

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

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the Affiliate shall be the American Association of University Women (AAUW) Pompano Beach Branch hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Pompano Beach Branch 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.

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 Affiliate 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 Affiliates under state law and may also have been recognized as tax-exempt 501(c) (3) or 501(c) (4) Affiliates 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. Affiliate.

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. 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.

SPECIFIC AFFILIATE PROVISIONS

ARTICLE VIII: PURPOSE: The Affiliate shall:

- Contribute to the growth and advancement of AAUW and 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 Affiliate needs and promote positive societal change in the community
- Cooperate in AAUW-FL programs

ARTICLE IX. 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 X. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

The Affiliate 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. Appointed officers will be Director for Scholarships, Public Policy/Legal Advocacy, and Newsletter Editor. Appointed officers will be appointed by the president with the approval of the board.
- 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.
- No member shall be eligible to serve more than 2 consecutive terms in the same office.

- The incoming president may call a meeting of the incoming officers at any time.
- 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 XI. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Affiliate. This Affiliate must have four (4) directors and a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate 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 XII. EXECUTIVE COMMITTEE

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

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 XIII. 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 XIV. FINANCIAL ADMINISTRATION

Section 1. Administration. The Affiliate'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 Affiliate'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 Affiliate 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 XV. MEETINGS OF THE MEMBERSHIP

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

Section 1. Annual Meeting. The Affiliate 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 Affiliate. 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 Affiliate'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 Affiliate 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 two-thirds (2/3) vote shall be required to adopt amendments to these bylaws.

ARTICLE XVI. INDEMNIFICATION

To the maximum extent allowable by law, the Affiliate 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 Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate may be indemnified by the Affiliate 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 Affiliate, 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 Affiliate 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.

ARTICLE XVII. FORFEITURE OF AFFILIATE STATUS

In the event the Affiliate is unable to continue to function, the affiliate president shall notify the AAUW Florida state president and membership director. The state president shall promptly notify the National AAUW membership department, which shall then notify the National AAUW board of directors, who shall have the final authority to withdraw recognition of the Affiliate. If there is no affiliate contact, the state may initiate the process.

ARTICLE XVIII. AMENDMENTS

Section 1. Provisions of these bylaws not governed by the AAUW bylaw or the AAUW Florida bylaws may be amended by a two-thirds (2/3) vote of those present and voting at the Annual Meeting or any regular meeting of the affiliate, provided notice of the proposed amendments shall have been given at the previous regular meeting or by letter, newsletter, or email to every member at least 30 days in advance of the meeting.

Section 2. Amendments required by AAUW to bring affiliate bylaws into conformity shall not require a vote of affiliate members, except that an incorporated affiliate shall take the necessary steps required by their articles of incorporation.

Section 3. All proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote.

Section 4. After any changes to the affiliate bylaws, a copy will be placed on file with the AAUW Florida bylaws chair and National AAUW.

Amended: February 2017

Helen Elkiss, Bylaw Committee Chair