

1 **The Society of Women Engineers**  
2 **BYLAWS**  
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6 **ARTICLE I – NAME AND OBJECTIVES**

7 Section 1. Name

8 The name of this organization is the Society of Women Engineers, also known as  
9 “SWE” or “the Society.”

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11 Section 2. Objectives

12 The Society of Women Engineers is a non-profit, educational, service organization  
13 dedicated to making known the need for women engineers and encouraging young  
14 women to consider an engineering education. Specifically, its objectives are:

- 15 1. To inform young women, their parents, counselors, and the public in general of  
16 the qualifications and achievements of women engineers and the opportunities  
17 open to them.
- 18 2. To assist women engineers in readying themselves for a return to active work  
19 after a temporary absence.
- 20 3. To serve as a center of information on women in engineering.
- 21 4. To encourage women engineers to attain high levels of educational and  
22 professional achievement.

23  
24 Section 3. Powers.

25 The members of the Society, both individually and collectively, are empowered to  
26 implement the objectives of the Society in consonance with the dignity of the  
27 engineering profession and the reputation of the Society. The Society may approve or  
28 adopt any position, report, standard, code, formula, or recommended practice pertinent  
29 to its objectives. The Society will not participate in nor intervene in (including the  
30 publishing or distributing of statements) any political campaign on behalf of any  
31 candidate for public office.  
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34 **ARTICLE II – MEMBERS**

35 Membership in SWE is open to all who meet the membership eligibility criteria,  
36 regardless of race, creed, color, gender, age, national origin, or sexual orientation.  
37 Unless otherwise limited by these bylaws, all members shall have the right to be notified  
38 of and attend meetings, make and second motions, vote, and run for office. All  
39 members shall abide by the Society’s code of conduct, and all leaders shall be required  
40 to abide by the Society’s code of service.

41 *[Proviso: Members who received the grades of senior or fellow prior to January 1, 2009,*  
42 *are exempt from the eligibility requirements specified in Article II, Section 1. B. or C.]*  
43

44 Section 1. Grades of Membership

45 A. Professional

46 A person who is or has been actively engaged in engineering work is eligible to

47 become a professional member, if one of the following criteria is met at the time of  
48 application for admission or advancement:

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

53

54 B. Senior

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

58 a. Holds a baccalaureate or advanced degree in engineering, engineering  
59 technology, or a science related to engineering and has at least ten years of  
60 engineering experience; or

61 b. Has at least fifteen years of engineering experience, indicating engineering  
62 competency and achievement.

63 2. Any member who has received the SWE Achievement Award shall be  
64 automatically made a senior member, except that a fellow of the Society shall  
65 retain the fellow grade.

66

67 C. Fellow

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

73

74 D. Collegiate

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

79 a. Is pursuing an undergraduate course of study towards an associate or  
80 baccalaureate degree in engineering, engineering technology, or a field  
81 related to engineering; or

82 b. Is pursuing a graduate course of study towards an advanced degree in  
83 engineering or a field related to engineering.

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

87

88 E. Associate

89 1. A person who supports the goals of the Society but does not qualify for  
90 membership under any of the aforementioned grades may be eligible for the  
91 grade of associate if such person is either:

92 a. Engaged in work related to the practice of, or training for, engineering; or

93 b. Sponsored by a member of the senate, a section president, region governor,  
94 members at large president, or corporate member. – *[This section shall be*  
95 *struck July 1, 2018 and the following inserted: Sponsored by a member of the*  
96 *senate, a section president, members at large president, or corporate*  
97 *member.]*

98 2. Associates shall not have the right to serve on the senate, or board of directors,  
99 or as a region governor. – *[This section shall be struck July 1, 2018 and the*  
100 *following inserted: Associates shall not have the right to serve on the senate or*  
101 *board of directors.]*

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103 F. Corporate

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

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108 Section 2. Application and Admission

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

112  
113 Section 3. Dues

114 A. All members shall pay dues directly to the Society headquarters. Dues for all grades  
115 of membership, including any percentage allocation of funds rebated to sections,  
116 members at large, and regions, shall be set by the board of directors. – *[This section*  
117 *shall be struck July 1, 2018 and the following inserted: All members shall pay dues*  
118 *directly to the Society headquarters. Dues for all grades of membership, including*  
119 *any percentage allocation of funds rebated to sections and members at large shall*  
120 *be set by the board of directors.]*

121  
122 B. Dues shall be billed annually, according to a schedule set by the board of directors.

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124 Section 4. Resignation, Removal and Reinstatement

125 A. Any member in good standing may resign by submitting a letter of resignation to the  
126 Society headquarters.

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

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

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Section 5. Annual Membership Meeting

- A. There shall be an annual meeting of the membership held at the annual conference. Notice of the meeting must be sent to each member with the notice of the conference.
- B. All members are eligible to attend and participate in the annual membership meeting. The quorum for such meeting shall be the voting members present. Matters referred by the president, board of directors, senate, or members may be discussed by all members in attendance, but only voting members shall have the right to vote on such matters.

**ARTICLE III – OFFICERS**

Section 1. Officers

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

Section 2. Duties

- A. The president shall:
  - 1. Represent the Society before the public as the official representative of the Society;
  - 2. Preside over all meetings of the board of directors and the membership;
  - 3. Appoint the chairs of Society committees, except the chair of the nominating committee, subject to the approval of the board of directors; -- *[This section shall be struck March 1, 2019, and the following inserted: 3. Appoint the chairs of Society committees, except the standing committees, subject to the approval of the board of directors;]*
  - 4. Report to each meeting of the board of directors, the senate, and the membership on the progress and state of the Society; and
  - 5. Perform other duties incident to the office of president, whether assigned by the board of directors, the senate, or Society governing documents.
- B. The president elect shall:
  - 1. Assume the duties of president in case of temporary absence or temporary inability to serve; and
  - 2. Perform other duties incident to the office of president elect, whether assigned by the president, board of directors, the senate, or Society governing documents.
- C. The secretary shall:
  - 1. Serve as the chief elected communications officer of the Society;
  - 2. Be responsible for the preparation and retention of the minutes of the board of directors and the membership;
  - 3. Oversee the preparation and distribution of an agenda for each meeting of the board of directors and the membership, subject to the approval of the body at the

- 185 meeting;
- 186 4. Review membership applications as is deemed necessary or upon request of
- 187 headquarters personnel, and decide all matters of membership eligibility and
- 188 reinstatement, subject to appeal to the board of directors;
- 189 5. Review charter applications and petitions according to board policies;
- 190 6. Approve region, section, and members at large bylaws, as well as subsequent
- 191 amendments, subject to appeal to the board of directors; -- *[This section shall be*
- 192 *struck July 1, 2018 and the following inserted: Approve section and members at*
- 193 *large bylaws, as well as subsequent amendments, subject to appeal to the board*
- 194 *of directors;]*
- 195 7. Have an up-to-date roll of the board of directors at all meetings of the board; and
- 196 8. Perform other duties incident to the office of secretary, whether assigned by the
- 197 president, the board of directors, or Society governing documents.
- 198
- 199 D. The treasurer shall:
- 200 1. Serve as the chief elected financial officer of the Society, and as such, be
- 201 responsible to oversee the collection, distribution, and safekeeping of the
- 202 Society's funds;
- 203 2. Present a financial report at each in-person meeting of the board of directors, the
- 204 senate, and the membership;
- 205 3. Serve as an ex officio member of the finance committee; and
- 206 4. Perform other duties incident to the office of treasurer, whether assigned by the
- 207 president, the speaker of the senate, the board of directors, or Society governing
- 208 documents.
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## 211 **ARTICLE IV – BOARD OF DIRECTORS**

### 212 **Section 1. Composition**

213 The board of directors shall be composed of the officers of the Society, four directors,

214 the director of regions, the speaker of the senate, and the collegiate director. – *[This*

215 *section shall be struck July 1, 2018 and the following inserted: The board of directors*

216 *shall be composed of the officers of the Society, five directors, the speaker of the*

217 *senate, and the collegiate director.]* The executive director shall be a nonvoting ex

218 officio member of the board of directors; however, by majority vote of the board of

219 directors the executive director may be dismissed from all or any part of a meeting. At

220 the discretion of the board of directors, up to three special directors may be elected by

221 the board of directors in accordance with these bylaws. No member may hold more than

222 one position on the board of directors at any one time.

223

### 224 **Section 2. Authority and Duties**

#### 225 A. Board of Directors

226 The board of directors shall be the chief operational policy setting body of the

227 Society, and shall also be responsible for approving statements of external policy on

228 issues or positions that have broad implications for the professional environment and

229 the Society as an organization. As such, the board of directors shall manage the

230 business and affairs of the Society. The board shall also serve as the external face

231 of SWE on issues affecting women in engineering and technology, act as stewards  
232 of the Society's resources (i.e., people, time, and money), and use of the SWE  
233 brand. The board of directors shall maintain the strategic plan that is built on the  
234 vision created by the senate and the board of directors.

235 In addition, the board of directors shall:

- 236 1. Transact the business and manage the properties of the Society;
- 237 2. Appoint the executive director and fix compensation and duties;
- 238 3. Carry out its fiduciary responsibilities, including but not limited to:
  - 239 a. developing and approving the budget,
  - 240 b. authorizing the expenditure of funds,
  - 241 c. safeguarding the assets of the Society through ongoing fiscal oversight and  
242 management,
  - 243 d. securing a fidelity bond covering each officer and employee who handles the  
244 funds of the Society,
  - 245 e. retaining an external auditor recommended by the audit committee to ensure  
246 a competent annual audit of the financial records of the Society, and
  - 247 f. approving the audit report and acting upon the recommendations contained  
248 therein or those made by the finance committee.
- 249 4. Approve changes to the Society's trademarks or other emblems;
- 250 5. Attend all meetings of the board of directors, the senate, and the membership.
- 251 6. Create policies with regard to admission, including setting application fees, and  
252 be the final authority on questions of membership;
- 253 7. Create policies with regard to and be the final authority on region, section, and  
254 members at large bylaws; -- *[This section shall be struck July 1, 2018 and the*  
255 *following inserted: Create policies with regard to and be the final authority on*  
256 *section and members at large bylaws;]*
- 257 8. Respond to communications from the senate in a timely manner;
- 258 9. Advise the president on the appointment of committee chairs, except the chair of  
259 the nominating committee, with authority to approve or deny such appointments;  
260 -- *[This section shall be struck on March 1, 2019 and the following inserted: 9.*  
261 *Advise the president on the appointment of committee chairs, except the chairs*  
262 *of the standing committees, with authority to approve or deny such*  
263 *appointments;]*
- 264 10. Secure counsel in parliamentary and legal matters for the Society when  
265 necessary or appropriate;
- 266 11. Fix the time and location of the annual conference;
- 267 12. Authorize Society publications; and
- 268 13. Grant or revoke section charters.

269  
270 B. Directors

271 The directors shall:

- 272 1. Serve as liaisons to and oversee the activities of committees as assigned by the  
273 president;
- 274 2. Oversee the budgeted funds and have the ultimate accountability for the fiscal  
275 management of allotted funds to such committees; and
- 276 3. Perform other duties as assigned by the president, the board of directors, or

277 Society governing documents.

278

279 C. Director of Regions

280 1. The director of regions shall:

- 281 a. Act as the board liaison for region governors and coordinate their efforts;
- 282 b. Act as the board liaison for the members at large president;
- 283 c. Monitor section vitality according to policies adopted by the board of directors.
- 284 d. Chair meetings of the region governors; and
- 285 e. Perform other duties assigned by the president, the board of directors, region
- 286 governors, or Society governing documents.

287 2. A deputy director of regions shall be elected to:

- 288 a. Assist the director of regions as deemed necessary by the director of regions
- 289 or the region governors;
- 290 b. Perform the duties of the director of regions in the absence of or at the
- 291 request of the director of regions, except serving on the board of directors;
- 292 and
- 293 c. Fill a vacancy in the office of director of regions for the remainder of the term.
- 294 A vacancy in the deputy director of regions position shall be filled by the
- 295 membership within sixty days of the vacancy.

296 *[This section shall be struck July 1, 2018]*

297

298 D. Collegiate Director

299 The collegiate director shall:

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

304

305 E. Special Director

306 1. Special directors may be elected by the board of directors to:

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

310 2. Special directors shall perform duties assigned by the president, the board of

311 directors, or Society governing documents.

312

313 Section 3. Terms of Office

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

315

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

317

318 C. The secretary, treasurer, directors, director of regions, and collegiate director shall

319 serve for two fiscal years, with terms staggered as follows:

320 1. The secretary, collegiate director, and two directors shall take office during even-

321 numbered fiscal years.

322 2. The treasurer, two directors, and the director of regions shall take office during

323 odd-numbered fiscal years. – *[This section shall be struck July 1, 2018, and the*  
324 *following inserted: C. The secretary, treasurer, directors, and collegiate director*  
325 *shall serve for two fiscal years, with terms staggered as follows: 1. The secretary,*  
326 *collegiate director, and two directors shall take office during even-numbered*  
327 *fiscal years. 2. The treasurer and three directors shall take office during odd-*  
328 *numbered fiscal years.]*  
329

330 D. The deputy director of regions shall serve for one fiscal year. – *[This section shall be*  
331 *struck July 1, 2018]*  
332

333 E. The board of directors may elect special directors for a one-year term beginning on  
334 July 1. If elected after July 1, the special director shall serve for the remainder of the  
335 fiscal year in which elected. A special director may be elected to only one additional  
336 consecutive term.  
337

338 F. Service for more than half of a term shall be considered as a full term, except that  
339 the president elect shall be eligible to serve a full term as president, regardless of  
340 the length of any partial term served while filling a vacancy.  
341

#### 342 Section 4. Eligibility

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

345 1. Be voting members of the Society in good standing; and

346 a. Have served at least two years in the aggregate as a member of the senate,  
347 Society or senate committee chair, or professional section or members at  
348 large president; or

349 b. have experience that demonstrates competency in the required skill set as set  
350 forth by the nominating committee procedures.  
351

352 B. Candidates for president elect and president must be either a senior member or a  
353 fellow and must have served at least two years on the board of directors.  
354

355 C. Candidates for director of regions and deputy director of regions must have served  
356 as a region governor. – *[This section shall be struck July 1, 2018.]*  
357

358 D. Candidates for collegiate director must:

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

361 2. At the time of taking office, have at least two years of experience in the  
362 aggregate in at least two different SWE positions with significant leadership  
363 responsibility, provided that at least one year must be in a collegiate role.  
364

#### 365 Section 5. Meetings

366 A. The board of directors shall meet at least three times per year, upon the call of the  
367 president or any five members of the board of directors collectively as a group. At  
368 least one such meeting must be an in-person meeting. The board of directors may



369 also meet via conference telephone or by any means of communication by which all  
370 persons participating in the meeting are able to communicate with one another. Two-  
371 thirds of the voting members of the board of directors then in office, one of whom  
372 must be the president or president elect, shall constitute a quorum for the conduct of  
373 business. Proxy voting shall not be allowed.  
374

- 375 B. Thirty days' notice shall be required for any in-person meeting of the board of  
376 directors. For telephone conference or other electronic means allowed by law, at  
377 least five days' notice shall be required. Notice may be waived by directors before,  
378 during, or after any meeting, but such waiver must be unanimous, presented in  
379 writing, and placed on file with the records of the meeting.  
380

#### 381 Section 6. Vacancy

- 382 A. A vacancy in the office of president shall be filled by the president elect for the  
383 remainder of the term, followed by one full term as president.  
384  
385 B. A vacancy in the office of president elect shall be filled for the remainder of the term  
386 by the membership within sixty days of the vacancy.  
387  
388 C. A vacancy in any other member-elected board position shall be filled by the  
389 membership within sixty days of the vacancy.  
390

#### 391 Section 7. Removal

- 392 A. The president, president elect, secretary, or treasurer may only be removed by a  
393 majority vote of the members properly responding to a mail ballot requesting  
394 removal of that officer, provided that at least 1,000 ballots have been returned by the  
395 stated deadline. Such ballot shall be sent upon the petition of 200 voting members,  
396 provided that there are at least forty signatures or e-mail endorsements from each of  
397 four separate regions. – *[This section shall be struck July 1, 2018 and the following*  
398 *inserted: The president, president elect, secretary, or treasurer may only be*  
399 *removed by a majority vote of the members properly responding to a mail ballot*  
400 *requesting removal of that officer, provided that at least 1,000 ballots have been*  
401 *returned by the stated deadline. Such ballot shall be sent upon the petition of one*  
402 *percent of the voting members as of the previous December 31, provided that there*  
403 *are no more than ten percent of the signatures or emails endorsements from any*  
404 *one section, the members at large, or international members.]*  
405  
406 B. A director, the director of regions, or the collegiate director may be removed by a  
407 two-thirds vote of the senate. – *[This section shall be struck July 1, 2018 and the*  
408 *following inserted: A director, or the collegiate director may be removed by a two-*  
409 *thirds vote of the senate.*  
410  
411 C. A special director may be removed by a majority vote of the board of directors.  
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413 D. Removal procedures not covered by law or these bylaws shall be developed by the  
414 nominating committee and approved by the board of directors.

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**ARTICLE V – SENATE**

**Section 1. Composition**

- A. All senators and alternates, except the collegiate senators and the special senators, must be voting members of the Society.
  
- B. The voting membership of the senate shall consist of:
  - 1. Two professional, senior, or fellow members from each region serving staggered terms. One shall be elected each year by and from the voting members of that region for two fiscal years;
  - 2. One collegiate member from each region, elected by the collegiate section presidents of that region for one fiscal year;
  - 3. Two international members, one elected each year by and from the voting international members for two fiscal years; and
  - 4. Up to two special senators nominated by the speaker and elected by the senate to serve for one fiscal year or remainder thereof. The special senators may be from any membership category or may be nonmembers. Prior to the commencement of their terms of office, the incoming speaker may nominate and the incoming senators may elect one or both of the special senators for a term to begin July 1. If elected after July 1, the special senator(s) shall serve for the remainder of the fiscal year in which elected.
  - 5. No two senators from a region may be from the same section or the members at large.
  - 6. Election shall be by plurality vote. In case of a tie, the winner shall be chosen by lot.
  - 7. Regions and international members may use the Society election ballots or may conduct their own elections, except that ballots for collegiate senators must be presented in accordance with procedures approved by the board of directors. If a region or the international members do not use the Society election ballot, the elected senators must be reported to headquarters by May 15 or those position(s) shall automatically revert to additional special senators for the entire term.
  
- C. International members may select one or more alternates according to policies adopted by the senate. Alternates shall serve for one fiscal year.
  
- D. Nonvoting members of the senate with the right to participate in the discussions of the senate shall include members of the board of directors and the deputy director of regions. –

*[Section 1 shall be deleted on July 1, 2018, and the following section inserted in its place.]*

**Section 1. Composition**

- A. All senators, except the special senators, must be voting members of the Society

461 and have experience that demonstrates competency in the skills as determined by  
462 the nominating committee.

463  
464 B. The voting members of the senate shall consist of twenty-one senators and up to  
465 three special senators. Members of the board of directors shall be nonvoting  
466 members with the right to participate in the discussions of the senate.

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

470  
471 D. Up to three special senators nominated by the speaker and elected by the senate to  
472 serve for one fiscal year or remainder thereof. The special senators may be from any  
473 membership category or may be nonmembers. Prior to the commencement of their  
474 terms of office, the incoming speaker may nominate and the incoming senators may  
475 elect any of the special senators for a term to begin July 1. If elected after July 1, the  
476 special senator(s) shall serve for the remainder of the fiscal year in which elected.

477  
478 *Provisos:*

479 • To serve in FY19, one senator shall be elected from each region (who may be a collegiate or a professional),  
480 and one international senator will be elected, each for a three year term. If a vacancy occurs during FY19 in a  
481 senate position, such vacancy shall not be filled. The quorum shall be 17.

482 • To serve in FY20, seven senators shall be elected at large by the voting members of the Society for three year  
483 terms. The quorum shall be 14.

484 • To serve in FY21, seven senators shall be elected at large by the voting members of the Society for three year  
485 terms. The quorum shall be 19.

486 • To serve in FY22, seven senators shall be elected at large by the voting members of the Society for three year  
487 terms. The quorum shall be 16.

488  
489 Section 2. Duties

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

496  
497 B. The senate shall also:

- 498 1. Consider and, if necessary, vote upon recommendations received from  
499 throughout the Society;  
500 2. Establish policies on the use and restrictions of the Reserve Fund of the Society;  
501 3. Approve changes to the number of regions or regional boundaries; and  
502 4. Approve changes to these bylaws.

503 *[Section B shall be struck July 1, 2018 and the following inserted: The senate shall*  
504 *also: 1. Consider and, if necessary, vote upon recommendations received from*  
505 *throughout the Society; 2. Establish policies on the use and restrictions of the*

506 *Reserve Fund of the Society; and 3. Approve changes to these bylaws.]*  
507

508 Section 3. Meetings

- 509 A. The senate shall meet in person at least once annually at a time and place  
510 determined by the senate. Such meeting shall be designated as the annual meeting.  
511
- 512 B. The senate may also meet at any other time upon the call of the speaker or by  
513 written petition of at least one-third of the voting members of the senate.  
514
- 515 C. Unless otherwise restricted by law or these bylaws, the senate may also conduct  
516 business by telephone or other electronic device, provided that all members can  
517 communicate with one another at the same time.  
518
- 519 D. The senate may also conduct business by mail, electronic mail, or fax, provided that:  
520 1. Complete and identical information is distributed to all members of the senate at  
521 the same time.  
522 2. Instructions for reply, together with a return date no less than fourteen days from  
523 the date of distribution, are included.  
524 3. The integrity of each ballot can be verified as to the eligibility of the member  
525 casting the vote and that only one ballot is cast by any member.  
526 4. The number of ballots returned meets the quorum requirements for an in-person  
527 meeting.  
528 5. The vote required shall be the same as the vote for an in-person meeting.  
529 6. The balloting is in accordance with any additional policies adopted by the senate  
530 to ensure that:  
531 a. Alternate methods of voting are provided for any senator who is unable to use  
532 the primary method; and  
533 b. The decision to take such a ballot is made by those properly authorized by  
534 the senate to make such decision.  
535 7. The results of such ballot shall be reported to the senate within fifteen days after  
536 the close of the ballot process.  
537
- 538 E. Twenty-five senators shall constitute a quorum for the conduct of the business of the  
539 senate. – *[This section shall be struck July 1, 2018 and the following inserted:*  
540 *Sixteen senators shall constitute a quorum for the conduct of the business of the*  
541 *senate.*  
542
- 543 F. At least sixty days' notice shall be given to all senators prior to an in-person meeting,  
544 and at least ten days' notice shall be given to all senators prior to a telephone  
545 conference call meeting.  
546
- 547 G. No senator may vote by proxy.  
548

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

- 550 A. Duties  
551 1. The speaker shall:

- 552 a. Be responsible to ensure effective facilitation of dialogue and effective  
553 communication among all senators;  
554 b. Be the senate's advocate, voice, and point of contact;  
555 c. Serve as the presiding officer of the senate, and prepare the senate agenda  
556 in consultation with the president;  
557 d. Serve as a voting member of the board of directors and as such be the link  
558 between the senate and the board;  
559 e. Implement the roles assigned to the senate in partnership with the president  
560 and board of directors; and  
561 f. Establish senate subordinate units as directed by the senate or as otherwise  
562 needed to conduct the work of the senate, and appoint the chairs of all senate  
563 subordinate units in consultation with the deputy speaker.
- 564 2. The deputy speaker shall:  
565 a. Assist the speaker in the performance of assigned and necessary duties;  
566 b. Perform the duties of the speaker in the absence of or at the request of the  
567 speaker, except serving on the board of directors;  
568 c. Serve as a nonvoting ex officio member of the senate;  
569 d. Implement the roles assigned to the senate in partnership with the president  
570 and board of directors.
- 571 3. The senate secretary shall:  
572 a. Serve as the chief elected communications officer of the senate;  
573 b. Be responsible for the preparation and retention of the minutes of the senate;  
574 c. Assist the speaker with the preparation of the agenda;  
575 d. Oversee the distribution of the agenda and materials for each meeting of the  
576 senate;  
577 e. Serve as a nonvoting ex officio member of the senate;  
578 f. Have an up-to-date roll of the senate at all meetings of the senate; and  
579 g. Perform other duties incident to the office of senate secretary, whether  
580 assigned by the speaker, the senate, or Society governing documents.
- 581
- 582 B. Term of Office & Eligibility
- 583 1. A speaker, deputy speaker, and senate secretary shall be elected by the voting  
584 members of the Society. The term of office for the speaker shall be two fiscal  
585 years, taking office in the even-numbered fiscal year. The term of office for the  
586 deputy speaker and the senate secretary shall be one fiscal year. The speaker,  
587 deputy speaker, and senate secretary may not also serve as senators.  
588
- 589 2. Any candidate for speaker, deputy speaker, or senate secretary must be a voting  
590 member of the Society in good standing and:  
591 a. Must have served a minimum of two years in the aggregate on the board of  
592 directors, as a member of the senate, Society or senate committee chair,  
593 professional section or members at large president, or  
594 b. Have experience that demonstrates competency in the required skill set as  
595 set forth by the nominating committee procedures.  
596
- 597 C. Vacancy

- 598 1. A vacancy in the position of speaker shall be filled by the deputy speaker for the  
599 remainder of the term.  
600 2. A vacancy in the position of deputy speaker or senate secretary shall be filled  
601 within sixty days according to senate policy.  
602 3. A vacancy in a professional senator position shall be filled by election by that  
603 region's council for the remainder of the term.  
604 4. A vacancy in a collegiate senator position shall be filled for the remainder of the  
605 term by election by that region's collegiate section presidents.  
606 5. A vacancy in an international senator position shall be filled for the remainder of  
607 the term by an alternate international senator. If there is no alternate international  
608 senator, the vacancy shall be filled by the board of directors. – *[This section shall*  
609 *be struck July 1, 2018 and the following inserted: 1. A vacancy in the position of*  
610 *speaker shall be filled by the deputy speaker for the remainder of the term. 2. A*  
611 *vacancy in a senator, deputy speaker, or senate secretary position shall be filled*  
612 *by election within sixty days according to senate policy.]*  
613

614 D. Removal

- 615 1. The speaker, deputy speaker, or senate secretary may be removed by a two-  
616 thirds vote of the senate.  
617 2. A professional senator may be removed by two-thirds of the voting members of  
618 their region council.  
619 3. A collegiate senator may be removed by a two-thirds vote of the collegiate  
620 section presidents in their region.  
621 4. An international senator may be removed by a two-thirds vote of the international  
622 members.  
623 5. A special senator may be removed by a two-thirds vote of the senate. -- *[This*  
624 *section shall be struck July 1, 2018 and the following inserted: 1. The speaker,*  
625 *deputy speaker, or senate secretary may be removed by a two-thirds vote of the*  
626 *senate. 2. A senator may be removed by a majority vote of the members properly*  
627 *responding to a ballot requesting removal, provided that at least 1,000 ballots*  
628 *have been returned by the stated deadline. Such ballot shall be sent upon the*  
629 *petition of one percent of the voting members as of the previous December 31,*  
630 *provided that there are no more than ten percent of the signatures or email*  
631 *endorsements from any one section, the members at large, or the international*  
632 *members.]*  
633

634  
635 **ARTICLE VI – REGIONS**

636 *[This entire article shall be struck July 1, 2018.]*  
637

638 **Section 1. Definition**

639 The United States and Puerto Rico shall be divided into regions.  
640

641 **Section 2. Region Governors**

- 642 A. The voting members from each region shall elect a region governor to serve for a  
643 period of two fiscal years. Region governors shall not serve concurrently as

644 members of the board of directors. Terms shall be staggered.

645

646 B. A candidate for region governor must:

647 1. Be a voting member of the Society in good standing;

648 2. Be assigned to that region as a member of one of the professional sections or as  
649 a professional member at large; and

650 3. Have served at least two years in the aggregate as a professional member of the  
651 senate, professional section or members at large president, professional section  
652 or members at large representative, or region officer, except that one year as  
653 either a collegiate senator or collegiate representative may be counted toward  
654 this requirement.

655

656 C. A region governor may be removed by two-thirds of the voting members of the  
657 region council.

658

659 D. Region governors shall be responsible for coordinating communications within the  
660 region, for promoting and facilitating section vitality, for identifying needs within the  
661 region, and for being a resource to the sections and members. They shall consult  
662 with the board on issues of deactivation and reinstatement of sections within their  
663 respective region.

664

665 E. Under the direction of the director of regions, region governors shall be responsible  
666 for approving requests from sections for deviation from standard region assignment  
667 and shall recommend to the senate changes to the number of regions or regional  
668 boundaries.

669

670 F. Region governors shall prepare and submit reports of activities within the region as  
671 requested by the director of regions or the senate.

672

### 673 Section 3. Other Region Officers

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

681

### 682 Section 4. Region Councils

683 A. The voting members of each of the region councils shall consist of representatives  
684 as follows:

685 1. One representative elected by the members of each professional section of the  
686 region;

687 2. One representative elected by the members at large of the region; and

688 3. One collegiate representative for each twenty active collegiate sections or  
689 fraction thereof, not to exceed two, of the region, elected by the collegiate section

690 presidents of the region in accordance with the procedures for collegiate senator  
691 elections.

692  
693 B. The number of active collegiate sections as of December 31 shall be used to  
694 determine the number of representatives that each region may elect to serve for the  
695 following fiscal year. A professional section chartered or reinstated after that date  
696 shall be entitled to one representative.

697  
698 C. Alternate representatives may be selected in accordance with policies adopted by  
699 the region.

700  
701 D. The officers and senators of the region shall be nonvoting members of the region  
702 council with the right to participate in the discussions of the council but shall retain  
703 their voting status if they are also representatives.

704

#### 705 Section 5. Region Bylaws

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

709

#### 710 Section 6. Region Activities

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

714

715

### 716 **ARTICLE VII – SECTIONS and OTHER GROUPS**

#### 717 Section 1. Professional Sections

718 A. Any group of at least ten voting members in good standing in the United States or  
719 Puerto Rico may apply to the Society for a charter to form a professional section.  
720 Such application must be accompanied by a copy of the proposed section bylaws,  
721 names of proposed officers, and the name(s) of the proposed section  
722 representative(s). Professional section members shall have the same membership  
723 grade in the section as they have in the Society. – *[This section shall be struck July*  
724 *1, 2018 and the following inserted: Any group of at least ten non-collegiate voting*  
725 *members in good standing in the United States or Puerto Rico may apply to the*  
726 *Society for a charter to form a professional section. Such application must be*  
727 *accompanied by a copy of the proposed section bylaws and names of proposed*  
728 *officers. Professional section members shall have the same membership grade in*  
729 *the section as they have in the Society.]*

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.

739  
740 C. In order to be in good standing, a professional section must have at least ten voting  
741 members in good standing, current bylaws, an elected section representative, and  
742 filed its annual reports and officer lists. – *[This section shall be struck July 1, 2018*  
743 *and the following inserted: C. In order to be in good standing, a professional section*  
744 *must have at least ten non-collegiate voting members in good standing, current*  
745 *bylaws, and have 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 *[This section shall be struck July 1, 2018 and the following inserted: If, in the*  
758 *judgment of the board of directors, a professional section is not in good standing for*  
759 *two or more consecutive years, the board may declare that section inactive. All*  
760 *current members of the section must be notified in writing at least thirty days prior to*  
761 *such action being taken. Should a section be declared inactive, it shall not be eligible*  
762 *to receive section dues rebates, or to act collectively in the name of SWE. Members*  
763 *of inactive sections shall automatically become members at large. A section that has*  
764 *been declared inactive may be reinstated by the board of directors upon receipt of a*  
765 *letter requesting reinstatement, accompanied by the same documentation required*  
766 *for chartering a new section.]*  
767

768 Section 2. Collegiate Sections

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

- 772 1. At least fifty percent of the members of the proposed collegiate section are  
773 women majoring in engineering or engineering technology;
- 774 2. At least eight of the members expect to be eligible for membership in that  
775 collegiate section for the fiscal year following granting of the charter; and
- 776 3. The petition includes a copy of the proposed bylaws and names of proposed  
777 officers.

778  
779 B. The collegiate section shall elect a non-collegiate member in good standing of the  
780 Society as a counselor to the section. The counselor shall be considered a  
781 nonvoting member of the collegiate section.

- 782  
783 C. Collegiate sections shall have control over activities and projects within the  
784 collegiate section, provided that no collegiate section activity may be in conflict with  
785 the established policies of the board of directors. Collegiate sections may not assess  
786 dues or fees.  
787  
788 D. In order to be in good standing, a collegiate section must have at least ten collegiate  
789 members in good standing, current bylaws, an elected counselor, and filed its  
790 annual reports and officer lists.  
791  
792 E. If, in the judgment of the board of directors, in consultation with the respective region  
793 governor, a collegiate section is not in good standing for two or more consecutive  
794 years, the board may declare that collegiate section inactive. All current members of  
795 the section must be notified in writing at least thirty days prior to such action being  
796 taken. Should a collegiate section be declared inactive, it shall not be eligible to  
797 receive collegiate section dues rebates, participate in the election of a region  
798 collegiate representative or collegiate senator, or act collectively in the name of  
799 SWE. Members of inactive collegiate sections shall automatically become members  
800 of a professional section (if available) or shall become members at large. A  
801 collegiate section which has been declared inactive may be reinstated by the board  
802 of directors upon receipt of a letter, requesting reinstatement and accompanied by  
803 the same documentation required for chartering a new section. – *[This section shall  
804 be struck July 1, 2018 and the following inserted: If, in the judgment of the board of  
805 directors, a collegiate section is not in good standing for two or more consecutive  
806 years, the board may declare that collegiate section inactive. All current members of  
807 the section must be notified in writing at least thirty days prior to such action being  
808 taken. Should a collegiate section be declared inactive, it shall not be eligible to  
809 receive collegiate section dues rebates, or act collectively in the name of SWE.  
810 Members of inactive collegiate sections shall automatically become members of a  
811 professional section (if available) or shall become members at large. A collegiate  
812 section which has been declared inactive may be reinstated by the board of directors  
813 upon receipt of a letter, requesting reinstatement and accompanied by the same  
814 documentation required for chartering a new section.]*

815  
816 Section 3. Section Bylaws

817 There shall be professional section and collegiate section bylaws templates provided to  
818 all professional and collegiate sections. Sections may adopt such template or make  
819 such changes as allowed, provided that no section bylaws may conflict with the Society  
820 bylaws.

821  
822 Section 4. Revocation of Charter

823 The board of directors may revoke the charter of any section for cause, after giving the  
824 section an adequate opportunity to be heard before the board of directors and upon a  
825 two-thirds vote of the board of directors. Upon the request of a section, the board of  
826 directors may revoke the charter by majority vote.  
827

828 Section 5. Other Groups  
829 Other groups may be created and managed by the board of directors to support the  
830 Society's mission under such requirements as the board may determine.  
831  
832

833 **ARTICLE VIII – MEMBERS AT LARGE (MAL)**

834 Section 1. Definition

835 Any member of a region who is not affiliated with a section is a member at large (MAL).  
836 *[This section shall be struck July 1, 2018 and the following inserted: Any member who is*  
837 *not affiliated with a section is a member at large (MAL).]*  
838

839 Section 2. Members at Large Bylaws

840 The members at large shall have bylaws, which may not have provisions that conflict  
841 with the Society bylaws. At the discretion of the members at large, collegiate members  
842 who will be members at large may be allowed to be candidates for election to a position  
843 other than president, provided that they will qualify for professional membership before  
844 the start of the term of office, but must meet these requirements and the requirements  
845 of the position in order to serve.  
846

847  
848 **ARTICLE IX – INTERNATIONAL MEMBERS**

849 Section 1. Definition

850 Any member who is not a member of a region is an international member. – *[This*  
851 *section shall be struck July 1, 2018 and the following inserted: Any member of outside*  
852 *of the United States or Puerto Rico is an international member.]*  
853

854  
855 **ARTICLE X – COMMITTEES**

856 Section 1. Committees

- 857 A. There shall be five standing committees and any other such committees as the  
858 board of directors may direct. The standing committees shall be audit, bylaws,  
859 ethics, finance, and nominating. Each committee shall be provided a charter that has  
860 been approved by the board and includes, at a minimum, the committee's purpose,  
861 its scope, its authority and limitations on that authority, and the deliverables.  
862
- 863 B. Each committee shall have a board contact. Except for the nominating committee,  
864 the board contact shall also serve as an ex officio member of the committee. The  
865 board contact shall be designated by the president. Each committee may develop  
866 policies and procedures for the operations of that committee. No such policies and  
867 procedures shall conflict with these bylaws or other adopted rules of the Society.  
868
- 869 C. Standing committees shall have a chair and a chair-elect. The chair-elect shall be  
870 elected by the membership and shall serve for one fiscal year, followed by one fiscal  
871 year as chair. Candidates must be voting members of the Society in good standing  
872 and have experience that demonstrates competency in skills as determined by the  
873 nominating committee.

874  
875 D. The chair-elect shall assist the chair as deemed necessary by the chair or members  
876 of the committee. The chair-elect shall perform the duties of the chair in the absence  
877 of or at the request of the chair. The chair-elect shall fill a vacancy in the position of  
878 chair for the remainder of the term, followed by one full term as chair. A vacancy in  
879 the chair-elect position may be filled for the remainder of the term by the committee.  
880

881 Section 2. Finance Committee

882 A. The finance committee shall be composed of at least five members, two of whom  
883 shall be members of the board of directors. The treasurer shall be an ex officio  
884 member of the finance committee. The finance committee shall be primarily  
885 responsible for:  
886 1. Budgeting and long-range financial planning;  
887 2. Monitoring the fiscal health of the Society on an ongoing basis;  
888 3. Reviewing the independent annual financial audit, and reporting their  
889 recommendations to the board of directors; and  
890 4. Consulting on other financial matters of the Society on an as-needed basis.  
891

892 Section 3. Audit Committee

893 A. The audit committee shall be composed of at least three members, none of whom  
894 may be serving as treasurer or be an employee of the Society. The duties of the  
895 audit committee shall be to:  
896 1. Select and recommend to the board an auditor who may not be contracted by  
897 SWE for any other functions other than auditing and tax preparation services;  
898 2. Direct the staff to prepare the information for the audit;  
899 3. Review the audit; and  
900 4. Report to the board of directors on the process, outcome, and any committee  
901 recommendations.  
902

903 Section 4. Nominating Committee.

904 A. The nominating committee shall, subject to the approval of the board of directors,  
905 develop and maintain appropriate procedures to govern the Society related to  
906 nomination, election, or removal not covered by the law or these bylaws.  
907  
908 B. The nominating committee shall be composed of at least ten members, to serve for  
909 a period of two fiscal years. The members will be designated by procedures  
910 approved by the board of directors. Terms shall be staggered so that approximately  
911 half of the members of the committee are selected each year. Members of the  
912 nominating committee may not succeed themselves as members but may serve up  
913 to two additional years; up to one year as chair-elect of the committee and up to one  
914 year as chair of the committee.  
915  
916 C. The executive director shall be a nonvoting ex officio member of the committee;  
917 however, by majority vote of the voting members of the nominating committee, the  
918 executive director may be dismissed from all or any part of a meeting.  
919

- 920 D. The chair and chair-elect of the nominating committee shall be nonvoting members  
921 of the committee. Candidates for chair-elect must have recent service on the  
922 nominating committee or board of directors and may be members of the committee  
923 or board of directors at the time of selection. The chair or chair-elect may not serve  
924 concurrently as a voting member on the committee or as a member of the board of  
925 directors. The chair and chair-elect shall not be eligible to serve as a voting member  
926 of the nominating committee for at least one year after serving as chair or chair-  
927 elect.  
928
- 929 E. In order to be eligible to serve on the nominating committee, a member must have  
930 had recent experience on a Society level, such as service on the board of directors,  
931 as a member of the senate, or as a Society committee chair. Members of the  
932 nominating committee may not become candidates for elected positions other than  
933 nominating committee chair-elect during their tenure of service on the nominating  
934 committee.  
935
- 936 F. The nominating committee shall select one or more qualified candidates for each of  
937 the available positions and present such slate to the board of directors and the  
938 senate by February 1. The nominating committee may also recommend candidates  
939 for other positions, if so requested by the board or the senate.  
940
- 941 G. Additional candidates for all positions may be nominated by petition, provided that:  
942 1. The member is eligible for the position.  
943 2. The member has given written consent to be placed on the ballot.  
944 3. At least one percent of the voting members as of the previous December 31 have  
945 signed a petition or endorsed an e-mail to place the candidate's name on the  
946 ballot, with no more than ten percent being from any one section or group, the  
947 members at large, or the international members.  
948 4. The petition, together with the written consent, is submitted to the Society  
949 headquarters by March 1.  
950
- 951 H. Members whose dues are current as of March 1 shall be eligible to vote in the  
952 election. The executive director shall be responsible to ensure that the ballot, listing  
953 the candidates proposed by the nominating committee and any candidates who  
954 have properly petitioned, shall be sent to each voting member by April 1. No  
955 member may be nominated for more than one office or position on the ballot.  
956
- 957 I. Ballots must be returned by the date indicated on the ballot in order to be counted. A  
958 plurality shall elect. In case of a tie, the winner shall be chosen by lot.  
959

**Proviso:** *For FY19, five regionally-elected members of the nominating committee shall complete their terms, and five members from the remaining regions shall be elected by and from their respective regions.*

**Proviso:** *For the FY19 term, the president shall appoint the chairs and chairs-elect of all Society committees, including the standing committees, subject to the approval of the board of directors.*

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**ARTICLE XI – ADMINISTRATION**

**Section 1. Headquarters Office**

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

**Section 2. Fiscal Year**

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

**ARTICLE XII – DISSOLUTION**

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

**ARTICLE XIII – PARLIAMENTARY AUTHORITY**

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

**ARTICLE XIV – AMENDMENT**

- A. These bylaws may be amended at any in-person meeting of the senate or by an electronic ballot vote.
- B. Amendments may be proposed by any ten members of the Society collectively as a

1012 group, provided that at least eight are voting members, or a senator and four  
1013 additional members, provided that at least three of the four are voting members.  
1014 Proposed amendments shall be submitted to the secretary.

1015  
1016 C. The exact text of the amendment shall be made available to the membership by  
1017 posting on the Society's website at least forty-five days before the senate meeting at  
1018 which the vote will be taken or the date on which the electronic ballot is sent. Copies  
1019 of the proposed amendments shall be sent to voting members upon request. The  
1020 senators shall be notified when proposed amendments are posted.

1021  
1022 D Two-thirds of the entire voting membership of the senate at an in-person meeting or  
1023 ninety percent of the entire voting membership of the senate by electronic ballot  
1024 shall be required to amend these bylaws. If the electronic ballot requirement is not  
1025 achieved, the proposal shall automatically be placed on the agenda of the next in-  
1026 person meeting.

1027  
1028

1029 **ARTICLE XV – GOVERNING LAW**

1030 All questions with respect to the construction of these bylaws shall be determined in  
1031 accordance with the applicable provisions of the laws of the District of Columbia.