

BYLAWS OF THE TAHLEQUAH (OK) BRANCH (7036)

of the

AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)

Article I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the Tahlequah Branch of AAUW, hereinafter called the branch.

Section 2. Governance. The AAUW Bylaws shall govern this branch in all practices, and the bylaws of this organization shall in no way conflict with the AAUW Bylaws.

Article II. PURPOSE

The purpose of this branch shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research.

Article III. USE OF NAME

Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members and the branch and no member of the branch shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Violations. Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

Article IV. MEMBERSHIP AND DUES

Section 1. Membership

- a. Individuals eligible for membership are those holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution. Refusal to admit an eligible person shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publications distributed to all branch members.
- b. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch and state dues.
- c. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.
- d. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW and state and branch boards of directors. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 2. Dues

- a. Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members ten (10) days prior to the meeting.
- b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch and state dues to become members of the branch.
- c. Fifty-year Honorary Members of AAUW are exempt from paying AAUW dues. The honorary member must pay branch and state dues.
- d. New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is

determined by AAUW and state policy. The branch board of directors may set a reduction in branch dues paid by new members for less than a full year.

e. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

Article V. NOMINATIONS AND ELECTIONS

Section 1. Nominations

a. There shall be a nominating committee of three (3) members selected by the president or the board of directors in or before February, one of whom shall be appointed chair of the committee.

b. Members of the nominating committee shall serve a two year term and may serve no more than three (3) consecutive terms.

c. The names of the nominees for elected office shall be published and sent to every member at least ten (10) days prior to the annual branch meeting.

d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

a. Elections shall be held at the annual branch meeting between April and June.

b. 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. Election shall be by a majority vote of those voting provided the number of members voting meets the quorum of twenty (20%) percent as stated for meetings in Article XI..

c. Electronic voting may be used for elections provided the number of members voting meets the quorum of twenty (20%) percent as stated for meetings in Article XI.

Article VI. OFFICERS AND DUTIES

Section 1. Officers

- a. The elected officers shall be president, first vice president of programs, second vice president of membership, secretary, and treasurer.
- b. The appointed officers shall be yearbook editor, newsletter editor, university representative, parliamentarian (ex-officio), historian and the following chairs: education opportunities fund, Legal Advocacy Fund, public policy, diversity, international relations, public information, social media, bylaws, and fundraising. They shall be appointed by the president with the consent of the board.
- c. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. The term for each officer shall begin on July 1.
- d. No elected officer shall hold more than one elected office at a time and no elected officer shall be eligible to serve more than three (3) consecutive terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the president with the consent of the board of directors with the exception of a vacancy in the office of president which shall be filled by the vice presidents in order listed.
- f. Each office may be filled by an officer or co-officers.
- g. The president, second vice president of membership and secretary shall be elected in odd numbered years. The first vice president of programs and treasurer shall be elected in even numbered years.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by job descriptions, by the rules of policies and procedures adopted by the board and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and state.
- c. The vice president of programs shall be responsible for general membership monthly programs, provide program information for the yearbook, and perform other duties as directed by the president and board as specified in branch policies and job descriptions.

- d. The vice president of membership shall be responsible for recruiting new members, encouraging current members, gathering the personal information for each member for the yearbook, and perform other duties as directed by the president and board as specified in branch policies and job descriptions.
- e. The treasurer shall be responsible for collecting, distributing and accounting for the funds of the branch, for meeting specific deadlines, and furnishing reports for the general membership monthly meetings and board meetings.
- f. The secretary shall record and keep minutes of all board, membership and special meetings.
- g. Appointed officers shall perform the duties specified by the nature of their appointment, by their job description, and as directed by the board.
- h. All elected and appointed officers shall submit annual reports to the president.

Article VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers, appointed officers, and task force chairs. The parliamentarian and the immediate past president shall serve as ex-officio members.

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

Section 3. Special Committees and Task Forces. The board shall have the power to create special committees and task forces as necessary. The board shall participate with other organizations with similar interests on collaborative projects as they arise.

Section 4. Meetings . Meetings of the board shall be held at least six (6) times a year at a time and place agreed upon by the board. Special meetings may be called by the president or shall be called upon the written request of six (6) members of the board or ten (10) members of the

branch provided that at least five (5) days 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 twenty (20%) percent 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 branch board, a written, conference call 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.

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 policies and procedures adopted by AAUW.

Article VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers, parliamentarian, and the following appointed chairs: educational opportunities fund, Legal Advocacy Fund, diversity, and public policy. The parliamentarian and immediate past president shall serve as ex-officio members.

Section 2. Duties. The executive committee shall have the power to act on behalf of the board of directors in an emergency. The actions taken shall be reported to the board.

Section 3. Meetings. Meetings of the executive committee shall be held on the call of the president or by written request of five (5) of its members.

Section 4. Quorum. The quorum of the executive committee 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. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

Article IX. COMMITTEE AND TASK FORCES

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Section 1. Committees. Standing committees shall be program, membership, finance, fundraising and bylaws. Standing committees shall be appointed prior to July 1.

Section 2. Task Forces. Suggested task forces shall be mentoring, NSU graduate woman scholarship, Woman to Woman, outstanding longtime member service award, and others as need arises. The task forces shall be appointed by the president with the consent of the board.

Section 3. Purpose. With the approval of the board, each committee and task force shall formulate programs and activities to carry out the mission of AAUW.

Article X. 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 the branch.

Article XI. MEETINGS

Section 1. Membership Meetings. The branch shall hold at least six (6) membership meetings during the fiscal year. Each meeting shall include a program presentation which reflects AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research. The branch board shall determine the dates, times, and places for these meetings.

Section 2. Annual Meeting. The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws, and receiving reports. This meeting shall be held between the months of April and June.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of six (6) members of the board or twenty-five (25%) percent of the branch membership.

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

Section 5. Quorum. The quorum shall be twenty (20%) percent of the branch membership.

Article XII. PROPERTY

Section 1. Title. The title for all funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severance right to all or any part of such property. The branch shall have complete control over the acquisition, administration and disposition of its property without the consent of AAUW, except that such property shall not be used for any purposes contrary of those of AAUW.

Section 2. Dissolution of Branch. In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

Article XIII. LOSS OF RECOGNITION

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

Article XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern this branch in all instances in which they are applicable and in which they *are* not inconsistent with these bylaws or those of AAUW and the state.

Article XV. INDEMNIFICATION

Every board or committee member may be indemnified by the branch 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 branch board approves such settlement and reimbursement as being in the best interest of the branch. 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 XVI. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members.

Section 2. Prior Approval. All other proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote.

Section 3. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided notice, written or web, shall have been sent to the members at least ten (10) days prior to the meeting.

Approved: June 17, 2010