

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF BUFFALO, NY**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Buffalo Branch Inc., hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Buffalo 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. 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 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. Affiliate membership and dues.

Section 1. Categories of membership.

- a. A branch member is a national member who is also a member of the AAUW Buffalo Branch and of AAUW of New York State. That member shall be entitled to vote, hold office, and participate in all branch activities and programs while membership is maintained.
- b. Student associates who join AAUW-NYS and the Buffalo Branch may not vote nor hold branch office but otherwise may participate in all branch activities and programs while membership is maintained.

Section 2. Dues.

- a. The annual Buffalo Branch dues for individual members shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 10 days prior to the meeting.
- b. Fees for Buffalo Branch student associates shall be established by the Buffalo Branch membership.
- c. Payment. Member dues shall be payable in accordance with procedures established by policy.
- d. Paid life members of AAUW are required to pay branch dues and state dues to become members of the branch.
- e. Fifty-Year Honorary Members of AAUW are exempt from paying branch dues.
- f. New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy. The branch board of directors may set a reduction in branch dues.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of five elected members.
- b. The term of service on the nominating committee shall be for two years for a maximum of two consecutive terms except that the chair shall have a one year term and may serve a maximum of three terms. The chair and two other members shall be elected each year.
- c. The names of the nominees for elected office shall be published and sent to every member at least 10 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. 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. If no

candidate has a majority of the votes, a runoff election will be held between the two candidates with the most votes.

- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XII.

ARTICLE X. OFFICERS

Section 1. Officers

- a. The elected officers for the branch shall be President, Program Vice-President, Membership Recruitment Vice-President, Membership Retention Vice-President, Secretary, Chief Financial Officer, Branch Treasurer, Treasurer for the Chamberlin Loan Fund and Funds for Education, Treasurer for Education Accounts and Program, Treasurer for Fund Raising, Scholarship Director, the Nominating Committee Chair and four Nominating Committee Members.
- b. There may be additional appointed directors who shall be members of the board. In addition, there may be committee chairs and assistants who will also further the work of the branch but will not be members of the board. All directors, chairs and assistants shall be appointed by the president with the consent of the executive committee. Approximately half the appointed directors and non-board chairs shall be appointed each year. The positions that may be held by either Directors or other members may include, but are not limited to, an ad hoc treasurer for special projects, chairs of the local scholarship committees, a chair of national AAUW Funds, a fundraising chair, a diversity chair, a publicity chair, interest representatives for education, community, cultural and international relations, a public policy chair, a college/university representative, a historian, a parliamentarian, a membership database coordinator, newsletter editors, a newsletter publisher, a web manager, a study/interest group coordinator and such others as deemed necessary to carry on the work of the branch.
- c. With the exception of the nominating chair, officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. The term of office shall begin on July 1.
- d. With the exception of the nominating chair, no elected officer shall be eligible to serve more than two consecutive elected terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the executive committee.
- f. Every officer position may be shared.
- g. The following officers shall be elected in even years: Membership Recruitment Vice President, Secretary, Chief Financial Officer, Treasurer for fund-raising, treasurer for Education Accounts and Program, Scholarship Director.
The following officers shall be elected in odd years: President, Program Vice President, Membership Retention Vice President, Branch Treasurer, Treasurer for the Chamberlin Loan Funds and Funds for Education.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, by the official position descriptions and responsibilities adopted by the board of directors, 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. The president shall assure that AAUW is provided with designated contacts for administration and finance, and

that a member other than those contacts will record the minutes of each branch meeting and branch board meeting.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and appointed directors. The number of board members shall be between ten and thirty.

Section 2. Administrative Responsibilities. The board shall have the power to administer affairs of the branch and to carry out its programs and its policies, and shall accept responsibilities delegated by national and state AAUW. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article XIV, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least eight (8) times a year at a time and place agreed upon by the board.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of eight (8) members of the board or thirty (30) members of the branch provided that at least three (3) days notice of such meeting and its agenda have been given to the members of the board

Section 5. Quorum. The quorum for a meeting of the board shall be a majority of the board. Each member of the board of directors shall be a voting member.

Section 6. Removal From Office. A member of the board of directors may be removed for cause by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

Section 7. Action by the Board. Except as otherwise provided by law or these by-laws, the vote of a majority of the directors present will decide any question that may come before the meeting. Directors may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time; participation in a meeting by such means constitutes presence in person at the meeting. In addition, the Board may take action without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. For all purposes of conducting the business of the branch, an electronic communication shall be considered to be in writing. Written and/or electronic consent thus given by all members entitled to vote shall have the same effect as a unanimous vote. The resolution and the written consents will be filed with the minutes of the proceedings of the Board. The provisions of this Section also will apply to actions of the Executive Committee.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the following elected officers: President, the Vice Presidents, the Secretary, the Chief Financial Officer, the Branch Treasurer, the Treasurer for the Chamberlin Loan Fund and Funds for Education, the Treasurer for Education Accounts and Program, the Treasurer for Fund Raising, the Scholarship Chair, and the Nominating Committee Chair.

Section 2. Duties. The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

Section 3. Meetings. Meetings of the executive committee shall be held on the call of the president or by written request of four (4) of its members.

Section 4. Quorum. The quorum of the executive committee shall be a majority of the voting members. Each member of the Executive Committee has one vote.

ARTICLE XIII. COMMITTEES

Section 1. Establishing Committees. The president may establish committees of the corporation and appoint their chairs as needed with the consent of the board.

Section 2. Purpose. With the approval of the board, each committee of the corporation shall make recommendations to the board regarding programs and activities to carry out the mission of AAUW.

ARTICLE XIV. 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 adopt an annual budget for presentation to the branch.

ARTICLE XV – COMMUNITY ORGANIZATION REPRESENTATIVES

There may be representatives appointed by the president with the approval of the board of directors to organizations approved by the board of directors. Representatives shall be appointed for a two-year term and may succeed themselves.

ARTICLE XVI. BRANCH MEETINGS

Section 1. Annual Meeting. The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held between the months of April and June.

Section 2. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of one half of the board or ten (10) percent of the branch membership.

Section 3. Meetings Notice. Notice of meetings shall be sent to all members of the branch by US Mail. If the notice is sent via first class postage it must be sent at least ten (10) days prior to the meeting. If the notice is sent via other classes of postage it must be sent at least thirty (30) days prior to the meeting.

Section 4. Quorum. The quorum shall be ten (10) percent of the branch membership.

ARTICLE XVII. 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 XVI. AMENDMENTS TO THE BYLAWS

Section 1. Prior Approval. All non-mandated 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 10 days prior to the meeting.

Section 3. Review. The branch bylaws shall be reviewed for possible amendment every two years.

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Amended May 2012
Mandated changes Oct 2013
Amended May 2015
Mandated changes Oct 2015
Mandated changes Dec 2016