

BYLAWS of THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE ST. CLOUD AREA BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW St. Cloud 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 mission of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to facilitate, support, and advance 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) according to the 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") 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 annually.

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. Assets. The ownership of all 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. AFFILIATE NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. There shall be a nominating committee of three members selected by the following procedure: The president shall appoint a chair and two more members of the nominating committee, two from general membership and one from the board.

b. Terms. The nominating committee shall be appointed no later than the end of January for the election to take place at the annual meeting held in March.

c. Resignation of Ineligibility. In the event that any member of the nominating committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the committee chair shall seek a replacement for that member.

Section 2. Nominations.

a. The opening of nominations for positions shall be announced at least one month prior to the annual meeting after the Nominating Committee has presented the slate of officers to be elected.

b. Nominations may be made from the floor at the time of the election provided the consent of the nominee has been obtained.

Section 3. Elections

a. Every member has the right to vote at the annual membership business meeting, in person or electronically.

b. The president-elect, vice president for program and public policy shall be elected in the odd-numbered years. The vice presidents for membership, recording secretary, AAUW Funds, and the treasurer shall be elected in even-numbered years. The president-elect shall automatically take office as president in the even numbered years.

c. Elections shall be by a voice vote when there is only one candidate for an office or a secret ballot when there are more than one nominee.

d. A majority vote shall be necessary to elect a candidate.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

a. Elected Officers and Directors. The elected officers of the St. Cloud Area Branch shall be a president; president-elect; vice presidents for program, membership, AAUW funds, public policy; secretary; and finance. An elected office may be co-chaired. They shall be members of AAUW and the state.

b. Appointed Officers and Directors. Persons shall be appointed by the president of the board of directors to fulfill the responsibilities of bylaws, finances, internal and external communications, and such other positions as shall be deemed necessary by the branch president and board of directors to carry out the program of AAUW St. Cloud Area. An appointed office may be co-chaired. They shall be members of AAUW St. Cloud Area and the state.

c. College/University Representative. The College/University Representatives of AAUW St. Cloud Area may elect one of their members, who is an AAUW member, according to the working rules of their organization to serve as their representative on the AAUW St. Cloud Area Board of Directors. The representative shall be appointed by the president of St. Cloud Area Branch in the fall in the odd-numbered years and be ratified by the AAUW St. Cloud Area Board of Directors.

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. The president shall preside at all meetings of AAUW, Board of Directors, and any executive committee shall appoint all persons to positions as prescribed in these bylaws; shall be personally, or by a designated substitute, the official representative of AAUW St. Cloud Area in the activities of AAUW; shall be responsible for submitting reports and forms as required by AAUW and shall personally, or by a designated substitute, represent the state in all work with other organizations and at meetings and conferences.

b. The president-elect shall work with the president, become acquainted with the functions of AAUW and may be asked by the president to carry out specific duties.

c. The vice presidents for program, membership, AAUW Funds, and public policy shall chair their respective committees and perform such other duties as the president the board of directors shall direct.

d. The secretary shall record minutes of meetings of the board of directors and the executive committee. The historian shall be responsible for collecting and preserving the historical record of AAUW St. Cloud Area and shall perform such other duties as the president the board of directors shall direct.

e. The finance officer shall assume responsibility for the deposit and record keeping of all dues (AAUW National, AAUW MN, and St. Cloud Area Branch) as well as serving as the custodian of all funds, securities, and business documents. The membership officer collects members' dues and posts them into the national database for dues payment entry (MPP).

Section 3. Terms of Office.

a. Terms of office for elected and appointed officers shall begin on July 1 and, except for the president-elect, shall be for two years or until successors are elected or appointed and have assumed office. The president-elect shall serve for one year. No person shall be elected or appointed to the same office for more than two successive terms except the president who may not succeed herself, nor hold two offices at the same time. Outgoing elected and appointed officers shall assist with the post-election transition to new officers.

July 1. The incoming or continuing president may call meetings of the incoming executive committee and Board of Directors prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 4. Vacancies.

a. A vacancy in any elected office, except that of president or president-elect, and a vacancy in the office of College/University representative shall be filled by the board of directors for the unexpired term with the board of directors having the power to determine when a temporary absence becomes a vacancy.

b. A vacancy in the office of the president shall be filled for the unexpired term by the co-president or the president elect in a year that we have one. In the other year, the executive committee, consisting of the elected officers of AAUW St. Cloud Area, shall appoint one of their members to fill the position. If a vacancy shall occur in the office of president-elect, that office shall remain vacant until the next nominating period at which time the nominating committee shall submit a nominee for the office of president to be elected at the annual meeting.

ARTICLE X. STANDING RULES

The branch shall establish such standing rules as are necessary to carry out the purpose and intent of these bylaws.

a. All elected officers shall perform the duties prescribed by these bylaws and by *Robert's Rules of Order Newly Revised* and listed in the AAUW MN Standing Rules.

b. Appointed Officers. The duties of persons holding appointed offices shall be prescribed by the Board of Directors and listed in AAUW St. Cloud Area Standing Rules.

c. College/University Representative. The duties of the college/university Liaison shall be prescribed in that organization's Working Rules and in AAUW MN Standing Rules.

d. Reports. All persons holding elected and appointed positions shall submit annual written reports of their work to the branch president.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Members. The AAUW MN Board of Directors shall include the elected and appointed officers and college/university liaison as listed in Article IX of these bylaws. AAUW St. Cloud Area must have a minimum of two separate officers, one responsible for the management of the AAUW St. Cloud Area and one responsible for the financial affairs. (Note: An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer.)

Section 2. Powers and Duties. In accordance with AAUW St. Cloud Area Branch Bylaws the board of directors shall have the general powers to:

a. provide oversight to ensure the proper administration of the affairs of AAUW St. Cloud Area Branch to carry out AAUW programs and policies; financial administration, and

programs; and perform such acts as permitted by the Articles of Incorporation, if applicable, or these bylaws;

- b. act for the branch between meetings of the membership;
- c. adopt rules to govern its proceedings;
- d. establish task forces or special committees as needed;
- e. determine date and location for any official meetings of the branch.

Section 3. Delegation of Power. The board may delegate authority to the executive committee as it deems necessary.

Section 4. Meetings.

a. Regular meetings of AAUW St. Cloud Area Branch Board of Directors shall be held at least six times a year at the call of the president. The time and place shall be designated by the president. The board of directors may permit any or all directors to participate in a regular or special meeting, or conduct the meeting through any means of communication by which all participants can simultaneously hear each. A director participating in a meeting by this means shall be considered to be present at the meeting. An action of the board will take effect if passed by the majority of the members of the board. (If there is a co-president structure, each co-president shares one vote.

b. Special meetings of the board of directors may be called at any time by the president or shall be called upon the written request of a majority of the board of directors.

Section 5. Voting between Meetings. Between meetings of the board of directors, a vote may be taken at the request of the president on any question submitted in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting shall be closed at a specified time. If all board members vote on a submitted question, the vote shall be counted and have the same effect as if cast at a board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of the members. Co-officers carry one vote between them.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Members. The executive committee of the board of directors shall consist of the elected officers of AAUW St. Cloud Area Branch: president, president-elect, finance officer/treasurer, membership officer, recording secretary, and program officers.

Section 2. Powers and Duties. Subject to the limitations of state law, the executive committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the board of directors. 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 on its activities and actions taken.

Section 3. Meetings. The executive committee shall meet on the call of the president or at the written request of three 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 and voting 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. Between meetings of the executive committee, a vote may be taken at the request of the president on any question submitted in writing, by email or telephone. Voting shall close five days, exclusive of days on which there is no mail delivery, after the question has been submitted. If the majority vote on a question sent to the members of the executive committee, the vote shall be counted, and shall have the same effect as if cast at a meeting of the executive committee. After a written, telephone, or e-mail vote, the response will be submitted to the secretary as part of the official record and reported to the board at its next meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be the majority of its members.

ARTICLE XIII. COMMITTEES

Section 1. Standing Committees.

- a. There shall be standing committees: program and social. There may be additional standing committees as shall be considered necessary of the board of directors.
- b. Committees shall perform duties as may be assigned by the board of directors.
- c. Qualifications, duties, and terms of committee chairs may be any legal member of AAUW, whether they volunteer or are appointed.
- d. The committee chairperson works with the president to select committee members, determine a schedule and report to the board of directors.

Section 2. Special Committees and Task Forces.

Special committees and task forces may be authorized by the board of directors, as necessary. The chairs and members of such committees shall be appointed by the president and approved by the board, or as appropriate, by the executive committee.

Section 3. Reports.

All committees shall provide written reports to the branch board of directors to be shared with members at the annual business meeting and other meetings as deemed pertinent to membership interest.

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

ARTICLE XIV. MEETINGS OF AAUW ST. CLOUD AREA BRANCH

Section 1. Annual Meeting.

AAUW St. Cloud Area Branch shall hold at least one meeting each year known as the St. Cloud Area Branch Annual Meeting to conduct business which includes the election of the following officers: president, president-elect, membership, finance, program, secretary, the reports of officers and committee chairs, and address any other relevant business. The time and place of the annual meeting shall be determined by the board of directors.

Section 2. Special meetings may be called by a vote of the board of directors and/or the administrative officer or at the request of one-third of the membership.

Section 3. Notice. Print 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 sent at least seven days before the date of the meeting to all members.

Section 4. Voting

a. Each branch member in good standing is entitled to vote on any item of business at the annual meeting.

b. Members shall be entitled to vote on noticed business items by paper or proclamation. Such votes may include election of the board of directors, amendments to the bylaws, and any other noticed business. Written or verifiable absentee votes by members are considered valid.

c. One-third of the members entitled to vote shall constitute a quorum.

d. The affirmative vote of a majority of votes cast shall be necessary for the adoption of noticed business and to adopt bylaw amendments.

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