



## **BOARD OF DIRECTORS**

### **Policies and Procedures**

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revised 1/28/22  
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Pendergast – Bylaws Committee**

**I. PREFATORY STATEMENT**

These Policies and Procedures are designed to assist the members of the New York State Board of Directors in effectively performing their functions. They are meant to serve as suggested policies and procedures to aid in the administration and programming of AAUW-NYS. These Policies and Procedures may be amended by a simple majority of the Board present and voting.

**II. COMPOSITION OF THE BOARD OF DIRECTORS**

The Board of Directors of AAUW-NYS shall consist of the President, President-elect, Public Policy Vice President, Secretary, and Treasurer, comprising the Executive Committee, plus up to five appointed members.

**III. BOARD DUTIES AND RESPONSIBILITIES NOT NOTED IN THE BYLAWS**

a. President

- i. Design and deliver board training.
- ii. Oversee the annual meeting.
- iii. Oversee the bylaws amendment process.
- iv. Communicate with branch presidents to explain and promote AAUW and AAUW-NYS projects, actions, and plans.
- v. Save and protect all documents of AAUW-NYS, and send these documents and records of AAUW-NYS activities to historian.
- vi. Save and protect all original official documents and records (Certificate of Incorporation, AAUW-NYS, Inc. seal.).
- vii. Appoint an individual to compile the State Directory and ensure everyone listed in the directory has a copy, including the past AAUW-NYS presidents who are still members of AAUW.
- viii. Assist Historian to identify those materials suitable to be sent to the official AAUW-NYS Archives, housed at the Dept. of Rare Books, University of Rochester Library, Rochester, NY 14267
- ix. Serve on the State Board for one year immediately following term of office and perform such duties as are delegated by the President.

b. President-elect

- i. Serve as the bylaws committee chair.
- ii. Call for proposed amendments to the AAUW-NYS bylaws from the branches in FOCUS by July 1.
- iii. Review AAUW-NYS bylaws and submitted amendments for compliance with AAUW, AAUW-NYS and New York State not-for profit law and present all proposed amendments to the board at the Fall/Winter board meeting for approval and submission to the annual meeting.
- iv. Prepare the text of the proposed changes with explanatory notes (if necessary) for mailing to members (digital or mail).
- v. Present proposed changes at annual meeting.
- vi. Assist branches with branch bylaws revisions.
- vii. Receive proposed branch bylaws revisions and check for compliance with AAUW and AAUW-NYS bylaws.
- viii. Notify branches that are out of compliance and work with them to complete

- compliance.
- ix. Notify other New York State AAUW organizations when the FOCUS is available.
- c. Public Policy Vice President (may also be work done by the committee or task force)
  - i. Study and interpret items of public policy appearing on AAUW and AAUW-NYS levels, keeping members and branches informed of pending legislation.
  - ii. Receive resolutions for consideration and chair the Resolutions Committee at the annual meeting. Present resolutions for discussion.
  - iii. Request that the Resolutions Committee review resolutions five years after they have been adopted at an annual meeting and determine by September 1 whether the resolution remains current or historical.
  - iv. Keep the membership informed of public policy actions taken on behalf of AAUW-NYS.
  - v. Develop biennial public policy priorities for approval at the Fall/Winter Board meeting and the annual meeting.
  - vi. Recommend to the Board or Executive Committee positions on ballot issues based on AAUW Public Policies.
  - vii. Represent AAUW-NYS at NYS Legislative hearings, coalitions of women's organizations, lobby days, etc.
  - viii. Communicate with branch public policy officials.
  - ix. Promote the 2-minute activist program with branches.
  - x. When requested, attend public policy events in NYC and Albany.
  - xi. Promote public policy issues via social media sites.
  - xii. Budget control and activities will be overseen by the Public Policy Vice President.
- d. Treasurer
  - i. Secure liability insurance for state functions and directors and officer's insurance for the Board.
- e. Secretary
  - i. Keep a file and have available for reference at all meetings copies of the AAUW Bylaws, the AAUW-NYS Bylaws and AAUW-NYS Policies and Procedures.
- f. Immediate Past President
  - i. Serve on the AAUW-NYS Board for one year and perform such duties as are delegated by the president.

**IV. FUNCTIONS POTENTIALLY PERFORMED BY COMMITTEES, TASK FORCES, AND OTHER INDIVIDUAL NONBOARD MEMBERS**

All members of the Board of Directors not elected by the membership may be appointed by the Executive Committee not to exceed 5. .

- a. Other non-board positions may be created to aid in administration and program that may include but not be limited to: Membership, Development, Web Management, Historian.
- b. Committees or task forces may be created to aid in administration and program that may include but not be limited to: Membership, Development, College/University, Diversity/Equality/Inclusion, FOCUS, etc.
- c. College/University
  - i. Committee or leader serves as liaison between the board and the C/U members in New York State, maintaining regular communication.
  - ii. Maintain, update, and circulate a current list of C/U members and their

- representatives.
- iii. Encourage participation in AAUW-NYS meetings by C/U representatives.
- iv. Coordinate with Membership on issues related to higher education.
- d. Communications
  - i. Keep lists of branch officials up to date for the president.
  - ii. Act as liaison to branch public information, newsletter, and website officials.
  - iii. Coordinate AAUW-ONYS press releases and marketing.
  - iv. Create, maintain, and disseminate branch officer contact information for AAUW-NYS board use.
  - v. Maintain AAUW-NYS website event calendar, including branch events. Oversee and creation and dissemination of the AAUW-NYS Directory.
- e. Development
  - i. Provide information on the various AAUW program funds.
  - ii. Handle all financial matters of the funds.
  - iii. Communicate with branch counterparts to disseminate news and information about programs, policies and procedures. Prepare an annual report and present it at the annual meeting.
- f. Diversity, Equity, and Inclusion
  - i. This committee will design and implement appropriate programs for AAUW-NYS and with branches.
- g. Finance Committee
  - i. Consist of the treasurer and president plus no more than three additional AAUW-NYS members appointed by the board.
  - ii. Review the treasurer's development of the annual budget.
  - iii. Handle distribution of state grants from reserve funds and report distributions to the board at regular board meetings.
  - iv. Report movement or expenditures of any other kind to the board as they occur.
  - v. Investigate and make decisions on investment options.
  - vi. Report changes in investment institution and deposits and withdrawal of funds to the board as they occur. A member of the Finance Committee shall be assigned to sign off on quarterly treasurer reconciliations.
  - vii. Assess the annual financial review report and plan for remediation when necessary.
  - viii. Ensure that a summary of the annual financial review report is presented to the board of directors at a regularly scheduled meeting.
  - ix. Establish appropriate controls for use of the debit card.
- h. FOCUS Editor
  - i. Edit, prepare, and arrange for publication and distribution of the AAUW-NYS FOCUS.
  - ii. Ensure that an edition reaches the membership at least 30 days prior to the annual meeting.
  - iii. Ensure that a FOCUS edition contains a call for nominations as submitted by the nominations & elections chair.
  - iv. Oversee distribution process (email and regular mail) for each issue. Ensure that members receive a copy and a third member.
- i. Historian
  - i. Chair a history committee composed of the historian, AAUW-NYS president and an

- interested AAUW-NYS past board member.
- ii. Recommend guidelines for items to be preserved and archived in the University of Rochester and those to be retained by each officer.
- iii. Review and determine materials to be archived at the U of R.
- iv. Write a brief report of the issues, activities, and accomplishments of the AAUW-NYS Board at the end of the term.
- v. Work with the archivist at the U. of R. Make certain that the materials get to the archives at the U. of R.
- vi. Encourage and help branches of AAUW-NYS to preserve their histories.
- vii. Provide information through publications and presentations.
- viii. Serve as liaison with the AAUW archivist or historian.
- ix. Budget control and activities overseen by the President.
- j. Membership
  - i. Mentor existing branches and assist in the formation of new branches.
  - ii. Assist in forming new branches.
  - iii. Communicate with branch officials. .
  - iv. Make available names of national members so that branches may invite them to affiliate.
  - v. Plan and conduct membership workshops as request4ed.
  - vi. Consult with Treasurer regarding membership.
  - vii. Submit other AAUW-NYS reports, as required.

## **APPENDIX A. ARCHIVES GUIDELINES**

The AAUW-NYS Archives are housed in the Rush Rhees Library at the University of Rochester in Rochester, NY. They are in the Department of Rare Books and Special Collections.

Only items that concern the activities of AAUW-NYS belong in the Archives. The AAUW National maintains an Archive in Washington for items. Each NYS Branch should have its own Archives in a safe place in its community.

### **Submitting Material**

1. All memorable material from the previous decade should be in the Archives. If you want certain materials for reference, make copies of them so the originals are in the Archives.
2. Examples of Documents to be Archived: State Newsletters, Leadership Portfolios, Convention Programs, Bylaws and revisions, Brochures (generated by the state), Minutes of the Board meetings, Committee Meeting Reports, State Officers and Directors Reports, Clippings (with source, date and page which have been copied on acid-free paper), NYS Project Reports and Programs, Handbooks, Legal Documents, Photographs (with the identity of the persons, date and event on the back, placed in a Mylar envelope which preserves the photos), Financial statements and audit report.
3. Board members are to send archival materials to the historian for review and placement in the Archives at the University of Rochester. If in doubt as to whether it should be saved, send it, and the Historian in consultation with the Archivist will make

- the decision. DO NOT send directly to the University of Rochester.
4. Review your position files and send valuable materials to the Historian, then discard the rest if it has no relevant value currently. When it becomes your turn to pass on materials to your successor, plan how to have them organized and relevant.

## **APPENDIX B. FINANCIAL GUIDELINES**

Travel reimbursement shall be at the rate of \$0.28 for round trip car mileage plus tolls and parking fees or fare for public transportation including expenses for travel from terminal to meeting site.

Other expenses shall be as authorized by the president on an individual basis.

Two AAUW-NYS members must be present whenever cash is counted.

### **1. Reserve Funds Requests**

- a. At no time shall the reserve fall below an amount equal to the annual operating budget.
- b. The amounts to be removed from the reserves for special programs such as grants, and to supplement programmatic activities such as speakers for conferences shall be part of the annual budget.

During the operating year, if a need arises, a request for reserve funds beyond the approved budget are submitted to the finance committee for review.

- c. If approved by the finance committee, and the expense is less than 20% of the budgeted amount, the president can approve payment; if the expense is 20% or greater of the budgeted amount, board approval is required.
- d. If the board is not meeting within 60 days of finance committee approval, the executive committee may approve the payment.

### **2. Emergency Financial Succession**

If any one of the financial signatories resigns or is unable to continue service:

- a. They will be removed from all financial accounts within 45 days.
- b. The next officer in the chain of command as listed in the bylaws Article XII, Section 1(a) will be considered for signatory assignment.
- c. The officer will be added as a signatory on all accounts within 5 days.
- d. If the next in line is unable or unwilling to serve, a substitute signatory may be assigned by motion and agreement of the executive committee.
- e. Copies of the supporting documentation of these changes will be given to each signatory, the finance committee and executive committee when complete.

## **APPENDIX C: RESOLUTION PROCESS (REVISION 8/21)**

The purpose of a resolution is to promote actions related to the mission and vision of AAUW.

1. A resolution will be via a digital gathering of delegates.
2. A resolution must contain:
  - a. An introductory paragraph summarizing the AAUW-NYS public policy action to be taken
  - b. Specific detailed working to the action to be taken and to whom the action is directed:

- c. A conclusion with the statement, "Be it resolved that AAUW-NYS ...
3. A copy of the resolution must be submitted to the Public Policy Vice President at least 4 weeks prior to the annual meeting;
  - a. The submitting branch or delegate must speak to the issue at the business meeting;
  - b. Copies of the resolution must be made and given to each delegate at the annual meeting;
  - c. A majority of those delegates present is required for adoption.
4. A resolution being presented at the annual meeting must be given to the AAUW-NYS Secretary who will determine the number of copies to be distributed to the delegates.
  - a. A two-thirds vote of those delegates present is needed for discussion of the new resolution. Three-quarters of voting delegates is required for adoption of the resolution.
4. The AAUW NYS public Policy Vice President determines the next steps for implementation of successful resolutions.
  - a. A two-thirds vote of those delegates present is needed for discussion of this new resolution. Three-quarters of voting delegates is required for adoption of this item.
5. The AAUW-NYS Public Policy Vice President determines the next steps for implementation of successful resolutions.

**APPENDIX C. RESOLUTION PROCESS (PRIOR VERSION) TO BE DELETED, INCLUDED HERE FOR CLARITY**

The purpose of a resolution is to promote actions related to the mission and vision of AAUW.

1. Determine the action you want from the AAUW-NYS Board of branches and/or the specific person or committee that will carry out the desired action.
2. Determine how your resolution relates to AUW's mission and AAUW-NYS Public Policy Priorities. Please indicate how it relates to the Priorities.
  - a. Determine how the resolution relates to a specific AAUW-NYS Public Policy Priority.
  - b. Specific NYS Impact on Public Policy Goals.
  - c. Practical or fiscal potential for implementation.
  - d. Potential for distinctive AAUW contribution.
3. Check with the AAUW-NYS Public Policy Vice President to prevent duplicate resolutions as well as questions, comments, concerns.
4. Draft resolution:
  - a. The introductory paragraph should summarize the resolution.
  - b. Determine exactly the action you want from the AAUW-NYS board or branches and/or the specific person or committee that will carry out the desired action.
  - c. Determine how your concern/project/recognition relates to AAUW's mission and AAUW Public Policy Priorities. It must fit into the AAUW Public Policy Program. When your resolution is submitted, please indicate where it fits into that program.
  - d. Resolutions to be reported to the annual meeting must meet the following criteria:
    - i. Must relate to a specific AAUW-NYS Public Policy Priority

- ii. Specific NYS impact on Public Policy Goals\Practical/fiscal potential for implementation
  - iii. Potential for distinctive AAUW contribution
- e. The third phase of the resolution is a philosophical or sociological discussion.
- f. The final paragraph, which begins with the statement, "Now, therefore, be it resolved that AAUW-NYS":
  - (1) Recognizes the importance of OR
  - (2) Urges that a specific group such as the legislature, professional organization, or elected official(s) take a specified action OR
  - (3) Urges/suggests action to be taken by the NYS President, a specific NYS Director, a specific committee or NYS branches/members - example (FURTHER RESOLVED: That the AAUW-NYS President and AAUW-NYSPublic Policy Director send copies of this resolution to Governor\_\_\_, Senate Majority Leader\_\_\_\_\_, Senate Minority Leader\_\_\_\_\_, Assembly Speaker\_\_\_\_\_, and Assembly Minority Leader\_\_\_\_\_, state assembly members and senators, OR
  - (4) Commends any branch/individual/community for already taking action on the specified issue.
- 2. Proofread your resolution; verify its accuracy with other supporters. Be sure to include the name of the branch(es) or persons presenting the resolution at the bottom.
- 3. Submit the written resolution to the NYS Public Policy Vice President
  - a. Send a copy to the NYS Public Policy Vice President at least four weeks before the start of the AAAUW-NYS annual meeting for approval by the committee. The committee may request revisions or restatements for clarity of purpose before approving the resolution for presentation at the business meeting.
  - b. Bring copies of the approved resolution for the entire AAUW-NYS annual meeting body and those attending the resolutions caucus. Contact the AAUW-NYS Public Policy Vice President or other relevant official to check for the number of copies needed.
  - c. Someone from the submitting branch or representing the resolution speaks to the issue at the resolutions caucus and at the business meeting.
  - d. These resolutions submitted to the annual meeting delegates from the committee by the AAUW-NYS Public Policy VP require "a majority vote of those present and voting shall be required for adoption"
  - e. Resolutions not submitted ahead and presented at the convention from the floor or at the caucus (which is considered "from the floor") follow this procedure:
    - (1) Present a copy of your resolution to the NYS Secretary.
    - (2) Copies of the resolution should be presented to the delegates at the business meeting. Copies for the Resolutions Caucus attendees are helpful as well. Contact the NYS Public Policy VP or other appropriate official to determine the number of people attending so you can make enough copies for all.
  - f. Two thirds vote of those present and voting for discussion. A negative vote means the delegates do not permit the resolution to be brought up for



discussion. This is the risk you take by not getting committee approval prior to the convention.

- g. Three quarters vote of those present and voting is required for adoption of the item.

#### **APPENDIX D: STATE PROGRAM GRANTS**

##### **A. State Program Grants**

- a. A branch or individual may submit to the AAUW-NYS President the application for State Program Grant.
- b. The President will present the request to the executive committee for consideration.
- c. The executive committee will have the option of approving, rejecting and/or sending the proposal back for further clarification.

##### **B. Mailing Lists**

Mailing lists shall be furnished to outside organizations only with the approval of the president, and such courtesy will be extended only where material helpful to branches is offered. Mailing lists may not be used for any commercial purpose.

#### **APPENDIX E. WEBSITE GUIDELINES**

Avoid the use of AAUW's name in ways inconsistent with its image, mission, policies, and programs. Any inquiries about the website or this policy should be directed to the web manager.

- A. Purpose. The purpose of the website shall be two-fold.
  - 1. Information/publicity/outreach for AAUW-NYS.
  - 2. Information/training for members
- B. Web manager
  - 1. The web manager shall maintain the existing site.
  - 2. The web manager will incorporate current methodology of web design.
- C. Website Advisory Committee (WAC)

The Committee will consist of at minimum the AAUW-NYS president, Communications/Visibility Director and Web Manager.

  - 1. The Committee will define, update, and enforce the website policy.
  - 2. The purpose of the website policy is to define the content, format and style of the information published.
  - 3. The AAUW-NYS President will be the spokesperson for the Committee.
- D. Ownership Statement
  - 1. All content unless otherwise specified is the property of AAUW-NYS.
  - 2. Content may be used for AAUW purposes.
- E. Content
  - 1. Content for posting may be submitted by branch representatives and state board members to the web manager.
  - 2. All responsibility for content of branch pages lies within the branch.
  - 3. Other content requested to be posted will be done with the approval of the Website Advisory Committee or the NYS Board.
- F. Timeliness

1. Material to be posted should be sent to web manager at least one week in advance of posting date.
  2. It is the responsibility of branches and state board members to check content and request that expired content be removed.
  3. Obviously dated material may be removed at the discretion of the web manager.
- G. Privacy Statement
1. All contact information provided is intended solely for AAUW purposes. It is the responsibility of the sender (newsletter editors, branch representatives, state board members) to remove personal or sensitive material before sending content to web manager for posting.
  2. Email addresses of members will not be posted for contact purposes unless permitted by member.
  3. If an email address is unavailable for contact purposes, the member's telephone number may be posted only with the member's permission.
  4. AAUW-NYS does not share, disclose, or sell any personal information provided through an electronic request for information by a visitor or guest.

AAUW-New York State Bylaws Committee – Carol Griffith, Edwina Martin, Jane Pendergast  
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