

1 **BYLAWS OF THE SAN FRANCISCO BAY AREA SECTION**
2 **AKA A004, SANTA CLARA VALLEY SECTION**
3
4 **OF**
5
6 **THE SOCIETY OF WOMEN ENGINEERS, INCORPORATED**
7 **A non-profit corporation**
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10 **ARTICLE I – NAME AND OBJECTIVES****

11 **Section 1. Name**

12 The name of this organization shall be the San Francisco Bay Area section (hereinafter
13 called “the section”) of the Society of Women Engineers (hereinafter called “the Society”
14 or “SWE”). This Section is also doing business under the name Santa Clara Valley
15 Section.
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17 **Section 2. Objectives**

18 The Santa Clara Valley section is an organizational unit of the Society of Women
19 Engineers whose purpose is to further the objectives of the Society.
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21 **Section 3. Powers**

22 The section is empowered by the Society to pursue the objectives of the Society under
23 these bylaws and in consonance with the bylaws of the Society.
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25 **ARTICLE II – MEMBERSHIP****

26 **Section 1. Members**

27 Members of the section are those members of the Society assigned to the section. All
28 members of the section shall have the right to attend all in-person section and executive
29 council meetings.
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31 **Section 2. Grades of Membership**

32 Members shall have the same membership grade in the section as they have in the
33 Society and voting privileges as specified in the Society bylaws.
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35 **Section 3. Business Meeting**

36 The corporation shall hold at least one (1) membership meeting during the fiscal year
37 for the purpose of transacting business. This meeting may be held in conjunction with
38 another activity at the discretion of the Executive Council. A meeting of the general
39 membership to conduct the business of the section may be called by the president, by
40 any three (3) members of the executive council, or by a group of five percent or five of
41 the voting members of the section, whichever is greater. At least thirty days written
42 notice shall be provided to all members prior to such a business meeting.
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44 **Section 4. Quorum**

45 Twenty (20) voting members or 20 percent of the voting members of the section,
46 whichever is less, shall constitute a quorum for the conduct of the business of the
47 section.

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Section 5. Liability of Members

No person who is now, or who later becomes a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

ARTICLE III – OFFICERS

Section 1. Officers**

The officers of the section are the president, vice president-member services, vice president-career guidance, vice president-community outreach, secretary, treasurer, and section representative(s) as designated in the bylaws of the Society.

Section 2. Eligibility and Term of Office**

- A. Section officers must be voting members of the society assigned to the section.
- B. Officers of the corporation shall serve for a term of one fiscal year, to coincide with the Society’s fiscal year. Officers may succeed themselves in office.
- C. Officers may hold more than one office provided that there is a minimum of three elected officers of the section. No one may hold the office of president and treasurer at the same time.

Section 3. Duties**

- 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;
 - 6. Coordinate activities and execute the business and policies of the section between meetings;
 - 7. Review and approve the year-end section financial report;
 - 8. Provide oversight and guidance to the committee chairs as assigned, and
 - 9. Perform other duties normally associated with the office of president or as may be assigned by the executive council or the governance documents.
- B. The vice president- membership services shall:
 - 1. Assume the duties of the president if the president is temporarily unable to serve;
 - 2. Provide oversight and guidance to the committee chairs as assigned; and
 - 3. Perform such other duties as may be assigned by the president, the executive council, or the governance documents.

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95 C. The vice president- career guidance shall:
96 1. Assume the duties of the president if the president and vice president-member
97 services are temporarily unable to serve;
98 2. Provide oversight and guidance to the committee chairs as assigned; and
99 3. Perform such other duties as may be assigned by the president, the executive
100 council, or the governance documents.
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102 D. The vice president- community outreach shall:
103 1. Assume the duties of the president if the president, vice president-member
104 services and the vice president-career guidance are temporarily unable to serve;;
105 2. Provide oversight and guidance to the committee chairs as assigned; and
106 3. Perform such other duties as may be assigned by the president, the executive
107 council, or the governance documents.
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109 E. The secretary shall:
110 1. Maintain the records of the section;
111 2. Provide oversight and guidance to the committee chairs as assigned; and
112 3. Perform other duties normally associated with the office of secretary or as may
113 be assigned by the president, the executive council, or the governance
114 documents.
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116 F. The treasurer shall:
117 1. Be responsible for the collection, distribution, and safekeeping of section funds;
118 2. Prepare, maintain, and report as directed on the financial position of the section
119 in relation to the approved budget;
120 3. Submit a financial report to the Society in accordance with established
121 procedures;
122 4. Provide oversight and guidance to the committee chairs as assigned; and
123 5. Perform other duties normally associated with the office of treasurer or as may
124 be assigned by the president, the executive council, or the governance
125 documents.
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127 G. The section representative(s) shall
128 1. Perform those duties expected of them as described in the region governance
129 documents; and
130 2. Perform other duties normally associated with the office of section representative
131 or as may be assigned by the president, the executive council, or the governance
132 documents.
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134 Section 4. Nomination and Election

- 135 A. The Nominating committee shall be composed of three (3) members. The chair shall
136 be a nonvoting member of the nominating committee, appointed by the executive
137 council. Two (2) voting members shall be elected by the membership.
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- 139 B. Members of the nominating committee may not become candidates during their
140 tenure of service on the nominating committee.
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- 142 C. The nominating committee shall propose at least one qualified candidate for each of
143 the officer positions. The slate shall be presented to the members of the section by
144 mail, electronic mail, or posting on the section web site by April 30 of each year.
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- 146 D. Additional candidates may be nominated by petition, provided that:
147 1. The member is eligible for the position;
148 2. The member has given written consent to being placed on the ballot;
149 3. A minimum of two percent or five of the voting members of the section,
150 whichever is greater, have signed a petition or endorsed an email to place the
151 candidate's name on the ballot; and
152 4. The petition, together with the written consent, is submitted to the chair of the
153 nominating committee by April 30 or fifteen days after the slate is announced to
154 the members of the section, whichever is later.
155
- 156 E. The chair of the nominating committee shall arrange for the distribution of ballots to
157 occur at least twenty-one days prior to the required return date for the vote. Voting
158 may be by mail, electronic mail or web-based provided that mail ballots are sent to
159 those without electronic access. The executive council shall appoint at least two (2)
160 tellers from the membership who are not on the ballot. Results shall be reported to
161 the EC.
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- 163 F. The voting members of the section shall elect the section officers.
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- 165 G. A plurality shall elect for each office. Write-in votes for eligible candidates shall be
166 allowed. In the event of a tie, the election for that position shall be determined by lot,
167 conducted by the chair of the nominating committee.
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169 Section 5. Alternate Section Representative(s)**

- 170 A. Alternate section representatives may be elected during the officer election process.
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- 172 B. The executive council may elect alternate(s) for the purpose of attending a region
173 council meeting if the section representative(s) or alternate(s) cannot attend.
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- 175 C. All alternates shall be designated in the order in which they will be called to serve,
176 with alternates elected by the membership serving before those selected in any
177 other manner.
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- 179 D. Alternate section representatives must meet the same eligibility requirements as
180 section representatives.
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182 Section 6. Vacancies

- 183 A. A vacancy in the office of president shall be filled by the vice president-member
184 services for the remainder of the term.

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186 B. A vacancy in the office of any vice president, secretary, or treasurer shall be filled by
187 election by the executive council.
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189 C. A vacancy in the office of section representative shall be filled by the next available
190 alternate section representative. If there is no available alternate section
191 representative, the executive council may elect an alternate to fill the vacancy.
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194 **ARTICLE IV – EXECUTIVE COUNCIL**

195 **Section 1 Composition**

196 The governing body of the section shall be the executive council (hereinafter called the
197 EC). The officers of the section shall constitute the EC. The immediate past president
198 is an ex-officio nonvoting member of the EC. An individual holding more than one
199 position on the executive council has only one vote and counts as a single person for
200 the purpose of a quorum.
201

202 **Section 2. Duties**

203 Subject to the limitation of the Articles of Incorporation, other sections of the bylaws,
204 and of California Law, all corporate powers of the corporation shall be exercised by or
205 under the authority of, and the business affairs of the corporation shall be controlled by,
206 the EC. Without limiting the general powers, the executive council shall:

- 207 1. Conduct, manage, and control the affairs and business of the corporation and to
208 make rules and regulations not inconsistent with the law, the Articles of
209 Incorporation, or the bylaws;
- 210 2. Implement section policies as determined by the membership;
- 211 3. Approve the appointment of all committee chairs;
- 212 4. Ensure that the section is represented at region council meetings;
- 213 5. Approve the section budget and authorize expenditures not included in the
214 approved budget;
- 215 6. Borrow money and incur indebtedness for the purposes of the corporation and
216 for that purpose to cause to be executed and delivered, in the corporate name,
217 promissory notes, bonds, debentures, deeds of trust, mortgages, pledges,
218 hypothecation, or other evidence of debt and securities;
- 219 7. Apply for grants or other funding from governmental or private sources for the
220 purpose of furthering the objectives of the corporation and establishing
221 scholarships;
- 222 8. Select, hire, and remove employees and agents of the corporation, prescribe
223 such powers and duties for them as shall not be inconsistent with the law, the
224 Articles of Incorporation, or the bylaws, fix their compensation, and require from
225 them security for faithful performance; and
- 226 9. Appoint an auditor.

227 **Section 3. Conducting Business**

- 228 A. The executive council shall meet regularly to conduct the business of the section
229 upon the call of the section president or by written petition of at least one-third of the
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231 voting members of the executive council. The EC shall meet at least three (3) times
232 during the fiscal year.

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- 234 B. Business meetings of the EC shall be held at any place, within or without the State,
235 that has been designated from time to time by resolution of the EC or by written
236 consent of all members of the EC.
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- 238 C. Any action by the EC may be taken without a meeting if all members of the EC
239 unanimously consent to this action. Such consent shall be filed with the minutes of
240 the EC meetings.
- 241
- 242 D. Unless otherwise restricted by law or these bylaws, the executive council may also
243 conduct business by telephone, mail, electronic mail, fax, or other electronic devices.
- 244

245 Section 4. Quorum

- 246 A. A quorum shall be a majority of the members of the executive council then in office,
247 but not less than four, one of whom is the president, a vice president, or section
248 representative.
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- 250 B. No member of the executive council may vote by proxy.
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252 Section 5. Removal

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

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259 Section 6. Compensation

260 The EC members shall receive no compensation for their services.

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263 **ARTICLE V – COMMITTEES**

- 264 A. The executive council may establish committees as the need arises.
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- 266 B. The chairs of the committees shall be appointed by the EC for a term of one year, or
267 until the end of the fiscal year. The members of the committees shall be appointed
268 by the chair of the committee with the approval of the president.
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- 270 C. The executive council shall prepare a description of the duties of each committee
271 and reporting relationships.
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- 273 D. A committee chair may be removed, for cause by a majority vote of the total EC.
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276 **ARTICLE VI – FINANCES AND DISSOLUTION****

- 277 A. The fiscal year shall be the same as the Society's.
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279 B. Membership dues shall be paid directly to the Society.
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281 C. In the event of dissolution, the assets of the section shall be first used to pay any
282 remaining debts, after which any remaining funds shall be disbursed to SWE
283 regions, SWE sections, the SWE members at large organization, the Society, or
284 SWE endowment funds as recommended by the section's executive council and
285 approved by the SWE board of directors.
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287 D. Funds shall be paid out only on checks of the corporation signed by the president,
288 treasurer, or such officers as designated by the EC as authorized to sign them.
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290 E. The treasurer shall prepare a budget for the following fiscal year which shall be
291 submitted to the incoming EC for approval.
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293 F. The auditor shall complete an audit of the section's financial records within 60 days
294 of the close of the fiscal year, or within 30 days of a change of treasurer during the
295 fiscal year.
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298 **ARTICLE VII – PARLIAMENTARY AUTHORITY****

299 The rules contained in the current edition of *Robert's Rules of Order Newly Revised*
300 shall govern this section in all cases to which they are applicable and in which they are
301 not inconsistent with these bylaws, the charter and any special rules of order the section
302 may adopt.
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305 **ARTICLE VIII – AMENDMENT****

- 306 A. These bylaws may be amended by a two-thirds vote of the members present and
307 voting at a meeting or of the ballots received prior to the stated deadline.
308 B. Amendments may be proposed by a majority of the executive council or five voting
309 members of the section. All proposed amendments must be submitted to the
310 secretary.
311 C. Written notice, delivered either by mail or electronically, must be given to all
312 members of the section at least thirty days prior to the date of the meeting or the
313 specified date for voting to be completed.
314 D. Amendments adopted by the section shall be sent to the Society secretary according
315 to established procedures, and shall become effective after approved by the Society
316 secretary.
317 E. Sections marked with a double asterisk (**) are identical to the professional section
318 bylaws template approved by the Society board of directors on October 23, 2007.
319 Changes to these sections of the professional section bylaws template shall become
320 part of these bylaws upon approval of the Society. The section secretary shall
321 incorporate such changes into the section bylaws and forward the updated bylaws to

322 the Society secretary within six months of notification of the change to the section
323 bylaws template.
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