

CONSTITUTION AND BYLAWS
ASSOCIATION FOR WOMEN IN SCIENCE, MASSACHUSETTS
CHAPTER (BOSTON)
Update Version: 09/20/2023

CONSTITUTION

Article I. Name and Affiliation

The name of this organization is the Association for Women in Science, Massachusetts Chapter (Boston), hereinafter referred to as MASS AWIS or the Chapter. MASS AWIS shall be a Chapter of the national organization, the Association for Women in Science, Incorporated, hereinafter referred to as National AWIS (or AWIS).

Article II. Purpose

This organization is organized and operated exclusively for charitable and educational purposes, specifically to encourage women to pursue careers in the science, technology, engineering, and mathematics (STEM) fields; to assist women in developing skills relevant to advancing their careers in the STEM fields; to raise public awareness of the scientific and technological skills and contributions of women; to work with other scientific, educational, and women's organizations in developing national and community programs that meet the above goals; and to provide recognition of individual women scientists to advance the above goals.

Article III. Membership

SECTION 1: Any individual who is a member of National AWIS and supports the purpose of AWIS is eligible for membership in MASS AWIS and shall hold full membership status upon payment of dues to National AWIS.

SECTION 2: All members of MASS AWIS in good standing shall have voting privileges. Each individual member has one vote.

Article IV. Authority

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

SECTION 2: MASS AWIS shall have the power to establish the rules and regulations of the Chapter, to delegate responsibility, and to amend any or all parts of 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 email ballot. A simple majority of the members' voting is required for ratification. Any approved amendments must also be submitted to National AWIS for review and approval.

BYLAWS

Article I. Executive Board

SECTION 1: The Executive Board (hereafter referred to as the Board or EB) shall consist of all Committee Chairs and presiding Chapter Officers. The Chapter Officers include the President, Past President, Vice President, Administrator, and Treasurer. The Executive Board may include up to two co-Presidents and/or two co-Vice Presidents. Each committee may be served by one, two, or three Chairs. Committees with three chairs shall submit a justification to the Board. The Executive Board shall serve as the policy body of MASS AWIS. Each Executive Board member has one vote, even if that member has two positions within the Board.

SECTION 2: The President, Vice President, Administrator, Treasurer, and all Committee Chairs shall be nominated by members of the existing Board. Nominations for succession of an existing Board position shall be made according to Article IV of the Bylaws. The term of office shall be for one year, beginning July 1st. The office of Past President shall be filled by the most recent former President available.

Elected Board members must sign and adhere to the MASS AWIS Code of Conduct (attached as a binding document to the Bylaws). If a violation of the MASS AWIS Code of Conduct is reported to the EB, then an EB hearing must be scheduled to discuss the violation and any remedial steps.

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

Treasurer, Administrator, or committee chair becomes vacant, a successor shall be nominated and voted by the Board and will hold the position until the next term.

SECTION 4: All members of the Executive Board must be AWIS members in good standing. Elected members of the Board shall comply with the MASS AWIS Code of Conduct.

SECTION 5: In case a Board Member is not in good standing pursuant Section 4, or is found to violate the Code of Conduct, the member and the rest of the Board shall be notified in writing. That member has the option to request a Hearing with the Board within 30 days of the notification. If no hearing is requested, the member in violation will be officially removed from the Board and participation in all duties shall be terminated. If a Hearing is held, the member may be removed from office by a majority vote by the other members of the Board. The member who has been removed shall have the right to appeal directly to the membership for a ballot vote.

SECTION 6: The President, vice President, and Past President shall have the authority to convene an emergency Board meeting. More than half of the total number of Board members shall constitute a quorum that is required for business to be transacted at Board meetings.

SECTION 7: The Executive Board will nominate and vote on an External Adviser at the beginning of each term to provide advice in case of special issues and extenuating circumstances. The External Adviser cannot be a current member of the Board but shall be a former member of the Board or have similar experience in other non-profit organizations.

SECTION 8: The Association shall indemnify any Officer and Executive Board member of the Chapter against any action or proceeding other than one by or in the right of the Chapter to produce a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, by reason of the fact that the officer or director, the officer's or director's testator, or intestate, was a director or officer of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Officer and Executive Board member acted, in good faith, for the purpose which the Officer and Executive Board member reasonably believed to

be in the best interests of the Chapter, and in criminal actions or proceedings, in addition had no reasonable cause to believe that the conduct was unlawful.

No indemnification shall be made in respect of a threatened action or a pending action which is settled or otherwise disposed of any claim, issue, or matter as to which person shall have been adjudged to be liable to the corporation, unless, and only to the extent that the court in which the action was brought, or if no action was brought, the Executive Board determines that the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court or Executive Board deems proper.

Article II. Duties of Officers

SECTION 1: The President shall:

- a. Preside at special meetings of MASS AWIS and meetings of the Executive Board.
- b. Represent MASS AWIS at meetings of National AWIS.
- c. Coordinate business and affairs of MASS AWIS.
- d. Act as liaison for MASS AWIS to National AWIS, receiving and responding to communications from National AWIS. Ensure that communications are distributed appropriately to other members of the MASS AWIS Board.
- e. Perform other duties incident to the office as required by the Constitution and Bylaws or by the EB.

SECTION 2: The Vice President shall:

- a. Perform all duties of the President in the absence, disability, or resignation of the President.
- b. Assist the President and Past President in the performance of their duties.
- c. Perform other duties incident to the office as required by the Constitution and Bylaws or by the EB.

SECTION 3: The Past President shall:

- a. Assist the President and Vice President in the performance of their duties.
- b. Perform other duties incident to the office as required by the Constitution and Bylaws or by the EB.

SECTION 4: The Administrator Shall:

- a. Prepare and distribute to all Executive Board members an agenda for each Board meeting at least two weeks before the scheduled meeting.
- b. Keep minutes of the Executive Board meetings.
- c. Perform other duties incident to the office as required by the Constitution and Bylaws or by the EB.

SECTION 5: The Treasurer shall:

- a. Receive all chapter dues, donations, and other income; keep these monies in an authorized (and insured) financial institution; and disburse all monies to be paid by MASS AWIS.
- b. Maintain financial records for MASS AWIS.
- c. Pay all invoices and request for reimbursement by check, bank draft using checking account info online, or other financial accounts owned by MASS AWIS.
- d. Prepare and present a financial report to the Executive Board at quarterly board meetings. Prepare a year-end financial report, which shall be part of the MASS AWIS Annual Report. Submit the MASS AWIS Annual Report to National AWIS, which includes the financial report and summary of the chapter activity after the close of the fiscal year (June 30). Submit form 990N-E to the IRS by Nov 15. Submit annual MA state tax return by Nov 15 or by the automatic extension deadline of May 15. Ensure that material changes (organization name, address, etc.) are recorded with the concerned office of the state of MA. Maintain Form ST-2, Sales Tax Exemption Certificate, with the state.
- e. Assist the Outreach and Engagement Committee in maintaining membership records and determining membership status.
- f. Prepare annual budgets for all Committees and provide assistance to Committee Chairs with regards to budget management.
- g. Perform other duties incident to the office as required by the Constitution and Bylaws or by the EB.

Article III. Committees

SECTION 1: Committee Chairs duties:

- a. Manage the operational aspects of the Chapter specific to the function of their committee.
- b. Ensure that all activities by all members of the committee abide by the Constitution and Bylaws and align with the MASS AWIS mission.
- c. Perform other duties incident to the office as required by the Constitution and Bylaws or by the EB.
- d. Recruit, manage and develop volunteers to serve as members of their respective committees.

SECTION 2: There shall be the following standing committees:

- a. Events Committee: responsible for organizing educational and social events for the Chapter.
- b. Mentoring Committee: responsible for managing the Mentoring Circle Program and any additional mentoring activities initiated by the Chapter.
- c. Outreach and Engagement Committee: responsible for attracting new members, maintaining member relations and records, and ensuring a positive experience for all members. Also responsible for seeking and maintaining donors willing to support the Chapter's mission, and for managing, in collaboration with the Treasurer, the Scholarship program (funds, applications and awards) and any additional activities required.

- d. Communications Committee: responsible for all communication with members and the broader community. Mechanisms of communication include the mailing list, social media, and the MASS AWIS website.
- e. Leadership Committee: responsible for running the Leadership Program and creating a strong network of program alumnae.
- f. Diversity, Equity, and Inclusion Committee: responsible for supporting MASS AWIS' mission by promoting diversity, equity, inclusion, and a sense of belonging among the Chapter members, collaborating with all committees.

SECTION 3: Committees may be created or terminated as deemed necessary by the Executive Board without an immediate amendment to the Bylaws.

SECTION 4: Any AWIS member in good standing with the Chapter may serve on any committee upon approval of the committee Chairs.

Article IV. Nominations and Elections

SECTION 1: An election shall be held once each year to fill the offices of President, Vice President, Treasurer, Administrator, and all Committee Chairs for the next term (the External Adviser is not elected but chosen by the Board at the beginning of each term). This election shall be held no later than one month prior to the expiration of the current term. Exceptions may be made to the one-month prior to the expiration of the current term requirement by approval of the President, Vice President and Past President. The Board term shall commence on July 1st under any circumstances.

SECTION 2: Nominations and Elections are managed by the EB. The President shall solicit input from all members of the EB regarding succession plans for all positions for the next term (in January). If any members of the EB will not be serving in the next term, they shall nominate successors (in February). If there is no successor nominated, the open position will be advertised to the entire Chapter by newsletter (in March). All candidates shall complete the application form and submit it to the Administrator who will distribute them to the EB (April). The EB shall review and agree on the final slate of candidates (no later than May). If there is more than one candidate for a position, the EB shall vote for one candidate or approve the position to be filled by more than one member. The final slate shall be presented to the members of MASS AWIS for election. The outside advisor might be consulted in the event a conflict occurs with the slate proposed by the EB.

SECTION 3: The EB slate must be formally ratified by the MASS AWIS members. The entire slate is ratified by a single ballot and the Board shall call for ballots to be cast via electronic survey. Each member in good standing has one vote. A majority of the members voting is necessary to approve the nominations.

Article V. Dues and Membership

SECTION 1: All chapter membership dues are managed through National AWIS.

Article VI. Meetings

SECTION 1: Special meetings may be called by the President. Individual Committees will meet more frequently throughout the year. Educational or social events shall be held on a regular basis.

SECTION 2: The EB shall meet at least four times per year to review ongoing operations and chapter activities, to review policy decisions, and to drive the strategic direction of the Chapter. Executive Board meetings shall be open to members of MASS AWIS. An Executive Session may be called for by any Board member in order to discuss confidential or sensitive topics, during which time general members in attendance will be asked to step out of the room.

Article VII. Annual Report

The Executive Board led by the Treasurer, shall prepare an Annual Report, summarizing the activities and financial status of MASS AWIS for the previous fiscal year. The Annual Report shall be presented to the full Board of Directors and subsequently recorded as part of the Chapter record. It shall also be made available to the Chapter membership and supplied to the Executive Board of National AWIS as directed in Article VIII.

Article VIII. Responsibilities to National AWIS

As a chapter of National AWIS, MASS AWIS must provide the National Headquarters with the following information:

- a. The Chapter's current address and the name, telephone number and email address, if available, of the primary contact person. National AWIS must be notified when there is any change in this information.

- b. A list of the Chapter officers within 30 days of their election, including addresses, email addresses and phone numbers. MASS AWIS must notify National AWIS of any changes in those offices, or in their addresses or phone numbers.
- c. A copy of the MASS AWIS annual report by September 30 of each year.

Article IX. Amendments

Amendment to the Bylaws may be submitted at any time to the Executive Board for review. The final version of the amendment is to be submitted to the Chapter members for approval by ballot vote. A simple majority of the members voting is required for ratification. Any approved amendments must also be submitted to National AWIS for review and approval.

Article X. Dissolution

SECTION 1: In the event of the dissolution of MASS AWIS, all assets shall be donated to the AWIS Educational Foundation following National AWIS guidelines and/or state regulations.

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

Article XI. Parliamentary Procedure

The Chapter shall abide by Robert's Rules of Order, Newly Revised in conducting its business meetings.