

# **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, ADIRONDACK BRANCH**

## **ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2.** Affiliate. AAUW Adirondack Branch 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.

(b) 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. Annual AAUW dues and Member benefits for any category of Member shall be set by 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.

**See Article VIII for branch dues policy**

**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.

**See Article XVI for branch parliamentary policy**

## **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.

**See Article XVIII for branch amendment policy**

**Article VIII - Article XVIII - Not AAUW-MANDATED: amended by Adirondack Branch, AAUW membership vote according to policy in Article XVIII. In the following articles, "branch" or "the branch" refers to the AAUW affiliate known as Adirondack Branch, AAUW.**

### **ARTICLE VIII. BRANCH MEMBERSHIP AND DUES**

**Section 1.** 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.

**Section 2.** The annual branch dues for individual members shall be established. Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 7 days prior to the meeting.

**Section 3.** Payment.

a. The annual dues of branch members shall include AAUW dues, state dues, and branch dues. The current dues structure will be available from the current branch Treasurer or current Membership Co-Vice-Presidents. Branch fees for student associates shall be established.

b. New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy. The branch board of directors may set a reduction in branch dues.

c. Dues of new members paid after March 15 shall be at the rate for the next full year and no additional payment will be required in that full year.

d. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped.

e. Fifty-year Honorary Members of AAUW are exempt from paying state and branch dues.

f. Paid Life Members of AAUW are required to pay state and branch dues to become members of the branch.

g. A representative of a College/University Member may choose to join this branch by paying state and branch dues at the rates currently in effect.

### **ARTICLE IX. NOMINATIONS AND ELECTIONS**

**Section 1.** Nominating Committee.

a. Composition and Appointment. There shall be a nominating committee of three (3) members, elected or appointed as follows: one (1) of whom shall be elected at the Annual Meeting in odd years. Two (2) shall be appointed by the board of directors at the first board meeting of even years.

b. Terms. The term of service on the nominating committee shall be for two (2) years for a maximum of three (3) consecutive terms.

**Section 2.** Nominations.

a. The nominating committee shall be responsible for presenting a slate of officers to the board of directors prior to the Annual Meeting. The names of the nominees for elected office shall be published and sent to every member at least seven (7) days before the annual branch meeting.

b. Nominations may be made from the floor with the consent of the nominee.

**Section 3. Elections.**

a. Elections shall be held at the annual branch meeting.

b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.

c. Mail ballots may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XV.

**ARTICLE X. OFFICERS AND DIRECTORS**

**Section 1. Officers and Directors.**

a. The elected officers for the branch shall be a president, or co-presidents; vice presidents for program and membership, or co-vice-presidents; secretary; and treasurer. Only members of AAUW shall hold these offices.

b. The appointed directors shall be for Educational Opportunities Fund, Legal Advocacy Fund, public policy, newsletter editor, communications, branch scholarship, college/university relations and historian. They shall be appointed by the president with the consent of the board for one year terms.

c. Each elected office may be filled by an officer or co-officers.

d. The Branch will provide AAUW with designated contacts for administration and finance, and will designate a member, other than the contacts for administration and finance, to record the minutes of each branch meeting and branch board meeting.

e. The incoming president may call a meeting of the incoming officers and directors prior to July 1.

**Section 2. Duties.**

a. Officers and directors shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by the current edition of *Robert's Rules of Order, Newly Revised*. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

b. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW.

c. The vice presidents shall perform such duties as the president and board shall direct and as specified in branch policies and job descriptions.

d. The treasurer shall be responsible for receiving, distributing, and accounting for the funds of the branch. The treasurer shall receive dues and properly remit them to the Association and state by the specified deadline. The treasurer shall send moneys for the AAUW Funds by the specified deadlines and shall keep separate ledgers for each type of account.

e. The secretary shall record and keep minutes of all board, membership, and special meetings.

f. All officers and chairs shall submit annual reports to the president.

**Section 3. Terms of Office.**

a. Elected officers shall serve for a term of 2 years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.

b. No officer or director shall hold more than one office at a time, and no elected officer shall be eligible to serve more than 3 consecutive terms in the same office.

c. The following officers shall be elected in even years: The president, or one co-president; membership vice-president, or one membership co-vice-president; and secretary. The following officers shall be elected in odd years: program vice-president, or one program co-vice-president; and treasurer. Other co-presidents or co-vice-presidents, if any, will be elected in alternate years.

**Section 4. Vacancies.** All vacancies in office shall be filled for the unexpired term by the board, with the exception of a vacancy in the office of president, which shall be filled by the vice presidents in the order listed.

**ARTICLE XI. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected officers and the appointed directors of the branch.

**Section 2. Powers and Duties.** The board shall have the power to administer affairs of the branch, and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article XIV, Financial Administration, Section 2.

**Section 3. Meetings.**

a. Regular Meetings. Meetings of the board shall be held at least three (3) times per year at a time and place agreed upon by the board.

b. Special Meetings. Special meetings may be called by the president and shall be called upon request of two (2) members of the board provided that at least 7 days' notice of such meeting and its agenda have been given to the members of the board.

**Section 4. Voting Between Meetings.** Between meetings of the branch board, a written vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

**Section 5. Quorum.** The quorum for a meeting of the board shall be a majority of the voting members.

**Section 6. Removal from Office.** A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

**ARTICLE XII. EXECUTIVE COMMITTEE**

**Section 1. Composition.** The executive committee shall consist of the elected officers.

**Section 2. Duties.** The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

**Section 3. Meetings.** Meetings of the executive committee shall be held on the call of the president or by written request of 2 of its members.

**Section 4. Quorum.** The quorum of the executive committee shall be a majority of the voting members.

### **ARTICLE XIII. COMMITTEES**

**Section 1. Establishing Committees.** The president may establish standing and special committees as needed with consent by the board.

**Section 2. Purpose.** With approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW, and shall report to the board on their activities at least annually.

### **ARTICLE XIV. 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.

**Section 3. Budget.** The board shall adopt an annual budget for presentation to the branch at the annual meeting.

**Section 4. Audit.** An auditing committee of two (2) or more persons shall be appointed by the board to review the treasurer's records and accounts at the end of each fiscal year. The committee shall present a written report to the board at this time.

### **ARTICLE XV. MEETINGS OF THE MEMBERSHIP**

**Section 1. Annual Meeting.** The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held between March and May.

**Section 2. Membership Meetings.** The branch shall hold at least 4 meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

**Section 3. Special Meetings.** Special meetings may be called by the president or shall be called by the president at the written request of 2 members of the board or 10 percent of the branch membership.

**Section 4. Meetings Notice.** Notice of meetings shall be sent to all members of the branch at least 7 days prior to the meetings.

**Section 5. Quorum.** The quorum shall be twenty-five (25) percent of the branch membership.

**ARTICLE XVI. PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of *Robert’s Rules of Order Newly Revised* shall govern the branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of New York.

**ARTICLE XVII. INDEMNIFICATION**

Every board or committee member shall be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or committee in connection with any threatened, pending or completed action, suit or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the branch board approves such settlement and reimbursement as being in the best interest of the branch. 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.** Prior Review. Proposed amendments to the branch bylaws shall be sent to the state bylaws committee for review before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

**Section 2.** Branch Vote. Provisions of the branch bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 7 days prior to the applicable meeting.

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Date last amended: January 12, 2017, per AAUW mandate  
Previously amended: November 12, 2015, per AAUW mandate  
May 29, 2014, by branch vote