ARTICLE I – NAME AND OBJECTIVES

Section 1. Name
The name of this organization is the Society of Women Engineers, also known as “SWE” or "the Society."

Section 2. Objectives
The Society of Women Engineers is a non-profit, educational, service organization dedicated to making known the need for women engineers and encouraging young women to consider an engineering education. Specifically, its objectives are:

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

Section 3. Powers.
The members of the Society, both individually and collectively, are empowered to implement the objectives of the Society in consonance with the dignity of the engineering profession and the reputation of the Society. The Society may approve or adopt any position, report, standard, code, formula, or recommended practice pertinent to its objectives. The Society will not participate in nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II – MEMBERS

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

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

Section 1. Grades of Membership
A. Professional
A person who is or has been actively engaged in engineering work is eligible to
become a professional member, if one of the following criteria is met at the time of application for admission or advancement:

1. Holds a baccalaureate or advanced degree in engineering, engineering technology, or a science related to engineering; or

2. Has at least five years engineering experience indicating engineering competency and achievement.

B. Senior

1. A person who is or has been actively engaged in engineering work is eligible, if one of the following criteria is met at the time of application for admission or advancement:
   a. Holds a baccalaureate or advanced degree in engineering, engineering technology, or a science related to engineering and has at least ten years of engineering experience; or
   b. Has at least fifteen years of engineering experience, indicating engineering competency and achievement.

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

C. Fellow

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

D. Collegiate

1. A person who meets one of the following requirements is eligible for the grade of collegiate member, provided that such person is not employed full-time in an engineering position (except educational assignments such as internships or co-ops) or in a field related to engineering:
   a. Is pursuing an undergraduate course of study towards an associate or baccalaureate degree in engineering, engineering technology, or a field related to engineering; or
   b. Is pursuing a graduate course of study towards an advanced degree in engineering or a field related to engineering.

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

E. Associate

1. A person who supports the goals of the Society but does not qualify for membership under any of the aforementioned grades may be eligible for the grade of associate if such person is either:
   a. Engaged in work related to the practice of, or training for, engineering; or
b. Sponsored by a member of the senate, a section president, members at large president, or corporate member.

2. Associates shall not have the right to serve on the senate or board of directors.

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

Section 2. Application and Admission
All applicants for membership in the Society must submit a statement of qualifications to the Society headquarters on a form provided by the Society, accompanied by the required fees according to policies adopted by the board of directors.

Section 3. Dues
A. All members shall pay dues directly to the Society headquarters. Dues for all grades of membership, including any percentage allocation of funds rebated to sections and members at large shall be set by the board of directors.

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

Section 4. Resignation, Removal and Reinstatement
A. Any member in good standing may resign by submitting a letter of resignation to the Society headquarters.

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

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

Section 5. Annual Membership Meeting
A. There shall be an annual meeting of the membership held at the annual conference. Notice of the meeting must be sent to each member with the notice of the conference.

B. All members are eligible to attend and participate in the annual membership meeting. The quorum for such meeting shall be the voting members present. Matters referred by the president, board of directors, senate, or members may be discussed by all members in attendance, but only voting members shall have the right to vote.
ARTICLE III – OFFICERS

Section 1. Officers
The officers of the Society shall be the president, president elect, secretary, and treasurer.

Section 2. Duties
A. The president shall:
1. Represent the Society before the public as the official representative of the Society;
2. Preside over all meetings of the board of directors and the membership;
3. Appoint the chairs of Society committees, except the chair of the nominating committee, subject to the approval of the board of directors; -- [This section shall be struck March 1, 2019, and the following inserted: 3. Appoint the chairs of Society committees, except the standing committees, subject to the approval of the board of directors:]
4. Report to each meeting of the board of directors, the senate, and the membership on the progress and state of the Society; and
5. Perform other duties incident to the office of president, whether assigned by the board of directors, the senate, or Society governing documents.

B. The president elect shall:
1. Assume the duties of president in case of temporary absence or temporary inability to serve; and
2. Perform other duties incident to the office of president elect, whether assigned by the president, board of directors, the senate, or Society governing documents.

C. The secretary shall:
1. Serve as the chief elected communications officer of the Society;
2. Be responsible for the preparation and retention of the minutes of the board of directors and the membership;
3. Oversee the preparation and distribution of an agenda for each meeting of the board of directors and the membership, subject to the approval of the body at the meeting;
4. Review membership applications as is deemed necessary or upon request of headquarters personnel, and decide all matters of membership eligibility and reinstatement, subject to appeal to the board of directors;
5. Review charter applications and petitions according to board policies;
6. Approve section and members at large bylaws, as well as subsequent amendments, subject to appeal to the board of directors;
7. Have an up-to-date roll of the board of directors at all meetings of the board; 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 in-person meeting of the board of directors, the senate, and 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 speaker of the senate, 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, five directors, the speaker of the senate, and the collegiate director. 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. At the discretion of the board of directors, up to three special directors may be elected by the board of directors in accordance with these bylaws. No member may hold more than one position on the board of directors at any one time.

Section 2. Authority and Duties
A. Board of Directors
   The board of directors shall be the chief operational policy setting body of the Society, and shall also be responsible for approving statements of external policy on issues or positions that have broad implications for the professional environment and the Society as an organization. As such, the board of directors shall manage the business and affairs of the Society. The board shall also serve as the external face of SWE on issues affecting women in engineering and technology, act as stewards of the Society’s resources (i.e., people, time, and money), and use of the SWE brand. The board of directors shall maintain the strategic plan that is built on the vision created by the senate and the board of directors.
   1. Transact the business and manage the properties of the Society;
   2. Appoint the executive director and fix compensation and duties;
   3. Carry out its fiduciary responsibilities, including but not limited to:
      a. developing and approving the budget,
      b. authorizing the expenditure of funds,
      c. safeguarding the assets of the Society through ongoing fiscal oversight and management,
      d. securing a fidelity bond covering each officer and employee who handles the funds of the Society,
      e. retaining an external auditor recommended by the audit committee to ensure a competent annual audit of the financial records of the Society, and
      f. approving the audit report and acting upon the recommendations contained therein or those made by the finance committee.
4. Approve changes to the Society’s trademarks or other emblems;
5. Attend all meetings of the board of directors, the senate, and the membership.
6. Create policies with regard to admission, including setting application fees, and be the final authority on questions of membership;
7. Create policies with regard to and be the final authority on section and members at large bylaws;
8. Respond to communications from the senate in a timely manner;
9. Advise the president on the appointment of committee chairs, except the chair of the nominating committee, with authority to approve or deny such appointments;
-- [This section shall be struck on March 1, 2019 and the following inserted: 9. Advise the president on the appointment of committee chairs, except the chairs of the standing committees, with authority to approve or deny such appointments;]
10. Secure counsel in parliamentary and legal matters for the Society when necessary or appropriate;
11. Fix the time and location of the annual conference;
12. Authorize Society publications; and
13. Grant or revoke section charters.

B. Directors
The directors shall:
1. Serve as liaisons to and oversee the activities of committees as assigned by the president;
2. Oversee the budgeted funds and have the ultimate accountability for the fiscal management of allotted funds to such committees; and
3. Perform other duties as assigned by the president, the board of directors, or Society governing documents.

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

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

Section 3. Terms of Office
A. The president shall serve for one fiscal year.
B. The president elect shall serve for one fiscal year, followed by a term as president.

C. The secretary, treasurer, directors, and collegiate director shall serve for two fiscal years, with terms staggered as follows:
   1. The secretary, collegiate director, and two directors shall take office during even-numbered fiscal years.
   2. The treasurer and three directors shall take office during odd-numbered fiscal years.

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

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

Section 4. Eligibility

A. Candidates for all elected positions, except the senate speaker, collegiate director, and special directors, must be voting members of the Society in good standing, and
   1. Have served at least two years in the aggregate as a member of the senate, Society or senate committee chair, or professional section or members at large president; or
   2. Have experience that demonstrates competency in the required skill set as set forth by the nominating committee procedures.

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

C. Candidates for collegiate director must:
   1. Be or have been a collegiate member of the Society in good standing within two years immediately previous to submission of the nomination; and
   2. At the time of taking office, have at least two years of experience in the aggregate in at least two different SWE positions with significant leadership responsibility, provided that at least one year must be in a collegiate role.

Section 5. Meetings

A. The board of directors shall meet at least three times per year, upon the call of the president or any five members of the board of directors collectively as a group. At least one such meeting must be an in-person meeting. The board of directors may also meet via conference telephone or by any means of communication by which all persons participating in the meeting are able to communicate with one another. Two-thirds of the voting members of the board of directors then in office, one of whom must be the president or president elect, shall constitute a quorum for the conduct of business. Proxy voting shall not be allowed.
Section 6. Vacancy

A. A vacancy in the office of president shall be filled by the president elect for the remainder of the term, followed by one full term as president.

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

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

Section 7. Removal

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

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

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

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

ARTICLE V – SENATE

Section 1. Composition

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

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

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

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

**Provisos:**
- To serve in FY19, one senator shall be elected from each region (who may be a collegiate or a professional), and one international senator will be elected, each for a three year term. If a vacancy occurs during FY19 in a senate position, such vacancy shall not be filled. The quorum shall be 17.
- To serve in FY20, seven senators shall be elected at large by the voting members of the Society for three year terms. The quorum shall be 14.
- To serve in FY21, seven senators shall be elected at large by the voting members of the Society for three year terms. The quorum shall be 19.
- To serve in FY22, seven senators shall be elected at large by the voting members of the Society for three year terms. The quorum shall be 16.

**Section 2. Duties**

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

B. The senate shall also:
1. Consider and, if necessary, vote upon recommendations received from throughout the Society;
2. Establish policies on the use and restrictions of the Reserve Fund of the Society; and
3. Approve changes to these bylaws.

**Section 3. Meetings**

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

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

C. Unless otherwise restricted by law or these bylaws, the senate may also conduct business by telephone or other electronic device, provided that all members can communicate with one another at the same time.
D. The senate may also conduct business by mail, electronic mail, or fax, provided that:
1. Complete and identical information is distributed to all members of the senate at the same time.
2. Instructions for reply, together with a return date no less than fourteen days from the date of distribution, are included.
3. The integrity of each ballot can be verified as to the eligibility of the member casting the vote and that only one ballot is cast by any member.
4. The number of ballots returned meets the quorum requirements for an in-person meeting.
5. The vote required shall be the same as the vote for an in-person meeting.
6. The balloting is in accordance with any additional policies adopted by the senate to ensure that:
   a. Alternate methods of voting are provided for any senator who is unable to use the primary method; and
   b. The decision to take such a ballot is made by those properly authorized by the senate to make such decision.
7. The results of such ballot shall be reported to the senate within fifteen days after the close of the ballot process.

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

F. At least sixty days’ notice shall be given to all senators prior to an in-person meeting, and at least ten days’ notice shall be given to all senators prior to a telephone conference call meeting.

G. No senator may vote by proxy.

Section 4. Speaker, Deputy Speaker, and Senate Secretary

A. Duties
1. The speaker shall:
   a. Be responsible to ensure effective facilitation of dialogue and effective communication among all senators;
   b. Be the senate’s advocate, voice, and point of contact;
   c. Serve as the presiding officer of the senate, and prepare the senate agenda in consultation with the president;
   d. Serve as a voting member of the board of directors and as such be the link between the senate and the board;
   e. Implement the roles assigned to the senate in partnership with the president and board of directors; and
   f. Establish senate subordinate units as directed by the senate or as otherwise needed to conduct the work of the senate, and appoint the chairs of all senate subordinate units in consultation with the deputy speaker.
2. The deputy speaker shall:
   a. Assist the speaker in the performance of assigned and necessary duties;
b. Perform the duties of the speaker in the absence of or at the request of the speaker, except serving on the board of directors;
c. Serve as a nonvoting ex officio member of the senate;
d. Implement the roles assigned to the senate in partnership with the president and board of directors.

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

B. Term of Office & Eligibility

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

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

C. Vacancy

1. A vacancy in the position of speaker shall be filled by the deputy speaker for the remainder of the term.

2. A vacancy in a senator, deputy speaker, or senate secretary position shall be filled by election within sixty days according to senate policy.

D. Removal

1. The speaker, deputy speaker, or senate secretary may be removed by a two-thirds vote of the senate.

2. A senator may be removed by a majority vote of the members properly responding to a ballot requesting removal, provided that at least 1,000 ballots have been returned by the stated deadline. Such ballot shall be sent upon the petition of one percent of the voting members as of the previous December 31, provided that there are no more than ten percent of the signatures or email endorsements from any one section, the members at large, or the international
ARTICLE VI – SECTIONS AND OTHER GROUPS

Section 1. Professional Sections
A. Any group of at least ten non-collegiate voting members in good standing in the United States or Puerto Rico may apply to the Society for a charter to form a professional section. Such application must be accompanied by a copy of the proposed section bylaws and names of proposed officers. Professional section members shall have the same membership grade in the section as they have in the Society.

B. Professional sections shall have control over their own activities and projects within the professional section, provided that no professional section activity may be in conflict with the established policies of the Society. Professional sections may not assess dues or fees. At the discretion of the professional section, collegiate members who will be assigned to that section may be allowed to be candidates for election to positions other than president, provided that they will qualify for professional membership before the start of the term of office, but must meet these requirements and the requirements of the position in order to serve.

C. In order to be in good standing, a professional section must have at least ten non-collegiate voting members in good standing, current bylaws, and have filed its annual reports and officer lists.

D. If, in the judgment of the board of directors, a professional section is not in good standing for two or more consecutive years, the board may declare that section inactive. All current members of the section must be notified in writing at least thirty days prior to such action being taken. Should a section be declared inactive, it shall not be eligible to receive section dues rebates, or to act collectively in the name of SWE. Members of inactive sections shall automatically become members at large. A section that has been declared inactive may be reinstated by the board of directors upon receipt of a letter requesting reinstatement, accompanied by the same documentation required for chartering a new section.

Section 2. Collegiate Sections
A. Any group of at least ten collegiate members in good standing from a college or university in the United States or Puerto Rico may petition the board of directors for a collegiate section charter, provided that:
   1. At least fifty percent of the members of the proposed collegiate section are women majoring in engineering or engineering technology;
   2. At least eight of the members expect to be eligible for membership in that collegiate section for the fiscal year following granting of the charter; and
   3. The petition includes a copy of the proposed bylaws and names of proposed officers.
B. The collegiate section shall elect a counselor to the section. The counselor shall be a member in good standing, eligible for professional membership in the Society. The counselor shall not be a member of that collegiate section.

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

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

E. If, in the judgment of the board of directors, a collegiate section is not in good standing for two or more consecutive years, the board may declare that collegiate section inactive. All current members of the section must be notified in writing at least thirty days prior to such action being taken. Should a collegiate section be declared inactive, it shall not be eligible to receive collegiate section dues rebates, or act collectively in the name of SWE. Members of inactive collegiate sections shall automatically become members of a professional section (if available) or shall become members at large. A collegiate section which has been declared inactive may be reinstated by the board of directors upon receipt of a letter, requesting reinstatement and accompanied by the same documentation required for chartering a new section.

Section 3. Section Bylaws
There shall be professional section and collegiate section bylaws templates provided to all professional and collegiate sections. Sections may adopt such template or make such changes as allowed, provided that no section bylaws may conflict with the Society bylaws.

Section 4. Revocation of Charter
The board of directors may revoke the charter of any section for cause, after giving the section an adequate opportunity to be heard before the board of directors and upon a two-thirds vote of the board of directors. Upon the request of a section, the board of directors may revoke the charter by majority vote.

Section 5. Other Groups
Other groups may be created and managed by the board of directors to support the Society’s mission under such requirements as the board may determine.

ARTICLE VII – MEMBERS AT LARGE (MAL)
Section 1. Definition
Any member who is not affiliated with a section is a member at large (MAL).
Section 2. Members at Large Bylaws

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

ARTICLE VIII – INTERNATIONAL MEMBERS

Section 1. Definition

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

ARTICLE IX – COMMITTEES

Section 1. Committees

A. There shall be five standing committees and any other such committees as the board of directors may direct. The standing committees shall be audit, bylaws, ethics, finance, and nominating. Each committee shall be provided a charter that has been approved by the board and includes, at a minimum, the committee’s purpose, its scope, its authority and limitations on that authority, and the deliverables.

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

C. Standing committees shall have a chair and a chair-elect. The chair-elect shall be elected by the membership and shall serve for one fiscal year, followed by one fiscal year as chair. Candidates must be voting members of the Society in good standing and have experience that demonstrates competency in skills as determined by the nominating committee.

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

Section 2. Finance Committee

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

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

Section 3. Audit Committee
The audit committee shall be composed of at least three members, none of whom may
be serving as treasurer or be an employee of the Society. The duties of the audit
committee shall be to:

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

Section 4. Nominating Committee.
A. The nominating committee shall, subject to the approval of the board of directors,
develop and maintain appropriate procedures to govern the Society related to
nomination, election, or removal not covered by the law or these bylaws.

B. The nominating committee shall be composed of at least ten members, to serve for
a period of two fiscal years. The members will be designated by procedures
approved by the board of directors. Terms shall be staggered so that approximately
half of the members of the committee are selected each year. Members of the
nominating committee may not succeed themselves as members but may serve up
to two additional years; up to one year as chair-elect of the committee and up to one
year as chair of the committee.

C. The executive director shall be a nonvoting ex officio member of the committee;
however, by majority vote of the voting members of the nominating committee, the
executive director may be dismissed from all or any part of a meeting.

D. The chair and chair-elect of the nominating committee shall be nonvoting members
of the committee. Candidates for chair-elect must have recent service on the
nominating committee or board of directors and may be members of the committee
or board of directors at the time of selection. The chair or chair-elect may not serve
concurrently as a voting member on the committee or as a member of the board of
directors. The chair and chair-elect shall not be eligible to serve as a voting member
of the nominating committee for at least one year after serving as chair or chair-
elect.

E. In order to be eligible to serve on the nominating committee, a member must have
had recent experience on a Society level, such as service on the board of directors,
as a member of the senate, or as a Society committee chair. Members of the
nominating committee may not become candidates for elected positions other than
nominating committee chair-elect during their tenure of service on the nominating
committee.

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

G. Additional candidates for all positions may be nominated by petition, provided that:
1. The member is eligible for the position.
2. The member has given written consent to be placed on the ballot.
3. At least one percent of the voting members as of the previous December 31 have
signed a petition or endorsed an e-mail to place the candidate’s name on the
ballot, with no more than ten percent being from any one section or group, the
members at large, or the international members.
4. The petition, together with the written consent, is submitted to the Society
headquarters by March 1.

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

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

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

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

ARTICLE X – ADMINISTRATION

Section 1. Headquarters Office
A. The Society shall maintain an office for the conduct of business of the Society, at a
location determined by the board of directors. Such office shall be under the direct
supervision and authority of an executive director, who shall be appointed by the
board of directors. The executive director shall report to the board of directors and
perform duties under the direction of the board of directors as the board may require.

B. The executive director shall serve as the chief executive officer and shall have the
authority and responsibility for the operations of the headquarters office, unless
otherwise limited by the board of directors or by the budget. Such authority and
responsibility shall include, but not be limited to:
1. Employment and termination of employees, consultants, and vendors;
2. Management and direction of Society activities; and
3. Fiduciary responsibility for the assets of the Society assigned to headquarters.

C. Negotiation of the executive director’s contract and any subsequent performance evaluations will be done on behalf of the Society by the president and president elect. Such contract shall be reviewed by the Society’s legal counsel prior to presentation to the board of directors for final approval. All terms of the contract shall be disclosed to the board of directors.

Section 2. Fiscal Year
The fiscal year of the Society shall be July 1 to June 30.

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

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

ARTICLE XIII – AMENDMENT
A. These bylaws may be amended at any in-person meeting of the senate or by an electronic ballot vote.
B. Amendments may be proposed by any ten members of the Society collectively as a group, provided that at least eight are voting members, or a senator and four additional members, provided that at least three of the four are voting members. Proposed amendments shall be submitted to the secretary.
C. The exact text of the amendment shall be made available to the membership by posting on the Society’s website at least forty-five days before the senate meeting at which the vote will be taken or the date on which the electronic ballot is sent. Copies of the proposed amendments shall be sent to voting members upon request. The senators shall be notified when proposed amendments are posted.
D. Two-thirds of the entire voting membership of the senate at an in-person meeting or ninety percent of the entire voting membership of the senate by electronic ballot shall be required to amend these bylaws. If the electronic ballot requirement is not achieved, the proposal shall automatically be placed on the agenda of the next in-person meeting.
ARTICLE XIV – GOVERNING LAW

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