

**BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
WAVERLY, IOWA BRANCH**
[Founded April 5, 1928]

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women of Waverly IA, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Waverly Iowa 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. Amount. 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. NOMINATIONS AND ELECTIONS

Section 1. Nomination Committee

a. Composition and Appointment. There shall be a nominating committee of three members, appointed by the president at least three months prior to the annual meeting. Members include president-elect, one board member, and one general member.

b. Terms. The term of service on the nominating committee shall be for one year for a maximum of three consecutive terms.

Section 2. Nominations

a. The names of the nominees for elected office shall be published and sent to every member at least 10 days prior to the annual branch meeting.

b. Nominations may be made from the floor with the consent of the nominee.

Section 3. Elections

a. 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. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in ARTICLE XIII.

b. Elections shall be held at the annual branch meeting.

c. Election shall be by a majority vote of those voting.

ARTICLE IX. OFFICERS

Section 1. Officers –Elected/Appointed

a. Elected Officers. The elected officers for the branch shall be president, president-elect, and vice-president of membership, vice-president and co-chairs for program, secretary, and treasurer.

- b. Appointed Officers. The appointed officers shall be college representative, AAUW Fund chair and any others deemed necessary. They shall be appointed by the president with the consent of the board.
- c. 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 branch board of directors, and by the current edition of Robert's Rules of Order Newly Revised. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. 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.
- c. The **vice president(s)** shall perform such duties as the president and the board shall direct and as specified in branch policies and job descriptions.
- d. The **treasurer** shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- e. The **secretary** shall record and file for reference minutes of all board, membership, and special meetings.
- f. All officers and chairs shall submit annual reports to the president.

Section 3. Terms of Office.

- a. Terms of Officers.
 - 1. President and president elect shall serve for a term of one year until their successors have been elected or appointed and assume office.
 - 2. All other board members shall serve for a term of two years or until their successors have been elected or appointed and assume office.
 - 3. No officer shall hold more than one office at a time.
 - 4. No elected officer shall be eligible to serve more than two consecutive terms in the same office.
- b. Beginning of Terms. Term of office shall begin on July 1.

Section 4. Vacancies. All vacancies in office shall be filled for the unexpired term by the branch board.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members. The board of directors shall include the elected officers and the following appointed officers: college representative, AAUW Fund chair and any others deemed necessary.

Section 2. Powers and Duties. 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 AAUW Iowa. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in ARTICLE XII, Financial Administration.

Section 3. Meetings.

- a. Regular Meetings. Regular meetings of the board shall be held at least three times a year at a time and place agreed upon by the board.
- b. Special Meetings. Special meetings may be called by the president or shall be called upon written request of five members of the board or 1/3 of the branch membership provided that at least five business days notice of such meeting and its agenda have been given to the members of the board

Section 4. 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 5. Quorum. The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the board.

Section 6. Removal From Office. . A member of the branch board of directors may be removed for any reason by a two-thirds vote of the branch board in accordance with policies and procedures adopted by AAUW.

ARTICLE XI. COMMITTEES

Section 1. Establishing Committees. The president 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 XII. FINANCIAL ADMINISTRATION

Section 1. Administration. 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 2. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1 through June 30.

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

Section 4. Dues - Payment

- 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 30 days prior to the meeting.
- b. Branch dues payment procedures shall be established by the branch's board policy. Dues are due by July 1.
 1. Paid Life. Paid life members of AAUW are required to pay state and branch dues to become members of a branch.
 2. 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, state and branch dues.

ARTICLE XIII. MEETINGS OF THE MEMBERSHIP

Section 1. Meetings

- a. 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, amending bylaws and receiving reports. This meeting shall be held during the month of May.
- b. Membership Meetings. The branch shall hold at least nine scheduled meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 2. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of five members of the board or 33 percent of the branch membership.

Section 3. Meetings Notice. Notice of meetings shall be sent to all members of the branch at least 10 days prior to the meetings.

Section 4. Voting.

- a. Each member of the branch in good standing shall be entitled to vote on any item of business. 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.

- b. **Voting Between Meetings.** Between meetings of the branch, a written or electronic vote may be taken at the request of the president on any question submitted in writing. Every member of the branch 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 meeting. The result of the vote shall be in the minutes of the next branch meeting.
- c. **Quorum.** The quorum shall be 15 percent of the branch membership.

ARTICLE XIV. 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 XV. AMENDMENTS TO BRANCH BYLAWS

Section 1. Amendments to Branch Bylaws. Provisions of these bylaws not mandated by the AAUW Bylaws may be amended at a branch meeting after a quorum is attained by a two-thirds vote of those present and voting provided written notice of proposed bylaws amendments shall have been sent to the members at least 10 days prior to the meeting. [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.

Date Last Amended: January 20, 2010

Date: May 14, 2012 – Approved for AAUW mandated bylaws changes

Revised April 2014 to meet 2013 AAUW Convention mandated bylaw changes

Revised October 2015 to meet 2013 & 2015 AAUW Convention mandated bylaw changes

Revised November 2015 to align with the AAUW Model branch bylaws.

REVISED November 2016 to align with AAUW Revised bylaws