BYLAWS OF AAUW RIVER FALLS, WISCONSIN, BRANCH

ARTICLE I. NAME

The name of this organization shall be, AAUW River Falls, Wisconsin, Branch, hereinafter called the branch.

ARTICLE II. GOVERNMENT

The Bylaws of the American Association of University Women, herein after called AAUW, shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the Bylaws of AAUW. Every amendment to the bylaws of AAUW shall become effective and binding on this branch.

. ARTICLE III. USE OF NAME

Section 1. Policies and Program**.** The policies and program of AAUW shall be binding on all members and branches, and no member or branch shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper use of Name and Logo**.** The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member’s own name is not abridged.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Basis of Membership.

1. Individual Member
2. Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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 of eligibility and admissibility to membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2). Paid life members of AAUW, as defined in AAUW Bylaws, Article IV, Section 3a.(5)(a), who are branch members are required to pay annual state and branch dues.

( 3). Any branch member who has paid AAUW dues for fifty (50) years shall become a Fifty Year Honor Life Member, and shall thereafter be exempt from payment of AAUW and state dues.

(4). 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, state and branch boards of directors. Student affiliates may attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

 Section 2. Categories of Membership.

(a). A branch member is a national member who is also a member of the AAUW of River Falls Branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

ARTICLE V. FINANCIAL ADMINISTRATION

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

Section 2. Changes in branch dues shall be established at the annual meeting by a two-thirds vote of those present and voting, provided written notice has been given to all the members 30 days prior to the meeting.

Section 3. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped from membership.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

Section 5. A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the U.S.A., may attend branch meetings without vote.

Section 6. New members may join at any time. Dues are payable upon joining. The AAUW portion of dues paid by new members between January 1 and March 15 shall be one half the annual AAUW dues. The branch board of directors may set a reduction for branch fees.

Section 7. The annual budget shall be adopted by the board of directors for presentation at the annual meeting.

Section 8. 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.

ARTICLE VI. OFFICERS

Section 1. There shall be officers or co-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, or official representative, or co-presidents, vice presidents for program and membership, secretary and treasurer, or secretary/treasurer.

Section 3. The appointed officers shall be public policy, and AAUW Funds, International Relations and Book Sale to carry on the work of the branch. They shall be appointed by the president, or official representative, or co-presidents.

Section 4. 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.

Section 5. A member shall be eligible for re-election to the same office for one term only.

Section 6. The incoming or continuing president may call a meeting of the incoming officers prior to July 1.

Section 7. A vacancy in office, excluding the president, or official representative, or co-presidents, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president, or official representative, or co-presidents shall be filled by: the president-elect or by the vice presidents in the order listed in Section 2. A vacancy in the office of president-elect shall be filled by the nominating committee who, in preparing the slate in even-

numbered years, shall include the office of president.

ARTICLE VII. DUTIES OF OFFICERS

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

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

Section 3. The president shall:

a. be the official spokesperson and representative for the branch in the activities of AAUW on all levels and shall be responsible for submitting such reports and forms as required by AAUW and state;

b. submit a list of the incoming and continuing branch officers and chairs to the president of the state and to the executive director of AAUW no later than June 1;

c. submit an annual report of the branch to the persons designated on forms provided by AAUW no later than June 1;

d. be responsible for bringing the branch Bylaws into conformity with AAUW Bylaws and for submitting amended bylaws by December 31; and

 e. perform the following duties:

(1) preside at all meetings of the branch, the Board of Directors, and the executive committee;

(2) serve as an ex-officio member of all task forces and committees except the nominating committee;

(3) call special meetings of the branch in accordance with provisions of the branch Bylaws;

 (4) appoint, with the approval of the executive committee, committees except the nominating committee and those provided for by election, and any additional officers authorized by the branch Bylaws;

Section 4. There shall be at least two vice presidents of the branch. One vice president shall serve as chair of the committee on program development and one shall serve as chair of the committee on membership. The vice presidents shall perform such duties as the president and board shall direct.

a. The program vice president shall serve as chair of the committee on program development. S/he shall also perform the following duties:

(1) preside at meetings in the absence of the president, act in the absence or disability of the president;

(2) perform such other duties as are requested by the president or the board of directors.

 b. The membership vice president shall serve as chair of the committee on membership and shall also perform the following duties:

(1) preside at meetings in the absence of the president and program vice president;

(2) perform such other duties as are requested by the president or board of directors.

Section 5. The secretary shall:

a. record and keep minutes of all meetings of the branch, board of directors and the executive committee;

b. have available for reference at all meetings a copy of the branch bylaws and a list of its officers, committee chairs and members;

c. have charge of such correspondence of the branch as is delegated by the president or by the board of directors;

 d. keep on file all communications received and copies of all letters sent;

e. perform such other duties as are requested by the president or by the board of directors.

Section 6. The treasurer shall:

a. be responsible for collecting, distributing, and accounting for the funds of the branch;

b. shall collect dues and properly remit them to AAUW and state by July 31, or the specified deadline;

c. send moneys for the AAUW Funds including the Legal Advocacy Fund by the specified deadlines and shall keep separate ledgers for each type of account;

d. send to the AAUW treasurer all applications, with dues, made to the branch by graduates who qualify for membership in AAUW under the AAUW Bylaws;

 e. perform the following duties:

(1) receive all monies due the branch;

(2) pay all bills provided for in the budget or by the president;

(3) keep a proper set of books;

(4) render a financial report at the annual meeting of the branch, and at such other times as is requested by the board of directors;

(5) serve on the budget committee;

(6) present the books for an annual audit.

Section 7. The president-elect shall:

 a. attend all meetings of the executive board;

b. perform such other duties as are requested by the president or by the board of directors.

ARTICLE VIII. NOMINATIONS

There shall be a nominating committee of three members selected by the president at least two months prior to the annual election. They shall prepare a list of nominees to be presented at a branch meeting one month 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 election, provided written consent of the nominee has been obtained.

ARTICLE IX. Elections

Section 1. The names of the nominees shall be presented at a branch meeting one month prior to the election, or in writing to each member at least two weeks before the election.

Section 2. Nominations may be made from the floor at the time of the election, provided written consent of the nominee has been obtained.

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 X. ROTATION

Rotation:

a. The president(s), vice president for program, and secretary shall be elected in odd numbered years.

 b. The president-elect, vice president for membership, and treasurer shall be elected in even numbered years.

ARTICLE XI. BOARD OF DIRECTORS

Board of Directors:

a. Membership of the board of directors shall include the elected and appointed officers, chairs of standing committees listed in Article XIV, and such others as deemed necessary.

 b. Duties of the board shall include:

(1) having the general power to administer the affairs of the branch in conformity with the policies and program of AAUW, including but not limited to establishing policies and procedures to control financial records;

(2) accepting responsibility delegated by AAUW and state;

(3) being subject to the orders of the branch and none of its actions shall conflict with action taken by the branch;

(4) submitting the annual budget to the branch;

(5) recommending to the branch the establishment of additional standing committees and issues task forces;

(6) establishing special committees.

c. Meetings of the board shall be held at least three times per year. Special meetings may be called at any time by the president and shall be called upon written request of two members of the board of directors or five members of the branch.

d. The quorum of the board shall be a majority of its members

ARTICLE XII. EXECUTIVE COMMITTEE

The Executive Committee

a. Membership of the executive committee shall be composed of the elected officers of the branch.

 b. Duties of the executive committee shall include:

(1) having emergency power to act for the board of directors;

(2) providing for such audit and control of funds as are necessary to assure their safekeeping and complete accounting;

(3) performing such other duties as the board may deem necessary.

c. Meetings of the executive committee shall be held on the call of the president or two members of the executive committee. The incoming or continuing president may call a meeting of the executive committee prior to July 1.

d. The quorum of the executive committee shall be a majority of its members. Co-officers shall be considered as one voting member of the executive committee

ARTICLE XIII. ORGANIZATION

Section 1.. Organization..

1. The River Falls Branch of AAUW will annually provide the state and AAUW with a designated contact for administration and finance.
2. Recorded Minutes. The River Falls Branch of AAUW will provide the state and AAUW with a designated contact other than the contacts for administration and finance to record and make available upon request the minutes of each meeting and board meeting.

ARTICLE XIV. MEETINGS

Section 1. There shall be at least seven general membership meetings each year.

Section 2. The general membership meeting held between April 1 and May 31 shall be designated the Annual Meeting, the exact date, time and place to be determined by the board.

Section 3. The annual meeting shall be to conduct business including but not limited to receiving reports of officers, and committees, reviewing the budget, electing officers, establishing dues, amending bylaws, giving directions to the board and such other business as may properly arise.

Section 4. Special meetings may be called by the president, half of the members of the board of directors, or by the written request of one third of the members of the branch. Notice of the date, time, place, and the business to be brought before the meeting shall be sent by the secretary to the members in writing at least ten days in advance. Only business for which notice has been given shall be transacted.

Section 4. The quorum shall be twenty percent (20%) of the branch members.

ARTICLE XV. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, AAUW Funds, bylaws, and communications.

 a. The committee on program:

(1) shall be chaired by the program vice president and include other members as deemed necessary.

(2) shall consider the program issues of the Association and shall recommend to the branch the selection of issues to be implemented. It shall provide policy guidance for the continuing program concerns of the branch and shall also consider future AAUW program issues.

 b. The committee on membership:

(1) shall be chaired by the membership vice-president.

(2) shall be responsible for the branch membership recruitment and orientation to the purpose and program of AAUW.

 c. The committee on public policy:

(1) shall be chaired by the public policy chair.

(2) shall be responsible for implementing the public policy programs established by public policy and/or AAUW.

Section 2. The chair of all committees, except the nominating committee and those provided for by election, shall be appointed by the president with the approval of the executive committee. Chairs shall select the members of their committees in consultation with the president. Chairs shall serve as channels of communication in their respective fields with the State and AAUW chairs, and shall make such reports as their counterparts request.

Section 3. Special committees may be appointed by the president with the consent of the board.

ARTICLE XVI. CONVENTIONS

Delegates and alternates to the state convention~~s~~, as described in state bylaws, shall be elected by the branch and certified by the president.

ARTICLE XVII. PROPERTY

Section 4. Property and Assets. The title for all property, funds and assets is vested in the AAUW River Falls Branch for joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of AAUW River Falls Branch or termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

 ARTICLE XVIII. FORFEITURE OF BRANCH STATUS

Conditions for loss of recognition for a branch are located in Article XI, Section 3. of the AAUW Bylaws.

ARTICLE XIX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of the state or AAUW.

ARTICLE XX. INDEMNIFICATION

Every member of the board may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

ARTICLE XXI. AMENDMENTS TO THE BYLAWS

Section 1**.**  Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by its articles of incorporation.

Section 2**.** Prior to being voted on, all other proposed amendments to the branch bylaws shall be sent to the state bylaws chair for approval.

Section 3**.** Provisions of these bylaws not governed by the AAUW Bylaws may be amended by a two-thirds vote of those present and voting at a general membership meeting provided written notice shall have been given to every member at least 30 days prior to the meeting.

Dates amended:

 November 1991 - Update

 April 1992 - Branch dues

 January 1994 - Revised wording

 April 2001 - Update

 January 10, 2006 – Revised

 November 16, 2009 - Revised

 May 8, 2012- Revised