

BYLAWS

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

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this corporation is the American Association of University Women, Westchester, New York Branch, Inc. (the "Branch").

Section 2. Governance. The American Association of University Women, Inc. ("AAUW") Bylaws shall govern this Branch in all practices, and the bylaws of this corporation shall in no way conflict with the AAUW's Bylaws.

ARTICLE II. PURPOSE

The purpose of this Branch shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research.

ARTICLE III. USE OF NAME

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

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Basis of Membership

a. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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 of eligibility and admissibility to membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

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

c. A Branch member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission

according to AAUW policies and procedures.

d. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the Branch upon payment of fees established by AAUW and state and Branch Boards of directors. Student affiliates shall be entitled to attend Branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 2. Dues

a. Changes in Branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members thirty (30) days prior to the meeting.

b. Paid life members of AAUW, as defined in AAUW Bylaws, are required to pay Branch dues to become a member of the Branch.

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

d. 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.

e. Renewal dues are payable on or before July 1. After notification of non-payment, a member still in arrears after July 31 shall be dropped.

f. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another Branch.

ARTICLE V. NOMINATIONS AND ELECTIONS

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 ballots may be used for elections, provided the number of members voting meets the quorum stated for meetings in ARTICLE XI.

ARTICLE VI. 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 a president, one or more vice presidents for programs & membership, one or more recording & corresponding secretaries, a treasurer 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 its own 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 the Association and state 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 VII. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall include the elected directors/officers. 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 X. 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. 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 all officers/directors then in office.

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 VIII. 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.

ARTICLE IX. ACTION GROUPS, BRANCH PROJECTS and STANDING COMMITTEES

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

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

Section 3. Standing Committees. Standing committees shall be program, membership, budget, AAUW Funds, bylaws, public relations, nominating, and others, as needed, may be appointed by the president with the consent of the Board of Directors.

ARTICLE X. 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 V.

ARTICLE XI. 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 prior to the meetings.

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

ARTICLE XII. 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 AAUW-affiliated entity designated by AAUW.

ARTICLE XIII. LOSS OF RECOGNITION

The provisions and conditions under which a Branch may lose recognition are found in the AAUW Bylaws.

ARTICLE XIV. 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 XV. 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 XVI. CONFLICTS OF INTERESTS

Section 1. Definitions

- (a) "Immediate Family Member" means (i) a spouse, parent, child, sibling, grandparent, grandchild, (ii) a parent or sibling of a spouse, and (iii) spouse of a child.
- (b) "Interested Party" means a Director or Officer, or an Immediate Family Member of a Director or Officer.
- (c) "Related Party" means any party, group or organization to which an Interested Party has an allegiance or affiliation.

Section 2. Conflicts of Interest. A potential conflict of interest exists when actions, contracts, transactions or other dealings between the Corporation and an Interested Party or a Related Party may result in a personal benefit to the Interested Party. A potential conflict of interest may also exist when an Interested Party serves as director, officer, or staff member of an organization which competes with the Corporation or when an Interested Party or Related Party aids, financially or otherwise, such competing organization. Although it is impossible to list every circumstance, the following activities by an Interested Party or a Related Party appear to involve a potential conflict and should be disclosed:

- (a) Outside Interests

(i) To hold, directly or indirectly, a financial interest or any position in any concern with which the Corporation does business (or is considering doing business); or

(ii) To compete, directly or indirectly, with the Corporation in the purchase or sale of property or property rights, interests or services.

(b) Outside Activities

(i) To render services to any outside concern that does business with the Corporation.

(c) Gifts, Gratuities, and Entertainment

(i) To accept gifts, entertainment, or other favors from any concern that does, or seeks to do, business with the Corporation, under circumstances that might influence the performance of the individual's duties for the Corporation.

(d) Confidential or Proprietary Information

(i) It is improper for an Interested Party or a Related Party to disclose or use confidential or proprietary information relating to the Corporation for personal profit or advantage of the Interested Party or Related Party.

Section 3. Disclosure Requirements

(a) Initial and Annual Disclosure of Relevant Interests. Immediately upon election or appointment as a Director or Officer, all Directors and Officers shall disclose any relevant interest of an Interested Party or Related Party as they relate to such Director or Officer which may pose a potential conflict of interest. Said disclosure statements shall be updated at least annually.

(b) Disclosure of Potential Conflicts of Interest. If any question may arise in the mind of any Director or Officer of the Corporation as to a potential conflict between his or her own individual interest, those of an Immediate Family Member, or those of a Related Party and the interest of the Corporation, full disclosure of all facts pertaining to such potential conflict shall be made to the Board of Directors. Fact-gathering and subsequent review by the Board of Directors will determine whether or not an actual conflict exists or would occur.

Section 4. Procedures for Addressing Potential Conflicts of Interest

(a) The Board of Directors of the Corporation or a duly appointed Committee of the Board shall investigate the potential conflict of interest.

(b) The Director or Officer to whom the potential conflict of interest relates may offer factual information to the Board or Committee; but no such Director or Officer shall vote on such matter. The Board or Committee may, by majority vote, ask any such Director or Officer not to participate in any discussion relating to the conflict, or to leave the room in which such discussion is carried on; provided, however, that the interested Director may participate in any discussion regarding his or her exclusion.

(c) Directors and Officers to whom the potential conflict of interest relates shall not attempt to influence other Directors regarding such matter.

(d) After conducting due diligence, the Board or Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into or allow the transaction or arrangement in conformity with such determination. As part of its due diligence efforts, the Board or Committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(e) The following information shall be recorded in the minutes of the meeting of the Board or Committee:

(i) The names of the persons who disclosed or otherwise were found to have a financial interest in

connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the Board or Committee's decision as to whether a conflict of interest in fact existed; and

(ii) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE XVII. 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 V. Section 2.

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Revised bylaws approved by NY State bylaws Chair , Edwina Martin: incorporation modifications by Selena Barron, Wilma Gitchele, Marie McKellar, Carol McMillan, Marilee Scheuneman. Approved by membership on April 6, 2012.