

**BY-LAWS OF THE AMERICAN ASSOCIATION OF  
UNIVERSITY WOMEN OF THE BATH BRANCH  
AS ADOPTED MARCH 7, 2023**

**ARTICLE I. NAME AND GOVERNANCE \*\***

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

**Section 2. Affiliate.** AAUW Bath 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. 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.
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 60 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. NOMINATIONS AND ELECTIONS**

##### **Section 1. Nominations**

- a. There shall be a Nominating Committee of three members, elected by the membership at the Annual Meeting. A vacancy in the office shall be filled by the Board until the next Annual meeting.
- b. The term of service on the Nominating Committee shall be two years for a maximum of two consecutive terms.
- c. The Nominating Committee shall enlist nominees for elective office and submit a proposed slate of officers to the membership at least ten days prior to the Annual meeting or any special meeting to fill a vacancy in the office of President-Elect.
- d. Nominations may be made from the floor with the consent of the Nominee.
- e. The Nominating Committee shall select an Auditor who shall be responsible for annually reviewing the financial records of the Treasurer and Educational Opportunities Fund and reporting the results of those audits to the membership.

##### **Section 2. Elections.**

- a. Elections shall be held at the Branch Annual Meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case a voice vote may be taken. Election shall be by a majority vote of those members present and voting.

**ARTICLE IX. OFFICERS.** (Note: This Article is amended March 7, 2023 to add the Office of President Elect and Social Media Chair, to rename the Legal Advocacy Vice President to Action Fund Vice President and to transfer the duties of the Historian to the Communications Chair.)

##### **Section 1. Officers**

- a. There shall be officers to fulfill the functions of Branch Administration, Program, Membership, Educational Opportunities Fund, Action Fund, Public Policy, Diversity, Communications and Bylaws.
- b. Elected officers for the Branch shall be President (or Co-Presidents), President Elect (or Co-Presidents Elect), Vice Presidents (or Co-Vice-Presidents) for Program, Membership, Educational Opportunities Fund, Action Fund, Secretary (or co-Secretaries) and Treasurer.
- c. Elected officers shall serve a term of two years, or until their successors have been elected or appointed and assume the office. The term of office shall begin on July 1. The President, Secretary, Educational Opportunities Fund Vice-President shall be elected in even numbered years. The President-Elect shall be elected in 2023 for a one-year term and, thereafter, shall be elected in even numbered years for a two-year term. The Treasurer and Vice-Presidents for Program, Membership and Action Fund shall be elected in odd-numbered years. If there are co-Educational Opportunities Fund Vice-Presidents, one shall be elected in even-numbered years and the other in odd-numbered years.
- d. No elected officer shall serve more than two (2) consecutive terms in the same office.
- e. The incoming President may call a meeting of incoming officers and Board members prior to July 1.
- f. A vacancy in office, excluding the President (or Co-President) and the President-Elect (or Co-Presidents Elect) shall be filled for the unexpired term by appointment of the Board of Directors. A vacancy in the office of President shall be filled by the President-Elect. The unexpired term shall not preclude the President-Elect from serving two full consecutive terms in the office of President. A vacancy in the office of President-Elect shall be filled by special election.

##### **Section 2. Duties.**

- a. **Officers** shall perform the duties prescribed by these Bylaws, Branch policies, and the current edition of Robert's Rules of Order.

- b. The **President(s)** shall fulfill the customary duties of presiding officer; be the official representative of the Branch in the activities of AAUW at all levels; submit a list of current Branch officers to the President of AAUW/NY and the Executive Director of AAUW; and submit other reports as requested. The President shall be responsible for assuring that Branch Bylaws conform to the AAUW and AAUW-NYS Bylaws.
- c. The **President-Elect(s)** shall assume such duties as delegated by the President(s) and shall preside at meetings and act in the absence of or disability of the President(s). The President(s)-elect shall succeed to the Office of President when a vacancy occurs. The President(s)-Elect shall be responsible for publishing the Program & Membership Directory annually with the assistance of the Treasurer and Membership Chair(s) and such other persons recruited; and shall be responsible for filing and submitting a copy to the Archive Custodian as designated by the Board of Directors.
- d. The **Program Vice President(s)** shall assume responsibility for Branch programs in conjunction with the Public Policy and Diversity Chairs to present programs which align and promote the AAUW Mission Statement. The Program Vice President(s) shall communicate the program calendar to members as early as practicable and shall preside at meetings in the absence of the President and President-Elect.
- e. The **Membership Vice-President(s)** shall assume responsibility for Branch member recruitment, retention and development.
- f. The **Educational Opportunities Fund Vice President(s)** shall be custodian of funds raised by the Branch members, or received as gifts and memorials, for local scholarships and/or contributions to AAUW Fund components designated as “educational programs”; shall chair or serve on committees appointed to raise funds for Educational Programs and shall chair the committee determining recipients of local scholarships. The EOF Vice President(s) shall recommend the dollar amounts to be awarded or sent to AAUW Educational Fund Programs for approval by the Board of Directors. The Board of Directors shall determine the amounts and specific Educational Program to be which monies shall be sent. The EOF Vice President shall keep financial records of monies raised and/or collected; and shall provide a monthly report to members and submit records for audit annually.
- g. The **Action Fund Vice-President(s)** shall collect and record funds received for the support of state and/or national AAUW initiatives and funds and shall recommend the amount and specific fund or initiative to which the funds shall be allocated. Any funds received shall be deposited in the Branch Treasury. The Board of Directors shall determine the amount and the fund designated to receive the funds collected. The Action Fund Vice President(s) shall report regularly regarding state and/or national projects in which AAUW is involved or of interest to members, the amounts collected and how funds have been distributed.
- h. The **Treasurer** shall be responsible for collecting, distributing, and accounting for the funds of the Branch, and shall collect annual dues, send unpaid dues reminders as needed, and forward all AAUW dues to the AAUW financial officer and all AAUW/NY dues to the state’s financial officer as required. The Treasurer shall maintain proper financial records for the Branch and shall provide a monthly financial report to the membership. The Treasurer shall submit the financial records for audit annually. The Treasurer shall maintain membership information for the Branch.
- i. The **Secretary(s)** shall record and keep minutes of all meetings of the Branch and of the Board of Directors, and shall prepare notes of meetings for publication in the Branch newsletter.
- j. The **Public Policy Chair(s)** shall be appointed by the Board and shall keep members informed about issues and legislation pertaining to the work of AAUW and AAUW-NYS; and shall report to the membership on matters of local concern; and shall chair or serve as a member of any Branch committees appointed to study or take action on such issues.
- k. The **Bylaws Chair(s)** shall be appointed by the Board, and shall assist the President in assuring the Branch Bylaws conform to AAUW and AAUW-NYS Bylaws.
- l. The **Diversity Chair(s)** shall be appointed by the Board, and shall keep the membership informed about issues concerning diversity and social justice which are relevant to AAUW, and shall assure that issues of diversity and social justice are included in Branch Program planning.
- m. The **Communications Chair(s)** shall be appointed by the Board and shall serve as editor of the monthly Branch newsletter, “The Branch,” and may assist with other Branch publications as requested by the Board. The Communications Chair shall maintain records of the activities of the Branch and Board of Directors by submitting newsletters records to the Archive custodian designated by the Board.

n. The **Social Media Chair(s)** shall be appointed by the Board and shall be responsible for posting on social media information on Branch activities and topics of interest. These postings shall be made at regular intervals after review and approval as to content by the President(s). The Social Media Chair shall chair or serve as a member of a Branch Committee to develop and review the Branch's social media policy.

#### **ARTICLE X: BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall include the elected Officers, the immediate Past President(s) and the following appointed Chairs: Communications, Public Policy, Bylaws, Diversity and Social Media.

**Section 2.** 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. The Board shall accept responsibility delegated by AAUW and AAUW/NYS.

**Section 3.** Meetings of the Board shall be held at least three (3) times annually. Special meetings may be called by the President, and shall be called upon request of three (3) members of the Board of Directors.

**Section 4.** The quorum of the Board shall be a majority of its members.

#### **ARTICLE XI: COMMITTEES**

**Section 1: Establishing Committees.** The President may establish standing and special committees as needed, with the consent of the Board.

**Section 2: Purpose.** With the approval of the Board, each standing and any ~~the~~ special committee(s) shall formulate programs and activities to carry out the mission of AAUW.

#### **ARTICLE XII: FINANCIAL ADMINISTRATION**

**Section 1: Fiscal Year:** The fiscal year shall correspond to 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 XIII. MEETINGS**

**Section 1.** There shall be **at least eight (8) general membership meetings** each year.

**Section 2.** The **general membership meetings** shall be held in person and/or virtually as circumstances dictate. The exact date, time and place of all general, annual and special meetings shall be established by the Board with the Annual meeting to be held in April.

**Section 3.** The purpose of the **Annual Meeting** shall be to conduct Branch business including but not limited to hearing officers' reports; reviewing the budget; electing officers and a nominating committee; establishing dues; amending Bylaws; and giving directions to the Board. The members may take action to Amend Bylaws, elect a President Elect to fill a vacancy created during an unexpired term and conduct other business at a general membership meeting with prior Board approval.

**Section 4. The quorum** shall be fifteen (15) members or twenty-five percent (25%) of the Branch members, whichever is less.

**Section 5. Notice of meetings** shall be sent by email, or regular USPS mail, or telephone, or hand-delivered to all members at least ten (10) days prior to the meeting.

#### **ARTICLE XIV. INDEMNIFICATION**

Every member of the Branch may be indemnified by the Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Member(s) in connection with any threatened, pending, or completed action, suit or proceeding to which the Member(s) may become involved by reason of being or having been a member of the Branch, 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 is entitled.

**ARTICLE XV. BRANCH BYLAWS.**

**Section 1. AAUW-Approved Bylaws, both National and State.** The local branch must abide by the bylaws amended by both the AAUW State and national entities.

**Section 2. Prior approval.** All proposed amendments to the Branch By-Laws 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 By-Laws in those states will according to procedures established by the AAUW Governance Committee.

**Section 3. Branch Vote.** Provisions of these Bylaws not governed by the AAUW Bylaws may be amended at a Branch meeting by a two-thirds (2/3) vote of those present and voting, provided notice shall have been sent to the members at least ten (10) days prior to the meeting.

Articles I through VII are mandated by AAUW as of 2009, 2012, 2014, 2015, 2016, and/or 2022 and are denoted by \*\*. (Historical note: Article XII was mandated during 2016 apparently, which is the date Bath Branch updated the By-Laws on November 3, 2016; as of 2022 it appears Article XII is discretionary).  
Amended March 7, 2023