

# BYLAWS OF THE CHIPPEWA FALLS BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)

## ARTICLE I. NAME AND GOVERNANCE

**Section 1. Name.** The name of this organization shall be the Chippewa Falls 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 of AAUW shall be binding on all members and 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. 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.

**Section 3. Violations.** Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

## ARTICLE IV. MEMBERSHIP AND DUES

### **Section 1. Membership**

a. a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (national + state + branch dues) are eligible to be admitted to membership in this branch. 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. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.

b. b A member-at-large (MAL) of AAUW may become a member of the branch upon payment of **branch and state dues.**

A c. 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 and procedures.

d. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW and state and branch boards of directors. Student affiliates shall be entitled to 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. a. Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 30 days prior to the meeting.

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

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

d. d. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend branch meetings without vote.

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

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

## **ARTICLE VII. OFFICERS**

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

**Section 2.** The elected officers shall be a president, or official representative, vice presidents for membership, secretary and treasurer or secretary/treasurer.

**Section 3.** The appointed officers shall be committee chairs. They shall be appointed by the president.

**Section 4.** Officers shall serve for a term of two years 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 office. No appointed officer, with the exception of president, shall be eligible to serve more than two consecutive terms in the same office.

**Section 6.** The incoming president may call a meeting of the incoming officers prior to July 1.

**Section 7.** A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the president-elect or by the vice presidents in the order listed in Section 2.

## **ARTICLE VIII. DUTIES OF OFFICERS**

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

**Section 2.** All officers shall submit an annual written or electronic report to the president.

**Section 3.** 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 the Association and the state.

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

**Section 5.** The secretary shall record and keep minutes of all business and special meetings.

**Section 6.** 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 moneys for the **AAUW Funds**, including the Legal Advocacy Fund, by the specified deadlines and shall keep separate ledgers for each type of account.

## ARTICLE IX. NOMINATIONS

**Section 1.** There shall be a nominating committee of three members, of whom two shall be elected by the branch members at a regularly scheduled branch meeting. One may be elected by the board of directors. One of the committee shall be appointed chair.

**Section 2.** The term of a committee member shall be one year. Members shall serve no more than two consecutive terms.

### ARTICLE IX.1. ELECTIONS

**Section 1.** The names of the nominees shall be published and sent to every member at least seven 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 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 an annual financial review.

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

## ARTICLE XI. BOARD OF DIRECTORS

**Section 1.** The board of directors shall include the elected and the following appointed officers of the branch: committee chairs.

**Section 2.** 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. It shall accept responsibility delegated by the Association and the state.

**Section 3.** Meetings of the board shall be held at least four times per year. Special meetings may be called by the president and shall be called upon the request of two members of the board. Notice of a special meeting shall be sent to the membership at least five days before the meeting.

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

## ARTICLE XI.1. MEETINGS

**Section 1.** There shall be at least four general membership meetings each year.

**Section 2.** The general membership meeting held between March and June shall be designated the annual meeting, the exact date, time and place to be determined by the board.

**Section 3.** The annual meeting shall be to conduct business including but not limited to hearing officers' reports, reviewing the budget and the financial report, electing officers, establishing dues, amending bylaws, and giving directions to the board.

**Section 4.** Special meetings may be called by the president or shall be called by the president on the written request of two (25% suggested) of the voting members of the board of directors or five (10% suggested) percent of the branch membership.

**Section 5.** The quorum shall be 51% percent of the branch membership.

## ARTICLE XI.2. COMMITTEES

**Section 1.** Standing committees shall be program, membership, public policy, finance, Educational Foundation, bylaws, communications, and leadership.

**Section 2.** Standing committees shall be appointed by the president for a term of one year(s).

**Section 3.** Special committees and/or task forces may be appointed by the president with the consent of the board.

## ARTICLE XI.3. CONVENTIONS

Delegates and alternates to state conventions, as described in state bylaws, shall be elected by the branch and certified by the president.

## ARTICLE XII. PROPERTY

**Section 1. Title.** The title for all funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severance 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 the consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

**Section 2. Dissolution of Branch.** In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

**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 this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of AAUW or those of the state.

## **ARTICLE XV. 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.

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

**Section 1. AAUW Mandated Amendments.** Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by state law or its articles of incorporation.

**Section 2. Prior Approval.** All other proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

**Section 3. Branch Vote.** Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least 30 days prior to the meeting.

November 18, 2009,  
(Date Last Amended)