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**BYLAWS OF THE ORANGE COUNTY SECTION  
OF  
THE SOCIETY OF WOMEN ENGINEERS**

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

Section 1. Name

The name of this organization shall be the Orange County section (hereinafter called “the section”) of the Society of Women Engineers (hereinafter called “the Society” or “SWE”).

Section 2. Objectives

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

Section 3. Powers

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

Section 4. Non-discrimination

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

**ARTICLE II – MEMBERSHIP\*\***

Section 1. Members

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

Section 2. Grades of Membership

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

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 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

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.

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### 49 **ARTICLE III – OFFICERS**

#### 50 **Section 1. Officers\*\***

51 The officers of the section are the president, internal vice president, external vice  
52 president, secretary, and treasurer.

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

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

56 The president and vice presidents must also be non-collegiate members of the  
57 Society. Collegiate members who will be assigned to the section may be candidates  
58 for positions other than president or either vice president provided they will be  
59 members of the section and will qualify for professional membership before the start  
60 of the term of office; however, they must meet these requirements in order to serve.

61

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

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

68

#### 69 **Section 3. Duties\*\***

70 A. The president shall:

- 71 1. Represent the section before the public and preside at meetings of the section  
72 and its executive council;
- 73 2. Appoint the chairs of all committees, with the approval of the executive council,  
74 except the chair of the nominating committee;
- 75 3. Approve the appointment of all committee members, except the members of the  
76 nominating committee;
- 77 4. Authorize the disbursement of section funds within the budget approved by the  
78 executive council;
- 79 5. Be an authorized signatory on all section accounts;
- 80 6. Coordinate activities and execute the business and policies of the section  
81 between meetings;
- 82 7. Review and approve the year-end section financial report;
- 83 8. Provide oversight and guidance to the committee chairs as assigned, and
- 84 9. Perform other duties normally associated with the office of president or as may  
85 be assigned by the executive council or the governance documents.

86

87 B. The internal vice president shall:

- 88 1. Assume the duties of the president if the president is temporarily unable to serve.  
89 2. Provide oversight and guidance to the committee chairs as assigned; and  
90 3. Perform such other duties as may be assigned by the president, the executive  
91 council, or the governance documents.  
92
- 93 C. The external vice president shall:  
94 1. Provide oversight and guidance to the committee chairs as assigned; and  
95 2. Perform such other duties as may be assigned by the president, the executive  
96 council, or the governance documents.  
97
- 98 D. The secretary shall:  
99 1. Maintain the records of the section;  
100 2. Provide oversight and guidance to the committee chairs as assigned; and  
101 3. Perform other duties normally associated with the office of secretary or as may  
102 be assigned by the president, the executive council, or the governance  
103 documents.  
104
- 105 E. The treasurer shall:  
106 1. Be responsible for the collection, distribution, and safekeeping of section funds;  
107 2. Prepare, maintain, and report as directed on the financial position of the section  
108 in relation to the approved budget;  
109 3. Submit a financial report to the Society in accordance with established  
110 procedures;  
111 4. Provide oversight and guidance to the committee chairs as assigned; and  
112 5. 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 Section 4. Nomination and Election

- 117 A. The executive council shall elect at least three members to serve on the nominating  
118 committee. The nominating committee shall select its own chair, who must be a  
119 non-collegiate member of the Society but does not need to have been elected to the  
120 committee by the executive council.  
121
- 122 B. Members of the nominating committee may not become candidates during their  
123 tenure of service on the nominating committee.  
124
- 125 C. The nominating committee shall propose at least one qualified candidate for each of  
126 the officer positions. The slate shall be presented to the members of the section by  
127 mail, electronic mail, or posting on the section web site by April 15 of each year.  
128
- 129 D. Additional candidates may be nominated by petition provided that:  
130 1. The member is eligible for the position;  
131 2. The member has given written consent to being placed on the ballot;

- 132 3. A minimum of two percent or five of the voting members of the section,  
133 whichever is greater, have signed a petition or endorsed an email to place the  
134 candidate's name on the ballot; and  
135 4. The petition, together with the written consent, is submitted to the chair of the  
136 nominating committee by April 30 or fifteen days after the slate is announced to  
137 the members of the section, whichever is later.  
138  
139 E. The chair of the nominating committee shall arrange for the distribution of ballots to  
140 occur at least twenty-one days prior to the required return date for the vote. Voting  
141 may be by mail, electronic mail or web-based, provided that mail ballots are sent to  
142 those without electronic access. If mailed, the ballot must be received by the  
143 required return date. The chair of the nominating committee shall select a tellers  
144 committee to receive and count the votes, and to report the results to the president.  
145  
146 F. The voting members of the section shall elect the section officers.  
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148 G. A plurality shall elect for each office. Write-in votes for eligible candidates shall be  
149 allowed. In the event of a tie, the election for that position shall be determined by lot,  
150 conducted by the chair of the nominating committee.  
151

152 Section 5. Vacancies

- 153 A. A vacancy in the office of president shall be filled by the internal vice president for  
154 the remainder of the term.  
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156 B. A vacancy in the office of a vice president secretary, or treasurer shall be filled by  
157 election by the executive council.  
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160 **ARTICLE IV – EXECUTIVE COUNCIL<sup>1</sup>**

161 Section 1. Composition

162 The governing body of the section shall be the executive council. The officers of the  
163 section shall constitute the executive council. An individual holding more than one  
164 position on the executive council has only one vote and counts as a single person for  
165 the purpose of a quorum.  
166

167 Section 2. Duties

168 The executive council shall:

- 169 1. Transact the business of the section;  
170 2. Implement section policies as determined by the membership;  
171 3. Elect the members of the nominating committee;  
172 4. Approve the appointment of all committee chairs, except the chair of the  
173 nominating committee; and  
174 5. Approve the section budget and authorize expenditures not included in the  
175 approved budget.

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**Section 3. Conducting Business**

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

**Section 4. Quorum**

- A. A quorum shall be a majority of the members of the executive council then in office, but not less than three, one of whom is the president or a vice president.
- B. No member of the executive council may vote by proxy.

**Section 5. Removal**

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

**ARTICLE V – COMMITTEES**

- A. The executive council may establish committees as the need arises
- B. The chairs of the committees shall be appointed by the president. The members of the committees shall be appointed by the chair of the committee with the approval of the president.
- C. The executive council shall prepare a description of the duties and reporting relationships of each committee.
- D. Each committee chair shall present a status report to the membership when requested by the executive council contact. Each committee chair shall also prepare an annual report providing input to the section’s final report to the Society. The chair’s annual report shall be submitted to the respective executive council contact.

**ARTICLE VI – DISSOLUTION\*\***

In the event of dissolution, the assets of the section shall be first used to pay any remaining debts, after which any remaining funds shall be disbursed to SWE sections, the SWE members at large organization, the Society, or SWE endowment funds as

219 recommended by the section’s executive council and approved by the SWE board of  
220 directors.

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223 **ARTICLE VII – PARLIAMENTARY AUTHORITY\*\***

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

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229 **ARTICLE VIII – AMENDMENT\*\***

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

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

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

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241 D. Amendments adopted by the section shall be sent to the Society secretary according  
242 to established procedures, and shall become effective after approved by the Society  
243 secretary.

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245 E. Required sections are marked with a double asterisk (\*\*) and conform to the  
246 professional section bylaws template. Changes to these sections of the professional  
247 section bylaws template shall become part of these bylaws upon approval of the  
248 Society The section secretary shall incorporate such changes into the section  
249 bylaws and forward the updated bylaws to the Society secretary within six months of  
250 notification of the change to the section bylaws template.

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<sup>1</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.