

**BYLAWS OF THE AMERICAN ASSOCIATION OF  
UNIVERSITY WOMEN WESTCHESTER, NEW YORK BRANCH, INC.**

**NOTE: ARTICLES 1 THROUGH VII ARE MANDATED BY AMERICAN ASSOCIATION OF UNIVERSITY WOMEN located at 1310 L St. NW, Suite 1000, Washington, DC 20005 (hereinafter known as "AAUW") AND CANNOT BE AMENDED BY AAUW WESTCHESTER, NEW YORK BRANCH, INC.**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) Westchester, New York Branch, Inc., hereinafter known as the "Affiliate."

**Section 2.** Affiliate. AAUW Westchester, New York Branch, Inc. 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 **sixty** 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. BRANCH GOVERNANCE**

**Section 1. Governance.** The bylaws of this corporation shall in no way conflict with the bylaws of the American Association of University Women, Inc. ("AAUW").

**ARTICLE IX. BRANCH MEMBERSHIP AND DUES**

**Section 1. Basis of Membership**

a. Categories of Membership.

(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.

(2) A national member of AAUW may become a member of the Branch upon payment of Branch and New York State dues.

b. Life Membership.

Privileges. A life member of AAUW who maintains a membership in one or more branches on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

## **Section 2. Student Associates.**

Upon payment of Branch and State dues, student associates shall be entitled to attend Branch, state and AAUW meetings and receive the publications distributed to all members of AAUW. Associates may not vote nor hold office. Fees for student affiliates shall be established by the Board of Directors.

## **Section 3. Dues**

a. Amount.

(1) Changes in Branch dues shall be proposed by the Branch Board of Directors and voted on at the annual Branch meeting by two-thirds vote of those voting, provided notice has been given to the members thirty (30) days prior to the meeting.

(2) Paid life members of AAUW are required to pay Branch dues to become members of the Branch.

(3) Fifty-Year Honorary Members of AAUW are exempt from paying AAUW New York State and Branch dues.

b. Payment.

(1) New members may join at any time. Dues are payable upon joining. The national and New York State portion of the dues paid by new members for less than a full year is determined by AAUW and New York State policy. The Branch Board of Directors may set a reduction in Branch dues.

(2) Renewal dues are payable on or before July 1. After notification of non-payment, a member still in arrears after July 31 shall lose the rights of

membership and be removed from the list of members.

## **ARTICLE X. NOMINATIONS AND ELECTIONS FOR BRANCH DIRECTORS/OFFICERS**

### **Section 1. Nominations**

- a. There shall be a nominating committee for the election of directors/officers consisting of at least five (5) members, elected or appointed as follows: at least two (2) of the five (5) members shall be incoming directors/officers elected at the Board Meeting in June of each year and the remaining members of whom shall be elected at the September general meeting of members. The nominating committee, by the end of September of each year, shall select one of its own to be chair.
- b. The term of service on the nominating committee shall be for one (1) year, for a maximum of three (3) consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least thirty (30) days prior to the annual meeting of members.
- d. Nominations may be made from the floor of the members meeting with the consent of the nominee.

### **Section 2. Elections**

- a. Elections for directors/officers shall be held at the annual Branch meeting of members.
- b. A Board of Elections shall be established consisting of 3 volunteers from the general membership who are not running for office, and shall be chosen by the Board of Directors at the March Board meeting. Its duties shall be:
  - (1) to see that the final slate of directors/officers together with ballots is printed in the newsletter and e-mailed to all members;
  - (2) to set up a system for counting and securing the ballots;
  - (3) to certify the results of the election and announce the results in the next issue of the newsletter.
- c. 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 provided a quorum is present. A quorum shall be 25% of all Branch members.
- d. Mail or electronic ballots may be used for elections, provided the number of members voting meets the quorum stated for meetings in ARTICLE XVI.

## ARTICLE XI. BRANCH OFFICERS and DIRECTORS

### **Section 1. Officers and Directors**

- a. The elected officers, all of whom shall also serve as directors of the Corporation, shall be one or more presidents, one or more vice presidents for programs & membership, one or more recording & corresponding secretaries, one or more treasurers and such other officers as the members may authorize from time to time. The elected directors/officers shall comprise the Board of Directors.
- b. Officers and directors shall serve for a term of one (1) year or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.
- c. No elected director/officer shall hold more than one office at a time and no elected director/officer shall be eligible to serve more than three (3) consecutive terms in the same office.
- d. The incoming president may call a meeting of incoming directors/officers prior to July 1.
- e. If a vacancy in any elected office should occur, excluding the president, the president, with the approval of the Board of Directors, will appoint someone to fill the vacancy for the remainder of the year. If a vacancy in the office of president should occur, the Board of Directors will appoint one of the members of the Board of Directors to fill the vacancy for the remainder of the year. The newly appointed president will resign from her elected position.

### **Section 2. Duties**

- a. Officers/Directors shall perform the duties prescribed by these bylaws, the Board Handbook, Branch policies, and by the current edition of *Robert's Rules of Order Newly Revised*.
- 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 and state.
- c. The vice presidents shall perform such duties as the president and the Board shall direct and as specified in Branch policies and job descriptions.
- d. The recording secretary shall perform such duties as requested by the president and record and keep minutes of all business meetings. If the recording secretary is not present at a business meeting, the president shall appoint someone to record the

minutes of that meeting.

e. The corresponding secretary shall have charge of Branch correspondence as requested by the president

f. 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 national AAUW and AAUW-NYS by the specified deadline. The treasurer or AAUW Funds chair shall send moneys for the AAUW Funds by the specified deadlines and shall keep separate ledgers for each type of account.

## **ARTICLE XII. BRANCH BOARD OF DIRECTORS**

**Section 1. Composition.** The Board of Directors shall include the elected and/or appointed directors/officers. The total number of Directors shall be between 6 and 18. Chairs or a representative from each of the Action Groups, Branch Projects and Committees, are invited to attend Board meetings but shall have no voting rights on matters requiring a vote of the Board. The Action Groups, Branch Projects and Committees are listed in the Yearbook.

**Section 2. Responsibilities.** The Board of Directors shall have the general power to administer the affairs of the Branch and to carry out its programs and its policies, including but not limited to establishing policies and procedures to control financial records and fiscal responsibility as outlined in ARTICLE XV. It shall accept responsibility delegated by AAUW and New York State. It shall act for the Branch between membership meetings. The Board shall keep minutes of any meetings at which it takes Board action and such minutes shall become part of and be kept with the Board minutes of the Corporation.

**Section 3. Meetings.** *Meetings of the Board of Directors shall be held at least six (6) times per year at a time and place agreed upon by the Board. Participation by conference call is permitted, provided that all attendees can hear each other at all times. Board meetings may be called upon three (3) days notice at the request of the president or at the request of a majority of the Board members.*

**Section 4. Special Meetings.** *Special meetings may be called by the president or shall be called upon written request of a majority of the members of the Board, provided that at least three (3) days notice of such meeting and its agenda have been given to each member of the Board.*

**Section 5. Quorum.** *The quorum of the Board of Directors shall be a majority of the entire Board of Directors as if there were no vacancies, even if vacancies exist.*



**Section 6. Voting.** Unless otherwise stated in the bylaws, motions must be passed by a majority vote of the directors present at a meeting where there is a quorum.

**Section 7. Voting Between Meetings.** Between meetings of the Branch Board, a 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 consented to the question submitted in writing. Such unanimous consent may be sent to the corporation electronically, including by email, and shall be filed with the minutes of the corporation.

**Section 8. 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 the policies and procedures adopted by AAUW.

#### **ARTICLE XIII. BRANCH ADVISORY COUNCIL**

**Section 1. Composition.** *The Advisory Council shall consist of the chairs or representatives of the Action Groups, Branch Projects and Committees.*

**Section 2. Responsibilities.** *The Advisory Council shall provide for the communication and coordination of branch activities, policies and procedures.*

**Section 3. Meetings.** *The Advisory Council members are encouraged to attend all Board meetings.*

#### **ARTICLEXIV. BRANCH ACTION GROUPS, BRANCH PROJECTS and BRANCH COMMITTEES**

**Section 1. Action Groups.** Action groups shall be formed as needed and will elect their own leaders.

**Section 2. Branch Projects and Advisory Committees.** Branch Projects and Advisory Committees may be appointed by the president with the consent of the Board of Directors.

**Section 3. Committees.** Committees of the Board are the only committees who may be granted power to bind the Board and the corporation. Such committees shall consist of at least three (3) directors and contain no voting members who are not also members of the Board of Directors.

**Section 4. Advisory Committees.** Advisory Committees shall consist of at least three (3)

persons whether directors and/or members. Advisory committees shall not have any power to bind the Board or the corporation. The Board of Directors shall determine by resolution which committees are advisory and which committees, if any, have the power to bind the Board and the corporation.

#### **ARTICLE XV. BRANCH 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 including an annual financial review.

**Section 3. Budget.** The Board shall approve an annual budget for presentation to the Branch. The annual budget for the coming year shall be approved by the Board of Directors in February, published in the newsletters preceding the annual meeting of members and adopted by the members at the April or May annual meeting. Voting by ballot shall be accepted as described in ARTICLE X.

#### **ARTICLE XVI. BRANCH MEETINGS**

**Section 1. Membership Meetings.** There shall be at least five (5) general membership meetings each year.

**Section 2. Annual Meeting.** The general membership meeting, held in April or May, shall be designated the Annual Meeting, the exact date, time and place to be determined by the Board. The Annual Meeting shall be to conduct business including but not limited to electing officers, establishing dues, amending bylaws, receiving reports, and giving directions to the Board.

**Section 3. Meeting Notice.** Notice of meetings shall be sent to all members of the Branch at least ten (10) days, but not more than fifty (50) days prior to the meetings.

**Section 4. Quorum.** The quorum shall be 25 percent of the Branch members.

#### **ARTICLE XVII. BRANCH PROPERTY**

The title to all property, funds and assets is vested in the AAUW-Westchester Branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of AAUW-Westchester Branch or the termination of its affiliation with AAUW, all assets of the Branch shall be

transferred and delivered to AAUW or to an entity designated by AAUW.

#### **ARTICLE XVIII. BRANCH NOTICES AND VOTING.**

Any notice required or permitted by law or under these bylaws, may be given or sent via postal mail or through electronic means.

- a. Any Director who provides the corporation with a valid email address consents to receiving official notices via email unless such member requests in writing to receive notices via postal mail.
- b. For all purposes of conducting the business of the corporation, an electronic communication shall constitute a writing.
- c. Written and/or electronic consent thus given by all Directors entitled to vote shall have the same effect as a unanimous vote.

#### **ARTICLE XIX. BRANCH 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, those of AAUW-New York State, the laws of the State of New York, and/or the requirements of the Internal Revenue Code.

#### **ARTICLE XX. BRANCH INDEMNIFICATION**

To the extent not inconsistent with Section 720-a of the New York State Not-for-Profit Law, every director/officer shall 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 XXI. BRANCH CONFLICTS OF INTEREST**

The Board of Directors shall adopt, maintain and follow a conflict of interest policy which complies with both State and federal regulations applicable to this corporation (see addendum).

## ARTICLE XXII. BRANCH POLITICAL ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

## ARTICLE XXIII. AMENDMENTS TO THE BYLAWS

**Section 1. AAUW Mandated Amendments.** Amendments required by AAUW to bring Branch bylaws into conformity shall not require a vote of the Branch members, except that this Branch shall take all necessary steps required by its articles of incorporation.

**Section 2. Prior Approval.** All other proposed amendments to the Branch bylaws shall be sent to the bylaws committee of the New York State branch of the AAUW for approval before the call for a Branch vote. If there is no State bylaws committee, approval of amendments to Branch bylaws will be according to the procedure established by the AAUW Governance committee.

**Section 3. Branch Vote.** Provisions of these bylaws not governed by AAUW 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 30 days prior to the meeting. Voting by ballot shall be accepted as described in ARTICLE X. Section 2.

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Bylaws last revised November 5, 2014; modifications by Selena Barron, Diona Koerner, Marie McKellar, Linda Swann on January 5, 2017. Modifications approved by AAUW NY State Bylaws Chair Loreen Ginnitti on January 9, 2017.