**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN**

**MORTON, ILLINOIS BRANCH**

**ARTICLE I. NAME AND GOVERNANCE**

**Section I.** Name. The name of the organization shall be American Association of University Women, (AAUW) Morton, Illinois Branch, hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW Morton, Illinois Branch 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 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.

**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 AAUW 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. AFFILIATE MEMBERSHIP AND DUES**

**Section 1. Membership.**

a. Individual Members. The basis of individual membership to the Affiliate shall be the same as the basis for membership to AAUW provided in Article IV, Section 2 a herein.

b. College/University Members. The Affiliate may choose to establish procedures by which a College/University member (as defined in Article IV, Section 2 b.) may partner with the Affiliate. Such procedures may be established at the Affiliate’s annual meeting, by a two-thirds vote of those present and voting, provided written notice has been given to all members thirty days prior to the meeting.

c. The Affiliate may choose to establish procedures by which a Student Associate (as defined in Article IV, Section 3.) may partner with the Affiliate. Such procedures may be established at the Affiliate’s annual meeting, by a two-thirds vote of those present and voting, provided written notice has been given to all members thirty days prior to the meeting.

**Section 2. Dues.**

a. Amount.The Affiliate’s dues for Individual Members shall be established at the Affiliate’s annual meeting by a two-thirds vote of those present and voting, provided written notice has been given to all members thirty days prior to the meeting. The Affiliate’s dues for College/University Members and/or Student Associates may be established at the Affiliate’s annual meeting by a two-thirds vote of those present and voting, provided written notice has been given to all members thirty days prior to the meeting.

b. Payment. The Affiliate’s dues are payable on or before July 1. After written notification of nonpayment, a member still in arrears after July 31 shall be dropped from the branch roster. Dues of new members may be paid at any time.

c. Reduction. The Affiliate’s board of directors may set a reduction in branch fees for new members joining after January 1st.

d. Reciprocity. A current paid member of another AAUW affiliate may transfer membership to the Affiliate without payment of additional dues.

ARTICLE IX. AFFILIATE OFFICERS AND DIRECTORS

**Section 1.** Officers and Directors.

a. Elected Officers and Directors. The elected officers shall be President (or Co-Presidents), Programs Vice President (or Co-Vice Presidents), Membership Vice President (or Co-Vice Presidents), Treasurer, Recording Secretary, Corresponding Secretary, AAUW Funds/Community Officer, and Parliamentarian. The Treasurer, Program Vice President(s), Membership Vice President(s) and Parliamentarian shall be elected in even numbered years. The President(s), Recording Secretary, Corresponding Secretary, and AAUW Funds/Community shall be elected in odd numbered years.

b. Appointed Officers and Directors. The appointed officers shall be Hostess Chairperson, Local Grant Chairperson, GEMS Chairperson, Publicity/Historian, Public Policy Representative, International/Cultural Representative, and Education/Women’s Issues Representative, and shall be appointed by the President after the election at the annual meeting and prior to the May Board meeting.

**Section 2.** Duties. The elected and appointed officers shall facilitate and promote the purpose and mission of AAUW.

a.Officers and directors shall perform the duties prescribed by these bylaws and branch policies and in accordance with the most current edition of *Robert’s Rules of Order Newly Revised*.

b.All officers, elected and appointed, shall submit an annual written report to the president highlighting the tasks accomplished during the past year. This report may be submitted by email.

c. All outgoing officers, elected and appointed, shall prepare and submit a list of the duties of their position to the president prior to the May Branch meeting. Upon review and approval by the president, the appropriate list of duties will be provided to each incoming officer at the May Board meeting. These lists of duties shall be considered a part of branch policies.

**Section 3.** Terms of Office.

a. Terms of Office. Board members shall serve for a term of two (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 one (1) additional term, but no member shall hold the same office for more than two (2) consecutive full terms without the approval of the majority of the board. No member shall hold more than one elected board position at any given time.

b. Beginning of Terms. The term of each officer and director shall begin on June 1st. The incoming or continuing president may call and hold a meeting of the incoming Board of Directors prior to June 1st 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 June 1st. Notwithstanding the June 1st beginning of a term of office, the outgoing treasurer shall be responsible for the process of winding up all matters within her purview concerning the fiscal year, even if such matters are not completed by the June 1st beginning of a new term of office. Notwithstanding the June 1st beginning of a term of office, the outgoing vice president(s) for programs shall plan and execute the summer outing, if there is one, even if such outing occurs after the June 1st beginning of a new term of office. Notwithstanding the June 1at beginning of a new term, the outgoing Membership Vice President shall be responsible for confirming all membership prior to the June 30th deadline for payment of dues.

c. Removal from Office. An officer or director of the Affiliate may be removed for any reason by a two-thirds vote at an in-person meeting of the Board in accordance with policies and procedures adopted by the Board of Directors.

**Section 4.** Vacancies.

a. All vacancies in office, excluding the President or Co-Presidents, shall be filled for the unexpired term by the Board of Directors.

b. A vacancy in the office of the President or Co-Presidents shall be filled by the Vice President(s) in the order listed. If there are Co-Presidents and one resigns, or is otherwise unable to serve, the other Co-President shall continue as a single president.

ARTICLE X. BOARD OF DIRECTORS

**Section 1.** Members. The elected and appointed officers shall constitute the Board of Directors of this Affiliate. The Board shall have a minimum of two separate officers, one responsible for the management of the Affiliate (President) and one responsible for the financial affairs (Treasurer). In addition, the Affiliate 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 (Recording Secretary).

**Section 2.** Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to administer the affairs of the branch, including but not limited to:

a. Provide oversight to ensure the proper administration of the affairs of the Affiliate; 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. Act for the Affiliate between meetings of the membership,

c. Adopt rules to govern its proceedings,

d. Establish task forces or special committees as needed,

e. Determine date and location for any official meetings of the Affiliate and to call special meetings.

**Section 3.** Delegation of Power.

The board may delegate to one or more elected officers, such authority as it deems necessary and as is consistent with law, these bylaws and branch policies.

**Section 4.** Meetings.

a. Regular Meetings. Regular meetings of the Affiliate’s Board of Directors shall be held at least four (4) times a year at the call of the President(s) 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. Each board member shall have one vote. Co-Presidents or Co-Vice-Presidents shall each have a vote.

b. Special Meetings. Special meetings of the board may be called by the president (s) or shall be called upon the written request of a four members of the Board of Directors.

**Section 5.** Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its members.

ARTICLE XI. COMMITTEES

**Section 1.** Standing Committees.

a. There shall be the following standing committees: GEMS, Local Grant, and Hostess. Additional standing committees may be formed as shall be considered necessary by the Board of Directors.

b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors.

c. Qualifications, Duties, and Terms of Committee Chairs. The chairpersons of the standing committees shall be appointed by the President and serve as appointed officers and members of the Board of Directors, and shall serve for a term of two (2) years (see Article VI, Sec. 3).

d. Qualifications, Duties, and Terms of Committee Members. Committee members shall be volunteers from the membership. Board members may serve on one or more committees.

**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 President and approved by the Board.

**Section 3.** Reports. Committee chairs shall provide periodic written or oral reports at branch and board meetings as necessary and as requested by the Board.

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

ARTICLE XII. AFFILIATE NOMINATIONS AND ELECTIONS

**Section 1.** Nominating Committee.

a. Composition and Appointment. There shall be three members on the Nominating Committee, appointed by the president. At least one member of the Nominating Committee shall be a past president of the Affiliate.

b. Terms. The members shall be appointed at least three months prior to the annual branch meeting, and shall serve until the May Branch meeting, at which time the nominees are inducted.

**Section 2.** Nominations.

a. The Nominating Committee shall select nominees for each position by consensus.

b. The Nominating Committee shall contact the proposed nominee for approval before naming the nominee as a candidate in the Committee’s report.

c. The names of the nominees selected by the Nominating Committee and approved by the nominee shall be published and sent to every member at least thirty days before the annual meeting.

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

**Section 3.** Elections.

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

b. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken.

c. Election shall be by a majority vote of those present and voting. The record date (the last day a member may join and still vote in the upcoming election) shall be the day before the official notice date of the slate of nominees.

ARTICLE XIII. FINANCIAL ADMINISTRATION

**Section 1.** Administration. The Affiliate’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 Affiliate’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 Affiliate shall have at least one regular meeting each year to be known as the AAUW Morton, Il Branch Annual Meeting, to conduct the business of the Affiliate. The Annual Meeting may include the election of officers, the receiving of reports of officers, directors, and committees; reviewing the budget, establishing dues, amending bylaws, providing directions to the board, and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be the April Branch Meeting.

**Section 2.** Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors and/or by the president.

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

**Section 4.** Voting.

a. Each member of the Affiliate in good standing by the date that a vote is taken shall be entitled to vote on any item of business, except elections of new officers for which the record date (the last day a member may join and still vote in the upcoming election) shall be the day before the official notice date of the slate of nominees.

b. Members shall be entitled to vote on noticed business items by voice vote, except in the election of officers if there is more than one candidate for office, in which instance, members shall vote by secret ballot.

c. Fifteen percent of the members entitled to vote shall constitute a quorum.

d. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a two-thirds vote, after a minimum of fourteen days written notice, shall be required to adopt amendments to these bylaws.

**ARTICLE XV. INDEMNIFICATION**

To the maximum extent allowable by law, the Affiliate 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 Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate may be indemnified by the Affiliate 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 reason of her/his being or having been a member of the board, officer, or committee member of the Affiliate, 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 Affiliate 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.

ARTICLE XVI. AMENDMENTS TO THE AFFILIATE’S BYLAWS

Provisions of the Affiliate’s bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed amendments to the bylaws shall be sent to the entire membership at least 14 days prior to the applicable meeting.

Amended: January 3, 2017