



AAUW-NYS Board of Directors

Procedures

Table of Contents

[Table of Contents \(this page\)](#)

BOARD OF DIRECTORS

[Responsibilities](#)

[Removal of Director](#)

[Board of Directors](#)

[President](#)

[President-Elect](#)

[Membership Vice President](#)

[Public Policy Vice President](#)

[Treasurer](#)

[Secretary](#)

[Communications Director](#)

[College University Director](#)

[Diversity, Equity, and Inclusion Director](#)

[Committees/Task Forces/Advisors](#)

[College University Committee](#)

[Communications Committee](#)

[Finance Committee](#)

[Financial Review Committee](#)

[Financial Statements:](#)

[Income Statement \(Statement of Activities\):](#)

[Statement of Cash Flows:](#)

[Statement of Functional Expenses:](#)

[Review of Budget vs. Actual Performance:](#)

[Internal Controls and Policies:](#)

[Compliance with Laws and Regulations:](#)

[Examination of Fundraising and Grant Revenue:](#)

[Cash Reserves and Investments:](#)

[Debt Management:](#)

[Examine Fund Balances:](#)

[Donor and Grant Reporting:](#)

[Historian](#)

[Archives](#)

[Diversity, Equity and Inclusion Committee](#)

FINANCIAL GUIDELINES

[Reserve Funds](#)

[Emergency Financial Succession](#)

[State Program Grants](#)

RESOLUTIONS

[Procedural Steps for Adoption of the Resolution](#)

[Required Content of Resolution](#)

[WEBSITE GUIDELINES](#)

[Privacy Statement](#)

[CONFLICT OF INTEREST](#)

[Duty to Disclose](#)

[Determining Whether a Conflict of Interest Exists](#)

[Procedures for Addressing the Conflict of Interest](#)

[Records of Proceedings](#)

[Compensation](#)

[Conflict of Interest Disclosure Statement](#)

[Periodic Reviews](#)

[AAUW New York State Bylaws Committee](#)

[Schedule A: AAUW-NYS Conflict of Interest Disclosure Statement](#)

BOARD OF DIRECTORS

Responsibilities

- Attend Board of Directors' meetings, as scheduled.
- Stay updated on AAUW-NYS matters by reviewing board-related communications and documents.
- Prepare for board meetings by studying the agenda prior to each meeting.
- Actively participate in the planning and implementation of the AAUW-NYS Annual Meeting, including designing, arranging or delivering workshops.
- Vote or abstain on all action items presented to the board for consideration, both online and at meetings.
- Respond to official email communications from the Board members within twenty four (24) hours.
- Administer the affairs of AAUW-NYS and carry out its policies and procedures.
- Assume leadership role in communications with state branches.
- Perform additional duties as required in their capacity as Director.
- Submit other AAUW-NYS reports as required.

Removal of Director

The AAUW Board of Directors may remove an officer or director for cause by a 2/3 vote of all directors then in office. The following procedures shall be followed:

- At any meeting of the Board of Directors, any director may suggest the removal of a specific Director or officer (the "Subject Party"), providing reasons in support of such action.
- After discussion, if more than 1/3 of all directors then in office agree that removal should be considered, the Board of Directors shall create and send to the Subject Party a written notice presenting the facts that support removing the Subject Party (the "Notice of Possible Removal").
- Within the following thirty (30) days, the Subject Party may choose to respond in writing to the Notice of Possible Removal (the "Response").
- Regardless of whether a Response has been received, the Board of Directors shall meet in the absence of the Subject Party, discuss the situation and all relevant documents, including but not limited to the Notice of Possible Removal and the Response, if any.
- Following this discussion, the Board of Directors will vote on the matter.

The Board of Directors reserves the right to initiate immediate removal for cause of a Director or officer by two-thirds vote of the Board of Directors.

Board of Directors

President

- Act as the official representative for AAUW-NYS in all communications with AAUW, AAUW-NYS entities and other organizations.
- Signatory to sign contracts on behalf of the organization and/or designate said authority to other officers of the Board.
- Save and protect all original official documents and records (Certificate of Incorporation, AAUW-NYS, Inc. seal.).
- Assist Historian to identify those materials suitable to be sent to the official AAUW-NYS Archives, housed at the Dept. of Rare Books, University of Rochester Library, Rochester, NY 14267.
- Serve on the State Board for one year, in a non -voting advisory capacity, immediately following term of office and perform such duties as are delegated by the President.
- Ensure that a summary of the annual financial review report is presented to the board of directors at a regularly scheduled meeting.

President-Elect

- Serve as the Bylaws committee chair.
- Call for proposed amendments to the AAUW-NYS Bylaws from the branches in the Newsletter at least thirty days prior to the Annual Meeting.
- Review AAUW-NYS bylaws and submitted amendments for compliance with AAUW, AAUW-NYS and New York State not-for profit law and present all proposed amendments to the board at the Fall or Winter board meeting for approval and submission to the annual meeting.
- Prepare the text of the proposed changes with explanatory notes (if necessary) for mailing to members (digital or mail).
- Present proposed changes at annual meeting.
- Assist branches with branch Bylaws revisions.
- Receive proposed branch Bylaws revisions and check for compliance with AAUW and AAUW-NYS Bylaws.
- Notify branches that are out of compliance and work with them to complete compliance.
- Oversee the annual meeting with the AAUW-NYS President.
- Oversee the bylaws amendment process and present proposed changes at annual meeting.
- Assure Policy and Procedures Documents are kept updated.
- Communicate with branch presidents to explain and promote AAUW and AAUW-NYS projects, actions, and plans.

Membership Vice President

- Assist in forming new branches.
- Communicate with branch officials.

BOARD OF DIRECTORS

- Make available names of national members so that branches may invite them to affiliate events.
- Plan and conduct membership workshops as requested.
- Consult with Treasurer regarding membership.
- Submit other AAUW-NYS reports, as required.
- Chair the Membership Committee.

Public Policy Vice President

- Study and interpret items of public policy appearing on AAUW and AAUW-NYS levels, keeping members and branches informed of pending legislation.
- Receive resolutions for consideration and chair the Resolutions Committee at the annual meeting. Present resolutions for discussion.
- Keep the membership informed of public policy actions taken on behalf of AAUW-NYS.
- Develop biennial public policy priorities for approval at the Fall or Winter Board meeting and the annual meeting.
- Recommend to the Board or Executive Committee positions on ballot issues based on AAUW Public Policies.
- Represent AAUW-NYS at NYS Legislative hearings, coalitions of women's organizations, lobby days, etc.
- Communicate with branch public policy officials.
- Promote the 2-minute activist program with branches.
- When requested, attend public policy events in NYC and Albany.
- Promote public policy issues via social media sites.
- Chair the Public Policy Committee.

Treasurer

- Secure liability insurance for state functions and directors and officer's insurance for the Board.
- Oversee state and branch required tax filings with the IRS.
- Prepare and present the monthly financial reports to the board and any other reports from the Finance committee as they occur.
- Act as a co-signatory with the President on financial transactions.

Secretary

- Keep a file and have available for reference at all meetings copies of the AAUW Bylaws, the AAUW-NYS Bylaws, the AAUW-NYS Policies and the AAUW-NYS Procedures documents.

Communications Director

- Draft/Update the AAUW-NYS website, social media platforms and communications to the membership.

BOARD OF DIRECTORS

College University Director

- Outreach to C/U Partners, develop new relationships, arrange C/U events.

Diversity, Equity and Inclusion Director

- Develop a Diversity, Equity and Inclusion program for state and branch use.

Committees/Task Forces/Advisors

College University Committee

- Maintain, update, and circulate a current list of C/U members and their representatives.
- Encourage participation in AAUW-NYS meetings by C/U representatives.
- Coordinate with College/University on issues related to higher education.
- Arrange Programs at C/U schools to promote equity for women.

Communications Committee

- Keep lists of branch officials up to date for the president.
- Act as liaison to branch public information newsletter, and website officials.
- Coordinate AAUW-NYS press releases and marketing.
- Create, maintain, and disseminate branch officer contact information for AAUW-NYS Board use.
- Maintain AAUW-NYS website event calendar, including branch events.
- Ensure that the Newsletter reaches the membership at least 30 days prior to the annual meeting.
- Ensure that a Newsletter edition contains a call for nominations as submitted by the nominations & elections chair.
- Oversee distribution process (email and regular mail) for each Newsletter issue. Ensure that every member receives a copy.
- The Communications Director/Web manager shall maintain the website and will incorporate current methodology of web design.

Finance Committee

- Review the Treasurer's development of the annual budget.
- Handle together with the Treasurer distribution of state grants from reserve funds and report distributions to the board at regular board meetings.
- Report movement or expenditures of any other kind to the Treasurer as they occur.
- Investigate and advise the Board with the Treasurer on investment options.
- Assist the Treasurer in reporting changes in investment institution and deposits and withdrawal of funds to the board as they occur and at regular Board meetings. A member of the Finance Committee shall be assigned to sign off on quarterly treasurer reconciliations.
- Assess the annual financial review report and plan for remediation when necessary.
- Ensure that a summary of the annual financial review report is presented to the board of directors at a regularly scheduled meeting.

- Help the Treasurer to establish appropriate controls for use of the debit card.

Financial Review Committee

- Determine specific areas of focus based on previous reviews, and areas identified by Treasurer/Finance Committee.
- Review and make recommendations on AAUW-NYS's financial status specifically regarding the following:

Financial Statements:

- Balance Sheet (Statement of Financial Position): This shows the nonprofit's assets, liabilities, and net assets. Review the organization's liquidity and how well it can meet its financial obligations.

Income Statement (Statement of Activities):

- This details revenues and expenses, allowing you to assess the nonprofit's financial performance over a specific period.

Statement of Cash Flows:

- Review how cash moves in and out of the organization and whether there are sufficient funds to cover ongoing expenses and programs.

Statement of Functional Expenses:

- This shows how expenses are allocated across different functions (programs, management, and fundraising), giving insight into the nonprofit's efficiency.

Review of Budget vs. Actual Performance:

- Compare the organization's actual income and expenses with the approved budget to identify any significant variances and determine if the nonprofit is on track financially.
- Investigate any unexpected deviations from the budget and assess whether they are justifiable.

Internal Controls and Policies:

- Internal Controls: Evaluate the strength of internal financial controls, including how cash is handled, how expenses are approved, and how assets are protected.
- Ensure that there are adequate safeguards in place to prevent fraud or mismanagement.
- Verify whether key financial policies are in place, such as procurement policies, conflict of interest policies, and record retention policies.
- Review selected contracts (meetings, legal services etc.) ensuring adherence to appropriate financial and payment guidelines.
- Verify correct check writing authorization.

Compliance with Laws and Regulations:

- Ensure AAUW-NYS is in compliance with all applicable tax laws (e.g., IRS Form 990 filings in the U.S.).
- Confirm that the organization is following regulations related to fundraising, grant management, and donor restrictions.

- Verify that restricted funds (such as grants or donor-restricted contributions) are being used for their intended purposes.

Examination of Fundraising and Grant Revenue:

- Review fundraising strategies and the revenue they generate, ensuring that fundraising costs are in line with industry standards.
- Ensure that any grants received are accounted for properly, and that restrictions on those grants are being followed.

Cash Reserves and Investments:

- Analyze AAUW-NYS's cash reserves and savings to ensure the organization has enough to maintain operations during lean periods.
- Review investment policies and performance. Ensure that the investments align with AAUW-NYS's financial goals and risk tolerance.

Debt Management:

- Review the nonprofit's liabilities, including any loans or lines of credit, and assess the organization's ability to meet its debt obligations.
- Ensure the nonprofit has a plan for managing and repaying debt.

Examine Fund Balances:

- Determine how the nonprofit's net assets are categorized: unrestricted, temporarily restricted, or permanently restricted.
- Ensure that any restricted funds are used appropriately, and that any carry-over funds are being accounted for properly.

Donor and Grant Reporting:

- Review whether the nonprofit is providing accurate and timely reports to donors and Grantmakers, especially regarding how their contributions are being used.

Historian

- Chair a history committee composed of the historian, AAUW-NYS president and an interested AAUW-NYS past board member.
- Recommend guidelines for items to be preserved and archived in the University of Rochester and those to be retained by each officer.
- Review and determine materials to be archived at the University of Rochester.
- Write a brief report of the issues, activities, and accomplishments of the AAUW-NYS Board at the end of the term.
- Work with the archivist at the University of Rochester. Make certain that the materials get to the archives at the University of Rochester.
- Encourage and help branches of AAUW-NYS to preserve their histories.
- Provide information through publications and presentations.
- Serve as liaison with the AAUW archivist or historian.

Archives

Submitting Material

BOARD OF DIRECTORS

- All memorable material from the previous decade should be in the Archives. If you want certain materials for reference, make copies of them so the originals are in the Archives.
- Examples of Documents to be Archived: State Newsletters, Leadership Portfolios, Convention Programs, Bylaws and revisions, Brochures (generated by the state), Minutes of the Board meetings, Committee Meeting Reports, State Officers and Directors Reports, Clippings (with source, date and page which have been copied on acid-free paper), NYS Project Reports and Programs, Handbooks, Legal Documents, Photographs (with the identity of the persons, date and event on the back, placed in a Mylar envelope which preserves the photos), Financial statements and audit report.
- Board members are to send archival materials to the historian for review and placement in the Archives at the University of Rochester. If in doubt as to whether it should be saved, send it, and the Historian in consultation with the Archivist will make the final decision. DO NOT send directly to the University of Rochester.
- Board members must review their position files and send valuable materials to the Historian, then discard the rest if it has no relevant value currently. When it becomes a Board member's turn to pass on materials to their successor, the Board member must have them organized and relevant.

Diversity, Equity and Inclusion Committee

- Assist the DEI Director in outreach to the branches to implement the DEI program.

FINANCIAL GUIDELINES

Reserve Funds

The Finance Committee is responsible for the management of Reserve Funds. The Finance committee is a separate committee from the Financial Review committee and is responsible for ensuring that the organization is adhering to proper financial procedures and maintaining compliance with regulations. They present annually a financial review statement to the Board.

- If approved by the finance committee, and the expense is less than 20% of the budgeted amount, the President can approve payment; if the expense is 20% or greater of the budgeted amount, board approval is required.
- If the board is not meeting within 60 days of finance committee approval, the executive committee may approve the payment.

Emergency Financial Succession

If any one of the financial signatories resigns or is unable to continue service:

- They will be removed from all financial accounts within 45 days.
- The next officer in the chain of command as listed in the bylaws Article XII, Section 1(a) will be considered for signatory assignment.
- The officer will be added as a signatory on all accounts within 5 days.
- If the next in line is unable or unwilling to serve, a substitute signatory may be assigned by motion and agreement of the executive committee.
- Copies of the supporting documentation of these changes will be given to each signatory, the finance committee and executive committee when complete.

State Program Grants

- The President will present the request to the executive committee of the Board of Directors for consideration.
- The executive committee will have the option of approving, rejecting, and/or sending the proposal back for further clarification.

RESOLUTIONS

Eligibility: All members of AAUW-NYS may submit a Resolution.

Submission: Submit to: NY State Public Policy Vice President

Time Deadline: The Resolution must be submitted at least 4 weeks prior to the annual meeting.

Board review: The Public Policy Chair will present the proposed Resolution to the AAUW-NYS Board for their review and approval.

Procedural Steps for Adoption of the Resolution

- After submission of the Resolution to the Public Policy Vice Chair by a member of AAUW-NYS, if the Board has approved the Resolution, the member must present the Resolution to the Voting Body at the business section of the annual meeting.
- Discussion of the Resolution requires a 2/3 vote of the Voting Body present at the meeting.
- Adoption of the Resolution requires a majority vote of the Voting Body present.

The AAUW-NYS Public Policy Chair determines the implementation of adopted Resolutions.

Required Content of Resolution

- A. Resolution Title (What is the subject of your resolution.) Example: Human Trafficking.
- B. Relationship to AAUW Public Policy Priorities (noted on the AAUW website).
- C. Why should this action be taken. Example: "Whereas human trafficking is a global problem damaging lives, families and communities."
- D. What action do you want to be taken and by whom? Example: "Resolved that AAUW shall adopt human trafficking as a focus area by urging branches and affiliated entities to raise community awareness and take action against human trafficking, enlist lawmakers to adopt legislation to end human trafficking..."
- E. Financial Impact-Costs to be incurred to carry out the required action.

WEBSITE GUIDELINES

- Website content of branch sites as well as other content for posting may be submitted by branch representatives and state board members to the web manager with the approval of the communications committee or the AAUW-NYS Board. The posting must be submitted at least one week in advance of the posting date.
- All responsibility for content of branch pages and/or confidential branch membership information sent to AAUW-NYS lies within the branch.
- It is the responsibility of branches and state Board members to check content and request that expired content be removed.
- Obviously dated material may be removed at the discretion of the web manager.

Privacy Statement

- All contact information provided is intended solely for AAUW purposes. It is the responsibility of the sender (newsletter editors, branch representatives, state board members) to remove personal or sensitive material before sending content to web manager for posting.
- Email addresses of members will not be posted for contact purposes unless permitted by member.
- If an email address is unavailable for contact purposes, the member's telephone number may be posted only with the member's permission.
- AAUW-NYS does not share, disclose, or sell any personal information provided through an electronic request for information by a visitor or guest without prior approval of the President.

CONFLICT OF INTEREST

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be allowed to disclose all material facts to one or more directors. Such disclosure must be provided as soon as reasonably possible before further consideration or contemplation of entering into any activity, transaction, or arrangement that represents a possible conflict of interest. Advance disclosure must occur so that the board may determine whether a conflict of interest exists and, if appropriate, determine a plan of action to manage the conflict.

Determining Whether a Conflict of Interest Exists

If an interested person discloses the existence of a financial interest during a meeting, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon after disclosure of the financial interest and all material facts and after any discussion with the interested person. The remaining board members shall decide if a conflict of interest exists.

If an interested person discloses the existence of a financial interest to one or more directors outside of a board meeting, he/she shall provide additional information as requested to the directors. The board shall discuss and determine whether a conflict of interest exists at the next board meeting.

Procedures for Addressing the Conflict of Interest

After exercising due diligence, the board shall determine whether AAUW-NYS can enter into the transaction or arrangement with the interested person. If the board determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The fact that a potential conflict was identified, managed, avoided, and/or resolved will be documented in the minutes of any meeting or communication regarding the matter.

Compensation

A voting member of the board or a voting member of any committee whose jurisdiction includes matters and who receives compensation, directly or indirectly, from AAUW-NYS for services is precluded from voting on matters about that member's compensation.

Conflict of Interest Disclosure Statement

Each member of the Board of Directors shall annually sign the attached Conflict of Interest Disclosure Statement (Schedule A) which affirms such person:

- A. Has received a copy of the conflicts of interest policy,

ETHICAL CONDUCT

- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands that AAUW-NYS must engage primarily in activities that accomplish one or more of its tax-exempt purposes in order to maintain its federal tax exemption.

Periodic Reviews

To ensure that AAUW operates in a manner consistent with its 501(c)(3) purposes and does not engage in activities that could jeopardize its 501(c)(3) status, periodic reviews shall be conducted by the Board to determine whether compensation arrangements are reasonable.

AAUW New York State Bylaws Committee

- **Sandra Camillo**, North Shore Branch, AAUW NYS President-elect and Chair
- **Maria DeWald**, Poughkeepsie Branch
- **Diane Haney**, North Shore Branch
- **Betty Harrel**, Poughkeepsie Branch
- **Betty Preble**, Buffalo Branch
- **Janice Brown**, Rockland County Branch

Approved by AAUW NYS Board of Directors: November 13, 2024

Revision Date: November 13, 2024

Conflict of Interest Procedures approved: January 8, 2025

Schedule A: AAUW-NYS Conflict of Interest Disclosure Statement

Name and Title (please print): _____

General Directions:

Your “related parties” and persons “related” to you include your spouse, parents, grandparents, great-grandparents, siblings, children, grandchildren, great-grandchildren, and any spouses of siblings, children, grandchildren, or great-grandchildren. A legally adopted child of a person is treated like that person’s child by birth.

Your “related parties” and persons “related” to you also include companies or businesses in which you (or one of your relatives described above) hold a direct or indirect ownership or beneficial interest.

If additional space is needed, please attach supplemental pages.

Disclosures:

Pursuant to AAUW’s Conflict of Interest Policy, I hereby state that the following is a true and complete disclosure with respect to each of the matters addressed:

1. **During the past year, have you or a related party had any direct or indirect business transactions or involvements with the AAUW-NYS or any of its directors or employees?**
Yes ☐ (If “yes,” please describe) No ☐
2. **During the coming year, do you or a related party contemplate having any direct or indirect business transactions or involvements with the AAUW-NYS or any of its officers or directors?**
Yes ☐ (If “yes,” please describe) No ☐
3. **Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by the AAUW-NYS’s Board of Directors, in accordance with the terms and intent of the AAUW’s Conflict of Interest Policy?**
Yes ☐ (If “yes,” please describe) No ☐

I have received, read, and understand the AAUW’s Conflict of Interest Policy, and agree to comply with its terms. I understand that the AAUW is a tax-exempt 501(c)(3) organization and that to maintain its federal 501(c)(3) status, the AAUW must engage primarily in activities that accomplish one or more of its 501(c)(3) purposes, and must comply with certain rules and restrictions as a matter of federal and state law and good governance.

Signature

Date