



**American Association of University Women (AAUW)
of the State of New York**

Policy Book

Introduction

These Policies are designed to assist the members of the New York State Board of Directors in effectively performing their functions. These policies shall neither invalidate nor take precedence over any provisions of the AAUW-NYS Bylaws. They are meant to serve as policies to aid in the administration and programing of AAUW-NYS. The Principles and Priorities established by the national AAUW Board of Directors, as expressed in its policies, provide the framework for the work of AAUW-NYS and the branches within the state. These AAUW-NYS Policies may be amended by a simple majority of the Board present and voting.

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100 OPERATIONS

101: Use of Name

In accordance with AAUW policy titled Use of Name and Logo, the policies and programs of AAUW shall be binding on all members, and no members shall use the name of AAUW to oppose such policies or programs, or in response to a matter of which AAUW has no policy.

102: Endorsement of Political Candidate

A 501(c)(3) branch is not allowed to endorse any candidate, whether partisan or nonpartisan. Members are free to personally support a candidate of their choosing but not in the name of AAUW.

103: Mailing Lists

Mailing lists shall be furnished to outside organizations only with the approval of the AAUW-NYS President, and such courtesy will be extended only where material helpful to branches is offered and the outside organization's goals, purposes and policies are compatible with the mission of AAUW.

If AAUW-NYS's mailing lists are furnished to a commercial enterprise, the membership must be notified of this distribution and the mission and products of the commercial enterprise must closely align with AAUW's mission. The membership must be notified prior to distribution, and thereby can opt out by notifying the Secretary of AAUW-NYS Board of Directors.

104: Fundraising/Donations

Fundraising for other organizations or donating to other organizations at AAUW or AAUW-affiliated entity meetings and events or in AAUW or AAUW-affiliated entity publications is strictly prohibited.

105: Removal of Board Member

Consolidated laws of New York Not-for-Profit Article 7 Section 706 states, Removal of directors... "Any or all of the directors may be removed for cause by vote of the members, or by vote of the directors provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken."

Cause is defined as:

- **Failure to Perform Fiduciary Duties:** Directors have legal responsibilities to act in the best interest of the organization, including duties of care, loyalty, and obedience. Duties such as mismanagement of funds and neglect of oversight can be grounds for removal.
- **Conflict of Interest:** A Director who has a significant conflict of interest, whether through personal gain or connections that compromise their objectivity, may be removed to ensure the integrity of the Board's decisions.
- **Non-participation or Incompetence:** If a Director is consistently absent from board meetings, fails to participate in required activities, or demonstrates incompetence in

performing their role, it can hinder the effectiveness of the Board and result in their removal.

- **Conduct detrimental to the Organization:** Directors are expected to uphold the reputation and mission of AAUW. If a Director engages in unethical behavior, illegal activities, or any actions that harm the organization's public standing or operations, it can be a cause for removal.

106: Archives

The AAUW-NYS Archives are housed in the Rush Rhees Library at the University of Rochester in Rochester, NY. They are in the Department of Rare Books and Special Collections.

Only items that concern the activities of AAUW-NYS belong in the Archives. The AAUW National maintains an Archive in Washington for items. Each NYS Branch should have its own Archives in a safe place in its community.

107: Resolutions

The purpose of a resolution is to promote and support actions related to the mission and vision of AAUW.

200 ADMINISTRATION

201: Composition of the Board of Directors

The Board of Directors of AAUW-NYS shall consist of the President, President-Elect, Membership Vice President, Public Policy Vice President, Secretary, and Treasurer, comprising the Executive Committee, plus up to four appointed members.

Other members of the Board of Directors not elected by the membership may be appointed by the Executive Committee, not to exceed four.

202: AAUW- NYS Board of Directors

President

The President is the leader of the Board and has overall responsibility for ensuring that the board operates effectively.

Key Duties:

- Leadership and Oversight
- Meeting Facilitation
- Representation
- Board Development
- Committee Oversight
- Fiscal Responsibility

President-Elect

The President-Elect supports the president and may assume the President's duties in their absence.

Key Duties:

- Support to the President
- Acting President in the event of President's absence
- Serve as the Bylaws Committee Chair
- Committee Leadership
- Succession Planning

Membership Vice President

The Membership Vice President is responsible for overseeing the recruitment, retention and engagement of the organization's members.

Key Duties:

- Membership Growth
- Membership Engagement
- Member Services
- Data Management
- Feedback and Improvement

- Membership Committee Oversight

Public Policy Vice President

The Public Policy Vice President is responsible for overseeing and guiding the organization's public policy initiatives, advocacy efforts and legislative activities.

Key Duties:

- Policy Development and Advocacy
- Legislative Monitoring
- Coalition Building
- Strategic Communication
- Public Policy Committee Oversight

Treasurer

The Treasurer is responsible for overseeing the financial health and sustainability of the organization.

Key Duties:

- Financial Oversight
- Budgeting
- Reporting
- Compliance
- Audit and Risk Management
- Investment Oversight
- Finance Committee Oversight

Secretary

The Secretary is responsible for maintaining the official records of the organization and supporting effective communication within the Board and with the membership.

Key Duties:

- Meeting Documentation
- Distribution of Meeting Documentation to the Board
- Record Keeping
- Communication/Board Correspondence

Communications Director

- Design and maintain the website, social media platforms and other communications to the membership.
- Chair the Communications Committee

College/University Director

- Develop/Maintain relationships between C/U partners and AAUW-NYS.
- Pursue new relationships with non C/U partners.

- Plan interactive C/U-AAUW-NYS events.

203: Committees, Task Forces, and Advisors

Committees, task forces or advisors may be created to aid in administration and programs that may include but not be limited to: Bylaws, Public Policy, Membership, Finance, Financial Review, Communications, Development, Historian, College/University, DEI, etc. Committee appointments are for a term of two years. Committee terms may be extended at the discretion of the Board.

Bylaws Committee

Assist the President-Elect in overseeing and updating the governance framework for AAUW-NYS, including bylaws, policies and procedures.

College/ University Committee

Committee or leader serves as liaison between the Board and the C/U members in New York State, maintaining regular communication.

Communications Committee

At the minimum, the Committee will consist of the Communications Director and Web Manager. The Committee will design and maintain the website, newsletter, social media platforms, marketing and press releases.

Diversity, Equity, and Inclusion Committee

This committee will design and implement appropriate programs for AAUW-NYS and with branches.

Finance Committee

Consist of the treasurer and a minimum of two additional AAUW-NYS members appointed by the Board.

The Finance Committee will assist the Treasurer in the preparation of the annual budget and documentation of the financial reports of AAUW-NYS and decisions regarding the investment of its funds.

Financial Review Committee

The Financial Review Committee shall consist of two AAUW-NYS members who are not on the board and are not from the same branch. The committee shall prepare an annual financial review of the financial health of the organization to be presented to the Board of Directors for their review and approval.

Historian

Recommend guidelines for items to be preserved and archived.

Membership Committee

Mentor existing branches and assist in the formation of new branches.

Public Policy Committee

Assist the Public Policy Vice President in managing public policy initiatives.



300: FINANCE AND REGULATIONS

301: Financial Criteria

Travel reimbursement shall be at the current government rate for round trip car mileage plus tolls and parking fees or fare for public transportation including expenses for travel from terminal to meeting site. The Treasurer is authorized to approve expenses not to exceed \$100 per event relating to Board business, after the activity has been approved by the Board President.

All expenses shall be as authorized by the President on an individual basis.

302: Reserve Funds Requests

At no time shall the reserve fall below an amount equal to the annual operating budget. The amounts to be removed from the reserves for special programs such as grants, and to supplement programmatic activities such as speakers for conferences shall be part of the annual budget.

During the operating year, if a need arises, a request for reserve funds beyond the approved budget may be submitted to the finance committee for review. The request will then be submitted to the Board for approval.

303: State Program Grants

A branch or individual may submit to the AAUW-NYS President the application for State Program Grant. Grant requests must clearly demonstrate how the grant will directly enhance the mission of AAUW.

400: COMMUNICATIONS

401: Website/Newsletter

Purpose. The purpose of the website and/or newsletter shall be two-fold.

Information/publicity/outreach for AAUW-NYS and information/training for members.

AAUW's name shall not be used in ways inconsistent with its image, mission, policies, and programs. Any inquiries about the content of the website/newsletter should be directed to the Communications Committee.

500: ETHICAL CONDUCT

501: Conflict of Interest Policy

Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of The American Association of University Women of the State of New York (“AAUW-NYS”) when it is contemplating entering into a transaction or arrangement or pursuing an activity that might benefit the private interest of an officer, director, or volunteer of AAUW-NYS. This Conflict of Interest Policy is based on standard template language recommended by the Internal Revenue Service.

This Conflict of Interest Policy provides guidelines for identifying conflicts, disclosing conflicts, and procedures to manage conflicts of interest and situations that may result in the appearance of a conflict. This Conflict of Interest Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interests applicable to nonprofit 501(c)(3) organizations.

Definitions

1. **Interested Person.** Any member, officer, director, committee member with powers delegated by the Board of Directors, or volunteer with a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which AAUW-NYS has a transaction or arrangement,
 - b. A compensation arrangement with AAUW-NYS or with any entity or individual with which AAUW-NYS has a transaction or arrangement,
 - c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which AAUW-NYS is negotiating a transaction or arrangement.
 - d. Compensation includes direct and indirect remuneration and gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person with a financial interest may have a conflict of interest only if the AAUW-NYS Board of Directors decides that a conflict of interest exists.

502: Whistleblower Policy

AAUW-NYS's policy is to foster an environment of openness and fair dealing. Information concerning actions or failure to act that impacts the integrity of AAUW-NYS is important, and it is encouraged that this information be promptly disclosed. All board members, officers, and volunteers are responsible for reporting concerns about suspected violations of law or regulations that govern AAUW-NYS's operations. Board members should direct their concerns to the AAUW-NYS Board President and/or President-elect. A whistleblower is not required to submit proof of the allegation or put their name to it. Any person who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including removal from the board and/or termination of membership.

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

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