

**BYLAWS OF THE EASTON, MD BRANCH OF THE  
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)  
2012**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of this organization shall be the Easton, MD 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 shall be binding on all members of 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. 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. Branches that are delinquent in filing required tax , corporate, and/or by laws documents with AAUW and/or IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliations, 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. Membership**

- a) Eligibility. Individual graduates holding a two year associate degree from a Community, Junior, Business college or equivalent (e.g., a two year RN Diploma), a baccalaureate or higher degree from a qualified educational institution or a foreign degree acceptable as basis for admission by graduate schools at qualified universities of the United States and who have paid dues (national, state, and branch) are eligible to receive admission to this branch of AAUW. 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.
- b) A branch member is a National Member who is also a member of the Easton, MD branch. That member shall be entitled to vote, hold office, participate in all activities and programs of each branch where membership is maintained and will receive all publications distributed to all branch members.
- c) A member at large (MAL) of AAUW may become a member of this branch upon payment of branch and state dues.
- d) A member of another branch may become a dual member of this branch upon payment of branch dues.
- e) 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 or procedures.
- f) An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation with the branch upon payment of fees established by the AAUW, state and branch boards of directors. Student affiliates may 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 2/3 vote of those present and voting, provided notice has been given to members 20 days prior to the meeting.
- b) Life membership
  - (1) Paid: An individual member may become a life member upon a one-time payment of 20 year's national dues, based on the amount of the AAUW dues the year the member elects to do so. To become or stay a member of a branch in the state of MD, he/she must pay both the branch dues and the state dues annually.
  - (2) Fifty-year honorary members of AAUW are exempt from paying AAUW, state and branch dues.
- c) New members may join at any time. The national, state, and branch dues are 1/2 price from January 1 to March 15. From March 16 to June 30, the dues will be full membership of the upcoming year and will confer membership for up to 15½ months.
- c) Payment of additional dues shall be waived for a transferring member whose dues have been paid to another branch.

## **ARTICLE V. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee**

- a) There shall be a nominating committee of three members, two of whom shall be elected by the board at the February board meeting, one of whom shall be appointed by the President as the chair, and one elected by the branch at the February meeting or by electronic election.
- b) Members shall serve one year for a maximum of one year.
- c) The names of the nominees shall be published and sent to the membership at least 14 days prior to the annual meeting in April.
- d) Nominations may be made from the floor with the consent of the nominee.

### **Section 2. Elections**

- a) Elections at the annual meeting in April shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken.
- b) Election shall be by a majority vote of those present and voting.
- c) Voting may be accomplished by mail ballots or electronic voting provided the number of members voting meets the quorum stated for meetings in Article XI.

## **ARTICLE VI. OFFICERS, DUTIES, AND ROTATION OF OFFICERS**

**Section 1.** There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, fundraising, secretary, and communications.

- a) The elected officers shall be President, or Co-Presidents, Vice Presidents for Program and Membership, Membership Treasurer, Operations Treasurer and Secretary.
- b) The appointed officers shall be Public Policy, Communications, Fundraising, Historian, and Children's Issues. 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 assumed office. The term of each officer shall begin 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) The incoming president may call a meeting of the incoming officers prior to July 1.
- f) A vacancy in office, excluding the Presidency, or official representative or Co-Presidents, shall be filled for the unexpired term by the Board of Directors.
- g) A vacancy of President, or official representative, or Co- Presidents shall be filled by the vice presidents in the order listed below:

- 1) VP of Membership,
  - 2) VP of Program.
- h) The branch shall provide contacts to AAUW for Administration and Finance.

### **Section 2. Rotation of Officers**

- a) Vice-President(s) for Program, Operations Treasurer and Membership Treasurer shall be elected in even years.
- b) The President (or Co-Presidents), Vice-President of Membership, and Secretary shall be elected in odd years.

### **Section 3. Duties of Officers**

- a) Elected officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of Robert's Rules of Order, Newly Revised.
- b) The President(s) shall be the official spokesperson(s) and representative(s) for the branch and shall be responsible for submitting such reports and forms as required by the AAUW and state.
- c) The Vice Presidents shall perform such duties as stated in their title and as the President and board shall direct.
- d) The Secretary shall record and keep minutes of all board, executive committee and business meetings and shall distribute them according to policy and procedures. She shall write and receive mail for the branch. She will provide copies of minutes upon request to AAUW and the state.
- e) The Membership Treasurer shall maintain and keep all memberships updated electronically and submit to AAUW and state with proper dues by specified deadlines. Individual members may submit their own updated membership if they so choose. The Membership Treasurer shall reconcile the accounts and work in conjunction with the Operations Treasurer to keep the membership updated and current.
- f) The Operations Treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. This Treasurer shall collect dues and properly submit them to the Membership Treasurer who shall remit them to the AAUW and state with new and continuing memberships by the specified deadlines. The Operations Treasurer shall send moneys earned during fundraising activities for/to AAUW by the specified deadlines and shall keep separate ledgers for each type of account, including the funds for the branch's Mature Woman's Grant.

## **ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected officers and the appointed officers of the branch. The immediate past president(s) shall be a member (s) of the board for the first term out of office.

**Section 2. Administrative Responsibilities.** The board shall have the general power to administer the affairs of the branch including but not limited to establishing policies and procedures to control financial records and have fiscal responsibility as outlined in Article X , Financial Administration. The board shall act for the branch between regular branch meetings and shall accept responsibility delegated by the AAUW and the state.

**Section 3. Meetings.** The board shall have meetings at least 5 times a year.

**Section 4. Special Meetings.** Special meetings may be called by the president and may also be called upon the request of 3 members of the board provided that at least 3 days notice of such meeting and its agenda have been given to the members of the board.

**Section 5. Quorum.** The quorum shall be a majority of its members. Co-officers shall be considered as one voting member.

**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 or electronically provided that every member of the board shall have the opportunity to vote on the question submitted. If the 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 the policies and procedures adopted by AAUW.

## **ARTICLE VIII. 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 and shall report to the board on all actions taken by it. It may 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(s) or by written request of 3 of its members.

**Section 4. Quorum.** The quorum shall be a majority of its 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. If a majority shall vote on the 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(s) may establish Standing and Special committees as needed with consent of 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.

**Section 3. Standing Committees.** Standing Committees shall be Program, Membership, Public Policy, Fundraising, Finance, Bylaws, Communications, Diversity, Archives, Children's Issues, and Mature Woman's Grant.

**Section 4. Special Committees.** Special committees shall be appointed by the President(s) as needed.

## **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 financial review.

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

## **ARTICLE XI. MEETINGS**

**Section 1. General Membership Meetings.** There shall be at least 5 general membership meetings each year.

**Section 2. Annual Meeting.** The branch shall hold an annual meeting in April of each year, to conduct the business of the organization, such as electing officers, establishing dues, reviewing the budget, amending the bylaws, and receiving reports. The exact date, time, and place of the meeting shall be determined by the board.

**Section 3. Special Meetings.** Special meetings may be called by the Presidents(s) at the written or electronic request of 3 members of the board or 10 % of the branch membership.

**Quorum.** A quorum will be considered 15% of the members.

**Section 4. Notice.** Notice of meetings shall be sent to all members of the branch at least 10 days prior to the meetings. This may be done by newsletter in writing, by mail or electronically.

## **ARTICLE XII. PROPERTY**

**Section 1. Title.** The title for all property, funds, and assets is vested in the AAUW, Easton 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. The branch shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW except that such property shall not be used for any purpose contrary to those of AAUW.

**Section 2. Dissolution.** In the event of the dissolution of the AAUW, Easton Branch, all assets of the organization 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 the branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws, those of the AAUW or those of the state.

## **ARTICLE XV. INDEMNIFICATION**

Every member of the board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending, or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch, or any settlement thereof unless adjudged 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 other rights to which the member of the board or committee member is entitled.

## **ARTICLE XVI. POLICIES AND PROCEDURES**

*Currently there is no wording for this as there have been no procedures written for this branch, but this will be developed from the past practices and approved by the Board, and distributed to all members.*

## **ARTICLE XVI AMENDMENTS TO THE BYLAWS**

**Section 1. AAUW Mandated Amendments.** Amendments required by AAUW to bring the organization bylaws into conformity shall not require a vote of the members of the branch.

**Section 2. Prior Approval.** All other proposed amendments to the branch bylaws shall be sent to the state bylaws chair for approval before being voted upon.

**Section 3. Member Vote.** Provisions of these bylaws not governed by AAUW bylaws may be amended at the annual meeting of the branch by a 2/3 vote of those present and voting, or by electronic or mail ballot, provided written notice, by mail or electronically shall have been sent to the members at least (20) days prior to the meeting.

**Chartered 1957; Amended: 1997, 2003, 2005, 2007, 2010, 2012**

**Date Last Amended 4/25/2012**