



By-Laws of the Lake/Sumter, Florida Branch

ARTICLE I. NAME

The name of this organization shall be the American Association of University Women Lake/Sumter, Florida Branch, hereinafter called the branch.

ARTICLE II. GOVERNMENT

The Bylaws of the American Association of University Women, hereinafter called the AAUW, shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the Bylaws of the AAUW. Every amendment to the Bylaws of the AAUW shall become effective and binding on this branch.

ARTICLE III. PURPOSE

The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy and research.

The branch shall:

- A. Contribute to the growth and advancement of the AAUW.
- B. Participate in development and promotion of AAUW policies and program through study, action, and public policy advocacy in areas related to its purpose, including community, cultural interests, education, and international relations.
- C. Support branch needs and promote positive societal change in the community.
- D. Cooperate in AAUW national and state work.

ARTICLE IV. USE OF NAME

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

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by

the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual 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.

ARTICLE V. MEMBERSHIP

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

A. Individual Member

1. Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.
2. Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or state of AAUW 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 educational institution upon which qualification for membership was based.
4. Categories of membership.
 - a. National Member. A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, multistate organization, or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.
 - b. Branch Member. A branch member is a national member who is also a member of one or more AAUW branches. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.
 - c. Life Membership.
 - a. Paid. An individual member may become a life member upon a one-time payment of 20 years' dues; based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

- b. **Fifty-Year Honorary.** An individual member who has paid AAUW dues for fifty (50) years shall become a Fifty-Year Honorary Life Member, and shall thereafter be exempt from payment of AAUW dues.
- c. **Privileges.** A life member of AAUW who maintains a membership in one or more branches or comparable AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain state and branch membership shall be entitled to national member privileges only.

B. Partner Member. College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with Lake-Sumter Branch following the procedures set forth in the branch bylaws. .

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates may attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Lake/Sumter Branch fees for student affiliates shall be determined by the branch board of directors.

Section 5. Members of the Community. People who have not attained a qualifying degree but believe in the goals and mission of AAUW and wish to support them actively and wish to share in the activities of the branch may become Friends of Lake-Sumter Branch with the following conditions:

- 1. S/he is not eligible for regular AAUW membership.
- 2. S/he pays dues established by the branch.
- 3. S/he may participate in all branch activities and receive the branch newsletter.
- 4. S/he may not vote, hold office, or be a delegate to state or AAUW conventions.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. Dues. The fiscal year shall correspond with that of the AAUW and shall begin July 1.

A. Amount

- 1. Each member shall pay branch dues established at the annual meeting by a two-thirds vote of those present and voting provided written notice has been given to all members thirty days prior to the meeting.
- 2. The AAUW Board of Directors shall set the dues for partner members. (AAUW provides for two partner member representatives from each college/university

with no AAUW dues; states/branches may set their own or no fees for college/university representative membership.

B. Payment. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped from membership.

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

Section 2. Dues of new members may be paid at any time. All paid members are entitled to vote on branch business at general meetings.

Section 3. The annual budget shall be adopted by the board of directors for presentation at the annual meeting.

Section 4. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

Section 5. The branch shall provide state and national AAUW with a designated contact for administration and finance on an annual basis.

Section 6. Severance of Membership. A member may be suspended or dropped 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.

ARTICLE VII. OFFICERS

Section 1. There shall be officers to fulfill functions of administration, program, membership, finance, secretary, fundraising, public policy, and communications.

Section 2. The elected officers shall be a president, a president-elect, a director for program, a director for membership, a director for finance/treasurer, and a secretary. Any of these offices may be occupied by two persons serving together as one, and in that case shall then be known as co-holders of the same office. Going forward in this document, the mention of any officer in the singular shall be understood to also be in the plural if there are co-directors serving in that capacity.

Section 3. The appointed officers shall be a director for fundraising, a director for public policy, a director for communications. They shall be appointed by the president and confirmed by a majority of the members of the board.

Section 4. Qualifications of Officers Elected and appointed officers shall be members of AAUW, of AAUW-Florida, and of the branch.

Section 5. The president, president-elect, and the immediate past president, shall serve for a term of one (1) year. All other officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

Section 6. No member shall be eligible to serve more than two (2) consecutive terms in the same office.

Section 6. The incoming president may call a meeting of the incoming officers prior to July 1.

Section 7. A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of the president shall be filled by the president-elect, the director for program, and the director for membership in that order. In case of a vacancy in the office of the president-elect between the report of the nominating committee and the annual meeting or between the election of a president-elect and her/his assuming office, the nominating committee shall search and present a presidential candidate or candidates for election at the next branch general meeting.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, the branch policies, and by the parliamentary authority adopted by the AAUW.

Section 2. 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 the AAUW and state, including designated copies of the officer board report to the AAUW and the AAUW Florida presidents no later than June 1, The president shall be responsible for bringing the branch bylaws into conformity with the *AAUW Bylaws* after the AAUW convention and with the bylaws of Florida AAUW after each state convention.

Section 3. The president-elect and the directors shall perform such duties as the president and board shall direct.

Section 4. The secretary shall:

- a. Record and keep minutes of all board and general business meetings. The minutes will be available to the state and national AAUW organizations upon request.
- b. Provide AAUW with the contact information of the administration and finance officers.

Section 5. The director for finance/treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to the AAUW and state by the specified deadline. The treasurer shall send moneys for the Educational AAUW and the Legal Advocacy Fund by the specified deadlines and shall keep separate ledgers for each type of account.

ARTICLE IX. NOMINATIONS

Section 1. A nominating committee of three (3) members and one (1) alternate, including a former branch president, a member of the board of directors, and a member of the branch, shall be appointed by the board of directors at least three (3) 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 election, provided consent of the nominee has been obtained.

Section 2. Members of the nominating committee shall be appointed annually.

ARTICLE X. ELECTIONS

Section 1. The names of the nominees shall be published and sent to every member at least 30 days before the annual meeting.

Section 2. Nominations may be made from the floor with the consent of the nominee.

Section 3. All elections shall be held at the annual meeting. Every branch member present shall be entitled to one vote.

Section 4. Elections shall be by secret ballot unless there is only one nominee for a given office when a voice vote may be taken. Election shall be by majority vote of those present and voting

Section 5. Electronic voting may be authorized by the board in accordance with state law.

ARTICLE XI. ROTATION OF OFFICERS

Section 1. The president-elect shall be elected annually.

Section 2. The directors for program and finance/treasurer shall be elected in even numbered years.

Section 3. The directors for membership and the secretary shall be elected in odd numbered years.

ARTICLE XII. BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and appointed officers of the branch.

Section 2. The board of directors shall have the general power to administer the business and activities of the branch, including, but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by the AAUW and state. It shall have the power to create special committees and task forces as deemed necessary and shall perform such other duties as are specified in these bylaws.

Section 3. Meetings of the board shall be held at least six (6) times per year. Special meetings may be called by the president or shall be called upon the request of four (4) members of the board. Board meetings are open to all branch members.

Section 4. The quorum of the board shall be a majority of its members.

Section 5. If a board meets telephonically or electronically between meetings, a quorum must be present. If any vote is taken, each voter is identified, each vote is documented and a record is kept in the minutes of the meeting.

ARTICLE XIII. EXECUTIVE COMMITTEE

Section 1. The executive committee shall consist of the elected officers.

Section 2. The committee may act for the board between meetings of the board and shall have such power and duties as may be delegated to it by the board. The committee shall report to the board its work and actions.

Section 3. The committee shall meet at the call of the president or at the written request of three (3) of its members. A quorum shall consist of two thirds of the number of elected officers.

ARTICLE XIV. MEETINGS

Section 1. There shall be at least seven (7) general membership meetings each year. Announcement of the date, time and location of each meeting shall be provided to all members by monthly newsletter and inclusion in the annual membership booklet.

Section 2. A general membership meeting held between April 1 and May 15 shall be designated the Annual meeting, the exact date, time, and place to be determined by the board.

Section 3. The annual meeting shall be to conduct business including, but not limited to, the election and installation of officers, approving the budget, establishing branch dues, amending the bylaws, receiving reports, and giving direction to the board.

Section 4. A quorum shall be ten percent (10%) of the members.

Section 5. Special meetings may be called by the branch administration. Members shall be contacted by letter or email at least seven days in advance.

ARTICLE XV. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, fundraising, bylaws, communications, and any others deemed necessary to conduct activities of the branch.

Section 2. Special committees may be appointed by the president with the consent of the board.

ARTICLE XVI. PROPERTY & ASSETS

The title to all property, funds and assets is vested in the AAUW Lake-Sumter Branch 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. In the event of dissolution of AAUW Lake-Sumter Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XVII. INDEMNIFICATION

To the maximum extent allowable by law, AAUW Lake/Sumter 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, executive director, employee, or agent of AAUW Lake/Sumter. Every member of the Board of Directors, officer, committee member, executive director, or employee of AAUW Lake/Sumter shall be indemnified by AAUW Lake/Sumter against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, committee member, executive director, or employee 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, committee member, executive director, or employee of AAUW Lake/Sumter, 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 AAUW Lake/Sumter 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 negligence 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 AAUW Lake/Sumter, was negligent, 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, committee member, executive director, or employee is entitled.

ARTICLE XVIII. FORFEITURE OF BRANCH STATUS

Section 1. Loss of Recognition of a Branch

- a. A branch shall be deemed to have forfeited its right to continue as a branch if the branch has violated the purpose of AAUW or maintained branch bylaws or practices in conflict with the Bylaws or policies of AAUW. The AAUW affiliation status of a branch may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- b. The branch shall have the right to appeal to the Board of Directors within a designated period.

Section 2. In the event a branch is unable to continue to function, the branch president shall notify the state president and the state membership director. The state president shall promptly notify the AAUW membership department, which shall then notify the AAUW board of directors, who shall have the final authority to withdraw recognition of the branch. If there is no branch contact, the state may initiate the process.

ARTICLE XVIV: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's 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 the state or AAUW.

ARTICLE XX. AMENDMENTS

Section 1. Provisions of these bylaws not governed by the AAUW Bylaws or the AAUW Florida bylaws may be amended by a two-thirds (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.

Section 2. Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

Section 3. Amendments required by the AAUW to bring branch bylaws into conformity shall not require a vote of branch members, except that an incorporated branch shall take the necessary steps required by their articles of incorporation.

Section 4. After any changes to the branch bylaws, a copy will be placed on file with the state bylaws chair and with AAUW.

Dates amended

April 2016, Conformative and minor editorial Changes: Anne Wilkins, Ginny Rivera, Diane Reichert, ByLaws Committee

APRIL 2014, Editorial and Conformative Changes: Judy Bonn and Priscilla Millier, Bylaws Co-Chairs

February 19, 2014 Judy Bonn and Priscilla Millier, Bylaws Co-Chairs

April 24, 2012 Barbara Fisler and Joyce Tisovec, Bylaws Co-Chairs

September 10, 2009 Diane Jacobson, President

April 9, 2005 Carrie M. Hutson, Bylaws Chair

October 24, 2001

March 6, 1998

February 17, 1996