

## AAUW OF MICHIGAN BYLAWS INDEX

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These bylaws have been revised to reflect changes mandated through delegate action at AAUW Convention June 26-28, 2009. The required new language is printed in ***bold italic*** and a slightly larger font for all or parts of Articles I, II, III, IV, X, XIII, XIV, XVI. This language may not be changed. The order in which articles are arranged follows guidelines set in Model State Bylaws, 2009, and is different from that of earlier bylaws.

**Additions to bylaws made by convention action 5-8-10 are printed in blue. Deleted wording and sections are NOT included.**

**Bylaws of the American Association  
of University Women of Michigan  
2010-2011**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name**

***The name of this organization shall be AAUW of the state of Michigan, hereafter called the organization.***

**Section 2. Governance**

***The bylaws of this organization shall in no way conflict with the AAUW Bylaws.***

**ARTICLE II. PURPOSE**

***The purpose of AAUW is to advance equity for women and girls through education, advocacy, philanthropy, and research. The purpose of the organization shall be to further the AAUW mission, program, and policies within the organization and promote, encourage, and coordinate the work of the branches within the organization.***

**ARTICLE III. USE OF NAME**

***Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members, branches and organizations; and no member, branch or organization 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 Name policy shall result in action taken in accordance with AAUW policy.***

**Section 4. Matters of State-Wide Scope**

- a.** The policies and program of the state shall be binding on all members and branches and no member or branch shall use the name of this state to oppose such policies or programs.
- b.** On any state-wide matter on which the state has no policy the only action which may be taken by a member or branch in the name of the state is to use the established channels to effect the formulation of a policy.

**ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. Membership.**

- a.** ***All branches of AAUW within the boundaries of the organization shall be members of the organization.***
- b.** ***Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV are eligible to be admitted to membership in this organization. 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 organization.***

***The organization member shall be entitled to vote, hold office and participate in all activities and programs and receive the publications distributed to all members.***

- c. A member-at-large of AAUW residing within the boundaries of the organization may become a member-at-large of the organization upon payment of state dues.***
- d. 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 the AAUW policies and procedures.***
- e. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with this organization upon payment of fees established by AAUW and this organization's board of directors. Student affiliates shall be entitled to attend meetings of AAUW and this organization and to receive the publications distributed to all members. Affiliates may not vote nor hold office.***

## **Section 2. Dues.**

- a. The annual dues for organization members and members-at-large shall be determined by a two-thirds vote of members of the organization, provided notice has been given to the members 30 days prior to the meeting.***
- b. Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the organization, are required to pay annual organization and branch dues.***
- c. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and state 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 organization meetings without vote.***
- e. New members may join at any time. Dues are payable upon joining. The national and organization portion of the dues paid by new members for less than a full year is determined by AAUW and state policy.***

## **ARTICLE V. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee**

- a.** There shall be a nominating committee of five members (**including the chair**), appointed by the board of directors composed as follows:
  - 1)** one member from the current board of directors and one alternate who has served on the board of directors within five years of the election;
  - 2)** one member from the previous nominating committee and one alternate who has served on the nominating committee within five years of the election;
  - 3)** three members and two alternates from general membership.
- b.** The chair of the nominating committee shall be selected by the board of directors.
- c.** The quorum for this nominating committee shall be five members.
- d.** The nominating committee shall be announced to all branch presidents by November 1.

**Section 2. Nominations**

- a. Suggestions from the branches for nominees shall be submitted in writing to the chair of the nominating committee at least sixty (60) days prior to the state annual convention, the specific date to be set by the state president. The chair shall report to the members of the committee all names received.
- b. The nominating committee shall also be empowered to seek and propose candidates.
- c. The nominating committee shall meet and report to the branches the names of the all qualified nominees who are submitted to the nominating committee at least forty-five (45) days prior to the annual convention.
- d. Nominations may be made from the floor at the time of election, provided the written consent of the nominee has been obtained.

**Section 3. Elections**

- a. The elected officers of the state shall be elected at the annual state convention of duly accredited delegates.
- b. Election shall be by ballot except when there is only one candidate for an office in which case the election may be by voice vote.
- c. A majority of the votes cast shall be necessary for election.
- d. **Rotation**
  - 1) The president-elect, the membership vice president, the finance vice president, shall be elected in the odd-numbered years. After serving one year as president-elect, this officer shall automatically succeed to the presidency in the following even-numbered year.
  - 2) The program vice president, the secretary, and the AAUW funds director shall be elected in the even-numbered years.

**ARTICLE VI. OFFICERS**

**Section 1. Officers**

**a. Elected Officers**

The elected officers of this organization shall include a president, a president-elect, a program vice president, a membership vice president, a finance vice president, a secretary, and an AAUW funds director. The elected officers shall be the executive committee. Each office may be filled by an officer or co-officer.

**b. Qualifications for Office**

- 1) The above mentioned elected officers shall be members of AAUW and the organization.
- 2) The president and president-elect shall have served at least two years on the board of directors prior to her/his election.
- 3) All elected board members shall have been members of a branch, state and AAUW for at least three years, and shall have served on a branch board of directors for at least two years.

**c. Terms of Office**

- 1) Officers shall be elected for a term of two years, with the exception of the president-elect whose term shall be one year.
- 2) They shall take office July 1, following their election. The incoming or continuing president may call meetings of the incoming executive committee and board of directors prior to July 1, for the purpose of approving appointments and making plans for the coming year.
- 3) No officer except the finance vice president shall be eligible for two terms in succession in the same office.
- 4) An officer who serves more than one-half term shall be considered, for the purpose of re-election, as having served a full term.

**d. Vacancies**

- 1) All vacancies in office, except in the offices of president and president-elect, shall be filled by the board of directors for the unexpired term.
- 2) If a vacancy should occur in the office of president, the program vice president shall fill out the unexpired term.
- 3) If a vacancy should occur in the office of president-elect, the nominating committee shall, in preparing a slate in the even numbered year, include the office of president.

**Section 2. Duties**

Officers shall perform the duties prescribed by these bylaws, the AAUW of Michigan Policies, and by Roberts Rules of Order, Newly Revised.

- a. **President** The president, or official representative, shall officially represent the state in activities of the AAUW. The president shall be responsible for submitting such reports and forms as required by the AAUW.
- b. **President-Elect** The president-elect serves as a voting member of the board and shall perform such duties as may be assigned by the president and the board of directors.
- c. **Vice Presidents** The vice presidents shall perform such duties as the president and the board shall direct. In addition the program vice president shall serve as chair of the committee on program development, the membership vice president shall serve as chair of the committee on membership, and the finance vice president shall assume the responsibility for the collection of all state dues and other money due the state and disbursement of funds. She/he shall serve as custodian of all funds and securities.
- d. **Secretary** The secretary shall keep the minutes of the meetings of the membership and of the board and shall perform such other duties as the president and the board shall direct.
- e. **AAUW Funds Director** The AAUW funds director shall implement the AAUW's awards program on Fellowships, Research and Projects, and such others as may be established by AAUW.

**Section 3. Appointed Officers**

The appointed officers of this state may include the following: bylaws and policy, college/university relations, communications, district director, diversity, initiative, technology director, *AAUW of Michigan* editor, public policy director and such additional officers as needed. They shall be appointed by the state president.

**ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Composition**

The board of directors shall include the elected and appointed officers of the state.

**Section 2. Qualifications**

- a. All board members shall be members of the AAUW and the state.
- b. **State Administration** In accordance with the bylaws and convention action, the board of directors shall have the general power to administer the affairs of the state and to initiate and carry out its program and policies. It shall act for the state between annual meetings. The board may adopt rules to govern its proceedings. It also shall:
  - 1) approve the budget and establish policies and procedures consistent with generally accepted accounting principles and federal, state and local laws to review the financial records of the state.
  - 2) select the required members and chair of the nominating committee and the resolutions committee.
  - 3) approve the programs for state meetings.
  - 4) determine the time and place of the annual state convention.
  - 5) approve the report of the auditor or auditing committee.
  - 6) fill a vacancy in any office except the offices of president and president-elect.
  - 7) recommend to the state convention such additional standing committees as are considered necessary to the work of the state.
  - 8) approve the establishment of special committees.

**c. Branch Supervision**

**Creation** Upon the recommendation of the state president, the state board of directors shall have the authority to approve in writing the application of any group of graduates qualified to form a branch within the state under the AAUW Bylaws.

**Section 3. Meetings and Quorums**

- a. Regular Meetings** Regular meetings of the board of directors shall be held at least twice a year at the call of the president at such time and place as she/he shall designate.
- b. Special meetings** Special meetings of the board of directors shall be called at any time by the president or upon written request of three (3) members of the board provided that at least three (3) days notice of such meetings and its agenda shall have been given to the members of the board.
- c. Quorum** A quorum of the board of directors shall be a majority of the members of the board, two of whom shall be officers. Co-officers shall be considered as one voting member of the board.

**Section 4. Voting Between Meetings**

Between meetings of the state board of directors a vote may be taken at the request of the president on any question submitted in writing, by conference call or by any electronic means. Voting will close by a specified date and time. Provided a majority shall vote on a question sent to the board of directors, the vote shall be counted and shall have the same effect as if cast at a meeting of the board of directors.

**ARTICLE VIII. EXECUTIVE COMMITTEE**

**Section 1. Composition**

The executive committee shall be composed of the elected officers of the state.

**Section 2. Powers and Duties**

The executive committee shall:

- a.** Act for the board of directors in the interim between meetings of the board except to assume such duties as are specifically delegated to the board of directors by these bylaws.
- b.** Perform such duties as may be assigned by the board of directors.
- c.** Confirm the appointment of chairs of committees and task forces, and the editor of the Michigan every-member publication.
- d.** Prepare the state budget, which shall be approved by the board of directors.
- e.** Approve any expenditures which exceed the budget.

**Section 3. Meetings and Quorum**

- a. Meetings** The executive committee shall meet at the call of the president.
- b. Quorum** A quorum shall be a majority of the members of the executive committee. Co-officers shall be considered as one voting member of the executive committee.

**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 organization 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.*

## ARTICLE XI RESOLUTIONS

**Section 1.** There shall be a resolutions committee of five members (including the chair) appointed by the board of directors composed as follows:

- a. One member from the previous resolutions committee and one alternate who has served on a resolutions committee within the previous five years.
- b. One member from the current board of directors and one alternate who has served on the board of directors within the previous five years.
- c. Three members and two alternates from the general membership.
- d. The chair of the resolutions committee shall be selected by the board of directors.
- e. The quorum for the resolutions committee shall be five members.
- f. The resolutions committee shall be announced to all branch presidents by November 1.

### Section 2. Resolutions

- a. Resolutions from branches or individuals shall be submitted in writing to the chair of the resolutions committee at least sixty (60) days prior to the annual meeting, the specific date to be set by the state president. The chair shall report to the members of the committee all resolutions submitted.
- b. The resolutions committee shall be empowered to reject any resolution which is in conflict with AAUW or state constitutions or bylaws, combine and/or consolidate resolutions of similar import, make editorial changes, make suggestions for implementation, report to the state board the committee's approval or rejection of the proposed resolution(s), and initiate and propose courtesy resolutions.
- c. The resolutions committee shall report the recommended resolutions to the branches at least forty-five (45) days prior to the annual meeting.
- d. Resolutions shall be adopted by a majority vote.
- e. The resolutions committee shall review an adopted resolution every five (5) years on its anniversary date to determine if it is "current" or "historic" and report its status to the membership at the annual meeting.

**Section 3. Resolutions from the Floor** Resolutions may be proposed from the floor, provided each resolution is permitted by the delegates by a two-thirds vote. A three-fourths vote shall be necessary to adopt a resolution from the floor.

## ARTICLE XII. MEETINGS OF AAUW OF MICHIGAN

### Section 1. Time, Place and Notification

- a. The state shall hold at least one regular meeting each year to be known as the state convention to conduct the business of the state, including the election of officers and the receiving of reports of officers and committee chairs.
- b. The time and place shall be determined by the state board of directors.

- c. Special meetings may be called by the president, on the written request of a majority of the members of the board of directors.
- d. Notice of meetings shall be sent to all members of the organization at least thirty (30) days prior to the meeting.
- e. All state meetings, including meetings of the board of directors, shall be open and may be attended by any member.
- f. If circumstances prevent the holding of a state meeting, the board of directors shall provide for the conducting of necessary business.

## Section 2. Representation

- a. **Voting Body** The voting body of any meeting of the state shall be composed of:
  - 1) **State Representatives** Including the following:
    - a) The members of the board of directors, including chairs of all standing committees.
    - b) Past presidents of the state.
    - c) The following convention committee chairs: Nominating, Resolutions, Credentials, Tellers, and Pages.
    - d) College/University members.
    - e) Members serving as AAUW officers or on AAUW committees.
  - 2) **Branch Delegates** Including the following:
    - a) The president of the branch or her/his designated alternate.
    - b) One delegate for each 25 members of each branch or major fraction thereof. Representation shall be based on the records of the state finance vice president as of February 1.
      - i) Each branch shall be entitled to at least one such delegate.
      - ii) Associate members serving as delegates shall constitute no more than 20% of the delegates of a branch. If associate members present as delegates should exceed 20% of the voting body of a state meeting, a sufficient number chosen by lot shall be disqualified as delegates so that they shall not exceed 20% of the voting body of the convention.
  - 3) **Other Delegates**  
One delegate appointed by the state president for each 25 paid-up members-at-large of the state.
- b. **Voting** A member of the voting body shall cast no more than one vote.
- c. **Quorum** A quorum of an annual state convention shall be a majority of the voting delegates, provided one-third of the branches are represented. This quorum shall include two elected officers.

## ARTICLE XIII. PROPERTY

**Section 1. Title.** *The title for all property, funds and assets of the organization, whether incorporated or not, shall at all times be vested in the organization 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. The organization shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.*

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

## ARTICLE XIV. PARLIAMENTARY AUTHORITY

**The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws.**

**ARTICLE XV. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The organization shall indemnify and save harmless any and all of its directors or officers, or any person who may have served or who may hereafter serve at its request, as a director or officer of the organization, against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of being or having been directors or a director or officer of this organization, except in relation to matters as to which any such director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The foregoing right of indemnification shall be neither exclusive of nor in derogation of other rights to which a director may be entitled.

**ARTICLE XVI AMENDMENTS TO THE BYLAWS**

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

***Section 2. Prior Approval. All other proposed amendments to the organization bylaws shall be sent to the AAUW Governance Committee chair for approval before being voted upon.***

***Section 3. Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the annual organization meeting by a two-thirds vote of those present and voting, or by electronic or mail ballot, provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.***

**Section 4.** An amendment to the bylaws at the state convention shall become effective and binding on all branches within the state.

- |                         |                         |
|-------------------------|-------------------------|
| Approved April 20, 1943 | Amended May 1996        |
| Amended November 1979   | Amended May 1997        |
| Amended May 1980        | Amended May 1998        |
| Amended May 1982        | Amended May 1999        |
| Revised October 1983    | Amended May 2000        |
| Amended May 1984        | Amended May 2001        |
| Amended November 1985   | Amended May 2003        |
| Revised December 1987   | Amended April 2004      |
| Amended May 1988        | Amended April 2005      |
| Amended October 1989    | Amended May 2007        |
| Revised December 1991   | Amended May 3, 2008     |
| Amended May 1992        | Amended August 31, 2009 |
| Amended May 1995        |                         |

Date last amended:  
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