

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN WISCONSIN

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW WISCONSIN 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. Annual AAUW dues and Member benefits for any category of Member shall be set by the AAUW Board of Directors.

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.

a. 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.

Specific Affiliates

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. There shall be a Nominating Committee composed of one member, not currently serving on the AAUW-WI board of directors, selected from each district and one member from the preceding Nominating Committee approved by the board of directors who shall serve one additional term as committee chair.
- b. There shall be one alternate selected from each of the districts and an alternate committee chair approved by the board of directors who shall serve as a committee member. 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 that member shall be replaced by the designated alternate from that member's district, or if that member is the committee chair, by the alternate committee chair.
- c. Selection of Nominating Committee and Alternates.
 1. Prior to the board meeting of the annual AAUW-WI convention, the current Nominating Committee shall select one member and one alternate from the current Nominating Committee to serve as chair and alternate chair of the ensuing Nominating Committee, subject to approval by the board of directors.
 2. Each district will hold a meeting at which a member and an alternate will be selected to the AAUW-WI Nominating Committee. The selection must be completed by the end of the annual AAUW-WI convention.
 3. No member of the Nominating Committee can serve more than two consecutive terms.

4. No chair of the Nominating Committee can serve more than once in eight years.

Section 2. Nominations

- a. The names of the nominees for elected office shall be published and sent to every member at least sixty (60) days prior to the annual meeting.
- b. Prior to the election, nominations may be submitted with the consent of the nominee. For electronic voting the elections timetable must be followed as set by the board.

Section 3. Elections.

- a. Elections shall be held in conjunction with the annual meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote or by plurality if there are three (3) or more candidates for a position.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XII, Meetings of AAUW-WI, Section 5.

ARTICLE IX. ELECTED OFFICERS AND APPOINTED MEMBERS OF THE BOARD OF DIRECTORS

Section 1. Elected Officers.

The elected officers shall include a president and a finance officer, and may include other officers considered desirable to carry on the work of AAUW-WI, such as program vice president, membership vice president, leadership development vice president, and fund development vice president, to be chosen with due regard for fair and diverse representation.

Section 2. Appointed Members. The appointed members may include an administrative services coordinator, a communication coordinator, district coordinators selected or recommended by the districts, an IT coordinator, a newsletter editor, a public policy coordinator, a college/university coordinator and other members, such as bylaws coordinator, historian, local convention arrangements chair, STEM coordinator, DE&I coordinator, and resolutions coordinator as may be considered desirable to carry on the work of AAUW-WI. They shall be appointed by the president with the consent of the board.

Section 3. Procedures.

- a. Board members shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.

b. No board member shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two (2) consecutive terms in the same office.

c. All vacancies in office shall be filled for the unexpired term by the board except for a vacancy in the office of president. A vacancy in the office of the president shall be filled by the president-elect or leadership development vice president, following the rules of procedure and policy adopted by the board of directors.

d. Each office may be filled by an officer or co-officers.

e. There shall be a rotation of officers elected in even and odd years, with the offices of president, finance, program, and fund development elected in the even years and the offices of president-elect, leadership development and membership elected in the odd years, following the rules of procedure and policy adopted by the board of directors.

Section 4. Duties.

a. Officers shall perform the duties proscribed by these bylaws, by the rules of procedure and policy adopted by the board of directors, and by the current edition of Robert's Rules of Order Newly Revised.

b. The president shall be the official spokesperson and representative for AAUW-WI and shall be responsible for maintaining contact and submitting at least annually such reports and forms as required by AAUW related to the administration of AAUW-WI.

c. The finance officer shall be responsible for collecting, distributing and accounting for the funds of AAUW-WI and for meeting specific deadlines. The finance officer shall be responsible for submitting at least annually such reports and forms required by AAUW related to the finance of AAUW-WI.

d. The vice president(s) shall perform such duties as the president and the board direct and as specified in AAUW-WI's policies and job descriptions.

e. All board members shall submit annual reports to the president.

f. The administrative coordinator shall be responsible for the minutes of all meetings.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include up to seven (7) elected officers, appointed members as deemed necessary, plus the Nominating committee chair, and the five (5) district coordinators.

Section 2. Administrative Responsibilities. The board shall have the general power to administer the affairs of AAUW-WI and to initiate and carry out its programs and policies, and shall accept responsibilities delegated by AAUW. It shall act for AAUW-WI

between annual meetings. The board shall have fiscal responsibilities as outlined in Article XIV. Financial Administration, Section 2.

Section 3. Branch Recommendations. The board shall recommend to AAUW action to be taken regarding the admittance of new branches or the discontinuance of current branches within the state.

Section 4. Meetings. Meetings of the board shall be held at least two (2) times per year.

Section 5. Special Meetings. Special meetings may be called by the president or shall be called upon written request of five (5) members of the board or fifteen percent (15%) of the branches of the state provided that at least fifteen (15) days' notice of such meeting and its agenda have been given to the members of the board.

Section 6. Quorum. The quorum for a meeting of the board shall be the majority of the voting members. All elected and appointed positions have a vote on the board. Any position with co-officers shall have one vote.

Section 7. Voting Between Meetings. Between meetings of the 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 provided that every member of the board shall have the opportunity to vote upon the question submitted. If a 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 8. 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 policies and procedures adopted by AAUW.

ARTICLE XI. 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 of the board when immediate action is required and shall report promptly to the board on all actions taken by it. It shall 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 or by written request of two (2) of its members.

Section 4. Quorum. The quorum shall be a majority of the 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 on the question submitted. If a majority shall vote on a 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 XII. COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with consent by the 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. Reports. The chair of each committee shall submit an annual report to the AAUW-WI president.

ARTICLE XIII. RESPONSIBILITIES OF BRANCH OFFICERS TO AAUW-WI AND AAUW

Section 1. Branch President or Administrative Officer. The branch president or administrative officer shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW-WI and AAUW and make contact at least annually as related to branch administration.

Section 2. Branch Finance Officer. The branch finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch, including AAUW-WI dues, and for meeting specific deadlines. The finance officer shall contact AAUW annually.

Section 3. Branch Officers. Branch officers, task force and committee chairs, shall perform the duties proscribed by these bylaws, branch bylaws, by the rules of procedure and policy adopted by the board of directors, and by the current edition of Robert's Rules of Order Newly Revised. They shall make reports as may be required by the AAUW-WI board of directors and AAUW.

Section 4. Recorded Minutes. The branch secretary or another designated officer shall record minutes of each board and membership business meeting. Such minutes shall be published or otherwise made available for inspection afterward upon request.

Section 5. Branch Bylaws. Branch bylaws must conform to AAUW and AAUW-WI bylaws and should be reviewed following each AAUW convention. Copies of branch bylaws shall be filed with national AAUW for electronic online access. Proposed amendments to branch bylaws shall be submitted to AAUW-WI prior to consideration and adoption by the branch membership. Any amended bylaws shall be filed with national AAUW.

Section 6. Notice of Branch Dissolution. The president of a branch wishing to disband must communicate such intent to AAUW and AAUW-WI and complete and submit the AAUW branch disbandment form to AAUW and AAUW-WI.

ARTICLE XIV. 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. AAUW-WI 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.

ARTICLE XV. MEETINGS OF AAUW-WI

Section 1. Annual Meeting. AAUW-WI shall hold an annual meeting to conduct the business of AAUW-WI, such as electing officers, reviewing the budget, amending bylaws, receiving reports, adopting resolutions and a public policy platform, and other such business as determined by AAUW-WI policy. The exact date, time, and place of the meeting shall be determined by the board.

Section 2. Special Meetings. Special meetings may be called by the president or shall be called by the president on the written request of five (5) members of the board or fifteen percent (15%) of the branches in the state.

Section 3. Meetings Notice. Notice of meetings, *including day, place and hour*, shall be sent to all members of the state at least fifteen (15) days prior to the meeting.

Section 4. Voting. Each voting member in good standing as of the official notice of the meeting may attend and be entitled to one vote at any annual or special meeting of members. The last date a member may join and be entitled to vote is the day before the official notice of the meeting (one day before the required official notice of the meeting).

Section 5. Quorum. The quorum shall be a majority of members present representing two-thirds of AAUW-WI branches or 10 percent of the AAUW-WI membership, as required by Wisconsin law.

ARTICLE XVI. INDEMNIFICATION

Every board or committee member may be indemnified by AAUW-WI against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or committee 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 AAUW-WI, 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 AAUW-WI board approves such settlement and reimbursement as being in the best interest of AAUW-WI. 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 XVII. AMENDMENTS TO THE BYLAWS

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

Section 2. Prior Approval. All other proposed amendments to the AAUW-WI bylaws shall be sent to the AAUW Governance Committee chair for approval before being voted upon.

Section 3. Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the annual AAUW-WI meeting by a two-thirds vote of those present and voting, or by electronic or mail ballot, provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.

Date amended May 2, 2004, Bloomington, MN

Date edited (no substantive changes made) January 2, 2006, Eau Claire, WI

Date amended April 22, 2007, Madison, WI

Date edited (brought into agreement with new AAUW mission statement) January 25, 2008, Eau Claire, WI

Date amended April 26, 2008, Brookfield, WI

Date edited (brought into conformance with AAUW structural changes) October 17, 2009, Sheboygan, WI

Date last amended April 24, 2010, Sheboygan, WI

Draft mandatory amendments October, 2013, Racine, WI

Date edited to mandatory conformance February, 8, 2014, Pewaukee, WI

Date edited to mandatory conformance June 14, 2017, Washington, DC

Date edited (no substantive changes made) April 10, 2021, Zoom Virtual Meeting.

Date edited (no substantive changes made) January 29, 2022 Zoom Virtual Meeting

Date amended June 5, 2022 Electronic vote of membership of AAUW-Wisconsin.