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**BYLAWS OF THE MEMBERS AT LARGE  
OF  
THE SOCIETY OF WOMEN ENGINEERS**

**ARTICLE I – NAME AND OBJECTIVES**

Section 1. Name

The name of this organization shall be the Members at Large (hereinafter called “the MAL organization”) of the Society of Women Engineers (hereinafter called “the Society”).

Section 2. Objectives

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

Section 3. Powers

The MAL organization is empowered by the Society to pursue the objectives of the Society under these bylaws and in consonance with the bylaws of the Society. In accordance with the Society’s policies and purposes, the MAL organization 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 MAL organization are those members of the Society assigned as members at large. All members of the MAL organization shall have the right to attend and participate in the discussions at all in-person MAL and executive council meetings.

Section 2. Grades of Membership

Members at large shall have the same membership grade, and corresponding membership rights in the MAL organization as they have in the Society.

Section 3. Business Meeting

A meeting of the general membership to conduct the business of the MAL organization shall occur in conjunction with the Society’s annual conference. At least thirty days written notice shall be provided to all members prior to such a business meeting.

Section 4. Quorum

Fifteen voting members or thirty percent of the voting members of the MAL organization, whichever is less, shall constitute a quorum for the conduct of the business of the MAL organization.

**ARTICLE III – OFFICERS**

Section 1. Officers

The officers of the MAL organization are the president, vice president, secretary, and treasurer.

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Section 2. Eligibility and Term of Office

- A. All officers must be members of the MAL organization. The president and vice president must also be professional members of the Society. The secretary and treasurer must also be either professional members of the Society or collegiate members who meet the qualifications stated in the Society bylaws for professional membership. With the approval of the executive council, collegiate members may be candidates for secretary or treasurer provided that they will meet these requirements before the start of the term of office; however, they must meet the requirements in order to serve.
- B. Officers may hold more than one office provided that there is a minimum of three elected officers. No one may hold the office of president and treasurer at the same time.
- C. Officers shall serve for a term of one fiscal year, to coincide with the Society's fiscal year.

Section 3. Duties

- A. In addition to the duties outlined elsewhere in these bylaws and those specified in the Society bylaws, the president shall:
  - 1. Schedule and preside at meetings of the executive council and membership and assist the secretary in preparing the agendas;
  - 2. Coordinate activities and execute the business and policies of the MAL organization between meetings;
  - 3. Be the communication link between the Society and the executive councilor members of the MAL organization;
  - 4. Ensure nominations are conducted and the slate is presented as required by these bylaws for officers and MAL directors (hereinafter called "directors");
  - 5. Authorize the disbursement of MAL organization funds within the budget approved by the executive council;
  - 6. Be an authorized signatory on all MAL organization accounts;
  - 7. Review and approve the year-end MAL organization financial report;
  - 8. Represent the MAL organization before the public; and
  - 9. Perform other duties normally associated with the office of president or as may be assigned by the Society, executive council, or MAL governance documents.
- B. The vice president shall:
  - 1. Assume the duties of the president if the president is temporarily unable to serve;
  - 2. Provide oversight and guidance to committees as assigned; and
  - 3. Perform other duties as may be assigned by the president, executive council, or MAL governance documents.
- C. The secretary shall:
  - 1. Maintain the governance records of the MAL organization;
  - 2. Ensure ballots and supplemental materials are issued as required by these bylaws for elections of officers and directors;
  - 3. Provide oversight and guidance to committees as assigned; and
  - 4. Perform other duties normally associated with the office of secretary or as may be assigned by the president, executive council, or MAL governance documents.

- 94 D. The treasurer shall:
- 95 1. Be responsible for the collection, distribution, and safekeeping of MAL
- 96 organization funds;
- 97 2. Prepare, maintain, and report as directed on the financial position of the MAL
- 98 organization in relation to the approved budget;
- 99 3. Submit a financial report to the Society in accordance with established
- 100 procedures and file returns required by the Internal Revenue Service;
- 101 4. Provide oversight and guidance to committees as assigned; and
- 102 5. Perform other duties normally associated with the office of treasurer or as may
- 103 be assigned by the president, executive council, or MAL governance documents.
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## 105 **ARTICLE IV – EXECUTIVE COUNCIL**

### 106 **Section 1. Composition**

107 The executive council shall consist of the officers of the MAL organization and two

108 directors. At the discretion of the executive council, up to two MAL special directors

109 (hereinafter called “special directors”) may be elected by the executive council in

110 accordance with these bylaws. Any individual holding more than one office has only

111 one vote and counts as a single person for the purpose of a quorum.

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### 113 **Section 2. Duties**

114 A. The executive council shall be the chief operational policy setting body of the MAL

115 organization. As such, the executive council shall manage the business and affairs of

116 the MAL organization. In addition to the duties specified elsewhere in these bylaws and

117 in the MAL governance documents, the executive council shall:

- 118 1. Transact the business of the MAL organization;
- 119 2. Formulate and implement MAL organization policies;
- 120 3. Maintain an operating plan that is built upon the strategic plan of the Society;
- 121 4. Develop and approve operating procedures and other documentation for efficient
- 122 management and year-end transition.
- 123 5. Approve the MAL organization budget; and
- 124 6. Accept the MAL organization financial assessment report and, if necessary, act
- 125 upon any recommendations contained therein.

126 B. Directors and special directors shall:

- 127 1. Be responsible for one or more MAL functional areas as assigned;
- 128 2. Provide oversight and guidance to committees as assigned; and
- 129 3. Perform other duties as may be assigned by the president, the executive council,
- 130 or MAL governance documents.
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### 132 **Section 3. Eligibility and Term of Office**

133 A. Directors must be members of the MAL organization and must also be either

134 professional members of the Society or collegiate members who meet the

135 qualifications stated in the Society bylaws for professional membership. With the

136 approval of the executive council, collegiate members may be candidates for MAL

137 director provided that they will meet these requirements before the start of the term

138 of office; however, they must meet the requirements in order to serve. Directors

139 shall serve for a term of one fiscal year, to coincide with the Society's fiscal year,  
140 and may also serve as officers.  
141 B. The executive council may elect up to two special directors to serve for a one-year  
142 term beginning on July 1. If elected after July 1, the special director shall serve for  
143 the remainder of the fiscal year in which elected. Special directors must be  
144 members of the MAL organization.

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146 Section 4. Meetings

- 147 A. The executive council shall meet regularly to transact the business of the MAL  
148 organization upon the call of the president or by written petition of at least one-third  
149 of the members then in office. Such meetings shall be by teleconference or any  
150 other electronic means allowed by law, provided that all members may communicate  
151 with each other at the same time. The executive council may also conduct business  
152 in person or by mail, electronic mail, web-based technology, or fax.
- 153 B. At least thirty days notice shall be given to all members of the executive council prior  
154 to an in-person meeting, and at least five days notice shall be given to all members  
155 of the executive council prior to a meeting by teleconference or other electronic  
156 means. Notice may be waived if all members of the executive council agree in  
157 writing.
- 158 C. A majority of the members of the executive council then in office shall constitute a  
159 quorum for the conduct of business. No member of the executive council may vote  
160 by proxy.
- 161 D. The executive council may also conduct business by mail, electronic mail, web-  
162 based technology, or fax, provided that:
- 163 1. Complete and identical information is distributed to all members of the executive  
164 council at the same time;
  - 165 2. Instructions for reply, together with a return date no less than ten days from the  
166 date of distribution, are included;
  - 167 3. The integrity of each ballot can be verified as to the eligibility of the member  
168 casting the vote and that only one ballot is cast by any member;
  - 169 4. The number of ballots returned meets the quorum requirements for an in-person  
170 meeting;
  - 171 5. The vote required shall be the same as the vote for an in-person meeting;
  - 172 6. The balloting is in accordance with any additional procedures adopted by the  
173 executive council to ensure that:
    - 174 a. Alternate methods of voting are provided for any executive council member  
175 who is unable to use the primary method, and
    - 176 b. The decision to take such a ballot is made by those properly authorized by  
177 the executive council to make such decision; and
  - 178 7. The results of such ballot shall be reported to the executive council within ten  
179 days after the close of the ballot process.

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181 **ARTICLE V – NOMINATIONS, ELECTIONS, VACANCIES, AND REMOVAL**

182 Section 1. Nominations

- 183 A. The call for members to serve on the MAL nominating committee shall be issued to  
184 all members of the MAL organization by October 1. From among the nominees, the

- 185 executive council shall elect a chair for the nominating committee, who must be a  
186 non-collegiate member of the MAL organization. The chair shall appoint at least two  
187 but no more than four other members of the nominating committee.
- 188 B. Members of the nominating committee may not become candidates for officer or  
189 director positions in the MAL organization during their tenure of service on the  
190 nominating committee.
- 191 C. The nominating committee chair shall issue the call for nominations for officer and  
192 director positions to members of the MAL organization no later than February 15,  
193 with nominations due by March 15.
- 194 D. The nominating committee shall propose at least one qualified candidate for each of  
195 the officer and director positions. The slate shall be presented to members of the  
196 MAL organization by electronic means and posted on a MAL-designated area linked  
197 to the Society website by April 15.
- 198 E. Additional candidates may be nominated by petition, provided that:
- 199 1. The member is eligible for the position;
  - 200 2. The member has given written consent to being placed on the ballot;
  - 201 3. A minimum of two percent or five of the voting members of the MAL organization,  
202 whichever is greater, have signed a petition or endorsed an email to place the  
203 candidate's name on the ballot; and
  - 204 4. The petition, together with the written consent, is submitted to the chair of the  
205 nominating committee by April 30 or fifteen days after the slate is announced to  
206 the members of the MAL organization, whichever is later.

## 207 Section 2. Elections

- 208 A. The chair of the nominating committee shall arrange for the distribution of ballots to  
209 occur at least twenty-one days prior to the required return date for the vote. Voting  
210 may be by mail, electronic mail or web-based provided that mail ballots are sent to  
211 those without electronic access. The nominating committee shall select a teller to  
212 receive the votes.
- 213 B. The voting members of the MAL organization shall elect the officers and directors.  
214 Write-in votes for eligible candidates shall be allowed.
- 215 C. The teller shall receive and count the ballots in the presence of a witness, who does  
216 not need to be a member of the MAL organization, and report the results to the  
217 president.
- 218 D. A plurality of votes cast for each position elects a candidate to that position. In the  
219 event of a tie, the election for that position shall be determined by lot, conducted by  
220 the teller in the presence of the witness.
- 221 E. The executive council of the current fiscal year may elect special directors for the  
222 next fiscal year.
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## 225 Section 3. Vacancies

- 226 A. A vacancy in the office of president shall be filled by the vice president for the  
227 remainder of the term.
- 228 B. A vacancy in the office of vice president, secretary, treasurer, or director shall be  
229 filled by election by the MAL council. In the interim, the president shall assume the  
230 duties or may assign any or all of them to any member(s) of the executive council.

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Section 4. Removal

- A. An officer or director may be removed from office by unanimous vote of all other members of the executive council then in office.
- B. A special director may be removed from the position by two-thirds of all other members of the executive council then in office.
- C. Removal shall be effective immediately upon recording of such vote.

Section 5. Procedures

Procedures for nominations, elections, filling vacancies, and removal not covered by law or these bylaws shall be developed and approved by the executive council.

**ARTICLE VI – COMMITTEES**

- A. There shall be a financial assessment committee and any other such committees as the executive council may direct.
- B. Each committee shall be provided with a description and/or procedure that has been approved by the executive council and contains, at a minimum, the purpose of the committee, the scope of work to be performed, and the expected deliverables. Each committee shall report to a member of the executive council as designated by the president.
- C. Committee chairs shall be appointed by the president with the approval of the executive council. Committee members shall be appointed by the chair of the committee.

**ARTICLE VII – DISSOLUTION**

In the event of dissolution, the assets of the MAL organization shall be first used to pay any MAL organization debts, after which any remaining funds shall be disbursed to the Society, or Society endowment funds as recommended by the executive council and approved by the Society board of directors.

**ARTICLE VIII – PARLIAMENTARY AUTHORITY**

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

**ARTICLE IX – AMENDMENT**

- A. These bylaws may be amended by a two-thirds vote of the members present and voting at a meeting or of the ballots received prior to the stated deadline.
- B. Amendments may be proposed by the executive council, or five voting members of the MAL organization. All proposed amendments must be submitted to the secretary. The secretary shall ensure the Society secretary or designee reviews and pre-approves all proposed amendments before publication and vote.
- C. The exact text of the amendment shall be made available to members of the MAL organization by posting on a MAL-designated area linked to the Society’s website for

276 at least thirty days prior to the date of the meeting or the specified date for voting to  
277 be completed.

278 D. Amendments adopted by the MAL organization shall be sent to the Society secretary  
279 or designee for review and shall only become effective after being approved by the  
280 Society secretary.

281 E. Any changes required to these bylaws so they conform to the bylaws of the Society  
282 may be submitted by the Society secretary to the president. The secretary shall  
283 incorporate such changes into these bylaws and forward the updated bylaws to the  
284 Society secretary within six months of notification of the change.

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286 Proviso: These proposed changes shall be effective July 1, 2019, and in accordance  
287 with the following:

288 To serve in FY19, one representative shall be elected from each region for a one year  
289 term. There will be no responsibilities with respect to region councils and reports to  
290 region governors. For the officers and directors that will serve in FY20, the FY19  
291 MAL council will elect those officers and directors instead of being elected by the  
292 general membership.

293 The FY19 MAL executive committee may elect special directors to serve for FY20.

294 If a MAL representative is elected for any region for FY19 and subsequently resigns  
295 with no alternate for that region in place, the representative position for that region  
296 shall not be filled.

297 This proviso shall expire on June 30, 2019.