

**Bylaws of the  
American Association of University Women of Midland, Michigan  
AAUW MIDLAND BRANCH**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be the American Association of University Women Midland, Michigan hereinafter known as the "Affiliate."

**Section 2.** Affiliate. AAUW Midland Michigan is an Affiliate of AAUW as defined in Article V.

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

**ARTICLE II. PURPOSE**

**Section 1.** Purpose. As described below in Article V setting out the Affiliate, AAUW Midland Branch, purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

**ARTICLE III. USE OF NAME**

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

**Section 2.** Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate, AAUW Midland Branch, may be used only by Members and Affiliates and only according to policies and procedures established by the AAUW Board of Directors.

**Section 3.** Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

## **ARTICLE IV. MEMBERS OF THE ASSOCIATION**

**Section 1.** Membership. The membership of this Affiliate, AAUW Midland Branch, shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

### **Section 2.** Member Qualification.

#### **a.** Individual Members.

- (i.) Eligibility. An individual holding an associate (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 institution located outside of the United States, as determined by the 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- (ii.) 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.

**b.** College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.

**c.** Other Organizational Members. The Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

**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 of Members.

**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, and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

#### **b.** Life Membership.

- (i.) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

- (ii.) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

## **Section 5. Membership Decisions.**

- a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.
- b. Removal. 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 purpose according to these bylaws, with action taken following policies and procedures adopted by the 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 the college or university loses its eligibility.

## **Article V. AAUW AFFILIATES**

**Section 1.** An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW's purpose at a state or local level and which has been given the right to use AAUW's name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

### **Section 2. Organization**

- a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates' needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.
- c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this Affiliate, AAUW Midland Branch, 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 this Affiliate, AAUW Midland Branch, or the termination of this Affiliate's, AAUW Midland Branch, affiliation with AAUW, all assets of this 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 this Affiliate, AAUW Midland Branch, in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate's 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 this Affiliate's board of directors without a vote of the Affiliate's, AAUW Midland Branch, membership and as prescribed by the AAUW Board of Directors.

***End of National mandated Articles I – VII Midland Branch articles begin with Article VIII***

## **ARTICLE VIII. MIDLAND BRANCH DUES**

**Section 1.** 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 members 30 days prior to the meeting.

**Section 2.** An individual member of national AAUW may become a member of AAUW Midland Branch upon payment of branch dues and AAUW Michigan state dues.

## **ARTICLE IX. BRANCH OFFICERS**

### **Section 1. Elected Officers**

- a. There shall be elected officers to fulfill functions of administration, secretary, finance, program, membership, communication, nominations and a delegate-at-large. Each office may be filled by an officer or co-officers. Co-officers will count as one (1) vote.
- b. Elected officers shall serve for a term of one year or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

### **Section 2. Appointed Officers / Committee Chairs**

- a. There shall be appointed officers for public policy, college/university relations, parliamentarian, technology & branch communications, newsletter editor, and Used Book Sale committee chair. They shall be appointed by the president(s) with the approval of the executive committee and serve for one year, renewable indefinitely.
- b. There shall be a program committee of 2-3 members chaired by the program officer.
- c. 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.
- d. Appointed officers may create committees to execute projects in keeping with AAUW's mission and Branch goals.

## **ARTICLE X. ELECTIONS**

- a. All elections shall be held at the annual meeting.
- b. The names of the nominees shall be published and sent to every member at least thirty (30) days before the annual meeting.
- c. Nominations may be made from the floor with the written consent of the nominee.

- d. 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.
- e. A vacancy in office, excluding the president, shall be filled for the unexpired term by appointment of the president. A vacancy in the office of president will be filled, with approval of the board, by a nominee recommended by the Nominations Committee.

## **ARTICLE XI. Officer Duties**

**Section 1.** Officers shall perform the duties prescribed by these bylaws according to the current edition of *Robert's Rules of Order - Newly Revised*, the laws of the State of Michigan and by Branch policies.

**Section 2.** 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 3.** The secretary shall record and maintain a file of the minutes of all board meetings and Branch business meetings,

**Section 4.** 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.

**Section 5.** The delegate-at-large shall be a newer member to represent the membership, learn the functions of the board and assume duties as assigned by the President.

**Section 6.** Officers and committee chairs will follow job descriptions approved by the Board of Directors and found in Branch Policies and Procedures.

**Section 7.** Officers and Committee Chairs shall submit an annual written report to the president and supply the necessary information for the Branch annual report.

## **ARTICLE XII. BOARD OF DIRECTORS**

**Section 1.** Officers as defined in Article IX Sections 1 & 2 above shall constitute the Board of Directors for this Affiliate, AAUW Midland Branch. The Board shall have the general power to administer the affairs of the Branch, including but not limited to establishing Branch policies and procedures.

**Section 2.** Meetings of the Board shall be held at least five times per year. Special meetings may be called by the President, and shall be called at the request of four members of the Board or five members of the Branch membership. Meetings may be held by electronic means.

**Section 3.** In the event of a need to meet a critical deadline between meetings of the Branch board, an electronic vote may be taken by the Board at the request of the President on any motion submitted in writing to the Board. Every member of the Board shall have a five-day opportunity from the date sent to respond. The vote shall have the same effect as if at a Board meeting and be recorded in the minutes of the next Board meeting.

**Section 4.** The quorum of the Board shall be a simple majority of the voting members.

## **ARTICLE XIII. 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 XIV. FINANCIAL ADMINISTRATION**

### **Section 1. Fiscal Year**

The fiscal year shall correspond with that of AAUW and shall end on June 30.

### **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 prior to the start of the fiscal year.

## **ARTICLE XV. MEETINGS OF THE MEMBERSHIP**

### **Section 1. Annual Meeting**

An annual meeting shall be held to conduct business including, but not limited to, electing officers, establishing dues, and amending bylaws.

### **Section 2. General Meetings**

The Program Committee will offer at least 5 general meetings per year that focus on AAUW priorities. Additional meetings may be offered to feature Branch interests.

### **Section 3. Meeting Notice**

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. The quorum shall be 15% of the Branch members eligible to vote.

## **ARTICLE XVI. 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 XVII. 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 the annual 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 July 2024 for compliance and amended to conform to AAUW model bylaws

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

Edited January 2016 for compliance and amended to conform to AAUW model bylaws

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

Fall 2005

Microsoft Word 2003

Spring 2001