

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN - EASTON BRANCH - 2021

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (Easton Branch hereinafter known as the "Affiliate."

Section 2. Affiliate. Easton 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. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of no less than 3 members, elected or appointed by the president/leadership team. At least one member must have prior nominating committee experience.
- b. The term of service on the nominating committee shall be for 1 year(s) for a maximum of 3 consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least 10 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 affiliate 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 XIII.

ARTICLE IX. OFFICERS

Section 1. Officers

- a. The elected officers for the affiliate shall be president, membership vice president, and finance officer.
 - a.1. In the absence of a nominee for president, a Leadership Team shall be formed to assume the duties and responsibilities of the president and/or board of directors.
- b. The appointed officers shall be public policy chair, newsletter editor, AAUW Funds Chair, secretary, and any others deemed necessary by the board/leadership team. They shall be appointed by the president / leadership team.

- c. Elected officers shall serve for a term of 2 year(s). Term of office shall begin on July 1.
- d.. All vacancies in office shall be filled for the unexpired term by the board/ leadership team..
- e.. Each office may be filled by an officer or co-officers.
- f.. The following officers shall be elected in even years: President/Co-Presidents. The following officers shall be elected in odd years: Membership Vice President and Finance Officer.

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/leadership team, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. The president or a member of the leadership team shall be the official spokesperson and representative for the Affiliate. The president/leadership team designee shall be responsible for submitting such reports and forms as required by AAUW, and will annually provide AAUW and AAUW-PA with the name of a designated person for Administration and Finance.
- c. Leadership team members shall perform such duties as necessary to conduct Affiliate business.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the affiliate, for meeting specific deadlines, and presenting the books for an annual financial review.
- e. The secretary shall be designated as the member to record and keep minutes of all affiliate meetings.

ARTICLE X. Affiliate Administration

1. Composition. The board of directors/leadership team shall include the elected officers (Membership VP and Finance) and the appointed members (Public Policy Chair, Newsletter Editor, and Secretary, Historian).

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

Section 3. Meetings. Meetings of the board/leadership team shall be held at least 4 times a year at a time and place agreed upon by the board/leadership team.

Section 4. Special Meetings. Special meetings may be called by the president /member of leadership team or shall be called upon written request of 4 members of the board/leadership team provided that at least 10 days notice of such meeting and its agenda have been given to the members of the board/.leadership team.

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

Section 6. Voting Between Meetings. Between meetings of the Affiliate, a written or electronic vote of the Affiliate may be taken at the request of the president/leadership team on any question submitted to the Affiliate in writing provided that every member of the Affiliate 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 an Affiliate 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/leadership team may be removed for any reason by a two thirds vote of the board/leadership team in accordance with policies and procedures adopted by AAUW.

ARTICLE XI. COMMITTEES

Section 1. Establishing Committees. The president/leadership team may establish standing and special committees as needed with consent by the Affiliate.

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

ARTICLE XII. FINANCIAL ADMINISTRATION

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

Section 2. Financial Policies. The board/leadership team 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/leadership team shall adopt an annual budget for presentation to the Affiliate.

ARTICLE XIII. GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The Affiliate shall hold an annual meeting to conduct the business of the Affiliate, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held between the months of March and May.

Section 2. Membership Meetings. The Affiliate shall hold at least 4 business meetings during the fiscal year. The Affiliate shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president/leadership team or at the written request of 4 members of the board or 25 percent of the Affiliate membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the Affiliate at least 10 days prior to the meetings.

Section 5. Quorum. The quorum shall be a majority of the Affiliate membership.

ARTICLE XIV. AFFILIATE AMENDMENTS TO BYLAWS

Provisions of the Affiliate's bylaws not mandated by AAUW may be amended by a two thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 10 (10) days prior to the applicable meeting.

ARTICLE XV. INDEMNIFICATION

Every board/leadership team or committee member may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board/leadership team or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board/leadership team or committee member may become involved by reason of being or having been a member of the board/leadership team or committee, 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 Affiliate board/leadership team 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/leadership team or committee is entitled.

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