

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF
POMPANO BEACH FLORIDA

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women Pompano Beach Branch hereinafter known as the “Organization.”

The Charter and Bylaws of AAUW and AAUW-FL by laws shall govern this branch in all its practices. The bylaws of this branch shall in no way conflict with the Charter and Bylaws of AAUW or the AAUW-FL Bylaws. Every amendment to the AAUW and AAUW-FL Bylaws shall become effective and binding on this branch.

Section 2. Governance. The Organization shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Organization 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 Organization is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Organization shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

The Organization shall:

- Contribute to the growth and advancement of the AAUW and the AAUW Funds
- Participate in development and promotion of AAUW policies and programs through study action and public policy advocacy in areas related to its purpose, including community, cultural interest, education, and international relations
- Support organization needs and promote positive societal change in the community
- Cooperate in AAUW-FL programs

ARTICLE III. USE OF NAME

Section 1. Policies and Program. 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. On any matter on which AAUW-FL has no policy, the only action which may be taken by a member or branch in the name of AAUW-FL is to use the established procedure to develop 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. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. 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. Individual 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. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

- Individual Member.
 - Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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.
 - Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or state of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.
 - Saving Clause. No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.
 - Categories of Membership.
 - A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or *comparable* AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.
 - A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained. Membership becomes official after dues are received by AAUW and the member's name added to the Organization roster maintained by AAUW. A member of the Organization is also a member of AAUW and AAUW-FL.
 - Dual Membership. Members of other AAUW branches may become dual members of the Organization by payment of the AAUW-FL and branch dues.
 - Life Membership.
 - Paid. An individual member may become a life member upon a one-time payment of 20 years' dues; based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues. The member will continue to pay state and branch dues.

- Fifty Year Honorary. An individual who has paid AAUW dues for fifty years shall become a life member and shall thereafter be exempt from the payment of AAUW, AAUW-FL and Organization dues.
- Privileges. A life member of AAUW who maintains a membership in one or more branches or comparable AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

b. Partner Member. College/university partner members are qualified educational 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 member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws.

c. Other Partner Members. Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors and, the Organization's board of directors.

Section 5. Dues

a. Amount.

(1) The annual dues for individual members 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.

(2) Dues for partner members shall be set by the AAUW Board of Directors.

(3) The Organization's dues shall include all privileges of membership.

b. Payment. AAUW Member dues shall be payable in accordance with procedures established by AAUW policy. Organization dues payment procedures shall be established by the Organization's board policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

Section 6. Severance of Membership. A member may be suspended or dropped 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.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. Composition, Appointment and Terms. A nominating committee of 3 (three) members shall be appointed by the board of directors. The board will designate the chairman of the nominating committee.

The report of the nominating committee shall be presented to members at least one month prior to the elections or in writing at least two weeks before the election.

- A meeting shall be called by the chairman to determine the nominees.
- Nominations may be made from the floor with the consent of the nominee.
- Voting shall be by voice or show of hands and a majority of the votes cast shall be necessary for election. When there is but one nominee for an office, the president declares that the nominee is elected.
- Elections will be held at the annual meeting.

Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, whenever possible, another member will be asked to serve on the committee.

Section 2. Rotation of officers

- The president, Director for Membership, Assistant Director for Membership, Corresponding Secretary and Assistant Treasurer shall be elected in even numbered years.
- The Director for Program, Director for Finance and Recording Secretary shall be elected in odd numbered years.

ARTICLE VI. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

The Organization will provide AAUW with designated contacts for administration and finance and a member to record the minutes of each Board meeting and branch meeting where branch business occurs.

- Elected Officers. The elected officers shall be a President, or Co-Presidents, Director for Program, Director for Membership, Assistant Director for Membership, Recording Secretary, Corresponding Secretary, Director for Finance, and Assistant Director for Finance.
- Appointed Officers. There shall be appointed officers for such duties as are necessary to carry on the work of the branch. Appointed officers will be, but are not restricted to, Directors for Scholarships, Legal Advocacy Fund, Parliamentarian, Public Policy, Newsletter Editor, Historian and Telephone.
- Officers shall serve for a term of (two) 2 years or until their successors have been elected or appointed to assume office. The term of each officer shall begin upon installation.
- D. No member shall be eligible to serve more than 2 consecutive terms in the same office.
- E. The incoming president may call a meeting of the incoming officers at any time.
- F. 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 the Director for Program, then by the Director for Membership and Recording Secretary.

Section 2. Duties. Officers and directors shall perform the duties prescribed by these bylaws, branch policies and by the current edition of Robert's ruled of Order, Newly Revised. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

A. President. 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 the AAUW and AAUW-FL.

1. Preside at all meetings of the branch and at Board of Directors Meetings
2. Serve as ex officio member of all committees except the nominating committee
3. Appoint, with the approval of the Board of Directors, representatives of areas of interest, chairs of all committees, except those provided for by election, and any additional officers authorized by the branch bylaws.

B. Directors and Secretaries.

- **Director for Program** shall preside at meetings in the absence of the president, and perform such other duties as requested by the president or by the Board of Directors.
- **Director for Membership and Assistant Director for Membership** shall provide membership information to anyone desiring to join the branch, work collaboratively with the Director of Finance to maintain accurate records of all members, and perform such other duties as are requested by the president or the Board of Directors.
- **Recording Secretary.** The recording secretary shall record and keep in custody the minutes of all meetings of the branch where branch business has been conducted; the minutes of the Board of Directors; and perform such other duties as requested by the president or by the Board of Directors.
- **Corresponding Secretary.** The corresponding secretary shall have charge of such correspondence and communication of the branch as necessary and perform such other duties as requested by the president or by the Board of Directors.
- **Director for Finance and Assistant Director for Finance**
 - be responsible for collecting all annual monies and maintaining official membership records of the branch
 - forward dues collected to AAUW and to AAUW-FL if not sent directly to AAUW
 - submit to AAUW(and AAUW-FL if applicable) applications for new members with dues
 - place all monies received by the branch in a secure financial institution in a timely manner
 - pay all bills properly submitted with corroborating paperwork
 - keep an accurate accounting of all monies; present a financial report to the Board at regular Board meetings; present a proposed budget for the next year at the annual meeting
 - present the books or financial records for an annual audit and control of funds to ensure their safekeeping and complete accounting.

ARTICLE VII. BOARD OF DIRECTORS

Section 1, Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Organization. This Organization must have four (4) directors and a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs. In addition, the Organization shall designate a member other than the contacts for administration and finance to record and make available upon request the

minutes of each noticed branch or affiliated entity meeting and board meeting. (Note: An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer).

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, including those delegated by the AAUW and AAUW-FL.

Section 3. Meetings of the board shall be held at least 4 times per year. Special meetings may be called by the president & shall be called upon request of 3 members of the board.

Section 4. The quorum of the Board of Directors is a majority of the sitting board.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected officers of the organization.

Section 2. Powers and Duties.

- Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the board its work and actions.
- The Executive Committee shall meet at the call of the president or at the written request of 3 of its members 7 days' notice having been given.

ARTICLE IX. COMMITTEES

Section 1. The president, with the assistance of the Board, shall establish any committees necessary to carry out the activities of the branch and appoint a chair for each of those committees.

Section 2. Special committees and chairpersons may be appointed by the president with the consent of the Board.

ARTICLE X. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a 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. All AAUW-affiliated entities 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 organization's structure. If the branches or comparable AAUW-affiliated entities 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 or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

ARTICLE XI. BRANCHES

Section 1. Branches and Comparable AAUW-Affiliated Entities.

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

Section 2. Organization.

- a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.
- b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.
- c. Structure. 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.

Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity.

- a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- b. The branch 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 a branch or comparable AAUW-affiliated entity is vested in the branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. The branch or comparable AAUW-affiliated entity 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.

Section 5. Dissolution. In the event of the dissolution of the branch or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the branch or AAUW-affiliated entity shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE XII. 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 interests and needs of members. In addition, groups of members, branches, state organizations, 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.

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Administration. The Organization's Board of Directors shall have responsibility to:

- a. oversee the administration of finances, including preparation of the budget;
- b. oversee the management, acquisition, and disposition of the Organization's

property and equipment in accordance with the bylaws;
c. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles & federal, state, and local laws.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

Section 3. Each member shall pay branch dues established at the annual meeting by a two-thirds vote of those present and voting. Dues are payable on or before June 1. After notification of nonpayment, a member still in arrears after June 30 shall be dropped from membership.

Section 4. The branch Director of Finance shall forward all organization dues to AAUW.

- Dues for new members may be paid at any time they join and shall be forwarded to AAUW immediately.
 - Dues for members joining the branch for the first time between January 1 and March 15 shall be one-half AAUW National annual dues.
 - The branch board of directors may set a reduction for branch fees.
 - Dual members shall pay only branch dues and AAUW-FL dues.
- The annual budget for the branch shall be approved by the Board of Directors and presented to the membership at the annual meeting. The budget must be approved by a simple majority vote at the annual meeting.
- The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. An internal audit and reconciliation of the checkbooks is required annually.

ARTICLE XIV. MEETINGS OF THE MEMBERSHIP

There shall be at least 4 general membership meetings each year.

Section 1. Annual Meeting. The Organization shall have at least one regular meeting each year to be known as the (Pompano Beach Branch) Annual Meeting to conduct the business of the Organization. The Annual Meeting may include the election of officers; the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be set by the Organization's Board of Directors.

Section 2. Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors and/or administrative officer or at the request of (50 percent) of the membership.

Section 3. Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least ten (10) days before the date of the meeting to all members.

Section 4. Voting.

- a. Each member of the Organization in good standing shall be entitled to vote on any item of business.
- b. Members shall be entitled to vote on noticed business items by paper, electronic show of hands at a meeting, or other methods determined by the officers. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.
- c. Twenty (20) percent of the members entitled to vote shall constitute a quorum.

d. The affirmative vote of a **majority** of the votes cast shall be necessary for the adoption of noticed business, except that a **majority** vote shall be required to adopt amendments to these bylaws.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of Florida.

ARTICLE XVI. INDEMNIFICATION

To the maximum extent allowable by law, the Organization may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of the Organization. Every member of the Board of Directors, officer, or committee member of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the board, officer, or committee member of the Organization, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled. **(It is highly advisable to have directors and officers insurance; AAUW can assist.)**

An officer of the Organization is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take action regarding organizational management or policy unless:

- The officer breached or failed to perform the duties as an officer
- The officer's breach or failure to perform the duties results in:
 - C. A transaction from which the officer derived an improper personal benefit, either directly or indirectly.
 - D. Recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

For purposes of this section the term;

“Recklessness” means the acting, or omission to act, in conscious disregard of a risk:

a) known or so obvious it should have been known to the officer: and b) known to the officer, or so obvious that it should have been known to be so great as to make it highly probably that harm would follow such action or omission.

“Officer” means a person who serves as an officer of the governing board without compensation except reimbursement for actual expenses incurred or to be incurred.

(Source: 1990 Supplement to Florida Statutes 1989, 617.0834)

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be adopted by the Organization’s Board of Directors without a vote of the Organization’s membership. Provisions of the Organization’s bylaws not mandated by AAUW may be amended by a **two-thirds** (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least **30 days** prior to the applicable meeting.

Amended: January 2016