

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF AAUW BIRMINGHAM BRANCH FOUNDATION, INC.**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2.Affiliate. AAUW Birmingham Branch Foundation, Inc. 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.

The previous seven articles are mandated by AAUW as of January 31, 2017. The following articles are the amended and restated articles of the Affiliate (AAUW Birmingham Branch Foundation, Inc.) formed in 2006 revised to comply with the January 31, 2017 AAUW mandated bylaws.

Article VIII Name, Formation and Continuation

The name of this organization shall be the AAUW-Birmingham Branch Foundation, Inc. (the "Affiliate"). The Affiliate was formed upon the filing of the Articles of Incorporation-Nonprofit ("Articles"), on September 22, 2006 with the Michigan Department of Labor and Economic Growth, now known as the Michigan Department of Licensing and Regulatory Affairs, Corporation and Securities Licensing Bureau, under the Nonprofit Corporation Act, Pubic Act 162, of 1982, as amended ("Act"). The Affiliate shall continue its business under the terms and conditions of The Act, the Articles and these Bylaws.

Article IX Object

Section I. Object. The object of the Affiliate is to promote and support education and to create programs and opportunities that help women and girls achieve equality and equity.

Section 2. Policies. To carry out this object, the Affiliate shall:

- A. Cooperate in matters of mutual interest with the American Association of University Women (AAUW);
- B. Cooperate in matters of mutual interest with the AAUW Birmingham Branch (the "Branch"/Affiliate") consistent with this Article II and the Affiliate's non-profit status with the Internal Revenue Service (the "IRS");
- C. Sponsor and/or support conferences and seminars related to AAUW , the AAUW of Michigan ("AAUW State") or the Branch/Affiliate related to the Affiliate's interests and publish and/or distribute the results of these meetings; and
- D. Erect no barriers to full participation on the basis of gender, race, creed, age, sexual orientation, national origin, disability, or class.

Article X Board of Directors

Section 1. General Powers. The Affiliate shall be governed by a Board of Directors (the "Board"). Except as otherwise provided in the Articles of Incorporation of the Affiliate (the "Articles"), the Board shall manage the business affairs of the Affiliate. The Board shall exercise all of the powers that may be exercised or performed by the Affiliate under the statutes of the State of Michigan, the Articles and the these bylaws (the "Bylaws").

Section 2. Number. The Board shall consist of up to nine directors (individually a "Director" and collectively the "Directors") and shall include five members of the board of directors of the Branch/Affiliate (collectively, the "Branch/Affiliate Directors"), which shall include the Branch/Affiliate President, the Branch/Affiliate Treasurer and the AAUW Funds Chair, serving "ex officio" (individually an "Ex-officio Director" and collectively, the "Ex-officio Directors"). The two other Branch/Affiliate Directors shall be appointed by the Branch/Affiliate President as provided in this Article III, Section 5 hereof. The remaining four members of the Board shall be appointed by the Affiliate President as provided in this Article III, Section 5 hereof and may come from the Branch/Affiliate membership and/or from the community. (For convenience, the Directors appointed by the Branch/Affiliate President or the Affiliate President as provided in this Article III are sometimes hereinafter individually referred to as an "Appointed Director" and collectively as the "Appointed Directors".)

Section 3. Term of Office. The term of any Appointed Director shall be two years ("Term") and such Appointed Director may serve a second consecutive Term. Except as otherwise provided in this Article III, Section 3, one Term of non-service must elapse before any Appointed Director may be appointed to further service on the Board. The term of office for any *Ex-officio* Director shall run concurrently with the term of their Branch/Affiliate Board office and shall terminate when the Branch/Affiliate office they hold is completed or is otherwise terminated. When an Ex-officio Director serves as a Ex-officio Director four years or more, such Director may serve as an Appointed Director for one additional Term, after which one Term of non-service as an Appointed Director must elapse before such person may be an Appointed Director.

Section 4. Resignation and Removal. A Director may be removed by the Board with or without cause. The election or appointment of a Director, of itself, does not create contractual rights. A Director may resign by written notice to the Affiliate. The resignation is effective 10 days after its receipt by the Affiliate or at a subsequent time specified in the notice of resignation. Any Ex-officio Director shall be deemed to automatically resign as a Ex-officio Director effective as the date such Ex-officio Director resigns or is otherwise removed from such person's position on the Branch Board. For the purposes of this Section 4, any notice shall be delivered to the Affiliate President with a copy to the Secretary at the addresses provided in the Branch's/Affiliate's Directory and shall be deemed delivered two business days after deposit with the United States Postal Service.

Section 5. Vacancies. The Branch/Affiliate President shall appoint the two Branch/Affiliate Appointed Directors and shall fill any vacancies that occur during a Term. On or before May 31st of each year, the Branch/Affiliate President shall make appointments to fill any upcoming Appointed Branch/Affiliate Director vacancies for the next Term commencing July 1st of such year and ending June 30th of the following year ("Board Term Year"). The Affiliate President shall appoint at least two but not more than four Directors (individually a "Affiliate Director" and collectively the "Affiliate Directors") and shall fill any Affiliate Director vacancies that occur during a Term. On or before May 31st of each year, the Affiliate President shall make appointments to fill any upcoming Affiliate Director vacancies for the next Board Term Year.

Any person filling a vacancy occurring during a Term as appointed by the Board President or Affiliate President, as the case may be, shall be deemed to assume the Term of the person he/she is replacing and such partial Term shall not count toward the Term limitations set forth in Section 3 above.

Article XI Officers

Section 1. Number and Election. The officers of the Affiliate shall consist of an Affiliate president ("President"), secretary ("Secretary") and treasurer ("Treasurer") and such other officers as may be determined by the Board from time to time or at a special meeting of the incoming Board to be held in June of each year. Such special meeting shall be called by the incumbent President who shall conduct the election of officers for the next Board Term Year of the Affiliate and may be held concurrently with a regular Board meeting. Only Directors or incoming persons who will be Directors effective as of July 1st of such year shall vote for the incoming officers. At the first Affiliate Board meeting of the fiscal year, the Board members shall confirm the election of the Affiliate officers. The Board shall elect any replacement officers in the event of the resignation or other officer vacancy during any Board Year Term.

Section 2. Duties of the Officers.

A. President. The President shall be the chief executive officer of the Affiliate and, subject to the direction and under the supervision of the Board shall have general charge of the business, affairs and property of the Affiliate and control over its officers, agents and employees. The President shall preside at all meetings of the Board. The President shall, in general, perform all duties and have such other powers as, from time to time, may be assigned by these Bylaws or by the Board.

B. Secretary. The Secretary shall keep the minutes of the proceedings of the Board in one or more books to be kept for that purpose. The Secretary shall, in general, perform all duties and have all powers incident to the office of Secretary and shall perform such other duties and have such other powers as may, from time to time, be assigned by the Bylaws, the Board or the President. The Secretary shall give all notices required by the Articles or Bylaws. The Secretary shall have custody of all books, records, and papers of the Affiliate, except those in the possession of the Treasurer.

C. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of the receipts and disbursements in books belonging to the Affiliate. The Treasurer shall cause all moneys and other valuable effects to be deposited in the name and to the credit of the Affiliate in such depositories as may be designated by the Board. The Treasurer shall cause the funds of the Affiliate to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements, and shall render to the President and the Board, whenever requested, an account of all transactions as Treasurer and of the financial condition of the Affiliate.

Article XII Meetings

Section 1. Regular Meetings. The Board will be required to meet semi-annually within the State of Michigan. Except as provided by the Michigan Nonprofit Corporation Act, written notice of time, place and purpose of the meeting shall be given not less than 10 days before the date of the meeting.

Section 2. Special Meetings. Special meetings of the Board may be called by the President or shall be called by the Secretary on the written request of not less than two (2) Directors.

Section 3. Annual Meeting. The Annual Meeting of the Affiliate shall be held each year in November or December [see Amendment] for the purposes of adopting a budget for the next fiscal year of the Affiliate and for any other business that may properly come before the Annual Meeting.

Section 4. Quorum. A quorum at a meeting of the Board for the transaction of business is a majority of the Directors.

Section 5. Required Vote. Each Director of record is entitled to one vote. A vote may be cast by written ballot or by a show of hands. For all purposes, unless the vote of a larger number is required by the Act or by these Bylaws, the vote of the majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Board.

Section 6. Consent of Directors without a Board Meeting. Action required or permitted to be taken at a meeting of the Board may be taken without a meeting, if, before or after the action, all members of the Board consent in writing. The written consents shall be filed with the minutes of the proceedings of the Board. The consent has the same effect for all purposes as a vote of the Board.

Section 7. Meeting by Conference Telephone. A Director may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants.

Section 8. Voting Between Meetings. Between meetings of the Affiliate, a vote of the Affiliate may be taken at the request of the President or shall be taken at the written or electronic request of five Directors. Voting on all matters may be conducted by mail, telephone, electronic mail, or by any other means of electronic or telephone transmission. If all Directors shall vote in the affirmative on any question so submitted, the vote shall be counted and have the same effect as if cast at a meeting. The voting shall close 14 days after the date the question is submitted. Votes shall be returned to the Secretary. A complete record shall be kept of mail or electronic votes, and a report thereof shall be made at the next meeting of the Affiliate.

Article XIII Committees

Section 1. Grant Writing. The Grant Writing Committee ("Committee") shall be appointed by the President and shall be composed of three Branch/Affiliate and/or community members, one of whom shall serve as chair. The Committee shall begin service immediately upon appointment and shall serve for a time at the discretion of the President. Members of the

Committee may be reappointed without regard for consecutive service. The purpose of the Committee shall be to write grants and obtain grant funds for mission based activities.

Section 2. Other Committees. The Directors may appoint such other committees and chairmen as are deemed necessary for the functioning of the Affiliate.

Article XIV Fiscal Affairs

Section 1. Funds. The fiscal year of the Affiliate shall be from January 1st to December 31st. [See Amendment] All grant applications, funding events and/or other methods of funding shall be approved by the Board and signed by the President and Treasurer. The Board shall set and maintain financial records consistent with the generally accepted accounting principles and federal, state and local laws.

Section 2. Conflict of Interest. No member of the Board shall derive any personal profit or gain, directly or indirectly, by reason of her or his participation with the Affiliate. Each individual shall disclose any personal interest which she/he may have in any matter pending before the Affiliate and shall refrain from participation in all decisions on such matters. Such Director may answer questions but shall recuse herself/himself from the meeting and the voting on such topics where there is a conflict of interest.

Section 3. Compensation. Directors shall not receive, as such, any salary from the Affiliate, but the Board may be reimbursed for actual reasonable and necessary expenses incurred by a Board member in her or his capacity as a Board member.

Article XV Amendment of Bylaws

Section 1. Amendment and Restatement of Bylaws. The foregoing bylaws amend and restate in its entirety, effective as of July 1, 2013, the bylaws of the Affiliate (AAUW-Birmingham Branch Foundation, Inc.) adopted on September 26, 2006 by the incorporators, Barbara H. Brose, Sally R. Doty, Charlotte Mahrt, Laurie Marshall and Jean I. Walker, as amended on January 16, 2008, September 15, 2009, October 23, 2012, May 21, 2013 and July 17, 2013.

Section 2. Amendment of Bylaws. These Bylaws may be amended at any regular or special meeting of the Affiliate by a two-thirds vote of the Board, provided that the amendment has been submitted in writing at the previous regular meeting or by any electronic means fifteen (15) days in advance.

Adopted on July 14, 2014 to be made effective July 01, 2013, by the Board.

By: Pamela Hoffman, Ex-Officio
Suzanne Longstreet, Ex-Officio
Kathleen Rice
Carol Pyke
Debra DeBose
Eileen Hitz
Sally R. Doty, Ex-Officio

Approved by: Roberta R. Russ, Board Member for the July 1, 2012-June 30, 2014 Term

Print name of Secretary: Eileen Hitz

Secretary for: The Affiliate (AAUW-Birmingham Branch Foundation, Inc.,)
a Michigan Nonprofit Domestic Corporation

First Amendment to Amended and Restated Bylaws of the Affiliate (AAUW-Birmingham Branch Foundation, Inc.,)

This First Amendment to Amended and Restated Bylaws ("Amendment") of the Affiliate (AAUW-Birmingham Branch Foundation, Inc.,) a Michigan not-for profit corporation ("Affiliate"), is made effective as of the first day of August, 2016.

Recitals:

Whereas, the Affiliate was formed on September 22, 2006 by the filing of the articles of incorporation-nonprofit ("Articles") with Michigan Department of Labor and Economic Growth, now as the Michigan Department Licensing and Regulatory Affairs, Corporation and Securities Licensing Bureau.

Whereas, on July 14, 2004 the Board of Directors of the Affiliate adopted Amended and Restated Bylaws to be effective July 1, 2014 ("Restated Bylaws") which governs the Affiliate.

Whereas, the Board of Directors of the Affiliate has approved an amendment to its fiscal year and annual meeting date and is memorializing those changes in this Amendment.

Now, therefore, for good and valuable consideration, the receipt and adequacy is hereby acknowledged, the Restated Bylaws are hereby amended as follows:

1. Section 1 of Article V of the Restated Bylaws is hereby deleted and replaced as follows: "The Annual Meeting of the Affiliate shall be held each year in May or June for the purposes of adopting a budget for the next fiscal year of the Affiliate and for any other business that may properly come before the Annual Meeting."
2. The first sentence in Section 1, of Article VII of the Restated Bylaws is hereby deleted and replaced with the following: "The fiscal year of the Affiliate shall be from July 1st to June 30th of each year."

Except as amended hereby the Restated Bylaws remain in full force and effect.

Adopted by the Board effective as of August 1, 2016

By: Pamela Hoffman, President
Sally Doty, Treasurer
Eileen Hitz, Recording Secretary
Kathy Rice, Corresponding Secretary
Joellyn Kuhn, Director
Marjorie DiLiddo, Director
Sandra Spencer, Director
Sue Longstreet, Director
Debra DeBose, Director