

Association for Women in Computing

Upstate New York Chapter

BYLAWS

Article I. Name

The name of this organization shall be: ASSOCIATION FOR WOMEN IN COMPUTING, UPSTATE NEW YORK CHAPTER. This organization is hereinafter referred to as the CHAPTER, and the National organization is referred to as the ASSOCIATION.

Article II. Purposes

The purposes of the CHAPTER are:

- ◆ to promote communication among women in computing.
- ◆ to further the professional development and advancement of women in computing.
- ◆ to support the education of women of all ages in the technology fields.
- ◆ to promote awareness of issues affecting women in the computing industry.
- ◆ to give back to the community through involvement and volunteerism.
- ◆ to support the ASSOCIATION in conformity with its bylaws.

Article III. Membership

A. Eligibility

Membership is open to all individuals who support the purposes of the CHAPTER, regardless of age, sex, race, religion, or national origin. Individuals shall become members of the CHAPTER upon receipt by the VP of Finance of the CHAPTER dues, as set by the CHAPTER Board, and a membership form, which includes the name and preferred mailing address of the potential member.

B. Classes of Members

1. **Regular members** Regular members shall be CHAPTER members who are also ASSOCIATION members in good standing. The duties and privileges of regular members include: the right to vote, hold office, participate in all activities of the CHAPTER and the duty to notify the VP of Finance of the CHAPTER of any change in name or preferred mailing address.
2. **Student Members** Student members shall be those enrolled in full-time studies at an accredited high school, college or university. The CHAPTER Board reserves the right to request documented proof of full-time student status with the membership application and subsequent renewals as a student member. Student members shall have all the duties and privileges of a regular member.
3. **Other Classes** Other classes of members may be determined by the CHAPTER Board provided these classes of membership are in accordance the National Association bylaws.

C. Fiscal Year

The fiscal year of the CHAPTER shall be July 1 to the following June 30, corresponding to that of the ASSOCIATION.

D. Dues

1. The CHAPTER Board shall set the dues for all classes of members.
2. Dues paid to the CHAPTER VP of Finance after April 15, or when registering for the annual event, will make the member current through June 30 of the following calendar year.
3. A member whose dues are in arrears may not vote or hold office in the CHAPTER.

Article IV. Officers

The officers of the CHAPTER shall be the Past President, President, VP of Programming, VP of Communications and VP of Finance.

A. The duties of the **Past President** (president during the immediately previous year) shall be:

1. To assist in the general leadership and direction of the activities of the CHAPTER.
2. To assume the duties of the President in the absence of the President and the VP of Programming.
3. To serve as the CHAPTER's National Association Representative.
4. To hold a seat on the Executive Committee with a single vote.

B. The duties of the **President** shall be:

1. To preside at all meetings of the membership, the CHAPTER Board and the Executive Committee.
2. To provide general leadership and direction for the activities of the CHAPTER.
3. To represent the CHAPTER to other organizations and agencies.
4. To appoint ad hoc committee chairpersons, other than the Nominating Committee chair, after consultation with the CHAPTER Board.
5. To serve ex officio (by virtue of the office) on all committees except the Nominating Committee.
6. To present the CHAPTER Annual Report to the membership.
7. Appoint member to take minutes at any meeting in the absence of the VP of Communications
8. To appoint a replacement, if an elected official of the Executive Committee vacates or is removed from office during the term, who will serve until the next regularly scheduled election, except as otherwise specified in these Bylaws.

9. To call Executive Committee meetings.
10. To hold a seat on the Executive Committee with a single vote.

C. The duties of the **VP of Programming** shall be:

1. To become President if there is a vacancy in that office.
2. To assume the duties of the President, in the absence of the President or at the direction of the President.
3. To receive reports from all committees other than the Nominating Committee.
4. To hold a seat on the Executive Committee with a single vote.
5. The VP of Programming will Chair the Program Committee

D. The duties of the **VP of Communications** shall be:

1. To prepare minutes of all meetings of the CHAPTER Board and meetings of the CHAPTER membership (excluding program meetings).
2. To provide copies of CHAPTER Board minutes to other members of the CHAPTER Board within two weeks of the CHAPTER Board meeting.
3. To receive and archive records of all CHAPTER activities, other than those maintained by the VP of Finance.
4. To certify the election of officers to AWC-UNY and to financial institutions.
5. To receive and distribute all incoming correspondence to the appropriate officer.
6. To prepare official correspondence for the CHAPTER, as directed by the Executive Committee
7. To prepare and transmit, or oversee preparation and transmission of, official notices of CHAPTER Board and non-program meetings as required by these Bylaws and other CHAPTER directives.
8. To hold a seat on the Executive Committee with a single vote.

E. The duties of the **VP of Finance** shall be:

1. To receive and bank all monies due the CHAPTER and to disburse monies according to the Budget established by the CHAPTER Board.
2. To forward changes in the membership to the Membership Committee.
3. To certify regular members in connection with petitions, ballots, election of offices and any other procedure which requires the determination of membership voting status.

4. To maintain all financial records of the CHAPTER.
5. To prepare and submit tax and other financial documents as required by the CHAPTER and ASSOCIATION.
6. To prepare an Annual Budget for recommendation to the CHAPTER Board at the first meeting after the start of the fiscal year.
7. To prepare an annual balance sheet and financial statement of operations for inclusion in the CHAPTER Annual Report.
8. To hold a seat on the Executive Committee with a single vote.

Article V. CHAPTER Board

- A. The CHAPTER Board shall be the chief policy-making body of the CHAPTER, all of whom will be regular members of the CHAPTER.
- B. The CHAPTER Board shall be composed of the current officers of the CHAPTER and the standing committee chairpersons.
- C. The CHAPTER Board shall approve the Annual Budget at the first meeting of the fiscal year. The CHAPTER Board must approve amendments to the approved budget. The CHAPTER Board must approve all non-budgeted expenditures in excess of \$50.00.
- D. A majority of the CHAPTER Board shall call the CHAPTER Board meetings.

Article VI. Executive Committee

- A. The Executive Committee shall be composed of the President, Immediate Past-President, VP of Programming, VP of Communications and VP of Finance.
- B. The Executive Committee shall act for the CHAPTER between meetings of the CHAPTER Board.

Article VII. Meetings

- A. CHAPTER Meetings
 1. The President shall schedule CHAPTER meetings on a regular basis during the calendar year.
 2. CHAPTER meetings shall consist of: program meetings, special meetings and the Annual Meeting.
 3. Program meetings shall include speakers, panels, demonstrations or other gatherings for the purpose of providing instruction or networking opportunities for the membership.

4. Special meetings shall be called by the President upon petition of 20 regular members or five percent of the voting membership, whichever is larger. The President shall provide notice of Special Meetings.
5. The Annual meeting shall be held in May or June of each year. The purpose of the Annual Meeting is to allow the President to present the Annual Report and to elect the following year's officers.

B. CHAPTER Board Meetings

1. The CHAPTER Board shall meet regularly on the same basis as the CHAPTER meetings: monthly, quarterly, or at the same interval
2. The President shall schedule all CHAPTER Board Meetings at or before the previous CHAPTER Board meeting.
3. A majority of the CHAPTER Board, at least two of whom must be elected officers, shall constitute a quorum.
4. Issues before the CHAPTER Board shall be decided by a simple majority of those voting. Votes may be cast in person, electronically or by proxy.
5. A member of the CHAPTER Board who cannot attend a meeting of the Board may designate, in writing, another regular member of the CHAPTER to vote on her or his behalf for that meeting. No attending member may hold more than one such proxy.
6. The meetings of the CHAPTER Board shall be open to any member of the CHAPTER; participation by non-Board members shall be limited to discussion, when recognized by the Chair.

C. Executive Committee

1. The Executive Committee shall meet on an "as needed" basis. These meetings may be held in conjunction with the CHAPTER Board meeting
2. A majority of the Executive Committee shall constitute a quorum.

D. Parliamentary Authority

1. Except as otherwise provided in these Bylaws, meetings shall be conducted according to "Robert's Rules of Order, Newly Revised."
2. The President shall designate a Parliamentarian for each meeting.

Article VIII. Ballots

- A. All votes cast by the membership shall be cast in person, in writing or electronically.
- B. Ballots may be initiated by the CHAPTER Board, or by a petition to the President of the CHAPTER, signed by 20 members or five percent of the voting membership of the CHAPTER, whichever is larger, as of the petition date.

- C. Ballot issues will be phrased so as to require either a "for" or "against" decision by the membership.
- D. Within ninety (90) days of initiation, the Executive Committee shall distribute ballots to the membership. A full discussion of the issues, a statement from the initiators, a statement from the Executive Committee, and ballot instructions, shall be included in the distribution. Distribution costs for ballots not initiated by the CHAPTER Board shall be borne by the initiators.
- E. The CHAPTER membership shall have at least two weeks after the distribution of the ballot to return the ballot, except as otherwise specified in these Bylaws. (See annual meeting)
- F. Ballots shall be received and certified by the VP of Finance of the CHAPTER.
- G. The Executive Committee shall designate a committee of at least three regular members who are not members of the Executive Committee to count the ballots at a pronounced time and place, in the presence of the VP of Finance.
- H. A simple majority of those voting will decide ballot issues. Ties will be resolved as decisions against the issue.
- I. The results of a ballot shall be reported to the membership by posting to the members' only list serve within three days after the tally of the ballot.

Article IX. Nominations and Elections

A. Nominating Committee

1. The Nominating Committee shall be elected by the CHAPTER Board.
2. Nominating Committee members shall be regular members of the CHAPTER.
3. The Nominating Committee shall have at least three members, at least one of who is not a current CHAPTER Board member.
4. The members of the Nominating Committee may not nominate themselves, nor may they otherwise be candidates for elected position for the upcoming term.
5. The current Past President will chair the Nominating Committee. In the event that the current Past President is unable to chair the committee, the Executive Committee shall appoint a chair

B. Duties of the Nominating Committee

1. Request names of possible candidates for officers of the CHAPTER from the membership and the CHAPTER Board.
2. Determine whether each possible candidate meets the qualifications for office as stated in these Bylaws and the AWC-UNY Operations Manual.

3. Request a statement of qualification and commitment from each candidate under consideration by the committee.
4. Nominate one candidate for each office being filled. If an incumbent CHAPTER Board member is running for a second term, it is the policy of the AWC-UNY to offer the nomination to that person.
5. Publish, on the list serve, the list of all candidates, their qualifications and offices sought, and the date of the election. This will be done no less than thirty days in advance of the election. Additional nominations, accompanied by the written (electronic or mail) consent of the nominees and supported in each case by the signature (electronic or mail) of four Regular members, shall be accepted until two weeks prior to the election.
6. The Nominating Committee shall prepare and distribute ballots two weeks in advance of the election, in accordance with Section VII. E, and preside over the counting of the votes, under the supervision of the VP of Finance.

C. Elections

1. Write-in votes (votes for members other than those appearing on the ballot), are specifically allowed.
2. Elections shall be concluded at the Annual Meeting of the CHAPTER.
3. Certified absentee ballots received by the VP of Finance by the date of the Annual Meeting shall be tallied.
4. Elections for President, VP of Programming, VP of Communications and VP of Finance shall be determined by a plurality of those voting. Ties shall be resolved by a coin flip by the Chair of the Nominating Committee.
5. Each candidate may provide one poll-watcher for the election, who may be the concerned candidate.

Article X. Tenure and Qualifications for the Executive Committee

- A. The terms of the members of the CHAPTER BOARD shall begin on July 1 and shall continue until the beginning of their successors' terms
- B. The term of office shall be one year.
- C. A member whose dues are in arrears may not vote or hold office in the CHAPTER.
- D. Candidates for the office of President must have served on the CHAPTER Board for a minimum of one year out of the prior two years.
- E. Any voting member may hold office in the CHAPTER, except that:
 - a. A member may not serve more than four (4) consecutive terms in the same elected office.
 - b. The President may not serve more than three (3) consecutive term.

- F. A partial term exceeding 6 months shall be considered a complete term when determining whether a member is eligible to serve an additional term. Exception can be made in the case that the Nominating Committee or Board is not able to find another candidate after diligent search.
- G. A member may hold only one voting position at any one time as defined in Article IV
- H. An elected officer may be removed from office and from the CHAPTER Board before the end of the term by a ballot of the CHAPTER.
- I. Vacancies and Removals
 - a. If an elected official of the CHAPTER Board vacates or is removed from office during the term, a replacement shall be appointed by the President, with Board approval, to serve until the next regularly scheduled election, except as otherwise specified in these Bylaws.
 - b. Vacancies: In case the office of President becomes vacant, the Vice President of Programming shall assume the office of CHAPTER President. In case several offices become vacant simultaneously, the order of succession to the office of President shall be the officers in the order VP of Programming, VP of Communications, VP of Finance.

Article XI. Standing Committees

- A. Committee chairpersons shall be elected by the membership at the annual meeting, except where otherwise provided in the Bylaws. The Committee chairperson shall be a regular member of the CHAPTER.
- B. The following standing committees and chairs shall report to the Executive Committee.
 - 1. Program
The Program Committee shall arrange for facilities and programs for CHAPTER activities at meetings and conferences as designated by the Executive Committee. The VP of Programming will serve as chairperson of the program committee, in accordance with Article IV of these By-laws.
 - 2. Membership
The Membership Committee shall maintain the membership database and mailing lists for the CHAPTER. The VP of Membership will serve as chairperson of the Membership Committee.
 - 3. Public Relations
The Public Relations Committee develops content in collaboration with Membership, Programs and Web and arranges for print and/or electronic publication, as well as disseminating information to the media. The VP of Public Relations will serve as chairperson of the Public Relations Committee.
 - 4. Web Development
The Web Development Committee organizes, designs and maintains the AWC-UNY web site, including monthly meeting information listings page. The VP of Web Development will serve as chairperson of the Web Development Committee.

5. Operations
The Operations Committee coordinates the details of meetings and programs including reservation, registration and welcome. The VP of Operations will serve as chairperson of the Operations Committee.
 6. Outreach
The Outreach Committee seeks out and evaluates potential outreach opportunities for the AWC-UNY and coordinates same. The VP of Outreach will serve as chairperson of the Outreach Committee.
- C. Committee chairpersons shall establish the organization and procedures for their committees. The Standing Committee Chairs are responsible for the tasks outlined in the AWC-UNY Job Descriptions. On an annual basis, all committee chairs are responsible for reviewing and updating the descriptions.
 - D. Committee chairpersons shall appoint committee members from the CHAPTER membership. Committee chairpersons may also remove members from their committees.
 - E. Committee chairpersons may be removed by decision of the Executive Committee.
 - F. At the dissolution of a committee, and at regular intervals as requested by the President, the committee chairperson shall report, in writing to the VP of Programming, on all the activities of the committee.

Article XII. Ad Hoc Committees

- A. Ad hoc committees may be appointed or designated by the CHAPTER Board at any time. The duration of the appointment and the duties of the committee members will be set at the time of the appointment.
- B. Regular ad hoc committees shall include the Nominating Committee, which shall be dissolved at the end of each election meeting.
- C. Ad Hoc Committee chairpersons shall appoint committee members from the CHAPTER membership. Ad Hoc Committee chairpersons may also remove members from their committees.
- D. Ad Hoc Committee chairpersons may be removed by decision of the Executive Committee.
- E. At the dissolution of a committee, and at regular intervals as requested by the President, the committee chairperson shall report, in writing to the VP of Programming, on all the activities of the committee.

Article XIII. Amendments

- A. Amendments to these Bylaws shall not be in conflict with the Bylaws of the ASSOCIATION.
- B. Amendments to the Bylaws shall be decided by ballot, as described in these Bylaws, with the exception that approval by two-thirds of those voting is required.

Article XIV. Dissolution

- A. The CHAPTER may be dissolved at a special meeting of the membership called for this purpose or by action of the ASSOCIATION.
- B. Upon dissolution of the CHAPTER, any property remaining after the satisfaction of all of the obligations of the CHAPTER shall be transferred to the ASSOCIATION.

Article XV. Effective Date

These Bylaws shall take effect upon approval by the CHAPTER membership as well as the ASSOCIATION.