

## **BYLAWS**

### **ASSOCIATION FOR WOMEN IN SCIENCE**

#### **PHILADELPHIA CHAPTER**

Originally Adopted Jan. 28, 1988, and Revised May 2002, May 2007, October 2012, October 2016, May 2019, and May 2022

#### **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" or "the Chapter." AWIS-PHL shall be a Chapter of the national organization, the Association for Women in Science, Incorporated, hereinafter referred to as "National AWIS," "AWIS National," "AWIS," or "the Association." The Chapter operates under the authority of the Chapter Charter provided by AWIS.

#### **Article II. Purpose**

Consistent with the purpose of the Association, this Chapter 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. At the chapter level, this also includes programming and resources to provide networking, mentoring, and leadership opportunities for women in STEM at all levels of their careers and education.

#### **Article III. Members**

All Chapter members must be National AWIS members.

SECTION 1: Any individual who is a member of AWIS National and who supports the purpose of AWIS-PHL is eligible for membership in the Chapter and shall hold full membership status upon selection of the Philadelphia Chapter when joining or renewing membership via AWIS. Hereafter, full members shall be referred to as members.

SECTION 2: Chapter dues are included in the dues for the various membership levels set by the Association, and 25% of membership dues will be sent to the chapter (if any) chosen by the member.

Membership in AWIS-PHL shall be forfeited if payment of dues 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 in good standing shall have voting privileges.

## **Article IV. Board**

SECTION 1: The Board shall consist of both voting and non-voting members.

The voting members shall be the Elected Officers/Executive Board (President, Past-President, President-Elect, Vice President, Secretary, and Treasurer), as well as, without limitation, chairpersons of standing and ad hoc committees in addition to the graduate student/postdoc liaison, mentoring circles coordinators, webmaster, diversity officer, editor of the newsletter (if any), and others as designated by the board, e.g., members-at-large, etc.

Non-voting members shall include counselors/advisors, and others invited by the President. Counselors/advisors may be former Board members or others who have demonstrated or expressed a commitment to the mission and goals of the Chapter.

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

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

Except for in-person Board meetings or other forms of meeting whereby all persons participating in the meeting can hear each other at the same time, voting shall be conducted by e-mail or other electronic means or by postal mail after interactive discussion. Any action taken by email, electronic means or by postal mail requires consent of a supermajority of voting members of the Board. A quorum for any ballot of the Board shall consist of a majority of voting members of the Board. Voting by proxy is permitted provided that there is an electronic or paper record to verify the proxy.

In the event that immediate action is needed, the Executive Board may act in lieu of the full Board should the Board not be able to act in a timely fashion. Such action shall be reported to the full Board as soon as possible.

SECTION 2: Any member in good standing of AWIS-PHL shall be eligible for election to office or to serve on the Board. There are no restrictions on someone who previously served as an officer again seeking the same or any other office; however, one person may not hold two elected offices simultaneously unless specifically approved by the board.

SECTION 3: The President-Elect, Vice President, Secretary, and Treasurer shall be elected annually by the members of AWIS-PHL. It is preferable that candidates for President-Elect will have served on the Board as either a voting or a non-voting 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 Vice President, Secretary or Treasurer.

The duties of the elected officers are summarized below in conjunction with current SOPs as compiled (see Dropbox files)

The President shall:

- Preside at AWIS-PHL business meetings and Board meetings;
- Represent AWIS-PHL at national meetings of AWIS if possible, or if unable to attend, may appoint a representative of AWIS-PHL to act in that capacity;
- Act as or appoint a liaison between AWIS-PHL and National AWIS, to receive and respond to communications from National AWIS, including updating National AWIS as to the list of chapter leaders annually or at any time there is a change;
- Coordinate the business affairs of AWIS-PHL;
- Appoint persons to non-elected positions within the Chapter (see Article IV; Section 1) with the approval of a majority of the Board;
- Appoint an Assistant Secretary and/or Assistant Treasurer on an as-needed basis;
- Coordinate the preparation and submission of the Annual Report to National AWIS;
- Coordinate the selection of the Elizabeth Bingham Award recipient;
- Perform other duties incident to the office as required by the Bylaws of AWIS-PHL or by the Board.

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;
- Manage the Executive Board Nominations and Elections process (see Article VI);
- 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 Board.

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 Board.

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 Board.

The Secretary shall:

- Take and distribute minutes of Chapter and Board meetings and ensure appropriate record retention;
- Assist in the preparation and distribution to all members of AWIS-PHL the agenda for each Chapter business meeting at least one week before the scheduled meeting;
- Assist in receiving correspondence to AWIS-PHL and maintaining records of correspondence;
- Coordinate with the Communications Committee and/or Webmaster on the production and distribution by electronic means and/or postal mail of the Chapter news, notices, or announcements, including distribution to National AWIS and other Chapters;
- Coordinate with the Communications Committee, Social Media Committee, President-Elect, and/or Webmaster as appropriate on the distribution by electronic means and/or postal mail of ballots, as well as the results of any Chapter elections, votes, or actions as required;

- Perform other duties incident to the office as required by the Bylaws of AWIS-PHL or by the Board.

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;
- Coordinate with the Communications Chair to maintain an up-to-date roster of AWIS-PHL members;
- Receive all Chapter dues and donations, keep these monies in authorized and insured financial institutions, and disperse monies at direction of the Board;
- Advise the Board of the Chapter's financial status at least semi-annually;
- Prepare and present a financial report at least biannually to the Board and which 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 Board.

SECTION 4. If the office of President becomes vacant, the President-Elect shall immediately ascend 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 for any other reason, the President, with the approval of the 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 Board, to serve until the next general election.

SECTION 5. Elected members of the 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: At a minimum, there shall be the following standing committees: Executive, Program, Membership, Outreach, and Communications.

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

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

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

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

The Communications Committee shall coordinate with the Secretary and Membership Committee, and shall include those involved in disseminating notices and other Chapter information such as the Webmaster, the Social Media Chair, and others who support these functions.

The Outreach Committee shall serve as the liaison between AWIS-PHL and other chapters and organizations to share information and coordinate joint programs and events. It shall also be responsible for AWIS-PHL outreach activities directed toward promoting women in science.

SECTION 3: All Chairs of committees shall be appointed by the President with the approval of a majority of the Board, and members of the respective committees shall be appointed by their Chairs. The term of office of the Chairs is at the discretion of the Board. The President shall be an ex-officio member of all committees (except the Governance Committee, if any).

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

SECTION 5: Ad hoc committees may be established by the President as needed for a specific purpose.

## **Article VI. Nominations and Elections**

SECTION 1: 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: In the first quarter of the calendar year, the President-Elect 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: The President-Elect, together with the Secretary, Webmaster, and Communications Chair, shall oversee distribution of the ballots by electronic and/or postal mail 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 Chapter who are not on the ballot within 10 days for presentation to the membership within one month by electronic means, and/or by postal mail.

## **Article VII. Meetings**

SECTION 1: 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 (business meetings and/or program meetings and/or social events) shall be held on a regular basis, at least four times a year, and are open to all members and the general public (unless designated "members-only"). Special meetings may be called by the President. Meetings shall be held at times and places determined by the President and/or the Board and may be in person, virtual, via teleconference, or hybrid. 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: A quorum for action by Members 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 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.

SECTION 4: 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 Board, AWIS-PHL may hold membership in other organizations having a purpose similar that of the Chapter. The Executive Board 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/Revisions**

Amendments/revisions to these Bylaws may be proposed by any member of the Association for review by the Board. On approval by the Board, amendments/revisions 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 amendments/revisions will ratify any such changes. The approved amended/revised version shall be provided to National AWIS.

(This version was completed and approved \_\_\_\_\_).