

AMERICAN ASSOCIATION OF UNIVERSITY WOMEN

Vero Beach, FL Branch, Inc.

BYLAWS

Amended March 7, 2017

Linda B. Clerch, Ph.D.

Parliamentarian

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN VERO BEACH, FL BRANCH, INC.**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Vero Beach, FL Branch, Inc., hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Vero Beach, FL Branch, Inc. is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

Section 2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues.

a. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

Article V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate’s affiliation with AAUW, all assets of the

Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall begin July 1.

Section 2. Dues. Dues of AAUW Vero Beach, FL Branch, Inc. members shall include those for AAUW, AAUW Florida, and branch and shall include a subscription to the publication distributed to all members. The branch annual dues shall be set by the branch Board of Directors.

Section 3. Payment of Dues.

a. Continuing Members. Dues of all continuing members are payable on or before July 1. A member whose dues remain unpaid after July 31 shall be dropped from membership. The branch treasurer shall immediately forward all AAUW dues and subscriptions for AAUW members to AAUW and all state dues to the AAUW Florida treasurer.

b. Dual Members. AAUW members of other branches may hold dual membership in AAUW Vero Beach Branch upon payment of AAUW Vero Beach dues.

c. New Members. Dues of new members may be paid at any time and shall be forwarded to AAUW and AAUW Florida immediately.

Section 4. Finances.

a. The branch will annually provide the state and AAUW with a designated contact for administration and finance.

b. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. No indebtedness in excess of \$100.00 over amounts provided for in the budget shall be incurred by the branch except upon a recommendation of the Board of Directors.

ARTICLE XI. OFFICERS

Section 1. Officers.

a. Elected Officers. There shall be a president(s), executive vice president (s), program vice president(s), membership vice president(s), recording secretary, corresponding secretary, treasurer, and assistant treasurer.

b. Appointed Officers and Directors. The appointed officers and directors shall be Parliamentarian, Director for Development, and Director for Public Policy. Appointed officers and directors shall be appointed by the President with approval of the executive committee. Appointed officers and directors shall take office on July 1 and serve for one year, in concert with the term of the President.

Section 2. Duties. Officers shall perform the duties prescribed by these bylaws, by their position descriptions, and by *Robert's Rules of Order, Newly Revised*. All officers and chairs shall submit an annual report to the president.

a. President. The branch president conducts the business of AAUW in the branch and develops, implements, and oversees all AAUW activities in the branch and community. The president shall officially represent the branch in activities of the AAUW and Florida AAUW. The president shall be responsible for submitting such reports and forms as required by the AAUW and AAUW Florida. The branch may elect a co-president.

b. Executive Vice President. The executive vice president (also known as president-elect) shall be the president's assistant, perform the duties of the president in all cases in which the president is unable to serve, and shall become the president in the following year.

c. Program Vice President. The program vice president shall chair the program development process, assume responsibility for implementing the branch programs of AAUW Vero Beach, and perform the duties of the president in all cases in which the president or the executive vice president is unable to serve. The branch may elect a program co-vice president. The branch may elect a co-executive vice president.

d. Membership Vice President. The branch membership vice president oversees efforts to recruit and sustain a diverse, active membership in the branch. The membership vice president shall act as presiding officer in the absence of the president, the executive vice president and the vice president for program. The branch may elect a membership co-vice president.

e. Recording Secretary. The recording secretary shall keep minutes of the meetings of the branch, the board of directors, and the executive committee. Recorded minutes shall be signed by three members and made available upon request.

f. Corresponding Secretary. The corresponding secretary shall be responsible for such correspondence as delegated by the president or by the board of directors.

g. Treasurer. The treasurer oversees the fiscal and financial operations of the branch. The treasurer shall serve as chief financial officer of AAUW Vero Beach.

h. Assistant Treasurer. The assistant treasurer shall assist the treasurer, as directed, in carrying out the responsibilities of chief financial officer of AAUW Vero Beach and shall become the treasurer the following year.

i. Parliamentarian. The parliamentarian shall ensure that AAUW Vero Beach meetings are conducted in accordance with the current edition of *Robert's Rules of Order, Newly Revised* and that a copy of this publication is available at all meetings. The parliamentarian shall be responsible for keeping the AAUW Vero Beach bylaws and policies in conformity with the AAUW and state bylaws.

Section 3. Vacancies. All vacancies for unexpired terms shall be filled by vote of the Board of Directors.

Section 4. Terms. All officers shall take office on July 1. Executive officers are elected for two year terms with the exception of the president, executive vice president, treasurer and the assistant treasurer; these three positions are held for one year. Positions may be held beyond term limits until their successors are elected. The assistant treasurer shall serve one year in that office and shall serve as treasurer the following year. The executive vice president shall serve for one year and shall become president the following year. Whenever possible, the membership vice president and the recording secretary shall be elected in even-numbered years and the program vice president and corresponding secretary shall be elected in odd-numbered years. All officers shall be eligible for immediate re-election to the same office for one (1) term only. After one year off, a board member may be permitted to return to the same office. This does not preclude a board member from taking a different office in the year following the expiration of the elected term. The incoming president may call a meeting of the incoming Board of Directors or the executive committee prior to July 1 to approve appointments and make plans for the coming year.

Section 5. Nominations and Elections.

a. Nominating Committee. A nominating committee of five (5) members (three elected by the Board of Directors and two by members) shall be elected at least two months prior to the annual election of officers, and shall prepare a slate of nominees to be presented at the branch meeting two months prior to the election, or in writing to each member at least two weeks before the election. Nominations may be made from the floor at the time of the election, provided written consent of the nominee has been obtained.

b. Election. Elections shall be held at the annual meeting of the branch. Election shall be by voice vote. A majority vote of members present shall constitute an election.

ARTICLE X. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors.

a. Membership. The board of directors shall be composed of the elected and appointed officers and directors.

b. Meetings. Meetings of the board of directors shall be held at least seven (7) times a year. Special meetings may be called at any time by the president or upon the written request of five (5) members of the board of directors or twenty (20) members of the branch.

Section 2. Executive Committee. The executive committee shall consist of the elected officers of the branch. A meeting of the executive committee may be called by the president or by four (4) members of the executive committee. The recording secretary will keep minutes of meetings of the executive committee and the committee shall report to the board of directors on all actions taken by it between regular meetings of the board.

Section 3. Quorum/voting. The quorum of a meeting of the board of directors or executive committee shall be a majority of its members. Voting shall be by voice vote in person or by conference call. In the rare case when a time-sensitive vote is required and a face-to-face meeting or conference call is unfeasible, a vote may be taken electronically.

Section 4. Procedure for removing a board member or officer. A board member or officer may be removed by a majority vote of the board of directors at a regularly scheduled meeting where the item was placed on the written agenda; and the board member or officer to be removed provided a letter of resignation or had been given one month notice in writing.

ARTICLE XI. MEMBER MEETINGS

Section 1. Branch Meeting. During each fiscal year there shall be at least five (5) meetings of members of AAUW Vero Beach, FL Branch, Inc.

Section 2. Annual Meeting. The annual meeting of branch members shall be held in April, with the date, time, and place determined by the board of directors. The purposes of the annual meeting shall be to elect officers; receive reports of officers; if necessary amend bylaws; and conduct such other business as may be necessary.

Section 3. Special Meeting. Special meetings of members may be called by the president, five (5) members of the board of directors, or by the written request of twenty (20) members of the branch. Notice of the date, time, place, and the business to be brought before the members shall be sent to the members in writing at least five (5) days in advance. Only business for which notice has been given shall be transacted.

Section 4. Quorum. Fifteen per cent (15%) of the members of the branch shall constitute a quorum at member meetings.

ARTICLE XII. INDEMNIFICATION

To the maximum extent allowable by law, AAUW Vero Beach, FL Branch, Inc. may (as determined from time to time by the Board of Directors) indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, committee member, executive director, employee, or agent of AAUW Vero Beach, FL Branch, Inc. Every member of the Board of Directors, officer, committee member, executive director, or employee of AAUW-Florida shall be indemnified by AAUW Vero Beach, FL Branch, Inc. against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, committee member, executive director, or employee in connection with any threatened, pending, or completed action, suit or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, committee member, executive director, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of AAUW Vero Beach, FL Branch, Inc. and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that she/he reasonably believed to be in, or not opposed to, the best interests of AAUW Vero Beach, FL Branch, Inc. was negligent, engaged in misconduct, or, with respect to any criminal proceeding, had reasonable cause to believe that her/his conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board, officer, or committee member is entitled.

ARTICLE XIII. AMENDMENTS TO THE BYLAWS

The provisions of these bylaws not governed by the AAUW bylaws or the bylaws of Florida AAUW may be amended at any branch meeting by two-thirds (2/3) vote of those present and voting, provided notice of the proposed amendments shall have been given at the previous regular meeting or in writing to every member at least two weeks in advance of the meeting. Prior to being voted upon, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval. Revision of the bylaws that do not substantially alter the original intent may be implemented by a vote of the board of directors. As stated in Article VII, AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.