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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 council meetings.

Section 2. Grades of Membership

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

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 voting members of the Society. The secretary and treasurer must also be either voting 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 committee, 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. Any officer who is a collegiate member shall have the right to vote during the

- 48 performance of duties in that position without gaining any additional voting rights in
49 the MAL organization.
- 50 B. Officers may hold more than one office provided that there is a minimum of three
51 elected officers. No one may hold the office of president and treasurer at the same
52 time.
- 53 C. Officers shall serve for a term of one fiscal year, to coincide with the Society's fiscal
54 year.

55
56 Section 3. Duties

- 57 A. In addition to the duties outlined elsewhere in these bylaws and those specified in
58 the Society bylaws, the president shall:
- 59 1. Schedule and preside at meetings of the executive committee and MAL council
60 and assist the secretary in preparing the agendas;
 - 61 2. Coordinate activities and execute the business and policies of the MAL
62 organization between meetings;
 - 63 3. Be the communication link between the director of regions and the executive
64 committee, MAL council, or members of the MAL organization;
 - 65 4. Ensure nominations are conducted and the slate is presented as required by
66 these bylaws for officers, MAL representatives, and alternate MAL
67 representatives (hereinafter called "alternates");
 - 68 5. Authorize the disbursement of MAL organization funds within the budget
69 approved by the MAL council;
 - 70 6. Be an authorized signatory on all MAL organization accounts;
 - 71 7. Review and approve the year-end MAL organization financial report;
 - 72 8. Represent the MAL organization before the public; and
 - 73 9. Perform other duties normally associated with the office of president or as may
74 be assigned by the director of regions, executive committee, MAL council, or
75 MAL governance documents.
- 76 B. The vice president shall:
- 77 1. Assume the duties of the president if the president is temporarily unable to serve;
 - 78 2. Provide oversight and guidance to committees as assigned; and
 - 79 3. Perform other duties as may be assigned by the president, executive committee,
80 MAL council, or MAL governance documents.
- 81 C. The secretary shall:
- 82 1. Maintain the governance records of the MAL organization;
 - 83 2. Ensure ballots and supplemental materials are issued as required by these
84 bylaws for elections of officers, MAL representatives, and alternates;
 - 85 3. Provide oversight and guidance to committees as assigned; and
 - 86 4. Perform other duties normally associated with the office of secretary or as may
87 be assigned by the president, executive committee, MAL council, or MAL
88 governance documents.
- 89 D. The treasurer shall:
- 90 1. Be responsible for the collection, distribution, and safekeeping of MAL
91 organization funds;
 - 92 2. Prepare, maintain, and report as directed on the financial position of the MAL
93 organization in relation to the approved budget;

- 94 3. Submit a financial report to the Society in accordance with established
95 procedures and file returns required by the Internal Revenue Service;
96 4. Provide oversight and guidance to committees as assigned; and
97 5. Perform other duties normally associated with the office of treasurer or as may
98 be assigned by the president, executive committee, MAL council, or MAL
99 governance documents.

100
101 **ARTICLE IV – EXECUTIVE COMMITTEE**

102 **Section 1. Composition**

103 The executive committee shall consist of the officers. Any individual holding more than
104 one office has only one vote and counts as a single person for the purpose of a quorum.

105
106 **Section 2. Duties**

107 The executive committee shall be the chief operational policy setting body of the MAL
108 organization. As such, the executive committee shall manage the business and affairs
109 of the MAL organization. In addition to the duties specified elsewhere in these bylaws
110 and in the MAL governance documents, the executive committee shall:

- 111 A. Transact the business of the MAL organization;
112 B. Implement policies as determined by the MAL council;
113 C. Maintain an operating plan that is built upon the strategic plan of the Society with
114 additional input from the MAL council; and
115 D. Develop and approve operating procedures and other documentation for efficient
116 management and year-end transition.

117
118 **Section 3. Meetings**

- 119 A. The executive committee shall meet regularly to transact the business of the MAL
120 organization upon the call of the president or by written petition of at least one-third
121 of the members then in office. Such meetings shall be by teleconference or any
122 other electronic means allowed by law, provided that all members may communicate
123 with each other at the same time. The executive committee may also conduct
124 business in person or by mail, electronic mail, web-based technology, or fax.
125 B. At least thirty days notice shall be given to all members of the executive committee
126 prior to an in-person meeting, and at least five days notice shall be given to all
127 members of the executive committee prior to a meeting by teleconference or other
128 electronic means. Notice may be waived if all members of the executive committee
129 agree in writing.
130 C. A majority of the members of the executive committee then in office shall constitute
131 a quorum for the conduct of business. No member of the executive committee may
132 vote by proxy.

133
134 **ARTICLE V – REPRESENTATIVES**

135 **Section 1. MAL Representatives**

136 MAL representatives are those members of the region councils who represent members
137 at large, as designated in the Society bylaws.

138
139 **Section 2. Alternates**

- 140 A. One or more alternates may be elected during the annual election process for each
141 MAL representative position. These alternates shall be designated in the order in
142 which they will be called to serve.
- 143 B. If a MAL representative cannot attend a region council meeting and there is no
144 alternate or no alternate will be available to attend, the MAL representative or the
145 president may appoint another member at large as a temporary alternate to serve for
146 that meeting only, provided that the member meets the eligibility requirements for
147 alternate and such appointment does not conflict with the policies adopted by the
148 region. A temporary alternate may also be selected in accordance with policies
149 adopted by that region for selecting an alternate MAL representative.

150

151 Section 3. Eligibility and Term of Office

- 152 A. MAL representatives and alternates must be assigned as members at large to the
153 same region as the MALs they represent. They must also be either voting members
154 of the Society or collegiate members who meet the qualifications stated in the
155 Society bylaws for professional membership. With the approval of the executive
156 committee, collegiate members may be candidates provided that they will meet
157 these requirements before the start of the term of office; however, they must meet
158 the requirements in order to serve. Any MAL representative or alternate who is a
159 collegiate member shall have the right to vote during the performance of duties in
160 that position without gaining any additional voting rights in the MAL organization. An
161 officer may also serve as a MAL representative or alternate.
- 162 B. MAL representatives and alternates shall serve for a term of one fiscal year, to
163 coincide with the Society's fiscal year.

164

165 Section 4. Duties

- 166 A. In addition to the duties specified in the Society bylaws, region bylaws and
167 governance documents, and elsewhere in these bylaws and MAL governance
168 documents, each MAL representative shall:
- 169 1. Communicate with constituents and others as needed to support constituents;
 - 170 2. Promote Society membership and support the initiation of sections in MAL areas
171 of the region;
 - 172 3. Prepare and submit reports about MAL activities in the region, as requested by
173 the president; and
 - 174 4. Perform other duties as may be assigned by the president, executive committee,
175 or MAL council.
- 176 B. Each alternate shall:
- 177 1. Assume the duties of the MAL representative if the MAL representative is
178 temporarily unable to serve;
 - 179 2. Provide assistance when requested by the MAL representative; and
 - 180 3. Perform other duties as may be assigned by the president, executive committee,
181 or MAL council.

182

183 **ARTICLE VI – MAL COUNCIL**

184 Section 1. Composition

185 The voting members of the MAL council shall consist of the MAL representatives. The
186 officers shall be nonvoting members of the MAL council with the right to participate in
187 the discussions; however, officers shall retain their voting status if they are also MAL
188 representatives. All alternates shall have the right to attend all meetings of the MAL
189 council and participate in the discussions; however, alternates become temporary voting
190 members of the MAL council if serving in the absence of MAL representatives.

191
192 Section 2. Duties

193 In addition to the duties outlined elsewhere in these bylaws, the MAL council shall:

- 194 A. Ensure the objectives of the MAL organization are pursued;
- 195 B. Recommend projects or actions to include in the MAL organization operating plan;
- 196 C. Formulate MAL organization policy;
- 197 D. Elect the MAL organization teller's chair;
- 198 E. Approve the MAL organization budget by a majority of the MAL representatives then
199 in office; and
- 200 F. Accept the MAL organization financial assessment report and, if necessary, act upon
201 any recommendations contained therein.

202
203 Section 3. Meetings

- 204 A. The MAL council shall meet in conjunction with the Society's annual conference to
205 conduct the business of the MAL organization. The MAL council may also meet
206 upon the call of the president with concurrence by at least four members of the MAL
207 council or upon the call of at least one-third of the MAL representatives then in office
208 collectively as a group. Unless otherwise restricted by law, the MAL council may
209 also conduct business by teleconference or other electronic devices, provided that
210 all members can communicate with one another at the same time.
- 211 B. A majority of the MAL representatives then in office shall constitute a quorum for the
212 conduct of the business. No member of the MAL council may vote by proxy.
- 213 C. At least thirty days notice shall be given to all members of the MAL council prior to
214 an in-person meeting, and at least five days notice shall be given to all members of
215 the MAL council prior to a meeting by teleconference or any other electronic means
216 allowed by law.
- 217 D. The MAL council may also conduct business by mail, electronic mail, web-based
218 technology, or fax, provided that:
 - 219 1. Complete and identical information is distributed to all members of the MAL
220 council at the same time;
 - 221 2. Instructions for reply, together with a return date no less than ten days from the
222 date of distribution, are included;
 - 223 3. The integrity of each ballot can be verified as to the eligibility of the member
224 casting the vote and that only one ballot is cast by any member;
 - 225 4. The number of ballots returned meets the quorum requirements for an in-person
226 meeting;
 - 227 5. The vote required shall be the same as the vote for an in-person meeting;
 - 228 6. The balloting is in accordance with any additional procedures adopted by the
229 executive council to ensure that:

- 230 a. Alternate methods of voting are provided for any MAL council member who is
231 unable to use the primary method, and
232 b. The decision to take such a ballot is made by those properly authorized by
233 the executive council to make such decision; and
234 7. The results of such ballot shall be reported to the MAL council within ten days
235 after the close of the ballot process.
236

237 **ARTICLE VII – NOMINATIONS, ELECTIONS, VACANCIES, AND REMOVAL**

238 **Section 1. Nominations**

- 239 A. The president or her/his designee shall issue the call for nominations to members of
240 the MAL organization no later than February 15, with nominations for officers, MAL
241 representatives, and alternates due by March 15. Candidates may be self-
242 nominated. If any collegiate members are nominated, the executive committee, by
243 majority vote, shall decide if each will be permitted to be a candidate for a position
244 other than president or vice president, provided that the collegiate member is
245 expected to meet the eligibility requirements of the position by June 30. All
246 candidates must certify that they understand and agree to perform the
247 responsibilities of the position(s) for which they are nominated and that they will
248 abide by the Society's code of service if elected.
249 B. The president or her/his designee shall present the slate to members of the MAL
250 organization by electronic means and post it on a MAL-designated area linked to the
251 Society website by April 15. If there are no candidates for an officer or MAL
252 representative position when the slate is presented, the position shall be identified
253 as open on the published slate, and the president shall set a new deadline for
254 nominations and ensure another call is issued for each open position.
255

256 **Section 2. Elections**

- 257 A. Officers for the next fiscal year shall be elected by the MAL representatives serving
258 for the current fiscal year. The secretary shall ensure ballots and supplemental
259 materials are issued no later than May 15 and the vote is conducted in accordance
260 with the provisions specified in these bylaws for the MAL council to conduct
261 business by mail, electronic mail, web-based technology, or fax. Write-in votes for
262 eligible candidates shall be allowed.
263 B. MAL Representatives and Alternates
264 1. If only one qualified candidate is nominated and agrees to be on the ballot for
265 any MAL representative or alternate position, that candidate shall be declared
266 elected when the slate is published and no ballot shall be issued.
267 2. If more than one qualified candidate is nominated and agrees to be on the ballot
268 for any MAL representative or alternate position, the secretary shall ensure
269 ballots and supplemental materials are issued no later than May 1 and provide at
270 least twenty-one days for voting. Voting members of the MAL organization
271 assigned to the region to be represented shall elect the MAL representative(s)
272 and alternate(s) for that region. Voting may be by mail, electronic mail, or web-
273 based, provided that mail ballots are sent to those without electronic access.
274 Write-in votes for eligible candidates shall be allowed.

- 275 C. The teller's chair shall receive and count the ballots in the presence of a witness,
276 who does not need to be a member of the MAL organization, and report the results
277 to the president.
- 278 D. A plurality of votes cast for each position elects a candidate to that position. In the
279 event of a tie, the election for that position shall be determined by lot, conducted by
280 the teller's chair in the presence of the witness.

281

282 Section 3. Vacancies

- 283 A. A vacancy in the office of president shall be filled by the vice president for the
284 remainder of the term.
- 285 B. A vacancy in the office of vice president, secretary, or treasurer shall be filled by
286 election by the MAL council. In the interim, the president shall assume the duties or
287 may assign any or all of them to any member(s) of the MAL council.
- 288 C. A vacancy in a MAL representative position shall be filled by the next available
289 alternate for that position. If no alternate is available, the president or her/his
290 designee shall solicit nominations from the MAL council and the members at large of
291 the region to be represented. Voting members of the MAL organization in the region
292 to be represented shall cast ballots to fill the position only if more than one qualified
293 candidate is nominated and agrees to be on the ballot by the stated deadline, which
294 must be at least ten days after the solicitation is distributed electronically to the
295 members at large of the region.

296

297 Section 4. Removal

- 298 A. An officer may be removed from office by two-thirds of all MAL representatives then
299 in office.
- 300 B. A MAL representative or alternate may be removed from the position by two-thirds of
301 the officers then in office, with the concurrence of the governor of that region.
- 302 C. Removal shall be effective immediately upon recording of such vote.

303

304 Section 5. Procedures

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

307

308 **ARTICLE VIII – COMMITTEES**

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

318

319 **ARTICLE IX – DISSOLUTION**

320 In the event of dissolution, the assets of the MAL organization shall be first used to pay
321 any MAL organization debts, after which any remaining funds shall be disbursed to the
322 regions of the Society, the Society, or Society endowment funds as recommended by
323 the MAL council and approved by the Society board of directors.
324

325 **ARTICLE X – PARLIAMENTARY AUTHORITY**

326 The rules contained in the parliamentary authority specified in the Society bylaws shall
327 govern the MAL organization in all cases to which they are applicable and in which they
328 are not inconsistent with these bylaws and any special rules of order the MAL
329 organization may adopt.
330

331 **ARTICLE XI – AMENDMENT**

- 332 A. These bylaws may be amended by two-thirds of all MAL representatives then in
333 office.
- 334 B. Amendments may be proposed by the executive committee, MAL council, or five
335 voting members of the MAL organization. All proposed amendments must be
336 submitted to the secretary. The secretary shall ensure the Society secretary or
337 designee reviews and pre-approves all proposed amendments before publication
338 and vote.
- 339 C. The exact text of the amendment shall be made available to members of the MAL
340 organization by posting on a MAL-designated area linked to the Society’s website for
341 at least forty-five days before the vote is taken. The MAL council shall be notified
342 when amendments are posted.
- 343 D. Amendments adopted by the MAL council shall be sent to the Society secretary or
344 designee for review and shall only become effective after being approved by the
345 Society secretary.
- 346 E. Any changes required to these bylaws so they conform to the bylaws of the Society
347 may be submitted by the Society secretary to the president. The secretary shall
348 incorporate such changes into these bylaws and forward the updated bylaws to the
349 Society secretary within six months of notification of the change.