

**BY-LAWS
OF
POUGHKEEPSIE BRANCH OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, INC.
JUNE 8, 2017**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. The Poughkeepsie Branch of the American Association of University Women (AAUW), 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 Program. The policies and program 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 program.

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. A 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 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 20 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.) Forty-Year Honorary Branch Member. Any branch Member who has paid Poughkeepsie Branch dues for forty (40) years shall become a Branch Honorary Member and shall thereafter be exempt from the payment of branch 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 capital 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 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, fund raising, 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.

The following articles are not AAUW-mandated:

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 1. There shall be a nominating committee of 5-7 members, including at least 2 members of the board and at least 2 members from the general membership, elected at a regularly scheduled branch meeting.

Section 2. Members shall serve for 1 year for no more than 3 consecutive years.

Section 3. The names of the nominees shall be published and sent to every member at least 21 days before the annual meeting.

Section 4. Nominations may be made from the floor with the consent of the nominee.

Section 5. Elections shall be held at the annual meeting.

Section 6. 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 IX OFFICERS AND DIRECTORS

Section 1. Officers.

- A . There shall be officers or co-officers to fulfill the functions of administration, finance, and record keeping.
- B . The elected officers shall be the following as needed to fulfill the functions of the branch: president, vice president of program, vice president of membership, development vice president, vice president of communications, secretary/bylaws, treasurer and membership treasurer.
- C . The appointed directors shall be appointed by the president and the board as needed to fulfill the functions of the branch.
- D . Officers and appointees shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.
- E . No member shall be eligible to serve more than two consecutive terms in the same office.
- F . The incoming president may call a meeting of the incoming officers prior to July 1.
- G . A vacancy in office, excluding the president, shall be filled for the unexpired term by appointment by the board of directors. A vacancy in the office of president shall be filled by the vice presidents in the order listed in section B.
- H . If a position is filled by co-chairs, each individual shall have one vote.

- I. The immediate past president may serve on the board as an advisor for one year at completion of her term of office.

Section 2. Duties. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

- A. Officers shall perform the duties prescribed by these bylaws, branch policy manuals and by *Robert's Rules of Order, Newly Revised*.
- B. All officers shall submit an annual written report to the president at the end of her term of office.
- C. 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.
- D. The vice presidents shall perform such duties as the president and the board shall direct.
- E. The secretary/bylaws shall record and keep minutes of all business meetings.
- F. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer or membership treasurer shall collect dues and properly remit them to national 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 X. BOARD OF DIRECTORS

Section 1. Members. The board of directors shall include the elected officers and the appointed directors. The total number of board members shall be between 7 and 25, and a minimum of two separate officers, one responsible for the management of the branch and one responsible for the financial affairs. In addition the branch shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch meeting and board meeting.

Section 2. Powers. 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 national and state.

Section 3. Meetings. Meetings of the board shall be held at least 7 times a year. Special meetings may be called by the president and shall be called upon request of 5 members of the board.

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

Section 5. Remote Attendance. Members may attend board meetings remotely, and have voting privileges, as long as they can hear and be heard by all members in attendance.

ARTICLE XI. FINANCIAL ADMINISTRATION

Section 1. The branch fiscal year shall correspond with that of the national organization and shall begin July 1.

Section 2. Each member shall pay branch dues established at the annual meeting by a two-thirds vote of those present and voting provided written notice has been given to all the members thirty days prior to the meeting.

Section 3. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears shall be dropped from membership.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another AAUW branch.

Section 5. Dues of new members may be paid at any time. The national portion of dues paid by new members between January 1 and March 15 shall be one half the annual national dues. The branch board of directors may set a reduction for branch fees.

Section 6. The annual budget shall be adopted by the board of directors for presentation at the annual meeting.

Section 7. 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.

Section 8. The president and treasurer each shall have signing rights on all branch financial accounts.

ARTICLE XII. OFFICES

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

ARTICLE XIII. COMMITTEES

Section 1.

- A. Committees of the corporation shall be program, membership, public policy, Educational Fund, nominating committee, and Legal Advocacy Fund.
- B. The finance committee shall be a committee of the board and shall have at least 3 board members and no non-members.

Section 2. Committees of the corporation shall be appointed by the vice presidents and/or the president with the approval of the board.

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

ARTICLE XIV. ROTATION OF OFFICERS

Section 1. The president, vice president for communications, treasurer and secretary/bylaws shall be elected in even years.

Section 2. The vice presidents for program, membership, development, and membership treasurer shall be elected in odd years.

ARTICLE XV. MEETINGS

Section 1. There shall be at least four general membership programs each year. Two of these shall include a business meeting. Minutes will be recorded only when official organization business is being conducted.

Section 2. The general membership meeting held between March and June shall be designated the Annual Meeting, the exact date, time and place to be determined by the board.

Section 3. The annual meeting shall be to conduct business which may include but not limited to hearing officers reports, reviewing the budget, electing officers, establishing dues, amending bylaws, and giving directions to the board.

Section 4. The quorum shall be 10 percent of the branch's members.

ARTICLE XVI. SEAL

The seal of the corporation shall be as follows: (Our official incorporation seal will be attached by the attorney's office.)

ARTICLE XVII. INDEMNIFICATION

Every member of the board or officer may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or officer in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the board or officer of the branch, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his 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 officer is entitled.

ARTICLE XVIII CONSTRUCTION

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

ARTICLE XIX. AMENDMENTS TO THE BYLAWS NOT MANDATED BY AAUW

Section 1. Provisions of these bylaws not governed by the Association charter and 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 two weeks before the meeting.

Section 2. Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

Section 3. Amendments required by the Association 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 their articles of incorporation.

Dates amended November 22, 1985; March 12, 1986; November 4, 1987; April 13, 1988; November 13, 1989; April 11, 1990; January 7, 1992; April 8, 1992; May 1998; April 2002; June 5, 2004; January 2006; May 14, 2006; December 6, 2006; May 13, 2008; December 2, 2008, October 31, 2009; May 6, 2014; October 9, 2014; January 14, 2016; December 30, 2016, June 8, 2017.