

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF MIDLAND MICHIGAN BRANCH, INC.

ARTICLES I-VII are AAUW mandated bylaws. Additional Branch bylaws begin with VIII.

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Midland Michigan 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 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.

BRANCH BYLAWS NOT MANDATED

ARTICLE VIII. DUES

Section 1. Branch Dues

- a. A member of national AAUW may become a member of the branch upon payment of branch and state dues.
- b. Changes in branch dues shall be determined at the annual meeting, at which there is a quorum, by two-thirds vote of those present and voting, provided notice has been given to the member 30 days prior to the meeting.
- c. Paid life members of AAUW are individuals who make a one-time payment of 20 years' dues based on the amount of AAUW dues the year the member elects to become a life member. Thereafter the life member is required to pay state and branch dues to become a member of the branch.
- d. Fifty-Year Honorary Members of AAUW are exempt from paying national, state and branch dues.
- e. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend branch meetings without vote.
- f. New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy. The branch board of directors may set a reduction in branch dues.
- g. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.
- h. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW and state and branch boards of directors. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members. Student affiliates may not vote nor hold office.

ARTICLE IX. OFFICERS

Section 1. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, AAUW Funds, and communications.

Section 2. The elected officers shall be a president, president-elect, vice presidents for program, membership, and finance, secretary, communications officer, nominations officer and delegate-at-large. Each office may be filled by an officer or co-officers. Co-officers will count as one (1) vote.

Section 3. The appointed officers shall be AAUW Funds, officers for public policy, college/university relations, technology/branch communications, parliamentarian, TWIG monthly newsletter editor, and used book sale chair. They shall be appointed by the president(s) with the approval of the executive committee.

Section 4. The president and president-elect will serve one year terms and the president-elect shall succeed to the presidency the second year. The nominations officer and the delegate-at-large will serve one-year terms. All other officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1. No elected officer shall be eligible to serve more than two (2) consecutive terms in the same office. More than half a term shall be considered a full term.

Section 5. The incoming president may call a meeting of the incoming officers prior to July 1.

Section 6. A vacancy in office, excluding the president and president-elect, shall be filled for the unexpired term by appointment of the president. A vacancy in the office of president shall be filled by the president-elect. The Nominations Committee shall then recruit a candidate for president-elect to be appointed, with approval of the board, by the president. A vacancy in the office of president-elect will be filled, with approval of the board, by a nominee recommended by the Nominations Committee.

ARTICLE X. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, branch policies, by the current edition of Robert's Rules of Order, Newly Revised, and the laws of the state of Michigan.

Section 2. All officers shall submit an annual written report to the president.

Section 3. The president shall be the official spokesperson and representative for the branch, shall be responsible for submitting such reports and forms as required by AAUW and the state, and shall be the designated AAUW contact for administration issues.

Section 4. The president-elect and vice presidents shall perform such duties as the president and board shall direct.

Section 5. The secretary shall record and maintain a file of the minutes of all board meetings and branch business meetings, i.e., general membership meetings in which members may be asked to vote or express consent or approval. In the absence of the secretary, another person, but not the presiding officer or the finance officer, must be appointed to record the minutes of these meetings and ensure that they are retained.

Section 6. The financial vice president shall be responsible for collecting, distributing, and accounting for the funds of the branch and shall keep separate ledgers for each type of account. The financial vice president shall collect dues and properly remit them to AAUW and the state by the specified deadline and shall be the designated AAUW contact for finance issues.

ARTICLE XI. NOMINATIONS

There shall be a nominating committee of five members chaired by the nominations officer. The committee shall include a past president and a past vice president for membership who have both served as these officers within the last ten years, and two members from the branch. The committee shall prepare a slate of officers to be presented in writing to the membership.

ARTICLE XII. ELECTIONS

Section 1. The names of the nominees shall be published and sent to every member at least thirty (30) days before the annual meeting.

Section 2. Nominations may be made from the floor with the written consent of the nominee.

Section 3. All elections shall be held at the annual meeting.

Section 4. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

ARTICLE XIII. ROTATION OF OFFICERS

Section 1. A president-elect, a delegate at large and a nominations officer shall be elected every year.

Section 2. The vice president for program and communications officer, shall be elected in odd numbered years.

Section 3. The vice presidents for membership and finance, and the secretary, shall be elected in even numbered years.

ARTICLE XIV. BOARD OF DIRECTORS

Section 1. The voting members of the board of directors shall include the elected officers of the branch, the appointed officers for AAUW Funds, college/university relations, public policy, technology/branch communications, the Twig monthly newsletter editor and used book sale chair. The parliamentarian shall be a non-voting board member. Co-officers will count as one (1) vote.

Section 2. The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and the state.

Section 3. The Board shall meet at least four times during the branch year and more often as necessary to conduct business. Special meetings may be called by the president and shall be called upon request of two (2) members of the board or five (5) members of the branch. Notice of a special meeting shall be sent to all board members at least twenty-four (24) hours before the meeting.

Section 4. The quorum of the board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the board.

Section 5. Voting Between Meetings. In the event of a need to meet a critical deadline between meetings of the branch board, an electronic vote of the board may be taken at the request of the president on any motion submitted to the board in writing provided that every member of the board shall have the opportunity to vote on the question submitted within five (5) days of being sent. Board members with no email shall receive written notice. Electronic response to the question should always be "Reply to All". If anyone has a question about the motion being presented there will be a HOLD option in addition to YES, NO, or ABSTAIN. Should anyone request a HOLD, another email be send with an answer to the question and a second vote will follow. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. Co-officers will count as one (1) vote. The result of the vote shall be sent to all voting members and then be recorded in the minutes of the next board meeting.

ARTICLE XV. EXECUTIVE COMMITTEE

Section 1. The executive committee shall be composed of the elected officers of the branch.

Section 2. The executive committee shall:

- a. have emergency power to act for the board of directors between meetings of the board and shall report to the board on all actions taken by it;

- b. provide for such review and control of funds as are necessary to assure their safekeeping and complete accounting;
- c. perform such other duties as the board may deem necessary.

Section 3. Meetings of the executive committee shall be held on the call of the president(s) or two (2) members of the executive committee. The incoming or continuing president(s) may call a meeting prior to July 1 for the coming year.

Section 4. A majority of the members of the executive committee shall constitute a quorum. Co-officers shall be considered as one voting member of the executive committee.

ARTICLE XVI. MEETINGS

Section 1. There shall be at least five (5) general membership meetings each year at places and times approved by the board.

Section 2. For any general membership meeting in which members may be asked to vote or express consent or disapproval, notice of the date, time, and place, and the business to be brought before the meeting shall be sent to each member of record entitled to vote at the meeting at least 30 days—but no more than 60 days--before the date of the meeting.

Section 3. The general membership meeting held in March shall be designated the Annual Meeting, the exact date, time and place to be determined by the board.

Section 4. The annual meeting shall be to conduct business including but not limited to hearing officers' reports, reviewing the budget, electing officers, establishing dues, amending bylaws, and giving directions to the board.

Section 5. The quorum shall be fifteen (15) percent of the branch members eligible to vote.

Section 6. Special meetings may be called by the president(s), five (5) members of the board of directors, or by written request of ten (10) members of the branch. Notice of the date, time, and place, and the business to be brought before the meeting shall be sent by the secretary to each member of record entitled to vote at the meeting at least ten (10) days in advance. Only business for which notice has been given shall be transacted.

Section 7. Notice of Meetings. Written notice of meetings shall be given by publication in the regular communications of the branch, including but not limited to notice in the branch monthly newsletter mailed or emailed to members of record. Alternatively, written notice may be given personally, by mail, or email to each member of record entitled to vote at her/her last address or email address as it appears in the branch records.

Section 8. Record Date for Determining Members of Record. The record date for determination of members entitled to notice and to vote at a meeting is 45 days before the date of the meeting.

ARTICLE XVII. COMMITTEES

Section 1. There shall be standing committees on, or persons concerned with: budget/finance, membership, program, public policy, and scholarships (local selection).

Section 2. Special committees may be appointed by the president(s) with the consent of the board.

Section 3. The chairs of all committees except those provided for by election shall be appointed by the president(s) with the approval of the executive committee. Chairs shall select the members of their committees in consultation with the president(s). Chairs shall serve as channels of communication in their respective fields with the state, and AAUW chairs or officials, and shall make such reports as are requested by those officials. Reports of branch chairs shall be made by the dates required by those officials.

ARTICLE XVIII. CONVENTIONS

Section 1. Delegates and alternates to the state conventions, as described in state bylaws, shall be elected by the branch and certified by the president.

Section 2. If the delegation is incomplete after the branch vote prior to the state convention, the president(s) shall have the right to complete the certification of convention delegates. At the convention, the chair of the delegation shall have this right.

ARTICLE XIX. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 2. Financial Policies. The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

Section 3. Budget. The board shall adopt an **annual budget for presentation to the branch.**

ARTICLE XX. INDEMNIFICATION

The organization shall indemnify and save harmless any and all of its directors or officers or any person who may have served or who may hereafter serve, at its request, as a director or officer of the organization, against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of being or having been directors or a director or officer of this organization, except in relation to matters as to which any such director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The foregoing right of indemnification shall be neither exclusive nor in derogation of other rights to which a director may be entitled.

ARTICLE XXI. AMENDMENTS TO THE BRANCH BYLAWS

Section 1. Prior Approval. All proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote.

Section 2. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting at which there is a quorum by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least 30 days prior to the meeting.

Edited for compliance and amended January 2017 to change board meeting requirement.

Edited October 2016 for compliance

Amended September 17, 2015 to create position of president-elect and authorize electronic voting

Edited March 2013 for compliance and amended for revision of nominations officer

October 2009

March 15, 2007

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Microsoft Word 2003

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