

**BYLAWS OF THE St. Lawrence County BRANCH OF THE AMERICAN
ASSOCIATION OF UNIVERSITY WOMEN (AAUW)**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the **St. Lawrence County Branch 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 program 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 program. 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. The St. Lawrence County Branch accepts for membership anyone who supports the mission of AAUW: AAUW advances equity for women and girls through advocacy, education, and research. They shall be eligible for membership with the branch upon payment of fees established by the Association, state and branch boards of directors. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.

b. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch 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. A student enrolled in an accredited institution of higher education shall be eligible for student affiliation with the branch upon payment of fees established by the Association, state and branch boards of directors. Student affiliates may attend branch, state and Association meetings and receive the publications distributed to all members.

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 ten (10) days prior to the meeting.

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

c. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, state and 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 portion of the dues paid by new members for less than a full year is determined by AAUW 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 of three (3) members, elected or appointed as follows: elected by the members at the annual meeting. One of the committee shall be appointed chair by the president.

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 ten (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.

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The elected officers for the branch shall be President, and vice presidents for Program, Membership, the Educational Fund, the Legal Advocacy Fund, and secretary and treasurer.
- b. The appointed officers shall be Chairs for communications, Open Windows, education and/or equity, public policy, diversity, and any others as determined by need. They shall be appointed by the president with the consent of the board.
- c. Officers shall serve for a term of two (2) year(s) or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two (2) consecutive terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the board.
- f. Each office may be filled by an officer or co-officers.
- g. The following officers shall be elected in even years: President, and vice presidents for Program and Educational Fund. The following officers shall be elected in odd years: vice presidents for Membership and the Legal Advocacy Fund and secretary and treasurer.

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, 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.
- c. The vice president(s) shall perform such duties as the president and the board shall direct and as specified in branch policies and job descriptions.

d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.

e. The secretary shall record and keep minutes of all board, membership, and special meetings.

f. All officers and chairs shall submit annual reports to the president.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and the following appointed officers: Chairs for communications, Open Windows, education and/or equity, public policy, diversity, and any others as determined by need.

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 AAUW. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article X, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least six (6) 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 three (3) members of the board 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 voting members. Co-officers shall be considered as one voting member of the board.

Section 6. Voting Between Meetings. Between meetings of the branch board, a written or electronic 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 the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting. If a majority shall vote to table the motion, it shall be taken up at the next in-person meeting.

Section 7. 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 policies and procedures adopted by AAUW.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers.

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 three (3) of its members.

Section 4. Quorum. The quorum of the executive committee shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

Section 5. Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting. If a majority shall vote to table the motion, it shall be taken up at the next in-person meeting.

ARTICLE IX. COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with consent by the board.

Section 2. Purpose. With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

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 adopt an annual budget for presentation to the branch.

Section 4. Audit. The Board shall require an annual audit of the treasurer's books.

ARTICLE XI. 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 dates of May 1 and June 30.

Section 2. Membership Meetings. The branch shall hold at least two (2) meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of three (3) members of the board or ten (10) percent of the branch membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the branch at least ten (10) days prior to the meetings.

Section 5. Quorum. The quorum shall be 15 percent of the branch membership.

ARTICLE XII. PROPERTY

Section 1. Title. The title for all 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 severance 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 the 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 the state].

ARTICLE XV. 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. AAUW Mandated Amendments. Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by state law or 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 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 vote of those present and voting provided written notice shall have been sent to the members at least ten (10) days prior to the meeting.

Date Last Amended: 22 Sept. 2009