

## **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF FLAGLER COUNTY**

### **ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2.** Affiliate. AAUW Flagler County 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 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 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.

## **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations**

- a. There shall be a nominating committee of three members (one from the Board and two from membership) elected at the February meeting. The nominating committee shall elect its own chair. The report of the nominating committee shall be presented to members at the March meeting.
- b. The term of service on the nominating committee shall be for one year.
- c. Nominations may be made from the floor with the consent of the nominee.

### **Section 2. Elections**

- a. Elections shall be held at the annual branch meeting, during which only members in good standing are eligible to vote.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings.

## **ARTICLE VI. OFFICERS & DIRECTORS**

**Section 1.** Elected Officers. The elected officers for the branch shall be: president, president-elect, director for finance, director for program, director for membership and secretary.

**Section 2.** Appointed Officers. The appointed officers shall include, but not be limited to: public policy, scholarship, hospitality, fundraising, communications, Tech Trek and Community Outreach. They shall be appointed by the president with the consent of the board and shall have no vote on the board.

**Section 3.** Terms of Office. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The exception to this being the President-Elect, whose term is one year. Term of office shall begin on July 1.

**Section 4.** Vacancies. All vacancies in office shall be filled for the expired term by the board.

**Section 5.** Office Composition. Each office may be filled by an officer or co-officers and shall share one vote on the board.

**Section 6.** Officer Elections. The following officers shall be elected in even years: president, director for membership and secretary. The following officers shall be elected in odd years: president-elect, director for program and director for finance.

## **Article X. Duties of Officers and Directors**

**Section 1.** Duties of Elected Officers. Officers and directors shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors and by the current edition of *Robert's Rules 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 AAUW.
- b. **President-Elect.** The president-elect performs such duties as may be assigned by the president, performs the duties of the president in all cases in which the president is unable to serve, automatically becomes president without an election when the office of president becomes open.
- c. **Directors.** The directors shall perform such duties as the president and the board shall direct and as specified in branch policies and job descriptions.
  - 1) **Director for Program.** The Director for Program shall assume responsibility for implementing the programs for the branch and shall act as presiding officer in the absence of both the president and president-elect.

- 2) **Director for Membership.** The director for membership shall assume responsibility for developing and maintaining membership and shall act as presiding officer in the absence of the president, president-elect and the director for program.
- 3) **Director for Finance.** The director for finance shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines. In addition, the Director for Finance shall provide a report at each Board Meeting. At a minimum, the report shall include all account balance(s), income and expenses. The Director of Finance shall also provide a proposed budget for the Board to review and present to the membership.
- d. **Secretary.** The secretary shall record and keep minutes of all board, membership and special meetings and have available at all meetings a copy of the current AAUW Flagler Bylaws, copies of the minutes for the current year and a list of branch officers and committee chairs.

## **Section 2. Duties of Appointed Officers**

- a. **Director for Public Policy.** The Director for Public Policy shall work with AAUW Florida Public Policy Director to coordinate state and national public policy campaigns.
- b. **Director for Scholarship.** The director for scholarship shall work with local education foundations, college scholarship foundations and local schools to identify scholarship candidates. Working with a committee, the director will select scholarship recipients. The director will recommend to the board the number of identified scholarships to be awarded and recommend the amount(s) of the scholarship.
- c. **Director for Hospitality.** The Director for Hospitality shall develop venues and menus for general meetings, assist with special events and work with the director of finance to collect charges assigned to such events.
- d. **Director for Fundraising.** The director for fundraising shall work to identify and implement events for the purpose of raising funds for scholarships and other branch projects.
- e. **Director for Communications.** The director for communications shall be responsible for internal and external communications, including but not limited to branch press releases and social media publicity, i.e. maintaining the AAUW Flagler Facebook Page and website.
- f. **Director for Tech Trek.** The director for Tech Trek shall work with AAUW FL Director of Tech Trek.
- g. **Director for Community Outreach.** The Director for Community Outreach shall serve as a liaison between the branch and community organizations, which may include, but not be limited to supporting the Flagler County Education Foundation's STUFF Bus Program (Supplying Things You Find Fundamental) and working with the Flagler campus of Daytona State College to award opportunities for attendance at NCCWSL and awarding STEM Scholarships.

## **ARTICLE XI. BOARD OF DIRECTORS**

**Section 1. Composition.** The elected and appointed officers and directors shall constitute the Board of Directors of this Organization. This Organization must have 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.

**Section 2. Voting Eligibility.** All elected board members shall be eligible to vote. Board members who hold more than one position may only cast one vote.

**Section 3. Administrative Responsibilities.** The board shall have the power to administer affairs of the branch and to carry out its programs and its policies and shall accept responsibilities delegated by AAUW (and the state). It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article XII, Financial Administration.

**Section 4. Meetings.** Meetings of the board shall be held at least three times a year at a time and place agreed upon by the board.

**Section 5. Special Meetings.** Special meetings may be called by the president or shall be called upon written request of four members of the board, provided that at least five days notice of such meeting and its agenda have been given to the members of the board.

**Section 6. Quorum.** The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered one voting member of the board.

**Section 7. Voting Between Meetings.** Between meetings of the branch board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

**Section 8. Removal From Office.** A member of the Board of Directors may be removed for cause by a two-thirds (2/3) vote of the Board in accordance with policies and procedures adopted by AAUW.

## **ARTICLE XII. Committees**

**Section 1. Establishing Committees.** The President may establish standing and special committees as needed with consent by the board.

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

## **ARTICLE XIII. 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.** The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

**Section 3. Budget.** The board shall adopt an annual budget for presentation to the branch.

## **ARTICLE XIV. Meetings**

**Section 1. Annual Meeting.** The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held between the months of September and May.

**Section 2. Membership Meetings.** The branch shall hold at least seven meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

**Section 3. Special Meetings.** Special meetings may be called by the president or shall be called by the president at the written request of four members of the board or fifteen members of the branch.

**Section 4. Meetings Notice.** Notice of meetings shall be sent to all members of the branch at least five days prior to the meetings.

**Section 5. Quorum.** The quorum shall be 20 percent of the branch membership.

## **ARTICLE XV. Electronic Meetings**

Any meeting of the membership, Board committees, task forces or other AAUW Flagler groups may be conducted in whole or in part by electronic means as long as all persons participating whether in person or electronically, may hear each other and communicate in real time. Participation in an electronic meeting constitutes attendance and any official actions shall be recorded in the minutes.

## **ARTICLE XVI. Indemnification**

To the maximum extent allowable by law, AAUW Flagler County 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, committee member, executive director, employee, or agent of AAUW Flagler County. Every member of the Board of Directors, officer, committee member, executive director, or employee of AAUW Flagler County shall be indemnified by AAUW Flagler against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, committee member, executive director, 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, committee member, executive director, or employee of AAUW Flagler County, 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 AAUW Flagler County 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 termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that she/he reasonably believed to be in, or not opposed to, the best interests of AAUW Flagler County, was negligent, engaged in misconduct, or, with respect to any



criminal proceeding, had reasonable cause to believe that her/his conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board, officer, committee member, executive director, or employee is entitled.

**ARTICLE XVII. Amendments to the Bylaws**

**Section 1. AAUW Mandated Amendments.** AAUW-mandated amendments shall be implemented 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 14 days prior to the applicable meeting.

**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:

**Section 3. Branch 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 14 days prior to the meeting.

Dates Amended: May 1992, December 2005, September 2007, March 2012, May 2014, September 2015, May 2016, January 2024

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Affiliate revision: January 16, 2024