**BYLAWS OF THE EAU CLAIRE, WISCONSIN BRANCH**

**OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)**

# ARTICLE I. NAME AND GOVERNANCE

**Section 1. Name**. The name of this organization shall be the Eau Claire, Wisconsin Branch of AAUW, hereinafter called the branch.

**Section 2. Governance**. The AAUW Bylaws shall govern this branch in all practices, and the bylaws of this organization shall in no way conflict with the AAUW Bylaws.

**ARTICLE II. PURPOSE**

The purpose of this branch shall be to further AAUW’s mission to advance equity for women and girls through advocacy, education, philanthropy, and research.

**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 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 a branch or state 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 other 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

branches or other AAUW-affiliated entities on an annual basis shall be entitled to all

branch rights and privileges. A life member of AAUW who does not maintain branch

membership shall be entitled to national member privileges only.

b. Partner Member.

College/university partner members are qualified educational institutions, including twoyear

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 the branch.

**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, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by AAUW and state and branch boards of directors.

# Section 5. Dues

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 the members thirty 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. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, state and branch dues*.*

d. 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.

e. 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. The branch board of directors may set a reduction in branch dues.

f. Reciprocity. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

g. The AAUW Board of Directors shall set the dues for partner members; AAUW provides for two partner member representatives from each C/U with no AAUW dues. The branch may set their own or no fees for C/U representative membership.

**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 Board of Directors. [See AAUW Affiliation Review Policy 208.]

## ARTICLE V. FINANCIAL ADMINISTRATION

**Section 1. Fiscal Year.** The fiscal year shall correspond with that of AAUW and shall begin on July 1.

**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.

**Section 3. Budget.** The board shall adopt an annual budget for presentation to the branch.

## ARTICLE VI. OFFICERS

**Section 1.** There shall be officers or co-officers to fulfill the functions of administration, program, membership, public policy, finance, AAUW Funds, and communications.

**Section 2.** The elected officers shall be a president, or official representative, or co-presidents, vice presidents for membership and program, or co-vice presidents, secretary and treasurer.

**Section 3.** The appointed officers shall be public policy, and AAUW Funds. They shall be appointed by the president.

**Section 4.** Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

**Section 5.** No elected officer shall be eligible to serve more than two consecutive terms in the same office.

**Section 6.** The incoming president may call a meeting of the incoming officers prior to July 1.

**Section 7.** A vacancy in office, excluding the president, or official representative, or co-presidents, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president, or official representative, or co-presidents shall be filled by the vice presidents or co-vice presidents in the order listed in Section 2.

## ARTICLE VII. DUTIES OF OFFICERS

**Section 1.** Officers shall perform the duties prescribed by these bylaws, branch policies, and by the most recent edition of *Robert’s Rules of Order, Newly Revised.*

**Section 2.** All officers shall submit an annual written or electronic report to the president.

**Section 3.** 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 and the state.

**Section 4.** The vice presidents shall perform such duties as the president and board shall direct.

**Section 5.** The secretary or other appointed member of the boardshall record and keep minutes of all business and special meetings. The branch shall provide AAUW with a contact to record and make available minutes of each meeting and board meeting.

**Section 6.** The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to AAUW and the state by the specified deadline. The treasurer shall send moneys for AAUW Fundsby the specified deadlines and shall keep separate ledgers for each type of account.

**Section 7.** The treasurer is the designated contact for administration and finance for AAUW, and the branch will give AAUW this contact every year.

## ARTICLE VIII. NOMINATIONS

**Section 1.** There shall be a nominating committee elected by the board of directors and/or branch members at least three months prior to the annual meeting. One of the committee shall be appointed chair. The report of the nominating committee shall be presented to members at least 14 days before the election. Nominations may be made from the floor at the time of election, provided consent of the nominee has been obtained.

**Section 2.** The term of a committee member shall be one year. Members shall serve no more than three consecutive terms.

## ARTICLE IX. ELECTIONS

**Section 1.** The names of the nominees shall be published and sent to every member at least 14 days before the annual meeting.

**Section 2.** Nominations may be made from the floor with the consent of the nominee.

**Section 3.** All elections shall be held at the annual meeting.

**Section 4.** Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

**Section 5.** Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XII.

## ARTICLE X. ROTATION OF OFFICERS

Election of officers will be rotated so there will be at least two officers on the Board who have completed one year of their term.

## ARTICLE XI. BOARD OF DIRECTORS

**Section 1.** The board of directors shall include the elected officers and the following appointed officers of the branch: public policy and AAUW Funds.

**Section 2.** The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and the state.

**Section 3.** Meetings of the board shall be held at least 5 times per year. Special meetings may be called by the president and shall be called upon the written request of a majority of members of the board, or by the written request of 20 percent of the members of the branch. Notice of a special meeting shall be sent to the membership at least 14 days before the meeting.

**Section 4.** The quorum of the board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the board.

**Section 5.** The board will provide AAUW with designated contacts for administration and finance, as well as a member other than administration and finance to record the minutes of each meeting and board meeting.

## ARTICLE XII. MEETINGS

**Section 1.** There shall be at least six general membership meetings each year.

**Section 2.** The general membership meeting held in the final quarter shall be designated the annual meeting, the exact date, time and place to be determined by the board.

**Section 3.** The annual meeting shall be to conduct business including but not limited to hearing officers’ reports, reviewing the budget and the financial report, electing officers, establishing dues, amending bylaws, and giving directions to the board.

**Section 4.** Special meetings may be called by the president or shall be called by the president on the written request of a majority of the voting members of the board of directors or 20 percent of the branch membership.

**Section 4.** The quorum shall be 20 percent of the branch members.

## ARTICLE XIII. COMMITTEES

**Section 1.** Standing committees shall be program, membership, public policy, finance, AAUW Funds, diversity initiative, bylaws, communications, and book sale.

**Section 2.** Standing committees shall be appointed as follows: the president shall appoint the chair of the committee and the chair shall select additional members, as needed, to serve on the committee for a term of two years.

**Section 3.** Special committees and/or task forces may be appointed by the president with the consent of the Board. Examples are social/cultural, legal advocacy.

## ARTICLE XIV. PROPERTY & ASSETS

**Section 1.**  **Title.** The title to all property, funds, and assets is vested in the AAUW Eau Claire 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 Eau Claire 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 XV. LOSS OF RECOGNITION**

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

## ARTICLE XVI. PARLIAMENTARY AUTHORITY

The rules contained in the most recent 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 the state.

## ARTICLE XVII. INDEMNIFICATION

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

## ARTICLE XVIII. 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 30 days prior to the meeting.

Last Amended: April 3, 2013 by branch vote