

Approved 12/10/09 -- Mandated changes

**BYLAWS OF THE CEDAR FALLS BRANCH
OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the Cedar Falls 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 Policy. The policies and program of AAUW shall be binding on all members and the branch and no member or the branch 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. 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.

Section 3. Violations. Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership

a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (national + state + branch dues) are eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.

b. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch [and state] 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 10 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.
- c. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, state and branch dues.
- d. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend branch meetings without vote.
- 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. There shall be a nominating committee of 3 members, elected or appointed as follows: said members shall be appointed at least two months prior to the annual meeting. One member shall be a past president and shall serve as the chair.
- b. The term of service on the nominating committee shall be for one year for a maximum of one term.
- c. The names of the nominees for elected office shall be published in the *NEWSLETTER* and sent to every member at least 15 days prior to the annual branch 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 voting.

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The elected officers for the branch shall be president, president elect, past president, vice president for programs, vice president for membership, vice president for AAUW Fundraising, secretary and treasurer. These officers shall comprise the executive committee and serve on the board of directors.
- b. The appointed officers shall be the directors of communications, Legal Advocacy Fund, public policy and such other directors as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the president. Appointed officers shall serve for a term of two years or until their successors have been appointed and assume office. They shall be appointed by the president with the consent of the board.
- c. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office, except the president/president-elect who shall serve one year. 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 2 consecutive terms in the same office.
- e. All offices, both elected and appointed, may be held by a single officer or by co-officers.
- f. All vacancies in office shall be filled for the unexpired term by the board. The president elect shall fill a vacancy in the office of the president. The new president may elect to serve both the unexpired term and the additional full term for which she/he was elected. A vacancy in the office of president elect shall be filled by special election to be held in a timely manner. A vacancy in the office of past president shall be filled by board appointment of the most recent past president available. A vacancy in any other elective office shall be filled by special election to be held in a timely manner.
- g. Each office may be filled by an officer or co-officers.
- h. The president elect shall be elected annually.
- i. The following officers shall be elected in even years: the vice president for program and the secretary shall be elected in even numbered years. The following officers shall be elected in odd years: The vice president for membership, vice president for AAUW Fundraising and the treasurer shall be elected in odd 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.
- c. The president elect shall direct strategic planning and perform such duties as the president and board shall direct.
- d. The past president shall be the director of communications and shall perform such duties as the president and board shall direct.
- e. The program vice president shall chair the program committee and perform such duties as the president and board shall direct.
- f. The membership vice president shall chair the membership committee, facilitate Association member recruitment efforts and perform such duties as the president and board shall direct.
- g. The AAUW Fundraising vice president shall chair the AAUW Fundraising committee and perform such duties as the president and board shall direct.
- h. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- i. The secretary shall record and keep minutes of all board, membership, and special meetings.
- j. All officers and chairs shall submit annual reports to the president.
- k. The president elect may call a meeting of the incoming officers prior to July 1 for the purpose of approving appointments and making plans for the coming year.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and the following appointed officers: president, president elect, past president, vice president for programs, vice president for membership, vice president for AAUW Fundraising, secretary, treasurer, Legal Advocacy Fund, public policy and such other directors as shall be deemed necessary to carry on the work of the branch.

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]. 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 3 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 shall be called upon written request of 2 members of the board provided that at least 10 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 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 and the following appointed officers: president, president elect, past president, vice president for programs, vice president for membership, vice president for AAUW Fundraising, secretary and treasurer.

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 2 of its members.

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 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. 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 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.

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 officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the months of March or April.

Section 2. Membership Meetings. The branch shall hold at least 7 meetings during the fiscal year. 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 2 members of the board or 5 members of the branch membership.

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

Section 5. Quorum. The quorum shall be 15 percent of the branch membership.

ARTICLE XII. PROPERTY

Section 1. Title. The title for all funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severance right to all or any part of such property. The branch shall have complete control over the acquisition, administration and disposition of its property without the consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. Dissolution of Branch. In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

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 in the *NEWSLETTER* at least 10 days prior to the meeting.

Date Last Amended: October 2009