

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN ADIRONDACK, NEW YORK BRANCH

ARTICLE I. NAME

The name of this organization shall be the American Association of University Women, Adirondack, New York Branch, hereinafter called the branch.

ARTICLE II. GOVERNMENT

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

ARTICLE III. PURPOSE

The purpose of this branch shall be to unite the graduates of regionally accredited educational institutions in order to promote equity, education, intellectual growth, individual worth, and development of opportunities for women and girls.

The branch shall:

- a. contribute to the growth and advancement of the Association, the AAUW Educational Foundation, and the AAUW Legal Advocacy Fund.
- b. participate in development and promotion of AAUW policies and program through study, action and public policy advocacy in areas related to its purpose, including community, cultural interests, education, and international relations.
- c. support branch needs and promote positive societal change in the community.
- d. cooperate in AAUW state and regional work.

ARTICLE IV. USE OF NAME

Section 1. The policies and program of the Association and the state shall be binding on all members and branches, and no member or branch shall use the name of the Association to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Reference to membership in the Association by an individual shall be interpreted as use of name in Application of Section 1, of the Association Charter and Bylaws.

Section 4. On any national matter on which the Association has no policy, the only action which may be taken by a member or branch in the name of the Association is to use the established channels to effect the formulation of a policy.

Section 5. Violation of the use of the Association's name shall result in: a. a member's suspension for one year or expulsion from membership, or b. a loss of recognition of a branch.

ARTICLE V. MEMBERSHIP

Section 1. Individuals eligible to be admitted to membership are those holding an associate or equivalent, baccalaureate, or higher degree; a degree from a foreign institution recognized by the International Federation of University Women (IFUW); or a foreign degree acceptable as a basis for admission by graduate schools at regionally accredited universities of the U.S. A. and who have paid dues (Association + state + branch dues) on or before July 1 annually. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch. The branch member shall be entitled to vote, hold office and participate in all branch activities and programs and receive the publications distributed to all members.

Section 2. Paid Life Members, or Life Members, of the Association are members who paid a one-time payment of 20 years' dues, based on the amount of Association dues the year that member elects to become a life member. Life Members continue to pay annual state and branch dues annually.

Section 3. A Fifty-year Honor Member is an individual who has paid Association dues for 50 years. This individual shall become a Fifty-year Honor Member and shall be exempt from paying Association, state, and branch dues.

Section 4. An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation with the branch upon payment of fees established by the Association, state and branch boards of directors. Student affiliates may attend branch, state, and Association meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 5. A member whose dues remain unpaid after July 31 shall be dropped from membership.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. The fiscal year shall correspond with that of the Association, and shall begin on July 1.

Section 2. The annual dues of branch members shall include Association dues, state dues, and branch dues. The current dues structure will be available from the current branch Treasurer or current Membership Co-Vice-Presidents. Student affiliates shall pay the current established fee.

Section 3. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

Section 5. A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the U.S.A., may attend branch meetings without vote.

Section 6. 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.

Section 7. The annual budget shall be adopted by the board of directors for presentation at the Annual Meeting.

Section 8. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

Section 9. 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 two-year term of the Treasurer, or when a new Treasurer is elected. This committee shall present a written report to the Board at this time.

ARTICLE VII. OFFICERS

Section 1. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, Educational Foundation, and communications.

Section 2. The elected officers shall be a president, or official representative, or co-presidents, vice presidents, or co-vice-presidents, recording secretary, treasurer, and one nominating committee member. Only members of the Association shall hold these offices.

Section 3. The appointed officers shall be for corresponding secretary, Education Foundation, Legal Advocacy Fund, public policy, newsletter editor, diversity, and such other officers as shall be deemed necessary to carry on the work of the branch.

Section 4. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

Section 5. No member shall be eligible to serve more than three (3) consecutive terms in the same office or until their successors have been elected or appointed and assume office.

Section 6. The incoming president may call a meeting of the incoming officers prior to July 1.

Section 7. A vacancy in office excluding the president, or official representative, or co-presidents, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president, or official representative, or co-presidents shall be filled by the vice presidents in the order listed.

ARTICLE VIII. DUTIES OF ELECTED OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of Robert's Rules of Order, Newly Revised.

Section 2. All officers shall submit an annual written report to the president.

Section 3. 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 the Association and state.

Section 4. The vice presidents shall perform such duties as the president and board shall direct.

Section 5. The secretary shall record and keep minutes of all business meetings.

Section 6. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to the Association and state by the specified deadline. The treasurer shall send moneys for the Educational Foundation and the Legal Advocacy Fund by the specified deadlines and shall keep separate ledgers for each type of account.

Section 8. The nominating committee shall be responsible for presenting a slate of officers to the board of directors prior to the Annual Meeting.

ARTICLE IX. NOMINATIONS

Section 1. There shall be a nominating committee of three (3) members, one (1) of whom shall be elected at the Annual Meeting. Two (2) shall be elected by the board of directors at the first board meeting of the fiscal year, one of whom shall be appointed chair of the committee.

Section 2. Members shall serve for two (2) years with a maximum of three (3) consecutive terms.

ARTICLE X. ELECTIONS

Section 1. The names of the nominees shall be published and sent to every member at least seven (7) days before the Annual Meeting.

Section 2. Nominations may be made from the floor with the consent of the nominee.

Section 3. All elections shall be held at the Annual Meeting.

Section 4. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

ARTICLE XI. ROTATION OF OFFICERS

Section 1. The president, or one co-president, membership vice-president, or one membership co-vice-president, and recording secretary shall be elected in even numbered years.

Section 2. Program vice-president, or one program co-vice-president, treasurer and nominating committee member shall be elected in odd numbered years.

Section 3. Other co-presidents or co-vice-presidents, if any, will be elected in alternate years.

ARTICLE XII. BOARD OF DIRECTORS

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

Section 2. The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by the Association and state.

Section 3. Meetings of the board shall be held at least three (3) times per year. Special meetings may be called by the president and shall be called upon request of two (2) members of the board.

Section 4. The quorum of the board shall be a majority of its members.

ARTICLE XIII. MEETINGS

Section 1. There shall be at least four (4) general membership meetings each year.

Section 2. A general membership meeting held between March and May shall be designated the Annual Meeting, the exact date, time and place to be determined by the board. The Annual Meeting shall be held for the purpose of electing officers, receiving reports of officers, committees, and task forces, and for such other business as may properly arise.

Section 3. The quorum shall be twenty-five (25) percent of the branch members.

ARTICLE XIV. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, Educational Foundation, bylaws, communication and such other special committees as deemed necessary by the board of directors.

Section 2. Standing committees shall be appointed by the board of directors.

ARTICLE XV. CONVENTIONS

Delegates and alternates to the Association and state conventions, as described in Association and state bylaws, shall be elected by the branch and certified by the president.

ARTICLE XVI. PROPERTY

Section 1. The title to all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of member and no member or group of members shall have any severable right to all or any part of such property. The branch shall have complete control over the acquisition, administration and disposition of its property without consent of the Association, except that such property shall not be used for any purposes contrary to those of the Association.

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

ARTICLE XVII. FORFEITURE OF BRANCH STATUS

Article XIII of the Association's Charter and Bylaws contains the provisions and conditions under which a branch may be discontinued.

ARTICLE XVIII. 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 or those of the state or Association.

ARTICLE XIX. INDEMNIFICATION

Every member of the board may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch board, 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 is entitled.

ARTICLE XX. AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by the Association Charter and Bylaws may be amended by a two-thirds vote of those present and voting at a general membership meeting provided written notice shall have been given to every member at least seven (7) days prior to the meeting.

Section 2. Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

Section 3. Amendments required by the Association 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 their articles of incorporation.

___ September 20, 2005 ___ (Date Last Amended)