

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

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)

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Article I. Name

Section 1. Name. The name of the Association shall be the “Association for Women in Science,” hereinafter called “AWIS,” or “the Association.”

Article II. Purpose

The Association 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 III. Chapters

Section 1. Chapter Formation. The Board of Directors 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 that are consistent with the certificate of incorporation and the bylaws of the Association. Each local chapter shall be self-supporting. Each chapter shall submit an annual report to the Board of Directors 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 Board of Directors.

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

Article IV. Members

Section 1. Composition. The membership of AWIS shall consist of individual members. The Board will create classes of membership and define the rights and responsibilities in policies and procedures of the Association. The requirements for membership, including the payment

of dues and the revocation or reinstatement of membership, shall be determined by the Board of Directors. An individual member has one vote.

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

Section 3. Voting Rights. Members in good standing shall have the right to vote.

Section 4. Member Meetings. There shall be an annual business meeting of the members upon such date, time and place as the Board of Directors shall determine. Special meetings may also be held as determined necessary by the Board. A notice of the business and special meetings will be provided to the membership at least 14 days in advance of the meeting.

Section 5. Voting.

Section 5a. Quorum. A quorum shall consist of members entitled to cast 100 votes or 10% of the votes entitled to be cast, whichever is less. A majority of the votes cast at a meeting at which quorum is present shall constitute the action of the members.

Section 5b. Proxies. All votes shall be cast in person at a meeting of the members. Voting by proxy shall be allowed and such proxy may be delivered in any manner or format, including electronic proxy.

Section 6. Removal. Any member may be removed from membership, only for cause, by a three-fourths vote of the Board of Directors.

Article V. Board of Directors

Section 1. Eligibility. Any member in good standing of the Association shall be eligible to serve as a Director.

Section 2. Composition. The Board of Directors (the "Board") shall be comprised of the five (5) Officers and between 5 and 8 At-Large Directors, for a total Board composition of 10-13 Directors. The Chief Executive Officer shall be a non-voting *ex officio* member of the Board.

Section 3. Nominations. The Nominating & 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 Board pursuant to the policies and procedures adopted by the Board. The Nominating & Governance Committee shall nominate one (1) individual for each open seat on the Board.

Section 4. Elections. Each Director of the Board shall be elected by action of the members. The Board elects Board Officers from the Board. Elections for Directors shall be held annually in which all members may vote in-person or by proxy.

Section 5. *Term.* The Directors shall serve offset terms of three (3) years, with two (2) Directors rotating off the Board each year. Officers will serve as indicated in Article VI. The Board may consider adjustments in terms in order to assure continuity and balance. No member of the Board shall serve more than two (2) full consecutive terms and shall be eligible for reelection to the Board after five (5) consecutive years off of the Board.

Section 6. *Powers and Duties.* The Board shall have general power to control and manage the affairs and property of the Association in accordance with the purposes of the Association and the terms set forth in the Articles of Incorporation and these Bylaws.

Section 7. *Vacancies.* Directorships resulting from vacancies occurring between election cycles on the Board, including any such vacancy occurring by reason of the removal of any Director with or without cause, may be filled by a candidate nominated by the Chair and ratified by the vote of two-thirds of the Directors then on the Board. Each Director so elected shall serve until the election or appointment of such Director's successor, or until such Director's earlier incapacitation, or resignation.

Section 8. *Removal.* Any Director may be permanently removed for cause, by a two-thirds (2/3) majority vote of the Board at any regular meeting or special meeting of the Board called for that purpose, or with, or without, cause, by a majority vote of the membership at any annual meeting or special meeting of the members called for that purpose. Any member of the Board who fails to attend three (3) consecutive meetings without excuse shall be removed from Board automatically and a replacement shall be appointed or elected as provided for in these Bylaws.

Section 9. *Resignations.* Any Director may resign at any time by giving written notice to the Chair and the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the Chair or the Board.

Section 10. *Meetings of the Board.* The Association shall hold at least two Board meetings per year. The meetings will be announced at least 30 days 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. The Board may invite non-members to attend from time to time to inform or assist in its deliberations.

Section 11. *Notice of Meetings.* The Board selects the time and place of regular meetings of the Board. Notice of each special meeting of the Board must be given to each Director not less than two (2) weeks before such meeting. Notice may be in writing and sent by mail, or electronic means, and be addressed to such Director at his or her address as it appears on the records of the Association.

Section 12. *Place and Time of Meetings.* Meetings of the Board shall be held at the location determined by the Board or, in the case of a special meeting, by the individual(s) calling the special meeting.

Section 13. *Meeting Remotely.* Any one or more of the Directors or members of any Committee may participate in a meeting of the Board or such Committee by means of a conference telephone, video conferencing, or similar communications equipment allowing all persons participating in the meeting to speak and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 14. *Action by Unanimous Written Consent.* Any action that may be taken at a meeting of the Board may be taken without a meeting if all of the directors entitled to vote thereon consent thereto in writing. The written consent required under this Section may be delivered in any manner or format allowed by the law at the time the consent is to be delivered.

Section 15. *Quorum.* A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, including those where some or all Board members are not physically present.

Section 16. *Manner of Acting.* Each Director shall be entitled to one (1) vote on matters before the Board. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be sufficient for action by the Board, except where otherwise provided by law or by these Bylaws. No members of the Board may vote by proxy.

Section 17. *Board Nominations and Election.* The Nominating & Governance Committee has responsibility for the nomination of AWIS Officers and Directors. The Nominating & Governance Committee shall recommend election procedures to the Board for its approval.

Members of the Nominating & Governance Committee are not eligible to be nominated to the AWIS Board or Officer positions for the term in which they serve.

Article VI. Officers

Section 1. *Eligibility.* Directors who have served at least one (1) year as a Director of the Association are eligible to serve as an Officer of the Association.

Section 2. *Chair.* The Chair shall be responsible for the integrity of the Board governance. The Chair shall ensure that the Board acts in a manner consistent with laws, the Articles of Incorporation, the provisions of these Bylaws, and the policies and guidance documents adopted by the Board. In the absence of the Chief Executive Officer, the Chair may act as spokesperson for the Association, as well as sign contracts or other instruments which the Board has authorized to be executed. The Board shall appoint committee chairs. Following a two (2)-year term as Chair, the Chair shall serve as Immediate Past Chair for one year.

Section 3. *Chair-Elect.* A Chair-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 Chair-Elect will have served on the Board prior to becoming an Officer. The Chair-Elect shall exercise responsibility over particular activities at the request of the Chair and prepare to assume the responsibilities of the Chair. In the absence of the Chair at duly constituted meetings of the Board, the Chair-Elect shall have all the powers and prerogatives of the Chair. The Chair-Elect will also serve in the capacity of Chair during periods of extended absence or disability of the Board Chair, as declared by the Chair, or as authorized by the Board. On alternate years, the Chair-Elect serves as the chair of the Nominating & Governance Committee.

Section 4. *Immediate Past Chair.* Following a two (2)-year term as Chair, the Immediate Past Chair serves as the chair of the Nominating & Governance Committee for one year.

Section 5. *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 Board meetings, distributing minutes, and ensuring appropriate record retention.

Section 6. *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 present the budget for each fiscal year and review the finances of the Association on an ongoing basis.

Section 7. *Vacancies.* Vacancies in officer positions of the board may be filled by a majority vote of all directors.

Article VII. Staff and Registered Office

Section 1. *Registered Office and Agent.* The registered agent of AWIS is determined by the Board and is consistent with the laws and regulations of the State of New York.

Section 2. *Chief Executive Officer.* The Chief Executive Officer of the Association is a salaried employee of the Association appointed by the Board. The Chief Executive Officer provides primary oversight for operations of the association, including financial management, and shares strategic responsibility with the Board. The Chief Executive Officer is a non-voting member of the Board.

Section 3. *Personnel.* The Chief Executive Officer is responsible for all staff personnel, including hiring, management, development, and termination, if required. The Chief Executive Officer may hire other staff personnel according to available administrative funds and needs of the Association.

Section 4. *Compensation.* The Board shall approve the rate of compensation and benefits for the Chief Executive Officer of the Association.

Article VIII. Committees

Section 1. *Committees of the Board.* The Association shall have committees of the Board whose members shall only be Directors or Officers. Such committees (“standing committees”) shall be the working Committees of the Board and shall have the authority to act on behalf of the Board, as delegated by the Board. Additional Committees of the Board may be created from time to time at the discretion of the Board.

The standing Committees of the Board shall be:

Section 1a. *Executive Committee.* The Officers of the Association shall comprise the Executive Committee of the Board and shall have authority to take actions on behalf of the Board between meetings, on matters which, in the determination of the Executive Committee, are time sensitive and in the best interest of the Association. Actions taken by the Executive Committee on behalf of the Board are to be reported at the next meeting of the Board. The Executive Committee shall set the compensation and benefits of the Chief Executive Officer of the Association and shall review the CEO’s annual performance review.

Section 1b. *Nominating and Governance Committee.* The Nominating and Governance Committee of the Board shall play a leadership role related to Board effectiveness and governance. The Nominating and Governance Committee shall take the lead in notifying director candidates, organizing committee memberships together with the Board Chair, recommending governance principles and practices, and coordinating Board orientation and education. The Committee shall also conduct Board self-assessments, and evaluate Board member effectiveness. The Nominating & Governance Committee shall be comprised of a Committee Chair and four (4) additional members.

Section 1c. *Finance and Audit Committee.* The Finance and Audit Committee of the Board provides oversight to the organization’s financial management and risk management. The duties of the Finance and Audit Committee include reviewing the annual proposed budget, monitoring the fiscal performance of the Association against its current budget, reviewing financial statements with the staff and independent certified public accountants of the Association, and recommending guidelines for investment of the Association’s funds.

The Finance and Audit Committee also oversees the Association’s enterprise risk management and compliance assessment, monitors its information technology strategy, projects and security, and provides oversight to the annual external audit.

The Finance and Audit Committee shall consist of three or more members, with the Treasurer serving as Chair.

Section 1d. *Development Committee.* The Development Committee is a Committee of the Board that serves to create awareness of the Association’s value through their networks and assists staff with the identification and securing of financial

resources from individuals, institutions, and corporations and other sources as appropriate. This Committee works with the Chief Executive Officer and other relevant staff to set yearly strategies and goals for organizational fundraising. The Development Committee is composed of at least three (3) Board members, and the Committee Chair. The CEO and Chair of the Board will be ad hoc members of the Committee.

Section 2. *Advisory Committees and Task Forces.* The Board may create and appoint members to such other advisory committees and task forces as they shall deem appropriate. Such advisory committees and task forces shall have the power and duties designated by the Board and shall give advice and make non-binding recommendations to the Board. The Board shall have the right to establish and determine the structure and membership of other committees it deems appropriate. Beyond the make-up and responsibilities of the committees of the board, as described in Section 1, the charter, structure and responsibilities of additional committees shall be described in separate administrative documents.

Section 2a. *Chapters Advisory Committee.* The Chapters Advisory Committee serves to facilitate the growth and coordination among Chapters of the Association. Their primary roles are to increase connectivity, engagement, and sharing of best practices between Chapter leaders, to recommend actions to the Board of Directors on matters relating to membership policy, and to ensure alignment between the National Association and its Chapters. The Chapters Advisory Committee shall be composed of up to nine (9) current and former Chapter leaders, each serving a two-year term, and one Board member liaison who is appointed by the Chair of the Board.

Section 2b. *Educational Awards Advisory Committee.* The Educational Awards Committee serves to facilitate the identification and recognition of the Association's members through educational awards and scholarships. Its primary activities are to review applications, organize and conduct applicant review, inform applicants of outcomes and to convey to association staff the outcomes for award processing and awardee recognition. The Education Awards Committee shall be composed of up to seven (7) current Association Members in good standing, and one Board member liaison who is appointed by the Chair of the Board.

Section 3. *Term of Office.* Each member of an advisory committee or task force shall serve for a term to be specified by the Board or until close of the next fiscal year, or until a successor is appointed, unless the committee or task force is sooner dissolved or unless specified otherwise in the Association's Procedures Document.

Section 4. *Vacancies.* Vacancies in the membership of advisory committees and task forces may be filled by the Chair of the respective committee or task force.

Section 5. *Rules.* Each advisory committee and task force may adopt rules for its meetings consistent with these bylaws or with any rules adopted by the Board.

Article IX. Indemnification

Section 1. *Eligible parties.* Unless otherwise prohibited by law, the Association shall indemnify any officer, director, employee or other agent of the Association, and shall by resolution of the Board indemnify any volunteers against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a representative of the Association. There will be no indemnification for any authorized representative of the Association in relation to matters where he or she shall be adjudged to be guilty of a criminal offense or liable to the Association for damages arising out of his or her own gross negligence in the performance of a duty to the Association.

Section 2. *Financial coverage.* Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such individual or such heirs, executors, or administrators in connection with such action, suit, or proceeding, including appeals.

Section 3. *Insurance.* The Association may purchase and maintain insurance on behalf of any individual described in Article IX, Section 1 against any liability asserted against him/her, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article IX or otherwise.

Article X. Procedure

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

Article XI. Amendments

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

Article XII. Disposition of Assets

In the case of dissolution or termination of the Association, the Board shall, after the payment of all of the liabilities of the Association, distribute the assets of the corporation 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.