

Article VIII. AAUW-NYS Purpose

AAUW-NYS is a not-for-profit organization organized under New York State law. AAUW-NYS shall assist the development of new branches of the national organization, the American Association of University Women (hereinafter referred to as "AAUW"), within the state; promote, encourage, and coordinate the work of the branches throughout the state; and cooperate with AAUW. It shall further the AAUW mission in all its work.

Article IX. AAUW-NYS Membership Policy

Section 1. An AAUW-NYS member is an individual AAUW member who pays annual AAUW- NYS dues. AAUW-NYS members shall be entitled to vote, hold office, participate in all AAUW-NYS activities and programs, and receive the notifications distributed to all members by AAUW-NYS.

Section 2. Individuals who are eligible to be AAUW student associates are also eligible to be student associates of AAUW-NYS, with fees (if any) and benefits to be determined by the AAUW-NYS Board of Directors.

Article X. AAUW-NYS Dues Policy

Section 1. Notification. 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.

Section 2. Dues Vote. The annual dues for individual AAUW-NYS members shall be established by a two- thirds vote of the Board of Directors.

Section 3. Payment. New members may join at any time. AAUW-NYS dues are payable upon joining.

Section 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 AAUW-NYS dues.

Section 5. Liability of AAUW-NYS Members. Except as provided by law, no member shall be liable for AAUW-NYS's debts, liabilities, or obligations.

Article XI. Nominations & Elections

Section 1. Nominations & Elections Committee. There shall be a Nominations & Elections Committee elected by the procedure outlined herein.

- a. Nominations & Elections Committee: The Nominations & Elections Committee shall be a standing committee of the board.
- b. The AAUW-NYS board shall appoint a chair for the ensuing Nominations & Elections Committee from applicants who have served in any position on a previous AAUW-NYS board, committee, or task force. The board shall also appoint two additional members plus one additional alternate. The committee shall include one member from the Executive Committee and at least one from the general membership. Geographical representation should be considered (with an appropriate guide being no more than two members from the same branch). The term of service shall be for up to one year, beginning with their appointment and ending on June 30.

Section 2. Nominations.

- a. No later than six months prior to the election, the nominations and elections chair shall notify all members of the officer positions open for election and request nominations from the members.
- b. The Nominating Committee shall select from the applicants at least one candidate for each office.
- c. The board shall receive the recommended slate and present the slate to the membership at least 30 days prior to the election.
- d. In addition to the nominations presented by the Nominations & Elections Committee, nominations for board candidates may be made from the membership as part of the election process, with the consent of the nominee. Write-Ins are also allowed. Notice of intention to run from the floor shall be received by the Nominating Committee at least three days prior to the election.
- e. The Committee shall also be responsible for the slate for special elections during their term should they be required. They shall work with the board to notify the membership of the schedule for nominations, applications, and election as soon as is practical.

Section 3. Elections.

- a. The elected officers shall be elected at a virtual or in-person meeting at which all delegates may vote in person or electronically.
- b. Election shall be by a majority vote of those voting or by a plurality if there are three or more candidates for a position.

Section 4. Vacancies. A vacancy in any office except that of the president or president-elect shall be filled by election by the board of directors. Such a vote may be taken by in person meeting or by electronic meeting. A vacancy in the office of president shall be filled by the president-elect. A vacancy in the office of president-elect shall be filled by special election.

ARTICLE XII. Board of Directors

Section 1. Composition. The Board shall be comprised of the elected officers and appointed members, totaling no more than 10 members.

Section 2. Officers.

- a. The elected officers shall comprise the Executive Committee of the Board.
- b. The officers for AAUW-NYS shall be president, president-elect, public policy vice president, treasurer, and secretary. The president-elect and public policy vice president are elected in even-numbered years, and the treasurer and secretary are elected in odd- numbered years. The president-elect succeeds to the office of president.”

Proviso: To assure compliance with the bylaws during this transition to the new election/officer structure, the current president-elect will become president when the current presidential term ends in June 2024. At that time, a new president-elect will also be elected to fill the vacancy. All other elected officers will continue their terms. In 2023, the public policy vice president will be elected to serve a one-year term, ending in 2024. Thereafter, the public policy vice president will be elected in even-numbered years to serve two-year terms.

- c. The term of each officer shall begin on July 1, however, the incoming or continuing president may call meetings of the incoming Executive Committee and Board of Directors prior to July 1 for the purpose of approving appointments and making plans for the coming year. A term shall be defined as a year or more of a full 2-year period. A period of less than one year is not to be considered when counting years of board service.
- d. No member shall hold the same office for more than two consecutive terms unless a qualified candidate cannot be secured by February 1 of the election year and pending approval of the executive committee. No officer may serve more than three consecutive terms in the same position.

Section 3. Appointed Members.

- a. Other board members may be appointed at the discretion of the Executive Committee to a maximum of five. The appointed board members shall be chosen for their AAUW experience and/or their aptitude for the duties and responsibilities of the office with due regard for geographical representation and rotation in membership.
- b. The terms of the appointed board members shall begin upon their appointment by the President with the approval of the Executive Committee

Section 4. Powers and Duties. The Board of Directors shall have the general power to administer the affairs of AAUW-NYS and to carry out its programs and policies, following these bylaws, the New York State Not-for-profit Corporation Law and Roberts Rules of Order Newly Revised.

Section 5. Meetings and Quorum

- a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least twice a year.
- b. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of the AAUW-NYS Board members.

Article XIII. Duties of Officers

All duly elected officers shall perform the duties usually pertaining to the office and as described in these bylaws.

Section 1. President.

- a. AAUW Responsibilities as official representative of AAUW-NYS:
 - (1) Act as the official channel of communication between AAUW and AAUW- NYS.
 - (2) Present an annual report at the AAUW annual meeting.
 - (3) Provide to AAUW Membership Records identification information on all board members and contact person for minutes by June 1.
- b. AAUW-NYS Responsibilities:
 - (1) Preside at all meetings of the AAUW-NYS Board of Directors and Executive Committee.
 - (2) Coordinate all task forces created by the Board.
 - (3) Act as the official representative of AAUW-NYS.
 - (4) Serve in an advisory capacity to all task forces and committees except the Financial Review and Nominating Committees.

- (5) Perform all other duties usually pertaining to the office.
- (6) Involve the president-elect in all decisions and actions of the organization, all mission work, and ensure that the president-elect gains broad management experience.

Section 2. President-Elect.

- a. If the president should be absent, or if the office of president should become vacant between elections, the president-elect shall preside, if present, or shall fill the vacancy.
- b. The president-elect shall perform all duties of the office, support the president, as delegated by the president and/or the board of directors.
- c. Serve as chair of the Bylaws Committee or Task Force.
- d. Ensure that the AAUW-NYS Bylaws are in conformity with the Bylaws of AAUW.

Section 3. Public Policy Vice President.

- a. Serve as chair of the AAUW Public Policy Committee.
- b. Act as presiding officer in the absence of the president and president-elect.

Section 4. Secretary.

- a. Keep the minutes of the annual meeting and all meetings of the Board and Executive Committee.
- b. Provide detailed information on the work and decisions of the annual meeting to all branches.

Section 5. Treasurer.

- a. Oversee the collection of AAUW-NYS dues and other money and disburse the same upon the order of the AAUW-NYS Board of Directors or the AAUW-NYS president unless otherwise authorized by the AAUW-NYS Board of Directors.
- b. Prepare the annual budget with review and input from the Finance Committee for approval by the AAUW-NYS Board of Directors.
- c. Present a draft of the current financial position to the membership at the annual meeting, to the Board of Directors at each board meeting and to the Finance Committee upon request.
- d. Arrange for a report of the annual financial review to the Board of Directors at a regularly scheduled meeting.
- e. Pay all bills authorized by the budget adopted by the Board of Directors or approved following board procedures.
- f. Prepare the AAUW-NYS Federal tax documents.
- g. Prepare all required AAUW-NYS New York State Charities Bureau documents.
- h. Serve as chair of the Finance Committee.

Section 6. Annual Reports. All elected officers and appointed board members shall submit annual reports to the president to be available on the AAUW-NYS website.

Section 7. Transition/Transfer of Records/Funds upon Termination of Elected/Appointed Term of Office. All previously elected/appointed board members shall submit, transfer, or deliver records, funds, and documentation

to the appropriate incoming officer/appointee on or before July 1 of the fiscal year in which they will serve, or within 3 days after election, appointment if filling a vacancy during the term.

ARTICLE XIV. Executive Committee

Section 1. Composition. The Executive Committee of the board shall consist of the elected officers: president, president-elect, public policy vice president, treasurer, and secretary.

Section 2. Powers and Duties. The Executive Committee shall:

- a. Act for the board of directors between meetings of the board except for duties specifically delegated to the board of directors by these bylaws. (Article XII.)
- b. Confirm the appointments of chairs of task forces and committees.
- c. Provide for a financial review and proper control of funds.

Section 3. Meetings and Quorum.

- a. Meetings. The Executive Committee shall meet at the call of the president or three members of the Executive Committee.
- b. Quorum. A quorum shall be a majority of the members of the Executive Committee.

Article XV. Finance Committee.

Section 1. Composition. The Finance Committee is a standing committee of the board. The Finance Committee consists of the treasurer and a minimum of two other members of AAUW- NYS to be appointed by the board. Geographical representation should be considered with an appropriate guide being no more than two members from the same branch.

Section 2. Duties of the Finance Committee. The Finance Committee oversees the preparation of the annual budget by the treasurer for presentation to the Board of Directors and shall advise the Board of Directors on the administration of all financial matters of AAUW-NYS and the investment of its funds.

Article XVI: Financial Review Committee

Section 1. Composition.-The board shall annually appoint a Financial Review Committee consisting of two AAUW- NYS members who are not on the board and are not from the same branch. The financial review is to be completed by August 30th.

Section 2. Duties of the Financial Review Committee. The Financial Review Committee shall report its findings to the treasurer, who will present it to the board at the next scheduled board meeting for review and any appropriate action.

ARTICLE XVII. Other Committees and Task Forces

Section 1. Other Committees and Task Forces. The Board of Directors shall authorize committees and task forces, each consisting of three or more members of AAUW-NYS, to serve at the direction of the board. Committees and/or

task forces can include but not be limited to membership, public policy, and program. Geographical representation should be considered, with an appropriate guide being no more than two members from the same branch.

Article XVIII. Financial Administration

Section 1. Fiscal Year. The fiscal year of AAUW-NYS shall correspond with that of AAUW and shall begin on July 1.

Section 2. Budget. The annual budget of AAUW-NYS shall be prepared by the treasurer with review and input from the Finance Committee for approval by the board.

Section 3. Audit. The AAUW-NYS Board of Directors shall provide for such audit or financial review and control of funds as are necessary to assure their safekeeping and complete accounting.

ARTICLE XIX. Meetings of AAUW-NYS

Section 1. Time, Place and Notification.

- a. AAUW-NYS shall hold at least one regular meeting each year, to be known as the AAUW-NYS Annual Meeting, to conduct the business of the organization, including the election of officers and the receiving of reports of officers and other appropriate task forces or committees.
- b. The time and place of the annual meeting shall be determined by the Board of Directors.
- c. Special meetings may be called by the president by written or electronic mail or shall be called by the president on request of 10% of the members eligible to vote at such meeting.
- d. Notice of each meeting shall be sent to all members electronically at least 30 (but not more than 50) days prior to the meeting. Such notice shall not be deemed to have been given electronically if the corporation is unable to deliver two consecutive notices to the member by written or electronic mail, or the corporation otherwise becomes aware that notice cannot be delivered to the member by electronic mail. The corporation will make all reasonable attempts to notify the member via other means such as telephone or mail.
- e. All AAUW-NYS meetings, including meetings of the Board of Directors, may be attended by any member of AAUW-NYS.
- f. If circumstances prevent the holding of an annual meeting, the Board of Directors shall provide for the conduct of necessary business.

Section 2. Representation.

- a. **Voting Body.** The voting body of any meeting of the state shall be composed of the people in the following categories, all of whom shall be AAUW-NYS members in the February 1st AAUW membership report.
 - (1) Elected AAUW-NYS officers and appointed AAUW-NYS Directors.
 - (2) Chairs and members of all AAUW-NYS Committees and AAUW-NYS Task Forces.
 - (3) Past presidents of AAUW-NYS.
 - (4) Branch Delegates. A branch shall be entitled to 2 delegates and an additional delegate for each 50 paid members or fraction thereof beyond the first 50. A delegate shall have one vote. A delegate, holding dual membership, may only be a delegate from the branch in which s/he pays AAUW and AAUW-NYS dues.
 - (5) One delegate for each College/University partner who is also a member of AAUW- NYS.

- b. A member of the voting body shall represent no more than one vote.
- c. Quorum. Delegates representing one-fourth of the branches shall constitute a quorum.

Section 3. Public Policy Procedures. Resolutions and Policies shall be voted on as part of the annual meeting. Resolutions can be introduced by a member prior to the meeting or at the meeting and must relate to a specific AAUW-NYS or AAUW mission goal.

A majority vote of those present and voting shall be required for adoption.

Article XX. AAUW-NYS Bylaws Amendments

Section 1. Prior Approval. To remain a vital organization, AAUW-NYS should continuously plan for change, and utilize the bylaws to make possible these changes. All draft amendments to the AAUW-NYS bylaws shall be sent to the AAUW-NYS Board of Directors for approval and compliance with AAUW bylaws, AAUW-NYS bylaws, federal and New York State laws, regulations of the Internal Revenue Service and the mission of AAUW prior to the membership vote at the annual meeting.

Section 2. Member Vote. Provisions of these bylaws not governed by the AAUW bylaws may be amended at the AAUW-NYS annual meeting by a two-thirds vote of those present and voting, provided written or electronic notice of approved amendments has been sent to the members at least thirty days prior to the meeting.

Article XXI. Indemnification

Every board, committee, or task force member shall be indemnified by AAUW-NYS against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or committees 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 board indemnification herein shall apply only when the AAUW- NYS board approves such settlement and reimbursement as being in the best interest of AAUW- NYS. 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.

Adopted June 24, 2023

Committee:

Suzanne Young-Mercer, Rockland County Branch, AAUW-NYS President-Elect and Chair,
Maria DeWald, Poughkeepsie Branch
Betty Harrel, Poughkeepsie Branch
Betty Preble, Buffalo Branch