that:
518 1. Complete and identical information is distributed to all members of the senate at
519 the same time.
520 2. Instructions for reply, together with a return date no less than fourteen days from
521 the date of distribution, are included.
522 3. The integrity of each ballot can be verified as to the eligibility of the member
523 casting the vote and that only one ballot is cast by any member.
524 4. The number of ballots returned meets the quorum requirements for an in-person
525 meeting.
526 5. The vote required shall be the same as the vote for an in-person meeting.
527 6. The balloting is in accordance with any additional policies adopted by the senate
528 to ensure that:
529 a. Alternate methods of voting are provided for any senator who is unable to use
530 the primary method; and
531 b. The decision to take such a ballot is made by those properly authorized by
532 the senate to make such decision.
533 7. The results of such ballot shall be reported to the senate within fifteen days after
534 the close of the ballot process.
535
- 536 E. Twenty-five senators shall constitute a quorum for the conduct of the business of the
537 senate.
538
- 539 F. At least sixty days notice shall be given to all senators prior to an in-person meeting,
540 and at least ten days notice shall be given to all senators prior to a telephone
541 conference call meeting.
542
- 543 G. No senator may vote by proxy.
544

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

546 A. Duties

- 547 1. The speaker shall:
548 a. Be responsible to ensure effective facilitation of dialogue and effective
549 communication among all senators;
550 b. Be the senate's advocate, voice, and point of contact;
551 c. Serve as the presiding officer of the senate, and prepare the senate agenda
552 in consultation with the president;

- 553 d. Serve as a voting member of the board of directors and as such be the link
554 between the senate and the board;
555 e. Implement the roles assigned to the senate in partnership with the president
556 and board of directors; and
557 f. Establish senate subordinate units as directed by the senate or as otherwise
558 needed to conduct the work of the senate, and appoint the chairs of all senate
559 subordinate units in consultation with the deputy speaker.
- 560 2. The deputy speaker shall:
561 a. Assist the speaker in the performance of assigned and necessary duties;
562 b. Perform the duties of the speaker in the absence of or at the request of the
563 speaker, except serving on the board of directors;
564 c. Serve as a nonvoting ex officio member of the senate;
565 d. Implement the roles assigned to the senate in partnership with the president
566 and board of directors.
- 567 3. The senate secretary shall:
568 a. Serve as the chief elected communications officer of the senate;
569 b. Be responsible for the preparation and retention of the minutes of the senate;
570 c. Assist the speaker with the preparation of the agenda;
571 d. Oversee the distribution of the agenda and materials for each meeting of the
572 senate;
573 e. Serve as a nonvoting ex officio member of the senate;
574 f. Have an up-to-date roll of the senate at all meetings of the senate; and
575 g. Perform other duties incident to the office of senate secretary, whether
576 assigned by the speaker, the senate, or Society governing documents.

577
578 B. Term of Office & Eligibility

- 579 1. A speaker, deputy speaker, and senate secretary shall be elected by the voting
580 members of the senate. The term of office for the speaker shall be two fiscal
581 years, taking office in the even-numbered fiscal year. The term of office for the
582 deputy speaker and the senate secretary shall be one fiscal year. The speaker,
583 deputy speaker, and senate secretary may not also serve as senators.
584
- 585 2. Any candidate for speaker, deputy speaker, or senate secretary must be a voting
586 member of the Society in good standing and must have served a minimum of two
587 years in the aggregate on the board of directors, as a professional member of the
588 senate, Society or senate committee chair, region governor, professional section
589 or members at large president, or professional section or members at large
590 representative, except that one year as a collegiate senator or collegiate
591 representative may be counted toward this requirement.
592 *Proviso: For the purpose of fulfilling these eligibility requirements, service as an*
593 *international representative for the fiscal year ended June 30, 2009, shall count*
594 *toward the requirement. This proviso shall expire on June 30, 2019.*
595

596 C. Nomination

- 597 1. A senate nominating committee shall be selected by the senate to present a slate
598 of one or more candidates each for speaker, deputy speaker, and senate

- 599 secretary, to be announced to the senate by February 1.
600 2. Candidates may be nominated by petition, provided that:
601 a. The member is eligible for that position.
602 b. The member has given written consent to be placed on the ballot.
603 c. At least ten current voting members of the senate have signed a petition or
604 endorsed an e-mail to place the candidate's name on the ballot.
605 d. The petition, together with the written consent, is submitted to the Society
606 headquarters by March 1.
607

608 D. Election

- 609 1. The speaker, deputy speaker, and senate secretary shall be elected by ballot of
610 the senate during the same time frame as the elections for Society officers and
611 directors.
612 2. A plurality vote shall elect the speaker, deputy speaker, and senate secretary.
613 3. Alternate methods of voting or margins required for such election may be used
614 by the senate on a one-time basis, provided that such methods are adopted by
615 previous notice and a vote of two-thirds of the voting members of the senate.
616

617 E. Vacancy

- 618 1. A vacancy in the position of speaker shall be filled by the deputy speaker for the
619 remainder of the term.
620 2. A vacancy in the position of deputy speaker or senate secretary shall be filled
621 within sixty days according to senate policy.
622 3. A vacancy in a professional senator position shall be filled by election by that
623 region's council for the remainder of the term.
624 4. A vacancy in a collegiate senator position shall be filled for the remainder of the
625 term by election by that region's collegiate section presidents.
626 5. A vacancy in an international senator position shall be filled for the remainder of
627 the term by appointment by the international member coordinator.
628

629 F. Removal

- 630 1. The speaker, deputy speaker, or senate secretary may be removed by a two-
631 thirds vote of the senate.
632 2. A professional senator may be removed by two-thirds of the voting members of
633 their region council.
634 3. A collegiate senator may be removed by a two-thirds vote of the collegiate
635 section presidents in their region.
636 4. An international senator may be removed by a two-thirds vote of the international
637 members.
638 5. A special senator may be removed by a two-thirds vote of the senate.
639
640

641 **ARTICLE VI – REGIONS**

642 **Section 1. Definition**

643 The United States and Puerto Rico shall be divided into regions.
644

645 Section 2. Region Governors

- 646 A. The voting members from each region shall elect a region governor to serve for a
647 period of two fiscal years. Region governors shall not serve concurrently as
648 members of the board of directors. Terms shall be staggered.
649
- 650 B. A candidate for region governor must:
- 651 1. Be a voting member of the Society in good standing;
 - 652 2. Be assigned to that region as a member of one of the professional sections or as
653 a professional member at large; and
 - 654 3. Have served at least two years in the aggregate as a professional member of the
655 senate, professional section or members at large president, professional section
656 or members at large representative, or region officer, except that one year as
657 either a collegiate senator or collegiate representative may be counted toward
658 this requirement.
659
- 660 C. A region governor may be removed by two-thirds of the voting members of the
661 region council.
662
- 663 D. Region governors shall be responsible for coordinating communications within the
664 region, for promoting and facilitating section vitality, for identifying needs within the
665 region, and for being a resource to the sections and members. They shall consult
666 with the board on issues of deactivation and reinstatement of sections within their
667 respective region.
668
- 669 E. Under the direction of the director of regions, region governors shall be responsible
670 for approving requests from sections for deviation from standard region assignment
671 and shall recommend to the senate changes to the number of regions or regional
672 boundaries.
673
- 674 F. Region governors shall prepare and submit reports of activities within the region as
675 requested by the director of regions or the senate.
676

677 Section 3. Other Region Officers

678 Regions may have such other officers as allowed by the region bylaws. Collegiate
679 members who will be assigned to that region and will qualify for professional
680 membership before the start of the term of office may be candidates for election to
681 these offices, but must meet these requirements and the requirements of the position in
682 order to serve. If elected, and a collegiate member during their tenure, such collegiate
683 member shall have the right to vote during the performance of duties in that position,
684 without gaining any voting rights in the Society.
685

686 Section 4. Region Councils

- 687 A. The voting members of each of the region councils shall consist of representatives
688 as follows:
- 689 1. One representative for each 100 voting members or fraction thereof, not to
690 exceed four, elected by the members of each professional section of the region;

- 691 2. One representative for each 100 voting members at large or fraction thereof, not
692 to exceed four, of each region, elected by the members at large of the region;
693 and
694 3. One collegiate representative for each twenty active collegiate sections or
695 fraction thereof, not to exceed two, of the region, elected by the collegiate
696 section presidents of the region in accordance with the procedures for collegiate
697 senator elections.
698
- 699 B. The number of voting members and active collegiate sections as of December 31
700 shall be used to determine the number of representatives that each of the above
701 entities may elect to serve for the following fiscal year. A professional section
702 chartered or reinstated after that date shall be entitled to one representative.
703
- 704 C. Alternate representatives may be selected in accordance with policies adopted by
705 the region.
706
- 707 D. The officers and senators of the region shall be nonvoting members of the region
708 council with the right to participate in the discussions of the council but shall retain
709 their voting status if they are also representatives.
710

711 Section 5. Region Bylaws

712 There shall be a region bylaws template provided to all regions. Regions may adopt
713 such template or make such changes as allowed, provided that no region bylaws may
714 conflict with the Society bylaws.
715

716 Section 6. Region Activities

717 Regions shall have control over their own activities and projects within the region,
718 provided that no region activity may be in conflict with the established policies of the
719 Society. Regions may not assess dues or fees.
720

721 **ARTICLE VII – SECTIONS**

722 Section 1. Professional Sections

- 723 A. Any group of at least ten voting members in good standing in the United States or
724 Puerto Rico may apply to the Society for a charter to form a professional section.
725 Such application must be accompanied by a copy of the proposed section bylaws,
726 names of proposed officers, and the name(s) of the proposed section
727 representative(s). Professional section members shall have the same membership
728 grade in the section as they have in the Society.
729
730
- 731 B. Professional sections shall have control over their own activities and projects within
732 the professional section, provided that no professional section activity may be in
733 conflict with the established policies of the Society. Professional sections may not
734 assess dues or fees. At the discretion of the professional section, collegiate
735 members who will be assigned to that section may be allowed to be candidates for
736 election to positions other than president, provided that they will qualify for

737 professional membership before the start of the term of office, but must meet these
738 requirements and the requirements of the position in order to serve. If elected, and
739 a collegiate member during their tenure, such collegiate member shall have the right
740 to vote during the performance of duties in that position, without gaining any voting
741 rights in the Society.
742

743 C. In order to be in good standing, a professional section must have at least ten voting
744 members in good standing, current bylaws, an elected section representative, and
745 filed its annual reports and officer lists.
746

747 D. If, in the judgment of the board of directors, in consultation with the respective region
748 governor, a professional section is not in good standing for two or more consecutive
749 years, the board may declare that section inactive. All current members of the
750 section must be notified in writing at least thirty days prior to such action being
751 taken. Should a section be declared inactive, it shall not be eligible to receive section
752 dues rebates, have a section representative on the region council, or to act
753 collectively in the name of SWE. Members of inactive sections shall automatically
754 become members at large. A section that has been declared inactive may be
755 reinstated by the board of directors upon receipt of a letter requesting reinstatement,
756 accompanied by the same documentation required for chartering a new section.
757

758 Section 2. Collegiate Sections

759 A. Any group of at least ten collegiate members in good standing from a college or
760 university in the United States or Puerto Rico may petition the board of directors for
761 a collegiate section charter, provided that:

- 762 1. At least fifty percent of the members of the proposed collegiate section are
763 women majoring in engineering or engineering technology;
- 764 2. At least eight of the members expect to be eligible for membership in that
765 collegiate section for the fiscal year following granting of the charter; and
- 766 3. The petition includes a copy of the proposed bylaws and names of proposed
767 officers.
768

769 B. The collegiate section shall elect a non-collegiate member in good standing of the
770 Society as a counselor to the section. The counselor shall be considered a
771 nonvoting member of the collegiate section.
772

773 C. Collegiate sections shall have control over activities and projects within the
774 collegiate section, provided that no collegiate section activity may be in conflict with
775 the established policies of the board of directors. Collegiate sections may not
776 assess dues or fees.
777

778 D. In order to be in good standing, a collegiate section must have at least ten collegiate
779 members in good standing, current bylaws, an elected counselor, and filed its
780 annual reports and officer lists.
781

782 E. If, in the judgment of the board of directors, in consultation with the respective region

783 governor, a collegiate section is not in good standing for two or more consecutive
784 years, the board may declare that collegiate section inactive. All current members of
785 the section must be notified in writing at least thirty days prior to such action being
786 taken. Should a collegiate section be declared inactive, it shall not be eligible to
787 receive collegiate section dues rebates, participate in the election of a region
788 collegiate representative or collegiate senator, or act collectively in the name of
789 SWE. Members of inactive collegiate sections shall automatically become members
790 of a professional section (if available) or shall become members at large. A
791 collegiate section which has been declared inactive may be reinstated by the board
792 of directors upon receipt of a letter, requesting reinstatement and accompanied by
793 the same documentation required for chartering a new section.
794

795 Section 3. Section Bylaws

796 There shall be professional section and collegiate section bylaws templates provided to
797 all professional and collegiate sections. Sections may adopt such template or make
798 such changes as allowed, provided that no section bylaws may conflict with the Society
799 bylaws.
800

801 Section 4. Revocation of Charter

802 The board of directors may revoke the charter of any section for cause, after giving the
803 section an adequate opportunity to be heard before the board of directors and upon a
804 two-thirds vote of the board of directors. Upon the request of a section, the board of
805 directors may revoke the charter by majority vote.
806

807
808 **ARTICLE VIII – MEMBERS AT LARGE (MAL)**

809 Section 1. Definition

810 Any member of a region who is not affiliated with a section is a member at large (MAL).
811

812 Section 2. MAL President

- 813 A. The members at large representatives shall elect a MAL president to serve for one
814 fiscal year.
815
816 B. The MAL president shall be responsible for coordinating communications among the
817 members at large, for identifying needs, and for being a resource to the members at
818 large.
819
820 C. The MAL president shall prepare and submit reports of activities by the members at
821 large as requested by the director of regions or the senate.
822

823 Section 3. Members at Large Bylaws

824 The members at large shall have bylaws, which may not have provisions that conflict
825 with the Society bylaws. At the discretion of the members at large, collegiate members
826 who will be members at large may be allowed to be candidates for election to a position
827 other than president, provided that they will qualify for professional membership before
828 the start of the term of office, but must meet these requirements and the requirements

829 of the position in order to serve. If elected and a collegiate member during their tenure,
830 such collegiate member shall have the right to vote during the performance of duties in
831 that position, without gaining any voting rights in the Society.

832
833

834 **ARTICLE IX – INTERNATIONAL MEMBERS**

835 **Section 1. Definition**

836 Any member who is not a member of a region is an international member.

837

838 **Section 2. International Member Coordinator**

839 The international members shall have a coordinator, appointed by the president with the
840 approval of the board of directors. The coordinator shall have a board contact
841 designated by the president and shall be responsible for coordinating communications
842 among international members, for identifying needs, for being a resource for the
843 international members, and for preparing and submitting reports of activities as
844 requested by the board of directors or the senate. The coordinator shall have
845 procedures for the operations of the international members, and such procedures may
846 not conflict with these bylaws or other adopted rules of the Society.

847
848

849 **ARTICLE X – COMMITTEES**

850 **Section 1. Committees**

851 A. There shall be a finance committee, an audit committee, and any other such
852 committees as the board of directors may direct. Each committee shall be provided a
853 charter that has been approved by the board and includes, at a minimum, the
854 committee's purpose, its scope, its authority and limitations on that authority, and the
855 deliverables.

856

857 B. Each committee shall have a board contact who shall also serve as an ex officio
858 member of the committee. The board contact shall be designated by the president.
859 Each committee may develop policies and procedures for the operations of that
860 committee. No such policies and procedures shall conflict with these bylaws or
861 other adopted rules of the Society.

862

863 C. The finance committee shall be composed of at least five members, two of whom
864 shall be members of the board of directors. The treasurer shall be an ex officio
865 member of the finance committee. The finance committee shall be primarily
866 responsible for:

- 867 1. Budgeting and long-range financial planning;
- 868 2. Monitoring the fiscal health of the Society on an ongoing basis;
- 869 3. Reviewing the independent annual financial audit, and reporting their
870 recommendations to the board of directors; and
- 871 4. Consulting on other financial matters of the Society on an as-needed basis.

872

873 D. The audit committee shall be composed of at least three members, none of whom
874 may be serving as treasurer or be an employee of the Society. The duties of the

- 875 audit committee shall be to:
876 1. Select and recommend to the board an auditor who may not be contracted by
877 SWE for any other functions other than auditing and tax preparation services;
878 2. Direct the staff to prepare the information for the audit;
879 3. Review the audit; and
880 4. Report to the board of directors on the process, outcome, and any committee
881 recommendations.

882
883

884 **ARTICLE XI – ADMINISTRATION**

885 **Section 1. Headquarters Office**

- 886 A. The Society shall maintain an office for the conduct of business of the Society, at a
887 location determined by the board of directors. Such office shall be under the direct
888 supervision and authority of an executive director, who shall be appointed by the
889 board of directors. The executive director shall report to the board of directors and
890 perform duties under the direction of the board of directors as the board may require.
891
- 892 B. The executive director shall serve as the chief executive officer and shall have the
893 authority and responsibility for the operations of the headquarters office, unless
894 otherwise limited by the board of directors or by the budget. Such authority and
895 responsibility shall include, but not be limited to:
896 1. Employment and termination of employees, consultants, and vendors;
897 2. Management and direction of Society activities; and
898 3. Fiduciary responsibility for the assets of the Society assigned to headquarters.
899
- 900 C. Negotiation of the executive director's contract and any subsequent performance
901 evaluations will be done on behalf of the Society by the president and president elect.
902 Such contract shall be reviewed by the Society's legal counsel prior to presentation
903 to the board of directors for final approval. All terms of the contract shall be disclosed
904 to the board of directors.
905

906 **Section 2. Fiscal Year**

907 The fiscal year of the Society shall be July 1 to June 30.
908
909

910 **ARTICLE XII – DISSOLUTION**

911 In the event of the dissolution of this Society, all real assets and remaining monies shall
912 be donated to a non-profit organization operated exclusively for educational purposes
913 as determined by the board of directors and allowed by law.
914
915

916 **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

917 The rules contained in the eleventh edition of *Robert's Rules of Order Newly Revised*
918 shall govern this Society and all its subordinate units in all cases to which they are
919 applicable and in which they are not inconsistent with these bylaws and any special
920 rules of order that may be adopted.
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ARTICLE XIV – AMENDMENT

- A. These bylaws may be amended at any in-person meeting of the senate.

- B. Amendments may be proposed by any ten members of the Society collectively as a group, provided that at least eight are voting members, or a senator and four additional members, provided that at least three of the four are voting members. Proposed amendments shall be submitted to the secretary.

- C. The exact text of the amendment shall be made available to the membership by posting on the Society’s website at least forty-five days before the senate meeting at which the vote will be taken. Copies of the proposed amendments shall be sent to voting members upon request. The senators shall be notified when proposed amendments are posted.

- D Two-thirds of the voting membership of the senate shall be required to amend these bylaws.

ARTICLE XV – GOVERNING LAW

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

Provisos to SWE Bylaws:

- 1. For the purpose of fulfilling eligibility requirements, service on the board of directors shall also include service on the executive committee prior to 1985. Service as region governor shall also include service as a region director prior to 2004.

- 2. Members who received the grades of senior or fellow prior to January 1, 2009, are exempt from the eligibility requirements specified in Article II, Section 1. B. or C.