

**BYLAWS OF THE EASTON, MD BRANCH OF THE  
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)  
2016-2018**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of this organization shall be the Easton, MD Branch of AAUW, hereinafter called the “Organization.”

**Section 2. Governance.** The Organization shall comply with the requirements of AAUW and federal, state and local law. The bylaws of the Organization shall in no way conflict with the AAUW bylaws and/or policies.

**ARTICLE II. PURPOSE**

**Section 1.** The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Organization is to further AAUW purposes and policies.

**Section 2. Policies and Programs.** In keeping with this purpose, the Organization 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 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. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other

nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. 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 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of 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 any AAUW-affiliated entity or 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 comparable 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 one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained. (Branch member as used here also applies to members of comparable AAUW-affiliated entities.)

(5) Life Membership.

(a) Paid. An individual member may become a life member 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 AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity 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 a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws.

c. Other Partner Members. Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

**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, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors.

**Section 5. Dues**

a. Amount.

(1) The annual dues for individual members 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.

(2) Dues for partner members shall be set by the AAUW Board of Directors.

(3) The Organization's dues shall include National dues, State dues and Branch dues

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

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

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

a. Composition and Appointment. There shall be 3 members on the Nominating Committee. The Board of Directors of the Organization shall appoint a chair and 2 members of the Nominating Committee. The chair and members of the Nominating Committee shall have the following qualifications: members in good standing of the Easton branch.

b. Terms. The committee chair, alternate chair, and committee members shall be appointed by February 1 and shall serve until the following February 1.

c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the Board of Directors will appoint a replacement.

### **Section 2. Nominations.**

a. The names of the nominees shall be published and sent to the membership at least 14 days prior to the annual meeting. Nomination may be made from the floor with the consent of the nominee.

### **Section 3. Elections.**

a. Elections shall be held in which one member, one vote is the method of voting in person, electronically, by mail.

b. Election shall be by a majority vote of those present and voting.

c. The elections shall be held at the organization's business meeting.

## **ARTICLE VI. OFFICERS AND DIRECTORS**

### **Section 1. Officers and Directors.**

- a. Elected Officers and Directors. The elected officers and directors shall be president(s), program, membership, secretary, and treasurer.
- b. Appointed Officers and Directors. The appointed officers and directors shall be made by the administrator and approved by the board.

**Section 2. Duties.** Officers and directors shall perform the duties described by these bylaws. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

- a. 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.
- b. The Vice Presidents shall perform such duties as stated in their title and as the president and board shall direct.
- c. 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 shall provide copies of minutes upon request to AAUW and the state.
  - c. The treasurer shall maintain and keep all memberships updated electronically and submit to AAUW and the state with proper dues by specified deadlines. She shall be responsible for collecting, distributing and accounting for the funds of the branch. She shall send moneys earned during fundraising activities to AAUW by the specified deadlines.

### **Section 3. Terms of Office.**

- a. Terms of Office. Board members shall serve for a term of 2 years or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for 1 additional term, but no member shall hold the same office for more than 2 consecutive terms. A full term is considered service in office for 2 years. No member shall hold more than one board position, elected or appointed, at any given time.
- b. Beginning of Terms. The term of each officer and director shall begin on July 1. The incoming or continuing administrative officer may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Committee prior to July 1 so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1.
- c. Removal from Office. An officer or director of the Organization may be removed for any reason or no reason by a 2/3 vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

**Section 4. Vacancies.**

- a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board of Directors.
- b. A vacancy in the office of the administrative officer shall be filled by a co-president and she shall continue as a single president. If the co-president is unable to serve the following shall serve: 1) VP for membership, 2) VP for program
- c. The branch shall provide contacts to AAUW for administration and finance.

**Section 5. Rotation of Officers.**

- a. President or Co-president, Vice President of Membership and Secretary shall be elected in the odd years.
- b. President or Co-President, Vice President of Program and Treasurer shall be elected in even years.

**ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Members.** The elected and appointed officers and directors shall constitute the Board of Directors of this Organization. This Organization must have 5 directors and a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs. In addition, the Organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting.

**Section 2. Powers and Duties.** In accordance with the bylaws, the Board of Directors shall have the general power to

- a. provide oversight to ensure the proper administration of the affairs of the Organization; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;
- b. appoint standing committee members and such other board and committee members as may be designated;
- c. act for the Organization between meetings of the membership;
- d. adopt rules to govern its proceedings;
- e. establish task forces or special committees as needed;
- f. determine date and location for any official meetings of the Organization;

**Section 3. Delegation of Power.**

The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

**Section 4. Meetings.**

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least 5 a year at the call of the administrative officer at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board. If there is a co-president structure, the allocation of votes for each co-president should be stated as each gets one vote.

b. Special Meetings. Special meetings of the board may be called by the administrative officer or shall be called upon the written request of any 3 members of the Board of Directors.

**Section 5. Voting between Meetings.** Between meetings of the Board of Directors, a vote may be taken at the request of the administrative officer on any question submitted to the board members in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all board members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at a board meeting.

**Section 6. Quorum.** The quorum for a meeting of the Board of Directors shall be a majority of its members.

**ARTICLE IX. COMMITTEES**

**Section 1. Standing Committees.**

a. There shall be the following standing committees: program, membership, public policy, funds, ways and means, bylaws, communications and Mature Woman's Grant. There may be additional standing committees as shall be necessary by the Board of Directors.

b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors. Duties of the committees shall be stated in policies and/or working rules adopted by the board.

c. Qualifications, Duties, and Terms of Committee Chairs. Chairs shall be appointed for 2 years and be members in good standing. They will have a keen commitment to the mission of AAUW.

d. Qualifications, Duties, and Terms of Committee Members. Members will be members in good standing, will have a keen commitment to the mission of AAUW and will have no term limits,

**Section 2. Special Committees and Task Forces.** Special committees and task forces may be authorized by the Board of Directors, as necessary. The chairs and members of such committees shall be appointed by the administrative officer and approved by the board or, as appropriate, by the Executive Committee.

**Section 3. Reports.** All committees shall provide written reports to the Organization's Board of Directors for the annual meeting and such other times as requested.

**Section 4. Quorum.** The quorum for a meeting of any committee shall be the majority of its members.

## **ARTICLE X. STATE OR MULTISTATE ORGANIZATIONS**

**Section 1. Structure.** Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

**Section 2. Contact.** All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches or comparable AAUW-affiliated entities within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

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

## **ARTICLE XI. BRANCHES**

**Section 1. Branches and Comparable AAUW-Affiliated Entities.**

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

**Section 2. Organization.**

- a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of



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- b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.
- c. Structure. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting.

**Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity.**

- a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- b. The branch 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 a branch or comparable AAUW-affiliated entity is vested in the 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 or comparable AAUW-affiliated entity 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.

**Section 5. Dissolution.** In the event of the dissolution of the branch or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the branch or AAUW-affiliated entity shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

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**ARTICLE XII. ADDITIONAL AAUW ENTITIES**

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

### **ARTICLE XIII. FINANCIAL ADMINISTRATION**

**Section 1.** Administration. The Organization's Board of Directors shall have responsibility to

- a. oversee the administration of finances, including preparation of the budget;
- b. oversee the management, acquisition, and disposition of the Organization's property and equipment in accordance with the bylaws;
- c. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws.

**Section 2.** Fiscal Year. The fiscal year shall be July 1 through June 30.

### **ARTICLE XIV. MEETINGS OF THE MEMBERSHIP**

**Section 1.** Annual Meeting. The Organization shall have at least one regular meeting each year to be known as the Easton Branch Annual Meeting to conduct the business of the Organization. The Annual Meeting may include the election of the executive committee; the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be set by the Organization's Board of Directors.

**Section 2.** Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors and/or administrative officer or at the request of 10%) of the membership.

**Section 3.** Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least 10 days before the date of the meeting to all members.

**Section 4.** Voting.

- a. Each member of the Organization in good standing by shall be entitled to vote on any item of business.
- b. Members shall be entitled to vote on noticed business items by voice, hand, paper, or electronically. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.
- c. 15% percent of the members entitled to vote shall constitute a quorum.
- d. The affirmative vote of the majority of the votes cast shall be necessary for the adoption of noticed business, and to adopt amendments to these bylaws

#### **ARTICLE XV. PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of Maryland.

#### **ARTICLE XVI. INDEMNIFICATION**

To the maximum extent allowable by law, the Organization may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of the Organization. Every member of the Board of Directors, officer, or committee member of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by of her/his being or having been a member of the board, officer, or committee member of the Organization, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled. (It is highly advisable to have directors and officers insurance; AAUW can assist.)

#### **ARTICLE XVII. AMENDMENTS TO THE BYLAWS**

AAUW-mandated amendments shall be adopted by the Organization's Board of Directors without a vote of the Organization's membership. Provisions of the Organization's bylaws not mandated by AAUW may be amended by a two-thirds vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 20 days prior to the applicable meeting.

**Date last amended May 2016**