



- 47                    engineering; or  
48                    c. Has at least five years engineering experience indicating engineering  
49                    competency and achievement.  
50                    2. Professional members shall have the right to vote, to receive all official  
51                    publications, and to be candidates for any office except for the office of president  
52                    elect or president, if otherwise eligible for such position.  
53

54 *B. Senior*

- 55                    1. A person who is or has been actively engaged in the profession of engineering is  
56                    eligible to become a senior member, if the person meets one of the following  
57                    criteria at the time of application or advancement:  
58                    a. Holds a baccalaureate or advanced degree in engineering or engineering  
59                    technology and has at least six years of progressively significant engineering  
60                    experience;  
61                    b. Holds a baccalaureate or advanced degree in a science related to  
62                    engineering and has at least six years of progressively significant engineering  
63                    experience; or  
64                    c. Has at least 11 years of progressively significant engineering experience,  
65                    indicating engineering competency and achievement.  
66                    2. Any member who has received the SWE Achievement Award shall be  
67                    automatically made a senior member, except that a fellow of the Society shall  
68                    retain the fellow grade.  
69                    3. Senior members shall have the right to vote, to receive all official publications,  
70                    and to be candidates for all offices, if otherwise eligible for such position.  
71

72 *C. Fellow*

- 73                    1. A person who has been a senior member of SWE for at least eight years, or a  
74                    member of SWE for at least twenty years, may be chosen a fellow of the Society,  
75                    in recognition of continuous service to the advancement of women in the  
76                    engineering profession. The fellows shall develop and implement a process by  
77                    which the selection shall take place.  
78                    2. Fellows shall have the right to vote, receive all official publications, and be a  
79                    candidate for any office, if otherwise eligible for such position.  
80

81 *D. Student*

- 82                    1. A person who meets one of the following requirements is eligible for the grade of  
83                    student member, provided that such person is not employed full-time in an  
84                    engineering position or in a field related to engineering:  
85                    a. Is pursuing an undergraduate course of study towards an associate or  
86                    baccalaureate degree in engineering, engineering technology, or a field  
87                    related to engineering; or  
88                    b. Is pursuing a full-time graduate course of study in engineering or a field  
89                    related to engineering.  
90                    2. Student members shall have the right to attend all membership meetings, receive  
91                    official publications, and participate in student section activities.  
92                    3. Student members shall be nonvoting members of the Society, except for the

93 election of region student representatives to the council of representatives  
94 ("council"). Those elected representatives shall have voting privileges in the  
95 council.  
96 4. Any member of the Society who returns as a full-time student may be affiliated  
97 with a student section while retaining the member grade held, including its rights  
98 and privileges.  
99

100 *E. Honorary*

- 101 1. A person who has achieved recognition as outstanding in the field of engineering,  
102 or any person who has made a significant contribution of service to the Society  
103 may be elected an honorary member by a unanimous vote of those council  
104 representatives present and voting.
- 105 2. If a member of any grade is elected to honorary membership, that member  
106 retains the rights and privileges of the grade of membership held immediately  
107 prior to election as an honorary member. Honorary members shall not be  
108 required to pay dues.
- 109 3. Honorary members have the right to attend all meetings and receive official  
110 publications.  
111

112 *F. Associate*

- 113 1. Any person who does not qualify for membership under any of the  
114 aforementioned grades may be eligible for the grade of associate if such person  
115 is engaged in work related to the practice of, or training for, engineering.
- 116 2. Associates shall have all rights of membership, except the right to serve on the  
117 council, board of directors, or as a region governor, and to vote in the national  
118 organization.  
119

120 *G. Affiliate*

- 121 1. A person who supports the goals of the Society, but does not qualify for any  
122 other membership grade, may qualify for the grade of affiliate, provided that they  
123 are sponsored by a member of the council, professional section or member at  
124 large president, or region governor.
- 125 2. Affiliates shall have all rights of membership, except the right to serve on the  
126 council, board of directors, or as a region governor, and to vote in the national  
127 organization.  
128

129 *H. Corporate*

130 An organization shall be eligible for corporate membership in the Society upon  
131 payment of annual dues, provided that criteria as established by the board of  
132 directors are met.  
133

134 Section 2. Application and Admission

135 All applicants for membership in the Society must submit a statement of qualifications to  
136 the Society headquarters on a form provided by the Society, accompanied by the  
137 required fees according to policies adopted by the board of directors.  
138

139 Section 3. Dues

- 140 A. All members shall pay dues directly to the Society headquarters. Dues for all  
141 individual grades of membership, including any percentage allocation of funds  
142 rebated to sections, members at large and regions, shall be set by the council. Dues  
143 for all other grades of membership shall be set by the board of directors.  
144 B. Dues shall be billed annually, according to a schedule set by the board of directors.  
145

146 Section 4. Resignation, Removal and Reinstatement

- 147 A. Any member in good standing may resign by submitting a letter of resignation to the  
148 Society headquarters.  
149 B. Any member who fails to pay dues according to the established schedule shall be  
150 dropped from the Society's membership register.  
151 C. A person who has resigned or been dropped from membership may be reinstated to  
152 membership by submitting a written request to the Society headquarters, such  
153 reinstatement being at the prerogative of the secretary. The board of directors may  
154 create policies with regard to reinstatement, including setting reinstatement fees,  
155 and shall be the final authority on questions of reinstatement.  
156

157 Section 5. Annual Membership Meeting

- 158 A. There shall be an annual meeting of the membership held at the annual conference.  
159 Notice of the meeting must be sent to each Society member with the notice of the  
160 conference.  
161 B. All Society members are eligible to attend and participate in the annual membership  
162 meeting. The quorum for such meeting shall be the voting members present.  
163 Matters referred by the president, board of directors, council, or members of the  
164 Society, may be discussed by all members in attendance, but only voting members  
165 shall have the right to vote on such matters.  
166

167  
168 **ARTICLE III – OFFICERS**

169 Section 1. Officers

- 170 A. The officers of the Society shall be the president, president elect, secretary, and  
171 treasurer. No member may hold more than one office at the same time. All officers  
172 are expected to attend all meetings of the board of directors, the council, and the  
173 membership.  
174

175 Section 2. Duties

- 176 A. The president shall:  
177 1. Represent the Society before the public as the official representative of the  
178 Society;  
179 2. Preside over all meetings of the board of directors and the membership;  
180 3. Appoint the chairs of all committees, subject to the approval of the board of  
181 directors;  
182 4. Report to each meeting of the board of directors, council, and membership on the  
183 progress and state of the Society; and  
184 5. Perform other duties incident to the office of president, whether assigned by the

185 board of directors, the council, or Society governing documents.

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B. The president elect shall:

1. Succeed to the office of president in case of a vacancy in that office;
2. Assume the duties of president in case of temporary absence or temporary inability to serve; and
3. Perform other duties incident to the office of president elect, whether assigned by the president, board of directors, the council, 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 meeting;
4. Review membership applications as is deemed necessary or upon request of headquarters personnel, and shall initially decide all matters of membership eligibility and reinstatement;
5. Review charter applications and petitions as necessary, and initially decide all matters of chartering.
6. Approve region, professional section, member at large and student section bylaws, as well as subsequent amendments;
7. Have an up-to-date roll of the voting members at all meetings of the board of directors, council, and membership; and
8. Perform other duties incident to the office of secretary, whether assigned by the president, the board of directors, or Society governing documents.

D. The treasurer shall:

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

**ARTICLE IV – BOARD OF DIRECTORS**

**Section 1. Composition**

The board of directors shall be composed of the officers of the Society, four directors, the director of regions, and the speaker of the council of representatives. The executive director shall be a nonvoting ex officio member of the board of directors; however, by majority vote of the board of directors the executive director may be dismissed from all or any part of a meeting. The deputy speaker of the council of representatives shall be

231 an ex-officio member of the board of directors with the right to attend board meetings,  
232 but without the right to participate or vote, unless serving in the absence of the speaker.  
233 At the discretion of the board of directors, a special director may be elected by the  
234 board of directors to serve until the end of that fiscal year.

235

## 236 Section 2. Authority and Duties

### 237 A. Board of Directors

238 The board of directors shall be the chief operational policy setting body of the Society.  
239 As such, the business and affairs of the Society shall be managed by the board of  
240 directors. The board shall also serve as the external face of SWE on issues affecting  
241 women in engineering and technology, act as stewards of the Society's resources (i.e.,  
242 people, time and money) and use of the SWE brand. The board of directors shall  
243 maintain the strategic plan that is built on the vision created by the council and the  
244 board of directors.

245 In addition, the board of directors shall:

- 246 1. Transact the business and manage the properties of the Society;
- 247 2. Appoint the executive director and fix compensation and duties;
- 248 3. Carry out its fiduciary responsibilities, including but not limited to:
  - 249 ▪ developing and approving the budget,
  - 250 ▪ authorizing the expenditure of funds,
  - 251 ▪ securing a fidelity bond covering each officer and employee who handles the  
252 funds of the Society,
  - 253 ▪ retaining an external auditor recommended by the audit committee to ensure  
254 a competent annual audit of the financial records of the Society, and
  - 255 ▪ approving the audit report and/or acting upon the recommendations contained  
256 therein and/or those made by the finance committee.
- 257 4. Create policies with regard to admission, including setting application fees, and  
258 be the final authority on questions of membership;
- 259 5. Create policies with regard to and be the final authority on section and region  
260 bylaws;
- 261 6. Respond to communications from the council of representatives in a timely  
262 manner;
- 263 7. Advise the president on the appointment of all committee chairs, with authority to  
264 approve or deny such appointments, and elect the chair of the nominating  
265 committee;
- 266 8. Secure counsel in parliamentary and legal matters for the Society when  
267 necessary or appropriate;
- 268 9. Fix the time and location of the annual conference;
- 269 10. Authorize Society publications; and
- 270 11. Grant or revoke section charters.

271

### 272 B. Directors

273 The directors shall:

- 274 1. Serve as liaisons to and oversee the activities of committees as assigned by the  
275 president;
- 276 2. Oversee the budgeted funds and have the ultimate accountability for the fiscal

277 management of allotted funds to such committees; and  
278 3. Perform other duties as assigned by the president, the board of directors, or  
279 Society governing documents.  
280

281 C. Director of Regions

282 The director of regions shall:

- 283 1. Act as the board liaison for region governors and coordinator of their efforts;  
284 2. Act as the board liaison for the members at large president;  
285 2. Monitor professional section vitality according to policies adopted by the board of  
286 directors.  
287 3. Chair meetings of the region governors; and  
288 4. Perform other duties assigned by the president, the board of directors, region  
289 governors, or Society governing documents.  
290

291 D. Special Director

- 292 1. A special director may be elected by the board of directors to:  
293 a. Establish strategic partnerships;  
294 b. Contribute special knowledge or skills; and  
295 c. Represent special groups or priority interests.  
296 2. The special director shall perform duties assigned by the president, the board of  
297 directors, or Society governing documents.  
298

299 Section 3. Term of Office

- 300 A. The president shall serve for a period of one fiscal year.  
301 B. The president elect shall serve for one fiscal year, followed by a term as president.  
302 C. The secretary, treasurer, directors, and director of regions shall serve for a period of  
303 two fiscal years, with terms staggered as follows:  
304 1. The secretary and two directors shall take office during even-numbered fiscal  
305 years.  
306 2. The treasurer, two directors, and the director of regions shall take office during  
307 odd-numbered fiscal years.  
308 D. The directors, secretary and treasurer may serve no more than two consecutive  
309 terms in the same position.  
310 E. The special director shall serve for the remainder of the fiscal year, and may be  
311 elected to only one additional consecutive term.  
312 F. Service for more than half of a term shall be considered as a full term, except that  
313 the president elect shall be eligible to serve a full term as president, regardless of  
314 the length of any partial term served while filling a vacancy.  
315

316 Section 4. Eligibility

- 317 A. Candidates for all elected offices or positions, except the special director, must meet  
318 the following criteria:  
319 1. Be voting members of the Society; and  
320 2. Have served at least two years as a professional member of the council, as a  
321 Society committee chair, as a professional section or member at large president,  
322 or as a region governor.

- 323 B. Candidates for president elect and president must be either a senior member or a  
324 fellow and must have served at least two years on the board of directors.  
325 C. Candidates for director of regions must have served as a region governor. The  
326 director of regions may not be from the same region in two consecutive terms.  
327

328 Section 5. Meetings

- 329 A. The board of directors shall meet at least three times per year, upon the call of the  
330 president or any five members of the board of directors collectively as a group. At  
331 least one such meeting must be an in-person meeting. The board of directors may  
332 also meet via conference telephone or by any means of communication by which all  
333 persons participating in the meeting are able to communicate with one another. Two  
334 thirds of the voting members of the board of directors then in office, one of whom  
335 must be the president or president elect, shall constitute a quorum for the conduct of  
336 business. Proxy voting shall not be allowed.  
337 B. Thirty days notice shall be required for any in-person meeting of the board of  
338 directors. For telephone conference or other electronic means allowed by law, at  
339 least five days notice shall be required. Notice may be waived by directors before,  
340 during, or after any meeting, but such waiver must be unanimous, presented in  
341 writing, and placed on file with the records of the meeting.  
342

343 Section 6. Nomination and Election

- 344 A. The nominating committee shall, subject to the approval of the board of directors,  
345 develop and maintain appropriate documents to govern the Society in any cases of  
346 procedures for nomination, election and/or removal not covered by the law or these  
347 bylaws.  
348 B. The nominating committee shall be composed of one voting member from each  
349 region, elected by and from the members of that region, to serve for a period of two  
350 fiscal years. Terms shall be staggered so that approximately half of the members of  
351 the committee are elected each year, during the year in which their region is not  
352 holding an election for region governor. Members of the nominating committee may  
353 not succeed themselves.  
354 C. The chair of the nominating committee shall be elected annually by the board of  
355 directors.  
356 D. In order to be eligible to serve on the nominating committee, a member must have  
357 had recent experience with the Society on a national level, such as service on the  
358 board of directors, professional member of the council, as a region governor, or as a  
359 Society committee chair. Members of the nominating committee may not become  
360 candidates during their tenure of service on the nominating committee.  
361 E. The nominating committee shall select one or more qualified candidates for each of  
362 the available offices and present such slate to the board of directors and the council  
363 by February 1. The nominating committee may also recommend candidates for  
364 other positions, if so requested by the board or the council.  
365 F. Additional candidates may be nominated by petition, provided that:  
366 1. The member is eligible for the position.  
367 2. The member has given written consent to be placed on the ballot.  
368 3. At least two hundred voting members have signed a petition or endorsed an

- 369 email to place the candidate's name on the ballot, with at least forty  
370 signatures/endorsements from each of four separate regions.  
371 4. The petition, together with the written consent, is submitted to the Society  
372 headquarters by March 1.  
373 G. The executive director shall be responsible to ensure that the ballot, listing the  
374 candidates proposed by the nominating committee and any candidates who have  
375 properly petitioned, shall be sent to each voting member by April 1. No member  
376 may be nominated for more than one office or position on the ballot.  
377 H. Ballots must be returned by the date indicated on the ballot in order to be counted.  
378 A plurality shall elect. In case of a tie, the winner shall be chosen by lot.  
379

### 380 Section 7. Vacancy

- 381 A. A vacancy in the office of president shall be filled by the president elect for the  
382 remainder of the term, followed by one full term as president.  
383 B. A vacancy in the office of president elect shall be filled for the remainder of the term  
384 by the council within sixty days of the vacancy. A person filling a vacancy as  
385 president elect shall not automatically become president, but shall be eligible to be a  
386 candidate for president elect, regardless of the amount of time served while filling  
387 the vacancy.  
388 C. If both the president and president elect positions become vacant during the same  
389 fiscal year, an election shall be held for both positions for the next term of office.  
390 D. A vacancy in the office of director, director of regions, secretary, or treasurer shall be  
391 filled by the council within sixty days of the vacancy. Nominations to fill the vacancy  
392 may be made by council members or the nominating committee.  
393 E. If a director should be elected to another position prior to the expiration of the  
394 directorship, a vacancy shall be created in that director position and filled  
395 accordingly.  
396

### 397 Section 8. Removal

- 398 A. The president, president elect, secretary or treasurer may only be removed by a  
399 majority vote of the members properly responding to a mail ballot requesting  
400 removal of that officer, provided that at least one thousand ballots have been  
401 returned by the stated deadline. Such ballot shall be sent upon the petition of two  
402 hundred voting members of the Society, provided that there are at least forty  
403 signatures/endorsements from each of four separate regions.  
404 B. A director or the director of regions may be removed by a two-thirds vote of the  
405 council.  
406 C. A special director may be removed by a majority vote of the board of directors.  
407 D. Removal procedures not covered by law or these bylaws shall be developed by the  
408 nominating committee and approved by the board of directors.  
409  
410

## 411 **ARTICLE V – COUNCIL OF REPRESENTATIVES**

### 412 Section 1. Composition

- 413 A. The voting membership of the council shall consist of:  
414 1. One representative for each one hundred voting members or fraction thereof, not

- 415 to exceed four, elected by and from the voting members of each professional  
416 section;
- 417 2. One representative for each one hundred voting members at large or fraction  
418 thereof, not to exceed four, of each region containing at least ten members at  
419 large, elected by and from the voting members at large of each region;
  - 420 3. One representative for each one hundred voting members at large or fraction  
421 thereof, not to exceed four, of those who do not reside in a region, or who reside  
422 in regions with fewer than ten members at large, elected by the voting members  
423 at large to be represented; and
  - 424 4. One elected student representative from each region elected by and from the  
425 student sections of the region.
  - 426 5. Each of the above bodies may elect up to four alternates, who may serve in the  
427 absence of a voting delegate. All alternates shall be designated in the order in  
428 which they will be called upon to serve.
- 429 B. Nonvoting members of the council with the right to participate in the discussions of  
430 the council shall include members of the board of directors and region governors.  
431

#### 432 Section 2. Duties

- 433 A. The council shall be responsible for charting the strategic direction of SWE by  
434 developing and adopting the long-range goals for the Society. The council shall also  
435 be responsible to develop statements of external policy on issues or positions that  
436 have broad implications for the professional environment and the Society as an  
437 organization. To these ends, the council shall conduct essential dialogue on long-  
438 term trends and issues of common interest, so as to positively impact the  
439 contributions of women in engineering and technology and the creation of strategic  
440 policy for the Society, and shall communicate the outcome of such dialogue to the  
441 board of directors.
- 442 B. The council shall also:
- 443 1. Consider and, if necessary, vote upon recommendations received from  
444 throughout the Society;
  - 445 2. Set dues for all individual grades of membership, including allocation  
446 percentages of funds rebated to sections, members at large and regions;
  - 447 3. Establish policies on the use and restrictions of the contingency funds of the  
448 Society;
  - 449 4. Approve changes to the Society's trademarks or other emblems;
  - 450 5. Approve the establishment, amendment, or dissolution of any endowment funds  
451 and/or any subsidiary corporations of the Society;
  - 452 6. Approve changes to the number of regions and/or regional boundaries; and  
453 7. Approve changes to these bylaws.

#### 455 Section 3. Meetings

- 456 A. The council shall meet in person at least once annually at a time and place  
457 determined by the council. Such meeting shall be designated as the annual  
458 meeting.
- 459 B. The council may also meet at any other time upon the call of the speaker or by  
460 written petition of at least one third of the voting members of the council.

- 461 C. Unless otherwise restricted by law or these bylaws, the council may also conduct  
462 business by telephone or other electronic device, provided that all members can  
463 communicate with one another at the same time.
- 464 D. The council may also conduct business by mail, electronic mail, or fax, provided that:  
465 1. Complete and identical information is distributed to all members of the council at  
466 the same time.  
467 2. Instructions for reply, together with a return date no less than 14 days from the  
468 date of the mailing, are included.  
469 3. The integrity of each ballot can be verified as to the eligibility of the member  
470 casting the vote and that only one ballot is cast by any member.  
471 4. The number of votes returned meets the quorum requirements for the meeting.  
472 5. The vote required shall be the same as the vote for an in-person meeting.  
473 6. The balloting is in accordance with any additional policies adopted by the council  
474 to ensure that:  
475 a. Alternate methods of voting are provided for any council member who is  
476 unable to use the primary method; and  
477 b. The decision to take such a ballot is made by those properly authorized by  
478 the council to make such decision.  
479 7. The results of such ballot shall be reported to the council within fifteen days after  
480 the close of the ballot process.
- 481 E. Two thirds of the number of representatives who have been duly elected to serve as  
482 voting members of the council shall constitute a quorum for the conduct of the  
483 business of the council.
- 484 F. At least sixty days notice shall be given to all members of the council prior to an in  
485 person meeting, and at least ten days notice shall be given to all members of the  
486 council prior to a telephone conference call meeting.
- 487 G. No member of the council may vote by proxy.

488  
489 Section 4. Speaker and Deputy Speaker

490 A. Duties

- 491 1. The speaker shall:  
492 a. Be responsible to ensure effective facilitation of dialogue and effective  
493 communication among all council members;  
494 b. Be the council's advocate, voice, and point of contact;  
495 c. Serve as the presiding officer of the council, and prepare the council agenda  
496 in consultation with the president;  
497 d. Serve as a voting member of the board of directors and as such be the link  
498 between the council and the board;  
499 e. Implement the roles assigned to the council in partnership with the president  
500 and board of directors.
- 501 2. The deputy speaker shall:  
502 a. Assist the speaker in the performance of assigned and necessary duties;  
503 b. Perform the duties of the speaker in the absence of or at the request of the  
504 speaker;  
505 c. Serve as a nonvoting ex-officio member of the council and a nonparticipating  
506 ex-officio member of the board of directors;

- 507 d. Assume the role of speaker in case of a vacancy in that position, including  
508 serving as a voting member of the board of directors, if necessary;  
509 e. Implement the roles assigned to the council in partnership with the president  
510 and board of directors.

511  
512 B. Term of Office & Eligibility

- 513 1. A speaker and deputy speaker shall be elected by the voting members of the  
514 council to serve for a period of one fiscal year.  
515 2. Any candidate for speaker or deputy speaker must be a voting member of the  
516 society, and must have served a minimum of two years on the board of directors,  
517 as a region governor, or as a professional member of the council.  
518

519 C. Nomination

- 520 1. A council nominating committee shall be selected by the council to present a  
521 slate of one or more candidates each for speaker and deputy speaker, to be  
522 announced to the council of representatives by February 1.  
523 2. Candidates may be nominated by petition, provided that:  
524 a. The member is eligible for that position.  
525 b. The member has given written consent to be placed on the ballot.  
526 c. At least 25 current voting members of the council from at least four regions  
527 have signed a petition or endorsed an email to place the candidate's name on  
528 the ballot.  
529 d. The petition, together with the written consent, is submitted to the Society  
530 headquarters by March 1.  
531

532 D. Election

- 533 1. The speaker and deputy speaker shall be elected by mail ballot of the council  
534 during the same time frame as the elections for Society officers and directors.  
535 2. A plurality vote shall elect the speaker and deputy speaker.  
536 3. Alternate methods of voting or margins required for such election may be used  
537 by the council on a one-time basis, provided that such methods are adopted by  
538 previous notice and a vote of 2/3 of the entire council.  
539 4. If a member of the council is elected as speaker or deputy speaker, that vacancy  
540 shall be filled by the representative electing entity.  
541 5. If both the speaker and the deputy speaker positions become vacant during the  
542 same fiscal year, an election shall be held for both positions for the next term of  
543 office.  
544

545 E. Vacancy and Removal

- 546 1. In case of a vacancy in the position of deputy speaker, such vacancy shall be  
547 filled within 60 days according to council policy.  
548 2. The speaker and/or the deputy speaker may be removed by a two-thirds vote of  
549 the council.  
550

551 **ARTICLE VI – REGIONS**  
552

553 Section 1. Definition

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

555

556 Section 2. Region Governors

557 A. The voting members from each region shall elect a region governor to serve for a  
558 period of two fiscal years. Terms shall be staggered.

559 B. Candidates for region governor must:

560 1. Be a voting member in good standing;

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

563 3. Have served at least two years as a professional member of the council, or as a  
564 professional section or members at large president.

565 C. Region governors shall be responsible for coordinating communications within the  
566 region, for promoting and facilitating section vitality, for identifying needs within the  
567 region, and for being a resource to the sections and members.

568 D. Region governors shall be responsible for assigning sections and members at large  
569 to regions.

570 E. Under the direction of the director of regions, region governors shall recommend to  
571 the council any changes to the number of regions and/or regional boundaries.

572 F. Region governors shall prepare and submit reports of activities within the region as  
573 requested by the director of regions or the council.

574

575 Section 3. Region Bylaws

576 There shall be standard region bylaws provided to each region, which may adopt such  
577 bylaws or formulate its own, provided that no region bylaws may conflict with the  
578 standard region or Society bylaws. Region bylaws and amendments must be filed with  
579 the Society headquarters and approved by the secretary.

580

581 Section 4. Region Activities

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

585

586

587 **ARTICLE VII – SECTIONS**

588 Section 1. Professional Sections

589 A. Any group of at least ten voting members in the United States or Puerto Rico may  
590 apply to the Society for a charter to form a professional section. Such application  
591 must be accompanied by a copy of the proposed section bylaws, names of proposed  
592 officers, and the name(s) of the proposed section representative(s). Professional  
593 section members shall have the same membership grade in the section as they  
594 have in the Society.

595 B. Professional sections shall have control over their own activities and projects within  
596 the professional section, provided that no professional section activity may be in  
597 conflict with the established policies of the Society. Professional sections may not  
598 assess dues or fees.

599 C. If, in the judgment of the board of directors, a professional section fails to meet  
600 minimum requirements, as set by the board, for two or more consecutive years, the  
601 board may declare that section inactive. All current members of the section must be  
602 notified in writing at least thirty days prior to such action being taken. Should a  
603 section be declared inactive, it shall not be eligible to receive section dues rebates,  
604 have a section representative on the council, nor to act collectively in the name of  
605 SWE. Members of inactive sections shall automatically become members at large.  
606 The board of directors may reinstate a section that has been declared inactive  
607 provided that the section presents a letter requesting reinstatement signed by at  
608 least ten voting members of the section, and submitting with such letter a list of  
609 proposed officers and the name of their section representative.  
610

## 611 Section 2. Student Sections

- 612 A. Any group of at least ten student members from a college or university in the United  
613 States or Puerto Rico may petition the board of directors for a student section  
614 charter, provided that:
- 615 1. At least fifty percent of the members of the student section are women majoring  
616 in engineering or in engineering technology;
  - 617 2. At least eight of the members expect to be eligible for membership in that student  
618 section for the fiscal year following granting of the charter; and
  - 619 3. The petition shall also include a copy of the proposed bylaws and names of  
620 proposed officers.
- 621 B. The student section shall operate under the guidance of a SWE counselor, who  
622 shall be chosen as follows:
- 623 1. The SWE counselor of a student section shall be elected by the student section  
624 and shall be considered a nonvoting member of the student section.
  - 625 2. The SWE counselor must be a member in good standing of the Society. While it  
626 is desirable that the counselor be a voting member, should a voting member not  
627 be available, the board of directors may approve a qualified associate to be  
628 counselor.
  - 629 3. The counselor shall be responsible to the board of directors for the student  
630 section's compliance with these bylaws and other rules and policies of the  
631 Society.
- 632 C. Student sections shall have control over activities and projects within the section,  
633 provided that no student section activity may be in conflict with the established  
634 policies of the Society. The SWE counselor shall provide interpretations where  
635 needed, subject to review by the board of directors. Student sections may not  
636 assess dues or fees.
- 637 D. If, in the judgment of the board of directors, a student section fails to meet minimum  
638 requirements, as set by the board, for two or more years, the board may declare that  
639 student section inactive. Should a student section be declared inactive, it shall not  
640 be eligible to receive student section dues rebates, nor to participate in the election  
641 of a regional student representative to the council, nor to act collectively in the name  
642 of SWE. Members of inactive student sections shall automatically become student  
643 members at large. A student section which has been declared inactive may be  
644 reinstated by the board of directors upon receipt of a letter, requesting reinstatement

645 and including a list of proposed officers, SWE Counselor and Faculty Advisor, and  
646 signed by at least ten voting members of that student section of SWE.

647  
648 Section 3. Standard bylaws.

649 There shall be standard professional section and student section bylaws provided to  
650 each professional or student section, which may adopt such bylaws or formulate its  
651 own, provided that no section bylaws may have provisions which conflict with the  
652 Society or standard section bylaws. In the event that the standard bylaws are changed,  
653 those changes shall be made available to all members during review and after finalizing.  
654 The approved changes shall be automatically effective in all sections that have adopted  
655 the standard bylaws, and shall not require further filing or approval.

656  
657 Section 4. Revocation of Charter

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

662  
663  
664 **ARTICLE VIII – MEMBERS AT LARGE (MAL)**

665 Section 1. Definition

666 Any member who is not affiliated with a section is a member at large (MAL). Each  
667 member at large shall be assigned to the region appropriate to the preferred mailing  
668 address, or according to other criteria established by the board of directors.

669  
670 Section 2. Members at Large Bylaws

671 There shall be members at large bylaws provided to the members at large.  
672 Amendments to such bylaws must be filed with the Society headquarters.

673  
674 Section 3. MAL President

- 675 A. The members at large representatives shall elect a MAL president to serve for one  
676 fiscal year.
- 677 B. The MAL president shall be responsible for coordinating communications among the  
678 members at large, for identifying needs, and for being a resource to the members at  
679 large.
- 680 C. The MAL president shall prepare and submit reports of activities by the members at  
681 large as requested by the director of regions or the council.

682  
683 **ARTICLE IX – COMMITTEES**

684 Section 1. Committees

- 685 A. There shall be a finance committee, an audit committee, and any other such  
686 committees as the board of directors may direct.
- 687 B. Each committee shall have a board contact who shall also serve as an ex officio  
688 member of the committee. The board contact shall be designated by the president.  
689 Each committee shall develop policies and procedures for the operations of that  
690 committee, subject to the approval of the board of directors. No such policies and

- 691 procedures may conflict with these bylaws or other adopted rules of the Society.  
692 C. The finance committee shall be composed of at least five members, two of whom  
693 shall be members of the board of directors and at least two of whom shall be voting  
694 members of the council. The treasurer shall be an ex officio member of the finance  
695 committee. The finance committee shall be primarily responsible for:  
696     • Budgeting and long range financial planning;  
697     • Reviewing the independent annual financial audit, and reporting their  
698     recommendations to the board of directors;  
699     • Consulting on other financial matters of the Society on an as-needed basis.  
700 D. The audit committee shall be composed of at least three members, at least one of  
701 whom shall be a voting member of the council, and none of whom may be serving as  
702 treasurer or be an employee of the Society. The duties of the audit committee shall  
703 be to:  
704     • Select and recommend to the board an auditor who may not be contracted by  
705     SWE for any other functions other than auditing and tax preparation services;  
706     • Direct the staff to prepare the information for the audit;  
707     • Review the audit; and  
708     • Report to the board of directors on the process, outcome, and any committee  
709     recommendations.  
710

## 711 **ARTICLE X - ADMINISTRATION**

### 712 **Section 1. Headquarters Office**

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

### 732 **Section 2. Fiscal Year**

733 The fiscal year of the Society shall be July 1 to June 30.  
734

## 735 **ARTICLE XI – DISSOLUTION**

736

737 In the event of the dissolution of this Society, all real assets and remaining monies shall  
738 be donated to a non-profit organization operated exclusively for educational purposes  
739 as determined by the board of directors and allowed by law.  
740

741  
742 **ARTICLE XII – PARLIAMENTARY AUTHORITY**

743 The rules contained in the tenth edition of *Robert’s Rules of Order Newly Revised* shall  
744 govern this Society in all cases to which they are applicable and in which they are not  
745 inconsistent with these bylaws and any special rules of order that the Society may  
746 adopt.  
747

748  
749 **ARTICLE XIII – AMENDMENT**

- 750 A. These bylaws may be amended at any in person meeting of the council.  
751 B. Amendments may only be proposed by (1) a professional section, (2) the council, (3)  
752 the board of directors, (4) any ten members collectively as a group, (5) a member at  
753 large representative to the council and four other members at large collectively as a  
754 group, or (6) a student representative to the council and four voting members of the  
755 Society collectively as a group. Proposed amendments shall be submitted to the  
756 secretary.  
757 C. The exact text of the amendment shall be sent to each voting member and the  
758 student representatives on the Council at least thirty days before the council meeting  
759 at which the vote will be taken.  
760 D. Two thirds of the members of the council present and voting shall be required to  
761 amend these bylaws.  
762

763  
764 **ARTICLE XIV – GOVERNING LAW**

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

767 **Provisos to SWE Bylaws revision:**

768

769 1. Current members of the board of directors are exempt from the eligibility requirement  
770 requiring prior service on the council; service on the board of directors will be  
771 allowed to qualify for this requirement.

772

773 2. The directors from region A, C, E, G, and I shall continue on the board of directors  
774 until their terms expire. Such directors shall serve as directors at large.

775

776 3. For the first election held following the adoption of these bylaws, the secretary shall  
777 be elected for a one year term. Service for such one year term shall be considered  
778 as a full term. For the second and all subsequent elections, the secretary shall be  
779 elected for a two-year term.

780

781 4. For the first election held following the adoption of these bylaws, the two candidates  
782 with the greatest number of votes for director shall be elected to a two-year term,  
783 and the next two candidates for director with the greatest number of votes shall be  
784 elected to a one-year term. Service for such one-year term shall be considered as a  
785 full term. In case of a tie, the winner shall be decided by lot.

786

787 5. For the first election held following the adoption of these bylaws, the B, D, F, H, and  
788 J region governors shall be elected for a two-year term.

789

790 6. For the first election held following the adoption of these bylaws, the A, C, E, G, and  
791 I region governors shall be elected for one-year terms. Thereafter, these region  
792 governors shall be elected for two-year terms.

793

794 7. During the council session at which these bylaws are adopted, the council speaker  
795 and deputy speaker shall be elected for the FY 04 term. The speaker shall assume  
796 all rights and responsibilities of the office upon election.

797

798 8. The officers and directors elected for the FY 04 term shall continue to serve in that  
799 capacity for the remainder of their terms. The director of regions and one additional  
800 director shall be elected for the FY 05 term.

801

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

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807

SWE Board Composition and Election Cycle:

<b>FY 04</b>	<b>FY 05</b>
President (previous PE)	President (previous PE)
President elect elected	President elect elected
Secretary elected (1 year term)	Secretary elected (1 year term)
Treasurer elected (1 year term)	Treasurer elected (2 year term)
VP elected (1 year term)	Director elected (2 year term)
VP elected (1 year term)	Director elected (2 year term)
VP elected (1 year term)	Director elected (1 year term)
	Director elected (1 year term)
	Director of Regions elected (2 year term)
Region Director ACEGI elected (2 yr term)	Region Directors ACEGI continue as directors at large
Region Director BDFHJ continue	No BDFHJ on board
Speaker of COR ex officio (upon election)	Speaker of COR ex officio
Executive Director ex officio	Executive Director ex officio
	Special Director appointed if desired

808  
809

<b>FY 06 (and future even-numbered years)</b>	<b>FY 07 (and future odd-numbered years) (format changed for consistency)</b>
President (previous PE)	President (Previous PE)
PE elected	PE elected
Secretary elected (2 year term)	Secretary continues in office
Treasurer continues in office	Treasurer elected
Director continues in office	Director elected
Director continues in office	Director elected
Director elected (2 year term)	Director continues in office
Director elected (2 year term)	Director continues in office.
Director of Regions continues in office	Director of Regions elected (2 year term)
Speaker of COR ex officio	Speaker of COR ex officio:
Executive Director ex officio	Executive Director ex officio:
Special Director appointed if desired	Special Director appointed if desired

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