

BYLAWS
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
NEW YORK STATE
Updated 2007

ARTICLE I. NAME

The name of this organization shall be the American Association of University Women of New York State.

ARTICLE II. GOVERNMENT

The Charter and Bylaws of the American Association of University Women shall govern this state in all its practices. The bylaws of this state shall in no way conflict with the Charter and Bylaws of the Association. Every amendment to the Bylaws of the Association shall become effective and binding on this state.

ARTICLE III. PURPOSE

The American Association of University Women promotes equity for all women and girls, lifelong education, and positive societal change. The purpose of AAUW New York State shall be to further the Association purposes and policies within New York State. AAUW New York State shall organize new branches of the Association within the state, and promote, encourage, and coordinate the work of the branches throughout the state.

ARTICLE IV. USE OF NAME

Section 1. Matters of National Scope

- a. The policies and programs of the Association shall be binding on all members, branches, and states and no member, branch or state shall use the name of the Association to oppose such policies or program. Established channels may be used to change a policy or program.
- b. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.
- c. Reference to membership in the Association by an individual shall be interpreted as use of name in application of Section 1 of the Association Charter and Bylaws.
- d. On any national matter on which the Association has no policy the only action which may be taken by a member, branch or state in the name of the Association is to use the established channels to effect the formulation of a policy.
- e. Violation of the use of the Association's name by the state shall result in its loss of recognition.
- f. Violation of the use of the Association's name shall result in:
 - (1) A member's suspension for one year or expulsion from membership. (See Association bylaws); or
 - (2) loss of recognition of branch or state.

Section 2. Matters of Statewide Scope

The policies and programs of the state shall be binding on members and branches and no member or branch shall use the name of this state to oppose such policies or program. Established channels may be used to change a policy or program.

ARTICLE V. MEMBERSHIP

Section 1. Branch

All branch members of the American Association of University Women within the state shall be members of the state organization.

Section 2. AAUW NYS Member-at-Large

A member-at-large of the American Association of University Women residing within the state may become a member-at-large of the state upon application to the state treasurer and the payment of state dues which includes an annual subscription to the state every member publication.

Section 3. College/University

A college or university within the state which is a college/university member of the Association shall become a college/university member of the state and shall be entitled to send one voting representative to all state meetings. A college/university member representative who is a member of AAUW may be a voting delegate.

Section 4. Life Members

- a. Paid Life Members. Any member of the Association may become a life member of the Association upon a one-time payment of twenty years' dues, based on the amount of Association dues the year that member elects to become a life member. Thereafter, the life member shall be exempt from payment of Association dues.
- b. Fifty-Year Members. Upon notification to the State Treasurer that a member who has paid Association dues for fifty (50) years has been granted Life Membership in the Association, AAUW New York State will also grant Life Membership.

Section 5. Student Affiliates

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

ARTICLE VI. FISCAL AFFAIRS

Section 1. Fiscal Year

The fiscal year of AAUW New York State shall correspond with that of the Association and shall begin July 1.

Section 2. Dues

- a. Effective July 1, 1999, each branch shall pay annual state dues of \$10.00 for each member belonging to the branch. This amount shall include a subscription to the state publication. Dues are payable to the state and forwarded by the branch treasurer, postmarked no later than July 1. Dues of new members may be accepted at any time.
- b. AAUW New York State shall follow Association policy and procedure in the collection of annual dues.
- c. Reciprocity. All state AAUW's shall have a reciprocal membership policy. Payment of any additional dues shall be waived for a transferring member whose dues have been paid to another state AAUW.
- d. College/University members' state dues are forwarded from the Association to the state treasurer.

- e. A member-at-large belonging to the state AAUW shall pay annual dues of \$10.00, effective July 1, 1999, to the state treasurer, unless otherwise authorized by the AAUW Board of Directors in accordance with AAUW Charter and Bylaws. Dues are payable on July 1 and shall be considered in arrears unless paid to the state treasurer postmarked no later than July 31.
- f. A branch recognized by the Association between January 1 and June 30 shall pay state dues for each member at half the annual amount.
- g. A member holding dual membership shall pay state dues to that branch where she holds her regular membership, i.e. where her Association dues are paid and recorded.

Section 3. Fees

The state fee for a student affiliate shall be 50% of the annual state dues for a branch member.

Section 4. Budget

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

Section 5. Audit

The state administration shall provide for such audit and control of funds as are necessary to assure their safekeeping and complete accounting.

ARTICLE VII. OFFICERS

Section 1. Elected Officers

The elected officers of AAUW New York State shall include a president, a program vice-president, a membership vice-president, an Educational Foundation vice-president, a Legal Advocacy Fund vice-president, a treasurer, and a secretary/bylaws. No branch shall have more than one officer elected in the same year. The officers should be chosen with due regard to geographical representation.

Section 2. Appointed Officers

The appointed officers of the state shall be determined by the board of directors. These officers shall be appointed by the president in consultation with the Executive Committee.

Section 3. Qualifications for Office

- a. The above-mentioned elected and appointed officers shall be members of the Association and AAUW New York State.
- 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.

Section 4. 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 5. 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 meeting or by mail. A vacancy in the office of president shall be filled by the program vice president.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Duties of Elected Officers

I. President

A. Association responsibilities as official representative of the state

1. act as the official channel of communication between the Association and AAUW New York State
2. file an annual report with the Director from the region and with the Executive Director no later than June 1.
3. file the names and addresses of incoming and continuing elected officers and appointed directors and chairs with the Association Membership Records office no later than June 1
4. be responsible for bringing state bylaws into conformity with the Bylaws of the Association after each Association Convention
5. visit a petitioning group desiring to form a branch and discuss the program of the Association 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 state President shall make a recommendation to the state Board of Directors.
 - a. When the state board approval is given, the state President shall notify the Membership office at the Association and direct the state Membership Vice President to continue organizing activities with the petitioning group, including the preparation of bylaws.
 - b. In the event that the state Board of Directors fails to give approval to the petitioning group of graduates qualified to organize a branch, the state President shall send a written report to the Association.
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, within a designated time period, to the state board of directors.

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. as the official representative of the state, the President or the President's designated substitute shall represent the state in all work with other organizations and at meetings and conferences.
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

II. Vice-Presidents

There shall be at least four vice-presidents of this state: a program vice-president, a membership vice-president an Educational Foundation vice-president and a Legal Advocacy Fund 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. Educational Foundation Vice-President

1. serve as chair of the Educational Foundation Committee
2. act as presiding officer in the absence of the president, program vice president and membership vice-president

D. Legal Advocacy Fund Vice-President

1. serve as chair of the Legal Advocacy Fund Committee
2. act as presiding officer in the absence of the president and the above 3 vice-presidents

III. Recording Secretary/Bylaws

1. keep the minutes of the annual convention and of the meetings of the Board of Directors and the Executive Committee
2. at the close of the convention, shall 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
3. act as Bylaws Chair for AAUW New York State

IV. Treasurer

1. collect state dues and other money and disburse the same upon the order of the convention, the Board of Directors or the President, unless otherwise authorized by the AAUW NYS Board of Directors
2. render a properly audited account at the annual convention and at such other times as may be designated by the President of the Board of Directors
3. pay all bills authorized by the budget adopted by the Board of Directors. Items not on the budget or those exceeding the budget allotment must be approved by the President
4. act as chair of the Finance Committee

Section 2. Annual Reports

All elected officers and appointed board members shall submit annual reports to the State President and/or membership.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Selection and Term

- a. There shall be a Nominating Committee elected by the following procedure:
 - 1. Each District Coordinator shall forward to the president a list of candidates for the nominating committee from their District who have consented to be elected
 - 2. Each district shall elect one member 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 committee chair, assistant and alternate.
- b. The Chair of the Nominating Committee shall be elected by majority vote of the Board of Directors
- c. No member shall serve more than two consecutive years.
- d. The voting district member and alternate may not be from the same branch without the approval of the executive committee.
- e. 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 shall be submitted in writing to the Chair of the Nominating Committee by the date established by the Board of Directors. The Chair shall report to the members of the committee all names received.
- b. The committee shall review the application materials and present a slate of qualified candidates to each member through the state newsletter at least one month prior to the State Convention.
- c. Nominations 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. The President, Program Vice President, and Educational Foundation Vice President shall be elected in the even year. The Membership Vice President, Legal Advocacy Fund Vice President, Secretary/Bylaws, Treasurer to be elected in the odd year.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall include the elected officers, appointed directors and other members deemed necessary by the Board of Directors.

Section 2. Qualifications and Term of Office

- a. Appointed and elected officers shall be members of the Association and AAUW NYS.
- b. Directors shall serve for a term of two years and shall be eligible for reappointment for one term only in the same position.

Section 3. Powers and Duties

a. AAUW New York State Administration

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

1. approve the budget and accept the audit report
2. elect the required members and Chair of the Nominating Committee
3. approve the programs for state meetings
4. fill a vacancy in any office except that of President

b. Branch Supervision

Creation: Upon recommendation of the AAUW New York State President, the State Board of Directors shall have the authority to approve in writing the application of any group of graduates qualified to form a branch within the state under the AAUW Charter and Bylaws.

Forfeiture: The State 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 Charter and Bylaws and recommend action to be taken. A branch shall be deemed to have forfeited its right to continue as a branch for any of the following reasons:

1. has had fewer than fifteen members for 24 consecutive months
2. has not submitted the required dues to the AAUW treasurer in accordance with Article VI. Section 2. b. of these bylaws for a period of two years
3. has violated the purpose of the Association or the provisions of its bylaws
4. has maintained branch bylaws or practices in conflict with the AAUW Charter and Bylaws

If there is no branch contact, the state 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 members.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall be composed of the elected officers of AAUW New York State.

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 and proper control of funds

Section 3. Meetings and Quorum

Meetings. The executive committee shall meet at the call of the President in person or by electronic means when appropriate.

Quorum. A quorum shall be a majority of the members of the executive committee.

ARTICLE XII. COMMITTEES

Section 1. Standing Committees

The Board of Directors shall authorize such standing committees as are necessary.

Section 2. Special Committees

The Board of Directors shall authorize such special committees as considered necessary.

Section 3. Qualifications and Terms of Directors and Committee Members

- a. Committee members shall be members of the Association and AAUW NYS.
- b. Members of the standing and special committees 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.
- c. Committee members shall serve for a term of two years and be eligible for reappointment for one term only in the same position.

Section 4. Composition and Duties of Committees

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

ARTICLE XIII RESPONSIBILITIES OF BRANCH OFFICERS AND CHAIRS TO AAUW

Section 1. Duties of the Branch President

The Branch President shall:

- a. send to the President of AAUW New York State the Branch Officer Report form no later than JUNE 1ST
- b. be responsible for the updating of the branch bylaws after each Association Convention and submitting them as instructed to the AAUW New York State Secretary/Bylaws before the December 1 deadline.
- c. send to the AAUW New York State President a list of candidates for appointed offices, together with a statement of their qualifications.
- d. be the official representative of the Branch in the activities of the Association.

Section 2. Duties of Branch Treasurer

Unless otherwise authorized by the AAUW Board of Directors (see AAUW Charter and Bylaws) the branch treasurer shall send state dues to the state treasurer, 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 state Board of Directors or by a special committee chair.

ARTICLE XV. MEETINGS OF THE STATE

Section 1. Time, Place and Notification

- a. AAUW New York State shall hold at least one regular meeting each year to be known as the New York State Convention 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 eight members of the Board of Directors.
- d. Notice of meetings shall be sent to all branches, members of the state Board of Directors, the regional director, the Association, college/university members and state members-at-large at least 30 days prior to the meeting.
- e. All state meetings including meetings of the Board of Directors shall be open and may be attended by any member of AAUW New York State.
- 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

Voting Body. The voting body of any meeting of the state shall be composed of:

1. State Representatives, including the following:
 - a. elected officers and appointed Directors
 - b. chairs, alternates and members of all standing committees and Task Forces
 - c. past presidents of the state provided they are members of the Association
2. Branch and Other Delegates, including the following:
 - a. a branch shall be entitled to 2 delegates and an additional delegate for 50 paid members or fraction thereof beyond the first 50. A delegate shall have one vote. A member, holding dual membership, is a delegate from the branch in which s/he pays Association and AAUW New York State dues.
 - b. the AAUW NYS members-at-large shall be entitled to two delegates and an additional delegate for each 50 paid members or fraction thereof beyond the first 50, which are appointed by the state president.
 - c. one delegate for each college/university member of the state.

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 Director of Public Policy. A majority vote of those present and voting shall be required for adoption. Resolutions and public policy principles may be introduced from the floor. A two-thirds vote of those present and voting is necessary for discussion. A three-fourths vote of those present and voting shall be required for adoption of the item.

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

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

ARTICLE XVI DELEGATES TO THE ASSOCIATION CONVENTION

AAUW NYS shall be entitled to a maximum of seventeen delegates who shall be incoming, continuing, or outgoing state board members. If there are not enough state board members to equal seventeen, slots may be filled by branch members whose branch delegations are full. Delegates shall be certified by the Executive Director of the Association.

ARTICLE XVII INDEMNIFICATION

The elected officers, appointed directors and other appointed representatives of AAUW New York State may be indemnified and their liability shall be limited to the fullest extent authorized by New York State law unless adjudged therein to be liable for negligence or misconduct in performance of their duties.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the state in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIX. AMENDMENTS

The provision of these bylaws not governed by the AAUW Charter and Bylaws may be amended at any annual state convention by two thirds (2/3) of those present and voting, if thirty days notice of the proposed amendment has been given to the branches; or if the previous notice has not been given, then

1. by unanimous vote of the annual convention; or
2. by majority vote of the annual convention ratified by three-fourths of the branches; or
3. if presented to the branches by the Board of Directors and ratified by three fourths of the branches.

An amendment to the bylaws of AAUW New York State shall become effective and binding on all branches within the state.

Changes required to bring the AAUW New York State bylaws into conformity with the bylaws of the Association shall be made without the necessity of a vote of the state.

The bylaws of AAUW New York State and all subsequent amendments thereto shall be forwarded to the Chair of the Association Committee on Bylaws for approval.