

Bylaws of the Association for Women in Science (AWIS)
(Organized April 13, 1971, New York, New York)

BYLAWS

(Adopted October 1979; Revised November 1988; Revised December 1995; Revised December 1999; Revised November 2001; Revised June 2011; Revised October 2012; Revised June 2014)

Article I. Purpose

This organization is organized and operated exclusively for charitable and educational purposes, specifically: to promote equal opportunity for women to enter the scientific professions and achieve their career goals; to raise the status of women in science, and women generally; to initiate, encourage and engage in research related to women in the scientific fields and other works of educational and scientific nature; and to exchange information with other groups supportive of our goals, and coordinate activities directed to their fulfillment.

Article II. Chapters

Section 1. Chapter Formation. The Governing Board may recognize by chartering any chapter organized and composed of members of the Association for the purpose of encouraging communication among members and working to achieve the goals of the organization. Each chapter shall be governed by bylaws which shall not be at variance with the Certificate of Incorporation or the Bylaws of the Association. Each local chapter shall be self-supporting. Each chapter shall submit an annual report to the Governing Board to remain in compliance with the requirements as set forth in the Chapter Charter.

Section 2. Chapter Charter. The Chapter Charter shall set forth the rights and obligations as approved by the Governing Board.

Section 3. Revocation of Chapter Charters. The Governing Board by a two-thirds (2/3) majority vote may revoke the Chapter Charter should this be deemed in the best interests of the Association.

Article III. Members

Section 1. Composition. The membership of AWIS shall consist of individual and partner members. The requirements for membership, including the payment of dues and the revocation or reinstatement of membership, shall be determined by the Governing Board. An individual member has one vote.

Section 2. Eligibility. Membership shall be open to all persons supporting the goals of the Association. All local members, e.g. chapter members, must be members of the Association.

Article IV. Officers

Section 1. Eligibility. Any member of this Association shall be eligible for election to office.

Section 2. Governing Board. The Governing Board shall consist of both voting and non-voting members. The voting members (Directors) shall be:

The four Officers: The President, President-Elect or Immediate Past-President, whichever office shall be occupied, the Secretary, and Treasurer;

And at least four Councilors.

Non-voting members shall be: Presidents of chapters, Editor of the Magazine, Chairs of Committees and others appointed by the President.

The Chief Executive Officer of the Association will serve ex-officio.

The business of the Association shall be conducted by the voting members of the Governing Board in consultation with the non-voting members and includes but is not limited to:

- Approval of annual financial policies and budget;
- Annual review of the Executive Director; and
- Strategic planning and prioritization.

Except for in-person Board meetings or other forms of meeting by whereby all persons participating in the meeting can hear each other at the same time, voting shall be conducted by email or by mail after interactive discussion. Any action taken by email or by mail requires the unanimous consent of the voting members of the Board. A quorum for any ballot of the Governing Board shall consist of a majority of voting members of the Governing Board. No members of the Governing Board may vote by proxy.

Section 3. Duties of the Governing Board.

Item 1. President, President-Elect, Immediate Past-President. The President shall oversee activities of the Governing Board and staff and shall appoint committee chairs. Following a two-year term as President, the President shall serve as Past President for one year. A President-Elect shall be elected every second year and shall assume office on the first day of the fiscal year following the election. It is expected that candidates for President-Elect will have served on the Governing Board as either a voting or non-voting member. The President-Elect shall exercise responsibility over particular activities at the request of the President and prepare to assume the responsibilities of the Presidency. Depending on which office is filled, the Past-President or President-Elect will serve as an ex-officio member of the Governance Committee.

Item 2. Secretary. A Secretary shall be elected every second year and shall assume office on the first day of the fiscal year following the election. The Secretary shall be responsible for taking minutes at Governing Board meetings, distributing minutes, and ensuring appropriate record retention.

Item 3. Treasurer. A Treasurer shall be elected every second year and shall assume office on the first day of the fiscal year following the election. The Treasurer shall be the chief fiscal officer of the Association. The Treasurer shall present the budget for each fiscal year and review the finances of the Association on an ongoing basis.

Item 4. Councilors. Councilors shall be elected each year to serve for a period of three years and shall assume office on the first day of the fiscal year following the election. Councilors' duties are to represent the membership of the Association in all Governing Board business.

Section 4. *Terms.* No member of the Governing Board shall serve more than two consecutive terms in the same position.

Section 5. *Vacancies.* If the office of President becomes vacant, the President-Elect shall succeed to that office. Other vacancies on the Governing Board shall be filled by appointment of the Governing Board. Appointees shall serve until the next general election by the Association's membership.

Section 6. *Change in Status of Governing Board Members.* Voting members of the Governing Board may be suspended for cause by majority vote of all the remaining voting members of the Governing Board. Voting members of the Governing Board, who were elected by the Association's membership, may be removed from office by a majority vote of the members of the Association.

Section 7. *Indemnification of Directors and Officers.* The Association shall indemnify any Officer or Director of the corporation against any action or proceeding other than one by or in the right of the corporation to produce a judgement in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, by reason of the fact that the officer or director, the officer's or director's testator, or intestate, was a director or officer of the corporation, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith, for the purpose which the Director or Officer reasonably believed to be in the best interests of the corporation, and in criminal actions or proceedings, in addition had no reasonable cause to believe that the conduct was unlawful.

No indemnification shall be made in respect of a threatened action or a pending action which is settled or otherwise disposed of any claim, issue or matter as to which person shall have been adjudged to be liable to the corporation, unless, and only to the extent that the court in which the action was brought, or if no action was brought, the Governing Board determines that the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court of Governing Board deems proper.

Article V. Committees

Section 1. *Standing Committees.* At a minimum, there shall be the following standing committees:

Governance, Finance & Audit, Educational Awards, and Executive.

Section 2. *Committee Functions.* Committees shall perform duties as may be assigned by the Governing Board. Duties of the committees shall be stated in policies and working rules adopted by the Governing Board.

Item 1. Governance Committee responsibilities include but are not limited to:

- Soliciting candidate nominations from the membership to prepare the annual slate of candidates for the elected offices of the Association – President, President-elect, Secretary, Treasurer, and Councilors;
- Gathering background information on each prospective voting member of the Governing Board;
- Preparing the election ballots for electronic voting or mailing and counting the ballots after the voting has occurred;
- Conducting orientation sessions for new Governing Board members and organizing training;
- Identifying and suggesting new, non-voting Board members for committee assignments; and
- Reviewing and recommending proposed amendments to the Bylaws.

Item 2. Finance & Audit Committee responsibilities include but are not limited to:

- Reviewing and recommending financial policies, including adequate internal controls and use of standard accounting practices;
- Safeguarding the Association's assets, assessing the implications of proposed major expenditures and ensuring that proper risk management provisions are in place;
- Recommending guidelines and goals for investment of the Association's surplus funds to the Governing Board;
- Overseeing and reviewing the status of the Association's investments. Evaluation of investment performance and recommendation of changes to the investment strategy as appropriate;
- Ensuring timely preparation and review of financial statement prepared for the Governing Board;

- Reviewing annual operating budgets to check that they reflect the Association’s strategic plan and
- Ensuring that the Association is in compliance with legal requirements regarding finances.

Item 3. Educational Awards Committee responsibilities include but are not limited to:

- Assuming responsibility for awards to encourage and support women pursuing education and training in Science, Technology, Engineering and Mathematics (STEM), by soliciting applications, organizing appropriate review of applications, informing applicants of outcomes, and helping to plan publicity of awards and awardees; and
- Defining and periodically reviewing criteria for applicants and awards, recommending changes to awards standards and processes as needed.

Item 4. Executive Committee responsibilities include, but are not limited to:

- Acting on behalf of the voting members of the Governing Board between meetings subject to applicable provisions outlined in the Certificate of Incorporation, the Bylaws, and New York Law;
- Reporting routine actions to the voting members of the Governing Board;
- Monitoring financial reports and recommending necessary budget adjustments to the voting members of the Governing Board; and
- Referring to the voting members of the Governing Board for due consideration and action on any issues relating to major policy changes, major financial changes, and major personnel issues.

Section 3. *Appointments.* All Chairs of committees shall be appointed by the President, and members of these committees shall be appointed by the President after consultation with the Chair. Their term of office is at the discretion of the President. The President shall be an ex-officio member of all committees except the Governance Committee.

Section 4. *Qualifications.* Members of any committee are expected to be members of AWIS.

Section 5. *Quorum.* The quorum for a meeting of any committee shall be a majority of its members.

Section 6. *Ad hoc committees.* Ad hoc committees may be established by the President as needed for a specific purpose.

Article VI. Nominations and Elections

Section 1. *Nominations.* The Governance Committee shall annually request from the membership, electronically or by mail, nominations for all vacant offices and shall present to the members the ballot for members of the Governing Board.

Section 2. Elections. Elections shall be held annually in which all members may vote in-person, electronically or by mail. A majority of the votes cast shall be necessary for election.

Article VII. Meetings

Section 1. Governing Board Meetings. The Association shall hold at least two Board meetings a year. The meetings will be announced in advance and are open to all members of the Association except for those portions of the meetings held in executive session due to the nature of the matter under discussion.

Section 2. Annual Meeting. An annual meeting of the members will be announced at least 20 days prior to the meeting date.

Section 3. Other Meetings. Other meetings of the Association may be held at times and places determined by the President and/or the Governing Board. Notices shall be sent to all members of the Association at least four weeks in advance of the meeting.

Section 4. Quorum at Meeting of the Member. A quorum shall be the lesser of 100 members or 10 percent of the total number of votes entitled to be cast. The Governing Board shall establish the record date for determining members entitled to vote at least 10 and not more than 50 days prior to the meeting.

Section 5. Proxies. Every member entitled to vote at a meeting of members may authorize any person or persons, according to a signed statement of their desired vote, to act for them by submitting a signed proxy prior to the date of the called meeting.

Article VIII. Representatives to Other Organizations

The Governing Board may appoint members to represent the Association to other organizations with which it is affiliated.

Article IX. Procedure

Except as otherwise provided in the Certificate of Incorporation & Bylaws, this Association shall be governed in its proceedings by Robert's Rules of Order, current edition.

Article X. Disposition of Assets

In the case of dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to other charitable, religious, scientific, testing for public safety, literacy or educational organizations which have been established exempt status as an organization described in Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Article XI. Amendments

Amendments to these Bylaws may be proposed by any member of the Association for review by the Governance Committee. On approval by the Committee and the Governing Board, amendments shall be submitted to the membership at least 30 days prior to a vote. A simple majority of ballots submitted that are in support of the amendment will ratify any such amendment.