

**BYLAWS AMERICAN ASSOCIATION OF  
UNIVERSITY WOMEN OF *Red Wing Area***

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of the organization shall be the American Association of University Women (AAUW) *Red Wing (Minnesota) Area* hereinafter known as the "Affiliate."

**Section 2. Affiliate.** AAUW *Red Wing (Minnesota) Area* 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.
  
- (5) 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 in Affiliate is ested 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. BRANCH MEMBERSHIP PRIVILIGES AND VOTING RIGHTS**

##### **Section 1. Red Wing Branch Membership**

- a. A national member who does not pay Red Wing (Minnesota) Area Branch dues may participate in branch activities and programs, but may not hold office or vote on branch matters.
- b. Area affiliate. That branch member shall be entitled to vote, hold office, and participate in all branch activities and programs.
- c. 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 dues as well as of this branch and shall be entitled to all branch rights and privileges..

(3) Life Membership Privileges. A life member of AAUW who maintains a membership in one or more affiliates or comparable AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

(4) Partner Member. College/university partner members are qualified educational institutions, including two-year or community colleges, which pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives or partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or AAUW -branch entity bylaws.

**Section 2. Student Affiliates.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publication distributed to all members of AAUW. Affiliates may not vote nor hold office. Fees for student affiliates shall be established by the AAUW Board of Directors.

**Section 3. Termination.** A member whose dues remain unpaid After July 31 shall be dropped from membership.

## ARTICLE IX. FINANCE

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 2. Amount of Dues.

- a. AAUW Members. Dues for AAUW members shall include those for AAUW nationally, state, and branch and shall include a subscription to the publication distributed to all members. The branch annual dues shall be fixed by a two-thirds vote of the members at the branch annual meeting upon recommendation of the branch board of directors.
- b. Student Affiliates. Fees for student affiliates shall be established by AAUW's Board of Directors and shall include a subscription to the AAUW publication distributed to all members. An additional fee may be set by the state and by the branch board of directors.

Section 3. Payment of Dues.

- a. Continuing Members. Dues of all continuing members are payable on or before July 1; a member whose dues remain unpaid after July 31 shall be dropped from membership. The branch treasurer shall immediately forward all national dues to AAUW and all state dues to the state treasurer. Dues shall be postmarked by the date specified by AAUW.
- b. New Members. Dues of new members may be paid at any time and shall be forwarded to AAUW immediately. Dues paid January 1 and March 15 shall be one-half the annual dues.

Section 4. Finances. The branch shall provide for such audit and control of its funds as are necessary for their safekeeping and complete accounting. No indebtedness over the amounts provided for in the budget shall be incurred by the branch.

Section 5. Reciprocity. A branch member of AAUW who has paid current dues shall be eligible to transfer membership to another branch. Payment of any additional dues shall be waived for a transferring branch member whose current dues have been paid in another branch.

## ARTICLE X. LEADERSHIP STRUCTURE.

Section 1. Affiliates and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each affiliate and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each affiliate and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting.

Section 2. Officers.

- a. The Red Wing (Minnesota) Area Affiliate will provide AAUW with designated contacts for administration and finance, and will designate a member other than the contacts for administration and finance to record the minutes of each branch meeting and branch board meeting.
- b. Branch officers shall be president, vice presidents of program, membership, public policy, AAUW Funds, secretary, treasurer, and board members at large. Branch offices may be co-chaired.

Section 3. Rotation. The branch shall elect membership vice president, public policy vice president, AAUW Funds vice president, and secretary in even numbered years. The branch shall elect the president, program vice president, treasurer and two board members at large in odd numbered years

Section 4. Terms. All officers shall serve for a term of 2 years or until their successors are elected and assume office. With the exception of the treasurer, officers may be elected to the same office no more

than twice in succession. The incoming or continuing president may call a meeting of the board of directors or the executive committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 5. Vacancies. Except for a co-president, the co-presidents with the board of director's approval shall fill a vacancy in office. For a vacancy in the office of president, vice-presidents shall succeed to the co-presidency following the order in which Section 1 lists them.

Section 6. Duties.

- a. President. The co-presidents shall officially represent the branch in the activities of AAUW and shall determine how they will work cooperatively to fulfill all the duties of office. They shall be responsible for submitting reports and forms as required by AAUW and AAUW of Minnesota (including current by-laws). The president shall also perform the following duties:
  - (1) preside at all meetings of the branch, the board of directors, and the executive committee;
  - (2) call special meetings of the branch in accordance with provisions of the branch bylaws;
  - (3) appoint, with the approval of the executive committee, the chair or co-chairs of each task force and committee except the nominating committee and those provided for by election, and any additional officers authorized by the branch bylaws;
  - (4) serve as ex officio member of all task forces and committees except the nominating committee.
- b. Vice Presidents. Additional duties of the vice presidents are as follows:
  - (1) Program Vice President. The program vice president shall serve as chair of the committee on program development. The program vice president shall also perform the following duties:
    - (a) preside at meetings in the absence of the president, act in the president's absence or disability;
    - (b) perform such other duties as are requested by the president or by the board of directors.
  - (2) Membership Vice President. The membership vice president shall serve as the chair of the committee on membership. The Membership Vice President shall also perform the following duties:
    - (a) preside at meetings in the absence of the president and program vice president;
    - (b) perform such other duties as are requested by the president or by the board of directors.
  - (3) Public Policy Vice President. The public policy vice president shall serve as liaison with AAUW and AAUW -MN public policy programs to keep branch members informed of current policy positions and to facilitate branch activities aligned with public policy initiatives. The public policy vice president shall also perform the following duties:
    - (a) serve as a member of the branch program committee and participate in the program planning for the branch;
    - (b) perform such other duties as are requested by the president or by the board of directors.
  - (4) Vice President for AAUW Funds. The co-vice presidents for AAUW Funds shall determine how they will work cooperatively to fulfill all the duties of office concerning AAUW Funds. The vice president for AAUW Funds shall serve as liaison with the AAUW and AAUW-MN Funds programs to keep branch members informed of AAUW Funds activities and opportunities. The vice president for AAUW Funds shall also perform the following duties:
    - (a) promote the work of the AAUW Funds among members and coordinate fund raising within the branch for AAUW Funds.
    - (b) perform such other duties as are requested by the president or by the board of directors.
  - (5) Secretary. The secretary shall keep minutes of the meetings of the membership, of the board and of the executive committee. The secretary shall also perform the following duties:

- (1) have available for reference at all meetings a copy of the branch bylaws and a list of its officers, and task force committee chairs and members;
  - (2) have charge of such correspondence of the branch as is delegated to her by the president or by the board of directors;
  - (3) keep on file all communications received and copies of all letters sent;
  - (4) perform such other duties as are requested by the president.
- (6) Treasurer. The treasurer, with an assistant if necessary, shall be responsible for collecting annual dues and forwarding them to AAUW and to the state at the time specified by AAUW. The treasurer shall submit all qualifying applications, with dues, made to the branch. The treasurer shall perform the following duties:
- (a) receive all monies due the branch;
  - (b) pay all bills provided for in the budget or verified by the president;
  - (c) keep a proper set of books;
  - (d) render a financial report at the annual meeting of the branch, and at such other times as is requested by the board of directors;
  - (e) serve on the budget committee;
  - (f) present the treasurer's books for an annual audit.
  - (e) filing of tax documents in a timely manner with the appropriate government agencies
  - (f) filing of incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS.

#### **Section 7. Nominations and Elections.**

- a. Nominating Committee. The nominating committee shall consist of 3 members. Two members will be elected in odd numbered years and one member will be elected in even numbered years. Nominating committee members will serve for a two year term and will be elected by the membership at the annual meeting. Vacancies due to resignation may be appointed by the board of directors for the unexpired term. The committee shall choose its chair.
- b. Election. Election shall be by ballot except that if there is only one nominee for office, it shall be by voice vote. A majority vote shall constitute an election.

### **ARTICLE XI. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE.**

#### **Section 1. Board of Directors.**

- a. Membership. The board of directors shall be composed of the elected officers and appointed officers. All elected officers shall be AAUW members.
- b. Duties. The board of directors shall manage and supervise the business and activities of the branch subject to the instructions of the annual meeting. It shall accept responsibility for such matters as delegated by AAUW and state board. It shall have the power to create special committees and task forces as deemed necessary and to participate in inter-branch council, and shall perform such other duties as are specified by these bylaws. The board of directors shall also submit the annual budget to the branch. The board of directors may adopt standing rules to govern its procedures as long as they do not conflict with



the bylaws of AAUW, AAUW of Minnesota, and this branch.

- c. Meetings. Meetings of the board shall be held at least three times a year. Special meetings may be called at any time by the president or upon the written request of 2 members of the board of directors.

**Section 2. Executive Committee.** The executive committee shall consist of president, secretary and treasurer and shall act in the interim between board meetings. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board all actions taken by it between regular meetings of the board.

**Section 3. Quorum.** The quorum of a meeting shall be a majority of its members.

**Section 4. Voting.**

- a. Each director has one vote.
- b. Written Vote. In the interim between meetings of the board of directors, a written vote may be taken at the request of the president on any question moved, seconded and submitted by the president to a vote in any communication form. Voting shall close, exclusive of days on which there is no mail delivery, five days after the question has been submitted to vote. The days for voting shall be considered days for discussion, amendment and final vote. If a majority shall vote on a question sent to the members of the board of directors, the vote shall be counted and recorded and shall have the same effect as if cast at a meeting of the board of directors.

## **ARTICLE XII. MEETINGS**

**Section 1. Meetings.**

- a. Branch Meetings. There shall be at least seven meetings of branch members each year.
- b. Annual Meeting. An annual meeting of the branch shall be held during the month of April, the exact time and place determined by the board. The annual meeting shall elect officers, fix dues, amend bylaws if necessary, receive reports of officers, committees, and task forces, and conduct such other business as may be necessary.
- c. Quorum. 25% of the members of the branch shall constitute a quorum.

## **ARTICLE XIII, STATE OR MULTISTATE ORGANIZATIONS.**

**Section 1. Structure.** Branches and/or comparable AAUW-Affiliated entities may establish a state or a multi state organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multi state organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

**Section 2. Contact.** Each state or multistate organization shall provide AAUW with a designated contact for administration and finance, These contacts can be the president and finance officer if that is consistent with the state or multi state organization's structure. If the branches within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact.

**Section 3. Recorded Minutes.** Each state or multi state organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed state or multi state meeting and board meeting.



## **ARTICLE XIV. STATE OR MULTISTATE ORGANIZATIONS.**

**Section 1. Structure.** Branches and/or comparable AAUW-Affiliated entities may establish a state or a multi-state organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multi state organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

**Section 2. Contact.** Each state or multistate organization shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the state or multi state organization's structure. If the branches within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact.

**Section 3. Recorded Minutes.** Each state or multi state organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed state or multi state meeting and board meeting.

## **ARTICLE XV. ADDITIONAL AAUW ENTITIES**

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

## **ARTICLE XVI. PROPERTY**

**Section 1. Title.** The title to all property, funds and assets is vested in the AAUW Red Wing (Minnesota) Area Branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW.

**Section 2. Dissolution!** In the event of the dissolution of the Red Wing (Minnesota) Area Branch, all assets of the branch shall be transferred and delivered to an AAUW-affiliated entity designated by AAUW.

## **ARTICLE XVII. STATE CONVENTIONS**

Delegates and alternates shall be elected by the branch and certified by the branch president. The number of delegates to which the branch shall be entitled shall be governed by the bylaws of the state.

## **ARTICLE XVIII. INTERNATIONAL FEDERATION OF UNIVERSITY WOMEN**

A member of anyone of the national organizations or federations of the IFUW who is spending a period of a year or less in this country may attend meetings of any branch of AAUW and enjoy such privileges as may be afforded. Such a person shall have no voting rights.

## **ARTICLE XIX. INDEMNIFICATION**

The directors and all officers, or other appointed representatives of the AAUW Red Wing Area Branch may be indemnified and their liability shall be limited to the fullest extent authorized by Minnesota law, unless adjudged therein to be liable for negligence or misconduct in performance of their duties.

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

Provisions of these bylaws not governed by the *AA UW Bylaws* may be amended by a 3/4 vote of those present and voting at any regular meeting of the branch, provided notice of the proposed amendments shall have been given at the previous regular meeting or in writing to every member at least two weeks before the

meeting at which the amendment is to be acted upon. Amendments required by AAUW or by AAUW-MN to bring branch bylaws into conformity shall not require a vote of the branch members.

The bylaws of March 8, 2012, were amended by the Red Wing Area Branch Board, March 6, 2014, for conformance with AAUW requirements and practices on jointly held offices and chair positions. The bylaws of March 6, 2014 are hereby amended by the Red Wing Area Branch Board for conformance with AAUW changes made in its bylaws, passed by membership in 2015. The bylaws of January 22, 2017 are hereby amended by the Red Wing Area Branch Board for conformance with AAUW mandates.

<u>Kay Humphries</u>	<u>1/27/2017</u>
	Date
<u>Cheri Roberts</u>	<u>1/27/2017</u>
	Date
<u>Linda Thielbar</u>	<u>1/27/2017</u>
Branch Co-President	Date

The bylaws were updated at the annual meeting of the Red Wing Area Branch on April 18, 2018.

<u>Terri Cook</u>	<u>4/18/2018</u>
Branch Co-President	Date
<u>Linda Thielbar</u>	<u>4/18/2018</u>
	Date
<u>Cheri Roberts</u>	<u>4/18/2018</u>
Branch Secretary	Date