

## **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN BENNINGTON, VERMONT BRANCH**

### **ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be American Association of University Women Brattleboro, Vermont Branch hereinafter known as the "Organization." (Note: The name of the Organization should begin with American Association of University Women to conform with the format recognized by the IRS.)

**Section 2.** Governance. The Organization shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Organization 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 Organization is to further AAUW purposes and policies.

**Section 2.** Policies and Programs. In keeping with this purpose, the Organization 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, 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. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Sanctions for misuse of name, including 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 AND DUES**

**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 Member.

(1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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.

(2) Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of any AAUW-affiliated entity or of AAUW 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) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) Life Membership.

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

(b) Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity membership shall be entitled to national member privileges only.

- a. Partner Member. College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws.
- b. Other Partner Members. Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

**Section 4. Student Affiliates.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors.

**Section 5. Dues**

- a. Amount.
  - (1) The annual dues for individual members 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.
  - (2) Dues for partner members shall be set by the AAUW Board of Directors.
  - (3) The Organization's dues shall be set by the Organization's Board of Directors.
- b. Payment. AAUW Member dues shall be payable in accordance with procedures established by AAUW policy. Organization dues payment procedures shall be established by the Organization's Board of Directors.
- c. 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.

**Section 6. Severance of Membership.** A member may be suspended or dropped 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.

## **ARTICLE V. NOMINATIONS AND ELECTIONS**

### **Section 1.** Nominating Committee.

a. Composition and Appointment. There shall be a Nominating Committee of three members elected or appointed during a board meeting called by the president. The term of service on the Nominating Committee shall be for 1 year. Nominating Committee members may be appointed for additional terms.

### **Section 2.** Nominations.

a. Candidates for vacant positions shall be nominated by the Nominating Committee to secure a slate of candidates for election by the membership. The slate of candidates shall be sent to every member of the Organization at least 15 days before the election. Self-nomination is encouraged. Nominations may be made from the floor with the consent of the nominee.

### **Section 3.** Elections.

- a. Elections shall be held at the annual meeting. Every member present shall be entitled to 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 voice vote. Election shall be by a majority of those voting. All Nomination, Elections, and other branch votes may also be held by electronic means, if the Board of Director of the Organization chooses this option.

## **ARTICLE VI. OFFICERS AND DIRECTORS**

### **Section 1.** Officers and Directors.

- a. Elected Officers and Directors. The elected officers and directors shall consist of all of the positions deemed necessary for the operation of the Organization. The minimum number of officers required by AAUW and Vermont Statutes are a designated contact for administration and a designated contact for finance. In addition, an officer shall be designated to record and maintain the minutes of meetings of the board of directors and meetings of the membership.
- b. Appointed Officers and Directors. Additional officers and directors may be appointed by the President of the Organization with the consent of the Board of Directors. Appointed officers may serve for a full 2-year term or for a shorter period of time to fulfill a specific function.

### **Section 2.** Duties. Officers and directors shall perform the duties described by these bylaws. [The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.](#)

- a. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW.
- b. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines. The fiscal year of the Organization is from July 1 to June 30.
- c. Other elected or appointed officers shall perform such duties as the president and the board of directors shall direct.

**Section 3. Terms of Office.**

- a. Terms of Office. Board members shall serve for a term of 2 years or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for one additional term of two years, but no member shall hold the same office for more than two consecutive. 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. The incoming or continuing president may call and hold a meeting of the incoming board of directors prior to July 1 for planning purposes, so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting.
- c. Removal from Office. An officer or director of the Organization may be removed for any reason or no reason by a two thirds vote at an in-person meeting of the Board of Directors.

**Section 4. Vacancies.**

- a. All vacancies in office shall be filled for the unexpired term by the board of directors.
- b. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.

**ARTICLE VII. BOARD OF DIRECTORS**

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

**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 Organization; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, or these bylaws;
- b. appoint standing committee members and such other board and committee members as may be designated;
- c. act for the Organization 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 Organization.

**Section 4. Meetings.**

- a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least twice a year at the call of the president. The board of directors may meet face to face or conduct the meeting through the use of any means of communication by which all participating directors 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 board members present at the meeting.

b. Special Meetings. Special meetings of the board may be called by the president or shall be called upon the written request of a majority of the members of the board of directors.

**Section 5.** Voting between Meetings. Between meetings of the board of directors, a vote may be taken by written or electronic means at the request of the president on any question submitted to all board members in writing or electronic format. Voting will close by a specified time. If the majority of board members votes on any question so submitted, the vote, by any means permitted by Vermont Statutes, shall be counted and have the same effect as if cast at a board meeting.

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

## **ARTICLE VIII. EXECUTIVE COMMITTEE**

**Section 1.** Establishment of Executive Committee

The Board of Directors may establish an Executive Committee and determine its membership and rules of operation. An executive committee is not required by AAUW or these bylaws.

## **ARTICLE IX. COMMITTEES**

**Section 1.** Standing Committees.

a. The board of directors may establish standing committees for specific functions. A task force to perform a function of relatively short duration may be appointed at any time by the board of directors. Committees are optional and are not required by AAUW or these bylaws.

## **ARTICLE X. 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.

## **ARTICLE XI. 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 XII. 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 XIII. FINANCIAL ADMINISTRATION**

**Section 1.** Administration. The Organization'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 Organization'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.

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

#### **ARTICLE XIV. MEETINGS OF THE MEMBERSHIP**

**Section 1.** Membership Meetings. The organizations shall hold at least 4 meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

**Section 2.** Annual Meeting. The Organization shall have at least one regular meeting each year to be known as the Annual Meeting to conduct the business of the Organization. The Annual Meeting may include the election of officers; the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be set by the Organization's Board of Directors.

**Section 3.** Special Meetings. Special meetings of the membership may be called by a vote of the board of directors or by the president or at the request of the membership.

**Section 4.** Notice. Written or electronic notice, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered to all members at least 15 days before the date of the meeting.

**Section 5.** Voting.

- a. Each member of the Organization in good standing shall be entitled to vote on any item of business.
- b. Members shall be entitled to vote on noticed business items in person or by electronic means. Such votes may include election of the board of directors, amendments to the bylaws, and any other noticed business. Members voting by electronic means are considered to be present at the meeting.
- c. Twenty-five percent of the members entitled to vote shall constitute a quorum.
- d. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a two-thirds vote shall be required to adopt amendments to these bylaws.



**ARTICLE XV. 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 Vermont.

**ARTICLE XVI. 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 vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 15 days prior to the applicable meeting.

Amended January 30, 2016  
Mandatory Amendments only