

Explanation of proposed changes to Wheaton Glen Ellyn AAUW Branch Bylaws

As you know, at the 2009 AAUW Convention many changes were announced regarding AAUW organization and terminology that many of us have used for years. As a result, we had to update our Branch Bylaws. In so doing, we decided to follow AAUW's newest model bylaws. They are streamlined and efficient and reflect AAUW's mission. They support the policies and procedures under which our Branch operates.

If you wish to have a copy of the bylaws adopted by the Branch in 2008, contact Karen Bondy (bondykj@aol.com or 630-466-3527.)

Following is a brief summary of the changes:

- Removed reference to “associate memberships” which were discontinued in 1957
- Changed advance notice to members regarding changes in bylaws, dues increases and also notice of nominating committee slate of officers **from** 30 days and 14 days **to** 10 days – justification being that communication is fairly efficient these days with voice mail and electronic mail in addition to US mail.
- Some specifics have been made more general. For example, rather than stating that January-March dues for new members would be *half of normal*, it now reads *dues paid by new members for less than a full year shall be determined by AAUW and State policy*.
- Officers are limited in number of successive terms (2). Previously there was no limit to the number of successive terms an officer could serve. The Association recommends this change, and we agree this change keeps the Branch vibrant.
- If an officer resigns, the President will appoint a replacement, and the Board will approve by vote. Formerly the nominating committee would re-convene, select the officer and present to the Branch for a vote.
- In the new bylaws, the President appoints the chair of the nominating committee, rather than making it a requirement that the Membership Vice President is always the chair. The assumption remains that the MVP is still a very good choice to chair this committee, and Policy suggests it, but the revised wording allows for more flexibility.
- In the same vein, the nominating committee is no longer limited to 3 members, but must have *at least* 3 members.
- Previous by-laws called for a minimum of 3 Branch and 3 Board meetings each year. The revision calls for at least 4 Branch and 4 Board meetings each year. We have never dropped to fewer than 7 Branch meetings a year, but, again, this allows flexibility.
- A special Branch meeting may be called by written request of 15% of membership (formerly 15 members.) Again, this complies with Association guidelines.
- The sections regarding delegates to the Convention have been deleted. Policies at the Association level will now be changed by a *one member/one vote* procedure.
- The indemnification clause has been updated to reflect current legal language.

Bylaws committee: Sue Balk, Karen Bondy, Marilyn Mayer Wiedeman, Jane Palmer. January 2010

BRANCH BYLAWS

BYLAWS OF THE WHEATON-GLEN ELLYN BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the Wheaton-Glen Ellyn Branch of AAUW, hereinafter called the Branch.

Section 2. Governance. 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.

ARTICLE III. USE OF NAME

Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members and the Branch and no member or the Branch 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. 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.

Section 3. Violations. Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

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 publications 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.
- 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.

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 10 days prior to the meeting.
- b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay state and Branch dues to become members of the Branch.
- c. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, state, and 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.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of at least 3 members, elected or appointed by the President and presented to the Branch at least 3 months before the annual meeting.
- b. The term of service on the nominating committee shall be for 1 year (i.e. they will present a slate of officers for one election.)
- c. The chair of the nominating committee will be the Membership VP.
- d. The names of the nominees for elected office shall be published and sent to every member at least 10 days prior to the annual Branch meeting.
- e. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

- a. Elections shall be held at the annual Branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XI.

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The required positions are President or administrative officer and finance officer.
The elected officers for the Branch shall be: President, Program Vice President, Membership Vice President, Secretary and Treasurer.
- b. Officers shall serve for a term of 2 years, or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- c. No elected officer shall be eligible to serve more than 2 consecutive terms in the same office.
- d. All vacancies in office shall be filled for the unexpired term by appointment of the President and approval of the Board, with the exception of a vacancy in the office of President, which shall be filled by the program vice President.
- e. Each office may be filled by an officer or co-officers.
- f. The following officers shall be elected in even years: Membership Vice President, Treasurer. The following officers shall be elected in odd years: President, Program Vice President, Secretary.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the Board of Directors, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. The President shall be the official spokesperson and representative for the Branch and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The Vice President(s) shall perform such duties as the President and the Board shall direct and as specified in Branch policies and job descriptions.
- d. The Treasurer shall be responsible for collecting, distributing and accounting for the funds of the Branch and for meeting specific deadlines.
- e. The Secretary shall record and keep minutes of all Board, membership, and special meetings.
- f. All officers and chairs shall submit annual reports to the President.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall include the elected officers and the following appointed committee chairs: Educational Opportunities Fund chair, Legal Advocacy chair, Public Policy Chair, Diversity chair, Communications chair (newsletter editor), Publicity chair, and any additional position deemed necessary by the President or the Board. Committees may be appointed to fulfill any responsibilities of the Board members.

Section 2. Administrative Responsibilities. The Board shall have the power to administer affairs of the Branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the Branch between membership meetings. The Board shall have fiscal responsibility as outlined in Article X, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the Board shall be held at least 4 times a year at a time and place agreed upon by the Board.

Section 4. Special Meetings. Special meetings may be called by the President. Every attempt must be made to notify each member of the Board.

Section 5. Quorum. The official Board for a given year will be the list of Board members published in the directory in the fall, with any deletions or additions made to that list by the President and reported to the Board. The quorum for a meeting of the Board shall be a majority of the voting members. Co-officers shall each have an individual vote on the Board.

Section 6. Voting Between Meetings. Between meetings of the Branch Board, a written or electronic vote of the Board may be taken at the request of the President on any question submitted to the Board in writing provided that every member of the Board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a Board meeting. The result of the vote shall be in the minutes of the next Board meeting.

Section 7. Members of the Board shall serve for a term of 2 years, or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.

Section 8. Removal From Office. A member of the Board of Directors may be removed for any reason by a two-thirds vote of the Board in accordance with policies and procedures adopted by AAUW.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers.

Section 2. Duties. The executive committee shall have the power to act for the Board between meetings of the Board and shall report to the Board on all actions taken by it. It shall perform such duties as may be delegated to it by the Board.

Section 3. Meetings. Meetings of the executive committee shall be held on the call of the President or at the call of 1 of its members. At least 1 day notice is required to call a meeting.

Section 4. Quorum. The quorum of the executive committee shall be a majority of the voting members. Co-officers shall each have an individual vote on the executive committee.

Section 5. Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the President on any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next Board meeting.

ARTICLE IX. COMMITTEES

Section 1. Establishing Committees. The President may establish standing and special committees as needed with consent by the Board.

Section 2. Purpose. With the approval of the Board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

ARTICLE X. 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 XI. MEETINGS

Section 1. Annual Meeting. The Branch shall hold an annual meeting to conduct the business of the Branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the month of March.

Section 2. Membership Meetings. The Branch shall hold at least 4 meetings during the fiscal year. The Branch Board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the President or shall be called by the President at the written request of a simple majority of Board members or 15 percent of the Branch membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the Branch at least 7 days prior to the meetings. Only the business for which notice has been given can be transacted.

Section 5. Quorum. The quorum shall be 25% of Branch members .

ARTICLE XII. PROPERTY

Section 1. Title. The title for all funds and assets of the Branch, whether incorporated or not, shall at all times be vested in the Branch for the joint use of members and no member or group of members shall have any severance right to all or any part of such property. The Branch shall have complete control over the acquisition, administration and disposition of its property without the consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. Dissolution of Branch. In the event of the dissolution of the Branch, all assets of the Branch shall be transferred and delivered to an AAUW entity.

ARTICLE XIII. LOSS OF RECOGNITION

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

ARTICLE XIV. 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 XV. INDEMNIFICATION

Every Board or committee member may be indemnified by the Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the Board or committee member may become involved by reason of being or having been a member of the Board or committee, 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 shall be in addition to and not exclusive of all other rights to which the member of the Board or committee is entitled.

ARTICLE XVI. 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 10 days prior to the meeting.