

**BYLAWS of the SPRINGFIELD BRANCH of the
AMERICAN ASSOCIATION of UNIVERSITY WOMEN (AAUW)**

ARTICLE I. NAME AND GOVERNMENT

Section 1. Name. The name of this organization shall be the Springfield, Ohio/Branch of the American Association of University Women, herein after called “the branch.”

Section 2. Government. The bylaws of the American Association of University Women, herinafter called AAUW, shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with bylaws of the State or National organization. Amendments required by AAUW shall become effective and binding on this branch.

ARTICLE II. PURPOSE

The purpose of the branch shall be to further AAUW’s mission to advance equity for women and girls through advocacy, education, philanthropy, and research. AAUW is organized, and shall be operated, exclusively for any or all charitable, educational, scientific, or literary purposes that may qualify it as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and exempt it from federal income tax under section 501(a) of the Code.

ARTICLE III. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including 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 3. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member’s own name is not abridged.

ARTICLE IV. MEMBERSHIP

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Members.

(1) Eligibility.

- a. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.
- b. A branch member is a national member who is also a member of the AAUW Springfield Branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(2) Member-at-Large (MAL). A member-at-large (MAL) OF AAUW may become a member of the branch upon payment of state and branch dues.

(3) Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW and state and branch boards of directors. Student affiliates shall be entitled to attend branch, state, and national AAUW meetings and to receive publications distributed to all members. Affiliates may not vote or hold office.

b. Life Members.

(1) Paid Life Member. Any member of AAUW may become a life member of AAUW (national) upon a one-time payment of twenty year's dues, based on the amount of AAUW dues the year that member elects to become a life member. Thereafter the life member shall be exempt from the payment of AAUW national dues. Paid life members who are members of the state continue to pay annual state and branch dues.

(2) Fifty-Year Honorary. Any branch member who has paid AAUW dues for fifty (50) years shall become a life member and shall thereafter be exempt from payment of AAUW national, state, and branch dues.

- c. Loss of Eligibility.** A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary and destructive to its mission according to AAUW policies and procedures.

ARTICLE V. Fiscal Affairs.

Section 1. Fiscal Year. The fiscal year of AAUW/Springfield Branch shall correspond with that of AAUW National and State and shall begin July 1.

Section 2. Dues.

- a. Changes in branch dues** shall be determined at the annual planning meeting by 2/3 vote of those present and voting, provided that notice has been given to the 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.
- c. Fifty Year Honorary Members** of AAUW are exempt from paying branch dues.
- d. New members** may join at any time. Dues are payable upon joining. National and state portions for new members for less than a full year are determined by AAUW national and state policy. The branch board of directors may set a reduction in branch dues.
- e. Payment** of Springfield Branch dues shall be waived for a transferring member whose current dues have been paid to another branch.

Section 3. Audit. The board shall provide for such audit and control of funds as are necessary to assure their safekeeping and complete accounting.

ARTICLE VI: OFFICERS

Section 1. Officers.

- a. Elected Officers.** The elected officers of the branch shall be a President, Treasurer (or Financial Officer), President-Elect, Treasurer-Elect, and Secretary.
- b. Appointed Officers.** The appointed officers of the branch shall be Membership Chair and Program Chair. Additional Chairs and Secretaries, such as Promotions/Publicity, Sunshine, Public Policy, College Liaisons, and Historian, may be added if size or interest of the branch warrants.

Section 2. Terms of Office.

- a.** No officer shall hold more than one office at a time

- b. No member shall be elected to the same office for more than two (2) consecutive terms.
- c. Term of office shall begin July 1.
- d. President, Treasurer-Elect, and Secretary shall be elected in odd years. President-Elect and Treasurer shall be elected in even years.
- e. Appointed officers shall be appointed in even years.

Section 3. Vacancies.

- a. All vacancies shall be filled for the unexpired term by the board, with the exception of President, which shall be filled by the President-Elect.
- b. Each office/chair may be filled by a single officer/chair or by co-officers/co-chairs.

Section 4. Eligibility.

To be eligible for any office, a candidate must be a member in good standing of AAUW and AAUW/Ohio.

Section 5. Duties.

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. The President shall
 - (1) be the presiding officer all branch meetings
 - (2) be the official spokesperson and representative for the branch
 - (3) be responsible for submitting such reports as required by AAUW (except for those required of the treasurer)
 - (4) be an ex-officio (nonvoting) member of all committees except the Nominating Committee. The President may be a voting member of the Nominating Committee.
 - (5) appoint, with the approval of the Board, Standing Committee Chairs, Special Committee Chairs, and other individual appointments as are deemed necessary unless the appointment is otherwise specified in the bylaws.
- c. The President-Elect shall
 - (1) perform such duties as the President and board shall direct and as specified by branch policies
 - (2) represent the branch in meetings and other functions in the absence of the President.
- d. The Treasurer (Financial Officer) shall
 - (1) collect, distribute, and account for the funds of the branch
 - (2) submit a financial statement at each branch meeting
 - (2) meet specific deadlines as set by National and State
 - (3) Keep the 501c filing current
- e. The Treasurer-Elect shall

- (1) Work with the Treasurer in order to understand the workings of the treasurer's position
- (2) Audit the books prior to the meeting at which she becomes treasurer.
- f. The Secretary shall record and keep all minutes of all board, branch, and special meetings.
- g. All officers and chairs shall submit annual reports to the President 30 days prior to the branch annual meeting in June.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. Composition. The board shall appoint from interested members a nominating committee consisting of a chair and 2–4 additional members, determined by the size of the branch.
- b. Terms. The chair and committee members shall be appointed by March 15 of even-numbered years and shall serve until after elections are held.
- 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, that member must resign immediately from the committee, and the position on the committee shall be filled by the Board.

Section 2. Nominations.

- a. The names of the nominees for elective office shall be published and sent to every member at least 14 days prior to the annual branch planning meeting to be held in June.
- b. Nominations may be made from the floor with the consent of the nominee.

Section 3. Elections

- a. Elections shall be held at the June branch planning meeting.
- b. Elections shall be made by ballot unless there is only one nominee for a given office, in which case the election may be a voice vote. Election shall be by the majority vote of those present and voting.
- c. Voting. Every person who joined the branch and paid dues by the day before the nominees are published may vote. The election format will be determined by the board consistent with state laws.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1: Composition. The voting members of the Board of Directors shall include the Elected Officers, the Appointed Officers, the Chairs of Standing Committees, and the Chairs of Special Committees.

Section 2: Branch Administration: The board shall have the power to administer affairs of the branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall

- a. adopt rules to govern its proceedings;

- b. approve the budget and adopt the auditor's and all other financial reports;
- c. provide for the election of the Nominating Committee;
- d. approve the program for branch meetings;
- e. approve the establishment of special committees;
- f. fill a vacancy in any office except the office of President;
- g. provide AAUW with designated contacts for administration and finance;
- h. designate a member other than the contacts for administration and finance to record the minutes of each branch meeting and branch board meeting.

Section 3: Meetings. Meeting of the board shall be held at least three (3) times a year at a time and place specified by the board.

Section 4: Special Meetings. Special meetings may be called by the President or shall be called upon written request of five (5) members of the board, provided that at least 14 days notice of such meeting and its agenda have been given to members of the board.

Section 5: Quorum. A quorum for a meeting for the board shall be a majority of the voting members. Co-officers shall be considered as one (1) voting member of the board.

Section 6: Voting Between Meetings. Between meetings of the branch board, a written or electronic vote of the board may be taken at the request of the President on any question submitted to the board, in writing, provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if voted upon at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

Section 7: Removal. A member of the board may be removed for any reason by two thirds (2/3) vote of the board in accordance with policies and procedures adopted by AAUW.

ARTICLE VIII. EXECUTIVE COMMITTEE

An executive committee may be added as branch circumstances require.

ARTICLE IX: COMMITTEES

Section 1: Establishing Committees. The President may establish standing and special committees as need with the consent of the board. Committees may include, but are not limited to College/University Partners, Fundraising, Membership, Public Policy, Public Information, and Program Development.

Section 2. Committee Chairs.

- a. Committee Chairs are identified by the nominating committee and are

appointed by the President with the approval of the Board.

Section 3. Term of Office. Committee chairs shall serve for a term of two years or until their successors are appointed. Appointed chairs shall be eligible for reappointment for one term only in the same position.

Section 4. Purpose. With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

ARTICLE X: FINANCIAL ADMINISTRATION

Section 1: Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1 and run through June 30.

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 to be held in June prior to the beginning of the new fiscal year (July 1).

ARTICLE XI: MEETINGS

Section 1: Annual Meeting. The branch shall hold an annual meeting to conduct the business of the branch, including, but not limited to, electing officers, establishing dues, amending bylaws, and receiving reports. This meeting shall be held during the month of June.

Section 2: Membership Meetings. The branch shall hold at least 6 meetings during the fiscal year. The branch board shall determine the time and place for the meetings.

Section 3: Special Meetings. Special meetings may be called by the President or shall be called by the President at the written request of five (5) members of the board or 50 percent of the branch membership.

Section 4: Meeting Notice. Notice of meetings shall be sent to all members of the branch at least ten (10) days prior to the meetings.

Section 5: Quorum. The quorum shall be 20 percent of the branch membership.

ARTICLE XII. Property and Assets.

The title to all property, funds, and assets is vested in the AAUW Springfield 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. Property and assets shall not be used for any purpose contrary to AAUW. In the event of

dissolution of AAUW Springfield Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XIII. LOSS OF RECOGNITION

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of AAUW (or those of the state).

ARTICLE XV. INDEMNIFICATION

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

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by state law or its articles of incorporation.

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 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 the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least 10 days prior to the meeting.