

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF ST. LAWRENCE COUNTY, NYS**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) **St. Lawrence County**, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW **St. Lawrence County** 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. 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. **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. MEMBERSHIP NON-DISCRIMINATION

Section 1. "AAUW opposes all forms of discrimination and supports constitutional protection for the civil rights of all individuals."

a. AAUW-St. Lawrence County affirms that "There shall be **no barriers** to full participation in this branch on the basis of gender, race, creed, age, sexual orientation, national origin, disability, or **class**."

(1) AAUW-St. Lawrence County recognizes that **class** can be defined by **education attainment**, as well as a host of other factors, including those specifically outlined above.

b. AAUW-St. Lawrence County affirms that "By joining AAUW, you belong to a community that **breaks through educational and economic barriers** so that all women and girls have a fair chance."

(1) AAUW-St. Lawrence County recognizes that **educational and economic barriers** can be defined by **education attainment**.

(2) AAUW-St. Lawrence County refuses to discriminate against people who have not (yet) achieved a 2 year or higher degree due to economic barriers; recognizing that by so affirming we are breaking through a major educational barrier to membership.

c. AAUW-St. Lawrence County affirms that "AAUW **empowers all women and girls** to reach their highest potential."

Section 2: Branch Eligibility for Membership

a. The St. Lawrence County Branch accepts for membership anyone who supports the mission of AAUW: AAUW advances equity for women and girls through advocacy, education,

philanthropy and research. They shall be eligible for membership with the branch upon payment of fees established by the Association, state and branch boards of directors.

b. 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.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. Composition and Appointment. There shall be three (3) members on the Nominating Committee. The Board of Directors of the branch shall appoint a chair and two (2) of the Nominating Committee. The chair and members of the Nominating Committee shall have the following qualifications: be members in good standing of the branch.

b. Terms. The committee chair, alternate chair, and committee members shall be appointed by February 1 and shall serve until January 31. **The term of service on the nominating committee shall be for one (1) year for a maximum of three (3) consecutive terms.**

c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, that member shall resign from the Nominating Committee and be replaced by appointment by the President.

Section 2. Nominations.

a. The following officers shall be elected in even years: President, and the vice

President for Program. The following officers shall be elected in odd years: vice presidents for Membership and Development, secretary and treasurer.

b. The Nominating Committee shall determine the eligibility of sitting officers to serve and find replacements for those unwilling or unable to continue. Every effort will be made to seek diverse and qualified nominees.

b. The names of the nominees for elected office shall be published and sent to every member at least ten (10) days prior to the annual branch meeting

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

Section 3. Elections.

a. Elections shall be held in which all members in good standing at the annual meeting in attendance at the annual meeting by voting in person.

b. The elections shall be held at the annual meeting.

ARTICLE X. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

a. Elected Officers and Directors. The elected officers and directors shall be President, Secretary, Treasurer and Vice presidents for Program, Membership and Development.

b. Appointed Officers and Directors. The appointed officers and directors shall be appointed by the President with the concurrence of the Executive Board for a term of two years at of the start of the President’s term on July 1.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws.

- a. 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.
- b. In the event that the President is unable to act, the Vice President for Programming shall take her place, followed by the Vice Presidents for Membership and Development, in order.
- c. The vice president(s) shall perform such duties as the president and the board shall direct and as specified in branch policies and job descriptions.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- 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. (See state law.)

- a. Terms of Office. Elected Board members shall serve for a term of two (2) or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for one (1) additional two-year term, but no member shall hold the same office for more than two (2) consecutive terms with no exceptions. A full term is considered service in office for one-half term or more. No member shall hold more than one board position, elected or appointed, at any given time.
- b. Beginning of Terms. The term of each officer and director shall begin on July 1 of the year elected or appointed. The incoming or continuing administrative officer may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Committee prior to July 1, so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1.
- c. Removal from Office. An officer or director of the Organization may be removed by a three-quarters (3/4) vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

Section 4. Vacancies.

- a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board of Directors.

- b. A vacancy in the office of the administrative officer shall be filled by the elected Program Vice President.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Branch. This branch must have at least seven (7) directors and a minimum of two separate officers, one responsible for the management of the branch and one responsible for the financial affairs. In addition, the branch shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting. The Branch Secretary will supervise the recording and maintaining of the minutes.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to:

- a. provide oversight to ensure the proper administration of the affairs of the branch; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;
- b. appoint standing committee members and such other board and committee members as may be designated;
- c. act for the Branch between meetings of the membership;
- d. adopt rules to govern its proceedings;
- e. establish task forces or special committees as needed;
- f. determine date and location for any official meetings of the Branch;

Section 3. Delegation of Power.

The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

- a. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least five (5) a year at the call of the administrative officer at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board.
- b. **Special Meetings.** Special meetings of the board may be called by the administrative officer or shall be called upon the written request of any three (3) members of the Board of Directors.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the administrative officer on any question submitted to the board members in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time as designated at the time of the vote. If all board members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at a board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be three (3) or a majority of its members.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of be President, Secretary, Treasurer and Vice presidents for Program, Membership and Development.

Section 2. Powers and Duties. Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the board its work and actions.

Section 3. Meetings. The Executive Committee shall meet at least two (2) times a year at the call of the administrative officer and at other times at the call of the administrative officer or at the written request of three (3) members of the Executive Committee. The Executive Committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting (see state law). A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Executive Committee will take effect if passed by the majority of its members.

Section 4. Voting between Meetings. Between meetings of the Executive Committee, a vote may be taken at the request of the administrative officer on any question submitted to the committee in writing, provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all Executive Committee members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at an Executive Committee meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be four (4) of its members.

ARTICLE XIII. COMMITTEES

Section 1. Standing Committees.

- a. There shall be the following standing committees: Finance and Membership. There may be additional standing committees as shall be considered necessary by the Board of Directors.
- b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors.
- c. Qualifications, Duties, and Terms of Committee Chairs.
 - (1.) The committee chairs will be the elected officer having the responsibility for each area
 - (2.) The term of office for each committee will be two (2) years, to coincide with the term of the committee's president chair
 - (3.) The Development VP shall sit on each committee.
 - (4.) The President is an ex officio member of each committee
 - (5.) The Committee Chair will seek other members as needed to do the work
- d. Qualifications, Duties, and Terms of Committee Members shall be determined by the Board and the Committee Chair as needed.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors, as necessary. The chairs and members of such committees shall be appointed by the administrative officer and approved by the board or, as appropriate, by the Executive Committee.

Section 3. Reports. All committees shall provide written reports to the Branch's Board of Directors for the annual meeting and such other times as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall be 51 percent of its members in attendance at the meeting (see state law).

ARTICLE XIV. FINANCIAL ADMINISTRATION

Section 1. Administration. The Branch's Board of Directors shall have responsibility to

- a. oversee the administration of finances, including preparation of the budget;
- b. oversee the management, acquisition, and disposition of the Branch's property and equipment in accordance with the bylaws;
- c. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The branch shall have at least one regular meeting each year to be known as the AAUW-St. Lawrence County Annual Meeting to conduct the business

of the Branch. The Annual Meeting may include the election of those officers to be elected in odd or even years, depending on the date; the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be set by the Branch's Board of Directors.

Section 2. Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors and/or administrative officer or at the request of 15% of the membership (see state law).

Section 3. Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least ten (10) days before the date of the meeting to all members (see state law).

Section 4. Voting.

- a. Each member of the branch in good standing by April 1 shall be entitled to vote on any item of business.
- b. Members shall be entitled to vote on noticed business items in person. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business. Members vote in person at the meeting.
- c. Fifteen (15) percent of the members entitled to vote shall constitute a quorum.
- d. The affirmative vote of 51 percent of the votes cast shall be necessary for the adoption of noticed business, except that two-thirds (2/3) vote shall be required to adopt amendments to these bylaws.

Bylaws revised to meet AAUW–mandated revisions: **1 December 2016**