

CONSTITUTION AND BYLAWS

Association for Women in Science, Palo Alto Chapter

(Founded 1983, Bylaws Revised 8/2013)

CONSTITUTION

ARTICLE I. Name and Address of the Chapter

The Association for Women in Science, Palo Alto, California Chapter, hereinafter referred to as AWIS-Palo Alto, shall be a Chapter of the national organization, the Association for Women in Science, Incorporated, hereinafter referred to as National AWIS. The mailing address of the Chapter shall be the PO Box approved by the Board, and the default address shall be the address of its President.

ARTICLE II. Purpose

This Chapter is organized and operated as a non-profit organization to promote and support equal opportunities for women in scientific professions; to raise public awareness of the scientific and technological skills and contributions of women; to provide recognition of women scientists; and to work with other scientific, educational and women's organizations in developing programs that meet the above goals.

ARTICLE III. Membership

Any member of National AWIS who supports the purpose of AWIS-Palo Alto is eligible for membership in the Chapter and shall hold full membership status upon payment of chapter dues. Hereinafter, full-members shall be referred to as members. All members of AWIS-Palo Alto shall have voting privileges.

ARTICLE IV. Authority

SECTION 1: The Chapter shall abide by the Constitution and Bylaws of National AWIS.

SECTION 2: AWIS-Palo Alto shall have the power to establish the rules and regulations of the Chapter, to delegate responsibility, and to revise and amend the Constitution and Bylaws of the Chapter.

ARTICLE V. Amendments

Amendments to the Constitution may be submitted by a member at any time to the Executive Board for review and approval. The approved version of the amendment is to be submitted by the Executive Board, with an explanation of the purpose of the amendment, to the members of the Chapter for approval by ballot vote. A simple majority of the members voting is required for ratification. Any approved amendments must be submitted to National AWIS for review and approval and shall become a part of this Constitution upon approval by National AWIS.

BYLAWS

ARTICLE I: Executive Board

SECTION 1: The Executive Board of the Chapter, hereinafter referred to as the Board, shall consist of both voting and non-voting members. The voting members shall be the President, Vice-President, Member-at- Large, Secretary, and Treasurer who shall constitute the Executive Committee of the Board. Non-voting members shall be the chairpersons of standing committees, i.e. the Co-Chairs of Programs, Co-Chairs of Membership, Co-Chairs of Mentoring, Co-Chairs of Community Outreach, the Past-President, the chairpersons of ad hoc committees, and official representative to other organizations.

SECTION 2: A President, Vice-President, Secretary, Treasurer and Member-at Large shall be elected every year by the membership for a one-year term. The Executive Committee shall, upon consultation with the Nominations and Elections Committee, appoint the non-voting members of the Board to serve terms concurrent with the terms of the elected officers. The number of consecutive one-year terms in the same office shall be limited to four for any person. Members appointed to serve an unexpired term may serve one additional term. Any member in good standing shall be eligible for election to office or appointment to the Board.

SECTION 3: If the office of President becomes vacant during the term, the Vice-President shall succeed to that office for the remainder of the term.

SECTION 4: If the offices of Vice-President, Member-at-Large, Secretary or Treasurer become vacant, the Board shall assign the duties to a current Board member while searching for a replacement to be appointed by the Board to serve the unexpired term.

SECTION 5: In the event that one Committee Co-Chair is unable to complete the term, the responsibilities can be carried out by the other Co-Chair while the Board searches for a replacement to be appointed to serve the unexpired term.

SECTION 6: The Business of the Chapter shall be conducted by the voting members of the Board in consultation with the non-voting members. Three fifths, i.e. three of the five

members of the Executive Committee shall constitute a quorum required for business to be transacted. Issues before the Board shall be decided by a simple majority vote of voting members present except as otherwise specified herein. The agreement of at least three of the five voting Board members is required for a decision to be taken. Any absent Voting Board members may be consulted to cast votes to make a binding decision.

SECTION 7: Voting members of the Board, who were elected by the membership, may be removed from office by a simple majority vote of the members of the Chapter. Voting members of the Board may be suspended for cause by majority vote of all the remaining voting Board members.

ARTICLE II. Duties of the Executive Board and Chapter Officers

SECTION 1: The Executive Board shall:

- a. Serve as the policy body of AWIS-Palo Alto and advise the Chapter.
- b. Act for the Chapter in the conduct of its business, hold meetings of the Board to conduct Chapter business, and report Chapter business to members through the Chapter Website.
- c. Coordinate and delegate specific activities of committees.
- d. Elect representatives to regional and National AWIS meetings and to other organizations or institutions.
- e. Appoint persons to fill unexpired terms of office and unfilled offices as specified in Article I.3-5.
- f. Appoint a parliamentarian in the event that Parliamentary Procedures are invoked.
- g. Appoint a Nominations and Election Committee to conduct any election or ballot vote and tally results.
- h. Meet at least twice a year. Board meetings may be called by the President or by any three Board members.

SECTION 2: Members of the Board shall:

- a. In addition to duties described in Article II.3-11, serve as active members of the Board, submit an annual report of office activities to the Board, attend at least half the general meetings of the Chapter, and perform other duties incident to the office as required by the Constitution, Bylaws, or the Board.

- b. Submit copies of documents and reports relevant to their respective offices to the Secretary for archival purposes.
- c. Facilitate a smooth transition of Chapter activities by transferring all records and other Chapter information and materials to the new Board members before new officers commence duties and providing advice and consultation on continuing Chapter activities. Newly elected officers assume office and the full responsibility for that office on May 1 of election years.
- d. Bring disputes that cannot be resolved by consultation with the President before the Board for resolution by simple majority vote.

SECTION 3: The President shall:

- a. Serve as the principal addressee and contact person for AWIS-Palo Alto, coordinate communication with National AWIS, other AWIS chapters, and outside organizations, and pass on inquiries, suggestions or information to the appropriate officer or to the Board for consideration and action.
- b. Call and preside at Board meetings.
- c. Act for the Board in the conduct of its business between Board meetings, coordinating, reviewing and directing Chapter activities and committees on behalf of the Board.
- d. Submit a report of Chapter activities annually to National AWIS.
- e. Delegate responsibilities as needed.
- f. Assist and advise the newly elected President during the first months of the new term.

SECTION 4: The Vice-President shall:

- a. Work with the President to achieve the purpose of AWIS-Palo Alto.
- b. Perform duties as described in Bylaws Article I.3.

SECTION 5: The Member-at-Large shall:

- a. Work with the President and other Board Members to achieve the purpose of AWIS-Palo Alto.
- b. Perform duties incident to the office as required by the Constitutions and Bylaws or by the Board.

SECTION 6: The Secretary shall:

- a. Record and keep the minutes of Board meetings and maintain pertinent records and correspondence.
- b. Transmit Board meeting minutes to Board members and submit a Board meeting report for publication on the Website.

SECTION 7: The Treasurer shall:

- a. Receive all Chapter dues, donations, and other income and keep these moneys in an authorized and insured financial institution.
- b. Disburse all moneys to be paid by AWIS-Palo Alto as authorized by the Board.
- c. Maintain financial records of AWIS-Palo Alto.
- d. Ensure that monetary accounts of AWIS-Palo Alto have at least two signing authorities, the Treasurer and one other elected officer.
- e. Advise AWIS-Palo Alto of its financial status at each Board meeting and give recommendations for maintenance of a fiscally sound budget.
- f. Prepare and present a financial report annually to the membership. This report shall be part of the AWIS Palo Alto Annual Report.
- g. Assist the Co-Chairs of Membership in maintaining membership records and determining membership status.
- h. Transfer all financial records and signature authority to the newly elected Treasurer on or about May 1 of the election year.

SECTION 8: The Co-Chairs of Programs shall:

- a. Co-Chair the Program Committee and preside at its meetings.
- b. Be responsible for the conduct of the Program Committee duties as specified in Bylaws Article III.1.
- c. Be responsible for planning and implementing programs, including arranging for any refreshments or meals, for general meetings and other Chapter activities as required.

SECTION 9: The Co-Chairs of Membership shall:

- a. Co-Chair the Membership Committee and preside at its meetings.
- b. Be responsible for the conduct of Membership Committee duties as specified in Bylaw Article III.1.

- c. Maintain membership records for the Chapter.
- d. Prepare a Directory of Members to be updated and sent to all Chapter members annually.
- e. Provide to members on request a copy of Constitution and Bylaws of the Chapter.
- f. Initiate activities aimed at recruiting new Chapter members.
- g. Provide information on the Chapter's goals, activities, and membership to non-members upon request.

SECTION 10: The Co-Chairs of Mentoring shall:

- a. Co-Chair the Mentoring Committee and preside at its meetings.
- b. Be responsible for the conduct of the Mentoring Committee duties as specified in Bylaws Article III.1.
- c. Be responsible for planning and implementing the Mentoring program.

SECTION 11: The Co-Chairs of Community Outreach shall:

- a. Co-Chair the Community Outreach Committee and preside at its meetings.
- b. Be responsible for the conduct of the Community Outreach Committee duties as specified in Bylaws Article III.1.
- c. Be responsible for community outreach activities

ARTICLE III: Committees

SECTION I: A Program Committee, a Mentoring Committee, a Membership Committee, and a Community Outreach Committee shall be standing committees, whose term coincide with that of the Board, and whose duties are to support and execute the objectives of their Co-Chairs and the Board.

SECTION 2: The Board shall establish ad hoc committees as required for the work of the Chapter. The Chair of each committee shall be appointed by the Board, to serve a term not to exceed the tenure of the Board. Only members may serve as committee members or committee chairs.

SECTION 3: Committees shall report their activities at general meetings as needed and, in any active year, submit a report to the Board.

ARTICLE IV. Meetings

SECTION 1: General Meetings:

- a. The Chapter shall meet at least twice a year.
- b. Meetings shall be announced on the Website prior to scheduled meetings. Other meetings may be held at times and places determined by the Board.

SECTION 2: Executive Board Meetings:

- a. The Executive Board shall meet at least twice a year.
- b. Three fifths of voting members shall constitute a quorum required to transact business.
- c. Ad hoc committee chairs, members of all committees, all liaisons and any others engaged in the conduct of Chapter business shall be invited to Board meetings. Board meetings shall be open to any member in good standing.

ARTICLE V. Finances

SECTION 1: The annual Chapter budget shall be reported to the membership annually.

SECTION 2: The annual chapter dues of each member shall be established by the Board. Member's chapter dues shall be paid with National AWIS dues except as designated by National AWIS.

ARTICLE VI. Nominations and Elections

SECTION 1: An election shall be held each year to fill the offices of President, Vice-President, Member- at-Large, Secretary and Treasurer for one year terms. The election shall be held no later than two months prior to the expiration of current terms. Newly elected officers shall take office on May 1.

SECTION 2: A Nominations and Election Committee consisting of at least three members shall be appointed by the Board no later than January, to serve a term not to exceed that of the Board. This committee shall select a slate of candidates to present to the membership for approval as elected officers and a list of co-chairs and Editor to present, after the election, to the newly constituted Executive Committee for appointment as non-voting Board members. Any member may submit names of candidates for consideration by the Committee or may specify that a member, with that member's consent, be placed on the ballot as a petition candidate.

SECTION 3: A ballot listing the offices and candidates shall be prepared and distributed to the members no later than one month prior to the ballot return date.

SECTION 4: Ballots shall be counted by at least three members of the Nominations and Election Committee within 10 days of the ballot due date. A simple majority of those voting is required for election to office. The results of the election are to be presented at the next general meeting or by mail.

SECTION 5: In the event that only one candidate is available for appointment to Co-Chair offices, the responsibilities of office can be carried out by this Co-Chair while the Nominations and Election Committee searches for another.

ARTICLE VII. Annual Report

The President shall prepare an Annual Report, summarizing the activities and financial status of AWIS- Palo Alto for the previous fiscal year. The Annual Report shall be part of the Chapter record kept by the Secretary and presented to the Executive Board of National AWIS and to the Chapter membership in summary form.

ARTICLE VIII. Publication of Chapter Activity Summaries

Summaries of activities and events shall be published on the chapter's public website at regular intervals as determined by the Board. The President or a delegate of the President shall review the summaries prior to publication.

ARTICLE IX. Responsibilities to National AWIS

Pursuant to the Bylaws of National AWIS for Chapters, AWIS-Palo Alto provides National AWIS:

- a. The Chapter's current address and the name and telephone number of the primary contact person. National AWIS must be notified when there is any change in this information.
- b. A copy of the Annual Report, including a list of Chapter officers and the Directory of Members.

ARTICLE X. Revision of or Amendments to Bylaws

Amendments to or revision of these Bylaws may be submitted by a member at any time to the Board for review. Suggestions for revisions may be made by voice at a general meeting or by writing to the Secretary. The final version of the amendment is to be submitted to members of the Chapter for approval by ballot vote. A simple majority of

the members voting is required for ratification. Any approved amendments must be submitted to National AWIS for review and take affect upon approval by National AWIS.

ARTICLE XI. Affiliation with other Organizations

Upon approval by the Board, AWIS Palo Alto may hold membership in other organizations having a purpose similar to that of the Chapter.

ARTICLE XII. Dissolution

SECTION 1: In the event of the dissolution of AWIS-Palo Alto, by majority vote of the membership, due to insufficient resources to maintain an active chapter, or for other reasons, all assets shall be donated to the AWIS Educational Foundation, in accordance with National AWIS guidelines and/or state guidelines.

SECTION 2: National AWIS shall be notified in writing of the dissolution and shall receive the records of the Chapter.

ARTICLE XIII. Parliamentary Procedures

The Chapter shall abide by Robert's Rules of Order, newly revised, in resolving procedural questions.