

# **BYLAWS OF THE FAIRPORT AREA 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 Fairport Area 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 the branch and no member or the branch 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 actions 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. Membership**

a. Individual Member Eligibility. 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 requirements of eligibility and admissibility for membership.

Refusal to admit an eligible person shall result in loss of recognition of the branch. A branch member is a national and state member of AAUW. That member shall be entitled to vote, hold office, and participate in activities and programs of the branch and receive the publication distributed to all branch members.

- b. Determination of Admissibility to Membership. Any graduate who claims qualification of membership in AAUW and who has been refused admission to membership by an officer of a branch or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the Board of Directors shall be final.
- c. A member-at-large of AAUW may become a member of the branch upon payment of branch and state dues.
- d. 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 to or destructive of its mission according to AAUW policies and procedures.
- e. 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 AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.
- f. Saving Clause. No individual member shall lose membership due to any changes in the status of the educational institution upon which qualification for membership was based.

## **Section 2. Dues**

- a. Member dues shall be payable in accordance with procedures established by policy.
- b. 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 ten days prior to the meeting.
- c. Paid life members of AAUW, as defined in the AAUW policy, are required to pay branch dues to become members of the branch.
- d. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW state and branch dues.
- 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 the AAUW national and state policies. The branch executive committee may set a reduction in branch dues.
- f. 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.

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

### **Section 1. Nominations**

- a. There shall be a nominating committee of three members, appointed by the president or administrative officer (s).
- b. The term of service on the nominating committee shall be for one year.
- c. The names of the nominees for elected office shall be published and sent to every member at least ten days prior to the annual branch meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

### **Section 2. Elections**

- a. Elections shall be held at the annual branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XI.

## **ARTICLE VI. OFFICERS**

### **Section 1. Officers**

- a. The elected officers for the branch shall be President or Administrative officer(s) and Treasurer.
- b. The appointed officers shall be determined by the president or administrative officer(s) and can be Program Vice President, Membership Vice President, Funds Vice President, Recording Secretary, and Communication/Publicity Director. They shall be appointed by the president or administrative officer(s) with the consent of the executive committee.
- c. Term of office shall begin on July 1.
- d. No officer shall hold more than one office at a time.
- e. All vacancies in office shall be filled by appointment by the president or administrative officer(s) for the unexpired term by the board.
- f. Each office may be filled by an officer or co-officers.

### **Section 2. 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 or administrative officer(s) shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.

d. The recording secretary shall record and keep minutes of all executive committee meetings and may have other duties assigned by the president or administrative officer(s).

## **ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected and appointed officers.

**Section 2. Administrative Responsibilities.** 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 act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article X, Financial Administration, Section 2.

**Section 3. Meetings.** Meetings of the board shall be held at least one time a year at a time and place agreed upon by the board.

**Section 4. Special Meetings.** Special meetings may be called by the president or administrative officer(s) or shall be called upon written request of two members of the board provided that at least ten days notice of such meeting and its agenda have been given to the members of the board

**Section 5. Quorum.** The quorum for a meeting of the board shall be a majority of the voting members.

**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 at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

**Section 7. Removal From Office.** A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

## **ARTICLE VIII. COMMITTEES**

**Section 1. Establishing Committees.** The president or administrative officer(s) may establish standing and special committees as needed with consent by the board.

**Section 2. 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 IX. 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 X. 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, and amending bylaws. This meeting shall be held between the months of May and June.

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

**Section 3. Special Meetings.** Special meetings may be called by the president or administrative officer(s) or shall be called by the president at the written request of two members of the board or 10% percent of the branch membership.

**Section 4. Meetings Notice.** Notice of meetings shall be sent to all members of the branch at least ten days prior to the meetings.

**Section 5. Quorum.** The quorum shall be 15% percent of the branch membership.

## **ARTICLE XI. PROPERTY**

**Section 1. Title.** The title for all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. The branch shall have complete control over the acquisition, administration and disposition of its property without the consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

**Section 2. Dissolution of Branch.** In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

## **ARTICLE XII. 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.

## **ARTICLE XIII. 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 XIV. 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.

Dates Last Amended:

October 7, 2009 by Nancy Griffin Shadd and Diane Hotzclaw for model by-laws incorporation, May 19, 2012 by Carol Richardson for mandatory bylaw revisions and changes in branch administrative structure, and September 1, 2014 for mandatory bylaw revisions.