

**BY-LAWS OF THE
CHARITABLE FOUNDATION, INC. OF
NORTHERN PALM BEACH COUNTY
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW) CHARITABLE FOUNDATION, INC. OF NORTHERN PALM BEACH COUNTY AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, hereafter known as the “Affiliate”.

Section 2. Affiliate. AAUW CHARITABLE FOUNDATION, INC. OF NORTHERN PALM BEACH COUNTY AMERICAN ASSOCIATION OF UNIVERSITY WOMEN is an Affiliate of the AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (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 By-Laws 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 in ARTICLE IV, Section 2) and Affiliates (as defined below in 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 By-Laws 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) Savings Clause. No Individual Member shall lose membership due to any change in 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 ("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 (50) years shall become a Life Member automatically 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 (1) or two(2) 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. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds (2/3) 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 sixty (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 By-Laws, 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.

b. 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.

SPECIFIC BY-LAWS OF THE AFFILIATE

ARTICLE VIII. AFFILIATE NAME AND LOCATION

Section 1. Name. The name of the Affiliate shall be the AAUW CHARITABLE FOUNDATION, INC. OF NORTHERN PALM BEACH COUNTY AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, hereafter referred to as the “Foundation”, which is a non-profit corporation formed under the laws of the State of Florida, and an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and approved by the Internal Revenue Service, Department of the Treasury, as a public charity.

Section 2. Location. The principal location of the Foundation shall be in Palm Beach County, Florida.

ARTICLE IX. PURPOSE

Section 1. Purpose. The Foundation is organized exclusively for charitable, educational and scientific purposes, and must further this purpose while advancing AAUW purposes and policies. The purpose of the Foundation shall include making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code").

Section 2. Modification. The specific purposes of the Foundation may be modified from time to time by the Foundation Board of Directors, provided that any modification in purpose shall also support and promote AAUW purposes and policies and shall also be a charitable, educational or scientific purpose.

ARTICLE X. MEMBERSHIP

Section 1. Membership. All members in good standing of AAUW of Northern Palm Beach County ("AAUW NPBC"), an Affiliate of AAUW, are members of the Foundation.

Section 2. Local Dues. There are no dues for the Foundation, since all members of AAUW NPBC are members of the Foundation and local dues are paid to AAUW NPBC.

ARTICLE XI. DIRECTORS OF THE FOUNDATION

Section 1. Number of Directors. The property, funds, and affairs of the Foundation shall be administered by a Board of Directors, which shall consist of not less than three (3) or more than five (5) members of AAUW NPBC, also referred to as the "Branch", appointed by the Board of Directors of AAUW NPBC. The Board of Directors of the Foundation shall include four (4) members of the Branch appointed at the April AAUW NPBC Board of Directors' meeting and the President of the AAUW NPBC. All four (4) Branch appointees must serve as an officer of the Foundation. The President of the Branch shall not hold an office.

Section 2. Terms of Office. Two (2) Directors shall be appointed in even numbers years and two (2) Directors shall be appointed in odd numbered years, and each Director shall serve a two-year term. Terms shall begin on July 1st. Members may be re-appointed to additional two-year terms. One position on the Foundation Board of Directors shall be held by a member with financial background and experience to serve as Treasurer of the Foundation. Doris Karlik, as the named honoree of the Local Scholarship Fund, may serve on the Foundation Board of Directors without expiration of her term, as a non-voting member.

Section 3. Vacancies. New Directors will be appointed by the AAUW NPBC Board of Directors to fill the unexpired terms of Foundation Directors when vacancies arise.

Section 4. Powers and Duties. The powers and duties of the Foundation Board of Directors are:

- a. To administer the affairs of the Foundation and establish its policies and programs;
- b. To authorize special committees as it deems necessary;
- c. To exercise authority over the management, acquisition, and disposition of the property of the Foundation;
- d. To accept or decline monies and other gifts, bequests and devises for the general purposes of the Foundation;
- e. To establish the criteria for the scholarship awards, amounts of funding available and the selection of the recipients;

- f. To establish financial policies of the Foundation and revise them as needed;
- g. To approve the budget and arrange the annual financial review.

Section 5. Meetings. Meetings of the Board of Directors of the Foundation shall be held at least four (4) times per year. Emergency meetings can be held by a vote per internet or other electronic communications.

Section 6. Annual Meeting. The Annual Meeting of the Foundation for electing officers from among the appointed directors and for conducting other Foundation business shall be held promptly after the April appointment of the new directors by the AAUW NPBC Board of Directors, so officers may be registered with the State of Florida. Written notice of the time and place of the Annual Meeting shall be transmitted to the membership of the AAUW NPBC at least thirty (30) days prior to the date of the meeting in the Branch monthly newsletter.

Section 7. Quorum. The simple majority of the Directors of the Foundation shall constitute a quorum for all Foundation business.

Section 8. Fiscal Year. The fiscal year for all financial reports shall end December 31st.

Section 9. Indemnification. All Foundation Board members shall be indemnified by the Foundation for any liability or damages that are incurred as a result of carrying out their responsibilities as a Board member, as long as they are acting within the scope of their responsibilities and are acting consistent with the decisions made by the Foundation Board. Each Foundation Board member shall not be personally liable for the decisions of the Board.

ARTICLE XII. OFFICERS OF THE FOUNDATION

Section 1. Officers. The officers of the Foundation shall be: President, Vice President for Fundraising, Treasurer and Secretary.

Section 2. Term. The officers shall serve two-year terms. No director shall be eligible to serve more than two (2) consecutive terms in the same office, except for the Treasurer, as a financial professional, who may be re-appointed by the AAUW NPBC Board of Directors to the Foundation Board of Directors, and may be re-elected by the Foundation Board to serve additional two-year terms as Treasurer if mutually agreeable.

Section 3. Vacancies. Vacancies in offices will be filled by appointment from the AAUW NPBC Board of Directors for the unexpired terms of such offices.

Section 4. President. The President shall preside at all meetings and be the official spokesperson and representative of the Foundation, and shall be responsible for submitting an annual narrative report of Foundation activities to the Board of Directors and the membership at large of the AAUW NPBC. The President shall call special meetings of the Foundation as deemed necessary.

Section 5. Vice President. The Vice President shall perform such duties as the President and Foundation Board of Directors shall direct, including developing and coordinating fundraising projects and fulfilling the President's responsibilities in the President's absence.

Section 6. Treasurer. The Treasurer shall be responsible and accountable for collecting, distributing, and accounting for the Foundation's monies. The Treasurer shall collect all monies due the Foundation, reimburse all authorized expenditures, present a financial report at the Foundation Board meetings, present an annual report and coordinate the annual financial review.

Section 7. Secretary. The Secretary shall record and keep minutes of the Board meetings and correspondence of the Foundation. The Secretary shall have available Robert's Rules of Order, Newly Revised, copies of past minutes,

Foundation policies and Foundation By-Laws at all meetings. The Secretary shall provide meeting minutes to all Board members in a timely manner, and be responsible for correspondence of the Foundation.

ARTICLE XIII. DISTRIBUTION OF FUNDS

Section 1. Overview. The Foundation Board of Directors shall distribute funds raised to these programs:

a. Nationally. To one or more of the AAUW Funds or AAUW tax-deductible programs; and

b. Locally. For the Doris Karlik Local Scholarship Fund.

Section 2. Designations. Undesignated donations made to the Foundation will be distributed according to the policies established and approved by the AAUW NPBC. Designated donations (by definition) shall be distributed according to the specific designation.

Section 3. Doris Karlik Local Scholarship Fund. The funds for the Doris Karlik Local Scholarship Fund will be distributed to female Palm Beach County residents, who are citizens of the United States of America and who demonstrate financial need to complete or pursue an AA degree or equivalent, or a Bachelor's degree, who demonstrate academic excellence, and who meet the pre-established criteria. Local scholarship funds may not be used for international travel.

ARTICLE XIV. COMMITTEES

Section 1. Standing Committees. The Board of Directors of the Foundation shall determine the need for standing committees each year. The two (2) standing committees shall be financial and local scholarship awards committee, if needed. Committee chairmen and members are selected from the membership of AAUW NPBC. Committee chairmen and/or committee members are requested to attend Foundation Board meetings to report on the activities of their committee.

Section 2. Other Committees. There shall be additional committees as deemed necessary by the Foundation President upon recommendation by the Board of Directors.

Section 3. Powers and Duties. The power and duties of the following committees are:

a. Financial Committee:

- (1) Reviewing all Foundation investments and assessing the viability of these investments so as to insure adequate funding through interest or dividends.
- (2) Reporting on investments to the Foundation Board for Board decision on any needed changes.
- (3) Maintaining accurate and detailed records of the Foundation's receipts and disbursements.
- (4) Review and complete reports required by the Florida Department of Agriculture and Consumer Services, Division of Consumer Affairs, Internal Revenue Service, Florida Secretary of State and others.

b. Local Scholarship Awards Committee:

- (1) Screening all applicants which includes a review of the application and an interview of selected applicants, as deemed necessary by the committee.
- (2) Selecting recipients and designating alternate recipients in the event that a selected recipient is unable to use the scholarship.
- (3) After consulting with the Financial Committee and the Board of Directors, determine the amount available to be awarded annually for scholarships.

(4) Compile Recipients' information and respective college information and coordinate with Treasurer. Funds will be given to the institution where the student is enrolled without specifying whether it is spent for tuition or books.

ARTICLE XV. NON-DISCRIMINATION

In its membership, election or appointment of Officers or Directors, or in awarding scholarships, the Foundation will not discriminate on the basis of sexual preferences, race, religion, color, creed, ethnicity, or national origin.

ARTICLE XVI. DISSOLUTION

In the event of the possibility of a dissolution of the Foundation, either by vote of the membership of the Foundation or by legal action, or otherwise, Foundation assets, after the payment of all outstanding obligations, shall be transferred and delivered to any of the entities listed in ARTICLE XIII of these By-Laws. Any assets of the Foundation that exist upon its dissolution shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW as specified in ARTICLE V above of these By-Laws.

ARTICLE XVII. OTHER AMENDMENTS TO THE BY-LAWS

Section 1. Amendments. Provisions of these By-Laws may be amended by a two-thirds (2/3) vote of those members of the AAUW NPBC voting at any regular meeting of the Branch; provided that notice of the Amendment(s) shall have been given at the previous regular meeting in writing or electronically to every member at least thirty (30) days before the meeting at which the proposed amendment(s) shall be presented for a vote.

Section 2. AAUW NPBC Amendments. Any Amendment to the AAUW NPBC Charter and By-Laws that affects the terminology of the Foundation By-Laws shall be effective and binding on the Foundation upon receipt of such Amendment(s) from the AAUW NPBC Secretary.

Adopted April 2007

Amended April 2010

Amended April 2016

Nationally Mandated Amendments January 2017