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3 **Background and Procedure**  
4 **Professional Section Bylaws Template**

5 SWE Society bylaws are periodically changed to complete changes in organizational structure  
6 or to comply with current best practices. When this happens, the bylaws template is updated to  
7 reflect the changes at the section level. In 2003, language was modernized, procedures were  
8 removed, and the organizational structure changed. In 2009, the structure changed from the  
9 COR to the Senate. In 2017, as part of revisions to the governance structure of SWE, regions  
10 were removed effective July 1, 2018 and collegiate members were given full voting rights.

11  
12 Bylaws describe the structure of the association and delineate the flow of authority for decision-  
13 making. In the past, many of the section bylaws contained numerous procedural type items not  
14 appropriate for bylaws. As a result, the language does not always accomplish what was  
15 intended.

16  
17 The template has been written with proper parliamentary language and will provide consistency  
18 in those areas that should not change (e.g. grades of membership, parliamentary authority, and  
19 dissolution). The section template allows as much flexibility in organizational structure as  
20 possible, and structures not outlined here will be considered by the bylaws committee as  
21 needed. The template provides a process for changing section bylaws as a result of changes at  
22 the Society level. Comments received on several drafts were incorporated into the final product.  
23

24 A section may choose among various options, delete the endnotes and comments, and have a  
25 set of bylaws they can use with minimal effort. Or they may modify them to reflect their unique  
26 issues, within the guidelines and requirements of the template.

27  
28 Sections will be expected to prepare a revision of their bylaws, by using the template and  
29 adjusting as appropriate for their section-specific issues within the guidelines of the template  
30 and submitting them for review. (A bylaws revision is a complete replacement of the existing  
31 bylaws with a new set, rather than processing amendments. The existing bylaws procedure for  
32 amendments must be followed in approving the revision.) Although this process appears  
33 cumbersome, it offers an opportunity for sections to review their bylaws and ensure that the  
34 bylaws really reflect how the section operates. For other sections, it offers the opportunity to  
35 revise operations to reflect a more appropriate operating model.

36  
37 With more than 400 professional and collegiate sections across the country, the most efficient  
38 way to ensure that each section's bylaws comply with the board's policies and proper  
39 parliamentary language is to provide a bylaws template. Sections using the template for their  
40 bylaws are assured that their bylaws are acceptable and they will be easily approved.  
41  
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~~Bylaws of the <fillintheblank>San Diego County Section Approved by the Section on mo-da-yr~~  
~~Approved by Society Secretary on mo-da-yr~~

43 **Checklist for Professional Section Bylaws Revision**

44  
45 Please use the following checklist to make sure you have completed the  
46 process correctly.

- 47
- 48
- 49  Review the modifiable template with your section executive council & insert your
- 50 section name in Article I.
- 51  Transfer your section’s revisions as allowed or applicable to the new template
- 52 using track changes. (Send any questions about what changes are allowed to
- 53 bylaws-chair@swe.org or see the FAQ page.) If you have been working with the
- 54 bylaws committee on a proposed amendment and do not have a copy of the
- 55 latest recommended changes please email bylaws-chair@swe.org.
- 56  A member of the bylaws committee will review and contact you to resolve any
- 57 questions.
- 58  Conduct a vote as specified in Article VIII (A proposed section should submit the
- 59 bylaws to all members in the proposed section’s territory according to the
- 60 amendment process in the template) to approve bylaws changes & update the
- 61 footer with your section number and date of approval.
- 62  Send the updated document in Word with the track changes to bylaws-
- 63 chair@swe.org
- 64

65  
66 \*\*\*\*\* End of Background Material \*\*\*\*\*  
67 \*\*\*\*\* Delete above material from document before submitting \*\*\*\*\*



\* A “track changes” draft is generated in a Word document using Tools> Track Changes> Highlight Changes> Track Changes While Editing. “Track Changes” shows all of the changes made to the section bylaws template so that the bylaws committee can quickly compare the submitted draft to the template.

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71 NOTE: This bylaws template may be adopted by a SWE professional section subject to the endnotes and  
72 instructions contained therein. PRIOR to adoption, these instructions and endnotes must be deleted.  
73  
74 The text in sections marked with asterisks (\*\*) may not be amended by the section, except as noted in the endnotes.  
75 Additional provisions may be included, as long as they are not in conflict with the marked sections or the Society  
76 bylaws.  
77  
78 If the section is incorporated, and additional provisions are required by the state as part of that incorporation, they  
79 may be added as necessary; a note of explanation, preferably from the section's attorney, should be provided. If  
80 there is a conflict between state requirements, or attorney recommendations, a letter from the attorney explaining the  
81 reason for the changes must be provided along with the changes.  
82  
83

84 **BYLAWS OF THE <SECTION NAME>SAN DIEGO COUNTY SECTION**  
85  
86 **OF**  
87  
88 **THE SOCIETY OF WOMEN ENGINEERS**  
89  
90

91 **ARTICLE I – NAME AND OBJECTIVES\*\***

92 Section 1. Name

93 The name of this organization shall be the <Section Name>San Diego County section  
94 (hereinafter called "the section") of the Society of Women Engineers (hereinafter called  
95 "the Society" or "SWE").  
96

97 Section 2. Objectives

98 The section is an organizational unit whose purpose is to further the objectives of the  
99 Society.  
100

101 Section 3. Powers

102 The section is empowered by the Society to pursue the objectives of the Society under  
103 these bylaws and in consonance with the Society bylaws.  
104

105 Section 4. Non-discrimination

106 In accordance with the Society's policies and purposes, the section shall not  
107 discriminate in connection with its membership and its services to the public at large.  
108  
109

110 **ARTICLE II – MEMBERSHIP\*\***

111 Section 1. Members

112 Members of the section are those members of the Society assigned to the section. All  
113 members of the section shall have the right to attend all in-person section and executive  
114 council meetings.  
115

116 Section 2. Grades of Membership

117 Members shall have the same membership grade in the section as they have in the  
118 Society and voting privileges as specified in the Society bylaws.

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Section 3. Business Meeting

A meeting of the general membership to conduct the business of the section may be called by the president, the executive council, or by a group of five percent or five<sup>1</sup> of the voting members of the section, whichever is greater. At least thirty days written notice shall be provided to all members prior to such a business meeting.

Section 4. Quorum

Fifteen<sup>2</sup> voting members or thirty percent of the voting members of the section, whichever is less, shall constitute a quorum for the conduct of the business of the section.

**ARTICLE III – OFFICERS**

Section 1. Officers\*\* 3

The officers of the section are the president, vice president, [recording secretary](#), [corresponding](#) secretary, and treasurer.

Section 2. Eligibility and Term of Office\*\*

A. The officers must be voting members of the Society who are assigned to the section.

The president and vice president must also be non-collegiate members of the Society. Collegiate members who will be assigned to the section may be candidates for positions other than president or vice president provided they will be members of the section and will qualify for professional membership before the start of the term of office; however, they must meet these requirements in order to serve. <sup>4</sup>

B. Section officers shall serve for a term of one fiscal year, to coincide with the Society's fiscal year.

C. Officers may<sup>5</sup> hold more than one office provided that there is a minimum of three<sup>6</sup> elected officers of the section. No one may hold the office of president and treasurer at the same time.

Section 3. Duties7\*\*

A. The president shall:

1. Represent the section before the public and preside at meetings of the section and its executive council;
2. Appoint the chairs of all committees, with the approval of the executive council, except the chair of the nominating committee;
3. Approve the appointment of all committee members, except the members of the nominating committee;
4. Authorize the disbursement of section funds within the budget approved by the executive council;
5. Be an authorized signatory on all section accounts;

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- 163 6. Coordinate activities and execute the business and policies of the section  
164 between meetings;  
165 7. Review and approve the year-end section financial report;  
166 8. Provide oversight and guidance to the committee chairs as assigned, and  
167 9. Perform other duties normally associated with the office of president or as may  
168 be assigned by the executive council or the governance documents.

- 170 B. The vice president shall:  
171 1. Assume the duties of the president if the president is temporarily unable to serve;  
172 2. Provide oversight and guidance to the committee chairs as assigned; and  
173 3. Perform such other duties as may be assigned by the president, the executive  
174 council, or the governance documents.

- 176 C. The recording secretary shall:  
177 1. Maintain the records of the section;  
178 2. Provide oversight and guidance to the committee chairs as assigned; and  
179 ~~3.~~ 3. Perform other duties normally associated with the office of secretary or as  
180 may be assigned by the president, the executive council, or the governance  
181 documents.

- 183 D. The corresponding secretary shall:  
184 1. Perform all formal correspondence for the section;  
185 2. Provide oversight and guidance to the committee chairs as assigned; and  
186 3. Perform other duties normally associated with the office of secretary or as may  
187 be assigned by the president, the executive council, or the governance  
188 documents.

- 190 ~~ED.~~ The treasurer shall:  
191 1. Be responsible for the collection, distribution, and safekeeping of section funds;  
192 2. Prepare, maintain, and report as directed on the financial position of the section  
193 in relation to the approved budget;  
194 ~~4-3.~~ 3. Submit a financial report to the Society in accordance with established  
195 procedures;  
196 ~~2-4.~~ 4. Provide oversight and guidance to the committee chairs as assigned; and  
197 5. Perform other duties normally associated with the office of treasurer or as may  
198 be assigned by the president, the executive council, or the governance  
199 documents.

200  
201 Section 4. Nomination and Election<sup>8</sup>

- 202 A. The executive council shall elect at least three members to serve on the nominating  
203 committee. The nominating committee shall select its own chair, who must be a  
204 non-collegiate member of the Society but does not need to have been elected to the  
205 committee by the executive council.  
206

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- 207 B. Members of the nominating committee may not become candidates during their  
 208 tenure of service on the nominating committee.  
 209  
 210 C. <sup>9</sup>The nominating committee shall propose at least one qualified candidate for each of  
 211 the officer positions. The slate shall be presented to the members of the section by  
 212 mail, electronic mail, or posting on the section web site by April 15 of each year.  
 213  
 214 D. Additional candidates may be nominated by petition<sup>10</sup>, provided that:  
 215 1. The member is eligible for the position;  
 216 2. The member has given written consent to being placed on the ballot;  
 217 3. A minimum of two percent or five of the voting members of the section,  
 218 whichever is greater, have signed a petition or endorsed an email to place the  
 219 candidate's name on the ballot; and  
 220 4. The petition, together with the written consent, is submitted to the chair of the  
 221 nominating committee by April 30 or fifteen days after the slate is announced to  
 222 the members of the section, whichever is later.  
 223  
 224 E. The chair of the nominating committee shall arrange for the distribution of ballots to  
 225 occur at least twenty-one days prior to the required return date for the vote. Voting  
 226 may be by mail, electronic mail or web-based provided that mail ballots are sent to  
 227 those without electronic access. The chair of the nominating committee shall select  
 228 a tellers committee to receive and count the votes, and to report the results to the  
 229 president.  
 230  
 231 F. The voting members of the section shall elect the section officers.  
 232  
 233 G. A plurality shall elect for each office. Write-in votes for eligible candidates shall be  
 234 allowed. In the event of a tie, the election for that position shall be determined by lot,  
 235 conducted by the chair of the nominating committee.  
 236

237 **Section 5. Vacancies**

- 238 A. A vacancy in the office of president shall be filled by the vice president for the  
 239 remainder of the term.  
 240  
 241 B. A vacancy in the office of vice president<sup>11</sup>, [recording secretary, corresponding](#)  
 242 secretary, or treasurer shall be filled by election by the executive council.  
 243  
 244

245 **ARTICLE IV – EXECUTIVE COUNCIL**<sup>12</sup>

246 **Section 1. Composition**

247 The governing body of the section shall be the executive council. The officers of the  
 248 section shall constitute the executive council.<sup>13</sup> An individual holding more than one  
 249 position on the executive council has only one vote and counts as a single person for  
 250 the purpose of a quorum.

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251  
 252 **Section 2. Duties**  
 253 The executive council shall:  
 254 1. Transact the business of the section;  
 255 2. Implement section policies as determined by the membership;  
 256 3. Elect the members of the nominating committee;  
 257 4. Approve the appointment of all committee chairs, except the chair of the  
 258 nominating committee; and  
 259 5. Approve the section budget and authorize expenditures not included in the  
 260 approved budget.  
 261  
 262 **Section 3. Conducting Business**  
 263 A. The executive council shall meet regularly to conduct the business of the section  
 264 upon the call of the section president or by written petition of at least one-third of the  
 265 voting members of the executive council.  
 266  
 267 B. Unless otherwise restricted by law or these bylaws, the executive council may also  
 268 conduct business by telephone, mail, electronic mail, fax, or other electronic devices.  
 269  
 270 **Section 4. Quorum**  
 271 A. A quorum shall be a majority of the members of the executive council then in office,  
 272 but not less than three, one of whom is the president or vice president.  
 273  
 274 B. No member of the executive council may vote by proxy.  
 275  
 276 **Section 5. Removal**  
 277 Any officer may be removed for cause by a vote of two-thirds of the voting members of  
 278 the section responding to a recall ballot, provided that votes have been received from at  
 279 least the number of members required for a quorum. Such removal shall be effective  
 280 immediately upon the recording of such vote. Removal procedures not covered by law  
 281 or these bylaws shall be developed and approved by the executive council.  
 282  
 283  
 284 **ARTICLE V – COMMITTEES**  
 285 A. The executive council may establish committees as the need arises<sup>14</sup>.  
 286  
 287 B. The chairs of the committees shall be appointed by the president. The members of  
 288 the committees shall be appointed by the chair of the committee with the approval of  
 289 the president.  
 290  
 291 C. The executive council shall prepare a description of the duties and reporting  
 292 relationships of each committee.  
 293

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294 D. Each committee chair shall present a status report to the membership when  
295 requested by the executive council contact. Each committee chair shall also prepare  
296 an annual report providing input to the section's final report to the Society.  
297

298

299 **ARTICLE VI – DISSOLUTION\*\***

300 In the event of dissolution, the assets of the section shall be first used to pay any  
301 remaining debts, after which any remaining funds shall be disbursed to SWE sections,  
302 the SWE members at large organization, the Society, or SWE endowment funds as  
303 recommended by the section's executive council and approved by the SWE board of  
304 directors.  
305

306

307 **ARTICLE VII – PARLIAMENTARY AUTHORITY\*\***

308 The rules contained in the parliamentary authority specified in the Society bylaws shall  
309 govern this section in all cases to which they are applicable and in which they are not  
310 inconsistent with these bylaws and any special rules of order the section may adopt.  
311

312

313 **ARTICLE VIII – AMENDMENT\*\***

314 A. These bylaws may be amended by a two-thirds vote of the members present and  
315 voting at a meeting or of the ballots received prior to the stated deadline.  
316

317 B. Amendments may be proposed by a majority of the executive council or five voting  
318 members of the section. All proposed amendments must be submitted to the  
319 [recording](#) secretary.  
320

321

322 C. Written notice, delivered either by mail or electronically, must be given to all  
323 members of the section at least thirty days prior to the date of the meeting or the  
324 specified date for voting to be completed.

325

326 D. Amendments adopted by the section shall be sent to the Society secretary according  
327 to established procedures, and shall become effective after approved by the Society  
328 secretary.

329

330 E. Required sections are marked with a double asterisk (\*\*) and conform to the  
331 professional section bylaws template. Changes to these sections of the professional  
332 section bylaws template shall become part of these bylaws upon approval of the  
333 Society<sup>15</sup>. The section [corresponding](#) secretary shall incorporate such changes into  
334 the section bylaws and forward the updated bylaws to the Society secretary within  
335 six months of notification of the change to the section bylaws template.  
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<sup>1</sup> Sections may change this to use a number or percent that is appropriate for the size of the section. Do not change both the number and percentage.

<sup>2</sup> Sections may change this to use a number or percent that is appropriate for the size of the section. Quorum needs to be greater than what just the officers could meet on their own. Do not change both the number and percentage.

<sup>3</sup> The officers shown here (president, vice president, secretary, and treasurer) are the minimum positions. "Secretary" and "Treasurer" titles must not be converted to "Vice President" titles. President elect may be added or replace vice president. The secretary and treasurer positions may be officially combined (otherwise this option already exists in the next paragraph of this section.) Other officer positions, such as multiple vice presidents or multiple secretaries, or directors, may be added as deemed appropriate to carry out the activities of the section. Titles like Historian, Webmaster, Girl Scout Coordinator, Social Coordinator, and Fundraising Coordinator are not appropriate officer titles. If having multiple vice presidents, the bylaws must include a means for identifying who takes over in the absence of the president and in a vacancy in the presidency. It is not acceptable to have the executive council make this selection. If multiple secretaries are added, one of them must be designated to handle bylaws revision in Article VIII. All positions elected by the membership must be included in the bylaws.

<sup>4</sup> This is the preferred wording to enable flexibility should the section need it. By using this language, collegiate members who expect to be members of the professional section and qualify for professional membership before the start of the term of office may be nominated (either by the nominating committee or by petition) for positions other than president or vice president, but to serve they must be elected and meet the eligibility requirements prior to the start of the term of office. Collegiate members attending graduate school and not employed full time in an engineering position or a field related to engineering will also be able to hold office in the section if they are members of the section and otherwise qualify for professional membership in the Society. If the section wishes to restrict candidates only to non-collegiate members of the Society assigned to the section, change this paragraph to read "The officers must be non-collegiate members of the Society who are assigned to the section. All candidates must meet these eligibility requirements at the time of nomination."

<sup>5</sup> This is the preferred wording to enable flexibility should the section need it. Some sections may want to prohibit officers from holding more than one office at a time. Then change this paragraph to simply read "Officers shall hold only one office at a time."

<sup>6</sup> If a section adds several officers to their EC then in the EC article the minimum number for quorum needs to be increased; the number here in this article should match to avoid potential shortfalls in meeting quorum.

<sup>7</sup> Additional duties may be added as needed to define the organizational structure. These additional duties should not be procedural in nature. The template duties are intentionally generic; the specifics of these duties should be covered in a procedures document. This allows greater flexibility for the section. When adding a duty that you feel is absolutely required, add it prior to the last one in the template, so that "Perform such other duties ..." is always the last one listed.

<sup>8</sup> This is a highly recommended process for nominations and elections; the section may choose to adopt it or modify it, as long as the rights of all members are upheld and the provisions are in the section's bylaws. If modifying this section, follow the same outline as the template. Deadline dates should be chosen to conform to the section's business schedule, keeping in mind that there is a fifteen-day period allowed for petition candidates and that new section officers must be reported to Society headquarters by the end of the fiscal year. Any major changes to this section will most likely have to be reviewed by the parliamentarian before the can be approved.

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<sup>9</sup> If section utilizes a business meeting to vote in person, wording here may be: "The slate shall be posted on the section website at least seventeen days prior to the April business meeting and additional candidates may be nominated at the April business meeting from the floor."

<sup>10</sup> If section utilizes a business meeting to vote in person, petition wording may be replaced with nominations are taken from the floor at the April business meeting. If the floor nominee isn't present, her/his written acceptance could still be accepted.

<sup>11</sup> If section has a president elect, need to add language similar to what is used in the Society bylaws for president elect.

<sup>12</sup> These provisions are minimums and cannot be removed. Additional provisions may be added provided that they are not in conflict with the Society's bylaws.

<sup>13</sup> Other elected positions may be added to the executive council, such as directors. If other elected positions are added, be sure other sections of the bylaws are revised accordingly. May add, "Committee chairs shall be non-voting members of the executive council."

<sup>14</sup> No standing committees are included in the template, as they are not required for defining the essential structure and flow of authority within the section. Committees are very important in the operation of the section, and can be better defined in a separate document, such as a procedures document, which can be easily revised as the needs of the section require.

<sup>15</sup> The template will not change unless (1) the Society bylaws change and the template change is for compliance, or (2) the template is changed by the board following at least 60 days notice to all sections of an anticipated change.

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