

Bylaws of the American Association of University Women of the Traverse City Area Branch, Michigan

Article I. Name and Governance

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

Section 2. Affiliate. AAUW Traverse City Area 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 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. Nominations and Elections

Section 1. Nominations

- a. There shall be a nominating committee of three (3) members, elected or appointed as follows: two shall be elected by Branch members at the annual meeting; one shall be elected by the board of directors. The committee shall appoint one of its members to be chair.
- b. The term of service on the nominating committee shall be for one year for a maximum of two (2) consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least thirty (30) days prior to the annual branch meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

- a. Elections shall be held at the annual Branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XIV, Section 5, Quorum.

Article IX. Officers

Section 1. Officers

- a. The elected officers for the Branch shall be a President or official representative, or Co-Presidents, Vice-President for Program, Vice-President for Membership, Secretary, and Financial Officer (or secretary/financial officer).
- b. The appointed officers shall be the AAUW Funds chair, Public Policy chair, and Communications chair, and also may include Fundraising chair, Hospitality chair, Community Outreach chair, College/University Liaison, and Member-at-large. The President shall appoint them with the consent of the board.
- c. Elected and appointed officers comprise the voting members of the board.
- d. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.
- e. No elected officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than three (3) consecutive, 2-year terms terms in the same office. All vacancies in office shall be filled for the unexpired term by the board with the exception of a vacancy in the office of president, which shall be filled by the vice-president in the order listed in *a*.
- f. Each office may be filled by an officer or co-officers.
- g. The following officers shall be elected in even years: President, Secretary, Finance Officer. The following officers shall be elected in odd years: Vice-President for Program, Vice-President for Membership.
- h. The incoming President may call a meeting of the incoming officers prior to July 1.

Section 2. Duties

- 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 Branch and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The vice president(s) shall perform such duties as the president(s) and the board shall direct and as specified in Branch policies and job descriptions.
- d. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the Branch and for meeting specific deadlines.
- e. The secretary shall record and keep minutes of all board, membership, and special meetings.
- f. All officers shall submit an annual written or electronic report to the president.

Article X. Board of Directors

Section 1. Composition. The board of directors shall include the elected and the following appointed officers of the branch: AAUW Funds chair(s), Public Policy chair and Communications chair. It may also include as voting members the Fundraising chair, Hospitality chair, Community Outreach chair, College/University Liaison, and Member-at-Large.

Elected and appointed officers comprise the voting members of the board. Non-voting members of the board may include representatives of interest groups, standing committees, and special committees as well as any interested Branch member.

Section 2. Administrative Responsibilities. The board shall have the power to administer affairs of the Branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the Branch between membership meetings. The board shall have fiscal responsibility as outlined in Article XII, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least three (3) times a year at a time and place agreed upon by the board.

Section 4. Special Meetings. Special meetings may be called by the President or shall be called upon written request of two members of the board provided that at least seven (7) days' notice of such meeting and its agenda have been given to the members of the board.

Section 5. Quorum. The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the board.

Section 6. Voting Between Meetings. Between meetings of the Branch board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. 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. The result of the vote shall be in the minutes of the next board meeting.

Section 7. Removal from Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

Article XI. Executive Committee

Section 1. Members. The Executive Committee shall consist of elected officers plus two board members elected by the board.

Section 2. Powers and Duties. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the board its work and actions.

Section 3. Meetings. The Executive Committee shall meet at the call of the administrative officer and at other times at the call of the administrative officer or at the written request of two members of the Executive Committee. The Executive Committee may 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 Executive Committee will take effect if passed by the majority of its members.

Section 4. Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the Executive Committee provided that every voting member of the Executive Committee shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an Executive Committee meeting. The result of the vote shall be recorded in the minutes of the next Executive Committee meeting.

Section 5. Quorum. The quorum of the Executive Committee shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

Article XII. Committees

Section 1. Establishing Committees. The president may establish standing and special committees as needed with consent of the board. *Standing Committees* shall be Program, Membership, Public Policy, Finance, AAUW Funds, Bylaws, and Communications. *Special Committees* may be appointed by the president with the consent of the board.

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

Section 3. Reports. All committees shall provide written reports to the Branch's Board of Directors for the Annual Meeting and such other times as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall be the majority of its members.

Article XIII. Financial Administration

Section 1. Administration. The Branch's Board of Directors shall have responsibility to—

- a. Oversee the administration of finances, including preparation of the budget. The board shall adopt an annual budget for presentation to the Branch.
- b. Oversee the management, acquisition, and disposition of the Branch'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.

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

Article XIV. Meetings of the Membership

Section 1. Annual Meeting. The Branch shall have at least one regular meeting each year to be known as the AAUW Traverse City Branch Annual Meeting to conduct the business of the Branch. 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 Branch's Board of Directors shall set the time and date of the Annual Meeting, which shall be held between April and June.

Section 2. Membership Meetings. The Branch shall hold at least three (3) meetings during the fiscal year. The Branch Board of Directors shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of twenty-five (25%) percent of members of the board or ten percent (10%) of the Branch members.

Section 4. Meeting's Notice. Notice of meetings shall be sent to all members of the Branch at least ten (10) days prior to the meetings.

Section 5. Quorum. The quorum for the Annual Meeting shall be fifteen (15%) percent of Branch members.

Section 6. Voting. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a quorum of membership vote shall be required to adopt amendments to these bylaws.

Article XV. Indemnification

To the maximum extent allowable by law, the Branch 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 Branch. Every member of the Board of Directors, officer, or committee member of the Branch may be indemnified by the Branch 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 a member of the board, officer, or committee member of the Branch, 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 Branch 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.

Article XVI. Conventions

Delegates and alternates to National and State AAUW conventions shall be elected by the Branch board.

Dates Last Amended

- Approved at Annual Meeting, April 9, 2011
- Updated with amendments and changes in 2013
- Updated incorporating all amendments and changes on June 11, 2015
- Updated incorporating all mandatory changes from National on September 29, 2015
- Updated incorporating all mandatory changes from National on April 23, 2016
- Revised with mandated sections I-VII from National on February 14, 2017