

BYLAWS of THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN of Rockford Area, Illinois

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Rockford Area, Illinois 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.

b. 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 FINANCIAL ADMINISTRATION

Section 1. The fiscal year shall correspond with that of AAUW, and shall be July 1 through June 30.

Section 2. Dues

a. Amount

(1) The annual dues for individual members shall be established by the affiliate.

(2) The AAUW Affiliate Board of Directors shall set the dues for partner members. (AAUW provides for two partner member representatives from each C/U with no AAUW dues; affiliates may set their own or no fees for C/U representative membership.)

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

c. Reciprocity. A current paid member of an affiliate may transfer membership to another affiliate without payment of additional dues.

d. Each member shall pay affiliate dues established at the annual meeting by a two-thirds vote of those present and voting, provided written notice has been given to all members fourteen (14) days prior to the meeting.

e. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 may be dropped.

f. Dues of new members may be paid at any time. AAUW portion of dues paid by new members between January 1 and March 15 shall be one-half the annual AAUW dues. The affiliate board of directors may set a reduction for affiliate fees.

Section 3. The annual budget shall be adopted by the board of directors for presentation at the annual meeting.

Section 4. The affiliate shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

Section 5. Upon recommendation of the board of directors, an audit may be conducted.

ARTICLE IX. AFFILIATE OFFICERS

Section 1. There shall be officers to fulfill the functions of administration, programs, membership, public policy, finance, AAUW Funds, and communications.

Section 2. The elected officers shall be a president, or official representative, or co-presidents, president-elect, vice presidents or co-vice presidents for membership and programming, secretary, and treasurer or secretary/treasurer. Any of these positions may be shared.

Section 3. The appointed officers, as needed, shall be public policy, AAUW Funds, communications/publicity, fundraising, archivist, INITIATIVE editor, interest group liaisons or chairs, scholarship committee chair, STEM chair, Rockford University liaison(s) and any other positions, as needed, appointed by the president and approved by the Board of Directors.

Section 4. Officers shall serve a term of one to two year(s) or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

Section 5. No member shall be eligible to serve more than two consecutive terms in the same elective office.

Section 6. The incoming president or co-presidents may call meetings of the incoming officers prior to July 1.

Section 7. A vacancy in office, excluding the president, or official representative, or co-presidents, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president, or official representative, or co-presidents, shall be filled by the president-elect, program vice-president, or membership vice-president in the order listed.

ARTICLE X. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, affiliate policies, and by the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. All officers shall keep written records of their activities to pass on to their successors and to the president.

Section 3. The president shall be the official spokesperson and representative for the affiliate, and shall be the designated contact responsible for submitting such administrative reports and forms as required by AAUW and the state.

Section 4. The vice presidents shall perform such duties as the president and board shall direct.

Section 5. The secretary, or designate, shall record and distribute minutes of all business meetings and board meetings, and shall be the designated contact to AAUW in these matters.

Section 6. The treasurer, or designate, shall be responsible for collecting, distributing, and accounting for the funds of the affiliate. The treasurer shall collect dues and properly remit them to AAUW and state by the specified deadline. The treasurer shall send monies for the AAUW Funds by the specified deadlines and shall keep separate ledgers for each type of account. The treasurer shall be the designated contact to AAUW for finance.

Section 7. Board members are expected to attend board meetings.

ARTICLE XI. AFFILIATE BOARD OF DIRECTORS

Section 1. Voting members of the board of directors shall include the elected officers and the following appointed chairs as needed: public policy, AAUW Funds, communications/publicity, fundraising, Initiative editor, interest group liaisons, scholarship chair, STEM chair, RU liaison(s) and immediate past president(s).

Section 2. Organization. Rockford Area Affiliate will provide AAUW with designated contacts for administration and finance and will designate a member other than these contacts to record the minutes of each affiliate meeting and board meeting.

Section 3. The board shall have the general power to administer the affairs of the affiliate, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and the state.

Section 4. Meetings of the board shall be held at least eight (8) times per year. Special meetings may be called by the president and may be called upon request of three members of the board. Board business may also be conducted electronically.

Section 5. The quorum of the board shall be a majority of its voting members.

Section 6. The board of directors shall review the Strategic Plan and present it to the general membership at the Annual Meeting as applicable.

ARTICLE XII. AFFILIATE ELECTIONS

Section 1. The names of the nominees shall be published and sent to every member at least 14 days before the Annual Meeting.

Section 2. Nominations may be made from the floor with the consent of the nominee.

Section 3. All elections shall be held at the Annual Meeting.

Section 4. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

ARTICLE XIII. AFFILIATE MEETINGS

Section 1. There shall be at least five (5) general membership meetings each year.

Section 2. The general membership meeting held between May 1 and June 30 shall be designated the Annual Meeting, the exact date, time, and place to be determined by the board. Notification of this shall be sent to the members at least 14 days before the Annual Meeting.

Section 3. The purpose of the Annual Meeting shall be to conduct business including but not limited to hearing officers' reports, reviewing the budget, electing officers, establishing dues, amending bylaws, and giving directions to the board.

Section 4. Special meetings of the membership may be called to cover items not mentioned in Section 3.

Section 5. Votes taken shall be determined by a majority of those present and voting.

Section 6. In the future, one-member-one-vote as an election format may be instituted by the board, consistent with state and AAUW bylaws.

ARTICLE XIV. AFFILIATE COMMITTEES

Section 1. Officers of the board may appoint committees as needed to fulfill their functions.

Section 2. Special committees may be appointed by the president(s) with the consent of the board.

ARTICLE XV. CONVENTIONS

All members have a vote on AAUW business (elections, adoption of the Public Policy Program, and resolutions and amendments of AAUW Bylaws.)

ARTICLE XVI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern this affiliate in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of the state or AAUW.

ARTICLE XVII. INDEMNIFICATION

Every member of the board may be indemnified by the affiliate for 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 lawsuit or proceeding to which the board member may become involved by reason of being or having been a member of the affiliate board 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 shall apply only when the affiliate board approves such settlement and reimbursement as being in the best interest of the affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

ARTICLE XVIII. AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by the AAUW Charter Bylaws shall be amended by a two-thirds vote of those present and voting at a general membership meeting, provided written notice shall have been given to every member at least *14 days prior* to the meeting.

Section 2. Prior to being voted on, proposed changes to the affiliate bylaws shall be sent to the state bylaws chair for approval.

Section 3. Amendments required by AAUW to bring affiliate bylaws into conformity shall not require a vote of the affiliate members, except that an incorporated affiliate shall take the necessary steps required by their articles of incorporation.

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