

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF THE MOUNT VERNON BRANCH**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Mt. Vernon Branch 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. OTHER AMENDMENTS TO THE BYLAWS

Amendments to these bylaws not mandated by AAUW may be approved by a two-thirds vote of Affiliate's members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least fourteen (14) calendar days prior to the applicable meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. Composition and Appointment.** There shall be up to three (3) members on the Nominating Committee. The Board of Directors of the Affiliate shall appoint the members of the Nominating Committee.
- b. Terms.** Members of the Nominating Committee shall be appointed at least three months before the Mt. Vernon Branch Annual Meeting.

Section 2. Nominations.

- a.** The names of the nominees for elected office shall be published and sent to every member at least 14 days prior to the annual Affiliate meeting. Nominations may be made from the floor with the consent of the nominee.

Section 3. Elections.

- a.** Elections shall be held at the annual Affiliate meeting.
- b.** Elections shall be by ballot unless there is only one nominee for a given office, when a voice vote may be taken. Elections shall be by a majority vote of the Individual Members voting.
- c.** Mail ballots or electronic voting may be used for elections, provided the number of Individual Members voting meets the quorum stated for meetings in Article XV, Section 4.

ARTICLE X. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. Elected Officers and Directors.** The elected officers and directors shall be president, membership vice president, program vice president, secretary, treasurer or secretary/treasurer (i.e., a combined position).
 - (1) Co-Officers.** Any officer position may be held by more than one Individual Member, each duly elected in accordance with these bylaws, provided each officer position shall have only one vote in any matter where the officer is voting.
 - (2) Even Numbered Year Elections.** The membership vice president and treasurer shall be elected in even numbered years.
 - (3) Odd Numbered Years.** The president, program vice president and secretary shall be elected in odd numbered years.
- b. Appointed Officers and Directors.** The appointed officers and directors shall be the public policy chair, communications (newsletter) chair, AAUW funds chair, and such other officers as shall be deemed necessary to carry on the work of the Affiliate. They shall be appointed by the president with the consent of the Board.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

- a. **Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the Board of Directors, and by the current edition of Robert's Rules of Order Newly Revised.**
- b. **The president shall be the official spokesperson and representative for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW. The Affiliate will annually submit the president's name to AAUW as the Affiliate's designated contact for administration. The president also shall perform the following duties:**
 - (1) **preside at all meetings;**
 - (2) **serve as an ex officio member of all committees, except the nominating committee;**
 - (3) **call special meetings of the Affiliate in accordance with the Affiliate bylaws;**
 - (4) **appoint non-elected officers with the consent of the Board as necessary to carry on the work of the Affiliate.**
- c. **The vice president(s) shall perform such duties as the president and the Board shall direct and as specified in Affiliate policies and job descriptions.**
- d. **The treasurer shall be responsible for collecting, distributing and accounting for the funds of the Affiliate and for meeting specific deadlines. The Affiliate will annually submit the treasurer's name to AAUW as the Affiliate's designated contact for finance.**
- e. **The secretary or an Individual Member designated as the recording secretary for a meeting shall record and keep minutes of all board, membership, and special meetings. Such minutes shall be available to the membership.**
- f. **All officers and chairs shall submit annual reports to the president.**

Section 3. Terms of Office.

- a. **Terms of Office.** Elected and appointed officers and directors shall serve for a term of two years or until their successors have been elected or appointed and have assumed office. No elected officer shall hold the same office for more than three consecutive terms. No officer shall hold more than one office, elected or appointed, at any given time.
- b. **Beginning of Terms.** The term of each officer and director shall begin on July 1.
- c. **Removal from Office.** An officer or director of the Affiliate may be removed for any reason by a two-thirds vote of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

Section 4. Vacancies.

- a. **All vacancies in office, excluding the president, shall be filled for the unexpired term by the Board of Directors.**
- b. **A vacancy in the office of the president shall be filled by the elected program vice president. In an even numbered year, the nominating committee shall present at the annual meeting a nomination for president to be elected for one year.**
- c. **If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.**

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Affiliate. This Affiliate must have a minimum of two directors and a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed Affiliate membership meeting and Board meeting.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to:

- a. provide oversight to ensure the proper administration of the affairs of the Affiliate; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, or these bylaws;
- b. act for the Affiliate between meetings of the membership;
- c. appoint standing committee members and such other Board and committee members as may be designated;
- d. adopt rules to govern its proceedings;
- e. establish task forces or special committees as needed;
- f. determine the date and location for any official meetings of the Affiliate;
- g. provide fiscal responsibility as outlined in Article XIV, Financial Administration, Section 1.

Section 3. Delegation of Power. [Reserved]

Section 4. Meetings.

- a. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least seven times a year at the call of the president at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Board will take effect if passed by the majority of the members of the Board.
- b. **Special Meetings.** Special meetings of the Board may be called by the president or shall be called upon the written request of two members of the Board of Directors or by five members of the Affiliate provided that at least five days notice of such meeting and its agenda have been given to the members of the Board.

Section 5. Voting Between Meetings. Between meetings of the Board of Directors, a written or electronic vote may be taken at the request of the president on any question submitted to the Board members in writing, provided that every member of the Board shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. If a majority of the Board members vote on any question so submitted, the vote shall be counted

and shall have the same effect as if cast at a board meeting. The result of the vote shall be in the minutes of the next Board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its voting members.

ARTICLE XII. EXECUTIVE COMMITTEE [Reserved]

ARTICLE XIII. COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with the consent of the Board of Directors.

Section 2. Purpose. With the approval of the Board of Directors, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

ARTICLE XIV. FINANCIAL ADMINISTRATION

Section 1. Administration. The Affiliate's Board of Directors shall have responsibility to:

- a. oversee the administration of finances, including adoption of the budget on an annual basis to present to the Affiliate;
- b. oversee the management, acquisition, and disposition of the Affiliate's property and equipment in accordance with the bylaws;
- c. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws including an annual financial review.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

Section 2. Adoption of Changes to Affiliate Dues. A change to the annual dues for Affiliate Members shall be approved by a majority vote of the Members upon recommendation of the Board of Directors, provided written notice has been given to all Members at least thirty (30) days prior to the vote.

Section 3. Affiliate Dues. Affiliate dues payment procedures shall be established by the Affiliate's Board of Directors. Individual Member dues (composed of AAUW, state and Affiliate dues, except as provided below in the case of life members and honorary life members) shall be payable as follows:

- a. Dues of continuing Individual Members are payable on or before July 1. After notification of nonpayment, a member whose dues remain unpaid will be dropped from membership.

b. Dues of new Individual Members may be paid at any time. New Individual Members joining the Affiliate between January 1 and March 16 shall pay one-half of the annual AAUW, state and Affiliate dues. Payment of full annual dues by a new Member between March 15 and December 31 shall cover membership through June 30 of the following year.

c. Paid Life Members who are Individual Members of the Affiliate shall be exempt from payment of AAUW dues and shall continue to pay annual state and Affiliate dues. Fifty-Year Honorary Life Members shall be exempt from payment of AAUW, state.

d. Reciprocity. A current paid member of an Affiliate may transfer membership to another Affiliate without payment of additional dues.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Affiliate shall have at least one regular meeting each year between March and April, to be known as the AAUW Mount Vernon Branch's Annual Meeting to conduct the business of the Affiliate. The Annual Meeting may include the election of officers; the establishing of dues, the amending of bylaws and the receiving of reports. The time and date of the Annual Meeting shall be set by the Affiliate's Board of Directors.

Section 2. Other Meetings

a. Membership Meetings. The Affiliate shall meet at least seven (7) times during the year. The Affiliate board shall determine the time and place for these meetings.

b. Special Meetings. Special meetings of the membership may be called by the president or shall be called by the president at the written request of a majority of the Board or twenty-five percent of the Affiliate membership.

Section 4. Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least five days before the date of the meeting to all members of the Affiliate.

Section 4. Voting.

a. Each Individual Member of the Affiliate in good standing as of the date of the meeting and present in person shall be entitled to vote on any item of business. Each member present has one vote.

b. Members shall be entitled to vote on noticed business items by voice, show of hands or, in the case of the election of officers, by ballot.

c. Twenty-five percent of the Individual Members entitled to vote shall constitute a quorum.

d. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a two thirds vote shall be required to adopt amendments to these bylaws.

ARTICLE XVI. INDEMNIFICATION

To the maximum extent allowable by law, the Affiliate 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, or committee member of the Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, committee member, chief executive officer, 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 an individual member of the board, officer, or committee member of the Affiliate, 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 the Affiliate 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 foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the Board, officer, or committee member is entitled.

Date Amended: January 26, 2017; April 05, 2016; April 19, 2014; March 24, 2013 (non-substantive amendments to December 1, 2012 bylaws that amended the March 17, 2012 bylaws).