

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
OF THE APPLETON, WISCONSIN BRANCH**

ARTICLE I. NAME

Section 1. Name. The name of this organization shall be the Appleton, Wisconsin Branch, hereinafter called the “Affiliate”.

Section 2. Affiliate. AAUW Appleton is an Affiliate of AAUW as defined by 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 bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws 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 program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program.

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, 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 name only.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of members (“Individual Members”) and college/university members (“College/University Members”).

Section 2. Basis of Membership.

A. Individual Membership.

(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 Institution") or other qualified education institution located outside 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 in the 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 the 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 of 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 education 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. Annual AAUW dues and Member benefits for any category of Member shall be set by the AAUW Board of Directors. Members shall be notified of the intent to consider a change in 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 Affiliates 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 the 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 Affiliates 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 the 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.

Specific Affiliates

ARTICLE VIII. 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. Appleton shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local law including an annual financial review.

A. The branch annual dues shall be fixed by two-thirds vote of the members at a branch annual meeting upon the recommendation of the branch board of directors.

B. Payment of Dues.

(1) Continuing Member dues are payable on or before July 1. The branch VP Finance shall immediately forward all AAUW_dues for AAUW members to AAUW and all state dues to the state VP Finance. Dues shall be postmarked no later than this date specified by AAUW.

(2) New member dues may be paid at any time and shall be forwarded to AAUW and state immediately.

Section 3. Reciprocity. A branch member of AAUW who has paid current dues shall be eligible to transfer membership to another branch. Payment of the additional dues shall be waived for a transferring branch member whose current dues have been paid in another branch.

ARTICLE IX. ELECTED OFFICERS AND APPOINTED MEMBERS OF THE BOARD OF DIRECTORS

Section 1. Officers

A. Elected Officers shall be a president, president-elect, vice-presidents and assistant vice presidents for membership, program, and finance and a recording secretary of the branch. If the duties of an office are shared by two people, they shall be called co-officers. Only members of AAUW shall be president, president-elect, vice-presidents, assistant vice presidents and recording secretary of the branch.

B. Appointed Officers shall be appointed officers for public policy and fundraising, and such other officers as shall be deemed necessary to carry on the work of the branch. These officers shall be appointed by the president and approved by majority vote of the board. The board should work to keep the appointed officers at or less than elected officers.

Section 2. Responsibilities.

A. Branch 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-WI and AAUW and make contact at least annually as related to branch administration.

B. Branch Finance Officer shall be responsible for collecting, distributing and account for the funds of the branch, including AAUW-WI dues, and for meeting specific deadlines. The finance officer shall contact AAUW annually.

C. Branch Officers, task force, and committee chairs, shall perform duties as prescribed by AAUW WI bylaws, branch bylaws, by the rules of procedure and policy adopted by the broad of directors, and by the current edition of Robert Rules of Order Newly

Revised. They shall make reports as may be required by the AAUW WI board of directors and AAUW.

D. Branch Secretary shall record minutes of each board and membership business meeting. Such minutes shall be published or otherwise made available for inspection afterward upon request.

E. Branch Bylaws must conform to AAUW and AAUW-WI bylaws and should be reviewed following each AAUW convention. Copies of branch bylaws shall be filed with national AAUW for electronic online access. Any amended bylaws shall be filed with national AAUW.

F. Notice of Branch Dissolution. The president of the branch wishing to disband must communicate such intent to AAUW and AAUW -WI and complete and submit the AAUW branch disbandment form to AAUW and AAUW-WI.

Section 3. Procedures.

A. A nominating committee shall consist of three to five members selected by *the* board of directors at least three months prior to the annual meeting. The report of the nominating committee shall be presented to members at least two weeks before the election. Nominations may be made from the floor at the time of election, provided consent of the nominee has been obtained in writing.

B. Elections shall be by secret ballot except if there is only one nominee for office. In the case of one nominee the vote shall be by voice vote. A majority vote shall constitute an election.

C. Terms. All officers shall take office on July 1. All officers, except the president elect, the vice presidents, and the assistant vice presidents shall serve a term of 2 years or until their successors are elected and assume office. All officers, other than the president elect, the vice presidents and the assistant vice presidents, shall be eligible for re-election to the same office for a second consecutive term.

D. Rotation of elected officers. The president elect shall be elected in odd numbered years and shall become president at the end of a one year as president elect. The assistant vice presidents shall be elected annually and shall become vice presidents at the end of a one-year term as assistant vice presidents. The recording secretary shall be elected in odd numbered years. The VP Finance shall be elected in even numbered years.

E. Vacancies. A vacancy in office, except that of the president, shall be filled for the unexpired term by a vote of the board of directors. A presidential vacancy shall be filled by the president-elect and the president-elect position would be vacant. If there is not a president elect at the time the vacancy occurs, the vacancy shall be filled for the unexpired term by a vote of the board of directors.

ARTICLE X. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors. The board of directors shall include elected and appointed officers. All officers shall be AAUW members.

A. Responsibilities. The board of directors shall manage and supervise the business and activities of the branch subject to the instructions of the annual meeting. It shall accept responsibility for such matters as delegated by AAUW and state board. It shall have the power to create special committees and task forces as deemed necessary and to participate in interbranch activities and shall perform such other duties as are specified by these bylaws.

B. Meetings. The board shall meet a minimum of five (5) times annually. Special meetings may be called at any time by the president, or upon the written request of two members of the board of directors.

Section 2. The Executive Committee. The executive committee shall be composed of the elected officers of the branch.

A. Responsibilities. The executive committee shall act in the interim between board meetings. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board.

Section 3. Quorum. A quorum of a meeting shall be a majority of the voting members.

ARTICLE XI. BRANCH MEETINGS

Section 1. Meetings.

A. Annual Meeting. The annual meeting of the branch shall be held between March and May, the exact time and place determined by the board. The annual meeting shall elect officers, fix dues, amend bylaws, if necessary, receive reports of officers, committees and task forces and conduct such other business as may be necessary.

B. Branch Meetings. The branch shall hold at least seven meetings a year.

C. Special Meetings. Special meetings may be called by the president, five members of the board of directors, or by the written request of fifteen members of the branch. Notice of the date, time, place, and the business to be brought before the meeting shall be sent by the secretary to the members in writing at least three days in advance. Only business for which the notice had been given shall be transacted.

Section 2. Quorum. Fifteen percent of the members of the branch shall constitute a quorum.

ARTICLE XII. INDEMNIFICATION

Every member of the board or committee member may be indemnified by the Appleton Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or officer in connection with any threatened, pending, or completed action, suit or proceeding to which board or committee member may become involved by reason of her/his being or having been a member of the board or officer of the branch, or any settlement thereof, unless adjusted therein to be liable for negligence of misconduct in performance of board or committee member duties. In the event of a settlement the indemnification herein shall apply only when the Appleton 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 no exclusive of all other rights to which the member of the board or committee is entitled.

ARTICLE XV. 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 branch bylaws, state bylaws, its articles of incorporation, and state law.

Section 2. Proposed Amendment Changes. All proposed amendment changes not a part of the AAUW mandated amendments shall be sent to the branch president.

Section 3. Member Vote. Provisions of these bylaws not governed by the Bylaws of the AAUW may be amended by a two-thirds (2/3) vote of those present and voting at the annual meeting or any regular meetings of the branch, provided notice of the proposed amendments shall have been given at the previous regular meeting or in writing to every member at least two weeks in advance of the meeting.

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