

BYLAWS

ASSOCIATION FOR WOMEN IN SCIENCE

PHILADELPHIA CHAPTER

Originally Adopted Jan. 28, 1988, and Revised May 2002, May 2007, and October 2012

Article I. Name and Affiliation

The name of this organization is the ASSOCIATION FOR WOMEN IN SCIENCE, PHILADELPHIA CHAPTER, hereinafter referred to as AWIS-PHL. AWIS-PHL shall be a chapter of the national organization, the Association for Women in Science, Incorporated, hereinafter referred to as National AWIS.

Article II. Purpose

This organization is organized and operated exclusively for charitable and educational purposes, specifically: to promote and support 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. Members

All chapter members must be National AWIS members.

SECTION 1: Any Individual who is a member of the National AWIS and who supports the purpose of AWIS-PHL is eligible for membership in the Chapter and shall hold full membership status upon payment of Chapter dues. Hereafter, full members shall be referred to as members.

SECTION 2: Annual chapter membership dues for AWIS-PHL shall be established by the Executive Committee within the parameters of membership categories as established by National AWIS. The National AWIS office (which collects both national and chapter dues annually) shall be notified by the chapter contact of the cost of AWIS-PHL dues and of any changes in said amount as may be determined by the Executive Committee in the future.

Membership in AWIS-PHL shall be forfeited if payment of dues (national and/or local) is delinquent for more than three months. Reinstatement will be made after notification by National AWIS that said dues have been paid.

SECTION 3: All members of AWIS-PHL shall have voting privileges.

Article IV. Officers

SECTION 1: Eligibility. Any member in good standing of AWIS-PHL shall be eligible for election to office. There are no restrictions on someone who previously served as an officer

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again seeking the same or any other office. However, one person may not hold two offices simultaneously.

SECTION 2: Governing Board. The Governing Board shall consist of both voting and non-voting members. The voting members shall be the President, Past-President, President-Elect, Vice President, Secretary, and Treasurer.

Non-voting members may include, without limitation: counselors, members-at-large, chairpersons of standing and ad hoc committees, graduate student/postdoc liaison, editor of the newsletter, the webmaster, and others appointed by the President.

The business of AWIS-PHL shall be conducted by the voting members of the Governing Board in consultation with the non-voting members and includes but is not limited to:

- Approval of annual financial policies and budget; and
- Strategic planning and prioritization.

Except for in-person Board meetings or other forms of meeting by whereby all persons participating in the meeting can hear each other at the same time, voting shall be conducted by e-mail or by mail after interactive discussion. Any action taken by email or by mail requires the unanimous consent of the voting members of the Board. A quorum for any ballot of the Governing Board shall consist of a majority of voting members of the Governing Board. No members of the Governing Board may vote by proxy.

SECTION 3: Duties of the Officers. The President-Elect, Vice President, Secretary, and Treasurer shall be elected annually by the members of AWIS-PHL. It is expected that candidates for President-Elect will have served on the Governing Board as either a voting or a nonvoting member. The President and Past President shall accede to office after one year as President-Elect or President, respectively, with the exception that the office of Past President shall be filled by the most recent former President available and not currently holding another office. The term of office for all Officers shall begin on June 1. The term of office for President-Elect, President, and Past-President is one year. There are no term limits for Secretary or Treasurer.

The President shall:

- Preside at business meetings of AWIS-PHL and at meetings of the Executive Committee and Governing Board.
- Represent AWIS-PHL at national meetings of AWIS, or if unable to attend, shall appoint a representative of AWIS-PHL, preferably from the Executive Committee.
- Act as or appoint a liaison between AWIS-PHL and National AWIS, receive and respond to communications from National AWIS.
- Update National AWIS with the following information annually and at any time there is a change in this information: name, mailing address, phone number, and email address of the chapter contact; chapter email address and URL; a list of chapter officers following the annual election.
- Coordinate the business affairs of AWIS-PHL.
- Appoint persons to offices that become vacant with the approval of a majority of the Executive Committee. If the office of President-Elect becomes vacant (except in the case of the President-Elect having to assume the office of the President), the President, with the approval of the Executive Committee will appoint a President-Elect who must be approved by a majority of the membership in an electronic and/or postal mail ballot.
- Coordinate the selection of the Elizabeth Bingham Award winner.

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- Appoint persons to non-elected positions within the chapter with the approval of a majority of the Executive Committee. These shall include committee chairs and other non-voting Governing Board members.
- Coordinate the preparation and submission of the Annual Report to National AWIS.
- Perform other duties incident to the office as required by the Bylaws of AWIS-PHL or by the Executive Committee.

The President-Elect shall:

- Assist the President in conducting the business affairs of AWIS-PHL.
- Perform all duties of the President in the absence, disability, or resignation of the President.
- Appoint members to and chair the Nominations and Election Committee.
- Prepare to assume the responsibilities of the Presidency at the end of the current term.
- Perform other duties incident to the office as required by the Bylaws of AWIS-PHL or by the Executive Committee.

The Past President shall:

- Assist the President and the President-Elect in the performance of their duties.
- Coordinate the selection of the Travel Award winners.
- Prepare the Annual Report for National AWIS in conjunction with the Treasurer
- Perform other duties incident to the office as required by the Bylaws of AWIS-PHL or by the Executive Committee.

The Vice President shall:

- Chair the Program Committee
- Perform other duties incident to the office as required by Bylaws of AWIS-PHL or by the Executive Committee.

The Secretary shall:

- Take and distribute minutes of chapter meetings and Executive Committee and Governing Board meetings and ensure appropriate record retention.
- Chair the Communications Committee
- Prepare and distribute to all members of AWIS-PHL the agenda of each chapter business meeting at least one week before the scheduled meeting.
- Report to the membership by electronic means and/or postal mail the results of any chapter elections, votes, or actions.
- Receive all correspondence to AWIS-PHL and maintain all records of correspondence.
- Coordinate with the Newsletter Editor and/or Webmaster on the production and distribution of the Chapter Newsletter and/or Web Site, including distribution to National AWIS and other Chapters.
- Prepare and oversee the distribution of meeting notices, announcements, and ballots as required. Distribution may be by electronic means and/or postal mail.
- Perform other duties incident to the office as required by the Bylaws of AWIS-PHL or by the Executive Committee.

The Treasurer shall:

- Serve as the chief fiscal officer of AWIS-PHL.
- Maintain financial records for AWIS-PHL and review the finances of the Association on an ongoing basis.
- Keep an up-to-date roster of AWIS-PHL members.

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- Receive all chapter dues and donations and keep these monies in authorized and insured financial institutions and disperse monies at direction of the Executive Committee.
- Advise the Executive Committee of AWIS-PHL of its financial status at each Executive Committee meeting.
- Prepare and present a financial report annually to the Executive Committee. This report shall be included in the AWIS-PHL Annual Report and shall be available to the membership upon request.
- Perform other duties incident to the office as required by the Bylaws of AWIS-PHL or by the Executive Committee.

SECTION 4. If the office of President becomes vacant, the President-Elect shall immediately succeed to that office for the remainder of that term and for the term following. The office of President-Elect shall remain vacant until the next general election. If the office of President-Elect becomes vacant, the Executive Board shall appoint a replacement. The President-Elect so appointed may hold a concurrent office until the time of the next general election. A special election shall be held within 30 days for approval of the appointment by the membership. If the office of Vice President, Secretary, or Treasurer becomes vacant, a replacement shall be appointed by the President, with approval by a majority vote of the remaining members of the Executive Committee, to serve until the next general election.

SECTION 5. Elected members of the Governing Board may be removed from office by unanimous vote of all the other voting members of the Board. If the vote is not unanimous, but is at least 2/3 in favor, the Board may elect to refer the matter to the membership for a ballot vote. If the vote of the Board is unanimous, the member who has been removed shall have the right to appeal directly to the membership for a ballot vote.

Article V. Committees

SECTION 1: Standing Committees. At a minimum, there shall be the following standing committees: Executive, Membership, and Program Committees.

SECTION 2: Committee Functions. Committees shall perform duties as specified in the Bylaws or as may be assigned by the Governing Board.

The Executive Committee shall be the voting members of the Governing Board and shall serve as the policy board of AWIS-PHL.

The Program Committee shall be chaired by the Vice President and, with the approval of the Executive Committee, arrange programs and other activities for the chapter meetings.

The Membership Committee will seek to expand the membership of the Chapter and assist the Secretary in membership-related duties.

The Communications Committee shall be chaired by the Secretary and shall include those involved in disseminating notices and other chapter information, the webmaster, and others who support these functions.

SECTION 3: Appointments. All Chairs of committees shall be appointed by the President with the approval of a majority of the Executive Committee, and members of these committees shall be appointed by the President after consultation with the Chair. Their term

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of office is at the discretion of the President. The President shall be an ex-officio member of all committees (except the Governance Committee, if any).

SECTION 4: Qualifications. Members of any committee are expected to be members of AWIS.

SECTION 5: Quorum. The quorum for a meeting of any committee shall be a majority of its members.

SECTION 6: Ad hoc committees. Ad hoc committees may be established by the President as needed for a specific purpose.

Article VI. Nominations and Elections

SECTION 1: Elections. Elections shall be held annually in which all members may vote electronically, in person, or by postal mail. A majority of the votes cast shall be necessary for election.

SECTION 2: Nominations. The President-Elect in January shall request from the membership, electronically or by mail, nominations for all vacant offices and shall submit a ballot listing the offices and candidates along with a brief biography of each candidate to the Secretary no later than April 1.

SECTION 3: Voting. The Secretary shall distribute the ballots by electronic and/or postal mail notification no later than April 15. Voting may be by electronic or paper ballot. Ballots shall be due no later than May 10 and shall be counted by at least two members of the Nominations and Election Committee within 10 days for presentation to the membership within one month at the next meeting, by electronic means, and/or by postal mail.

Article VII. Meetings

SECTION 1: Governing Board Meetings. The Association shall hold at least two Board meetings a year, either in-person or via teleconference or video-conference. The meetings will be announced 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.

SECTION 2: Chapter Meetings. Chapter meetings (business meetings and/or program meetings) shall be held on a regular basis, at least four times a year, and are open to all members and the general public. Special meetings may be called by the President. Meetings shall be held at times and places determined by the President and/or the Governing Board. Notice shall be sent to all members of the Association in a timely fashion.

In lieu of a business meeting, matters may be brought to the chapter membership by electronic means and/or postal mail.

SECTION 3: Quorum at for Action by Members. A quorum shall be the lesser of 100 members or 10% of the total number of votes entitled to be cast. Action by members may be taken either at a business meeting or by electronic means and/or postal mail. The Governing Board shall establish a record date for determining members entitled to vote at least 10 and not more than 50 days prior to the date of the vote.

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SECTION 4: Proxies. Every member entitled to vote at an in-person meeting of members may authorize any person or persons, according to a signed statement of their desired vote, to act for them by submitting a signed proxy prior to the date of the called meeting. Proxies are not permitted for electronic or postal mail voting.

Article VIII. Representatives to Other Organizations

Upon approval from the Executive Committee, AWIS-PHL may hold membership in other organizations having a purpose similar that of the Chapter. The Executive Committee may appoint members to represent the Association to other organizations with which it is affiliated.

Article IX. Parliamentary Procedure

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

Article X. Dissolution

SECTION 1: In the event of the dissolution of AWIS-PHL, all assets shall be donated to National AWIS for educational awards, in accordance with National AWIS guidelines and/or state regulations.

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

Article XI. Amendments

Amendments to these Bylaws may be proposed by any member of the Association for review by the Executive Committee. On approval by the Board, amendments shall be submitted to the membership at least 30 days prior to a vote. A simple majority of ballots submitted that are in support of the amendment will ratify any such amendment. Any approved amendments must also be submitted to National AWIS for review and approval.

(This version was completed and approved _____.)