

Bylaws of THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN of River Falls, Wisconsin Affiliate

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) River Falls, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW River Falls is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. This Affiliate 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 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 for which 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 is organized and for which it shall at all times be operated are exclusively religious, charitable, scientific, literary and educational within the meaning of Code Section 501(c)(3) or the 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 may be used only by Members and Affiliates 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 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 it 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 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 or the termination of this Affiliate's 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 in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Affiliate shall have at least one regular meeting each year to be known as the AAUW River Falls, Wisconsin, Affiliate Annual Meeting to conduct the business of the Affiliate. The Annual Meeting may include the election of officers; the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be set by the Affiliate's Board of Directors.

Section 2. There shall be at least seven additional regular meetings per year.

Section 3. Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors and/or administrative officer or at the request of 20% of the 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 10 days before the date of the meeting to all members.

Section 5. Voting.

- a. Each member of the Affiliate in good standing shall be entitled to vote on any item of business.
- b. Members shall be entitled to vote on noticed business items by voice vote or paper ballot. Such vote may include election of the Board of Directors, amendments to the Bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.
- c. Twenty percent of the 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 66% vote of those present shall be required to adopt amendments to these Bylaws.

ARTICLE IX. NOMINATIONS

Section 1. Nominating Committee. There shall be a nominating committee of three members selected by the President at least two months prior to the annual election.

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

ARTICLE X. ELECTIONS

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

Section 2. All elections shall be held at the annual meeting.

Section 3. Elections shall be by secret ballot unless there is only one nominee for the given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

Section 4. Election for the president(s), vice president for program, and secretary shall be in odd years. Election for president-elect, vice president for membership and treasurer shall be in even numbered years.

ARTICLE XI. OFFICERS AND DIRECTORS

Section 1. Officers. The Board of Directors shall be comprised of both elected and appointed officers.

a. Elected Officers. The elected officers (Executive Committee) shall be President or official representative, or co-presidents, vice presidents for program and membership, secretary and treasurer, or secretary/treasurer. Past president shall serve as an *ex officio* member. In the event of a vacancy, there shall be a designated contact for administration and finance. In addition, an officer shall be designated to record and maintain the minutes of the board of directors and membership meetings. If the designated member is not an officer, then an officer must be designated to supervise the recording of the minutes.

b. Appointed Directors. The president shall appoint all committee chairs (directors) by the first meeting of the fiscal year. The directors shall include, but not be limited to, public policy, fund raising and communication. Others considered necessary by the Board of Directors for the Affiliate to carry out its work, will be appointed. Persons chairing time-specific projects shall be in attendance at those Board of Director meetings when the projects are discussed.

Section 2. Duties of Board of Directors. Officers and directors shall perform the duties described by these Bylaws and in the Affiliate's Policy Guidelines. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

1. President: The President shall

a. be the official spokesperson and representative for the Affiliate 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 Affiliate 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 Affiliate to the persons designated on forms provided by AAUW no later than June 1

d. be responsible for bringing the Affiliate Bylaws into conformity with National AAUW Bylaws and for submitting amended Bylaws by December 31 and

e. perform the following duties:

- (1) preside at all meetings of the Affiliate, the Board of Directors, and the Executive Committee
- (2) serve as an ex-officio member of all task forces and committees except the nominating committees
- (3) call special meetings of the Affiliate in accordance with provisions of the Affiliate 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 affiliate Bylaws

There shall be at least two vice presidents of the Affiliate: One shall serve as chair of the committee on program development and the other as chair of the committee on membership. The vice presidents shall perform such duties as the president and Board of Directors shall direct.

2. Program Vice President: The Program Vice President shall serve as chair of the committee on program development and perform the following duties:

- a. preside at meetings in the absence of the president, act in the absence or disability of the president
- b. perform such other duties as are requested by the president or the Board of Directors

3. Membership Vice President: The Membership vice President shall serve as chair of the committee on membership and perform the following duties:

- a. preside at meetings in the absence of the president and program vice president
- b. perform such other duties as are requested by the president or the Board of Directors

4. Secretary: The Secretary shall:

- a. record and keep minutes of all meetings of the Affiliate, Board of Directors and the Executive Committee
- b. have available for reference at all meetings a copy of the Affiliate Bylaws and a list of its officers, committee chairs and members
- c. have charge of such correspondence of the Affiliate 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 the Board of Directors
5. Treasurer: 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 monies for national AAUW funds by the specified deadlines and keep separate ledgers for each type of account
 - d. send to the state and national AAUW finance offices 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 Affiliate
 - (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 Affiliate, and at such other times as is requested by the Board of Directors
 - (5) serve on committees as requested by the President and/or Board
 - (6) present the books for biennial audit, coinciding with completion of Finance Officer term of office or request of the Board.
6. President Elect: The President elect shall:
- a. attend all meetings of the Executive Board and Board of Directors
 - b. perform such other duties as are requested by the president

Section 3. Terms of Office.

- a. The Board of Directors shall serve a maximum of two successive two-year terms or until their successors have been elected or appointed and have assumed office. A full term is considered service in office for two years. No member shall hold more than one board position, elected or appointed, at any given time.
- b. Beginning of Terms. The term of each officer and director shall begin on July 1. The incoming or continuing administrative officer may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Board prior to July 1, so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1. New Board of Directors members are not permitted to vote until after the term start date, as they are not officially Board of Directors members until that date.

c. Removal from Office. An officer or director of the Affiliate may be removed for Failing to follow policies and procedures of AAUW.

Section 4. Vacancies.

a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board of Directors.

b. A vacancy in the office of the administrative officer shall be filled by the president elect or by the vice presidents in the order listed in Section 1a above. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.

ARTICLE XII. DUTIES OF COMMITTEES

Section 1. Designated committees shall be program, membership, public policy finance, fundraising, and communications.

Section 2. The chair of all committees, except the nominating, program and membership, 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 communicate with their respective counterparts at the state and national level and submit requested reports.

Section 3. Qualifications, duties, and terms of committee members are delineated in the Affiliate Policy Guidelines.

Section 4. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board as necessary. Special committees and task forces shall dissolve when their tasks are completed and final reports submitted.

Section 5. Reports. All committees shall provide written reports to the Affiliate's newsletter and Board of Directors for the annual meeting and such other times as requested.

Section 6. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

ARTICLE XIII. FINANCIAL ADMINISTRATION

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

Section 2. Changes in Affiliate 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 will be payable in alignment with the National online dues payment dates and timelines.

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

Section 5. New members may join at any time. Dues are payable upon joining. The AAUW portion of dues paid by new members between January and March 15 shall be one half the annual AAUW dues. The Affiliate Board of Directors may set a reduction for Affiliate dues.

Section 6. The annual budget shall be adopted by the Board of Directors for presentation at the annual meeting.

Section 7. The Affiliate shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

ARTICLE XIV. AMENDMENTS TO THE BYLAWS

Section 1. AAUW-mandated amendments. AAUW mandated amendments for the Bylaws shall be adopted by the Affiliate's Board of Directors without a vote of the Affiliate's membership.

Section 2. Non-AAUW mandated amendments. The Affiliate's Bylaws not mandated for amendments by AAUW may be amended by a two-thirds vote of members voting, after a quorum is attained. Proposed Bylaws amendments shall be sent to the entire membership at least 30 days prior to the applicable meeting.

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