

**Bylaws of the Escanaba Area Branch of the
American Association of University Women (AAUW)
Escanaba, Michigan**

ARTICLE I. NAME & GOVERNANCE

- Section 1. Name:** The name of this organization shall be the **Escanaba 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. AAUW Policies & Programs:** 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 of 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 & DUES

Section 1. Membership

- a. 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 university 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 for eligibility and admissibility for membership. Refusal to admit an eligible graduate to Branch membership shall result in loss of recognition of the Escanaba Area Branch. A Branch member is a national member who is also a member of the Branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.
- b. A National Member of AAUW may become a member of the Branch upon payment of Branch and AAUW of Michigan dues.
- c. 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.

- d. 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.

Section 2. 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 (30) days prior to the meeting and a quorum is present.
- b. Paid life members of AAUW are individual members who have made a one-time payment of 20 years' national AAUW dues the year the member elects to become a life member. Thereafter the life member is exempt from payment of AAUW dues but will be required to pay state and Escanaba Area Branch dues.
- c. Fifty-Year Honorary Life Members of AAUW are members who have paid AAUW dues for 50 years. Thereafter the Honorary Life Member is exempt from payment of national AAUW, state, and Escanaba Area Branch dues.
- d. New members may join at any time. Dues are payable upon joining. The national and AAUW of Michigan portion of the dues paid by new members for less than a full year is determined by AAUW and AAUW of Michigan policy. The Branch Board of Directors may set a reduction in branch dues.
- e. Payment of additional dues shall be waived for a transferring members whose current dues have been paid to another branch.

ARTICLE V. NOMINATIONS & ELECTIONS

Section 1. Nominations

- a. There shall be a Nominating Committee of three (3) members, elected or appointed as follows: one person from the current board, one person from the general membership, and one person from the previous year's nominating committee.
- b. The term of services on the Nominating Committee shall be for 1 year for a maximum of 2 consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least ten (10) days prior to the Annual Meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

- a. All elections shall be held at the Annual Branch Meeting.
- b. Elections shall be by ballot vote 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 IX. The deadline for voting shall be clearly communicated with each ballot.

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The **elected officers** shall be a President, or official representative, or Co-presidents, President-elect, Vice Presidents for Program and Membership, Recording Officer, and Financial Officer.
- b. The **appointed officers** shall be assigned for AAUW Funds, College/University Relations, Historian, International Affairs, Newsletter, and Public Policy. They shall be appointed by the President, and confirmed by the elected officers.
- c. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office, with the exception of President-elect who serves for a term of one (1) year. The term of office shall begin on July 1.
- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than one (1) consecutive term in the same office.
- e. All vacancies in office shall be filled for the expired term by the Board recommendation, with the exception of a vacancy in the office of President, or official representative, or Co-presidents which shall be filled by the Vice Presidents in the order listed.
- f. Each office may be filled by an officer or co-officers.
- g. The President-elect, and Financial Officer shall be elected in even numbered years. The Vice President for Programs, Vice President for Membership, and the Recording Officer shall be elected in odd numbered years. The President-elect serves for one year before becoming President.

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 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 Board shall direct and as specified in Branch policies and job descriptions.
- d. The Financial Officer shall be responsible for collecting, distributing, and accounting for the funds of the Branch and for meeting specified deadlines.
- e. The Recording Officer or a designee shall record and keep minutes of all Board, membership, and special meetings. Recording Officers shall make available upon request the minutes of each Board, membership, or special meeting.
- f. All officers and chairs shall submit annual reports to the President.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall include the elected officers and all appointed officers of the Branch as stated in Article VI, Section 1.b. above.

Section 2. Administrative Responsibilities. The Board shall have the power to administer the affairs of the Branch and to carry out its programs and its policies, and shall accept responsibility delegated by AAUW and AAUW of Michigan. 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 six (6) times per year at a time and place agreed upon by the Board.

- Section 4. Special Meetings.** Special meetings may be called by the President and shall be called upon written request of five (5) members of the Board provided that at least three (3) 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. Co-officers shall be considered as one voting member of the Board.
- 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 eligible to vote must vote and the vote must be unanimous. 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 may establish standing and special committees as needed.
- Section 2. Purpose.** Each Standing and Special Committee shall formulate programs and activities to carry out the mission of AAUW.

ARTICLE IX. MEETINGS

- Section 1.** There shall be at least seven (7) general membership meetings each year. General membership and special meetings shall be announced a minimum of ten (10) days in advance as to the date, place, time, and the quorum requirement for a vote to count. Announcement methods may include, but are not limited to, branch newsletters, newspaper articles, e-mails, or special mailings.
- Section 2.** The general membership meeting held in May, shall be designated the Annual/Election 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, electing officers and nominating committee, establishing dues, amending bylaws, and giving directions to the Board.
- Section 4.** The quorum shall be ten (10) percent of the branch members.

ARTICLE X. 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 principals and federal, state and local laws including an annual financial review. Any disbursement of branch funds shall be included in the budget as presented to the membership for approval.
- Section 3. Budget.** The Board shall adopt an annual budget for presentation to the Branch.
- Section 4: Contact.** The Board shall annually provide AAUW with a designated contact for administration and finance.

ARTICLE XI. CONVENTIONS

- Section 1: State Conventions.** Delegates and alternates to state conventions, as described in state bylaws, shall be elected by the branch and certified by the president.
- Section 2:** All members have a vote on national AAUW business.

ARTICLE XII. PROPERTY & ASSETS

- Section 1. Title.** The title for all property, funds, and assets of the Branch, is 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. Property and assets shall not be used for any purposes contrary to AAUW.
- Section 2. Dissolution of Branch.** In the event of the dissolution of the 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 XIII. LOSS of RECOGNITION

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

ARTICLE XIV. 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 or those of AAUW of Michigan.

ARTICLE XV. 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 XVI. 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 chair 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 1. Branch Vote.** Provisions of these Bylaws not governed by AAUW Bylaws may be amended at a Branch meeting by a two-thirds vote of those present and voting provided written or electronic notice shall have been sent to the members at least 10 days prior to the meeting.

Revised:

December 1981	November 1999	January 2013
November 1983	January 2001	
November 1984	April 2004	
November 1985	January 2006	
January 1988	March 2006	
November 1991	September 2010	