

# **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE GREATER NAPLES 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 Branch, hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW Greater Naples 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 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 the Affiliate's 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.

**GREATER NAPLES BRANCH SPECIFIC ARTICLES:**

**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. Affiliate Members. Dues for Affiliate Members include those for AAUW (set by the AAUW Board), the State (set by the AAUW Florida State Affiliate Board ), and this Affiliate. The Affiliate's dues shall be fixed by a two-thirds vote of the Members attending the Affiliate Annual Meeting upon recommendation of the Affiliate's 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 AAUW Florida State Affiliate and by the Affiliate's Board of Directors.

**Section 3. Payment of Dues.**

a. Continuing Members. The dues of all continuing Members are payable on or before the renewal of their join date. At a Member's request, or if dues remain unpaid after 30 days, the Member shall be deemed to have resigned.

b. New Members. The dues of new Members are payable at the time of application.

**Section 4. Finances.**

The Affiliate shall provide for such review and control of its funds as are necessary for their safekeeping and complete accounting. No indebtedness of more than \$100 over amounts provided for in the budget shall be incurred by the Affiliate 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 that precedes 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. The Nominating Committee shall solicit nominations for such positions.

d. The report of the Nominating Committee shall be presented to the Members at an Affiliate 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 following offices shall be elected: President, Vice President/Program Director, Secretary, Membership Director, Finance Director, and Communications Director.

b. The following offices shall be appointed: Public Policy Director and Bylaws Director. 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 two 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 except a vacancy in the office of President, which shall be filled by the Vice President/Program Director.
- f. The offices of President, Vice President/Program Director, Membership Director, Communications Director, Public Policy Director, and Bylaws Director may be filled by co-officers. If Members share a single office, they shall share a single vote in meetings of the Executive Committee and the Board.
- g. The offices of President, Vice President/Program Director, and Secretary shall be elected in even-numbered years. The offices of Membership Director, Finance Director, and Communications Director shall be elected in odd-numbered years.

**Section 2. Duties.**

The officers 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 as voting members.

**Section 2. Administrative Responsibilities.**

The Board shall have the general power to administer the affairs of the Affiliate to initiate and carry out its programs and policies and shall comply with the Affiliate Agreement with AAUW. The Board shall establish and maintain Policies to guide the members of the Board in carrying out their duties of office. It shall act for the Affiliate between annual meetings and have fiscal responsibilities of the Affiliate.

**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 Affiliate Members, provided that at least ten days of such meeting and its agenda have been given to the members of the Board.

**Section 5. Quorum.**

The quorum for the Board shall be one-third of its members. Co-officers shall be considered as one member of the Board and shall have only one vote.

**Section 6. 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 Affiliate as the officer's signature.

**Section 7. 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; any policy, vote, or resolution of the Board; or the best interests of the Affiliate.

**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 members. Co-officers shall be considered as one member of the Executive Committee and shall have only one vote.

**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 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 Affiliate as the officer's signature.

### **ARTICLE XIII. COMMITTEES**

#### **Section 1. Establishing Committees.**

The President may establish standing and special committees, as needed, with consent of the Board.

#### **Section 2. Purpose.**

Under the guidelines of the Policies set by the Board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

### **ARTICLE XIV. MEETINGS**

#### **Section 1. Affiliate Meetings.**

There shall be at least four (4) meetings of Affiliate Members each year.

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

An Annual Meeting of the Affiliate 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 the 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 Affiliate 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 Affiliate 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 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 Affiliate shall constitute a quorum.

### **Article XV. Electronic Meetings**

Any meeting of the membership, Board, Executive Committee, committees, task forces, or other Affiliate groups may be conducted in whole or 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 of the meeting.

### **ARTICLE XVI. INDEMNIFICATION**

**Section 1.** Unless in a particular case indemnification would jeopardize AAUW's tax exempt status under Section 501(a) of the Code, and except as prohibited by law, the Affiliate 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 action, suit, or proceeding, whether civil,



criminal, administrative or investigative by reason of the fact that the person is or was a member of the Board of Directors, officer, committee member, or agent of the Affiliate.

Every member of the Board of Directors, officer, or committee member of the Affiliate shall be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such person in connection with any action, suit, or proceeding with respect to which the person may become involved by reason of being or having been a member of the Board, officer, or committee member of the Affiliate, or any settlement thereof, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Affiliate and, with respect to any criminal proceeding, had no reasonable cause to believe the conduct was unlawful, unless the person 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, 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 reasonably believed to be in or not opposed to the best interests of the Affiliate, was reckless, engaged in misconduct, or, with respect to any criminal proceeding, had reasonable cause to believe that the person's 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 known, or so obvious that it should have been known, to the person taking or omitting such action, to be so great as to make it highly probable that harm would follow from such action or omission.

## **ARTICLE XVII. AMENDMENTS TO THE BYLAWS**

**Section 1.** Provisions of these Bylaws not governed by the AAUW Bylaws or the Bylaws of the AAUW Florida State Affiliate may be amended by a two-thirds vote of those Members in good standing who are present and voting at the Annual Meeting or any regular meeting of the Affiliate, provided that notice of the proposed amendments shall have been given at the previous regular meeting or in writing (via the newsletter, email, or otherwise) to the Members at least two 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 AAUW Florida State Affiliate Bylaws Committee, if any, for approval before the call for the Affiliate vote.

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

*Date approved by the Affiliate: March 26, 2005*

*Date revised and approved by the Affiliate: April 11, 2006*

*Date amended per AAUW Convention: October 31, 2009*

*Date revised and approved by the Affiliate: February 16, 2010*

*Date revised and approved by the Affiliate: April 9, 2011*

*Date amended per AAUW Convention: March 16, 2014*  
*Date amended per AAUW amendments: January 31, 2017*  
*Date amended by the Affiliate: March 2, 2017*  
*Date amended by the Affiliate: March 2, 2019*  
*Date amended by the Affiliate: October 2, 2021*  
*Date amended per AAUW and by the Affiliate: March 1, 2025*