

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, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW Buffalo is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

#### ARTICLE IV. MEMBERS OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

Section 2. Member Qualification.

a. Individual Members.

(i.) Eligibility. An individual holding an associate (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 institution located outside of the United States, as determined by the 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(ii.) 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.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

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 of Members.

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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

#### b. Life Membership.

(i.) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(ii.) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

#### Section 5. Membership Decisions.

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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. An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW's purpose at a state or local level and which has been given the right to use AAUW's name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

#### Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of

AAUW.

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates' needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

Note – the above are mandated by AAUW. The remainder of the bylaws (continued on next page) are approved by the branch.

## **Article VIII. Affiliate membership and dues.**

### **Section 1. Categories of membership.**

- a. A Buffalo branch member is a national member who pays dues to the AAUW Buffalo Branch and 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 and fees for Student Associates 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. Payment. Member dues shall be payable in accordance with procedures established by policy.
- c. Paid life members of AAUW are required to pay branch dues and state dues to become members of the branch.
- d. Fifty-Year Honorary Members of AAUW are exempt from paying branch dues.
- e. New members may join at any time. Dues are payable upon joining.

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations**

- a. There shall be a nominating committee of at least three members. The board will choose members of the nominating committee at the first board meeting of each fiscal year. If possible, there shall be representation by a past president, a current board member, and a branch member who is not on the board. The nominating committee shall choose its own chair.
- b. The term of service on the nominating committee shall be for one year corresponding with the AAUW fiscal year. No member shall serve on the nominating committee for more than two consecutive years.
- c. The responsibility of the nominating committee is to select at least one nominee for each position to be elected at the annual meeting.
- d. 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.
- e. Nominations may be made from the floor with the consent of the nominee.

### **Section 2. Elections**

- a. At the discretion of the board, elections shall either be held, or the results announced, 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. Mailed 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 Vice-President, Secretary, Chief Financial Officer, Branch Treasurer, Treasurer for the Chamberlin Loan Fund and Funds for Education, Treasurer for Fund Raising and Scholarships. and Scholarship Director. These officers will comprise the executive committee.
- b. 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.
- c. No elected officer shall be eligible to serve more than two consecutive elected terms in the same office.
- d. All vacancies in office shall be filled for the unexpired term by the executive committee.
- e. Every officer position may be shared by two members.
- f. The following officers shall be elected in even years: Secretary, Chief Financial Officer, Treasurer for fund-raising and Scholarships, Scholarship Director.  
The following officers shall be elected in odd years: President, Program Vice President, Membership 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, branch board meeting, and branch executive committee 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 nine and twenty.

- a. There may be up to eleven additional appointed directors who shall be members of the board.
- b. 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.
- c. All directors, chairs, and assistants shall be appointed by the president with the consent of the executive committee.

**Section 2. Administrative Responsibilities.** The board shall have the power to administer affairs of the branch and to carry out its programs and policies, and shall accept responsibilities delegated by national and state AAUW. It shall act for the branch between general membership meetings. The board shall have fiscal responsibility as outlined in Article XIV, Financial Administration, Section 2. The individual responsibilities 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, representatives for areas of interest such as 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, an interest group coordinator, and such others as deemed necessary to carry on the work of the branch.

**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 of the board may be called by the president or shall be called upon written request of six (6) 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 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 officers and directors present will decide any question that may come before the meeting. Board members 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 will also apply to actions of the Executive Committee.

## **ARTICLE XII. 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 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 branch and appoint their chairs as needed with the consent of the board.

**Section 2. Purpose.** Each committee of the branch 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 the following year by the end of each fiscal year-

**Section 4. Financial Reports.**

Financial reports are available on request to any branch member.

## **ARTICLE XV – COMMUNITY ORGANIZATION REPRESENTATIVES**

There may be representatives to community organizations approved by the board. The representatives shall be appointed by the president with the approval of the board. Representatives may 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 or electronic mail. If the notice is sent via first class postage or via electronic mail, it must be sent at least ten (10) days prior to the meeting.

If the notice is sent via other classes of postage such as the newsletter 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 XVIII. AMENDMENTS TO THE BYLAWS**

**Section 1. Prior Approval.** Approval of amendments to branch bylaws 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. Such meeting may be held in person or via electronic means.

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

Adopted May 15, 2010, effective Feb 16, 2011

Amended May 2011, May 2012, Oct 2013 (mandated), May 2015, Oct 2015 (mandated), Dec 2016 (mandated), Sep 2020, May 2022, November 2025