

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE DULUTH BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Duluth 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 Program. The policies and program 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 sixty 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. STATE OR MULTISTATE AFFILIATES

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate affiliate as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate affiliate already exists, such affiliate will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an affiliate 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 affiliate elect not to have a state affiliate 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.

ARTICLE IX. AFFILIATES/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 financier 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 X. 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 (affiliates), state affiliates, 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 XI. AFFILIATE EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the president, programs chair, secretary, and treasurer.

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 its work and actions.

Section 3. Meetings. The Executive Committee shall meet as needed at the call of the president or administrative officer or at the written request of a member 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 (see state law). A director participating in a meeting by this means shall be considered to be present in person 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 or administrative officer on any question submitted to the committee in writing, provided that every member of the Executive Committee 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 will close by a specified time. If all Executive Committee members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at an Executive Committee meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be 3/4 of its members.

ARTICLE XII. AFFILIATE BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers shall constitute the Board of Directors of this Affiliate. This Affiliate must have a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed meeting and board meeting.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the power to provide oversight to ensure the proper administration of the affairs of the Affiliate; carry out its programs and policies; financial administration; and exercise such powers and perform such acts as permitted by law. The powers and duties include:

- a. appoint standing committee members or other board and committee members as may be designated to formulate programs and activities which carry out the mission of AAUW;
- b. act for the Affiliate 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 Affiliate.

Section 3. Delegation of Power.

The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least 5 times a year at the call of the president (or administrative director) at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or 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 in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board. If there are co-officers then each co-officer shares one vote.

b. Special Meetings. Special meetings of the board shall be called by the president (or administrative director) upon the written request of 25% of the members of the Board of Directors or 10% of the members of the Affiliate provided that a notice of at least ten days of such meeting and its agenda have been given to the members of the board.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the president or administrative director on any question submitted to the board members 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 will close by a specified time. If all board members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at a board meeting. The results of the vote shall be in the minutes of the next board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its voting members.

ARTICLE XIII. AFFILIATE OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

a. Elected Officers and Directors. The elected officers and directors shall be president or administrative officer (mandated position), programs chair, secretary (mandated position), and treasurer or finance officer (mandated position).

b. Appointed Officers and Directors. The appointed officers and directors shall be appointed by the president of the Affiliate with the consent of the majority vote of the Board. The appointed positions for the Affiliate are membership, public policy, communications, focus groups coordinator, and AAUW funds chair.

Section 2. Duties. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the Affiliate's Board, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. The president shall be the official spokesperson and representative for the Affiliate. The president shall be the designated contact person for Administration and is responsible for submitting such reports and forms as required by the Administration.
- c. The treasurer (or finance officer) shall be the designated contact person for financial purposes for Administration and is responsible for collecting, distributing, meeting Administration deadlines, and accounting for the funds of the Affiliate.
- d. The secretary, who will be a separate member from the administrative officer and finance officer, shall record and maintain minutes of all board and membership meetings and shall be prepared to provide a copy of the minutes to appropriate sources. In the absence of the secretary, the president can appoint an acting secretary (other than the president or financial officer).
- e. All officers and chairs shall submit annual reports to the president.

Section 3. Terms of Office. (See state law.)

- a. Terms of Office. Board members shall serve for a full term or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for additional terms, but no Board member shall hold the same office for more than two consecutive terms. A full term is considered service in office for two years. No member shall hold more than one Board position, elected or appointed, at any given time.
- b. Beginning of Terms. The term of each officer and director shall begin on July 1.
- c. Each office may be filled by an officer or co-officers. An optional rotation of elected officers may be developed.
- d. The incoming or continuing president or administrative officer may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Committee prior to July 1 so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1. (Note: New board members are not permitted to vote until after the term start date, as they are not officially board members until that date.)
- e. Removal from Office. A member of the Affiliate's Board of Directors may be removed for any reason by a two-thirds vote at an in-person meeting of the board in accordance with Affiliate and AAUW policies and procedures.

Section 4. Vacancies.

All vacancies in office shall be filled for the unexpired term by the Board of Directors or someone appointed by consent of the Board. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.

ARTICLE XIV. AFFILIATE COMMITTEES

Section 1. Standing Committees.

- a. Standing committees may be established when considered necessary by the Board of Directors.
- b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors for the purpose of formulating programs and activities to carry out the mission of AAUW.
- c. Qualifications, Duties, and Terms of Committee Chair and Committee Members will be determined at the assigned time.

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 or administrative officer and approved by the board or, as appropriate, by the Executive Committee.

Section 3. Reports. All committees shall provide written reports to the Affiliate's Board of Directors for the annual meeting and such other times as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall be a majority of its members (see state law).

ARTICLE XV. AFFILIATE FINANCIAL ADMINISTRATION

Section 1. Administration. The Affiliate's Board of Directors shall have responsibility to

- a. oversee the administration of finances, including preparation of the budget;
- b. oversee the management, acquisition, and disposition of the Affiliate's property and equipment in accordance with the bylaws;
- c. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws;
- d. adopt an annual budget for presentation to the branch;
- e. arrange for an annual financial review.
- f. There shall be no capital stock in the branch.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

Section 3. Dues. The Affiliate's dues payment policy and procedures include:

- a. Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to members 30 days prior to the meeting.
- b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch dues to become members of the branch.

- c. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend branch meetings without vote.
- d. New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy.
- e. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.
- f. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

ARTICLE XVI. MEETINGS OF THE AFFILIATE MEMBERSHIP

Section 1. Annual Meeting. The Affiliate shall have at least one regular meeting each year to be known as the AAUW Duluth Branch Annual Meeting to conduct the business of the Affiliate. The Annual Meeting may include the election of president, programs chair, secretary, and treasurer (or finance officer); the receiving of reports of officers, directors, and committees; amending bylaws; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting, set by the Affiliate's Board of Directors, shall occur during May 1st - June 15th of that year.

Section 2. Special Meetings. Special meetings of the membership may be called by a written request of 25% of the members of the Board of Directors, the president (or administrative officer), or at the request of 10% of the voting membership of the branch (see state law).

Section 3. Membership Meetings. The branch shall hold at least 3 meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 4. Notice. Written or printed 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 delivered at least 10 days before the date of the meeting to all members (see state law).

Section 5. Voting.

- a. Each member of the Affiliate in good standing by the date of the Annual Meeting shall be entitled to vote on any item of business. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business.
- b. Ten percent of the members entitled to vote shall constitute a quorum. (See state law.)
- c. The affirmative vote of the majority of the votes cast shall be necessary for the adoption of noticed business except that a two-thirds vote of the members shall be required to adopt amendments to these bylaws.

ARTICLE XVII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. Composition and Appointment. There shall be a Nominating Committee of 3 members. The Board of Directors of the Affiliate shall appoint a chair and 2 members to serve on the Nominating Committee.
- b. Terms. The term of service on the Nominating Committee shall be for one year, for a maximum of two consecutive terms.
- c. Resignation or 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 Board of Directors shall appoint another member to serve on the Nominating Committee.

Section 2. Nominations.

- a. The names of the nominees for elected office shall be published and sent to every member at least 14 days prior to the Annual Branch Meeting.
- b. Nominations may be made from the floor at the Annual Branch Meeting with the consent of the nominee.

Section 3. Elections.

- a. Elections shall be held in which each eligible member of the Affiliate has one vote.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote.
- c. Elections shall be determined by a majority vote of eligible voting members in attendance.
- d. The elections shall be held at the Annual Branch Meeting.

ARTICLE XVIII. AFFILIATE PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of Minnesota.

ARTICLE XIX. INDEMNIFICATION

To the maximum extent allowable by law, the Affiliate 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 Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate may be indemnified by the Affiliate 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 Affiliate, 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 Affiliate 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.

ARTICLE XX. AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be adopted by the Affiliate's Board of Directors without a vote of the Affiliate's membership.

Provisions of the Affiliate's bylaws not mandated by AAUW may be amended by a two-thirds vote of members voting after a quorum is attained. A written notice of proposed bylaws amendments shall be sent to the entire membership at least 30 days prior to the applicable meeting.

Date Last Amended: 2006

Date Last Amended: 2009

Date Last Amended: 2012

Date Last Amended: 2015

Date Last Amended: 1/28/17