

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE NORTHERN PALM BEACH  
COUNTY BRANCH**

**ARTICLE I. NAME AND GOVERNANCE**

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

Section 2. Affiliate. AAUW Northern Palm Beach County Branch 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 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.) (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. AFFILIATE FINANCIAL ADMINISTRATION**

**Section 1. Fiscal Year.** The fiscal year of AAUW Northern Palm Beach County shall correspond with that of AAUW and shall be July 1 – June 30.

**Section 2. Dues.** Branch/Affiliate dues shall be fixed by a two-thirds vote of the members at the annual branch meeting upon recommendation of the branch board of directors. Dues for AAUW members shall include those for AAUW, state, and branch and shall include a subscription to the publication distributed to all members. Dues shall be postmarked by the date specified by AAUW. State dues shall be submitted to the state director for finance. Honorary 50 - Year Life Members are excused from paying state and branch dues.

**Section 3. Budget.** The annual budget for the branch shall be prepared by the treasurer and approved by the board of directors. No indebtedness in excess of \$50.00 over amounts provided for in the budget shall be incurred by the branch except on a recommendation of the board of directors.

**Section 4. Review.** The executive committee of the branch shall provide for such financial review and control of funds as are necessary to assure safe keeping and complete accounting in accordance with state and local laws.

**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 IX. OFFICERS**

## **Section 1. Officers.**

a. Elected Officers. There shall be a president, vice presidents for program and membership, secretary, and treasurer. The branch will annually provide AAUW and AAUW-Florida with designated contact for administration and finance.

b. Appointed Officers. There shall be an appointed officer for Public Policy who shall be appointed by the President for one year and confirmed by the Board.

c. Qualifications for branch officers, elected and appointed, shall be members of AAUW, AAUW Florida and AAUW Northern Palm Beach County.

**Section 2. Duties.** Officers shall perform the duties prescribed by the bylaws and by the current edition of Robert's Rules of Order Newly Revised.

a. President. The president shall officially represent the branch in activities of AAUW. The president shall be responsible for submitting such reports and forms as required by AAUW and the State.

b. Vice Presidents. The vice-presidents shall perform such duties as the president and the board shall direct.

c. Secretary. The secretary shall keep minutes of the meetings of the membership and of the board and shall make available upon request to AAUW and AAUWFlorida.

d. Treasurer. The treasurer shall be responsible for collecting annual dues and forwarding them to AAUW and to the state at the time specified by AAUW. The treasurer shall submit to AAUW all qualifying applications, with dues, made to the branch.

**Section 3. Vacancies.** A vacancy in office shall be filled for the un-expired term by vote of the board of directors.

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

**Section 5. Rotation.** The President and Vice President for program shall be elected in odd numbered years. The Vice President for Membership, Treasurer, and Secretary shall be elected in even numbered years. Co-officers may be nominated for any elected office. They shall be treated as a single person for voting in elections and shall share one vote in any Board of Directors action.

## **Section 6. Nominations and Elections.**

a. Nominating Committee. A nominating committee of three (3) members shall be elected by the board of directors at least three months prior to the annual meeting. The report of the nominating committee shall be presented to the members at least 30 days before the election. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

b. Election. Election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority vote shall constitute an election.

## **ARTICLE X. BRANCH BOARD OF DIRECTORS**

### **Section 1. Board of Directors.**

a. Membership. The branch board of directors shall be composed of the elected and appointed officers. All officers shall be members of AAUW, AAUW Florida and the branch.

b. Duties. The board of directors shall manage and supervise the business and activities of the branch subject to the instructions of the annual meeting. It shall accept responsibility for such matters as delegated by AAUW and state board. It shall have the power to create special committees and task forces as deemed necessary and participate in the inter-branch council, and shall perform such other duties as are specified by these bylaws.

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 two (2) members of the board.

**Section 2. Executive Committee.** The executive committee shall consist of the elected officers 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.

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

## **ARTICLE XI. MEETINGS**

### **Section 1. Branch Meetings.**

a. Branch meetings. There shall be at least seven (7) meetings of branch members each year.

b. Annual meeting. The annual meeting of the branch shall be held between April 1 and April 30, the exact time and place determined by the board. The annual meeting shall elect officers, fix dues, amend bylaws if necessary, receive reports of officers, committees, and task forces, and conduct such other business as may be necessary.

c. Quorum. 33 1/3% of the members of the branch shall constitute a quorum.

### **Section 2. State Annual Meeting**

a. All AAUW-Florida members in good standing are eligible to vote following procedures proposed by the Voting and Elections Committee and approved by the board of directors.

b. Voting Rights. The privilege of voting shall be suspended for any branch whose bylaws are not in compliance with AAUW and AAUW-Florida Bylaws.

**ARTICLE XII. ELECTRONIC MEETINGS** Any meeting of the membership, board, committees, task forces or other AAUW Northern Palm Beach County Branch groups may be conducted in whole or part of 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 record in minutes.

**ARTICLE XIII. AMENDMENTS TO AFFILIATE BYLAWS** Provisions of these bylaws not governed by AAUW and Bylaws or the Bylaws of the AAUW-Florida may be amended by a 2/3 vote of those present and voting at the annual meeting or any regular meeting of the branch, provided notice of the proposed

amendments shall have been given at the previous regular meeting or in writing to every member at least 30 days in advance of the meeting. Amendments required by AAUW to bring the 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. Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

Mandated Changes by AAUW National 2023