

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE STATE OF IOWA

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name The name of this organization shall be AAUW of the state of Iowa, hereafter called the organization.

Section 2. Governance The bylaws of this organization shall in no way conflict with the AAUW Bylaws.

ARTICLE II. PURPOSE

The purpose of AAUW is to advance equity for women and girls through education, advocacy, philanthropy, and research. The purpose of the organization shall be to further the AAUW mission, program, and policies within the organization and promote, encourage, and coordinate the work of the branches within the organization.

ARTICLE III. USE OF NAME

Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members, branches and organizations; and no member, branch or organization 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 Name policy shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership.

- a. All branches of AAUW within the boundaries of the organization shall be members of the organization.
- b. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV are eligible to be admitted to membership in this organization. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the organization. The organization member shall be entitled to vote, hold office and participate in all activities and programs and receive the publications distributed to all members.
- c. A member-at-large of AAUW residing within the boundaries of the organization may become a member-at-large of the organization upon payment of organization dues.
- d. 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 the AAUW policies and procedures.
- e. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with this organization upon payment of fees established by AAUW and this organization's Board of Directors. Student affiliates shall be entitled to attend meetings of AAUW and this organization and to receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 2. Dues.

- a. The annual dues for organization members and members-at-large shall be determined by a two-thirds vote of members of the organization present and voting at the Annual Meeting,

- provided written notice has been given to the members 30 days prior to the Annual Meeting.
- b. Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the organization, are required to pay annual organization and branch dues.
 - c. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and organization dues.
 - d. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend organization meetings without vote.
 - e. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another state organization.
 - f. New members may join at any time. Dues are payable upon joining. The national and organization portion of the dues paid by new members for less than a full year is determined by AAUW and organization policy.
 - g. Dues are payable on or before July 1 and are in arrears July 31.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee of 6 members, 4 of whom shall be elected at the Annual Meeting. The Nominations Director shall be elected by the Board of Directors at the summer Board meeting of even numbered years and serves on the Board of Directors. The immediate past president also serves on the nominating committee as a voting member. The Nominations Director, with assistance from the Board, shall recruit 4 members with consideration of the 4 geographic regions of Iowa to stand for election at the Annual Meeting.
- b. Members shall serve for 2 years for a maximum of 4 years consecutively. A nominating committee member unable to serve can be replaced by Board appointment.
- c. Nominations from members for elected officers shall be submitted to the Nominating Committee by January 15 prior to the Annual Meeting.

Section 2. Elections.

- a. The names of the nominees for elected office and nominating committee shall be sent to every member at least 4 weeks prior to the annual meeting.
- b. Nominations may be made from the floor with the consent of the nominee.
- c. All elections shall be held at the Annual Meeting.
- d. Elections shall be by secret ballot unless there is only one nominee for a given office in which case the election may be by voice vote. Election shall be by a majority vote of those present and eligible to vote as official delegates. Branches who do not send a representative to the Annual Meeting may vote electronically 10 days prior to the Annual Meeting, these votes to be used only if a simple majority of Branches is not present.

ARTICLE VI. OFFICERS

Section 1. Officers.

- a. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, AAUW Funds, and communications.
- b. The elected officers shall be a president, or official representative, or co-presidents, a president- elect, vice presidents for program & membership, secretary and treasurer. These officers shall be included in the executive committee.
- c. The appointed officers shall be Directors of Public Policy, AAUW Funds, College/University Relations, Communications, Strategic Planning, and Leadership Development and such other

officers as may be considered desirable to carry out the work of the organization. They shall be appointed by the President who may consult with the current Board.

- d. Officers shall serve for a term of 2 years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- e. No member shall hold more than one office at a time, and no elected officer shall be eligible to serve more than 2 consecutive terms in the same office.
- f. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the Board of Directors. A vacancy in the office of president shall be filled in the order listed: 1. President Elect, 2. Program VP, 3. Membership VP.
- g. The incoming president/president-elect may call a meeting of the incoming officers at any time prior to July 1.
- h. Rotation: The President, Program and Membership vice presidents, Secretary and Treasurer shall be elected in even numbered years. President Elect shall be elected in odd numbered years.

Section 2. Duties. [See job descriptions in AAUW Iowa Policy document]

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the Board of Directors, 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 organization and shall be responsible for submitting such reports and forms as required by AAUW. The president is ex-officio member of all committees except the nominating committee. Presides at meetings of the organization.
- c. The vice presidents shall perform such duties as the President and the Board shall direct. The Membership VP chairs the Membership committee and facilitates AAUW member recruitment efforts. The Program VP chairs the Program Committee and is responsible for Annual Meeting program planning.
- d. The secretary shall record and keep minutes of all business meetings.
- e. The treasurer shall be responsible for collecting, distributing, and accounting dues, for the funds of the organization and for meeting specific deadlines.
- f. All officers shall submit annual reports to the president prior to the Annual Meeting.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall include the elected officers and the appointed officers of the organization.

Section 2. Administrative Responsibilities. The Board shall have the general power to administer the affairs of the organization and to initiate and carry out its programs and policies. It shall act for the organization between annual meetings. The Board shall establish policies and procedures consistent with generally accepted accounting principles and federal, state and local laws to control the financial records of the organization.

Section 3. Branch Recommendations. The Board shall recommend to AAUW action to be taken in regard to the admittance of new branches or the discontinuance of current branches.

Section 4. Meetings. Meetings of the Board shall be held at least 4 times per year. Between meetings of the Board, the Board may delegate such authority as it deems necessary to the executive committee.

Section 5. Special Meetings. Special meetings may be called by the president or shall be called upon written request of 3 members of the Board or 5 branches of the organization provided that at least 10 days notice of such meeting and its agenda have been given to the members of the Board.

Section 6. Quorum. The quorum for a meeting of the Board shall be a majority of the members.

Section 7. Voting Between Meetings. Between meetings of the Board, a vote may be taken at the request of the president on any question submitted in writing, conference call, or any electronic means to all members of the Board. Deadline for responses shall be 10 days after the question has been submitted. A majority of responses shall be required for the vote to be counted and when the vote is counted it shall have the same effect as if cast at a meeting of the Board. The Board shall be immediately notified of the result.

ARTICLE VIII. EXECUTIVE COMMITTEE

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

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

Section 4. Quorum. The quorum shall be a majority of the members of the executive committee.

Section 5. Voting Between Meetings. Between meetings of the executive committee, a written, conference call or electronic vote may be taken at the request of the president on any question submitted in writing, by the previously mentioned means, to all members of the executive committee. Voting shall close 10 days after the question has been submitted. If a majority shall vote on a question, the vote shall be counted and shall have the same effect as if cast at a meeting of the executive committee.

ARTICLE IX. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, AAUW Funds, bylaws, communications, strategic planning, leadership development, College/University Relations.

- a. With the approval of the Board, each standing committee shall formulate programs to carry forward the work of the AAUW within the organization.
- b. Each standing committee shall cooperate with the appropriate AAUW committee and committees in the branches to initiate and promote projects of statewide and national scope.

Section 2. Standing committees shall be appointed by the President and individual Directors in their area of responsibility.

Section 3. Special committees may be appointed by the president with the consent of the Board.

ARTICLE X. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of the AAUW, and shall begin on July 1.

Section 2. Annual dues for branch members and members-at-large shall be determined by a two-thirds vote of those present and voting at the Annual Meeting, provided written notice has been given to all the members thirty days prior to the Annual Meeting.

Section 3. Dues of new members may be paid at any time. The national and organization portion of the dues paid by new members for less than a full year is determined by AAUW and organization policy. The Board of Directors may set a reduction for organization dues.

Section 4. The annual budget and financial report shall be prepared at the direction of the Board of Directors.

Section 5. The organization shall set and maintain policies and procedures to control financial

records consistent with generally accepted accounting principles and federal, state and local laws.

Section 6. The Board of Directors will call for an audit to coincide with the treasurer's 2 year term of office in even numbered years.

ARTICLE XI. MEETINGS

Section 1. Annual Meeting. The organization shall hold a meeting every calendar year to be known as the Annual Meeting, to conduct the business of the organization, including but not limited to electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports. The exact date, time, and place of the meeting shall be determined by the executive committee.

Section 2. Special Meetings. Special meetings may be called by the president, or shall be called by the president on the written request of a majority of members of the Board of Directors or 30 percent of the branches in the organization.

Section 3. Meetings Notice. Notice of meetings shall be sent to all members of the organization at least 30 days prior to the meeting.

Section 4. Voting. The voting body shall include all AAUW Iowa members who are present at the Annual Meeting. *[Adopted April, 2010]*

Section 6. A member of the voting body shall cast no more than one vote.

Section 7. A **quorum** shall be a majority of the voting body registered as attending, provided that a majority of the branches are represented. Proxy votes from Branches not represented at the meeting will be used *only* if there is not a majority of Branches present

ARTICLE XII RESPONSIBILITIES OF BRANCH OFFICERS TO AAUW IOWA

Section 1 The Branch President shall be the official representative of the Branch; shall send names and addresses of all Branch officers to the AAUWIA President before July 1st; and be responsible for Branch by laws updates.

Section 2. The Branch Treasurer shall send dues to the AAUW and to AAUW Iowa postmarked no later than July 1st. Late dues and new member dues shall be forwarded immediately upon receipt.

ARTICLE XIII. PROPERTY

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

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

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XV. INDEMNIFICATION

Every Board or committee member may be indemnified by the organization against all expenses

and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board or committee 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 organization, 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 organization Board approves such settlement and reimbursement as being in the best interest of the organization. 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 the organization bylaws into conformity shall not require a vote of the members, except that an incorporated organization shall take the necessary steps required by the organization bylaws, its articles of incorporation, and state law.

Section 2. Prior Approval. All other proposed amendments to the organization bylaws shall be sent to the AAUW Governance Committee chair for approval before being voted upon.

Section 3. Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the annual organization 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 Adopted: April 14, 1923

Date amended: April 23, 2005 for AAUW mandates

Date last amended: September 2009 to meet AAUW mandates

Date corrected: March 2010 to correct omitted sections and change EF to AAUW Funds

Date last amended: April 2010