

By Laws Board of Trustees Houston Area Section of the Society of Women

ARTICLE I - NAME

Section 1. Name

The name of the organization is the Board of Trustees of the Houston Area Section of the Society of Women Engineers hereinafter referred to as SWE HA BOT and SWE HA, respectively.

ARTICLE II - OBJECTIVES

Section 1. Purpose

The SWE HA BOT was established to administer the investment funds of SWE HA. The initial funding includes the 1998 SWE Convention overage payment. Other funds may be included, based on request by and agreement with the SWE HA Executive Council.

Section 2. Powers

The SWE HA BOT shall have the power to invest and reinvest the assets of the funds they administer, in such securities or other investments as they deem suitable. They shall have the authority to select competent counsel for these investments. They have the fiscal responsibility for the investment of capital, distribution of income and control of expenses.

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ARTICLE III - MEMBERSHIP

Section 1. Membership

The SWE HA BOT consists of four Trustees who are elected by/and of the voting members in good standing of SWE-HA at the annual elections. Terms of office shall be three years with two trustees being elected on year and one trustee elected each of the subsequent years. Any Trustee may be re-elected to succeed herself/himself. The SWE HA Treasurer shall be an ex-officio, non-voting member of the BOT.

Section 2. Vacancy

A successor shall be elected by a majority vote of the SWE HA Executive Council and shall hold office until the next annual election of the Section, at which time a successor for the unexpired term shall be elected.

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ARTICLE IV- OFFICERS

Section 1. List

The officers of the SWE HA BOT are:

- a. Chair
- b. Secretary-Treasurer

Section 2. Eligibility

A candidate for any office must have served on the SWE HA BOT as a Trustee for at least one year.

Section 3. Term of Office

The term of office for all Officers is one fiscal year. The fiscal year is July 1 to June 30. The Officers shall be elected annually by the Trustees, by mail, e-mail or at the first meeting after the start of the fiscal year.

Section 4. Duties and Powers

- a. Chair The Chair has the following duties and powers:
 1. To represent the SWE HA BOT to the SWE HA EC and the Section membership.
 2. To preside at BOT meetings.
 3. To provide an interim report of the fund status and the potential investment income available to the Section, which can be presented by the SWE HA BOT representative or the SWE HA Executive Council at the Annual Business Meeting of the Section.
 4. To prepare and submit an annual report, as of June 30, to SWE HA EC
 5. To communicate with other Trustees between meetings on matters brought to the Chair's attention by SWE HA BOT members or the SWE-HA President. If necessary the Chair may take a vote on any action to be taken. The Chair does not vote, except in case of a tie.
- b. Secretary-Treasurer The Secretary-Treasurer has the following duties and powers:
 1. To record, prepare, correct as directed and distribute the minutes of meetings of the SWE HA BOT.
 2. To record all the investment decisions made by the SWE HA BOT in the meeting minutes.

3. To bring to each meeting an up-to-date copy of all SWE HA BOT documents such as, but not limited to, Bylaws, Policies and Responsibilities.
4. To carry on the correspondence of the SWE HA BOT as directed by the Chair.
5. To prepare action items list and agendas as needed.
6. To maintain the detailed accounting of the fund assets and keep the SWE HA Treasurer informed.
7. To distribute the income of the fund via the SWE HA Treasurer in accordance with the decisions of the SWE HA Executive Council and the agreement of the SWE HA BOT.
8. To transmit the required financial documents to an independent reviewer approved by the SWE HA EC.
9. To assure that the appropriate information is forwarded to the SWE HA Treasurer for the filing of any tax forms that need to be filed.

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ARTICLE V - MEETINGS

Section 1. Regular Meetings

The SWE HA BOT shall conduct a minimum of two meetings or telecons during a fiscal year. One should be prior to the close of the fiscal year.

Section 2. Special Meetings

A special meeting of the SWE HA BOT may be called by the Chair with the concurrence of at least two members of the BOT.

Section 3. Quorum

Three members of the SWE HA BOT is required for a quorum.

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ARTICLE VI - DUTIES

Section 1. Duties of the SWE HA BOT

The SWE HA BOT has the following duties and powers:

1. To make the investment income available to the Section for use on an annual basis.

2. To develop and maintain a basic investment policy(s).
3. To review the philosophy and each investment at each meeting.
4. To make investment decisions based on the majority vote of the SWE HA BOT.
5. To be fiscally responsible for the investment of capital, distribution of income, and control of expenses.
6. To select competent counsel for investment purposes as needed.
7. To provide information on the availability of investment income annually to the SWE HA Executive Council retains the decision making authority on the use of the income so long as it is consistent with SWE HA's strategic priorities.
8. To keep the Section informed of their activities via the report of the fund status and the potential investment income available to the Section, presented at the Annual Business Meeting of the Section.

Section 2. Duties of a Trustee

Each Trustee has the following duties and powers:

1. To make recommendations concerning the investment of capital based on the SWE HA BOT's investment philosophy(s).
2. To remain well-informed and current on the changes in the economy and the affect on the various investments.
3. To be responsible for managing the investments assigned to her-him by the SWE HA BOT and if necessary to call new information to the attention of the other Trustees between meetings.
4. To research and be prepared to discuss potential new avenues for investment prior to each meeting.
5. To attend meetings and telecons of the SWE HA BOT and communicate promptly between meetings.
6. To attend the SWE HA Business and Annual Planning Meetings as available.
7. Be willing to serve as Chair or Secretary-Treasurer of the SWE HA BOT.
8. To bring to the Chair's attention any matter he-she considers of consequence at any time during the year.

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ARTICLE VII - PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority

In all situations not covered by SWE HA BOT Bylaws or policies, the current edition of Robert's Rules of Order, Newly Revised is the parliamentary authority.

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ARTICLE VIII - AMENDMENTS

Section 1. Source of Amendments

Amendments to the Bylaws may be proposed by any Trustee.

Section 2. Proposal of Amendments

All proposed amendments must be submitted to the SWE HA BOT Secretary-Treasurer

Section 3. Vote required and Notice

These Bylaws may be amended by a majority vote of the entire Board of Trustees, provided notice of at least 30 days has been given to each SWE HA BOT member. Final approval of SWE HA BOT Bylaws changes rest with a majority vote of the SWE HA EC. These Bylaws will be published by SWE HA on their website.