

2011

AMERICAN ASSOCIATION OF UNIVERSITY OF WOMEN
BYLAWS OF TOLEDO, OHIO BRANCH

ARTICLE I. NAME

The name of this organization shall be the Toledo, Ohio, Branch of the American Association of University of Women, hereinafter called the branch.

ARTICLE II. GOVERNMENT

The Bylaws of AAUW shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the Bylaws of AAUW. Every amendment to the Bylaws of AAUW shall become effective and binding on this branch.

ARTICLE III. PURPOSE

The purpose of this branch shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research.

ARTICLE IV. USE OF NAME

Section 1. The policies and program of AAUW shall be binding on all members, branches, and states, and no member, branch, or state shall use the name of the AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Violation of the Use of Name Policy shall result in action taken in accordance with AAUW policy.

ARTICLE V. MEMBERSHIP AND DUES

Section 1. Membership

a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid national, state and branch dues are eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition

of the branch. The branch member shall be entitled to vote, hold office and participate in branch activities and programs and receive the publication distributed to all branch members.

Section 2. LIFE MEMBERS

a. PAID LIFE MEMBERS. Any branch member of AAUW may become a life member of AAUW upon payment of a one time payment of twenty (20) years' dues, based on the amount of AAUW dues the year that member elects to become a life member. Thereafter, the life member shall be exempt from payment of AAUW (national) dues. Paid life members who are members of branches continue to pay annual state dues and branch dues.

b. FIFTY-YEAR HONOR. Any branch member who has paid AAUW dues for fifty (50) years shall become a life member and shall thereafter be exempt from payment of AAUW and state dues. Fifty year honor members recognized after December 31, 1995, shall pay branch dues only.

Section 3. STUDENT AFFILIATES

An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW, state and branch boards of directors. Student affiliates shall be entitled to attend branch, state, and AAUW national meetings and receive the publication distributed to all members of AAUW. Affiliates may not vote or hold office.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. FISCAL YEAR. The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 2. AMOUNT OF DUES.

a. AAUW MEMBERS. Dues for AAUW members shall include those for AAUW, state, and branch and shall include a subscription to the publication distributed to all members. The branch annual dues shall be fixed by a two-thirds (2/3) vote of the members present and voting at a meeting of the branch for which all members received a thirty (30) days prior notice. This shall be done upon recommendation of the branch board of directors.

b. DUAL MEMBERS. Dues for dual members shall include branch dues to be paid to each branch to which they belong. State dues shall be paid in only one branch in each state in which they are members. AAUW dues shall be paid annually through the branch of their choice.

Section 3. PAYMENT OF DUES.

- a. CONTINUING MEMBERS. Dues of all continuing members are payable on or before July 1. A member whose dues remain unpaid after July 31 shall be dropped from membership. The branch finance officer shall forward all AAUW (national) dues to AAUW and all state dues to the state Finance Officer. Dues shall be postmarked by the date specified by AAUW.
- b. NEW MEMBERS. Dues of new members shall be paid when joining and shall be forwarded to AAUW (national) and state immediately. Dues paid between January 1 and March 15 shall be one-half of the annual dues. The branch board may set a reduction for branch dues.

Section 4. FINANCES. The branch shall provide for such audit and control of its funds as are necessary for their safekeeping and complete accounting. No indebtedness in excess of amounts provided for in the budget shall be incurred by the branch except upon a recommendation of the board of directors. The annual budget shall be adopted by the board of directors for presentation to the branch.

Section 5. RECIPROCITY. A branch member of AAUW who has paid current dues shall be eligible to transfer membership to another branch. Payment of any additional dues shall be waived for a transferring branch member whose current dues have been paid in another branch.

ARTICLE VII. OFFICERS

Section 1. OFFICERS.

- a. ELECTED OFFICERS. There shall be officers or co-officers to fulfill the functions of president, vice president of membership, vice president of program, secretary and finance officer. All elected officers shall be AAUW members.
- b. BOARD MEMBERS. There may be elected and appointed board members as shall be deemed necessary to carry on the work of the branch.

Section 2. Duties. Officers shall perform the duties prescribed by branch bylaws, the branch policy sheet, and by Robert's Rules of Order, Newly Revised. All officers shall submit an annual written or electronic report to the president.

- a. PRESIDENT(s). The president(s) shall officially represent the branch in activities of AAUW (national) and the state. The president(s) shall be responsible for submitting such reports and forms as required by AAUW, state, and branch policy.

- b. MEMBERSHIP VICE PRESIDENT(S). The Membership Vice President(s) shall be responsible for collecting annual dues and forwarding them to AAUW and the state Finance Officer at the time specified. The Membership Vice President(s) shall submit to AAUW all qualifying applications, with dues, made to the branch. The Membership Vice President (s) shall serve as chair(s) of the Membership Committee.
- c. PROGRAM VICE PRESIDENT(S) The Program Vice President(s) shall be responsible for planning the branch programs. The Program Vice President(s) shall serve as chair(s) of the Program Committee. The Program Vice President(s) shall perform the duties of the President(s) in their absence or inability to serve.
- d. SECRETARY. The secretary shall keep minutes of the meetings of the membership and of the board and shall perform such other duties as the president and board shall direct.
- f. Finance Officer. Finance Officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines. The Finance Officer shall be the chair of the budget committee.

Section 3. Vacancies.

- a. A vacancy in office shall be filled for the unexpired term by vote of the board of directors.
- b. No officer shall hold more than one office at a time. No officer shall serve more than two (2) consecutive terms in the same office.

Section 4. Terms. All officers shall take office on July 1 in the even numbered years. All officers shall serve for a term of two (2) years or until their successors are elected and assume office.

Section 5. NOMINATIONS AND ELECTIONS.

a. NOMINATING COMMITTEE: COMPOSITION

1.The nominating committee shall consist of three (3) members. The committee members shall be appointed by the board of directors.

2.The board shall appoint the chair from among the three members of the nominating committee shortly after the installation of the new board members.

b. NOMINATING COMMITTEE: DUTIES

1. At least two (2) months prior to the annual election, the nominating committee shall present to the board for approval, a slate of nominees for officers. The report of the nominating committee shall be presented to members at least thirty (30) days prior to the vote.
2. The committee shall provide the board names of persons to fill vacancies on the board.

c. ELECTION. Election shall be at the Annual Business Meeting in the even numbered years. The vote shall be by ballot unless there is only one nominee for a given office. Election shall be by a majority of those voting.

Section 6. Rotation Elected officers shall be elected in the even numbered years.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS.

- a. MEMBERSHIP. The board of directors shall be composed of the elected officers, the immediate past president (s), and the chairs of standing and special committees. The committee chairs, except program, membership, finance, and Wemmer Scholarship Fund shall be appointed by the president(s).
- b. DUTIES. The board of directors shall manage and supervise the business activities of the branch subject to the instructions of the annual meeting. It shall accept responsibility for such matters as delegated by AAUW (national) and the state board. It shall have the power to create special committees as deemed necessary and shall perform such other duties as are specified by the bylaws and policies of this branch
- c. MEETINGS. Meetings of the board shall be held at least six (6) times a year. Special meetings may be called by the president or upon the written request of four (4) members of the board. Attendance at the board meetings is required unless specifically excused by the president. Every consideration shall be given to accommodate all board members in setting the time and place for board meetings. The quorum of a meeting shall be a majority of its members.

Section 2. Executive Committee. The executive committee shall consist of the elected officers and the immediate past president(s) and shall act in the interim between board meetings. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board. Meetings shall be held on the call of the president or two (2) members of the executive committee.

Section 3. Quorum. The quorum of a meeting shall be a majority of its members.

ARTICLE IX. COMMITTEES

Section 1. Standing committees shall be program, membership, finance, fundraising, bylaws/policy, communications, Bulletin and nominating.

Section 2. Special committees, as deemed necessary, may be appointed as described in these bylaws.

ARTICLE X. MEETINGS

Section 1. MEETINGS.

a. BRANCH MEETINGS. There shall be at least four (4) meetings of branch members each year. Special meetings may be called at any time by the president (s) or upon the written request of two (2) members of the board or fifteen (15) members of the branch.

b. ANNUAL MEETINGS. An annual meeting of the branch shall be held between March and June, the exact time and place determined by the board. The annual meeting shall elect and install officers, amend bylaws if necessary, set the amount of branch dues and conduct such other business as may be necessary.

c. QUORUM. Ten (10) percent of the members of the branch shall constitute a quorum.

ARTICLE XI. PROPERTY

The title to all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members, and no member or group of members shall have any severable right to all or any part of such property. The branch shall have complete control over the acquisition, administration, and

disposition of its property without consent of AAUW except that such property shall not be used for any purposes contrary to those of the AAUW.

In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

Scholarship Fund. The bequest to the Toledo Branch of the American Association of University Women from the estate of William Wemmer, deceased, shall be managed by committee members who shall report regularly to the board and to the branch. Said monies and all income from said monies shall be kept separate and apart from all other monies, funds, and property of the branch.

- a. The name of this scholarship fund shall be: Dean Katherine Easley Wemmer Scholarship Fund.
- b. The scholarship fund shall be managed by seven (7) committee members under the regulations of the Bylaws of the Dean Katherine Easley Wemmer Scholarship Fund approved by the members of the branch.

ARTICLE XII. CONVENTION

DELEGATES

STATE CONVENTION. Delegates and alternates shall be selected by the branch and certified by the branch president. The number of delegates to which the branch is entitled shall be governed by the bylaws of the state.

ARTICLE XIII. FORFEITURE OF BRANCH STATUS

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

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

ARTICLE XV. AMENDMENTS TO THE BYLAWS

Provisions of these bylaws not governed by the Bylaws of AAUW 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 branch, provided notice of the proposed amendment shall be given at the previous regular meeting or in writing to every member at least two (2) weeks in advance of the meeting. 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 the branch bylaws.

ARTICLE XVI. IDEMNIFICATION

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, 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 or committee is entitled.

Mandatory Revisions----October, 2009

Amended 2011

