

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE ROCKLAND COUNTY NEW YORK BRANCH.

ARTICLE 1. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Rockland County Branch 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. OFFICES

The principal office of the corporation shall be in the County of Rockland and State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE IX. OFFICERS

Section 1. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, Educational Opportunities Fund, Legal Advocacy Fund and communications.

Section 2. The elected officers shall be a president, or official representative, or co-presidents, vice presidents for program and membership, recording and corresponding secretaries and treasurer.

Section 3. The appointed officers shall be Public Policy, Communications, Educational Opportunities Fund, and Legal Advocacy Fund and such other officers as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the president with the consent of the executive committee.

Section 4. Elected officers shall serve for a term of 2 years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1. Appointed officers shall serve a 2 year term beginning on July 1.

Section 5. No member shall be eligible to serve more than 2 consecutive terms in the same office.

Section 6. The incoming president may call a meeting of the incoming officers prior to July 1.

Section 7. A vacancy in office, excluding the president, or official representative, or co-presidents, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president, or official representative, or co-presidents shall be filled by the vice presidents in the order listed.

ARTICLE X. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. All officers shall submit an annual written report to the president.

Section 3. 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 the Association and state.

Section 4. The vice-presidents shall perform such duties as the president and the board shall direct.

Section 5. The recording secretary shall record and keep minutes of all business and board meetings and keep these minutes available for inspection by the branch members. The corresponding secretary shall handle all branch correspondence and perform as the backup to the recording secretary.

Section 6. 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 Education Opportunities Fund and the Legal Advocacy Fund by the specified deadlines and shall keep separate ledgers for each type of account.

ARTICLE XI. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of five of the members, 2 of whom shall be elected at a business meeting, and 3 appointed by the board of directors **at the first branch/business meeting of the new year**. The report of the nominating committee shall be presented to members at least two weeks before the election. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.
- b. Members shall serve one year for a maximum of 3 years consecutively.
- c. The names of the nominees shall be published and sent to every member at least 30 days before the annual meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

- a. All elections shall be held at the annual meeting.
- b. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

ARTICLE XII. ROTATION OF OFFICERS

Section 1. One of the co-presidents, vice president for membership and recording secretary shall be elected in even numbered years.

Section 2. The alternate co-president, the vice president for program, the treasurer and the corresponding secretary shall be elected in odd numbered years.

ARTICLE XIII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected and the following appointed officers: Educational Opportunities Fund, Legal Advocacy Fund, Public Policy and Communications.

Section 2. Administrative Responsibilities. The board 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 shall be held at least 3 times per year. Special meetings may be called by the president and shall be called upon request of 4 of the members of the board.

Section 4. Quorum. The quorum of the board shall be a majority of its members.

Section 5. Public Policy. Public policy issues supported by the Rockland County Branch board in a public forum shall be presented at a general meeting for a two-thirds majority vote of those present.

ARTICLE XIV. MEETINGS.

Section 1. Membership Meetings. There shall be at least 7 general meetings per each year.

Section 2. Annual Meeting. The general membership meeting held in April 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 hearing officer's reports, reviewing the budget, electing

officers and the nominating committee, establishing dues, amending bylaws and giving direction to the board.

Section 3. Quorum. The quorum shall be 20% of the branch members.

ARTICLE XV. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, Educational Foundation, bylaws, and communications.

Section 2. Standing committees shall be appointed as appropriate.

Section 3. Special committees may be appointed by the president with consent of the board.

ARTICLE XVI. CONVENTIONS.

Delegates and alternates to the state conventions, as described in and state bylaws, shall be elected by the branch and certified by the president.

ARTICLE XVII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of the Association, and shall begin July 1.

Section 2. Budget. The annual budget shall be adopted by the board of directors for presentation at the annual meeting.

Section 3. Financial Policies. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

ARTICLE XVIII. LOSS OF RECOGNITION

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

ARTICLE XIX. INDEMNIFICATION

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members 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 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 or committee is entitled.

ARTICLE XX. CONSTRUCTION.

If there be any conflict between the provisions of the certificate of incorporation and these bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE XXI. AMENDMENTS TO THE BYLAWS

Section 1. Prior Approval. All 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 procedures established by the AAUW Governance Committee.

Section 2. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.

October 22, 2009, June 1, 2011, August 1, 2012, [August 26, 2012](#).

Mimi Korb

[May 12, 2014](#)

Sylvia Miller

January 30, 2015 AAUW NYS Secretary/Bylaws

[March 20, 2016, Sylvia Miller](#)

[December 31, 2016 Sylvia Miller](#)