BYLAWS of THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW) of Shoreline, Connecticut

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) Shoreline, Connecticut, hereinafter known as the “Affiliate.”

**Section 2.** Affiliate**.** AAUW Shoreline, Connecticut 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, 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 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.

1. 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 *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 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. DUES**

**Section 1. Shoreline Affiliate Dues**

 1. Changes in branch dues shall be determined at the annual meeting by a two-thirds vote of those present and voting, provided written notice has been given to all branch members 30 days prior to the meeting.

 3. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch and state dues to become members of the branch.

 4. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW state and branch dues.

 5. 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 AAUW policy. The branch board of directors may set a reduction in branch dues.

 6. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

**ARTICLE IX. NOMINATIONS AND ELECTIONS**

**Section 1. Nominations**

a. There shall be a nominating committee of three members, elected by the Branch members at a regularly scheduled branch meeting or by the board of directors. One of the committee shall be appointed chair.

b. The term of service on the nominating committee shall be for one year 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 14 days prior to the annual branch meeting.

d. Nominations may be made from the floor with the consent of the nominee.

e. When a president, co-president and/or vice president is to be elected, nominate, whenever possible, one for each office each year in order to alternate terms so that no two terms for any one office run consecutively.

**Section 2. Elections**

a. All elections shall be held at the annual branch meeting.

b. Elections shall be by secret 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.

c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings.

**ARTICLE X. OFFICERS**

**Section 1. Officers**

a. There shall be elected officers or co-officers to fulfill the functions of administration, program, membership, finance, and recording secretary.

b. The appointed officers shall be public policy, EOF, parliamentarian, corresponding secretary, NCCWSL, website manager, publicity, email coordinator, historian, local scholarship and hospitality. They shall be appointed by the president(s) with the consent of the board with added suggestions given by the nominating committee.

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 elected officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than three consecutive terms in the same office.

e. All vacancies in office shall be filled for the unexpired term by the board with the exception of a vacancy in the office of president, which shall be filled by the vice president.

f. Each office may be filled by an officer or co-officers.

g. The incoming president may call a meeting of the incoming officers prior to July 1.

**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. All officers and chairs shall submit an annual report to the president.

c. 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 the state AAUW.

d. 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.

e. The treasurer shall be responsible for collecting, distributing and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to the association and the state by the specified deadline. The treasurer shall send monies for the Education Opportunity Foundation by the specified deadlines and shall keep separate ledgers for each type of account.

f. The secretary shall record and keep minutes of all board, business and special meetings. She is required to have these minutes available for inspection by members.

**ARTICLE XI. BOARD OF DIRECTORS**

**Section 1.** The board of directors shall include the elected officers and the following appointed officers: public policy, EOF, publicity, NCCWSL, website manager, and email coordinator. It may include hospitality, parliamentarian, corresponding secretary, historian, and local scholarship.

**Section 2.** The board shall have the general power to administer affairs of the branch, including and not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by the association and the state.

**Section 3.**  Meetings of the board shall be held at least three times a year. Special meetings may be called by the president or shall be called upon written request of four members of the board.

**Section 4.**  The quorum for a meeting of the board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the board.

**Section 5.** 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 XII. EXECUTIVE COMMITTEE**

**Section 1.** **Composition**. The executive committee shall consist of the elected officers.

**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 its members.

**Section 4**. **Quorum.** The quorum of the executive committee shall be a majority of the voting members. Each Co-officer shall be considered a 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 XIII. COMMITTEES**

**Section 1**. Standing Committees include Program, Membership, Public Policy, Finance, EOF, Communications, and Hospitality. The president may appoint standing and special committees as needed with consent by the board for a term of two years.

**Section 2.** With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

**ARTICLE XIV. 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 branch 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 review.

**Section 3.** **Budget** The board shall adopt an annual budget for presentation to the branch in September.

**Section 4.**  **Dues** Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears three months after July 1 shall be dropped from membership.

**ARTICLE XV. MEETINGS**

**Section 1.** There shall be at least six general membership meetings each year. The branch board shall determine the time and place for these meetings.

**Section 2.** The branch will hold an annual meeting to conduct the business of the branch, including but not limited to hearing officers' reports, reviewing the financial report, electing officers, establishing dues, amending bylaws and giving directions to the board. The general membership meeting held between April 1st and May 31st will be designated the annual meeting; the exact date, time and place to be determined by the board.

**Section 3**. Special meetings may be called by the president or shall be called by the president at the written request of twenty-five percent of the voting members of the board of directors or ten percent of the branch membership.

**Section 4.** The quorum shall be ten percent of the branch membership.

.**ARTICLE XVI. 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.

**Amended, Edited and Retyped in April, 2017 to conform with the 2016 AAUW Bylaws revisions by Carol Geiser, Melissa Lamoreaux, Jan Jones, Sue Cohn, Elaine Quayle and Vicki Littell.**

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