

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
FORT ATKINSON WI BRANCH  
Updated February 3, 2020**

**ARTICLE I. NAME AND GOVERNANCE**

**SECTION I. NAME**

The name of this organization shall be the Fort Atkinson, Wisconsin Branch of AAUW, hereinafter called the branch.

**SECTION II. GOVERNMENT**

The AAUW Bylaws shall govern this branch in all practices, and the bylaws of this organization shall in no way conflict with the AAUW Bylaws.

**ARTICLE II. PURPOSE**

The purpose of this branch shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research.

The branch shall:

- a. contribute to the growth and advancement of AAUW and the AAUW Funds;
- b. participate in the development and promotion of AAUW policies and program through study, action and public policy advocacy in areas related to its purpose, including community, cultural interests, education, and international relations;
- c. support branch needs and promote positive societal change in the community;
- d. cooperate in AAUW regional, state, and inter-branch work.

**ARTICLE III. USE OF NAME**

**Section 1. AAUW Policy.** The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

**Section 2. Proper Use of Name and Logo.** The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

**Section 3. Freedom of Speech.** The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

**ARTICLE IV, MEMBERSHIP AND DUES**

**Section 1. Membership**

- a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (national + state + branch dues) are

eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.

**b.** A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch [and state] dues. New Members will be eligible to vote upon payment of dues and being a member for 30 days.

**c.** A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.

**d.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW and state and branch boards of directors. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

*e. No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.*

## **Section 2. Dues**

**a.** Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 30 days prior to the meeting.

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

**c.** Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, Wisconsin (state) and Fort Atkinson (branch) dues.

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

**e.** New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW [and state] policy. The branch board of directors may set a reduction in branch dues.

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

**g.** **Saving Clause** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by the AAUW, state, and branch boards of directors. Student affiliates may attend branch, state, and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

### **Section 3. Basis of Membership.**

**a. Individual Member Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

**b. Branch Membership.** A branch member is a national member who is also a member of the AAUW Fort Atkinson Branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

**c. Partner Member.** College/university partner members are qualified education institutions, including two year or community colleges that 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 of partner members. A representative of a college/university partner may choose to affiliate with (branch) under the following conditions

*(may be adapted to needs)*

## **ARTICLE V. FINANCIAL ADMINISTRATION**

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

**Section 2. Financial Policies.** The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

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

## **ARTICLE VI. OFFICERS**

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

**Section 2.** The elected officers shall be a president, or official representative, president elect, vice president of programs, vice president of membership, secretary, and treasurer.

**Section 3.** The appointed chairs shall be: By-laws, Diversity, Public Policy, AAUW Funds, Education, Initiative for Educational Equity, Directory Editor, Newsletter Editor, Publicity, Scholarship, and Historian. They shall be chosen by the committee or appointed by the elected officers:

**Section 4.** President shall serve a two year term with a co-president and president elect which would result in a three year cycle for this office.

The vice-president of programs, vice-president of membership, secretary, and treasurer shall serve a term of two years. The term of each officer shall begin on July 1.

**Section 5.** No elected officer shall be eligible to serve more than two consecutive terms in the same office.

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

**Section 7.** A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by president-elect, vice president of programs, vice president of **membership, secretary, and treasurer.**

## **ARTICLE VII. DUTIES OF OFFICERS**

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

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

**Section 3.** The president shall be the official spokesperson, representative and designated contact for the branch and shall be responsible for submitting such reports and forms as required by the Association and the state.

**Section 4.** The president-elect, and/or vice president (s) shall perform such duties as the president and board shall direct.

- a.** President-elect: attends program planning meetings, budget meetings, conventions and presides at meetings in the absence of the president.
- b.** Vice president of program shall assume the duty of branch program development. Preside at meetings in the absence of president and president-elect.
- c.** Vice president of membership shall assume responsibility for branch membership recruitment and development as chair of the membership committee.

**Section 5.** The secretary shall record and provide minutes of the meetings, prepare those minutes for publication and distribution to the membership, and handle branch correspondence as directed by the president and board of directors.

**Section 6.** The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to the Association and the state by the specified deadline. The treasurer shall send moneys for the AAUW Funds, including the Legal Advocacy Fund, by the specified deadlines and shall keep separate ledgers for each type of account. The Treasurer can provide treasurer reports to state and AAUW when requested.

## **ARTICLE IX. NOMINATIONS**

**Section 1.** There shall be a nominating committee of three (3) members, appointed by the president (one of whom will be appointed chair of the committee), approved by the board of directors at the January board meeting, and announced to the membership at the

February branch meeting.

**Section 2.** Members shall serve a term of one year for a maximum of two consecutive terms.

## **ARTICLE X. ELECTIONS**

**Section 1.** The names of the nominees shall be published and sent to every member at least 30 days (March) before the annual meeting (April).

**Section 2.** Nominations may be made from the floor with the consent of the nominee.

**Section 3.** All elections shall be held at the annual meeting (April).

**Section 4.** Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

## **ARTICLE XI. ROTATION OF OFFICERS**

**Section 1.** The following officers shall be elected in even-numbered years: president, president-elect, vice president of programs, and secretary.

**Section 2.** The following officers shall be elected in odd-numbered years: president, president-elect, vice president of membership, and treasurer.

## **ARTICLE XII. BOARD OF DIRECTORS**

**Section 1.** The board of directors shall include the elected officers and the following appointed chairs of the branch: By-laws, Diversity, Public Policy, Fundraising, Legal Advocacy Fund, Education, Initiative for Educational Equity, Directory Editor, Newsletter Editor, Publicity, Scholarship, and Historian.

**Section 2.** The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by the AAUW and the state.

**Section 3.** Meetings of the board shall be held at least six (6) times per year. Special board meetings may be called by the president and shall be called upon the request of two (2) members of the board of directors or five (5) voting members of the branch.

**Section 4.** 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 board provided that every voting member shall have an opportunity to vote on the question submitted. Voting will close by a specified time. The votes shall be returned to the secretary. 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 a board meeting. The result of the vote shall be recorded in the minutes of the next board meeting.

**Section 5.** The quorum of the board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the board.

## **ARTICLE XIII. MEETINGS**

**Section 1.** There shall be at least seven (7) general membership meetings each year.

**Section 2.** The general membership meeting held in April shall be designated the annual meeting.

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

**Section 4.** Special meetings may be called by the president or shall be called by the president on the written request of two (2) of the voting members of the board of directors or five (5) of the voting branch membership.

**Section 5.** The quorum shall be 15 percent of the branch membership.

#### **ARTICLE XIV. COMMITTEES**

**Section 1.** Standing committees shall be Program, Membership, Public Policy, Finance, Fundraising, Legal Advocacy Fund, Bylaws, Scholarship, Initiative for Educational Equity, Scholarship, Used Book Sale and Special Events.

**Section 2.** Standing committee chairs, except those provided for by election, shall be chosen by the committee or appointed by the elected officers.

**Section 3.** The function of the standing committees will be:

**a.** The program vice president will involve the following committees in whole branch programming: Public policy, Diversity, Initiative for Educational Equity, Education, and any others directed by the board.

**b.** The committee on membership, chaired by the Membership vice President, shall be responsible for the branch membership, recruitment and orientation to the purpose and program of the AAUW.

**c.** The committee on public policy shall be responsible for the public policy program and voter education in the branch.

**d.** The finance committee should be the elected officers.

**e.** The legal advocacy chair shall promote the raising of funds for LAF and informing the branch on Association policies and recipients. The By-laws committee (chair?) will update the branch by-laws after AAUW and state conventions.

**f.** The publicity chair and Newsletter editor shall promote AAUW policies and events in the media and keep the branch informed of AAUW, state, and local news.

**g.** The committee on Initiative for Education Equity shall promote programs for women and girls that provide equal educational opportunities in all fields.

**h.** The scholarship committee shall solicit and review applicants for four local scholarships: The Adopt-a-Student Scholarship, the Fort Atkinson Second Chance Grant, the Jefferson Second Chance Grant and the Graduate Student Scholarship.

**i.** The special events committee shall plan the December Holiday Gathering and any other event that the board delegates.

**j.** The education committee shall bring current educational issues to the membership and

promote Women's History Month in March.

**k.** The book sale committee shall manage the annual Used Book Sale.

**l.** The diversity committee shall work to eliminate barriers to full participation in AAUW on the basis of gender, race, creed, age, sexual orientation, national origin, or disability. The committee will work to cultivate a diverse membership and make connections with a broad range of community coalition partners, e.g. The Wisconsin/Nicaragua Partners.

**Section 4.** Special committees and/or task forces may be appointed by the president with the consent of the board.

## **ARTICLE XV. PROPERTY**

**Section 1. Title.** The title to all property, funds, and assets is vested in the Fort Atkinson Branch, for the joint use of 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 of Branch.** In the event of the dissolution of AAUW Fort Atkinson Branch or termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

## **ARTICLE XVI. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of AAUW [or those of the state].

## **ARTICLE XIII. LOSS OF RECOGNITION**

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

## **ARTICLE XIX. INDEMNIFICATION**

Every member of the board may be indemnified by the branch 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 branch 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 branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification herein shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

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

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

articles of incorporation.

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

**Section 3. Branch Vote.** Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least 30 days prior to the meeting. [Recommend using same notice as in Article IV, Section 2a.]

Amended February 3, 2020