

BYLAWS of THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN of Lower Connecticut Valley

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Lower Connecticut Valley 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 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 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. **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. 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 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 Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.
- b. **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. AFFILIATE MEMBERSHIP AND DUES

Section 1. Membership

1. An affiliate member is an AAUW member who is also a member of the AAUW Lower CT Valley Affiliate. That member shall be entitled to vote, hold office, and participate in all affiliate activities and programs of each Affiliate where membership is maintained.
2. A member of another Affiliate who has paid AAUW and CT state dues may become a joint member of the Lower Connecticut Valley Affiliate by paying the local dues.

Section 2. Dues

1. Changes to Affiliate dues shall be determined at the annual meeting by a two-thirds vote of those present and voting, provided notice has been given to the members thirty days prior to the meeting.
2. Paid life members of AAUW, as defined in the AAUW Bylaws are required to pay Affiliate dues to become members of the Affiliate.
3. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW dues but are required to pay Affiliate dues.
4. New members may join at any time. Dues are payable upon joining. The AAUW and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy. The Affiliate Board of directors may set a reduction in Affiliate dues.
5. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another Affiliate.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations

1. There shall be a nominating committee of three (3) members elected at the March Affiliate meeting.
2. The term of service on the nominating committee shall be for one (1) year for a maximum of two (2) consecutive terms.
3. The names of the nominees for elected office shall be published and sent to every member at least fourteen (14) days prior to the annual Affiliate meeting.
4. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

1. All elections shall be held at the annual Affiliate meeting.
2. Elections shall be by secret ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. The election shall be by a majority vote of those voting.

ARTICLE X. OFFICERS

Section 1. Officers

1. The elected officers for the Affiliate shall be the president, vice-president, secretary, and treasurer.

2. The appointed officers shall be: Public Policy/AAUW Funds, Affiliate Scholarship, Membership, Program, Fundraising, and Communications, and such officers as shall be deemed necessary to carry on the work of the Affiliate. They shall be appointed by the elected officers.
3. Officers shall serve for a term of one (1) year or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
4. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than four (4) consecutive terms in the same office.
5. The incoming president may call a meeting of the incoming officers prior to July 1.
6. 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.
7. There will be elections each year.

Section 2. Duties

1. Officers shall perform the duties prescribed by these bylaws, by Affiliate policies and procedures adopted by the board of directors, and by the current edition of *Robert's Rules of Order, Newly Revised*
2. The president shall be the official spokesperson and representative for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW and state.
3. The vice-president shall perform such duties as the president and board shall direct.
4. The secretary shall record and keep minutes of board, Affiliate, and special meetings
5. The treasurer (finance officer) shall be responsible for collecting, distributing, and accounting for the funds of the Affiliate and for meeting specified deadlines.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected and the following appointed officers: membership, program, Affiliate scholarship, AAUW Funds, public policy, communication, and fund raising. The immediate past president shall serve as an ex-officio member.

Section 2. Administrative Responsibilities. The board shall have the general power to administer the affairs of the Affiliate and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW (and the state). It shall act for the Affiliate between membership meetings. The board shall have the fiscal responsibility as outlined in ARTICLE XIV, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least three (3) times a year at a time and place agreed upon by the board.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon the written request of four (4) members of the board or five (5) members of the Affiliate provided that at least a five (5) day notice of such meeting and its agenda have been given to the members of the board.

Section 5. Quorum. The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the board.

Section 6. Voting Between Meetings. Between meetings of the Affiliate 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 every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so admitted, 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 7. Removal from Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with the policies and procedures adopted by AAUW.

ARTICLE XII. COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with the consent of the board. The chairs shall select the committee members.

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. MEETINGS

Section 1. Annual Meeting. The Affiliate shall hold an annual meeting to conduct business of the Affiliate, including but not limited to, electing officers, establishing dues, amending bylaws, receiving reports, and reviewing the current budget and presenting the projected budget with a vote of approval as outlined in Article X- Financial Administration. The annual meeting is to be held between May 1 and May 31 with the exact date, time and place to be determined by the board.

Section 2. Membership Meetings. The Affiliate shall hold at least seven (7) general meetings including the annual meeting during the fiscal year. The Affiliate board shall determine the time and place of 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 (4) members of the board or 15% percent of the Affiliate membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the Affiliate at least ten (10) days prior to the meetings.

Section 5. Quorum. A quorum shall be 25% of the Affiliate membership.

ARTICLE XIV. 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 and for approval by the Affiliate.

ARTICLE XV. PROPERTY AND ASSETS

Section 1. Title. The title to all property, funds, and assets is vested in the AAUW Lower Connecticut Valley Affiliate for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW.

Section 2. Dissolution of Branch. In the event of dissolution of AAUW Lower Connecticut Valley Affiliate or the termination of its affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to an AAUW-affiliated entity.

ARTICLE XVI. LOSS OF RECOGNITION

The provisions and conditions under which an Affiliate may lose recognition are found in the AAUW Bylaws.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

The rules contained in the 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 these bylaws or those of AAUW (or those of the State).

ARTICLE XVIII. INDEMNIFICATION

Every board or committee member may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending, or completed action, suit, or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the Affiliate board approves such settlement and

reimbursement as being in the best interest of the Affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

ARTICLE XIX. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring Affiliate bylaws into conformity shall not require a vote of the Affiliate members, except that an

incorporated Affiliate shall take the necessary steps required by state law or its articles of incorporation.

Section 2. Prior Approval. All other proposed amendments to Affiliate bylaws shall be sent to the state bylaws committee for approval before the call for the Affiliate vote. If there is no state structure, approval of amendments to Affiliate bylaws in those states will be according to procedures established by the AAUW Governance Committee.

Section 3. Affiliate Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at an Affiliate membership meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.

Date last amended: June 12, 2020

Policies and Procedures of LCVA

Financial

1. Fundraising is required for awarding local scholarship(s) and for affiliate donations to AAUW Funds.
2. Donations from members may be applied to operational expense, e.g. cultural activities, hospitality needs, etc.
3. It is mandatory that there are sufficient monies in bank accounts prior to committing to scholarship(s) offerings.
4. In all affiliate accounts, assets must be categorized at minimum by operational spending, local scholarship funds, and AAUW Funds.
5. The Helen Sommer Graves Memorial Fund, received in 1999, is maintained by the affiliate. At no time shall the principal of said fund fall below \$15,000 without board approval.
6. A yearly audit of the affiliate's financial records shall be performed by two affiliate members, other than the treasurer, before the end of the fiscal year, prior to July 1st.

Social

1. Potential members and/or family members are allowed to attend **two** regular monthly affiliate meetings.
 - a. Programs of community value sponsored by the affiliate may be open to the public based on board approval. Such programs and their location shall be publicized in advance.
2. A guest may attend any interest group gathering **only once**.
3. Attendance by guests at special events/cultural trips will be determined on an individual basis. Members will have first choice of available openings. If additional openings are allowed, guests may attend, with the president's approval.
4. The affiliate will allow promotions of AAUW programs or events sponsored by the local, state or national level. No other promotions are acceptable.

5. Personal information listed in the affiliate Membership Directory is proprietary and is not to be used by members for commercial or non-AAUW purposes.
6. The by-laws committee will present policies and procedures to the affiliate board for its consideration and adoption. The board will notify the general membership of these policies for implementation.
7. No alcohol will be served at AAUW sponsored events held at public facilities. Members may bring their own alcohol and serve themselves at AAUW events held in private homes.