

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
OF THE SAINT CLOUD AREA (MN) BRANCH**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW – The Saint Cloud Area (MN) 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 gender equity for women and girls through research, education, and advocacy. 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 the development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Procedures. The policies and procedures 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. Tax Status. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Sanctions for misuse of name, including the 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 4. 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.

Individual Members

a. Eligibility. An individual holding an associate's (or equivalent, e.g. RN), a bachelor's, or higher degree from an 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 for 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.

b. 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.

c. Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which qualification for membership was based.

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. Paid Life Members of AAUW, are required to pay annual state and branch 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. A Life Member of AAUW who does not maintain AAUW-Affiliated membership shall be entitled to national member privileges only.

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.

a. Student Affiliates. An undergraduate student enrolled full-time in a qualified educational institution shall be eligible for student affiliation. Student Affiliates shall be entitled to attend branch, state, multistate, comparable AAUW-Affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student Affiliates may not vote or hold office. Fees for student Affiliates shall be established by the AAUW Board of Directors, AAUW Minnesota, and the Saint Cloud Area (MN) Branch Board of Directors.

b. Student E-Affiliates. An undergraduate student enrolled full-time in a qualified educational institution partner-member of AAUW shall be granted membership in the national, state, and Affiliate organizations until graduation without paying any dues.

Section 4. Dues

Amount.

a. 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. Membership dues are non-refundable.

b. Dues for institutional members shall be set by the AAUW Board of Directors

c. The organization's dues shall include the right to vote, hold office, and participate in all AAUW National, AAUW MN, and Affiliate activities and programs and receive all communications distributed to members.

Payment. Member dues shall be payable in accordance with the 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 the 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 to meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or applicable law.
- c. Structure. Affiliates may create such leadership structures that 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 the 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. PARLIMENTARY 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 listed in the AAUW Minnesota Standing Rules 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. FINANCE

Section 1. Fiscal Year.

The fiscal year shall correspond to the fiscal year of AAUW and shall begin on July 1. Dues of all renewing members are payable to the branch membership officer on or before July 1 and forwarded to the finance officer, postmarked no later than July 1. Dues of new members may be accepted at any time and shall be forwarded to the membership officer who will immediately forward them to the finance officer for deposit.

Section 2. Amount of Dues.

a. Affiliate Members.

The amount of branch members' dues shall be recommended by the board of directors and approved by a majority vote of the branch membership.

b. Dual Members.

The amount of dual members' branch dues shall be equal to the local Affiliate's member dues.

c. Student E-Affiliates. There are no annual dues for student affiliates as long as the University/College continues their institutional membership and the student remains in good standing at their respective school.

d. Paid Life Members of AAUW, as defined in the AAUW Bylaws, are required to pay branch as well as State dues.

e. Fifty-Year Honorary Members of AAUW are exempt from paying any dues.

f. Annual dues are not refundable.

Section 3. Financial Accountability

The branch shall set up and maintain policies and procedures, including an annual audit or financial review to ascertain that generally accepted accounting principles and federal, state, and local laws are complied with.

ARTICLE IX. OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers and Board of Directors.

a. There shall be officers or co-officers to fulfill the functions of administration, program, membership and finance required by AAUW. The Affiliate's board of directors shall include elected and appointed officers, and college/university representatives. All elected officers and standing committee chairs shall have one vote. The Saint Cloud Area (MN) Branch officers shall include: president, president-elect, vice-presidents of finance, membership, program and a recording secretary.

b. Appointed Officers. The president and the board of directors shall reserve the right to appoint individuals to fulfill Affiliate responsibilities in order to comply with the bylaws, as deemed necessary. All appointed offices may be co-chaired. Appointees shall be members of AAUW, the Affiliate, and AAUW Minnesota.

c. College/University Representatives. The College/University Representatives of the Affiliate may elect one of their members, who is an AAUW member, to serve as their representative on the Affiliate's board of directors. The representative shall be appointed by the president and ratified by the AAUW Board of Directors.

Section 2. Delegation of Power. The board may delegate to the Executive Committee such authority as it deems necessary consistent with law. In accordance with Affiliate's bylaws, the board of directors shall have the general powers to:

- a. Provide oversight to ensure the proper administration of the Affiliate's affairs, and carry out AAUW's programs, policies, and financial administration.
- b. Ensure compliance with the Certificate of Incorporation, if applicable, and these bylaws.
- c. Appoint a standing committee or designated board and committee members as may be necessary to act for the organization between meetings of the membership.
- d. Adopt rules to govern proceedings.
- e. Establish task forces or special committees as needed
- f. Determine the date and location for any official meetings of the organization.

Section 3. Duties.

- a. 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.
- b. The president, as the official representative of the Affiliate, shall preside over all programs, meetings, and public events including but not limited to the monthly board of director's meetings, executive committee meetings, and represent the Affiliate at the AAUW Minnesota State Convention.
- c. The board of directors and the executive committee shall appoint all persons to positions as prescribed in these bylaws; appointees shall be personally, or by a designated substitute, the official representative of the Affiliate 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 AAUW Minnesota in all work with other branch organizations and at meetings and conferences.
- d. The president-elect shall work with the president, to become acquainted with the functions of the Affiliate and may be asked by the president to carry out specific duties.
- e. The vice presidents for finance, program, membership, and public policy shall chair their respective committees and perform such other duties as the president and board of directors shall direct.
- f. The branch president, the vice president of finance, and one board member shall be responsible for writing the annual budget (see policy booklet)
- g. The secretary shall record minutes of the Affiliate at the board of director's meetings and promptly submit them for approval to the board via email for approval.

- h. The historian shall be responsible for collecting and preserving the historical record of the Affiliate and shall perform such other duties as the president and the board of directors shall direct.
- i. The membership vice president shall assume responsibility for the collection of all dues and other monies due AAUW and AAUW Minnesota unless otherwise authorized by the Affiliate and the board of directors and record the payments on the AAUW website.
- j. Dues payments will then be forwarded to the finance officer who shall serve as custodian of all funds, securities, business papers, and manage IRS status compliance for the Affiliate known as the Saint Cloud Area (MN) Branch. The finance officer will submit all payments to AAUW and AAUW Minnesota via the AAUW website.
- k. College/University Representative(s). The college/university liaisons are encouraged to attend monthly board meetings and maintain an active relationship between their institutions and the Affiliate.
- l. Reports. All persons holding elected and appointed positions shall submit written reports of their work at the monthly board of director's meetings and a written report at the Affiliate's annual business meeting.
- m. Each member of the board of directors should be prepared to sign a Conflict of Interest policy, annually (see policy booklet).

ARTICLE X. AFFILIATE NOMINATIONS AND ELECTIONS

Section 1. Nominations, Elections, Delegates to the State Convention

Nominations

- 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 to be on the nominating committee; two from general membership and one from the board of directors.
- 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.
- 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 of that member.
- d. 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.
- e. Nominations may be made from the floor at the time of the election provided the consent of the nominee has been obtained in writing.

Elections

- a. Elections shall be held in which eligible members may vote, one member, one vote, in person or electronically. The elections shall be held at the annual business meeting for general membership.
- 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, and finance 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 conducted by a voice vote when there is only one candidate for an office or a secret ballot when there is more than one nominee.
- d. A majority of the votes cast shall be necessary for election.

Delegates to State Conventions

- a. Delegates and alternates shall be appointed by the branch president. AAUW Minnesota Bylaws allow two delegates from each branch plus one delegate for every twenty-five members as of February 1 of the current fiscal year.
- b. The privilege of voting shall be suspended for any branch whose bylaws are not in compliance with the AAUW Bylaws.

Section 2. Terms of Office.

- a. Terms of office for elected and appointed officers shall align with the fiscal year beginning 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.
- b. 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.
- c. 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 3. Vacancies.

- a. In the event of a vacancy in office, it shall be the responsibility of the nominating committee to present the name of a proposed candidate to the board of directors for election by the board of directors to complete the unexpired term.
- 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 the absence of a president-elect, the executive committee, consisting of the elected officers of the Affiliate, 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 XI. MEETINGS OF MEMBERS

Section 1. Board Meetings.

- a. The president shall organize board of director meetings at least six times per year. She shall determine the time and place.
- b. The board of directors may conduct official or special meetings and secure approvals by voting via conference calls with directors who are not present to ensure a legal quorum. A director participating in a meeting by this means shall be considered present at the meeting.
- c. An action of the board will take effect if passed by the majority of the board members. If there is a co-president structure, the allocation of votes for each co-president is one shared vote. All co-officers are allocated one vote between them.
- d. Special meetings of the board of directors may be called at any time by the president or shall be called upon the written request by a majority of the board of directors.

Section 2. Voting between Meetings.

- a. 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 describing the action to be taken.
- b. Voting shall close at a specified time. If all board members vote on any question submitted, the vote, by any means permitted by the bylaws, shall be counted and have the same effect as if cast at a board meeting.

Section 3. Quorum. The quorum for a meeting of the board of directors shall be a majority of the members.

Section 4. Annual Meeting.

The Affiliate shall hold at least one business meeting each year, known as the Saint Cloud Area (MN) Branch Annual Meeting to conduct the business of the organization and the election of officers to fill terms that expire at fiscal year-end. Reports by officers and committee chairs shall be given. The time and place of the annual meeting shall be determined by the board of directors and usually occurs at a monthly program in the spring.

Section 5. Special Meetings

The president may call branch special meetings with the approval by the board of directors or at the request of one-third of the membership. Written or electronic notice, stating the place, day, time, and purpose of each meeting shall be delivered at least seven days before the date of the meeting to all members.

Section 6. Voting by Members

- a. Each member of the organization in good standing by one month before the annual meeting shall be entitled to vote on any item of business.

- 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. Members voting by these methods are considered to be present at the meeting.

- c. One third 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 and to adopt an amendment to these bylaws.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Members. The executive committee of the board of directors shall consist of the following elected officers of the Affiliate: president, president-elect, finance, membership and the recording secretary.

Section 2. Powers and Duties. 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 up in the interim between board meetings and it shall 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 vote 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 shall 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. STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees. There shall be a chair and/or co-chair to serve on the social standing committee for a two-year term which may be extended to carry out the function of branch programs. The chair shall work with the president and the program vice president and present a report at the board of director's meetings.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the president, board of directors, or executive committee. The chairs and special committee members shall be appointed by the president and approved by the board, or if appropriate by the executive committee.

Section 3. Reports. All committees shall provide written reports to the board of directors as requested. The quorum for a meeting of any committee shall be a majority of its members.

Section 4. Financial Accountability. A finance committee will be created in January of each year to work on drafting the budget for the following year, and review the reports of the current year to reconcile and validate expenses for proper accounting and reporting.

ARTICLE XIV. INDEMNIFICATION

Section 1. Board of Directors or Committee Members.

a. To the maximum extent allowable by law, the branch may, as determined by the board of directors, indemnify any person threatened pertaining to a pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she is or was a member of the board of directors, officer, or committee member of the Saint. Cloud Area (MN) Branch of AAUW.

b. Every member of the board of directors, officers, or committee members may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members because of any threatened, pending, or completed action, suit, or proceeding, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties.

c. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board, officers, or committee members are entitled. The appropriate insurance is recommended.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

Section 1. Amendments.

a. AAUW-mandated amendments shall be adopted by the Affiliate without a vote of the general membership.

b. Provisions of these bylaws not governed by AAUW Bylaws may be amended by a majority affirmative vote of members after a quorum is attained.

c. Advance written notice at least ten days prior to the board vote shall be sent to the general membership electronically. Proposed bylaw-amendments shall be sent to the entire membership at least thirty (30) days prior to voting.

d. It shall be the responsibility of the branch president to bring any AAUW Bylaws into conformity with the Affiliate's Bylaws after AAUW conventions, annual meetings, or directives regarding updates or changes. This mandate may also apply to AAUW Minnesota.

These bylaws were amended to conform with AAUW Bylaws, using the AAUW Affiliate template and AAUW recommended best practices by Linda MacLeod, February 14, 2020. The branch bylaws will be presented to the Saint Cloud Area (MN) Branch Executive Committee, July 2020.

Adopted Date: July 7, 2020

Linda MacLeod
President, Saint Cloud Area (MN) of AAUW

Barbara Wismer
Vice President, Saint Cloud Area (MN) of AAUW