

**BY LAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY
WOMEN OF THE STATE OF NEW YORK, INC.**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name

The name of this organization shall be American Association of University Women of the State of New York, Inc., hereafter called “the Organization” or AAUW-NYS”.

Section 2. Governance

The bylaws of AAUW-NYS shall in no way conflict with the AAUW Bylaws.

ARTICLE II. PURPOSE

The purpose of AAUW is to advance equity for women and girls through education, advocacy, philanthropy, and research. The purpose of AAUW-NYS shall be to further the AAUW mission, program, and policies within the organization and promote, encourage, and coordinate the work of the branches within AAUW-NYS.

ARTICLE III. USE OF NAME

Section 1. Policies and Program.

The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo.

The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual Freedom of Speech.

The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition.

The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions.

Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

(1) **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) **Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the Board of Directors shall be final.

(3) **Saving Clause.** No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or other AAUW-affiliated entity. A national member shall be

entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) Life Membership.

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

(b) Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more branches or other AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

b. Partner Member.

College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or other AAUW-affiliated entity following the procedures set forth in the state or branch bylaws.

c. Other Partner Members.

Other partner members include educational or other institutions and organizations meeting criteria established by the Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

Section 4. Student Affiliates.

An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors.

Section 5. Dues.

a. Amount.

(1) The annual dues for individual members shall be established by a two-thirds vote of the Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

(2) Dues for partner members shall be set by the Board of Directors.

(3) Dues shall include the AAUW publication distributed to all members electronically or by mail.

b. Payment. Member dues shall be payable in accordance with procedures established by policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

Section 6. Severance of Membership.

A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these Bylaws, with action taken following policies and procedures adopted by the Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

- a. There shall be a Nominating Committee elected by the following procedure as outlined in the Nominating Committee handbook:
 1. Each district coordinator shall forward to the president a list of candidates for the Nominating Committee from his/her district that have consented to be elected.
 2. Each district shall elect one member to the Nominating Committee to serve a two-year term, the first as district alternate and the second as voting member.
 3. The Board of Directors shall elect by majority vote directors to serve as Nominating Committee Chair, Assistant and Alternate.
- b. No committee member shall serve more than two consecutive years.
- c. The voting district member and alternate may not be from the same branch without prior approval of the Executive Committee of the AAUW-NYS board.
- d. If the voting member must relinquish her position, the alternate will become the voting member and the president will appoint a replacement alternate. If the alternate must relinquish her position, the president will appoint a replacement with the approval of the Board of Directors.

Section 2. Nominations

- a. Suggestions from the branches for nominees to serve on the AAUW-NYS Board of Directors shall be submitted in writing to the Chair of the Nominating Committee by the date established by the Board of Directors. The Nominating Committee Chair shall report to the members of the Committee all names received.
- b. The Nominating Committee shall review the application materials and present a slate of qualified candidates to the AAUW-NYS Board of Directors for consideration. An approved slate shall be presented to each member through the state newsletter at least thirty days prior to the State Convention.

c. Nominations for board candidates may be made from the floor at the time of the election, provided the written consent of the nominee has been obtained. Floor nominees assume all rights and privileges of the presented slate of nominees.

Section 3. Elections

- a. The elected officers shall be elected at a state convention of duly accredited delegates.
- b. Elections shall be by ballot except when there is only one candidate for an office in which case the election may be by voice vote.
- c. A majority of the votes cast shall be necessary for election.
- d. All officers shall serve two-year terms. The President, Program Vice President, and Development Vice President shall be elected in the even year. The Membership Vice President, Public Policy Vice President, Secretary/Bylaws, and Treasurer are to be elected in the odd year.

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The elected officers of AAUW-NYS shall include a President, a Program Vice President, a Membership Vice President, a Development Vice President, a Public Policy Vice President, a Secretary/Bylaws Chair, and a Treasurer. No branch shall have more than one officer elected in the same year. The officers should be chosen with due regard to geographical representation.
- b. The appointed directors of the state shall be a Director of Administration, a Director of Communications, and up to 15 other such directors as shall be deemed desirable by the Board of Directors to carry on the work of the Organization. These directors shall be appointed by the president in consultation with the Executive Committee.

Section 2. Qualifications for Office

- a. The elected and appointed officers shall be members of AAUW and AAUW-NYS.
- b. Elected and appointed officers shall be chosen for their experience and work in AAUW and/or their aptitude for the duties

and responsibilities of the office with due regard for geographical representation and rotation in membership.

- c. No officer shall hold more than one office at a time.

Section 3. Terms of Office

The term of each officer shall begin on July 1; however, the incoming or continuing president may call meetings of the incoming executive committee and board of directors prior to July for the purpose of approving appointments and making plans for the coming year. Officers shall serve for a term of two years or until their successors have been elected or appointed and have assumed office. No member shall hold the same office for more than two consecutive terms. A term shall be defined as a year or more of a full two-year period. A period of less than one year is not to be considered when counting years of board service. The officers elected in a given year shall be members of different branches.

Section 4. Vacancies

A vacancy in any office except that of the president shall be filled by election by the Board of Directors. Such a vote may be taken by in person meeting, by conference call, or by mail. A vacancy in the office of president shall be filled by the program vice president.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. President

- a. AAUW responsibilities as official representative of the state:
 - 1. Act as the official channel of communication between AAUW and AAUW-NYS.
 - 2. Present an annual report at the AAUW-NYS Convention.
 - 3. File the names and addresses of incoming and continuing elected officers and appointed directors and chairs with the AAUW Membership Records office no later than June 1st. This list shall include the name of a person other than the president and treasurer who will record and make available upon request the minutes of each meeting and board meeting.
 - 4. Ensure that the AAUW-NYS bylaws are brought into conformity with the Bylaws of AAUW after each AAUW Convention.

5. Visit a petitioning group desiring to form a branch and discuss the program of the AAUW and their desirability of organizing a branch. The President may designate an official representative to act in the President's stead. After advising the existing branch or branches in the area from which the petitioning group may draw membership, the AAUW-NYS President shall make a recommendation to the AAUW-NYS Board of Directors.

a. When the AAUW-NYS board approval is given, the AAUW-NYS President shall notify the Membership office at AAUW and direct the AAUW-NYS Membership Vice President to continue organizing activities with the petitioning group, including the preparation of bylaws.

b. In the event that the AAUW-NYS Board of Directors fails to give approval to the petitioning group of graduates qualified to organize a branch, the AAUW-NYS President shall send a written report to AAUW.

6. Notify a branch, which appears to have forfeited the right to continue as a branch, requesting it to present its reason for existence in writing to the AAUW-NYS board of directors at its next meeting.

b. State Responsibilities

1. Preside at all meetings of the AAUW New York State Board of Directors and the Executive Committee.

2. Appoint, after consultation with the Executive Committee, directors of areas of interest, chairs of all task forces and committees except the nominating committee and those otherwise provided for in these bylaws.

3. Represent AAUW-NYS in all work with other organizations and at meetings and conferences, as the official representative of AAUW-NYS.

4. Serve as an ex-officio member of all task forces and committees except the Nominating Committee.

5. Perform all other duties usually pertaining to the office.

Section 2. Vice Presidents

There shall be at least four Vice Presidents of AAUW-NYS: a Program Vice President, a Membership Vice President, a Development Vice President and a Public Policy Vice President.

- a. Program Vice President
 - 1. Serve as chair of the committee on program development.
 - 2. Assume the duties of President in the President's absence or inability to serve.
- b. Membership Vice President
 - 1. Serve as chair of the committee on membership.
 - 2. Continue organizing activities with a petitioning group, including preparation of bylaws at the direction of the state president.
 - 3. Act as the presiding officer in the absence of both the President and Program Vice President.
- c. Development Vice President
 - 1. Serve as chair of the Development Committee.
 - 2. Act as presiding officer in the absence of the President, Program Vice President, and Membership Vice President.
- d. Public Policy Vice President
 - 1. Serve as chair of the AAUW-NYS Public Policy Committee.
 - 2. Act as presiding officer in the absence of the President, Program Vice President, Membership Vice President, and Development Vice President.

Section 3. Secretary/Bylaws

- a. Keep the minutes of the annual convention and of the meetings of the Board of Directors and the Executive Committee.

b. At the close of the AAUW-NYS Annual Meeting, send each branch not present at the convention a copy of the Convention Booklet, Business Meeting Agenda, and copies of resolutions brought before the convention.

c. Act as Bylaws Chair for AAUW-NYS.

Section 4. Treasurer

a. Oversee the collection of state dues and other money and disburse the same upon the order of the AAUW-NYS Board of Directors or the AAUW-NYS President, unless otherwise authorized by the AAUW-NYS Board of Directors.

b. Render a properly audited account at the annual meeting and at such other times as may be designated by the AAUW-NYS President, or at the request of 10% of the Board of Directors.

c. Pay all bills authorized by the budget adopted by the Board of Directors. Budget line expenses exceeding the allocated amount up to 20% must be approved by the Board President. Budget line expenses exceeding the budgeted amount by over 20% must be approved by the AAUW-NYS Executive Board.

d. Act as chair of the Finance Committee.

Section 5. Annual Reports

All elected officers and appointed board members shall submit annual reports to the President and the membership. All reports shall be available in writing at the annual convention and shall be sent electronically by the President or her representative to members upon request.

Section 6. Transition/Transfer of Records/Funds upon Termination of Elected/Appointed Term of Office.

a. All previously elected/appointed board members shall submit, transfer or deliver records, funds and documentation to the appropriate incoming officer/appointee on or before July 1st of the fiscal year in which they will serve, or within 30 days after election, appointment if filling a vacancy during the term.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall include the elected officers and appointed directors. The number of directors shall be set by the Board of Directors, and may be increased or decreased by majority vote of the entire Board of Directors.

Section 2. Powers and Duties

a. AAUW-NYS Administration: In accordance with the bylaws and convention action, the Board of Directors shall have the general power to administer the affairs of AAUW-NYS and to initiate and carry out its program and policies between Organization conventions. The Board may adopt rules to govern its proceedings. It also shall:

1. Review and approve the budget and accept the audit report/financial review.
2. Elect the required members and Chair of the Nominating Committee.
3. Approve the programs for state meetings.
4. Fill the vacancy of any Officer except that of President.

b. Branch Supervision

1. AAUW-NYS Board members shall serve annually as liaisons to the branch presidents as assigned by the AAUW-NYS President.
2. Creation: Upon recommendation of the AAUW-NYS President, the AAUW-NYS Board of Directors shall have the authority to recommend in writing the application of any group of AAUW members qualified to form a branch within the state under the AAUW Bylaws.
3. Forfeiture: The AAUW-NYS Board of Directors shall review the findings of any branch which shall appear to have forfeited its rights to continue as a branch under the AAUW Bylaws and recommend action to be taken. A branch shall be deemed to have forfeited its right to continue as a branch if the branch has violated the purpose of AAUW or the maintained branch bylaws or practices in conflict with the Bylaws or policies of AAUW. The branch shall have the right to appeal to the Board of Directors within a designated period. If there is no branch contact, AAUW-NYS may initiate the process of discontinuance of the branch.

Section 3. Meetings and Quorum

- a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once a year.
- b. Special Meetings. Special meetings of the Board of Directors shall be called at any time by the President or upon the written request of eight members of the board, provided that at least 30 days' notice of such a meeting and its agenda shall have been given to the members of the board.
- c. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of the AAUW-NYS Board members.

ARTICLE IX. EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall be composed of the elected officers of AAUW-NYS.

Section 2. Powers and Duties.

The Executive Committee shall:

- a. Act for the Board of Directors in the interim between meetings of the board except to assume such duties as are specifically delegated to the Board of Directors by these bylaws.
- b. Confirm the appointments of chairs of task forces and appointed Directors.
- c. Provide for an audit or financial review and proper control of funds.

Section 3. Meetings and Quorum

- a. Meetings. The executive committee shall meet at the call of the President or three members of the Executive Committee.
- b. Quorum. A quorum shall be a majority of the members of the Executive Committee.

ARTICLE X. COMMITTEES

Section 1. Committees.

The Board of Directors shall authorize committees and task forces as outlined in the Working Rules.

Section 2. Qualifications and Terms of Committee Members

- a. Committee and Task Force members shall be members of AAUW and AAUW-NYS.
- b. Members of the committees and task forces shall be chosen for their experience and work in AAUW and/or their special aptitude for the work of the committee with due regard for geographical representation and rotation in membership.

Section 3. Composition and Duties of Committees

- a. With the approval of the Board of Directors, each committee shall formulate programs to carry forward the work of AAUW within the state. Each committee shall cooperate with the appropriate AAUW committee and committees in the branches to initiate and promote projects of statewide and national scope.
- b. Committees and Task Forces shall perform such duties as are assigned by the Board of Directors.

Section 4. Reports.

Each committee chair shall submit a written report to the AAUW-NYS President at her request.

ARTICLE XI. RESPONSIBILITIES OF BRANCH OFFICERS AND CHAIRS TO AAUW AND AAUW-NYS

Section 1. Duties of the Branch President.

The Branch President shall:

- a. Notify AAUW and AAUW-NYS of the incoming branch officers and directors no later than June 1.
- b. Be responsible for the updating of the branch bylaws after each AAUW Convention and submitting them as instructed to the AAUW-NYS Secretary/Bylaws by the October 31 or other designated deadline.

- c. Send to the AAUW-NYS President a list of candidates for appointed AAUW-NYS offices, together with a statement of their qualifications.
- d. Be the official representative of the Branch in the activities of AAUW.

Section 2. Duties of Branch Treasurer

Unless otherwise authorized by the AAUW Board of Directors (see AAUW Bylaws), the branch treasurer shall send AAUW-NYS dues to the AAUW-NYS treasurer, **or** to the designee of the AAUW-NYS Board to receive such funds, pursuant to the AAUW-NYS Working Rules, **postmarked no later than July 1. Dues received** after July 1 for late renewals or for new members shall be forwarded immediately.

Section 3. Duties of Other Officers and Chairs

Branch officers, task force and committee chairs shall make reports as may be required by a member of the AAUW-NYS Board of Directors or by a committee chair.

ARTICLE XII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of AAUW-NYS shall correspond with that of the AAUW and shall begin July 1.

Section 2. Budget

The annual budget for the state shall be prepared by the finance committee and approved by the AAUW-NYS board of directors.

Section 3. Audit

The AAUW-NYS Board of Directors shall provide for such audit or financial review and control of funds as are necessary to assure their safekeeping and complete accounting.

ARTICLE XIII. MEETINGS OF AAUW-NYS

Section 1. Time, Place and Notification

- a. AAUW-NYS shall hold at least one regular meeting each year in conjunction with the AAUW-NYS Convention, to be known as the

AAUW-NYS Annual Meeting to conduct the business of the state, including the election of officers and the receiving of reports of officers and Directors.

- b. The time and place shall be determined by the Board of Directors.
- c. Special meetings may be called by the President or shall be called by the President on the written request of 10% or more of the members eligible to vote at such meeting.
- d. Notice of each meeting shall be sent to all members eligible to vote at such meeting at least 30 (but not more than 50) days prior to the meeting. Notice also will be sent to any nonvoting members entitled to attend the meeting. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the secretary of the corporation. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically (1) if the corporation is unable to deliver two consecutive notices to the member by facsimile telecommunication or electronic mail; or (2) the corporation otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic mail.
- e. All state meetings including meetings of the Board of Directors may be attended by any member of AAUW-NYS.
- f. If circumstances prevent the holding of a state meeting, the Board of Directors shall provide for the conduct of necessary business.

Section 2. Representation

- a. Voting Body. The voting body of any meeting of the state shall be composed of the people in the following categories, all of whom shall be AAUW-NYS members as of the record date (31 days before the business meeting):
 - 1. Elected AAUW-NYS officers and appointed AAUW-NYS Directors.
 - 2. Chairs and members of all AAUW-NYS committees and AAUW-NYS Task Forces.
 - 3. Past presidents of AAUW-NYS.

4. Branch Delegates. A branch shall be entitled to 2 delegates and an additional delegate for each 50 paid members or fraction thereof beyond the first 50. A delegate shall have one vote. A delegate, holding dual membership, may only be a delegate from the branch in which s/he pays AAUW and AAUW-NYS dues.

5. National Member delegates. The National Members who are also members of AAUW-NYS shall be entitled to two delegates and an additional delegate for each 50 paid members or fraction thereof beyond the first 50. Those delegates are appointed by the state president.

6. One delegate for each College/University partner who is also member of AAUW-NYS.

b. Voting Procedures. Resolutions and public policy principles may be initiated by the membership, the branches, the state elected officers, the appointed directors and chairs of committees. They must be submitted in writing by a specified date to the Public Policy Vice President (see Working Rules). A majority vote of those present and voting shall be required for adoption. Resolutions and public policy principles may also be introduced from the floor. However, a two-thirds vote of those present and voting is necessary for discussion and a three-fourths vote of those present and voting shall be required for adoption of such item.

c. Voting. A member of the voting body shall cast no more than one vote.

d. Quorum. Delegates representing one-fourth of the branches shall constitute a quorum.

Section 3. Electronic Notice and Voting

a. Any notice required or permitted by law or under these bylaws may be given or sent via postal mail or through electronic means. Any member who provides AAUW-NYS with a valid email address consents to receiving official notices via email unless such member requests in writing to receive notices via postal mail.

b. For all purposes of conducting the business of AAUW-NYS, an electronic communication shall constitute a writing.

c. Written and/or electronic consent thus given by all members entitled to vote shall have the same effect as a unanimous vote.

d. All prior notices and actions of the board conducted via electronic means are hereby ratified.

ARTICLE XIV. PROPERTY

Section 1. Title.

The title for all property, funds and assets of AAUW-NYS shall at all times be vested in AAUW-NYS for the joint use of members and no member or group of members shall have any severable right to all or any part of such property.

Section 2. Dissolution.

In the event of the dissolution of AAUW-NYS, all assets of AAUW-NYS shall be transferred and delivered to an AAUW entity to be designated by AAUW-NYS or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws, the laws of New York State and/or the requirements of the Internal Revenue Code.

ARTICLE XVI. INDEMNIFICATION

Every board or committee member shall be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or committee in connection with any threatened, pending or completed action, suit or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the AAUW-NYS board approves such settlement and reimbursement as being in the best interest of AAUW-NYS. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments.

Amendments required by AAUW to bring the AAUW-NYS bylaws into conformity shall be adopted by the Board of Directors.

Section 2. Prior Approval.

All other proposed amendments to the AAUW-NYS bylaws shall be sent to the AAUW-NYS Board of Directors for review prior to being voted upon.

Section 3. Member Vote.

Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the AAUW-NYS Annual Meeting by a two-thirds vote of those present and voting, provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.