

BYLAWS OF THE WESTCHESTER, NEW YORK BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)

WESTCHESTER, NEW YORK BRANCH, INC.
December 2009

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be THE WESTCHESTER, NEW YORK BRANCH, INC. of AAUW, hereinafter called the branch.

Section 2. Governance. The AAUW Bylaws shall govern this branch in all practices, and the bylaws of this organization shall in no way conflict with the AAUW 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. AAUW POLICY. The policies and programs of AAUW shall be binding on all members and the branch, and no member or the branch shall use the name of AAUW to oppose such policies or programs. Established channels may be used to change a policy or program.

Section 2. 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.

Section 3. Violations. Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership

a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (national + state + branch dues) are eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publications distributed to all branch members.

b. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch and New York State dues.

c. A 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 publication 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 Westchester Branch dues.

d. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend branch meetings without vote.

e. 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.

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 officers of at least five (5) members, two (2) of whom shall be board members elected at the joint board meeting in June; three (3) shall be elected by the branch at the September general meeting. The Nominating Committee, by the end of September, 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 branch meeting.

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

Section 2. Elections

a. Elections shall be held at the annual branch meeting.

b. A Board of Elections shall be established consisting of 3 volunteers from the general membership who are not running for office. Its duties shall be:

- (1) to see that the final slate of 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.

d. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the

quorum, which shall be 25% of the branch members.

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The elected officers shall be an administrative vice president/president, vice presidents for programs & membership, recording & corresponding secretaries and treasurer. The elected officers will form a coordinating council and will share the duties of president when there is no elected president.
- b. Officers 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 officer shall be eligible to serve more than three (3) consecutive terms in the same office.
- d. The incoming administrative vice president/president may call a meeting of incoming officers prior to July 1.
- e. If a vacancy in the Council should occur, excluding the administrative vice president/president, the administrative vice president/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 administrative vice president/president should occur, the Board of Directors will appoint one of its own to fill the vacancy for the remainder of the year.

Section 2. Duties

- a. Officers 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 administrative vice president/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 requested by the administrative vice president/president.
- d. The recording secretary shall perform such duties as requested by the administrative vice president/president and record and keep minutes of all business meetings.
- e. The corresponding secretary shall have charge of branch correspondence as requested by the administrative vice president/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 shall send moneys for the Educational Fund and the Legal Advocacy Fund by the specified deadlines and shall keep separate ledgers for each type of account.

ARTICLE VII. COORDINATING COUNCIL

Section 1. Composition. The coordinating council shall consist of the elected officers.

Section 2. Responsibilities. The council may act for the board of directors between meetings of the board of directors and shall have such power and duties as may be delegated to it by the board. The council shall report its work and actions to the board of directors.

Section 3. Meetings. The council shall meet at the call of the administrative vice-president/president or at the request of a majority of its members upon three (3) days' notice.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected council members and the chairs or a

representative from each of the action groups, branch projects and committees. 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, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by the Association and state.

Section 3. Meetings. Meetings of the board of directors shall be held at least three (3) times per year. Special meetings may be called by the administrative vice president/president and shall be called upon request of two (2) members of the board or five (5) members of the branch.

Section 4. Quorum. The quorum of the board of directors shall be a majority of those present and voting.

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 administrative vice president/president with the consent of the board of directors.

Section 3. Standing Committees. Standing committees shall be program, membership, budget, Educational Fund, Legal Advocacy Fund, bylaws, communications, nominating and others as needed may be appointed by the administrative vice president/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 annual budget for the coming year shall be adopted by the board of directors in February, published in the newsletters preceding the annual meeting and voted on at the April or May annual meeting. Voting by ballot shall be accepted as described in ARTICLE V. Section 2.d.

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, 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

Section 1. Title. The title for all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. The branch shall have complete control over the acquisition, administration and disposition of its property without consent of, AAUW except that such property

shall not be used for any purposes contrary to those of AAUW.

Section 2. Dissolution of Branch. In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

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 or those of AAUW or those of New York State.

ARTICLE XV. INDEMNIFICATION

To the extent not inconsistent with Section 720-a of the New York State Not-for-Profit Law, every member of the board 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. 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 state bylaws committee for approval before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states 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. Sections 2.

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Revised bylaws approved by NY State bylaws chair December 2009: incorporation modifications by Marilee Scheuneman, AVP, Fay Greenwald, Marie McKellar, Sandra McKee (Parliamentarian), Marge DeYongh.

Date Bylaws reviewed: 7/24/04, 3/01/06 (Incorporation modifications) by: Dee Cantrell, Parliamentarian, Marge DeYongh, and Marie McKellar

Date reviewed by Bylaws Chair, Fay Greenwald: 7/25/04, 1/30/06 (Incorporation modifications)

Date presented to board for approval: 8/18/04, 3/15/06 (Incorporation modifications)

Date presented to general membership for vote: 10/06/04, (Incorporation modifications do not need

a membership vote, according to NYS bylaws chair, 3/16/06)  
Date sent to the NY State bylaws chair for approval: 10/23/04, 3/10/06 (Incorporation modifications)  
Date approval received from NY State: 5/23/05, 3/12/06 (Incorporation modifications)