

1 **BYLAWS OF THE C002, HOUSTON AREA SECTION**
2
3 **OF**
4
5 **THE SOCIETY OF WOMEN ENGINEERS**
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8 **ARTICLE I – NAME AND OBJECTIVES****

9 Section 1. Name

10 The name of this organization shall be the C002, Houston Area section (hereinafter
11 called “the section”) of the Society of Women Engineers (hereinafter called “the Society”
12 or “SWE”).

13
14 Section 2. Objectives

15 The section is an organizational unit whose purpose is to further the objectives of the
16 Society.

17
18 Section 3. Powers

19 The section is empowered by the Society to pursue the objectives of the Society under
20 these bylaws and in consonance with the Society bylaws.

21
22 Section 4. Non-discrimination

23 In accordance with the Society’s policies and purposes, the section shall not
24 discriminate in connection with its membership and its services to the public at large.

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26 **ARTICLE II – MEMBERSHIP****

27 Section 1. Members

28 Members of the section are those members of the Society assigned to the section. All
29 members of the section shall have the right to attend all in-person section and executive
30 council meetings.

31
32 Section 2. Grades of Membership

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

35
36 Section 3. Business Meeting

37 A meeting of the general membership to conduct the business of the section may be
38 called by the president, the executive council, or by a group of five percent or five of the
39 voting members of the section, whichever is greater. At least fifteen days written notice
40 shall be provided to all members prior to such a business meeting. There shall be a
41 minimum of 1 business meeting per year.

42
43 Section 4. Quorum

44 Fifteen voting members or thirty percent of the voting members of the section,
45 whichever is less, shall constitute a quorum for the conduct of the business of the
46 section.

47

48 **ARTICLE III – OFFICERS**

49 **Section 1. Officers****

50 The officers of the section are the president, vice president-external, vice president-
51 internal, vice president-career guidance, secretary, treasurer, and section
52 representative(s) as designated in the Society bylaws.

53

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

55 A. The officers must be voting members of the Society and assigned to the section.

56

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

59

60 C. Officers may hold more than one office provided that there is a minimum of three
61 elected officers of the section. No one may hold the office of president and treasurer
62 at the same time.

63

64 **Section 3. Duties****

65 A. The president shall:

66 1. Represent the section before the public and preside at meetings of the section
67 and its executive council;

68 2. Appoint the chairs of all committees, with the approval of the executive council,
69 except the chair of the nominating committee;

70 3. Approve the appointment of all committee members, except the members of the
71 nominating committee;

72 4. Authorize the disbursement of section funds within the budget approved by the
73 executive council;

74 5. Be an authorized signatory on all section accounts;

75 6. Coordinate activities and execute the business and policies of the section
76 between meetings;

77 7. Review and approve the year-end section financial report;

78 8. Provide oversight and guidance to the committee chairs as assigned; and

79 9. Perform other duties normally associated with the office of president or as may
80 be assigned by the executive council or the governance documents.

81

82 B. The vice president-external shall:

83 1. Assume the duties of the president if the president is temporarily unable to serve;

84 2. Provide oversight and guidance to the committee chairs as assigned; and

85 3. Perform such other duties as may be assigned by the president, the executive
86 council, or the governance documents.

87

88 C. The vice president-internal shall:

89 1. Provide oversight and guidance to the committee chairs as assigned; and

90 2. Perform such other duties as may be assigned by the president, the executive
91 council, or the governance documents.

92

93 D. The vice president-career guidance shall:

94 1. Provide oversight and guidance to the committee chairs as assigned; and

94 2. Perform such other duties as may be assigned by the president, the executive
95 council, or the governance documents.

96

97 E. The secretary shall:

98 1. Maintain the records of the section;

99 2. Provide oversight and guidance to the committee chairs as assigned; and

100 3. Perform those duties expected of them as described in the region governance
101 documents; and other duties normally associated with the office of secretary or
102 as may be assigned by the president, or the executive council.

103

104 F. The treasurer shall:

105 1. Be responsible for the collection, distribution, and safekeeping of section funds;

106 2. Prepare, maintain, and report as directed on the financial position of the section
107 in relation to the approved budget;

108 3. Submit a financial report to the Society in accordance with established
109 procedures;

110 4. Provide oversight and guidance to the committee chairs as assigned; and

111 5. Be a non-voting member of the section board of trustees;

112 6. Perform other duties normally associated with the office of treasurer or as may
113 be assigned by the president, the executive council, or the governance
114 documents.

115

116 G. The section representative(s) shall:

117 1. Perform those duties expected of them as described in the region governance
118 documents; and

119 2. Perform other duties normally associated with the office of section representative
120 or as may be assigned by the president, the executive council, or the
121 governance documents.

122

123 Section 4. Nomination and Election

124 A. The executive council shall elect at least three members to serve on the nominating
125 committee. The nominating committee shall select its own chair, who must be a
126 voting member of the Society but does not need to have been elected to the
127 committee by the executive council.

128

129 B. Members of the nominating committee may not become candidates during their
130 tenure of service on the nominating committee.

131

132 C. The nominating committee shall propose at least one qualified candidate for each of
133 the officer positions. The slate shall be presented to the members of the section by
134 mail, electronic mail, or posting on the section website prior to the April business
135 meeting and additional candidates may be nominated at the April business meeting
136 from the floor.

137

138 D. Additional candidates may be nominated by petition, provided that:

139 1. The member is eligible for the position;

2. The member has given written consent to being placed on the ballot;

- 140 3. A minimum of two percent or five of the voting members of the section, whichever
- 141 is greater, have signed a petition or endorsed an email to place the candidate's
- 142 name on the ballot; and
- 143 4. The petition, together with the written consent, is submitted to the chair of the
- 144 nominating committee by April 30.
- 145
- 146 E. The chair of the nominating committee shall arrange for the distribution of ballots to
- 147 occur at least twenty-one days prior to the required return date for the vote. Voting
- 148 may be by mail, electronic mail or web-based provided that mail ballots are sent to
- 149 those without electronic access. The chair of the nominating committee shall select a
- 150 tellers committee to receive and count the vote and to report the results to the
- 151 president.
- 152
- 153 F. The voting members of the section shall elect the section officers.
- 154
- 155 G. A plurality shall elect for each office. Write-in votes for eligible candidates shall be
- 156 allowed. In the event of a tie, the election for that position shall be determined by lot,
- 157 conducted by the chair of the nominating committee.

158
159 Section 5. Alternate Section Representative(s)**

- 160 A. Alternate section representatives may be elected during the officer election process.
- 161
- 162 B. The executive council may elect alternate(s) for the purpose of attending a region
- 163 council meeting if the section representative(s) or alternate(s) cannot attend.
- 164
- 165 C. All alternates shall be designated in the order in which they will be called to serve,
- 166 with alternates elected by the membership serving before those selected in any
- 167 other manner.
- 168
- 169 D. Alternate section representatives must meet the same eligibility requirements as
- 170 section representatives.

171
172 Section 6. Vacancies

- 173 A. A vacancy in the office of president shall be filled by the vice president-external for
- 174 the remainder of the term.
- 175
- 176 B. A vacancy in the office of vice president-external, vice president-internal, vice
- 177 president-career guidance, secretary, or treasurer shall be filled by election by the
- 178 executive council.
- 179
- 180 C. A vacancy in the office of section representative shall be filled by the next available
- 181 alternate section representative. If there is no available alternate section
- 182 representative, the executive council may elect an alternate to fill the vacancy.

183
184 **ARTICLE IV – EXECUTIVE COUNCIL**

185 Section 1 Composition

The governing body of the section shall be the executive council. The officers of the

186 section shall constitute the executive council. Committee chairs shall be non-voting
187 members of the executive council. An individual holding more than one position on the
188 executive council has only one vote and counts as a single person for the purpose of a
189 quorum.

190
191 Section 2. Duties

192 The executive council shall:

- 193 1. Transact the business of the section;
- 194 2. Implement section policies as determined by the membership;
- 195 3. Elect the members of the nominating committee;
- 196 4. Approve the appointment of all committee chairs, except the chair of the
197 nominating committee;
- 198 5. Ensure that the section is represented at region council meetings; and
- 199 6. Approve the section budget and authorize expenditures not included in the
200 approved budget.

201
202 Section 3. Conducting Business

- 203 A. The executive council shall meet regularly to conduct the business of the section
204 upon the call of the section president or by written petition of at least one-third of the
205 voting members of the executive council.
- 206
207 B. Unless otherwise restricted by law or these bylaws, the executive council may also
208 conduct business by telephone, mail, electronic mail, fax, or other electronic devices.

209
210 Section 4. Quorum

- 211 A. A quorum shall be a majority of the members of the executive council then in office,
212 but not less than five, one of whom is the president, vice president, or Section 5.
213 Alternate Section Representative.
- 214
215 B. No member of the executive council may vote by proxy.

216
217 Section 5. Removal

218 Any officer may be removed for cause by a vote of two-thirds of the voting members of
219 the section responding to a recall ballot, provided that votes have been received from at
220 least the number of members required for a quorum. Such removal shall be effective
221 immediately upon the recording of such vote. Removal procedures not covered by law
222 or these bylaws shall be developed and approved by the executive council.

223
224 **ARTICLE V – COMMITTEES**

- 225 A. The executive council may establish committees as the need arises.
- 226
227 B. The chairs of the committees shall be appointed by the president. The members of
228 the committees shall be appointed by the chair of the committee with the approval of
229 the executive council member who oversees that committee.
- C. The executive council shall prepare a description of the duties and reporting
relationships of each committee.

230 D. Each committee chair shall present a status report to the membership when
231 requested by the executive council contact. Each committee chair shall also prepare
232 an annual report providing input to the section representative for the section's final
233 report to the Society.

234

235 **ARTICLE VI – DISSOLUTION****

236 In the event of dissolution, the assets of the section shall be first used to pay any
237 remaining debts, after which any remaining funds shall be disbursed to SWE regions,
238 SWE sections, the SWE members-at-large organization, the Society, or SWE
239 endowment funds as recommended by the section's executive council and approved by
240 the SWE board of directors.

241

242 **ARTICLE VII – PARLIAMENTARY AUTHORITY****

243 The rules contained in the tenth edition of *Robert's Rules of Order Newly Revised* shall
244 govern this section in all cases to which they are applicable and in which they are not
245 inconsistent with these bylaws and any special rules of order the section may adopt.

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247 **ARTICLE VIII – AMENDMENT****

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

250 B. Amendments may be proposed by a majority of the executive council or five voting
251 members of the section. All proposed amendments must be submitted to the
252 secretary.

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

256 D. Amendments adopted by the section shall be sent to the Society secretary according
257 to established procedures, and shall become effective after approval by the Society
258 secretary.

259 E. Required sections are marked with a double asterisk (**) and conform to the
260 professional section bylaws template. Changes to these sections of the professional
261 section bylaws template shall become part of these bylaws upon approval of the
262 Society. The section secretary shall incorporate such changes into the section
263 bylaws and forward the updated bylaws to the Society secretary within six months of
264 notification of the change to the section bylaws template.

265

266 **ARTICLE IX – TRUSTEES**

267

268 There shall be a section board of trustees (hereinafter called "BOT") to manage the
269 investment funds of the section, as defined mutually by the section executive council
270 and the BOT. The section executive council shall determine how the funds shall be
271 dispersed according to procedures approved by the membership. The BOT shall
272 develop and maintain policies to govern their operations. The BOT chair shall report to
273 the section president and provide a quarterly written report to the section executive
274 council.

The BOT shall be composed of four section voting members and the section treasurer,

275 who shall serve as a non-voting ex-officio member. Terms of office shall be three years
276 with two trustees being elected one year and one trustee elected each of the
277 subsequent years. Any trustee may be re-elected to succeed herself/himself.

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