

BYLAWS AMENDED OCTOBER 22, 2019

The Society of Women Engineers Toronto Affiliate

ARTICLE I – NAME AND OBJECTIVES

Section 1. Name

The name of this organization is the Society of Women Engineers Toronto Affiliate, also known as “SWE TO” or “the Affiliate”.

The Society of Women Engineers Toronto Affiliate operates as a recognized entity of the Society of Women Engineers, also known as “SWE” or “the Society”.

Section 2. Objectives

The Society of Women Engineers Toronto Affiliate is a non-profit, educational, service organization dedicated to making known the need for support of women engineers in their career and encouraging young women towards the profession. Specifically, its goals are:

1. To build a community of engineers, engineering professionals and industry partners who support the success of women in engineering.
2. To connect women in engineering across the various stages of their careers and establish a network of women in engineering.
3. To facilitate the development of foundational skills necessary to support women in their careers and balance their professional and personal goals.
4. To link existing industry networks by organizing collaborative events and building mutually-beneficial relationships.

Section 3. Powers.

The members of the Affiliate, both individually and collectively, are empowered to implement the objectives of the Affiliate in consonance with the dignity of the engineering profession and the reputation of the Affiliate. The Affiliate may approve or adopt any position, report, standard, code, formula, or recommended practice pertinent to its objectives. The Affiliate will not participate nor intervene in any political campaign on behalf of any candidate for public office (including the publishing or distributing of statements).

ARTICLE II – MEMBERS

Membership in SWE TO is open to all who meet the membership eligibility criteria, regardless of race, creed, color, gender, age, national origin, or sexual orientation. Unless otherwise limited by these bylaws, all members shall have the right to be notified of and attend meetings, make and second motions, vote, and run for office. All members shall abide by the Society’s code of conduct, and all leaders shall be required to abide by the Society’s code of service.

Section 1. Membership

While events run by the Affiliate are open to everyone regardless of membership status, to vote* or run for office in the Society of Women Engineers Toronto Affiliate, one must get one of the defined membership grades** through the Society of Women Engineers to be eligible.

*Members can become “Friends of SWE” by applying directly to the SWE Toronto Affiliate. This will allow them to vote in the election but not to run for SWE Toronto Board.

**Membership Grades are defined by Society of Women Engineers and dues are to be paid to them directly.

Section 2. Application, Admissions, Dues and Resignations

All applicants and members shall deal directly with the Society of Women Engineers for application, admissions, dues and resignation. Only those wishing to apply for a ‘Friend of SWE’ membership grade can deal directly with SWE Toronto.

Section 3. Annual General Meeting

A. There shall be an annual meeting of the membership held at the annual general meeting (AGM). Notice of the AGM must be sent to each member with the notice of the conference.

B. All members within the jurisdiction of the Affiliate are eligible to attend and participate in the annual membership meeting. The quorum for such meeting shall be the voting members present. Matters referred by the president, board of directors, or members may be discussed by all members in attendance, but only voting members shall have the right to vote on such matters.

ARTICLE III – OFFICERS

Section 1. Officers

The officers of the Affiliate shall be the president, president elect, past president, secretary, and treasurer.

Section 2. Duties

A. The president shall:

1. Represent the Affiliate before the public as the official representative of the Affiliate;
2. Preside over all meetings of the board of directors and the membership;
3. Report to each meeting of the board of directors, and the membership on the progress and state of the Affiliate;
4. Assist the Industry Outreach committee with sponsorship, as the face of the Affiliate;
5. Act as a Global Ambassador with SWE Global and assume all responsibilities related to this position.
6. Act as the main point of contact with the SWE Leadership Council.
7. Lead the Affiliate through teambuilding, visioning and leadership activities.
8. Lead the Affiliate through strategic planning and goal setting

9. Track and evaluate progress and complete the yearly VSA.
10. Represent SWE Toronto on one of the OSPE committees (TBD).

B. The president-elect shall:

1. Assume the duties of president in case of temporary absence or temporary inability to serve;
2. Support the President with visioning and strategic planning exercises;
3. Execute quarterly review of community needs. Develop and execute surveys to identify community needs and develop action plans with the Board of Directors to address the needs of the SWE Toronto community
4. Develop strategies to encourage community members to become paying SWE global members and share knowledge about the value of a SWE membership.
5. Identify potential candidates for board positions and submit names to the Nominating Committee.

C. The past president shall:

1. Assume the duties of president elect in case of temporary absence or temporary inability to serve;
2. Chair the nominations committee;
3. Assist and mentor the president in a limited capacity;
4. Continue to represent SWE as the Past President maintaining relationships with SWE partners.

D. The secretary shall:

1. Serve as the chief elected communications officer of the Affiliate;
2. Be responsible for the preparation and retention of the minutes of the board of directors and the membership;
3. Oversee the preparation and distribution of an agenda for each meeting of the board of directors and the membership, subject to the approval of the body at the meeting;
4. Approve members at large bylaws, as well as subsequent amendments, subject to appeal to the board of directors;
5. Have an up-to-date roll of the board of directors at all meetings of the board; and
6. Perform other duties incident to the office of secretary.

E. The treasurer shall:

1. Serve as the chief elected financial officer of the Affiliate, and as such, be responsible to oversee the collection, distribution, and safekeeping of the Affiliate's funds;
2. Present a financial report at each in-person meeting of the board of directors and the membership;
3. Communicate with Industry Outreach Committee on the financial needs of the Affiliate; and
4. Perform other duties incident to the office of treasurer.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition

The board of directors shall be composed of the officers of the Affiliate, and the committee chairs. No member may hold more than one position on the board of directors at any one time.

Section 2. Authority and Duties

The board of directors shall be the chief operational policy setting body of the Affiliate, and shall also be responsible for approving statements of external policy on issues or positions that have broad implications for the professional environment and the Affiliate as an organization. As such, the board of directors shall manage the business and affairs of the Affiliate. The board shall also serve as the external face of SWE Toronto on issues affecting women in engineering and technology, act as stewards of the Affiliate's resources (i.e., people, time, and money), and use of the SWE Toronto brand. The board of directors shall maintain the strategic plan and build on the overall vision of SWE Toronto.

In addition, the board of directors shall:

1. Transact the business and manage the properties of the Affiliate;
2. Carry out its fiduciary responsibilities, including but not limited to:
 - a. developing and approving the budget,
 - b. authorizing the expenditure of funds,
 - c. safeguarding the assets of the Affiliate through ongoing fiscal oversight and management,
 - d. securing a fidelity bond covering each officer and employee who handles the funds of the Affiliate,
3. Attend all meetings of the board of directors, and the membership.
4. Secure counsel in parliamentary and legal matters for the Affiliate when necessary or appropriate;
5. Fix the time and location of the annual conference;
6. Authorize Affiliate publications.

Section 3. Terms of Office

A. The president shall serve for one fiscal year, followed by a term as past president.

B. The president elect (vice president) shall serve for one fiscal year, followed by a term as president.

C. The past president shall serve for one fiscal year.

D. The secretary, treasurer, and eight committee chairs/co-chairs shall serve for one year.

E. Service for more than half of a term shall be considered as a full term, except that the president elect shall be eligible to serve a full term as president, regardless of the length of any partial term served while filling a vacancy.

F. Service is eligible for a maximum of three terms per role. Current Past President may not run for President-Elect. No maximum on number of roles that someone can run for.

Section 4. Eligibility

- A. Candidates for all elected positions must meet the following criteria:
1. Be voting members of the Affiliate in good standing (does not include a Friend of SWE); and
 2. Have served a year as a committee volunteer of the Affiliate in the previous two years.
 3. Must have a degree/certificate in the STEM field.

B. Candidates for president elect and president must be a professional member and must have served at least one year over the course of a three-year period on the board of directors.

Section 5. Meetings

A. The board of directors shall meet at minimum six times per year, upon the call of the president or any five members of the board of directors collectively as a group. As such meetings must be held as an in-person meeting. The board of directors may also meet via conference telephone or by any means of communication by which all persons participating in the meeting are able to communicate with one another. Two-thirds of the voting members of the board of directors then in office, one of whom must be the president or president elect, shall constitute a quorum for the conduct of business. Proxy voting shall not be allowed.

B. Fifteen business days notice shall be required for any in-person meeting of the board of directors. For telephone conference or other electronic means allowed by law, at least five business days notice shall be required. Notice may be waived by directors before, during, or after any meeting, but such waiver must be unanimous, presented in writing, and placed on file with the records of the meeting.

Section 6. Nomination

A. The nominating committee will develop and maintain appropriate procedures to govern the Affiliate related to nomination, election, or removal not covered by the law or these bylaws.

B. The nominating committee shall be composed of the current Past President, the President-Elect and the Membership Committee Chair, which will materialize 2 months before the AGM.

C. The nominating committee shall compile a list of one or more qualified candidates for each of the available positions (provided by the Officers and Committee Chairs), keeping in mind board composition goals and rules, and present such slate to the board of directors ten business days in advance of the Annual General Meeting. A candidate is considered qualified:

1. If they have been nominated/backed by two board members; and
2. If they have volunteered with one of the Committees and is known to the board; and
3. Has past work experience or a degree/certificate in the STEM industry; and
4. Is a paying member of the Society.

- D. Additional candidates for all positions may be nominated by petition, provided that:
1. The member is eligible for the position.
 2. The member has given written consent to be placed on the ballot.
 3. At least 5 voting members have signed a petition or endorsed an email to place the candidate's name on the ballots.
 4. The petition, together with the written consent, is submitted to the Affiliate headquarters twenty business days before the AGM.

Section 7. Board Composition

The board may not have more than four men at any time on the board. Men may also not serve as President-Elect.

The board will encourage diversity of age groups, aiming for an even split of individuals across junior, mid-career and senior levels. Diversity of cultural groups should also be acknowledged and all candidates from different ethno-cultural backgrounds should be considered, in line with Canada's anti-discrimination laws.

Section 8. Election

Members whose dues are current as of the Annual General Meeting shall be eligible to vote in the election. Nomination ballots shall be sent out to members 7 weeks before the AGM. There will be a two-week period for nominations. Another two weeks will be allowed for candidates to advertise their candidacy. The following two weeks (three weeks before the AGM), voting shall occur online. Voting will conclude one week before the AGM. The new board will be welcomed at the Annual General Meeting. No proxy voting will be allowed.

Section 9. Vacancy

A. A vacancy in the office of president shall be filled by the president elect for the remainder of the term, followed by one full term as president.

B. A vacancy in the office of president elect shall be filled for the remainder of the term by the membership within sixty days of the vacancy, following the rules of a regular election.

C. A vacancy in any other member-elected board position shall be filled by the membership within sixty days of the vacancy.

Section 9. Removal

A. The president, president elect, secretary, or treasurer may only be removed by a majority vote of the members properly responding to a confidential in-person vote requesting removal of that officer.

B. A committee chair may be removed by a two-thirds vote of the board.

C. Removal procedures not covered by law or these bylaws shall be developed and approved by the board of directors.

ARTICLE VII - COMMITTEES

Section 1. Committees

A. There shall be a communications committee, a membership committee, a programs committee, a university outreach committee and an industry outreach committee.

B. The communications committee will be led by two chairs and duties will include all marketing, social media and external communications.

C. The membership committee will be led by one chair and includes managing current membership needs and seeking opportunities to improve membership growth and volunteers at large, recruitment, and allocation.

D. The programs committee will be led by two chairs and will look after the following programs:

1. Coffee Club – signage, updating discussion board, facilitation, venue, encouraging discussion, gathering feedback
2. Eng-Style – signage, facilitation, venue, finding speakers, professional development, gathering feedback,
3. Eng-Social – signage, venue, gathering feedback
4. Annual NEM Forum in March

Extra events outside the scope of these four programs must be approved by the board.

E. The university outreach committee will be led by one chair and will be responsible for reaching out to universities, connecting with students and getting them out to events and ensuring alumni know about the Affiliate. This committee will be responsible for graduate entities of SWE at local universities. This committee can also assist universities in starting their own chapter.

F. The industry outreach committee will have two chairs and will be responsible for connecting with companies and industry groups for potential collaborations, responsibilities include heading sponsorship and finding new collaborators for events.

G. Each committee will be responsible for running their own team of volunteers and meetings as required.

ARTICLE X – ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of the Affiliate shall be July 1 to June 30.

ARTICLE XI – DISSOLUTION

In the event of the dissolution of this Affiliate, all real assets and remaining monies shall be donated to a non-profit organization operated exclusively for educational purposes as determined by the board of directors and allowed by law.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in the eleventh edition of *Robert's Rules of Order Newly Revised* shall govern this Affiliate and all its subordinate units in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that may be adopted.

ARTICLE XIII – AMENDMENT

A. These bylaws may be amended at any in-person meeting of the board of directors.

B. Amendments may be proposed by any ten members of the Affiliate collectively as a group, provided that at least eight are voting members, or a member of the board and four additional members, provided that at least three of the four are voting members. Proposed amendments shall be submitted to the secretary.

C. The exact text of the amendment shall be made available to the membership by posting on the Affiliate's website at least twenty business days before the board meeting at which the vote will be taken. Electronic copies of the proposed amendments shall be sent to voting members upon request. The board of directors shall be notified when proposed amendments are posted.

D Two-thirds of the entire voting membership of the board of directors at an in-person meeting shall be required to amend these bylaws.