

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF SCHENECTADY, NEW YORK**

REVISED, NOVEMBER, 2015

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the Schenectady, New York Branch of the American Association of University Women, hereinafter known as the "Organization."

Section 2. Governance. The Organization shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Organization shall in no way conflict with the AAUW bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Organization is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Organization shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

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. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. 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 any AAUW-affiliated entity or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the AAUW 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 comparable 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 AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity 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 comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws. The procedures of the Organization are as follows: The college/university partner shall declare interest in writing to affiliate with the Organization.

c. Other Partner Members. Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW 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, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors.

Section 5. Dues

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

(2) Dues for partner members shall be set by the AAUW Board of Directors. There are no dues for Organization partner members.

(3) Payment of Dues. AAUW Member dues shall be payable in accordance with procedures established by AAUW policy. Organization dues are payable by July 1 of each calendar year. Payment by May 31 of each year results in a \$3.00 reduction in local dues.

(4) 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 AAUW Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. **Composition and Appointment.** There shall be at least 5 members on the Nominating Committee. The immediate Past President(s) will serve as chair. Two members shall be elected at the annual meeting of the members; 2 shall be appointed by the President with the approval of the Board of Directors. The chair and members of the Nominating Committee shall have been members in good standing of the Organization for at least 5 years.

b. **Terms.** The committee chair and committee members shall be determined by December 1 and shall serve until June 30.

Section 2. Nominating Committee Procedures:

January-February: contact prospective candidates and complete slate.

March: share slate of officers with Board members and announce list of candidates in April *Visions*.

May: election and installation of officers at the annual meeting of the members.

Section 3. Elections

Elections for branch officers shall be held at the May general meeting. In addition to the slate presented by the Nominating Committee, nominations may be made from the floor at the time of the election, provided written consent of the nominee was obtained. Voting shall be by ballot unless there are no nominations from the floor. A majority of the votes cast by the members in attendance shall be necessary for election. A quorum of 20% of the membership is necessary in order to hold the election.

ARTICLE VI. OFFICERS AND DIRECTORS

Section 1. Composition

There shall be seven Elected Officers' positions as follows: President, Program Vice-President, Membership

Vice-President, Public Policy Vice President, AAUW Funds Vice President, Recording Secretary, and Treasurer of the branch. Only members of AAUW shall be Elected Officers of the branch. Appointed positions shall include: Newsletter Editor, Communications/Publicity Director, Circulation Director, and Editor of the Directory.

Section 2. Duties

The elected and appointed Officers and Directors shall facilitate and promote the purpose and mission of AAUW. They shall perform the duties prescribed by these bylaws and outlined in the Organization Policies and Procedures Handbook. All officers shall submit an annual report to the President in June, specifying what was accomplished that year, along with a recommended timeline and suggestions for improvement.

a. President

1. Officially represents the branch in the activities of AAUW and AAUW-NYS at meetings and conferences and in all work with other organizations.
2. Submits reports and forms as required by AAUW and AAUW-NYS
3. Submits an annual narrative report of the branch activities to the branch at the annual meeting and to the AAUW-NYS President no later than June 1
4. Brings the Branch bylaws into conformity with any changes in the AAUW bylaws; submits revised bylaws for review to the chair of the AAUW-NYS Bylaws Committee by December 1 following the biennial AAUW convention, and delivers to AAUW updated branch by-laws as requested.
5. Brings the branch bylaws into conformity any Changes in the AAUW-NYS bylaws
6. Performs the following duties:
 - a. presides at all meetings of the branch, the board of directors, and the executive committee
 - b. serves as ex-officio member of all task forces and committees except nominating
 - c. calls special meetings of the branch in accordance with provisions of bylaws
7. Appoints, with the approval of the Executive Committee, representatives of areas of interest, the chairs of all task forces and committees except the Nominating Committee and those provided for by election, and any additional officers authorized by the branch bylaws
8. Submits a monthly article about branch accomplishments and upcoming events in *Visions*

b. Program Vice President

1. Serves as Chair of the Program Committee which plans the total Branch program
2. Works with Public Policy Vice President to coordinate programs related to AAUW public policy
3. Presides at meetings in absence of President
4. Notifies Communications Chair of upcoming programs and informs membership of upcoming programs in Branch Directory, website, and monthly newsletter

c. Membership Vice President

1. Is responsible for membership recruitment, retention, and orientation
2. Provides a membership packet for perspective members
3. Assists President contacting members who have not rejoined by July 1
4. Displays Branch, AAUW-NYS and AAUW materials at all Branch events
5. Determines length of time as a Branch member; contacts AAUW-NYS and AAUW for recognition of 25 and 50-year members. Presents awards at May dinner
6. Collects dues of new and renewing members; transfers to Treasurer
7. Submits a monthly article related to membership in *Visions*.

d. AAUW Funds (Educational Opportunities Fund) Vice President

1. Shares information to branch members about EOF initiatives at meetings and in monthly newsletter
2. Participates in long-range planning with LAF Chair to raise/collect funds for AAUW Funds
3. Submits a monthly article in *Visions* about AAUW (EOF) Funds
4. Chairs a committee to determine the Named Grant Honorees for the Branch

e. Public Policy Vice President

1. Shares information to Board and membership about AAUW public policy positions
2. Shares public policy initiatives and encourages follow-up action by Branch
3. Submits a monthly article in *Visions* about public policy issues

4. Assists in planning Branch programming related to AAUW public policy

f. Recording Secretary

1. Records and stores the minutes of the meetings of the membership, Board, and Executive Committee
2. Distributes a copy of minutes of most recent meeting for approval at each Board and general meeting
3. Maintains a copy of the branch bylaws, a list of officers, task force and committee chairs and members, and current minutes of all meetings

g. Treasurer

1. Is responsible for the collection of all monies for the branch; forwards to AAUW and AAUW-NYS within the specified time frames
2. Submits to AAUW all qualifying membership applications made with the payment of dues
3. Pays all bills provided for in the budget or approved by the President
4. Reimburses members with receipts for approved expenditures
5. Submits a financial report to be filed for audit at each board meeting and general meeting of the branch
6. Arranges for an internal audit of the Branch financial records preferably every year but no longer than every two years
7. Serves as chair of the Finance Committee

Section 3. Vacancies

A vacancy in office, except that of the President, shall be filled for the unexpired term by election of the Board of Directors. A vacancy in the office of President shall be filled by the succession of the Program

Vice-President for the remainder of the current term of office.

Section 4. Tenure

With the exception of Treasurer, all Elected Officers shall serve for a term of one (1) year beginning July 1. They shall be eligible for re-election or re-appointment to the same office for up to three (3) additional terms.

The Treasurer shall serve for a term of two (2) years and be eligible for re-election for another two-year term.

For all officers, the term of service in the same position shall be a maximum of four consecutive years.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall include the Elected Officers and Appointed Chairs. The number of chairs shall be set by the Board of Directors, and may be increased or decreased by majority vote of the entire Board of Directors. The Board of Directors shall include:

- a. Seven (7) Officers, elected by the membership:
President, Program Vice President, Membership Vice President, AAUW Funds Vice President, Public Policy Vice President, Recording Secretary, Treasurer
- b. Four (4) Appointed Chairs, appointed by the President with approval by the Board: *Legal Advocacy (LAF) Chair, Newsletter Chair, Communications Chair, Directory Editor*
- c. One or two (1-2) *Immediate Past President/Nominating Committee Chair*
- d. Total members on Board of Directors if one (1) person is serving in each position: Twelve or thirteen (12-13)

Section 2. The Board shall carry on the business of the branch in conformity with the policies and programs of AAUW and accept responsibility for such matters as are delegated by AAUW and AAUW-NYS boards. It shall

- a. have the general power to administer the affairs of the branch between branch meetings and shall report its actions to the branch members

- b. submit the annual budget to the branch members at the May meeting
- c. recommend to the branch members the establishment of additional standing committees and issues task forces
- d. perform such other duties as are specified in these bylaws

Section 3. Meetings

Whenever possible, branch meetings will be held on the first Wednesday of the month for a minimum of six (6) times a year. Special meetings may be called at any time by the President or upon the written request of ten (10) members of the Board of Directors or one-twentieth (1/20) of the members of the branch.

Section 4. Quorum

A majority of the voting members of the Board will constitute a quorum. In the event that a vote must be taken between meetings, each Board member will be sent pertinent background information electronically and permitted to vote by email.

Section 5. Tenure

With the exception of Treasurer, all Elected and Appointed Board members shall serve for a term of one (1) year beginning July 1. They shall be eligible for re-election or re-appointment to the same office for up to three (3) additional terms. The Treasurer shall serve for a term of two (2) years and be eligible for re-election for another two-year term. For all members of the Board, the term of service in the same office shall be limited to a maximum of four consecutive year.

Article VIII Executive Committee

Section 1. Membership

The executive committee shall be composed of the Elected Officers of the branch and the immediate past President(s).

Section 2. Duties

The Executive Committee shall:

- a. have emergency power to act for the board of directors between meetings of the board
- b. provide for such audit and control of funds as are necessary to assure their safekeeping and complete accounting
- c. perform such other duties as the board may deem necessary
- d. report to the Board on all actions taken by it between regular meetings of the board.

Section 3. Meetings

Meetings of the Executive Committee shall be held on the call of the President. The incoming or continuing President may call a meeting of the Executive Committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 4. Quorum

A majority of the members of the Executive Committee constitute a quorum.

ARTICLE IX COMMITTEES

Section I. Standing Committees

- a. There shall be Branch Standing Committees as follows: Program, Membership, AAUW Funds, Finance, and Nominating
- b. Additional standing committees may be organized with the approval of the Board of Directors.

Section 2. Chairs

The chairs of all committees, except the Nominating Committee, shall be appointed by the President with the approval of the Executive Committee. Chairs shall select members of their committees in consultation with the President. Chairs shall serve as channels of communication in their respective fields with AAUW-NYS and AAUW chairs and shall make such reports as their counterparts request. Chairs shall be members of the Board of Directors.

ARTICLE X FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 2. Financial Policies

The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

Section 3. Budget

The board shall adopt an annual budget for presentation to the branch.

ARTICLE XI BRANCH MEETINGS AND CONVENTION

Section 1. Branch Meetings

a. Annual Meeting

The annual meeting of the branch shall be held during the month of May for the purpose of receiving reports from officers, committees and task forces and for other relevant business. The incoming officers will be installed by a Past President or an AAUW-NYS or AAUW Board Member. The budget for the following year will be presented for membership approval.

b. Regular Meetings

Combined with the programs held throughout the year, there shall be a minimum of four meetings each year to carry on the business of the Branch (Secretary's report, Treasurer's report, discussion of issues, AAUW updates, voting). One of these must be the annual meeting in May. Whenever possible, branch meetings will be held on the third Wednesday of the month. The date, time, and location of the general meetings will be posted in the Branch Directory, the Branch newsletter, *Visions*, as well as the Branch webpage, at least one month in advance.

c. Special Meetings

Special meetings may be called by the President, Board of Directors, or by written request of twenty-five (25) members of the branch. Notice of the date, time, and place and the business to be brought before the meeting shall be sent by the recording secretary to the members in writing at least fifteen (15) days in advance. Only business for which notice has been given shall be transacted.

d. Quorum

One twentieth (1/20) of the members of the branch shall constitute a quorum at Branch regular and special general meetings. Each member in attendance may cast a single vote for each item under consideration. In the event that an emergency vote must be taken between general meetings, depending upon accessibility, each member will be sent pertinent background information either by USPS or electronic transfer. Each member will then be able to cast a vote by paper ballot or email.

Section 2. Organization

The Schenectady Branch will provide AAUW with the names of its President and Treasurer, as the designated contacts for administration and finance. The branch will designate its Recording Secretary to record the minutes of each general and board meetings.

Section 3. Convention

a. Delegates

1. AAUW. Each member will have one vote.
2. AAUW-NYS delegates and alternates shall be elected by the branch and certified by the branch President. The number of delegates to which the branch is entitled shall be governed by the bylaws of the state.

- b. **Voting Rights.** The privilege of voting shall be suspended for any branch whose bylaws are not in compliance with the AAUW bylaws.

ARTICLE XII PROPERTY AND ASSETS

Section 1. Title

The title to all property, funds, and assets is vested in the AAUW Schenectady Branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW.

Section 2. Dissolution of Branch.

In the event of dissolution of AAUW Schenectady Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XIII LOSS OF RECOGNITION

The provisions and conditions under which a branch may lose recognition are found in the AAUW bylaws.

ARTICLE XIV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws, those of AAUW, those of AAUW-NYS, and the laws of New York State.

ARTICLE XV INDEMNIFICATION

Section 1. Consistent with the restrictions contained in the New York Not-For-Profit Corporation Law, the corporation shall indemnify each person who is or was a Director or Officer of the Corporation against any and all reasonable expense that may be incurred by her in connection with or resulting from any action, claim, suit, or proceeding, civil or criminal, in which she may be involved by reason of her being or having been a Director or Officer of the Corporation, or by reason of any past or future action taken or not taken in her capacity as such Director or Officer, whether or not she continues to be such at the time of such liability or expense incurred, provided:

- a. such Director or Officer acted in good faith for a purpose which she reasonably believed to be in the best interest of the Corporation, and with that degree of diligence, care, and skill which reasonably prudent persons would exercise under similar circumstances in like position
- b. such Officer or Director is not adjudged liable for negligence or misconduct in the performance of her duty in such action, suit, or proceeding and:
- c. in connection with any criminal action or proceeding, she had no reasonable cause to believe her conduct was unlawful.

Section 2. As set forth in this Article, the terms "liability" and "expense" shall include, but not be limited to, counsel fees, proper expenses and disbursements, and amounts of judgments, fines or penalties and sums paid in settlement by such Director or Officer of the Corporation.

Section 3. In the event that a question arises as to whether a Director or Officer has met the standards of conduct set forth in this Article, such question shall be conclusively determined by either: 1) the Board of Directors, such directors not involved in the suit or proceeding; or 2) the written opinion of reputable, disinterested legal counsel selected by the corporation.

Section 4. If any word, clause, or provision of this Article shall for any reason be determined to be invalid, the remaining provisions hereof shall not otherwise be affected thereby, but shall remain in full force and effect.

Section 5. The corporation shall have the power to purchase and maintain insurance:

- a. to indemnify the Corporation for any obligation which it incurs as a result of the Indemnification of Officers and Directors under the provisions of this Article, and
- b. to indemnify the Officers and Directors in instances in which they may be indemnified by the Corporation under the provisions of this Article.

Section 6. No insurance may provide for any payments other than of defense, to or on behalf of any Director or Officer:

- a. if a judgment or other final adjudication adverse to the insured Officer or Director establishes that her acts or activities were dishonest and material to the cause of action so adjudicated, or that she personally gained, in fact, a financial profit or advantage to which she was not legally entitled, or
- b. in relation to any risk, the insurance of which is prohibited under the Not-For-Profit Corporation Law or the Insurance Law of the State of New York

Section 7. The foregoing right of indemnification shall not be deemed exclusive of any other right to which such Director or Officer may be entitled, apart from this article.

ARTICLE XVI AMENDMENTS TO THE BYLAWS

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

Section 2. Prior Approval All other proposed amendments to the branch bylaws shall be sent to the AAUW-NYS Bylaws Committee for approval before the call for the branch vote. Branch bylaws shall be conformed to any changes in AAUW bylaws and the branch shall provide current bylaws at all times to AAUW.

Section 3. Branch Vote Provisions of these bylaws not governed by the AAUW bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least 30 days prior to the meeting.

Date Last Amended: 05/22/15

This revision November 4, 2015