

# **AMERICAN ASSOCIATION OF UNIVERSITY WOMEN GREATER NAPLES, FLORIDA BRANCH**

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

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) Greater Naples, Florida Branch, hereinafter known as the "Affiliate" and/or "Branch."

**Section 2.** Affiliate. AAUW Greater Naples, Florida 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 research, education, and advocacy. 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.

a. 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 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 Inter-

nal 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.

**ARTICLE VIII. FINANCIAL ADMINISTRATION**

**Section 1. Fiscal Year.**

The fiscal year shall begin July 1 and end June 30.

**Section 2. Amount of Dues.**

a. AAUW Members. Dues for AAUW members include those for AAUW (set by its Board), the state (set by it), and this Branch. The Branch's dues shall be fixed by a two-thirds vote of the members attending the Branch annual meeting upon recommendation of the Branch Board of Directors.

b. Student Associates. Fees for student associates shall be established by the AAUW Board of Directors. Additional fees may be set by the state affiliate and by the Branch Board of Directors.

**Section 3. Payment of Dues.**

a. Continuing Members. Dues of all continuing members are payable on or before July 1; After written notification of nonpayment, a member whose dues remain unpaid after July 31 may be deemed to have

resigned from Branch membership. A member whose dues remain unpaid as of November 30 shall be deemed to have resigned.

b. New Members. Dues of new members are payable at the time of application.

**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 \$100 over amounts provided for in the budget shall be incurred by the Branch except upon the vote of its Board of Directors.

**ARTICLE IX. NOMINATIONS AND ELECTIONS**

**Section 1. Nominations.**

- a. There shall be a nominating committee of at least three members. The immediate past president will serve as chair. Before the November meeting, preceding the annual meeting, the board will appoint at least two other members.
- b. The term of service on the nominating committee shall be for two years for a maximum of two consecutive terms.
- c. No later than two months before the annual meeting, the nominating committee shall notify the membership of all positions to be elected at the next annual meeting, together with the names of the members of the nominating committee, and solicit nominations.
- d. The report of the Nominating Committee shall be presented to members at the Branch meeting at least one month prior to the Annual Meeting, or published in the newsletter or issued by email or otherwise in writing to the members at least two (2) weeks before the Annual Meeting.
- e. Additional nominations may be made from the floor, provided that the consent of the person nominated has been previously obtained. The names of the persons so nominated shall be included on the ballot.

**Section 2. Elections.**

- a. Elections shall be held at the annual meeting.
- 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.
- c. Election shall be by a majority vote of those voting.

**ARTICLE X. OFFICERS**

**Section 1. Officers.**

- a. The elected officers shall be president, vice president/program, secretary, membership, finance, and communications.
- b. The appointed officers shall be public policy, development, school & community relations, and bylaws. They shall be appointed by the president with the approval of the board or the executive committee.
- c. Officers shall serve for a term of 2 years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- d. No officer shall be eligible to serve more than two consecutive terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the board with the exception of a vacancy in the office of president, which shall be filled by the vice president/program.
- f. Each office may be filled by an officer or co-officers. If two members share a single office, they shall share a single vote in meeting of the executive committee and board.
- g. The President, Vice President and Secretary, shall be elected in even-numbered years. The directors for membership, finance and communications shall be elected in odd-numbered years.

**Section 2. Duties.**

Officers and Directors shall perform their duties in accordance with these Bylaws, Resolutions of the Board of Directors, AAUW Policies and Rules, Branch Policies and Rules and the latest edition of *Robert's Rules of Order, Newly Revised*.

**ARTICLE XI. BOARD OF DIRECTORS**

**Section 1. Composition.**

The board of directors shall include the elected and appointed officers and the immediate past president.

**Section 2. Administrative Responsibilities.**

The board shall have the general power to administer the affairs of the branch to initiate and carry out its programs and policies, and shall comply with the affiliate agreement with AAUW. It shall act for the branch between annual meetings and have fiscal responsibilities of the branch.

**Section 3. Meetings.**

Meetings of the board shall be held at least three times per year. The president may call a meeting of the incoming board of directors prior to July 1, to approve appointments and make plans for the coming year.

**Section 4. Special Meetings.**

Special meetings may be called by the president or shall be called upon written request of three members of the board or twenty members of the branch provided that at least ten days of such meeting and its agenda have been given to the members of the board.

**Section 5. Meeting Participation by Electronic Means.**

One or more directors may participate in any regular or special meeting of the Board or of a committee of the Board by means of conference telephone or any other method of communication allowing all persons participating to hear each other. An officer's participation in a meeting by such electronic means will constitute attendance in person for all purposes under these bylaws.

**Section 6. Quorum.**

The quorum for the board shall be one third of its members. Co-officers shall be considered as one voting member of the board.

**Section 7. Voting Between Meetings.**

Between meetings of the 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. To the extent recognized by applicable law, the electronic signature of an officer shall be recognized by the branch as her signature.

**Section 8. Removal From Office.**

Any officer may be removed from office for cause by the affirmative vote of a majority of the board. In the absence of cause for removal, removal shall require the affirmative vote of two-thirds of the board, cause for removal shall include, but not be limited to: absence without approval from more than two meetings of the board per year, and any other act the board believes in its reasonable, good faith judgment to be inconsistent with these bylaws or with any policy, vote or resolution of the board, or with the best interests of the branch.

## **ARTICLE XII. EXECUTIVE COMMITTEE**

### **Section 1.** Composition.

The executive committee shall consist of the elected officers.

### **Section 2.** Duties.

The executive committee shall have the power to act for the board, except as prohibited by law, between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

### **Section 3.** Meetings.

Meetings of the executive committee shall be held on the call of the president or by written request of three of its members.

### **Section 4.** Quorum.

The quorum shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

### **Section 5.** Voting Between Meetings.

Between meetings of the executive committee, a written or electronic vote may be taken at the request of the president on any question submitted to the executive committee in writing provided that every member of the executive committee 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 an executive committee meeting. The result of the vote shall be in the minutes of the next executive committee meeting. To the extent recognized by applicable law, the electronic signature of an officer shall be recognized by the branch as her signature.

## **ARTICLE XIII. 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 XIV. MEETINGS**

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

There shall be at least four (4) meetings of Branch members each year.

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

An annual meeting of the Branch members shall be held between March 1 and May 1, with the exact time and place to be determined by the Board. The membership at the annual meeting shall elect officers, may receive reports of officers, committees and task forces, and, if necessary, fix dues and amend bylaws, and conduct such other business as may be necessary. Notice of the Annual meeting shall be published in the newsletter or given by email or otherwise in writing at least two weeks in advance.

### **Section 3.** Special Meetings.

Special meetings of branch members may be called by the president or two members of the board of directors or at the written request of ten percent (10%) of the branch membership. Notice of the date, time, place, and the business to be brought before the meeting shall be provided in writing to the members at least ten (10) days in advance. Only business for which notice has been given shall be transacted at a special meeting.

**Section 4. Quorum.**

Fifteen per cent (15%) of the members in good standing of the branch shall constitute a quorum.

**ARTICLE XV. INDEMNIFICATION**

**Section 1.** Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code, and except as prohibited by law, the Branch 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 or agent of the Greater Branch.

Every member of the Board of Directors, officer or committee member of the Branch shall be indemnified by the Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such member of the Board, officer or committee member 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 Branch, 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 Branch 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 recklessness 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 the Branch, was reckless, 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 or committee member is entitled.

**Section 2.** For the purposes of Section 1, the term "Recklessness" means the acting, or omission to act, in conscious disregard of a risk: (a) Known, or so obvious that it should have been known, to the officer or director; and (b) Known to the officer or director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

**ARTICLE XVI. AMENDMENTS TO THE BYLAWS**

**Section 1.** Provisions of these bylaws not governed by the AAUW Bylaws or the bylaws of Florida AAUW may be amended by a two-thirds (2/3) vote of those members in good standing who are present and voting at the Annual Meeting or any regular meeting of the branch, provided that notice of the proposed amendments shall have been given at the previous regular meeting or in writing (via the Newsletter, other email or otherwise) to the members at least two (2) weeks in advance of the meeting; provided further, however, that a vote of the membership shall not be required for an amendment necessary to conform these bylaws to state law.

**Section 2.** All proposed amendments to the bylaws not mandated by AAUW (national) shall be submitted to the State Bylaws Committee, if any, for approval before the call for the Branch vote.

**Section 3.** AAUW-mandated amendments shall be implemented by the Branch's board of directors without a vote of the Branch membership and as prescribed by the AAUW Board of Directors.

*Date approved by the branch: March 26, 2005*  
*Date revised and approved by the branch: April 11, 2006*  
*Date amended per AAUW Convention: October 31, 2009*  
*Date revised and approved by the branch: February 16, 2010*  
*Date revised and approved by the branch: April 9, 2011*  
*Date amended per AAUW Convention: March 16, 2014*  
*Date amended per AAUW amendments: January 31, 2017*  
*Date amended by the branch: March 2, 2017*  
*Date amended by the branch: March 2, 2019*