

BYLAWS of THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN of La Crosse WI Affiliate

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW La Crosse WI 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.

b. 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. 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.

- 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 an Affiliate is vested 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: OFFICERS

Section 1:

There shall be officers or co-officers to fulfill the functions of administration, program, membership, public policy, finance, fund-raising and communications.

Section 2:

The elected officers shall be a president, or official representative, a vice president- program, vice-president-membership, vice-president-finance, and a secretary.

Section 3:

The appointed officers may be a historian, a parliamentarian and bylaws coordinator, media coordinator, Legal Advocacy Fund Coordinator, a newsletter coordinator, a public policy coordinator, and other such officers as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the president with the approval of the executive committee.

Section 4:

Elected and appointed officers shall serve for a term of two years, or until their successors have been elected or appointed and assumed office or until their resignation or removal. An officer can be removed by a vote of 2/3 of the total Board of Directors. The term of each officer shall begin on July 1.

Section 5:

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

Section 6:

A vacancy in office shall be filled for the unexpired term by the board of directors.

Section 7:

Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch 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 branch 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.

ARTICLE IX: DUTIES OF OFFICERS

Section 1: Officers shall perform the duties prescribed by these bylaws, affiliate policies, and by the most recent edition of Robert's Rules of Order, Newly Revised.

Section 2: Officers shall submit an annual written or electronic report to the president at the request of the president.

Section 3: The president shall be the official spokesperson and representative for the affiliate and shall be responsible for submitting such reports and forms as required by AAUW and the state.

Section 4: The vice presidents shall perform such duties as the president and board shall direct.

Section 5: The secretary shall record and keep minutes and all business and special meetings.

Section 6: The vice president-finance shall be responsible for collecting, distributing, and accounting for the funds of the branch. The vice president-finance shall collect dues and properly remit them to AAUW and the state by the specified deadline. The vice president- finance shall send moneys for the Educational Foundation, including the Legal Advocacy Fund, by the specified deadlines.

ARTICLE X: NOMINATIONS

Section 1: There shall be a nominating committee of three (3) members. It shall consist of, (a) the president, past president and a member appointed by the president with the approval of the board of directors, or (b) members chosen at the discretion of the board.

Section 2: The term of a committee member shall be one year. Members shall serve no more than three (3) consecutive terms.

ARTICLE XI: ELECTIONS

Section 1: The names of the nominees shall be published and sent to every member at least fourteen days before the annual meeting.

Section 2: Nominations shall be made from the floor with the consent of the nominee.

Section 3: All elections shall be held at the annual meeting.

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 XII: ROTATION OF OFFICE

Section 1: The secretary and vice president for membership of the La Crosse Affiliate AAUW shall be elected in even numbered years.

Section 2: The president and vice president(s) for programs and finance shall be elected in odd numbered years.

ARTICLE XIII: BOARD OF DIRECTORS

Section 1: The board of directors shall include the elected and appointed officers of the affiliate and such others deemed necessary.

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

Section 3: Meetings of the board shall be held at least eight (8) times per year. Special meetings may be called by the president and shall be called upon the request of two-thirds of the members of the board. Notice of a special meeting shall be sent to the membership at least seven (7) days before the meeting.

Section 4: 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 XIV: GENERAL MEMBERSHIP 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, the exact date, time and place to be determined by the board.

Section 3: The annual meeting shall be to conduct business including but not limited to hearing officers' 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 25% of the voting members of the board of directors or 10% of the branch membership.

Section 5: The quorum shall be 25% of the branch membership if there are 200 members minimum and 10% if there are under 200 members.

ARTICLE XV: COMMITTEES

Section 1: Committees to support the projects and missions of the branch may be formed at the discretion of the board.

Section 2: Standing committees shall be appointed by the president for a term of two (2) years.

ARTICLE XVI: 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 shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

ARTICLE XVII: 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: Affiliate 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 thirty days prior to the meeting. (Recommend using same notice as in Article IV, section 2a.)

ARTICLE XVIII: LA CROSSE Affiliate AAUW/LCF FOUNDATION

The branch shall partner with the LaCrosse Community Foundation to manage and maintain the scholarship and grants funds of the La Crosse, Wisconsin, Affiliate of the AAUW. The purpose shall be to further the higher education of women by contributing to the Fellowship Endowment Fund of the Educational Foundation of AAUW, by awarding scholarships to local students and promoting cultural programs as provided in the Articles of Incorporation of the Foundation.

ARTICLE XIX: STATE OR MULTISTATE ORGANIZATIONS

Section 1: Structure

Branches and/or comparable AAUW-affiliated entities may establish a state or multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate 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 multistate 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 multistate organization shall designate a member other than the secretary to record and make available the minutes of each noticed state or multistate meeting or board meeting.

ARTICLE XX: 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 interest and needs of members. In addition, groups of member, affiliates, state organization, 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

Bylaws revised:

January 16, 1963	November 8, 1978	November 4, 1991
February 1, 1964	September 4, 1979	December 1995
January 16, 1966	April 12, 1980	May 5, 2001
February 25, 1970	December 12, 1981	November 21, 2005
November 24, 1971	March 9, 1982	October 12, 2009
January 29, 1972	December 5, 1983	April 10, 2010
March 12, 1974	December 9, 1985	Dec 1, 2013
November 10, 1975	April 11, 1987	May 15, 2016
April 22, 1976	November 11, 1987	January 21, 2017
September 20, 1977	November 6, 1989	

