

## **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN MIDDLEBURY (VT) BRANCH**

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

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

**Section 2.** Affiliate. AAUW Middlebury (VT) 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 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 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 Branch. 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 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.

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 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 terms with the exception of a few positions that may benefit from continuity of service. The term of office shall begin on July 1.

b. Removal from Office. An officer or director of the Branch may be removed for any reason or no reason by a two thirds vote at an in-person meeting of the Board of Directors.

**ARTICLE IX. 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 Branch 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, or at the last meeting of the Branch during each fiscal year. 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 Directors of the Affiliate chooses this option.

**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 X. BOARD OF DIRECTORS**

**Section 1.** Members. The elected and appointed officers shall constitute the Board of Directors of the Branch.

**Section 2.** Powers and Duties. In accordance with these bylaws, the board of directors shall have the general power to:

- a. provide oversight to ensure the proper administration of the affairs of the Branch, 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 Branch between meetings of the membership;
- d. adopt rules to govern its proceedings;
- e. establish task forces or special committees as needed;
- f. determine the date and location for any official meetings of the Branch.

**Section 3.** 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 4.** 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 5.** Quorum. The quorum for a meeting of the Board of Directors shall be the majority of its members.

## **ARTICLE XI. 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 XII. COMMITTEES**

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 XIII. FINANCIAL ADMINISTRATION**

**Section 1.** Administration. The Branch 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 Branch 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.** Annual Meeting. The Branch shall have at least one regular meeting each year to be known as the Annual Meeting to conduct the business of the Branch. 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 Branch Board of Directors.

**Section 2.** 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 3.** 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 4.** Voting.

a. Each member of the Branch 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.

Amended 12/17/2016

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.