

**Bylaws of American Association of University Women,
Fort Myers/Lee County Branch, Inc.**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Fort Myers/Lee County Branch, Inc., hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW Fort Myers/Lee County Branch, Inc. 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, fund raising, 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 Roberts' 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. Nominations

- a. There shall be a nominating committee of 3 members, elected by the board of directors at least 3 months prior to the annual meeting.
- b. The term of service on the nominating committee shall be for 1 year for a maximum of 2 terms.
- c. 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.
- d. Nominations may be made from the floor with the consent of the nominee.
- e. A person wishing to have her name placed on the ballot for a specific office must notify the nominating committee 45 days in advance of the election.

Section 2. Elections. Elections shall be held at the annual branch meeting.

- 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. Election shall be by a majority vote of those voting provided the number of members voting meets the quorum stated for meetings in Article XVII.
- b. Mail ballots or electronic voting may be used for elections provided the number of members voting meets the quorum stated for meetings.

ARTICLE IX. OFFICERS AND DUTIES

Section 1. Officers

- a. Seven elected officers for the branch shall be President (Administrative Officer), President-Elect, Past President, Vice President Program, Vice President Membership, Treasurer (Financial Officer) and Secretary.

- b. Four appointed officers shall include Public Policy, Scholarship, Ways and Means, and Communications.
- c. The following officers shall serve for a term of 2 years: Vice President of Program, Vice President of Membership, Treasurer (Finance Officer), and Secretary. These officers shall serve until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- d. The President Elect shall serve a term of 3 years: the first year serving under the President; the second year, serving as President; and the third year serving as Past President.
- e. No officer shall hold more than one office at a time.
- f. All vacancies in office shall be filled for the unexpired term by vote of the board with the exception of the presidency, which shall be filled by the President-Elect, then the Vice President of Program, then the Vice President of Membership.
- g. Each office may be filled by an officer or co-officers.

Section 2. Duties.

- a. Elected and Appointed Officers shall constitute the voting members of the board of directors. They 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. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. President/Administrative Officer and Agent of Record shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW, State of Florida or the IRS and shall:
 - (1) Be responsible for bringing the branch bylaws into conformity with National AAUW Bylaws and State Bylaws
 - (2) Preside at all meetings of the branch, the board of directors and the executive committee.
 - (3) Serve as ex-officio member of all task forces and committees except the nominating committee.
 - (4) Appoint such other positions as deemed necessary by the board of directors. Appointments of officers made by the president shall be confirmed by vote of a majority of the board of directors.
 - (5) Call special meetings of the branch in accordance with provisions of the branch bylaws.
 - (6) Appoint, with approval of the executive committee, the chairs of all task forces and committees, and any additional officers authorized by the branch bylaws and those provided for by election
 - (7) May call a meeting of the incoming officers prior to July 1.

(8) May designate a member to act as Agent of Record, with the approval of the board of directors.

c. The President-Elect shall serve as a voting member of the board of directors and perform such duties as may be assigned by the president and the board of directors. The President-Elect shall:

- (1) Act as presiding officer in the absence of the president;
- (2) Perform the duties of the president in all cases in which the president is unable to serve;
- (3) Shall automatically become president without an election when the office of president becomes vacant.
- (4) Serve on Finance Committee for the preparation of the next budget
- (5) Provides direction to the Nominating Committee;
- (6) Serve on Membership and Ways & Means committees;
- (7) Attend to physical arrangements for monthly meetings.
- (8) Serve as the parliamentarian at all meetings.

d. The Past President shall serve as a voting member of the Board of directors and perform such duties as assigned by the President and the Board.

e. The Program Vice President shall develop programs for monthly membership meetings, and shall: preside in the absence of the President and President-Elect; act in the absence or disability of the President and President-Elect; and perform such duties as requested by the President or board shall direct and as specified in branch policies and job descriptions.

f. The Membership Vice President shall serve as chair of the membership committee, and shall: develop and implement member recruitment and retention practices; and perform such duties as requested by the President or the board of directors and as specified in branch policies and job descriptions.

g. The Treasurer/Finance Officer shall be responsible for collecting, distributing and accounting for the funds of the branch. The Treasurer shall:

- (1) Collect all dues and properly remit them to AAUW and AAUW-Florida by the specified deadlines.
- (2) Transmit to AAUW all dues paid by applicants who qualify for membership throughout the year.
- (3) Perform the following duties which include: receiving and depositing all monies due the branch, paying all bills provided for in the budget or verified by the President, keeping books according to established accounting principles, rendering a financial report at the September meeting of the branch and as requested by the board of directors, leading annual budget preparation and presenting financial reports and documents for financial examination

- (4) File required reports with the IRS and State of Florida.
- h. The Secretary shall record and keep minutes of all board, membership and special meetings and shall make those minutes available upon request. The Secretary shall:
 - (1) Have available for reference at all meetings a copy of the branch bylaws and list of officers, committee chairs, task forces and members.
 - (2) Have charge of all correspondence of the branch as delegated by the President or board of directors.
 - (3) Keep on file all communications received, and copies of all letters sent.
- i. All officers and chairs shall submit annual reports to the president.

ARTICLE X. BOARD OF DIRECTORS.

Section 1. Composition. The board of directors shall include the elected and appointed officers of the branch with a minimum of two separate officers, one responsible for the management of the Branch and one responsible for the financial affairs. In addition, the Branch shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting.

Section 2. Administrative Responsibilities.

- a. The board of directors 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.
- b. The board of directors will have the responsibility to determine and fund programs and fundraising projects to support these programs within the scope and mission of AAUW.
- c. The board of directors shall accept responsibilities delegated by AAUW National and AAUW Florida

Section 3. Meetings. Meetings of the board of directors shall be held at least seven times per year.

Section 4. Special Meetings. Special meetings may be called by the President and shall be called upon request of one-third of the members of the board. Notice of the date, time, place and the business to be brought before the meeting shall be sent to the members. Only business for which notice has been given shall be transacted.

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

Section 6. Voting Between Meetings. Between meetings of the branch board of directors, a written, telephonic, 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 recorded, and shall have the same effect as if at a 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 XI. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the six elected officers and the Past President.

Section 2. Duties. The executive committee shall have the power to act for the board in the interim between board meetings. The executive committee shall exercise such power and authority as may be delegated by the board, and shall report to the board on all actions taken by it between regular meetings of the board.

a. Meetings of the Executive Committee shall be held on the call of the President or by written request of 3 of its members.

b. Voting between meetings of the Executive Committee shall follow procedures set forth in Article VII, Section 6 above.

Section 4. Quorum. The quorum of the executive committee shall be a majority of the voting members. Co-officers shall be considered as one voting member.

ARTICLE XII. COMMITTEES

Section 1. Establishing Committees.

a. Standing committees shall be membership, communications, public policy, finance, bylaws, ways and means, and scholarship.

b. Special committees shall be established as required to implement programs and projects of the branch and AAUW.

c. The President shall appoint standing or special committees with consent of 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, and report to the board of directors.

Section 3. Reports. All committees shall provide written reports to the Branch's Board of Directors for the annual meeting and such other times as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

ARTICLE XIII. 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.

a. The board of directors 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 examination of the financial records at the end of a Treasurer's term.

(1) A Financial Records Examination Committee of three members, excluding the Financial Officer, shall be appointed by the President and approved by the board of directors.

(2) The Financial Records Examination Committee shall examine the branch books when there is a change in Treasurer or Financial Officer, but no less frequently than biannually. The Committee will perform agreed upon procedures to test and verify receipt and disbursement activity.

b. The board of directors shall approve all fund-raising projects, investments and disbursements of funds according to the approved budget and the policies of the branch.

Section 3. Contacts. The President is the designated contact for administration, and the Treasurer/Financial Officer is the designated contact for finance; these names will be provided annually to National AAUW, or at such a time as these officers change.

Section 4. Budget. The annual budget, prepared by the Treasurer in conjunction with the Ways and Means Officer, Scholarship Officer and the President, shall be adopted by the board of directors for presentation at the first scheduled meeting after the start of the fiscal year.

ARTICLE XIV. 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, amending bylaws and receiving reports. This meeting shall be held in April, unless changed by a vote of the board of directors to another date but before the end of the current fiscal year.

Section 2. Membership Meetings. The branch shall hold at least 7 meetings during the fiscal year. The branch board of directors shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the President or shall be called by the President at the written request of one third of the members of the board of directors or

20 percent of the branch membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members at least 10 days prior to the meeting.

Section 5. Quorum. The quorum shall be 20 percent of the branch membership.

Section 6. Minutes. The Secretary or a member other than the contacts for administration and finance will record minutes of each meeting. After approval, minutes will be available on

request from the secretary.

ARTICLE XV. STATEWIDE VOTING

Section 1. State.

All AAUW Florida members in good standing are eligible to vote following procedures proposed by the State Voting and Elections Committee and approved by the State Board of Directors.

Section 2. Voting Rights

The privilege of voting shall be suspended for any branch whose bylaws are not in compliance with the AAUW Bylaws.

ARTICLE XVI. INDEMNIFICATION

To the maximum extent allowable by law, AAUW Fort Myers/Lee County Branch, Inc. may (as determined from time to time by the Board of Directors) indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, committee member, executive director, employee, or agent of AAUW Fort Myers/Lee County Branch, Inc.. Every member of the Board of Directors, officer, committee member, executive director, or employee of AAUW Fort Myers/Lee County Branch, Inc. shall be indemnified by AAUW Fort Myers/Lee County Branch, Inc. against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, committee member, executive director, or employee in connection with any threatened, pending, or completed action, suit or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, committee member, executive director, or employee of AAUW Fort Myers/Lee County Branch, Inc., or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of AAUW Fort Myers/Lee County Branch, Inc. and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that she/he reasonably believed to be in, or not opposed to, the best interests of AAUW Fort Myers/Lee County Branch, Inc., was negligent, engaged in misconduct, or, with respect to any criminal proceeding, had reasonable cause to believe that her/his conduct was unlawful. The

foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board, officer, committee member, executive director, or employee is entitled.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. AAUW-mandated amendments shall be adopted by the Branch's Board of Directors without a vote of the Branch's membership. The branch shall take the necessary steps required by state law or its articles of incorporation for compliance whenever amendments are mandated by AAUW or revisions to the governing Florida State Statutes or section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

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.

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 eligible members present and voting provided written notice shall have been sent to the members at least 10 days prior to the meeting and provided a quorum of 20 percent of eligible members is present.

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