

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE STATE OF NEW YORK

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name

The name of this organization shall be AAUW of the state of New York, hereafter called the organization.

Section 2. Governance

The bylaws of this organization 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 the organization shall be to further the AAUW mission, program, and policies within the organization and promote, encourage, and coordinate the work of the branches within the organization.

ARTICLE III. USE OF NAME

Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members, branches and organizations; and no member, branch or organization 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. 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.

Section 3. Violations. Violation of the Use of Name policy shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership.

- a. All branches of AAUW within the boundaries of the organization shall be members of the organization.
- b. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV are eligible to be admitted to membership in this organization. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the organization. The organization member shall be entitled to vote, hold office and participate in all activities and programs and receive the publications distributed to all members.

- c. A member-at-large of AAUW residing within the boundaries of the organization may become a member-at-large of the organization upon payment of state dues.
- d. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to the AAUW policies and procedures.
- e. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with this organization upon payment of fees established by AAUW and this organization's board of directors. Student affiliates shall be entitled to attend meetings of AAUW and this organization and to receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 2. Dues.

- a. The annual dues for organization members and members-at-large shall be determined by a two-thirds vote of the board of directors of the organization.
- b. Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the organization, are required to pay annual organization and branch dues.
- c. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and New York State dues.
- d. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend organization meetings without vote.
- e. New members may join at any time. Dues are payable upon joining. The national portion of the dues paid by new members for less than a full year is determined by AAUW.
- f. The fiscal year of AAUW New York State shall correspond with that of the AAUW and shall begin July 1.
- g. 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 NYS AAUW and forwarded by the branch treasurer, postmarked no later than July 1. Dues of new members may be accepted at any time.
- h. All state AAUW branches 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.
- i. College/University member's state dues are forwarded from the AAUW to the state treasurer.
- j. A member-at-large belonging to the state AAUW shall pay annual dues of \$10.00 to the state treasurer, unless authorized by the state AAUW Board of Directors.
- k. A branch recognized by the AAUW between January 1 and June 30 shall pay dues for each member at half the annual amount.

- l. A member holding dual membership shall pay state dues to that branch where he/she holds their regular membership, i.e. where her AAUW dues are paid and recorded.
- m. The state fee for a student affiliate shall be 50% of the annual state dues for a branch member.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

- 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 that 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 committee member shall serve more than two consecutive years.
- d. The voting district member and alternate may not be from the same branch without prior 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 Fund 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 VI. OFFICERS

Section 1. Officers

- a. The elected officers of AAUW New York State shall include a president, a program vice president, a membership vice-president, an Educational Fund 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.
- b. The appointed officers of the state shall be a Director of Administration, a Director of Communications, and other such officers as shall be deemed desirable to carry on the work of the State. These officers shall be appointed by the president in consultation with the Executive Committee.

Section 2. Qualifications for Office

- a. The above-mentioned elected and appointed officers shall be members of AAUW, AAUW New York State, and a NYS Branch.
- 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 meeting 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 New York State.
 2. File an annual report 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 AAUW Membership Records office no later than June 1.
 4. Ensure that the state bylaws are brought into conformity with the Bylaws of the 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 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 AAUW 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 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, 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. Represent the state in all work with other organizations and at meetings and conferences, as the official representative of the state.
 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 NYS state: a program vice president, a membership vice president an Educational Fund 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 Fund Vice President
 1. Serve as chair of the Educational Fund 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.

Section 3. Recording 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 NYS 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.
- c. Act as Bylaws Chair for AAUW New York State.

Section 4. Treasurer

- a. 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.
- b. 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.
- c. 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.
- 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 State President and/or membership.

ARTICLE VIII. 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. 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
 1. 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 Bylaws.

2. 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 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, 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 IX. 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

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

ARTICLE X. 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. Appointed Directors shall be members of AAUW and an AAUW New York State branch.

- 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. Directors shall serve for a term of two years and shall 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 AAUW within the state. Each standing committee shall cooperate with the appropriate AAUW 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.

Section 5. Reports. Each Director shall submit an annual report to the AAUW New York State President.

ARTICLE XI. DIRECTORS of AREAS OF INTEREST

Section 1. Directors. There may be a Director for any area of interest in the AAUW program.

Section 2. Duties. Each Director shall serve as a member of the AAUW New York State Board of Directors and the Program Committee.

Section 3. Qualifications and Term. Each Director shall:

- a. Be a member of the AAUW and an AAUW New York State branch.
- b. Serve for a term of two years and shall be eligible for reappointment for one term in the same position

ARTICLE XII. 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 1.
- b. Be responsible for the updating of the branch bylaws after each AAUW Convention and submitting them as instructed to the AAUW New York State Secretary/Bylaws by the October 31 or other designated 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 AAUW.

Section 2. Duties of Branch Treasurer

Unless otherwise authorized by the AAUW Board of Directors (see AAUW 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 XIII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of AAUW New York State 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 state board of directors.

Section 3. Audit

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

ARTICLE XIV. 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, AAUW, 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:

- a. State Representatives, including the following:
 1. Elected officers and appointed Directors
 2. Chairs and members of all standing committees and Task Forces
 3. Past presidents of the state provided they are members of AAUW.

- b. Branch and Other Delegates, including the following:
1. 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 AAUW and AAUW New York State dues.
 2. The members-at-large of the state 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.
 3. 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 XV. PROPERTY

Section 1. Title. The title for all property, funds and assets of the organization, whether incorporated or not, shall at all times be vested in the organization 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. The organization shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. Dissolution. In the event of the dissolution of the organization, all assets of the organization shall be transferred and delivered to an AAUW entity.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

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

ARTICLE XVII. INDEMNIFICATION

Every board or committee member may 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 organization, 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 organization board approves such settlement and reimbursement as being in the best interest of the organization. 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 XVIII. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring the organization bylaws into conformity shall not require a vote of the members, except that an incorporated state shall take the necessary steps required by the state bylaws, its articles of incorporation, and state law.

Section 2. Prior Approval. All other proposed amendments to the organization bylaws shall be sent to the AAUW Governance Committee chair for approval before being voted upon.

Section 3. Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the annual organization meeting by a two-thirds vote of those present and voting, or by electronic or mail ballot, provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.

Date last amended: October 26, 2009