

**BYLAWS OF THE AMERICAN ASSOCIATION OF  
UNIVERSITY WOMEN, ANN ARBOR BRANCH, INC.**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be American Association of University Women (AAUW), Ann Arbor Branch, Inc. hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW, Ann Arbor Branch, Inc. 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 program.

**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 educational institution upon which 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. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

**Section 1.** Board of Directors.

a. Membership. The board of directors shall be composed of the elected officers: president, president-elect, vice president for membership, vice president for program, finance treasurer, dues treasurer, recording secretary, nominating committee chair, and the immediate past president. A minimum of six additional directors shall be appointed by the president, subject to approval by the executive committee. These appointed directors shall include chairs of standing committees and such others as are deemed necessary by the executive committee.

b. Duties. The board of directors shall:

(1) carry on the business of the branch in conformity with the policies and program of the AAUW;

(2) have the general power to administer the affairs of the branch between branch business meetings and shall report its actions to the branch;

(3) be subject to the orders of the branch and none of its actions shall conflict with action taken by the branch;

(4) submit a budget to the membership thirty (30) days prior to the April branch meeting;

(5) recommend to the branch the establishment of additional standing committees;

(6) establish special committees;

(7) make such rules and regulations as are necessary for interest groups, provided such rules do not conflict with these bylaws;

(8) approve recommendations of the nominating committee to fill vacancies of offices that may occur prior to the end of the term of office.

c. Meetings. Monthly meetings of the board may be held from September through June at the discretion of the executive committee. Special meetings may be called at any time by the president or upon written request of five (5) members of the board of directors.

d. Quorum. A majority of the members of the board of directors shall constitute a quorum.

e. Expedited Decisions. When timely decisions are required, e-mail or conference call shall be an acceptable meeting alternative. Decisions shall be recorded in the minutes of the next regularly scheduled board meeting.

**Section 2.** The Executive Committee.

a. Membership. The executive committee shall be composed of the elected officers of the branch and the immediate past president.

b. Duties. The executive committee shall:

(1) have emergency power to act for the board of directors between meetings of the board;

(2) provide for such oversight and control of funds as are necessary to assure their safekeeping and complete accounting;

(3) perform such duties as the board may deem necessary.

c. Meetings. Executive committee meetings shall be held at the call of the president or four members of the executive committee. The incoming president may call a summer meeting of the executive committee.

d. Quorum. A majority of the members of the executive committee shall constitute a quorum.

e. Expedited Decisions: when timely decisions are required, e-mail or conference call shall be an acceptable meeting alternative. Decisions shall be recorded in the minutes of the next regularly scheduled board meeting.

**ARTICLE. IX. OFFICERS**

**Section 1.** Elected Officers.

There shall be a president, president-elect, vice presidents, secretary, and treasurers of the branch. Only members of the branch shall be elected officers. Each office may be filled by an officer or co-officers. Co-officers shall be considered as one voting member of the board.

**Section 2.** Elected Officers.

Elected officers shall have been members of the branch for a minimum of one year.

**Section 3. Vacancies.**

A vacancy in office, excluding the president, shall be filled for the unexpired term by vote of the board of directors. The board shall vote upon the candidate recommended by the nominating committee. A vacancy in the office of president shall be filled by the president-elect, vice president for membership, vice president for program, in the order listed.

**Section 4. Tenure.**

a. Officers shall take office on July 1, except the dues treasurer, who shall assume duties immediately following the election. All officers except president and president-elect shall serve a term of two years or until their successors are elected and assume office. No officer shall serve more than two (2) consecutive terms (in the same position).

b. The president shall serve not more than a one-year term as president, but may be eligible for this office again in the future.

c. The president-elect shall serve not more than a one-year term in that office. Upon conclusion of a one-year term of office, the president-elect shall automatically, without election, assume the office of president and serve therein not more than a one year term.

d. Serving in any office for more than one half term shall be considered as a term for purposes of re-election.

**Section 5. Duties.**

Officers' duties are included in branch policies and job descriptions.

**ARTICLE X. COMMITTEES**

**Section 1. Standing Committees.**

Standing Committees such as: AAUW Funds, Bulletin, College/University Relations, Communication, Directory, Fund Raising, Historian, Mission/Issues, Nominating, Parliamentarian, Policy and Bylaws, Public Policy, and Social, shall be established as deemed necessary by the board of directors to carry out the work of the branch.

**Section 2. Special committees.**

There shall be such special committees as deemed necessary by the board of directors.

**Section 3. Committee Chairs or Co-chairs.**

The chairs or co-chairs of all committees, except the nominating committee, shall be appointed by the president with the approval of the executive committee.

**Section 4.** Composition.

Composition and function of committee chairs and co-chairs are included in branch policies and job descriptions.

**ARTICLE XI. NOMINATIONS AND ELECTIONS**

**Section 1.** Nominations.

a. The nominating committee consists of seven members, two to be elected each year for a two-year term at the annual meeting, and three members recommended by the president and appointed by the board of directors not later than its November board meeting. Appointed members serve for a one-year term. The nominating committee shall choose its own chair from within its elected membership.

b. The nominating committee shall present a slate of nominees, in writing, to the membership, at least thirty (30) days prior to the election. Nominations may be made from the floor at the time of election, providing the written consent of the nominee is obtained.

c. Slate:

(1) The president-elect, vice president for membership, recording secretary, and two members of the nominating committee shall be elected in even numbered years

(2) The president-elect, vice president for program, finance treasurer, dues treasurer, and two members of the nominating committee shall be elected in odd numbered years.

**Section 2.** Elections.

a. The election shall be held at the annual meeting of the branch, unless otherwise authorized by the branch board of directors.

b. Voting shall be by ballot and a majority of the votes cast shall be necessary for election. In cases where there is only one nominee for office, the vote may be taken by voice.

c. In the case of a paper ballot, the president shall appoint two tellers to count the ballots.

**ARTICLE XII. BRANCH MEETINGS AND QUORUM**

**Section 1.** Meetings.

a. Branch meetings shall be held each month from September through May.

b. Special meetings may be called by the president, or by five (5) members of the board of directors, two (2) of whom shall be elected officers. Notice of the time, place, and business to be brought before the meeting shall be sent by the secretary to the members in writing at least ten (10) days in advance. Only business for which notice has been given shall be transacted.

c. The annual meeting shall be the branch meeting held during the month of April and shall be for the purpose of electing officers and for such other business as may properly arise.

**Section 2. Quorum.**

A number equal to ten percent (10%) of the branch membership shall constitute a quorum for the transaction of business.

**Section 3. Contact.**

a. The branch shall provide national AAUW with a designated contact for administration and finance.

b. The branch shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each branch meeting and branch board meeting to AAUW.

**ARTICLE XIII. GROUPS**

In accordance with the policies of AAUW, interest groups may be established. All group meetings may be attended by any member of the branch.

**ARTICLE XIV. CONVENTIONS.**

Delegates and alternates to the state conventions, as described in state bylaws, shall be elected by the branch and certified by the president.

**ARTICLE XV. 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 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 shall adopt an annual budget for presentation to the branch.

**ARTICLE XVI. INDEMNIFICATION**

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

## **ARTICLE XVII. AMENDMENTS TO THE BYLAWS**

**Section 1.** AAUW Mandated Amendments. See Article VII, above.

**Section 2.** Prior Approval. All other proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch to vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

**Section 3.** Branch Vote.

Provisions of these bylaws not governed by AAUW Bylaws and state Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting, provided written notice shall have been given to every member at least thirty (30) days prior to the meeting.

AAUW mandated amendments and revisions to the  
Bylaws of the American Association of University Women, Ann Arbor Branch, Inc.  
Submitted: Monday, January 23, 2017.