

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF VERMONT

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW of Vermont 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. 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. OFFICERS

Section 1. Officers

a. AAUW of Vermont shall have the minimum number of elected officers that are required by AAUW and by Vermont state law. They shall be an administrative officer, a finance officer, and a recording secretary. Hereafter, they will be referred to as administrator, treasurer, and secretary in these bylaws.

b. Officers shall serve for a term of two years. The term of each officer shall begin on July 1 of even numbered years and end on June 30 two years later.

c. An officer may be elected to the same position for two consecutive terms of two years each.

d. Officers will continue to serve until their successors are elected and take office. However, Vermont state law requires that officers serve no longer than six consecutive years in the same position.

e. No member shall hold more than one elected office.

f. AAUW of Vermont shall annually provide AAUW with a designated contact for administration and finance.

Section 2. Duties

- a. The administrator shall be the official spokesperson and representative for the affiliate and shall be responsible for submitting reports and forms required by AAUW. The administrator shall also serve as the primary communications contact with branch presidents and members.
- b. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the organization.
- c. The secretary shall be responsible for the recording of minutes and the keeping of records in written or electronic format. The secretary shall make them available upon request.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. A Nominating Committee composed of one representative from each Vermont branch shall be formed no later than March 1 of even numbered years.
- b. The president of each branch shall be responsible for appointing a branch member, approved by the branch board, to represent the branch as a member of the nominating committee. The branch president may appoint herself, with the approval of the branch board.
- c. Members of the nominating committee may meet in person, by telephone, or by electronic means. The committee shall report a slate of candidates for the three elected officers to the administrator no later than May 1 of even numbered years.
- d. The administrator shall give notice of the candidates to all members eligible to vote in the election. This notice may be by written or electronic means according to Vermont state law.

Section 2. Elections

- a. The votes for the three officers shall be taken at branch meetings, by mail ballot, or by electronic means consistent with Vermont law. A quorum of 10% of the eligible voters is required for the vote to be valid.
- b. The specific logistics of each election shall be determined by the three elected officers. The administrator shall give notice of the election procedure to all members eligible to vote in the election; this notice may be by written or electronic means according to Vermont state law.

ARTICLE X. STEERING COMMITTEE

Section 1. Composition and Purpose.

- a. The three elected officers shall form a Steering Committee to carry out the operational, legal, and fiduciary responsibilities of AAUW of Vermont.
- b. Members of the Steering Committee may meet, or communicate by telephone or by electronic means as needed for administrative purposes.
- c. The Steering Committee, by itself, is not authorized to make major program and policy decisions. Such decisions shall be made by members at annual meetings, at other meetings convened for that purpose, or by electronic means.

ARTICLE XI. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

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

Section 2. Dues

No dues will be collected by AAUW of Vermont from individual members or branches at this time. Dues can be reinstated by a 2/3 vote of the membership.

Section 3. Financial Policies

AAUW of Vermont shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws.

ARTICLE XII. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

- a. AAUW of Vermont shall hold an annual meeting to conduct the business of the affiliate and to make program and policy decisions.
- b. The date, time and place of the annual meeting shall be determined by the steering committee.
- c. An annual meeting may be conducted by means of any electronic or telecommunications mechanism consistent with Vermont state law.
- d. Votes for elections and the business of the annual meeting may be taken electronically or by the members at branch meetings, provided sufficient notice of the vote has been given and a quorum of eligible voters is present and voting.
- e. Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual meeting of members are those matters that are described in the meeting notice.

Section 2. Special Meetings

- a. Special meetings may be convened by the steering committee.

- b. Special meetings shall be convened by the administrator at the request of the majority of the branches within the state.

- c. Special meetings may be conducted by means of any electronic or telecommunications mechanism consistent with Vermont state law.

Section 3. Quorum

A quorum for any vote, whether taken electronically or at branch meetings, shall be 10% of the Vermont AAUW members eligible to vote on the issue or in the election.

Amended 12/15/2016

Please note: Articles I through VII are mandated by National AAUW and may be amended as specified in Article VII. The remaining articles are related to the operation of the Affiliate and may only be amended by the vote of the members of the Affiliate.