

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

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of this organization shall be the Poughkeepsie Branch of AAUW Inc., 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. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (national + state + branch dues) are eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the branch. 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 [and state] 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. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW and state and branch boards of directors. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.
- e. A member whose dues remain unpaid after July 31 shall be dropped from membership.
- f. The branch membership list is to be made available only to organizations of which the Poughkeepsie Branch is a member.

## **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 30 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 [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.
- f. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

## **ARTICLE V 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 this state as the board may from time to time determine or the business of the corporation may require.

## **ARTICLE VI 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 branch.

**Section 5.** A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the U.S.A. may attend branch meetings without vote.

**Section 6.** 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 7.** The annual budget shall be adopted by the board of directors for presentation at the annual meeting.

**Section 8.** 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 9.** The president and treasurer each shall have signing rights on all branch financial accounts.

## **ARTICLE VII OFFICERS**

**Section 1.** There shall be officers or co-officers to fulfill the functions of administration, program, membership, public policy, finance, Educational Fund, and communications.

**Section 2.** The elected officers shall be president, vice president of program, vice president of membership, vice president of the Educational Fund, vice president of communications, secretary, treasurer and assistant treasurer. The vice president of communications shall be filled as needed.

**Section 3.** The appointed officers shall be the editor and other officers as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the president and the board. Appointments may include: coordinators for women's issues, international relations, public policy, community, education, cultural, publicity, bylaws, interest groups, and hospitality; a Legal Advocacy Fund representative and chairperson for the Woman of the Year committee.

**Section 4.** 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.

**Section 5.** No member shall be eligible to serve more than two 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, 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 2.

## **ARTICLE VIII DUTIES OF OFFICERS**

**Section 1.** Officers shall perform the duties prescribed by these bylaws, branch policy manuals and by *Roberts Rules of Order, Newly Revised*.

**Section 2.** All officers shall submit an annual written report to the president at the end of her term of office.

**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 AAUW.

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

**Section 5.** The secretary shall record and keep minutes of all business meetings.

**Section 6.** The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer or assistant 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 IX NOMINATIONS**

**Section 1.** There shall be a nominating committee of at least 5 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.

## **ARTICLE X ELECTIONS**

**Section 1.** The names of the nominees shall be published and sent to every member at least 21 days before the annual meeting.

**Section 2.** Nominations may be made from the floor with the consent of the nominee.

**Section 3.** Elections shall be held at the annual meeting.

**Section 4.** 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 XI ROTATION OF OFFICERS**

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

**Section 2.** The vice presidents for program, membership, Educational Fund, and assistant treasurer shall be elected in odd years.

## **ARTICLE XII BOARD OF DIRECTORS**

**Section 1.** The board of directors shall include the elected and the appointed officers.

**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. It shall accept responsibility delegated by the national and state.

**Section 3.** 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.** The quorum of the board shall be a majority of its members present and voting.

## **ARTICLE XIII MEETINGS**

**Section 1.** There shall be at least four general membership meetings each year. Two of these meetings shall have a time to conduct business. Minutes will be recorded only when official branch 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 members.

## **ARTICLE XIV COMMITTEES**

**Section 1.** Standing committees shall be program, membership, public policy, finance, Educational Fund, nominating and Legal Advocacy Fund.

**Section 2.** Standing committees shall be appointed by the vice presidents and/or the president and/or the board.

**Section 3.** Special committees, such as Woman of the Year, may be appointed by the president with the consent of the board.

## **ARTICLE XV PROPERTY**

Section 1. The title to all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of the members, and no member or group of members shall have any severable 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 consent of the national organization, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

## **ARTICLE XVI LOSS OF RECOGNITION**

The conditions for loss of recognition of a branch are located in article XI, section 3. of the AAUW Bylaws.

## **ARTICLE XVII 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 XVIII INDEMNIFICATION**

Every member of the board or officer may be indemnified by the Poughkeepsie 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 of misconduct in the performance of her/his duties. In the event of a settlement the indemnification herein shall apply only when the Poughkeepsie 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 XIX SEAL**

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

## **ARTICLE XX 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 XXI 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

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.