



By-Laws of the American Association of University Women **of the Lake/Sumter, Florida Branch, Inc.**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Lake/Sumter, Florida Branch, Inc. hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Lake/Sumter, Florida Branch, Inc. 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. 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 later in Article IV, Section 2) and Affiliates (as defined later in Article V,

Section 1) and 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 (or equivalent, e.g., RN), bachelor 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 for 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 United States 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 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 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.
- 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.

AFFILIATE SPECIFIC PROVISIONS

ARTICLE VIII. AFFILIATE PURPOSE

AAUW Lake/Sumter is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3).

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX AFFILIATE MEMBERSHIPS

Members are members of National AAUW, AAUW Florida, and the Affiliate.

Section 1. Member shall pay Affiliate dues that are 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. Dues are payable on or before July 1. If after notification of nonpayment the member is still in arrears after July 31, the member's name will be removed from the membership list.

Section 2. College/University Members. AAUW provides for two partner representatives from each college/university member with no AAUW dues. The Affiliate sets no fees for college/university representative memberships.

Section 3. Life Members

- a. Paid Life: a member who has paid a life membership to National AAUW is exempt from AAUW dues but pays state and affiliate dues.
- b. Honorary Life: a member who has belonged to National AAUW for 50 years is exempt from payment of National AAUW, Florida State AAUW, and Affiliate dues.

Section 4. Reciprocity. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another affiliate.

Section 5. Student Associates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student associates may attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Student Associates may not vote or hold office. Student associates are exempt from all dues.

Section 6. Student Scholarship Winners. For the holder of an Affiliate Scholarship, the Affiliate shall pay the National AAUW student rate in order for the student to become a recognized student member of the Affiliate.

ARTICLE X. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the Affiliate shall correspond with that of AAUW and shall be July 1 through June 30.

Section 2. Budget. The annual budget shall be prepared by the director of finance in conjunction with the elected and appointed officers, approved by the board of directors, and presented at a Fall Meeting.

Section 3. Financial Policies. The Affiliate shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws for the 501 (c) (4) entity. On an annual basis, the Affiliate shall provide AAUW Florida, national AAUW, and the Florida Department of Agriculture and Consumer-Services with designated contacts for administration and finance.

Section 4. Financial Review. The board shall conduct an annual financial review and control of funds as are necessary to assure financial integrity and complete accounting. The review shall occur within 90 days of the end of the fiscal year by a committee appointed by the President.

ARTICLE XI. OFFICERS

Section 1. There shall be directors to fulfill functions of administration, program, membership, finance, and 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 be also in the plural if there are co-directors serving in that capacity. During a vote on any topic, if the co-office holders cannot come to agreement on their vote, each co-holder shall have ½ of the vote on that topic, thereby equaling one vote. Or, if they so desire, those co-holders may abstain from voting altogether.

Section 2. Elected officers shall be president, president-elect, director for program, director for membership, director for finance, and secretary.

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

Section 4. Elected and appointed officers must be members of National AAUW, AAUW Florida, and the Affiliate.

Section 5. All officers except the president and president-elect shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. After one year as president-elect, the president-elect becomes president for one year, which defines a 2 year commitment.

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

Section 7. The incoming president may call a meeting of the incoming officers prior to July; however, duties of the incoming officers do not take effect until July 1.

Section 8. 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.

ARTICLE XII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. 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 the November Board of Directors meeting.

Section 2. Elections.

- a. The report of the nominating committee shall be presented to all the members at least 30 days before the election. Elections are held at the Annual Meeting.
- b. Nominations may be made from the floor with the consent of the nominee.
- c. Every affiliate member present shall be entitled to one vote.
- d. 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.
- e. Electronic voting may be authorized by the Board of Directors in accordance with state law.

ARTICLE XIII. DUTIES OF OFFICERS

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

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

Section 3. The president-elect, the directors, and the committee chairs 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 affiliate members, AAUW Florida, and national AAUW upon request.
- b. Provide national AAUW and AAUW Florida with the contact information of the administration and finance officers.

Section 5. The Director for Finance shall be responsible for collecting, distributing, and accounting for the funds of the branch. The Director for Finance shall collect dues and properly remit them to National AAUW and AAUW Florida by the specified deadline. Monies for the Educational AAUW and the Legal Advocacy Fund shall be remitted to AAUW by the specified deadlines and shall be separately identified for each type of activity.

ARTICLE XIV. ELECTION OF OFFICERS

Section 1. All elected directors: Finance Director, Membership Director, President-Elect, Secretary and, Program Director shall be elected for two years. When there are co-directors, every opportunity should be made to ensure that there is always one seasoned director for each newly elected director ensuring any candidate for a position that there is always a co-director who has experience. This process goes in effect for the fiscal year 2020-2021.

Section 2. Elected Officers and the President assume their positions as indicated in the bylaws on July 1. If an election isn't held before then, the current officers continue in their positions until there is an election.

ARTICLE XV. BOARD OF DIRECTORS

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

Section 2. The board of directors shall have the general power to administer the business and activities of the Affiliate, including, but not limited to, establishing policies and procedures to control financial records. It shall accept responsibility delegated by the national AAUW and AAUW 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 affiliate 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 XVI. 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 XVII. 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 inclusion in the annual membership booklet, affiliate newsletter, or email. Members shall be notified of changes.

Section 2. A general membership meeting held in the **Spring** shall be designated the Annual Meeting, the exact date, time, and place to be determined by the board.

Section 3. The Annual Meeting shall conduct business including, but not limited to, the election and installation of officers and establishing affiliate dues.

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

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

Section 6. Any electronic meeting of the membership, board, committees, task forces or other AAUW affiliate groups may be conducted in whole or part by electronic means as long as all persons participating, whether in person or electronically, can hear each other and communicate in real time. Participation in an electronic meeting constitutes attendance, and any official actions shall be recorded in minutes.

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 XVIII. COMMITTEES

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

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

ARTICLE XIX. 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 becoming involved by reason of 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. This 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 XX. FORFEITURE OF AFFILIATE STATUS

In the event the Affiliate is unable to continue to function, the affiliate president shall notify the AAUW Florida state president and membership director. The state president shall promptly notify the National AAUW membership department, which shall then notify the National AAUW

board of directors, who shall have the final authority to withdraw recognition of the Affiliate. If there is no affiliate contact, the state may initiate the process.

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 affiliate, provided notice of the proposed amendments shall have been given at the previous regular meeting or by letter or email to every member at least 30 days in advance of the meeting.

Section 2. Amendments required by the AAUW to bring affiliate bylaws into conformity shall not require a vote of affiliate members, except that an incorporated affiliate shall take the necessary steps required by their articles of incorporation.

Section 3. Prior Approval. All proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote.

Section 4. Bylaw filings. After any changes to the affiliate bylaws, a copy will be placed on file with the AAUW Florida bylaws chair and with National AAUW.

Dates amended:

March 18, 2023 Membership accepted 501c3 final changes at General Meeting

February 2023 – 501c3 incorporation language under Affiliate Specific Provisions, bylaws committee, Judy Bonn, Diane Reichert, and Anne Wilkins

April 21, 2022- Judy Bonn, Diane Reichert, Anne Wilkins - Membership accepted

January 2017, Conformative and substantive changes: Judy Bonn, Diane Reichert, Linda Ferens, and Anne Wilkins, Bylaws Committee

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