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.
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 council or 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.
D. The treasurer shall:
1. Be responsible for the collection, distribution, and safekeeping of MAL organization funds;
2. Prepare, maintain, and report as directed on the financial position of the MAL organization in relation to the approved budget;
3. Submit a financial report to the Society in accordance with established procedures and file returns required by the Internal Revenue Service;
4. Provide oversight and guidance to committees as assigned; and
5. Perform other duties normally associated with the office of treasurer or as may be assigned by the president, executive council, or MAL governance documents.

ARTICLE IV – EXECUTIVE COUNCIL

Section 1. Composition
The executive council shall consist of the officers of the MAL organization and two directors. At the discretion of the executive council, up to two MAL special directors (hereinafter called “special directors”) may be elected by the executive council in accordance with these bylaws. Any individual holding more than one office has only one vote and counts as a single person for the purpose of a quorum.

Section 2. Duties
A. The executive council shall be the chief operational policy setting body of the MAL organization. As such, the executive council shall manage the business and affairs of the MAL organization. In addition to the duties specified elsewhere in these bylaws and in the MAL governance documents, the executive council shall:
1. Transact the business of the MAL organization;
2. Formulate and implement MAL organization policies;
3. Maintain an operating plan that is built upon the strategic plan of the Society;
4. Develop and approve operating procedures and other documentation for efficient management and year-end transition.
5. Approve the MAL organization budget; and
6. Accept the MAL organization financial assessment report and, if necessary, act upon any recommendations contained therein.

B. Directors and special directors shall:
1. Be responsible for one or more MAL functional areas as assigned;
2. Provide oversight and guidance to committees as assigned; and
3. Perform other duties as may be assigned by the president, the executive council, or MAL governance documents.

Section 3. Eligibility and Term of Office
A. Directors must be members of the MAL organization and 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 MAL director 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. Directors
shall serve for a term of one fiscal year, to coincide with the Society’s fiscal year, and may also serve as officers.

B. The executive council may elect up to two special directors to serve for a one-year term beginning on July 1. If elected after July 1, the special director shall serve for the remainder of the fiscal year in which elected. Special directors must be members of the MAL organization.

Section 4. Meetings
A. The executive council shall meet regularly to transact the business of the MAL organization upon the call of the president or by written petition of at least one-third of the members then in office. Such meetings shall be by teleconference or any other electronic means allowed by law, provided that all members may communicate with each other at the same time. The executive council may also conduct business in person or by mail, electronic mail, web-based technology, or fax.

B. At least thirty days notice shall be given to all members of the executive council prior to an in-person meeting, and at least five days notice shall be given to all members of the executive council prior to a meeting by teleconference or other electronic means. Notice may be waived if all members of the executive council agree in writing.

C. A majority of the members of the executive council then in office shall constitute a quorum for the conduct of business. No member of the executive council may vote by proxy.

D. The executive council may also conduct business by mail, electronic mail, web-based technology, or fax, provided that:
1. Complete and identical information is distributed to all members of the executive council at the same time;
2. Instructions for reply, together with a return date no less than ten days from the date of distribution, are included;
3. The integrity of each ballot can be verified as to the eligibility of the member casting the vote and that only one ballot is cast by any member;
4. The number of ballots returned meets the quorum requirements for an in-person meeting;
5. The vote required shall be the same as the vote for an in-person meeting;
6. The balloting is in accordance with any additional procedures adopted by the executive council to ensure that:
   a. Alternate methods of voting are provided for any executive council member who is unable to use the primary method, and
   b. The decision to take such a ballot is made by those properly authorized by the executive council to make such decision; and
7. The results of such ballot shall be reported to the executive council within ten days after the close of the ballot process.

ARTICLE V – NOMINATIONS, ELECTIONS, VACANCIES, AND REMOVAL

Section 1. Nominations
A. The call for members to serve on the MAL nominating committee shall be issued to all members of the MAL organization by October 1. From among the nominees, the
executive council shall elect a chair for the nominating committee, who must be a non-collegiate member of the MAL organization. The chair shall appoint at least two but no more than four other members of the nominating committee.

B. Members of the nominating committee may not become candidates for officer or director positions in the MAL organization during their tenure of service on the nominating committee.

C. The nominating committee chair shall issue the call for nominations for officer and director positions to members of the MAL organization no later than February 15, with nominations due by March 15.

D. The nominating committee shall propose at least one qualified candidate for each of the officer and director positions. The slate shall be presented to members of the MAL organization by electronic means and posted on a MAL-designated area linked to the Society website by April 15.

E. Additional candidates may be nominated by petition, provided that:
   1. The member is eligible for the position;
   2. The member has given written consent to being placed on the ballot;
   3. A minimum of two percent or five of the voting members of the MAL organization, whichever is greater, have signed a petition or endorsed an email to place the candidate’s name on the ballot; and
   4. The petition, together with the written consent, is submitted to the chair of the nominating committee by April 30 or fifteen days after the slate is announced to the members of the MAL organization, whichever is later.

Section 2. Elections

A. The chair of the nominating committee shall arrange for the distribution of ballots to occur at least twenty-one days prior to the required return date for the vote. Voting may be by mail, electronic mail or web-based provided that mail ballots are sent to those without electronic access. The nominating committee shall select a teller to receive the votes.

B. The voting members of the MAL organization shall elect the officers and directors. Write-in votes for eligible candidates shall be allowed.

C. The teller shall receive and count the ballots in the presence of a witness, who does not need to be a member of the MAL organization, and report the results to the president.

D. A plurality of votes cast for each position elects a candidate to that position. In the event of a tie, the election for that position shall be determined by lot, conducted by the teller in the presence of the witness.

E. The executive council of the current fiscal year may elect special directors for the next fiscal year.

Section 3. Vacancies

A. A vacancy in the office of president shall be filled by the vice president for the remainder of the term.

B. A vacancy in the office of vice president, secretary, treasurer, or director shall be filled by election by the MAL council. In the interim, the president shall assume the duties or may assign any or all of them to any member(s) of the executive council.
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
at least thirty days prior to the date of the meeting or the specified date for voting to be completed.

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

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

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

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

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

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

This proviso shall expire on June 30, 2019.