

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF SCHENECTADY

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Schenectady, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Schenectady is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate 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 Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate 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 Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

Section 2. Basis of Membership.
a. Individual Members

(1) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, 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 AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership 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 higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(5) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

(b) College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues.

a. Amount. The annual dues and member benefits for any category of member 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 the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. Any Member may be suspended or removed 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. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

Article V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes.

In the event of the dissolution of an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. 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 IX. EXECUTIVE COMMITTEE

Section 1. Membership

The executive committee shall be composed of the Elected Officers of the branch (President, Secretary, Treasurer) 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 X COMMITTEES

Section 1. 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 counter-parts request. Chairs shall be members of the Board of Directors.

ARTICLE XI 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. General Meetings

Combined with the programs held throughout the year, there shall be a minimum of two 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 of the members of the branch shall constitute a quorum at Branch General and Special 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 I. 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.

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