

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF BIRMINGHAM, MICHIGAN**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW of Birmingham, Michigan is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association’s specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

ARTICLE IV. MEMBERS OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

Section 2. Member Qualification.

a. Individual Members.

- (i.) Eligibility. An individual holding an associate (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 institution located outside of the United States, as determined by the 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- (ii.) 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.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

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 of Members.

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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

(i.) Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(ii.) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

Section 5. Membership Decisions.

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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. An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates’ needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with

applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

c. **Structure.** As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this 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 DUES

Section 1. Dues. Annual dues for Individual Members shall be established at the annual meeting by a two-thirds vote of those present and voting, provided notice has been given to the members thirty days prior to the meeting.

Section 2. Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become an honorary life member and thereafter be exempt from the payment of AAUW, state and Affiliate dues.

Section 3. Payment. Member dues shall be payable in accordance with procedures established by policy.

Section 4. Reciprocity. A current paid member of a comparable AAUW-affiliated entity may transfer membership without payment of dues.

ARTICLE IX. 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 Affiliate membership.

ARTICLE X. OFFICERS

Section 1. Officers. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance and AAUW Funds. There may be co-officers elected in accordance with Article X Section 2 and/or co-officers appointed in accordance with Article X Section 3, at the discretion of the board.

Section 2. Elected Officers. The elected officers shall be a president, president-elect (optional), vice presidents of program (First VP) and membership (Second VP), recording secretary, corresponding secretary, and treasurer. In a given year when the nominating committee is unable to find a candidate to serve the full two-year term as president, a president shall be elected for the first year and a president-elect shall be elected to serve as president for the second year. As soon as is possible the nominating committee should return to the two-year term for president.

Section 3. Appointed Officers. The president shall appoint, with the approval of the executive committee, officers for public policy, AAUW Funds, dues treasurer, historian, parliamentarian, program coordinator, study group coordinator, and *such* other officers as the executive committee shall deem necessary to carry on the work of the branch.

Section 4. Terms. All officers shall take office on July 1. All officers shall serve for a term of two years or until their successors are elected or appointed and assume office, except when a president and president-elect are elected to serve together. Officers shall be eligible for re-election to the same office for one term only. The president, president-elect (optional), program vice president, and corresponding secretary shall be elected in the odd numbered years. The membership vice president, treasurer and recording secretary shall be elected in even numbered years.

Section 5. Vacancies. A vacancy in office, except that of the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled with an election by the members if more than one half of the term remains, if less by the president-elect if there is one, if not by the program vice president (1st VP).

ARTICLE XI. DUTIES OF OFFICERS

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

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

Section 3. President. The president shall be the official spokesperson and representative for the Affiliate in activities of AAUW. The president shall be responsible for submitting such reports and forms as required by AAUW and the state.

Section 4. President-Elect and Vice Presidents. The president-elect and the two vice presidents shall perform such duties as the president and the board of directors shall direct. The first vice president shall serve as chair of the committee on program development and the second vice president shall serve as chair of the committee on membership.

Section 5. Secretaries. There shall be a recording secretary and a corresponding secretary. The recording secretary shall record and keep in custody minutes of all meetings of the Affiliate, board of directors and the executive committee. The corresponding secretary shall have charge of the correspondence.

Section 6. Treasurer. The treasurer, with an assistant as necessary, shall be responsible for collecting, distributing, and accounting for the funds of the Affiliate and for meeting specific deadlines.

ARTICLE XII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The nominating committee shall consist of three (3) board members, elected by the board of directors at least three months prior to the annual meeting. One shall be elected as the chair of the committee. The report of the nominating committee shall be presented to members at least two weeks before the election. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

Section 2. Election. All elections shall be held at the annual meeting of the Affiliate. Voting shall be by secret ballot and a majority of the votes cast shall be necessary for election. When there is but one nominee for office, the vote may be taken by voice.

ARTICLE XIII. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors. The board of directors shall be composed of the elected and appointed officers, standing committee chairs, and special committee chairs as deemed necessary. All board members shall be AAUW of Birmingham, Michigan members.

Section 2. Duties of the Board of Directors. 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 AAUW and state.

Section 3. Meetings of the Board of Directors. Meetings of the board shall be held at least six times a year. Special meetings may be called by the president or upon the written request of four members of the board or five members of the membership. The date, time, place, or meeting

platform shall be established by the Executive Committee for all Special meetings and by the Board of Directors for all regular meetings.

Section 4. Executive Committee. The executive committee shall consist of the elected officers and shall act in the interim between board meetings.

Section 5. Duties of the Executive Committee. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board.

Section 6. Meetings of the Executive Committee. Meetings of the executive committee shall be held on the call of the president or three members of the executive committee.

Section 7. Quorum. The quorum of a meeting of the board of directors or the executive committee shall be a majority of its members.

Section 8. Attendance. All members of the Affiliate are invited to attend meetings of the board of directors.

ARTICLE XIV. COMMITTEES

Section 1. Standing Committees. There shall be the following standing committees: program development, membership, public policy, finance, bylaws, communications and such other committees as the board shall authorize.

Section 3. Committee Chairs. The chairs of all committees, except the nominating committee and those provided for by election, shall be appointed by the president with the approval of the executive committee. Chairs shall select the members of their committees in consultation with the president.

ARTICLE XV. MEETINGS

Section 1. Affiliate Meetings. There shall be at least eight Affiliate meetings each year. Minutes of the meetings may be approved by the board of directors, but shall be read for approval by the membership when requested. As necessary, the Board of Directors or the Executive Committee may change the venue to an alternative meeting platform.

Section 2. Annual Meeting. An annual meeting of the Affiliate shall be held during the months of March, April or May, the exact date, time and place determined by the board. The annual meeting shall elect officers, establish dues, review the budget, and amend the bylaws, if necessary, receive reports of officers and committees and conduct such other business as shall be necessary. Minutes of the annual meeting may be approved at the following board meeting by the board of directors. During a local, County, State or National emergency, the Annual Meeting may be delayed up to one month and the date, time place, or meeting platform shall be established by the Executive Committee.

Section 3. Quorum. Ten-percent of the members of the Affiliate shall constitute a quorum.

ARTICLE XVI. INDEMNIFICATION

Every member of the board may be indemnified by the Affiliate against 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 action, suit 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 herein shall apply only when the 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 XVII. AMENDMENTS TO THE BYLAWS

Section 1. Prior Approval. All proposed amendments to the Affiliate bylaws shall be sent to the state bylaws committee for approval before the call for the membership vote.

Section 2. Membership Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at an Affiliate meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least fourteen days prior to the meeting.