

BYLAWS OF THE ELMHURST AREA BRANCH OF AAUW (AMERICAN ASSOCIATION OF UNIVERSITY WOMEN)

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be AAUW Elmhurst Area Branch, 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 ~~or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United State~~ 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 requirement for~~ eligibility and admissibility ~~for to~~ membership. ~~Refusal to admit an eligible person graduate to branch membership shall result in loss of recognition of the 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 the

~~one or more AAUW Elmhurst Area Branch. That branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch when where membership is maintained. The member will also receive the publication distributed to all branch members.~~

b. A national (5) Life Membership.

(a) Paid. An individual member ~~of AAUW~~ may become a life member ~~of the branch 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 ~~and~~ membership shall be entitled to national member privileges only.

b. Partner Member.

College/university partner members are qualified educational institutions, including two- year 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 upon payment of ~~state~~ and branch dues.

e.

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. Branch fees for student affiliates shall be established by the Board of Directors.

Section 5. Dues.

a. Amount

(1) The annual branch dues for individual members shall be established by the Board of Directors and set forth in the branch's policies. Changes in dues will be determined at the annual meeting by two-thirds vote of those present and voting.

(2) The AAUW Board of Directors shall set the dues for partner members.

b. Payment. Member dues shall be payable in accordance with procedures established by policy.

c. 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.

Section 6. Severance of Membership. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to ~~affect~~ adversely ~~affect~~ its reputation; or that is contrary to or destructive of its mission according to ~~AAUW~~these Bylaws, with action taken following policies and procedures adopted by the Board of Directors.

~~**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 21 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.~~

- ~~e. Fifty Year Honorary Members of AAUW are exempt from paying AAUW national, 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 AAUW [and state] policy. The branch board of directors may set a reduction in branch dues.~~
- ~~f. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.~~

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. The nominating committee shall consist of at least three members. The director of the nominating committee shall be elected by the membership at the annual meeting and the other members shall be appointed by the president with the approval of the board of directors. Whenever possible, one of the two appointed members shall be a member of the board of directors.
- b. The term of service on the nominating committee shall be for two years for a maximum of two consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least one month prior to the election or published and sent to every member at least 14 days before the annual 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 present and 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, and the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended (the "Act").

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The elected officers for the branch shall be president, program vice-president(s), membership vice president(s), recording secretary, director of finance, director of communications/publicity, director of bylaws and policies, AAUW funds director and director of nominating committee.
- b. The appointed officers shall be directors of: ~~bylaws and policies,~~ college/university relations, diversity/international affairs, ~~AAUW funds, legal~~

~~advocacy fund~~, newsletter, and public policy. They shall be appointed by the president with the consent of a majority of elected members of the board at the next meeting immediately following the annual meeting.

- c. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. 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 two consecutive terms in the same office.
- e. All vacancies in office shall be filled for the expired term by the board.
- f. Each office may be filled by an officer or co-officers.
- g. Whenever possible, the president and membership vice president shall be elected in odd-numbered years.
- h. Whenever possible, the program vice president, secretary, and director of finance shall be elected in even-numbered years.

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 and will provide AAUW with designated contacts for administration and finance.
- 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 director of finance shall be responsible for collecting, distributing and accounting for the funds of the branch, for chairing the finance committee, for preparing the yearly budget and for meeting specific deadlines.
- e. The secretary shall record and keep minutes of all board, membership, special meetings, and correspondence as needed.
- f. All officers and directors shall submit annual reports to the president by the May board meeting.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers, and the appointed officers, ~~directors, and such others as deemed necessary.~~

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].~~ AAUW of Illinois. 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 three times 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 may be called upon written request of two members of the board or five members of the branch provided that at least 14 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 in compliance with the Act 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. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers: president, program vice-president(s), membership vice-president(s), recording secretary, director of finance, director of communications/publicity, AAUW Funds director, director of bylaws/policies and director- of nominating committee.

Section 2. Duties. The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

Section 3. Meetings. Meetings of the executive committee shall be held on the call of the president or by written request of three of its members.

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

Section 5. Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have an opportunity to vote on the question

submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees. Standing Committees shall be program, finance, AAUW ~~Fund~~Funds, and bylaws.

Section 2. Establishing Committees. The president may establish standing and special committees as needed with consent of the board.

Section 3. 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 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 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 at the annual meeting. The annual proposed budget is prepared by the director of finance and reviewed by members of the finance committee.

ARTICLE XI. 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 those officers who hold elected positions on the Board, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the month of March or April.

Section 2. Membership Meetings. The branch shall hold at least 7 program meetings during the fiscal year which need not be for the purposes of conducting the business of the membership. 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 shall be called by the president at the written request of 4 members of the board or 15 percent of the branch membership.

Section 4. Meetings Notice. Notice of all meetings for which the branch shall conduct business shall be sent to all members of the branch at least 14 days prior to the meetings— which may be delivered by electronic mail at the email address listed in the membership records. The Board shall fix a record date for members entitled to vote at least 14 days prior to the meeting.

Section 5. Quorum and Voting. The quorum shall be 20 percent of the branch membership, and the affirmative vote of a majority of the quorum shall be necessary for the adoption of any business (except as otherwise provided in these bylaws or the Act). Each branch member in good standing will be entitled to vote on all matters properly coming before the members. Voting may be by any means permissible under the Act; however, there shall be no proxy voting.

ARTICLE XII. PROPERTY

Section 1. Title.

The title to all property, funds, and assets is vested in the AAUW Elmhurst Area 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.

Section 2. Dissolution of Branch.

In the event of dissolution of AAUW Elmhurst Area 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 the state].

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 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 21 days prior to the meeting.