

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF MICHIGAN

AAUW MANDATORY ARTICLES

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW of 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 for which 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 is organized and for which it shall at all times be operated are exclusively religious, charitable, scientific, literary and educational within the meaning of Code Section 501(c)(3) or the 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.

AAUWMI SPECIFIC ARTICLES

ARTICLE VIII. AAUWMI POLICIES AND PROGRAMS

Section 1. Binding on all members. The policies and program of AAUWMI shall be binding on all affiliates of AAUWMI and their members. No member or affiliate shall use the name AAUWMI to oppose such policies or programs.

Section 2. Statewide matters in the absence of AAUWMI policy. On any state-wide matter on which AAUWMI has no policy, the only action which may be taken by a member or branch in the name of AAUWMI is to use the established channel to effect formulation of a policy.

ARTICLE IX. AAUWMI MEMBERSHIP AND DUES

Section 1. Membership.

- a. An AAUWMI member is an individual or College/University who pays annual national AAUW Dues and who may or may not belong to an affiliate. That member shall be entitled to vote, hold office and participate in all activities and programs of AAUWMI
- b. AAUWMI. An individual may become a member of AAUWMI upon payment of AAUWMI Dues.
- c. A College/University member does not pay State Dues.

Section 2. Dues

- a. **Amount.** The annual dues for AAUWMI members shall be determined by a two-thirds vote of members of AAUWMI present at the annual meeting at which there is a quorum present, provided notice has been given to the members 30 days prior to the meeting.
- b. **AAUW Paid life members.** Paid life members of AAUW, who are AAUWMI members, are required to pay annual AAUWMI dues.
- c. **AAUW 50 Year Honorary Life Members.** AAUW 50 Year Honorary Life Members are exempt from payment of AAUWMI dues.
- d. **New members.** The AAUWMI dues paid by new members for less than a full year is determined by AAUW and AAUWMI policy.

ARTICLE X. MEETINGS OF AAUWMI

Section 1. Time, place and notification

- a. AAUWMI shall hold an annual meeting each year to conduct the business of AAUWMI, including the election of officers and receiving of reports of officers and committee chairs. Once in each biennium, the annual meeting will be held at the State Convention. The time and place shall be determined by the AAUWMI board of directors.

- b. Special meetings may be called by the president on the written request of a majority of the members of the Board of Directors.
- c. Written notice of meetings shall be sent to all members of AAUWMI at least thirty (30) days prior to the meeting. Notice shall include time, place and purpose for the meeting.
- d. All AAUWMI meetings, including meetings of the Board of Directors, shall be open and may be attended by any member.
- e. If circumstances prevent the holding of an AAUWMI meeting, the Board of Directors shall provide for the conducting of necessary business.

Section 2. Representation

- a. **Voting Body.** All AAUWMI members in good standing as of the official notice of the meeting may participate and be entitled to one vote.
- b. **Quorum.** The quorum shall be 2% of the State membership as of the official notice of the meeting.

ARTICLE XI. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

- a. There shall be a nominating committee of five members (including the chair), appointed by the president and confirmed by a majority of the Board of Directors, to serve until a new committee is appointed. Nominating committee members may serve only two consecutive years.
- b. The chair of the nominating committee shall be appointed by the president and affirmed by a majority of the board of directors.
- c. The quorum for this nominating committee shall be a majority.
- d. The nominating committee shall be announced to all affiliate presidents by November 1.

Section 2. Nominations

- a. Suggestions from the affiliates for nominees shall be submitted in writing to the chair of the nominating committee at least sixty (60) days prior to the AAUWMI annual meeting, the specific date to be set by the AAUWMI 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 for nomination.
- c. The nominating committee shall meet to assess qualifications of nominees (see Bylaws Article XII. Section 1.b.). After reporting to the board all those qualified for the state, they will report to the branches the names of all qualified nominees at least thirty (30) days prior to the annual meeting.
- d. Nominations may be made from the floor at the time of the elections, provided the written consent of a qualified nominee has been secured.

Section 3. Elections

- a. Written notice of the meeting when election of officers will take place shall be sent to all members of AAUWMI at least thirty (30) days prior to the meeting.
- b. The elected officers of AAUWMI shall be elected at the annual AAUWMI meeting of duly accredited delegates.
- c. 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.
- d. A majority of the votes cast in a meeting in which a quorum is present shall be necessary for election.

Section 4. Rotation

- a. The president-elect, the membership vice president and the finance vice president shall be elected in the odd-numbered years. After serving one year as president-elect, the president-elect shall automatically succeed to the presidency, a two-year term in the following even-numbered year.
- b. The program vice president, the secretary, and the AAUW Funds director shall be elected in the even-numbered years.

ARTICLE XII. AAUWMI OFFICERS

Section 1. Elected Officers

- a. The Elected officers of AAUWMI 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. Each office may be filled by an officer or co-officers. Each office shall carry one (1) vote.

b. Qualifications for Office

- 1) The elected officers shall be members of AAUW and AAUWMI.
- 2) The president and the president elect shall have served at least two years on a state board of directors prior to their election.
- 3) All elected board members shall have been members of AAUW for at least two years and shall have served on a branch or state board of directors for at least one year or have equivalent board experience elsewhere and have support of their branch and have demonstrated commitment to AAUW and knowledge of AAUW's structures.

c. Terms of Office

- 1) Except for the President-Elect, the officers shall be elected for a term of two years or until their successors have been elected or appointed and assume office. The President-Elect shall be elected for a term of one-year, and shall succeed to a two-year term as president in the following year.
- 2) All elected officers shall take office July 1, following their election.
- 3) Elected officers, except the President and President-Elect, shall be eligible to serve two consecutive two-year terms in the same office. The President may

serve one two-year term. The President-Elect may serve one one-year term, following which they will succeed to the office of president and serve one two-year term. Exceptions may be made when no other nominee is forthcoming and an extension is agreed to by a majority of Board members.

- 4) An officer who serves more than one-half term shall be considered, for the purposes 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 a majority vote of the board of directors.
- 2) If a vacancy should occur in the office of president, the president-elect shall fill out the unexpired term. In the year when there is no president-elect, 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 AAUWMI Policies and by Roberts Rules of Order, Newly Revised, in compliance with the AAUW Bylaws and the laws of the state of Michigan.

- a. **President.** The president, or official representative, shall officially represent AAUWMI in activities of AAUW. The president shall be the AAUW designated contact for administration. They shall be responsible for submitting such reports and forms as required by AAUW. The president is a voting member of the Board of Directors.
- b. **President-Elect.** The president-elect serves as a voting member of the Board of Directors 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 the 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 all state dues and other money due the state and disbursement of funds. The finance vice president shall serve as the AAUW designated finance officer and as custodian of all funds and securities.
- d. **Secretary.** The secretary shall record 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. In the absence of the secretary another person, but not the presiding officer or the finance officer, must be appointed to record the minutes of these meetings and ensure that they are retained. The secretary shall make available upon request the minutes of each noted state meeting and board meeting.

- e. **AAUW Funds Director.** The AAUW Funds Director shall work with AAUWMI leaders, branches and members to integrate fundraising efforts with AAUW program and membership priorities.

Section 3. Appointed Officers

The appointed officers of AAUWMI may be: Bylaws and Policies, College/University Relations, Diversity, and Public Policy. They shall be appointed by the AAUWMI President and approved by a majority of the elected officers of the board. Appointed officers shall serve for a term of two years and shall be eligible to serve for two consecutive terms in the same office. Exceptions may be made when no other candidate is forthcoming and an extension is agreed to by a majority of Board members. Each office may be filled by an officer or co-officers. Each office shall carry one vote.

Section 4. Voting Members of the Board of Directors

The voting members of the Board of Directors of AAUWMI are the elected officers and the appointed officers named in Article XII. Section 3.

ARTICLE XIII. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall include the elected and appointed officers of AAUWMI.

Section 2. Qualifications

- a. All board members shall be members of AAUW and AAUWMI.
- b. **State Organization Administration.** In accordance with the bylaws and convention action, the Board of Directors shall have the general power to administer the affairs of AAUWMI and to initiate and carry out its program and policies. It shall act for AAUWMI between 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 AAUWMI.
 - 2) Select the required members and chairs of the nominating committee, resolutions committee, and the awards committee.
 - 3) Approve the programs for state meetings
 - 4) Determine the time and place of the annual meeting and AAUWMI 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 AAUWMI convention such additional standing committees as are considered necessary to the work of AAUWMI.
 - 8) Approve the establishment of special committees.
- c. **Affiliate Supervision.** Upon the recommendation of the AAUWMI president, AAUWMI Board of Directors shall have the authority to recommend to AAUW action to

be taken in regard to the admittance of new branches or the discontinuance of current branches within the State.

Section 3. Meetings and Quorums

- a. Meetings of the board may be held by any electronic means.
- b. **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.
- c. **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.
- d. **Quorum.** A quorum of the Board of Directors shall be a majority of the members of the board, two of whom shall be elected officers. Co-officers shall be considered as one voting member of the board.

Section 4. Voting Between Meetings

Between meetings of the Board of Directors, a vote may be taken at the request of the president on any question submitted to the board members in writing, conference call or by any electronic means provide that every member of the board shall have an opportunity to vote upon the questions submitted. Voting will close by a specified time. The vote, by any means permitted by District of Columbia and Michigan Codes, shall be returned to the president. If all board members vote on any questions so submitted and the vote is unanimous, the vote shall be counted and shall have the same effects as if cast at a board meeting. The vote shall be recorded and made available to members in the minutes of the next meeting of the board of directors.

ARTICLE XIV. EXECUTIVE COMMITTEE Section 1. Composition

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

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.
- d. Prepare the AAUWMI budget, which shall be approved by a majority vote of the Board of Directors.
- e. Approve any expenditure which exceeds 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 XV. COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with the consent of the board.

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

ARTICLE XVI. 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. AAUWMI shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including annual financial review.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern AAUWMI in all instances in which they are applicable and in which they are not inconsistent with these bylaws, the bylaws of AAUW, and the laws of the State of Michigan.

ARTICLE XVIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

AAUWMI shall indemnify and save harmless any and all of its directors or officers, or any person who may have served or may hereafter serve at its request, as a director or officer of AAUWMI, 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 AAUWMI, 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 XIX. AMENDMENTS TO THE BYLAWS REQUIRING MEMBER VOTE

Section 1. Provisions of these bylaws not governed by the AAUW bylaws may be amended at the annual AAUWMI meeting by a two-thirds vote of delegates 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 2. An amendment to the bylaws at the state annual meeting shall become effective and binding on all branches within the state.

Approved April 20, 1943

Amended November 1979

Amended May 1980

Amended May 1982

Restated October 1983

Amended May 1984

Amended November 1985

Restated December 1991

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