

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.”

10  
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.  
32  
33

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

42 Section 1. Grades of Membership

43 **A. Professional**

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

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

- 93 a. Engaged in work related to the practice of, or training for, engineering; or  
94 b. Sponsored by a member of the senate, a professional section president,  
95 members at large president, region governor, or corporate member.  
96 2. Associates shall not have the right to serve on the senate, board of directors, or  
97 as a region governor.  
98

99 F. Corporate

100 An organization shall be eligible for corporate membership in the Society upon  
101 payment of annual dues, provided that criteria as established by the board of  
102 directors are met.  
103

104 Section 2. Application and Admission

105 All applicants for membership in the Society must submit a statement of qualifications to  
106 the Society headquarters on a form provided by the Society, accompanied by the  
107 required fees according to policies adopted by the board of directors.  
108

109 Section 3. Dues

110 A. All members shall pay dues directly to the Society headquarters. Dues for all grades  
111 of membership, including any percentage allocation of funds rebated to sections,  
112 members at large and regions, shall be set by the board of directors.  
113

114 B. Dues shall be billed annually, according to a schedule set by the board of directors.  
115

116 Section 4. Resignation, Removal and Reinstatement

117 A. Any member in good standing may resign by submitting a letter of resignation to the  
118 Society headquarters.  
119

120 B. Any member who fails to pay dues according to the established schedule shall be  
121 dropped from the Society's membership register. A member may be disciplined or  
122 removed in accordance with the procedures outlined in the "Procedures for Review  
123 of SWE Member Conduct," which shall be kept updated on the SWE website.  
124 Amendments to these procedures may be proposed by the board of directors or the  
125 ethics committee, for approval by the senate.  
126

127 C. A person who has resigned or been dropped from membership may be reinstated to  
128 membership by submitting a written request to the Society headquarters. The board  
129 of directors may create policies with regard to reinstatement, including setting  
130 reinstatement fees, and shall be the final authority on questions of reinstatement.  
131

132 Section 5. Annual Membership Meeting

133 A. There shall be an annual meeting of the membership held at the annual conference.  
134 Notice of the meeting must be sent to each member with the notice of the  
135 conference.  
136

137 B. All members are eligible to attend and participate in the annual membership  
138 meeting. The quorum for such meeting shall be the voting members present.

139 Matters referred by the president, board of directors, senate, or members may be  
140 discussed by all members in attendance, but only voting members shall have the  
141 right to vote on such matters.  
142

143

### 144 **ARTICLE III – OFFICERS**

#### 145 Section 1. Officers

146 The officers of the Society shall be the president, president elect, secretary, and  
147 treasurer.  
148

#### 149 Section 2. Duties

150 A. The president shall:

- 151 1. Represent the Society before the public as the official representative of the  
152 Society;
- 153 2. Preside over all meetings of the board of directors and the membership;
- 154 3. Appoint the chairs of Society committees, except the chair of the nominating  
155 committee, subject to the approval of the board of directors;
- 156 4. Report to each meeting of the board of directors, the senate, and the  
157 membership on the progress and state of the Society; and
- 158 5. Perform other duties incident to the office of president, whether assigned by the  
159 board of directors, the senate, or Society governing documents.  
160

161 B. The president elect shall:

- 162 1. Assume the duties of president in case of temporary absence or temporary  
163 inability to serve; and
- 164 2. Perform other duties incident to the office of president elect, whether assigned by  
165 the president, board of directors, the senate, or Society governing documents.  
166

167 C. The secretary shall:

- 168 1. Serve as the chief elected communications officer of the Society;
- 169 2. Be responsible for the preparation and retention of the minutes of the board of  
170 directors and the membership;
- 171 3. Oversee the preparation and distribution of an agenda for each meeting of the  
172 board of directors and the membership, subject to the approval of the body at the  
173 meeting;
- 174 4. Review membership applications as is deemed necessary or upon request of  
175 headquarters personnel, and decide all matters of membership eligibility and  
176 reinstatement, subject to appeal to the board of directors;
- 177 5. Review charter applications and petitions according to board policies;
- 178 6. Approve region, section, and members at large bylaws, as well as subsequent  
179 amendments, subject to appeal to the board of directors;
- 180 7. Have an up-to-date roll of the board of directors at all meetings of the board; and
- 181 8. Perform other duties incident to the office of secretary, whether assigned by the  
182 president, the board of directors, or Society governing documents.  
183  
184

- 185 D. The treasurer shall:  
186 1. Serve as the chief elected financial officer of the Society, and as such, be  
187 responsible to oversee the collection, distribution, and safekeeping of the  
188 Society's funds;  
189 2. Present a financial report at each in-person meeting of the board of directors, the  
190 senate, and the membership;  
191 3. Serve as an ex officio member of the finance committee; and  
192 4. Perform other duties incident to the office of treasurer, whether assigned by the  
193 president, the speaker of the senate, the board of directors, or Society governing  
194 documents.  
195  
196

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

### 198 Section 1. Composition

199 The board of directors shall be composed of the officers of the Society, four directors,  
200 the director of regions, the speaker of the senate, and the collegiate director. The  
201 executive director shall be a nonvoting ex officio member of the board of directors;  
202 however, by majority vote of the board of directors the executive director may be  
203 dismissed from all or any part of a meeting. At the discretion of the board of directors,  
204 up to three special directors may be elected by the board of directors in accordance with  
205 these bylaws. No member may hold more than one position on the board of directors at  
206 any one time.  
207

### 208 Section 2. Authority and Duties

#### 209 A. Board of Directors

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

219 In addition, the board of directors shall:

- 220 1. Transact the business and manage the properties of the Society;  
221 2. Appoint the executive director and fix compensation and duties;  
222 3. Carry out its fiduciary responsibilities, including but not limited to:  
223 a. developing and approving the budget,  
224 b. authorizing the expenditure of funds,  
225 c. safeguarding the assets of the Society through ongoing fiscal oversight and  
226 management,  
227 d. securing a fidelity bond covering each officer and employee who handles the  
228 funds of the Society,  
229 e. retaining an external auditor recommended by the audit committee to ensure  
230 a competent annual audit of the financial records of the Society, and

- 231 f. approving the audit report and acting upon the recommendations contained  
232 therein or those made by the finance committee.
- 233 4. Approve changes to the Society's trademarks or other emblems;  
234 5. Attend all meetings of the board of directors, the senate, and the membership.  
235 6. Create policies with regard to admission, including setting application fees, and  
236 be the final authority on questions of membership;  
237 7. Create policies with regard to and be the final authority on region, section, and  
238 members at large bylaws;  
239 8. Respond to communications from the senate in a timely manner;  
240 9. Advise the president on the appointment of committee chairs, except the chair of  
241 the nominating committee, with authority to approve or deny such appointments;  
242 10. Secure counsel in parliamentary and legal matters for the Society when  
243 necessary or appropriate;  
244 11. Fix the time and location of the annual conference;  
245 12. Authorize Society publications; and  
246 13. Grant or revoke section charters.

247  
248 B. Directors

249 The directors shall:

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

256  
257 C. Director of Regions

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

274  
275 D. Collegiate Director

276 The collegiate director shall be elected by the collegiate section presidents to:

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

281

282 E. Special Director

- 283 1. Special directors may be elected by the board of directors to:  
284 a. Establish strategic partnerships;  
285 b. Contribute special knowledge or skills; or  
286 c. Represent special groups or priority interests.  
287 2. Special directors shall perform duties assigned by the president, the board of  
288 directors, or Society governing documents.

289

290 Section 3. Terms of Office

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

292

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

294

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

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

301

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

303

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

308

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

312

313 Section 4. Eligibility

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

- 316 1. Be voting members of the Society in good standing; and  
317 2. Have served at least two years in the aggregate as a professional member of the  
318 senate, Society or senate committee chair, region governor, professional section  
319 or members at large president, or professional section or members at large  
320 representative, except that one year as either a collegiate senator or collegiate  
321 representative may be counted toward this requirement.

322 *Proviso: For the purpose of fulfilling eligibility requirements, service as an*

323 *international representative for the fiscal year ended June 30, 2009, shall count*  
324 *toward these requirements. This proviso shall expire June 30, 2019.*

- 325
- 326 B. Candidates for president elect and president must be either a senior member or a  
327 fellow and must have served at least two years on the board of directors.
- 328
- 329 C. Candidates for director of regions and deputy director of regions must have served  
330 as a region governor.
- 331
- 332 D. Candidates for collegiate director must:
- 333 1. Be or have been a collegiate member of the Society in good standing within two  
334 years immediately previous to submission of the nomination;
- 335 2. Be a member of the Society in good standing; and
- 336 3. At the time of taking office, have at least two years of experience in the  
337 aggregate in at least two different SWE positions with significant leadership  
338 responsibility, provided that at least one year must be in a collegiate role.
- 339

340 Section 5. Meetings

- 341 A. The board of directors shall meet at least three times per year, upon the call of the  
342 president or any five members of the board of directors collectively as a group. At  
343 least one such meeting must be an in-person meeting. The board of directors may  
344 also meet via conference telephone or by any means of communication by which all  
345 persons participating in the meeting are able to communicate with one another.  
346 Two-thirds of the voting members of the board of directors then in office, one of  
347 whom must be the president or president elect, shall constitute a quorum for the  
348 conduct of business. Proxy voting shall not be allowed.
- 349
- 350 B. Thirty days notice shall be required for any in-person meeting of the board of  
351 directors. For telephone conference or other electronic means allowed by law, at  
352 least five days notice shall be required. Notice may be waived by directors before,  
353 during, or after any meeting, but such waiver must be unanimous, presented in  
354 writing, and placed on file with the records of the meeting.
- 355

356 Section 6. Nomination

- 357 A. The nominating committee shall, subject to the approval of the board of directors,  
358 develop and maintain appropriate procedures to govern the Society related to  
359 nomination, election, or removal not covered by the law or these bylaws.
- 360
- 361 B. The nominating committee shall be composed of one voting member from each  
362 region, elected in accordance with region bylaws, to serve for a period of two fiscal  
363 years. Terms shall be staggered so that approximately half of the members of the  
364 committee are elected each year, during the year in which their region is not holding  
365 an election for region governor. Members of the nominating committee may not  
366 succeed themselves as regional representatives but may serve up to four additional  
367 years; up to two years as deputy chair of the committee and up to two years as chair  
368 of the committee.



- 369  
370 C. The chair and deputy chair of the nominating committee shall be nonvoting members  
371 of the committee selected annually to serve for the next fiscal year by the regional  
372 representatives on the committee. Candidates for chair and deputy chair must have  
373 recent service on the nominating committee or board of directors and may be  
374 members of the committee or board of directors at the time of selection. The chair  
375 or deputy chair may not serve concurrently as a regional representative on the  
376 committee or as a member of the board of directors. The chair and deputy chair  
377 may be reselected to only one additional consecutive term and shall not be eligible  
378 to serve as a regional representative to the nominating committee for at least one  
379 year after serving as chair or deputy chair.  
380  
381 D. The deputy chair shall assist the chair as deemed necessary by the chair or regional  
382 representatives. The deputy chair shall perform the duties of the chair in the  
383 absences of or at the request of the chair. The deputy chair shall fill a vacancy in  
384 the position of chair for the remainder of the term. A vacancy in the deputy chair  
385 shall be filled within sixty days of the vacancy.  
386  
387 E. In order to be eligible to serve on the nominating committee, a member must have  
388 had recent experience with the Society on a national level, such as service on the  
389 board of directors, as a professional member of the senate, as a region governor, or  
390 as a Society committee chair. Members of the nominating committee may not  
391 become candidates during their tenure of service on the nominating committee.  
392  
393 F. The nominating committee shall select one or more qualified candidates for each of  
394 the available positions except the collegiate director and present such slate to the  
395 board of directors and the senate by February 1. The nominating committee shall  
396 select one or more qualified candidates for collegiate director and present such slate  
397 to the board of directors and senate by March 1. The nominating committee may  
398 also recommend candidates for other positions, if so requested by the board or the  
399 senate.  
400  
401 G. Additional candidates for all positions except the collegiate director may be  
402 nominated by petition, provided that:  
403 1. The member is eligible for the position.  
404 2. The member has given written consent to be placed on the ballot.  
405 3. At least 200 voting members have signed a petition or endorsed an e-mail to  
406 place the candidate's name on the ballot, with no more than sixty being from any  
407 one region or the international members.  
408 4. The petition, together with the written consent, is submitted to the Society  
409 headquarters by March 1.  
410

#### 411 Section 7. Election

- 412 A. Members whose dues are current as of March 1 shall be eligible to vote in the  
413 election. The executive director shall be responsible to ensure that the ballot, listing  
414 the candidates proposed by the nominating committee and any candidates who

415 have properly petitioned, shall be sent to each voting member by April 1. No  
416 member may be nominated for more than one office or position on the ballot.

- 417  
418 B. Ballots must be returned by the date indicated on the ballot in order to be counted.  
419 A plurality shall elect. In case of a tie, the winner shall be chosen by lot.

420  
421 Section 8. Vacancy

- 422 A. A vacancy in the office of president shall be filled by the president elect for the  
423 remainder of the term, followed by one full term as president.  
424  
425 B. A vacancy in the office of president elect shall be filled for the remainder of the term  
426 by the membership within sixty days of the vacancy.  
427  
428 C. A vacancy in any other member-elected board position shall be filled by the  
429 membership within sixty days of the vacancy.

430  
431 Section 9. Removal

- 432 A. The president, president elect, secretary, or treasurer may only be removed by a  
433 majority vote of the members properly responding to a mail ballot requesting  
434 removal of that officer, provided that at least 1,000 ballots have been returned by the  
435 stated deadline. Such ballot shall be sent upon the petition of 200 voting members,  
436 provided that there are at least forty signatures or e-mail endorsements from each of  
437 four separate regions.  
438  
439 B. A director, the director of regions, or the collegiate director may be removed by a  
440 two-thirds vote of the senate.  
441  
442 C. A special director may be removed by a majority vote of the board of directors.  
443  
444 D. Removal procedures not covered by law or these bylaws shall be developed by the  
445 nominating committee and approved by the board of directors.

446  
447  
448 **ARTICLE V – SENATE**

449 Section 1. Composition

- 450 A. All senators and alternates, except the collegiate senators and the special senators,  
451 must be voting members of the Society.  
452  
453 B. The voting membership of the senate shall consist of:  
454 1. Two professional, senior, or fellow members from each region serving staggered  
455 terms. One shall be elected each year by and from the voting members of that  
456 region for two fiscal years;  
457 2. One collegiate member from each region, elected by the collegiate section  
458 presidents of that region for one fiscal year;  
459 3. Two international members, one elected each year by and from the voting  
460 international members for two fiscal years; and

- 461 4. Up to two special senators nominated by the speaker and elected by the senate  
462 to serve for one fiscal year or remainder thereof. The special senators may be  
463 from any membership category or may be nonmembers. Prior to the  
464 commencement of their terms of office, the incoming speaker may nominate and  
465 the incoming senators may elect one or both of the special senators for a term to  
466 begin July 1. If elected after July 1, the special senator(s) shall serve for the  
467 remainder of the fiscal year in which elected.
- 468 5. No two senators from a region may be from the same section or the members at  
469 large.
- 470 6. Election shall be by plurality vote. In case of a tie, the winner shall be chosen by  
471 lot.
- 472 7. Regions and international members may use the Society election ballots or may  
473 conduct their own elections, except that ballots for collegiate senators must be  
474 presented in accordance with procedures approved by the board of directors. If  
475 a region or the international members do not use the Society election ballot, the  
476 elected senators must be reported to headquarters by May 15 or those  
477 position(s) shall automatically revert to additional special senators for the entire  
478 term.
- 479
- 480 C. International members may select one or more alternates according to policies  
481 adopted by the senate. Alternates shall serve for one fiscal year.
- 482
- 483 D. Nonvoting members of the senate with the right to participate in the discussions of  
484 the senate shall include members of the board of directors and the deputy director of  
485 regions.
- 486

487 Section 2. Duties

- 488 A. The senate shall be responsible for charting the strategic direction of SWE by  
489 developing and adopting the long-range goals for the Society. To these ends, the  
490 senate shall conduct essential dialogue on long-term trends and issues of common  
491 interest, and may appoint subordinate units to assist in the creation of these  
492 strategic directions or policies. The senate shall communicate the outcome of such  
493 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. Establish policies on the use and restrictions of the Reserve Fund of the Society;
- 499 3. Approve changes to the number of regions or regional boundaries; and
- 500 4. Approve changes to these bylaws.
- 501

502 Section 3. Meetings

- 503 A. The senate shall meet in person at least once annually at a time and place  
504 determined by the senate. Such meeting shall be designated as the annual  
505 meeting.
- 506

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

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

##### 543 A. Duties

- 544 1. The speaker shall:  
545 a. Be responsible to ensure effective facilitation of dialogue and effective  
546 communication among all senators;  
547 b. Be the senate's advocate, voice, and point of contact;  
548 c. Serve as the presiding officer of the senate, and prepare the senate agenda  
549 in consultation with the president;  
550 d. Serve as a voting member of the board of directors and as such be the link  
551 between the senate and the board;  
552 e. Implement the roles assigned to the senate in partnership with the president

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

574

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

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

592

#### 593 C. Nomination

- 594 1. A senate nominating committee shall be selected by the senate to present a slate  
595 of one or more candidates each for speaker, deputy speaker, and senate  
596 secretary, to be announced to the senate by February 1.
- 597 2. Candidates may be nominated by petition, provided that:  
598 a. The member is eligible for that position.

- 599           b. The member has given written consent to be placed on the ballot.  
600           c. At least ten current voting members of the senate have signed a petition or  
601           endorsed an e-mail to place the candidate's name on the ballot.  
602           d. The petition, together with the written consent, is submitted to the Society  
603           headquarters by March 1.  
604

605 D. Election

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

614 E. Vacancy

- 615           1. A vacancy in the position of speaker shall be filled by the deputy speaker for the  
616           remainder of the term.  
617           2. A vacancy in the position of deputy speaker or senate secretary shall be filled  
618           within sixty days according to senate policy.  
619           3. A vacancy in a professional senator position shall be filled by election by that  
620           region's council for the remainder of the term.  
621           4. A vacancy in a collegiate senator position shall be filled for the remainder of the  
622           term by election by that region's collegiate section presidents.  
623           5. A vacancy in an international senator position shall be filled for the remainder of  
624           the term by an alternate international senator. If there is no alternate international  
625           senator, the vacancy shall be filled by the board of directors..  
626

627 F. Removal

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

638  
639 **ARTICLE VI – REGIONS**

640 **Section 1. Definition**

641 The United States and Puerto Rico shall be divided into regions.  
642

643 **Section 2. Region Governors**

644 A. The voting members from each region shall elect a region governor to serve for a

645 period of two fiscal years. Region governors shall not serve concurrently as  
646 members of the board of directors. Terms shall be staggered.

647  
648 B. A candidate for region governor must:  
649 1. Be a voting member of the Society in good standing;  
650 2. Be assigned to that region as a member of one of the professional sections or as  
651 a professional member at large; and  
652 3. Have served at least two years in the aggregate as a professional member of the  
653 senate, professional section or members at large president, professional section  
654 or members at large representative, or region officer, except that one year as  
655 either a collegiate senator or collegiate representative may be counted toward  
656 this requirement.

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

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

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

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

674  
675 Section 3. Other Region Officers

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

683  
684 Section 4. Region Councils

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

691 and  
692 3. One collegiate representative for each twenty active collegiate sections or  
693 fraction thereof, not to exceed two, of the region, elected by the collegiate  
694 section presidents of the region in accordance with the procedures for collegiate  
695 senator elections.  
696

697 B. The number of voting members and active collegiate sections as of December 31  
698 shall be used to determine the number of representatives that each of the above  
699 entities may elect to serve for the following fiscal year. A professional section  
700 chartered or reinstated after that date shall be entitled to one representative.  
701

702 The following shall replace Sections A and B (above) on July 1, 2017:

703 A. *The voting members of each of the region councils shall consist of representatives*  
704 *as follows:*

705 1. *One representative elected by the members of each professional section of the*  
706 *region;*

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

708 3. *One collegiate representative for each twenty active collegiate sections or*  
709 *fraction thereof, not to exceed two, of the region, elected by the collegiate section*  
710 *presidents of the region in accordance with the procedures for collegiate senator*  
711 *elections.*  
712

713 B. *The number of active collegiate sections as of December 31 shall be used to*  
714 *determine the number of representatives that each region may elect to serve for the*  
715 *following fiscal year. A professional section chartered or reinstated after that date*  
716 *shall be entitled to one representative.*  
717

718 C. Alternate representatives may be selected in accordance with policies adopted by  
719 the region.  
720

721 D. The officers and senators of the region shall be nonvoting members of the region  
722 council with the right to participate in the discussions of the council but shall retain  
723 their voting status if they are also representatives.  
724

#### 725 Section 5. Region Bylaws

726 There shall be a region bylaws template provided to all regions. Regions may adopt  
727 such template or make such changes as allowed, provided that no region bylaws may  
728 conflict with the Society bylaws.  
729

#### 730 Section 6. Region Activities

731 Regions shall have control over their own activities and projects within the region,  
732 provided that no region activity may be in conflict with the established policies of the  
733 Society. Regions may not assess dues or fees.  
734  
735  
736



737 **ARTICLE VII – SECTIONS and OTHER GROUPS**

738 **Section 1. Professional Sections**

- 739 A. Any group of at least ten voting members in good standing in the United States or  
740 Puerto Rico may apply to the Society for a charter to form a professional section.  
741 Such application must be accompanied by a copy of the proposed section bylaws,  
742 names of proposed officers, and the name(s) of the proposed section  
743 representative(s). Professional section members shall have the same membership  
744 grade in the section as they have in the Society.  
745
- 746 B. Professional sections shall have control over their own activities and projects within  
747 the professional section, provided that no professional section activity may be in  
748 conflict with the established policies of the Society. Professional sections may not  
749 assess dues or fees. At the discretion of the professional section, collegiate  
750 members who will be assigned to that section may be allowed to be candidates for  
751 election to positions other than president, provided that they will qualify for  
752 professional membership before the start of the term of office, but must meet these  
753 requirements and the requirements of the position in order to serve. If elected, and  
754 a collegiate member during their tenure, such collegiate member shall have the right  
755 to vote during the performance of duties in that position, without gaining any voting  
756 rights in the Society.  
757
- 758 C. In order to be in good standing, a professional section must have at least ten voting  
759 members in good standing, current bylaws, an elected section representative, and  
760 filed its annual reports and officer lists.  
761
- 762 D. If, in the judgment of the board of directors, in consultation with the respective region  
763 governor, a professional section is not in good standing for two or more consecutive  
764 years, the board may declare that section inactive. All current members of the  
765 section must be notified in writing at least thirty days prior to such action being  
766 taken. Should a section be declared inactive, it shall not be eligible to receive section  
767 dues rebates, have a section representative on the region council, or to act  
768 collectively in the name of SWE. Members of inactive sections shall automatically  
769 become members at large. A section that has been declared inactive may be  
770 reinstated by the board of directors upon receipt of a letter requesting reinstatement,  
771 accompanied by the same documentation required for chartering a new section.  
772

773 **Section 2. Collegiate Sections**

- 774 A. Any group of at least ten collegiate members in good standing from a college or  
775 university in the United States or Puerto Rico may petition the board of directors for  
776 a collegiate section charter, provided that:
- 777 1. At least fifty percent of the members of the proposed collegiate section are  
778 women majoring in engineering or engineering technology;
  - 779 2. At least eight of the members expect to be eligible for membership in that  
780 collegiate section for the fiscal year following granting of the charter; and
  - 781 3. The petition includes a copy of the proposed bylaws and names of proposed  
782 officers.

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

810 Section 3. Section Bylaws

811 There shall be professional section and collegiate section bylaws templates provided to  
812 all professional and collegiate sections. Sections may adopt such template or make  
813 such changes as allowed, provided that no section bylaws may conflict with the Society  
814 bylaws.  
815

816 Section 4. Revocation of Charter

817 The board of directors may revoke the charter of any section for cause, after giving the  
818 section an adequate opportunity to be heard before the board of directors and upon a  
819 two-thirds vote of the board of directors. Upon the request of a section, the board of  
820 directors may revoke the charter by majority vote.  
821

822 Section 5. Other Groups

823 Other groups may be created and managed by the board of directors to support the  
824 Society's mission under such requirements as the board may determine.  
825  
826

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

828 Section 1. Definition

829 Any member of a region who is not affiliated with a section is a member at large (MAL).  
830

831 Section 2. MAL President

832 A. The members at large representatives shall elect a MAL president to serve for one  
833 fiscal year.  
834

835 B. The MAL president shall be responsible for coordinating communications among the  
836 members at large, for identifying needs, and for being a resource to the members at  
837 large.  
838

839 C. The MAL president shall prepare and submit reports of activities by the members at  
840 large as requested by the director of regions or the senate.  
841

842 Section 3. Members at Large Bylaws

843 The members at large shall have bylaws, which may not have provisions that conflict  
844 with the Society bylaws. At the discretion of the members at large, collegiate members  
845 who will be members at large may be allowed to be candidates for election to a position  
846 other than president, provided that they will qualify for professional membership before  
847 the start of the term of office, but must meet these requirements and the requirements  
848 of the position in order to serve. If elected and a collegiate member during their tenure,  
849 such collegiate member shall have the right to vote during the performance of duties in  
850 that position, without gaining any voting rights in the Society.  
851

852

853 **ARTICLE IX – INTERNATIONAL MEMBERS**

854 Section 1. Definition

855 Any member who is not a member of a region is an international member.  
856

857

858 **ARTICLE X – COMMITTEES**

859 Section 1. Committees

860 A. There shall be a finance committee, an audit committee, and any other such  
861 committees as the board of directors may direct. Each committee shall be provided a  
862 charter that has been approved by the board and includes, at a minimum, the  
863 committee's purpose, its scope, its authority and limitations on that authority, and the  
864 deliverables.  
865

866 B. Each committee shall have a board contact who shall also serve as an ex officio  
867 member of the committee. The board contact shall be designated by the president.  
868 Each committee may develop policies and procedures for the operations of that  
869 committee. No such policies and procedures shall conflict with these bylaws or  
870 other adopted rules of the Society.  
871

872 C. The finance committee shall be composed of at least five members, two of whom  
873 shall be members of the board of directors. The treasurer shall be an ex officio  
874 member of the finance committee. The finance committee shall be primarily

- 875 responsible for:
- 876 1. Budgeting and long-range financial planning;
  - 877 2. Monitoring the fiscal health of the Society on an ongoing basis;
  - 878 3. Reviewing the independent annual financial audit, and reporting their
  - 879 recommendations to the board of directors; and
  - 880 4. Consulting on other financial matters of the Society on an as-needed basis.
- 881
- 882 D. The audit committee shall be composed of at least three members, none of whom
- 883 may be serving as treasurer or be an employee of the Society. The duties of the
- 884 audit committee shall be to:
- 885 1. Select and recommend to the board an auditor who may not be contracted by
  - 886 SWE for any other functions other than auditing and tax preparation services;
  - 887 2. Direct the staff to prepare the information for the audit;
  - 888 3. Review the audit; and
  - 889 4. Report to the board of directors on the process, outcome, and any committee
  - 890 recommendations.

891  
892

## 893 **ARTICLE XI – ADMINISTRATION**

### 894 **Section 1. Headquarters Office**

- 895 A. The Society shall maintain an office for the conduct of business of the Society, at a
- 896 location determined by the board of directors. Such office shall be under the direct
- 897 supervision and authority of an executive director, who shall be appointed by the
- 898 board of directors. The executive director shall report to the board of directors and
- 899 perform duties under the direction of the board of directors as the board may require.
- 900
- 901 B. The executive director shall serve as the chief executive officer and shall have the
- 902 authority and responsibility for the operations of the headquarters office, unless
- 903 otherwise limited by the board of directors or by the budget. Such authority and
- 904 responsibility shall include, but not be limited to:
- 905 1. Employment and termination of employees, consultants, and vendors;
  - 906 2. Management and direction of Society activities; and
  - 907 3. Fiduciary responsibility for the assets of the Society assigned to headquarters.
- 908
- 909 C. Negotiation of the executive director's contract and any subsequent performance
- 910 evaluations will be done on behalf of the Society by the president and president elect.
- 911 Such contract shall be reviewed by the Society's legal counsel prior to presentation
- 912 to the board of directors for final approval. All terms of the contract shall be disclosed
- 913 to the board of directors.

914

### 915 **Section 2. Fiscal Year**

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

917  
918

## 919 **ARTICLE XII – DISSOLUTION**

920 In the event of the dissolution of this Society, all real assets and remaining monies shall

921 be donated to a non-profit organization operated exclusively for educational purposes

922 as determined by the board of directors and allowed by law.  
923

924

925 **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

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

930

931

932 **ARTICLE XIV – AMENDMENT**

933 A. These bylaws may be amended at any in-person meeting of the senate or by an  
934 electronic ballot vote.

935

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

940

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

946

947 D Two-thirds of the entire voting membership of the senate at an in-person meeting or  
948 ninety percent of the entire voting membership of the senate by electronic ballot  
949 shall be required to amend these bylaws. If the electronic ballot requirement is not  
950 achieved, the proposal shall automatically be placed on the agenda of the next in-  
951 person meeting.

952

953

954 **ARTICLE XV – GOVERNING LAW**

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

957

958

959 **Provisos to SWE Bylaws:**

960

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

964

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