

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF BEAVER DAM, WISCONSIN BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Beaver Dam, Wisconsin 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. Nominating Committee.

a. Composition and Appointment. There may be a nominating committee of 3 members, elected as follows: two elected by the members and one elected by the board of directors. One of the committee shall be appointed chair by the co-president.

b. Terms. Members shall serve a term of one year.

Section 2. Nominations.

a. The names of the nominees shall be announced at least 14 days before the annual meeting by either electronic means or phone call.

b. Nominations may be made from the floor with the consent of the nominee.

Section 3. Elections.

a. All elections shall be held at the annual meeting.

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

ARTICLE IX OFFICERS

Section 1. Officers.

a. The elected officers or co-officers shall be co-president(s), co-vice president(s), co-past presidents, recording secretary and treasurer. Each co-officer gets one vote.

b. The appointed officers shall be communications, publicity, fund raising, historian, corresponding secretary and education foundation/scholarship. Each officer gets one vote, even though there may be several that help with that position. They shall be appointed by the co-presidents with the approval of the other elected officers.

Appointed officers shall serve on the board.

Section 2. General duties.

a. Officers shall perform the duties described by these bylaws. The elected and appointed officers shall facilitate and promote the purpose and mission of AAUW.

b. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of *Robert's Rules of Order Newly Revised*.

c. All officers may submit an annual written or electronic report to the co-presidents.

Section 3. Specific officers.

a. Co-presidents

i. The co-presidents shall be the official spokesperson and representative for the branch

ii. The co-presidents shall be responsible for submitting such reports and forms as required by the AAUW and the state.

iii. The co-presidents shall preside at meetings and call board meetings.

iv. The co-presidents shall select all appointed members, the audit committee of one or two members and the chair of the nominating committee.

b. Co-vice presidents. The co-vice presidents shall serve as co-presidents elect and shall assume the duties of president if the president is unable to serve. The co-vice presidents shall perform such duties as the co-presidents and board shall direct.

c. Recording secretary. The recording secretary shall record and keep minutes of all business and special meetings. The secretary shall have available a copy of the bylaws and a list of all officers.

v. President's Discretionary Fund: The co-presidents will be given the authority to spend up to \$200 a year as needed for affiliate activities without having board approval. Receipts will be given to the treasurer, who will record and write each check, which will be reflected in the Treasurer's Reports.

d. Treasurer. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to AAUW and the state by the specified deadline. The treasurer shall send moneys for the Educational Foundation, including the Legal Advocacy Fund, by the specified deadlines and shall keep separate ledgers for each type of account. The treasurer shall give financial reports as requested and present the books for an annual audit. The treasurer will identify members eligible for 50-year life memberships.

e. Communications. The communications officer shall publish a newsletter as needed and publish the yearly membership directory.

f. Publicity. The publicity officer shall submit articles and pictures of meetings and branch events to the local newspaper as appropriate.

g. Fund raising. The fund raising officer shall organize the annual affiliate fundraiser.

h. Historian. The historian shall collect articles and pictures from the local newspaper, keep copies of the bylaws and other important affiliate documents

i. Scholarship. The scholarship officer shall receive communications from the high school concerning scholarship selections and present the scholarships at the appropriate high school ceremony.

j. Corresponding secretary. The corresponding secretary shall inform members who do not have access to the internet of upcoming meetings and send appropriate messages to the members from the affiliate upon the death of a spouse, child or member or upon the marriage of a member.

Section 4. Terms of office.

a. Officers shall serve for a term of two year(s) or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

b. The co-presidents and co vice presidents shall serve one term. Other *elected* officers shall be eligible to serve more than 1 term in the same office. *Appointed* officers shall be eligible to serve more than one consecutive term in the same office.

Section 5. Rotation of officers.

a. The following officers shall be elected in even-numbered years: recording secretary

b. The following officers shall be elected in odd-numbered years: co-vice presidents and treasurer.

c. The co-vice presidents shall automatically become co-presidents. If, at the end of their current year, the co-vice presidents (one or both) are unable to move into the office of co-presidents (one or both), the nominating committee will include a nomination for co-presidents (one or both) in the slate of officers.

Section 6. Vacancies.

a. A vacancy in office, excluding one or both co-presidents, shall be filled for the unexpired term by the board of directors.

b. A vacancy in the office of president may be filled by the co-president or the vice presidents.

ARTICLE X. BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected officers and appointed officers of the affiliate as listed in Article IX Section 1. .

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to

- a. Provide oversight to ensure the proper administration of the affairs of the affiliate; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaw;
- b. Appoint standing committee members and such other board and committee members as may be designated;
- c. Act for the affiliate between meetings of the membership;
- d. Adopt rules to govern its proceedings;
- e. Establish task forces or special committees as needed;
- f. Determine date and location for any official meetings of the affiliate.

Section 3. Meetings of the board shall be held at least 3 times per year. Special board meetings may be called by the co-presidents and shall be called upon the request of 25 percent of voting members of the board.

Section 4. 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 board provided that every voting member shall have an opportunity to vote on the question submitted. Voting will close by a specified time. The votes shall be returned to the secretary. 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 a board meeting. The result of the vote shall be recorded in the minutes of the next board meeting.

Section 5. The quorum of the board shall be a majority of its voting members. Co-officers shall be considered as two voting members of the board (co-presidents, co-vice presidents, co-past presidents).

ARTICLE XI. MEETINGS

Section 1. There shall be at least 6 general membership meetings each year.

Section 2. The general membership meeting held between May 1 and May 31 shall be designated the annual meeting, the exact date, time and place to be determined by the board.

Section 3. The annual meeting shall be to conduct business including but not limited to receiving reports, reviewing the budget and the financial report, electing officers, establishing dues, amending bylaws, and giving directions to the board.

Section 4. Special meetings may be called by the co-presidents or shall be called by the co-presidents on the written request of 25 percent of the voting members of the board of directors.

Section 5. The quorum shall be 15 percent of the branch membership. Members will be notified at least 14 days before the meeting where business will be conducted. If a vote is needed, a branch meeting will be held a month following the board meeting at which the item was discussed.

ARTICLE XII. COMMITTEES

Section 1. Standing committees shall be publicity, Educational Foundation/scholarship, communications, and fund raising.

Section 2. Special committees and/or task forces may be appointed by the co-presidents with the consent of the board.

Section 3. The board will assume the chairmanship of all standing committees.

ARTICLE XIII. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Contact. All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches or comparable AAUW-affiliated entities within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

Section 3. State Convention. The affiliate will pay the registration and meal fees for up to two members each year to attend the annual State AAUW Convention.

ARTICLE XIV. BRANCHES

Section 1. Branches and Comparable AAUW-Affiliated Entities.

a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.

b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

Section 2. Organization.

a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.

b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.

c. Structure. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting.

Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity.

a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.

b. The branch 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 a branch or comparable AAUW-affiliated entity is vested in the branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. The branch or comparable AAUW-affiliated entity 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.

Section 5. Dissolution. In the event of the dissolution of the branch or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the branch or AAUW-affiliated entity shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation

ARTICLE XV. ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE XVI. FINANCIAL ADMINISTRATION

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

Section 2. The annual budget shall be adopted by the board of directors for presentation to the affiliate.

Section 3. The affiliate board of directors shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

Section 4. The affiliate shall conduct an annual financial review.

ARTICLE XVII. INDEMNIFICATION

To the maximum extent allowable by law, the Organization 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 Organization. Every member of the Board of Directors, officer, or committee member of the Organization may be indemnified by the Organization 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 Organization, 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 Organization 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. (It is highly advisable to have directors and officers insurance; AAUW can assist.)

ARTICLE XVIII. AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be adopted by the Organization's Board of Directors without a vote of the Organization's membership. Provisions of the Organization's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by Wisconsin state law) 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.

POLICIES

Condolences: In the event of the death of a dues paying or life-time member of the Beaver Dam Branch of AAUW, a scholarship or scholarships awarded to graduating seniors will be designated "given in memory of" that member. At the minimum, the corresponding secretary will send formal AAUW condolences via a card to the family of the deceased. If the budget and circumstances allow, then a single flower in a vase will be sent with a card to the funeral home, not to exceed \$25 per instance. In the event of the death of a family member of an AAUW member, every effort will be made to provide that information to members so they can respond individually. Formal AAUW condolences via a card will be sent by the corresponding secretary in the event of the death of a spouse or child. Formal AAUW congratulations via a card will be sent in the event of a member's wedding.

Honorariums: The board of directors will decide if an honorarium is to be paid to an organization or business for contributing a meeting site or service on an individual

basis. The honorarium should be given as a charitable contribution. The amount will be determined by the board of directors. The board person who made the original contact and arranged for the meeting will be responsible for sending a thank you note. A check will be included from the treasurer, if the board has deemed it appropriate.

By-laws have been updated 6/23/20