

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF FLORIDA

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Florida 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.

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.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. There shall be a nominating committee of five (5) members elected by the following procedure:

(1) two (2) members elected by the board of directors at the board meeting prior to the annual meeting; two alternates may be elected also;

(2) three (3) members elected by the voting body at the annual meeting.

b. The president shall appoint a temporary chair from among the committee members who then shall appoint a permanent chair.

c. No branch shall be represented on the nominating committee in two consecutive years.

d. Consent of the nominees for the nominating committee must be obtained before their names are placed in nomination.

e. All five members of the nominating committee shall have been members of AAUW Florida for at least three (3) years prior to serving on the nominating committee.

f. After utilizing alternates, if it becomes necessary to fill any vacancies on the nominating committee, the remaining committee members shall select replacement(s) following the rules listed in this section.

Section 2 Elections.

a. All AAUW Florida members in good standing are eligible to vote following procedures proposed by the Voting and Elections Committee and approved by the board of directors.

b. The director for membership, director for communications, director for development, and the secretary shall be elected in even-numbered years. The president-elect, director for program, director for finance, director for public policy shall be elected in the odd-numbered years. Co-officers may be nominated, who shall be treated as a single person for voting in the

election and who shall share one vote in any Board of Directors' action. Nominations from the floor may be accepted at the Annual Meeting.

c. Elections shall be held in accordance with the Voting and Elections Procedures adopted by the Board and shall be by ballot except where there is only one candidate for an office then the election may be by acclamation.

d. 5% of the membership shall constitute a voting quorum with a majority needed for election unless there are 3 or more candidates for an office, and then a plurality determines the election.

e. Officers shall assume their duties on July 1 and remain in office for two years or until their replacement is elected with the exception of the president-elect which is a one-year term.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Elected Officers. The elected officers of AAUW Florida shall include the president, president-elect, director for program, director for membership, director for finance, director for development, director for public policy, director for communications, and secretary.

Section 2. Appointed Officers. The appointed officers of AAUW Florida shall be an administrative assistant, a bylaws and policies chair, a historian, a parliamentarian, and they shall have no vote on the board. They shall be appointed by the president in consultation with the board.

Section 3. Qualifications for Officers. Elected and appointed officers shall be members of AAUW and of AAUW Florida.

Section 4. Terms of Office. The term of office shall be two (2) years with the exception of the president-elect whose term shall be one year and begin on July 1 of the odd year. No member shall serve more than two (2) terms consecutively as an elected officer except the president and president-elect. The president and president-elect shall have served previously on the AAUW Florida board of directors or as branch president and may have served two (2) terms as an elected officer. The president will serve one 2-year term, succeeded as president by the president-elect. The president may serve additional term(s) as long as they are not consecutive.

Section 5. Vacancies.

a. A vacancy in the office of president shall be filled for the unexpired term by the president-elect, or director for program acting as the presiding officer until the board can fill the vacancy.

b. A vacancy in any office other than the president, which is covered in 5a, shall be filled for the unexpired term by the board.

c. If a president-elect leaves office before becoming president, the nominating committee shall, in preparing a slate in the even numbered year, include the office of president.

ARTICLE X. DUTIES OF OFFICERS

Section 1. Duties of Elected Officers. Officers and directors shall perform the duties prescribed by the bylaws and by the parliamentary authority adopted by AAUW Florida. The elected and appointed officers and directors shall facilitate and promote the purpose and mission of AAUW. They shall implement their responsibilities through committees representative of the membership. Officers shall maintain a global, community, and cultural perspective. All officers shall make written annual reports.

a. President. The president shall have the usual executive powers of supervision and management such as may pertain to the office of president, and such other powers and duties as designated by AAUW Florida board, and shall:

(1) exercise, with the secretary of AAUW Florida, all legal documents required by the state;

(2) be responsible for submitting such reports and forms as required by AAUW;

(3) officially represent AAUW Florida in activities of AAUW.

b. President-elect. The president-elect shall:

(1) serve as a voting member of the board;

(2) perform such duties as may be assigned by the president and the board of directors;

(3) act as presiding officer in the absence of the president;

(4) perform the duties of the president in all cases in which the president is unable to serve;

(5) automatically become president without an election when the office of president becomes open.

c. Directors.

(1) Director for Program. The director for program shall:

(a) assume responsibility for implementing the program of Florida AAUW Florida;

(b) act as the presiding officer in the absence of both the president and president-elect.

(2) Director for Membership. The director for membership shall:

(a) assume responsibility for developing and maintaining membership;

(b) act as presiding officer in the absence of the president, president-elect and director for program.

(3) Director for Finance. The director for finance shall serve as the chief financial officer of AAUW Florida.

(4) Director for Development. The director for development shall implement AAUW's Fellowship, Grants and Research Programs and Legal Advocacy Programs and such other fundraising programs as may be established by AAUW or AAUW Florida.

(5) Director for Public Policy. The director for public policy shall recommend and implement public policy in compliance with AAUW and state policy.

(6) Director for Communications. The director for communications shall:

(a) be responsible for all internal and external communications;

(b) be responsible for publications originating in AAUW Florida.

(7) Secretary, The secretary shall:

(a) record the minutes of the meetings of the AAUW Florida board of directors;

(b) file all written reports presented at state meetings;

(c) have available at all meetings a copy of the current *AAUW Bylaws*, the state bylaws, and list of state officers, committees, and task forces.

Section 2. Duties of Appointed Officers.

a. Administrative Assistant. The administrative assistant shall assist the president.

b. Parliamentarian. The parliamentarian shall:

(1) act in an advisory capacity to the president or other presiding officer and on questions of parliamentary procedure;

(2) serve as an ex-officio member of the bylaws and policies committee.

c. Historian. The historian shall assemble material of historic value to AAUW Florida to be placed in the archives.

d. Bylaws and Policies Chair. The bylaws and policies chair shall:

(1) be responsible for state bylaws and policies being current and in conformity with the AAUW Bylaws.

(2) be responsible for branch bylaws being in conformity with the AAUW Bylaws and the state bylaws.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Composition.

The board of directors shall be composed of the elected officers.

Section 2. Powers and Duties.

a. State Administration. In accordance with the bylaws and convention action, the board of directors shall have the general power to administer the affairs of AAUW Florida and to initiate and carry out its program and policies. It shall act for AAUW Florida between annual meetings and adopt rules to govern its proceedings.

b. Branch Assistance.

(1) Creation. Upon recommendation of the president, the board of directors shall have the authority to recommend in writing to the AAUW Board of Directors the application of any group of graduates qualified to form a branch within AAUW Florida under the AAUW Bylaws.

(2) Termination. The board of directors may recommend a branch Affiliation Review to be undertaken by the AAUW Board of Directors

Section 3. Meetings and Quorum.

a. Regular Meetings. Regular meetings of the board of directors shall be held at least twice a year at the call of the president at such times and place as shall be designated.

b. Special Meetings. Special meetings of the board of directors shall be called at any time by the president or upon the request of five (5) members of the board, provided that at least five (5) days' notice of such meeting and its agenda shall have been given to the members of the board of directors.

c. Quorum. The quorum for a meeting of the board of directors shall be a majority of its voting members.

Section 4. Ballot.

a. In the interim between meetings of the board of directors, a ballot may be taken at the request of the president on any question submitted in writing to each member of the board. All board members must sign and submit consent to the proposed action. When all consents have been received, the proposed action will be effective on the date so indicated in the proposal. Consents may be faxed or mailed. They may also be signed, scanned and then emailed.

b. Ballots may also be taken between meetings by any means of remote communication such as a conference call, provided that the President verifies that there is a quorum of board members participating and all participants are provided an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings, and provided the President verifies and records each board member's vote.

ARTICLE XII. COMMITTEES AND TASK FORCES

Section 1. Standing Committees. There may be established standing committees as shall be considered necessary by the board of directors.

Section 2. Special Committees. There may be established special committees as shall be considered necessary by the board of directors.

Section 3. Issue Task Forces. Issue task forces shall implement current AAUW Issues for study and action.

Section 4. Qualifications and Terms.

a. Chairs of committees and Issue task forces shall be chosen for their experience and work in AAUW or their special aptitude for the work of the committee or task force with due regard for geographical representation and rotation of membership.

b. Committee and task force chairs shall serve no more than two (2) terms consecutively in that same office.

Section 5. Appointment of Chairs and Members of Committees and Task Forces. Chairs and members of committees and task forces shall be appointed jointly by the president and board of directors.

ARTICLE XIII. INTERBRANCH COUNCIL

An interbranch council is a voluntary association of branches, which sets its own purpose, structure and meetings.

ARTICLE XIV. RESPONSIBILITIES OF BRANCH OFFICERS AND CHAIRS TO AAUW FLORIDA

Section 1. Duties of Branch President. The branch president shall:

- a. be the official representative of the branch in the activities of AAUW and AAUW Florida;
- b. send AAUW and AAUW Florida presidents the designated copies of the officer board report no later than June 1;
- c. be responsible for bringing the branch bylaws into conformity with the AAUW Bylaws after each AAUW vote in which any bylaws is at issued.
- d. be responsible for bringing the branch bylaws into conformity with the bylaws of AAUW Florida after each state vote in which any bylaws is at issue.

Section 2. Duties of Branch Treasurer. The branch treasurer shall oversee the process of dues payment for its members.

Section 3. Duties of Other Officers and Chairs. Branch officers, committee chairs, and task force chairs shall make reports as may be required by a member of the AAUW Florida board of directors or by a state committee or task force chair.

Section 4. Discontinuance of a branch. A branch shall be discontinued only in accordance with the following procedure: In the event that a branch is unable to continue to function, the branch president shall notify the state president and the state director for membership. The state president shall promptly notify AAUW. The AAUW Board of Directors shall have final authority to withdraw recognition of the branch. If there is no branch contact, the state may initiate the process.

ARTICLE XV. FINANCIAL ADMINISTRATION

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

Section 2. Life Member

- (1.) Paid Life: a member who has paid a life membership to AAUW is exempt from AAUW dues but pays state dues.
- (2.) Honorary Life: a member who has belonged to AAUW for 50 years is exempt from payment of state and AAUW dues. Member is exempt from branch dues only if branch bylaws allow the exemption.

Section 3. Budget. The annual budget for the state shall be prepared by the finance committee and approved by the board of directors.

Section 4. Financial Review. The board of AAUW Florida shall conduct an annual financial review and control of funds as are necessary to assure safekeeping and complete accounting.

ARTICLE XVI. MEETINGS OF AAUW FLORIDA-

Section 1 Time, Place and Notification

- a. AAUW Florida shall hold an annual meeting to conduct the business of the state, which shall include receiving the annual financial report and other reports.

- b. In even-numbered years the annual meeting will be initiated during a state-wide meeting or convention and in odd-numbered years during the leadership conference or similar meeting.
- c. Additional statewide or regional meetings or events may be held as determined by the board of directors.
- d. Time and place shall be determined by the board of directors.
- e. Special meetings may be called by the president or on the written request of five (5) members of the board of directors.
- f. Notice of meeting shall be sent to all AAUW Florida members, AAUW college/university partner member representatives at least thirty (30) days prior to the meeting.
- g. All AAUW Florida meetings, including meetings of the board of directors, shall be open and may be attended by any member of AAUW Florida.

Section 2. Representation – Annual Meeting

- a. The voting body at an annual meeting will include all AAUW Florida members.
- b. Quorum. The valid initiation of an in-person annual meeting requires representation from 40% of the AAUW Florida branches. Quorum for Voting is 5% of AAUW Florida members.

Section 3. Voting.

- a. Voting electronically and/or paper voting may be used for Elections, Bylaws, Public Policy, Dues and other issues identified by the board of directors.
- b. Attendees at the in-person portion of the annual meeting shall be entitled to discuss and amend all noticed state business items, including proposed bylaws amendments, noticed resolutions, and nominations. Any amended language shall be posted on the state website for the vote.
- c. The vote shall be conducted for all state members according to the board-adopted Voting and Elections Policy. Voting shall close at a date proposed by the Voting and Elections Committee and approved by the board of directors but not less than 30 days following the posting of the final candidate slate and other issues to be voted on by the membership.
- d. A member of the voting body shall cast no more than one (1) vote.
- e. A majority vote of 5% of the membership shall be required for passage except as otherwise stated in these bylaws.
- f. The annual meeting will be officially adjourned when the vote ends and the results are announced.

ARTICLE XVII. INDEMNIFICATION

To the maximum extent allowable by law, AAUW Florida 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 Florida. Every member of the Board of Directors, officer, committee member, executive director, or employee of AAUW Florida shall be indemnified by AAUW Florida 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 Florida, 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 Florida 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 Florida, 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. AMENDMENTS

Section 1. The provisions of these bylaws not governed by the AAUW Bylaws may be amended by the AAUW Florida membership provided notice of the proposed amendment shall have been sent to the Bylaws Committee chair by December 1. The committee shall examine the proposed amendment to the bylaws and shall report out those amendments the committee considers appropriate. Notice shall be sent to each member in the state at least thirty (30) days prior to the business meeting at which discussion of changes will take place.

Section 2. Attendees at the annual state meeting shall be able to discuss and amend proposed bylaws amendments. Following the initiation of an in-person annual state meeting any amended language will be posted on the state website for the vote. All members shall be entitled to vote electronically or by paper ballot. Voting shall close at a date proposed by the Voting and Elections Committee and approved by the board of directors. A two-thirds vote is required for the adoption of bylaws amendments, provided a quorum of 5% is attained.

Section 3. An amendment to the Bylaws of AAUW Florida shall become effective and binding on all members within the state.-

Section 4. Changes required to bring AAUW Florida Bylaws into conformity with the Bylaws of AAUW shall be made without the necessity of a vote of the state.

Date amended:

October 19, 1991

October 16, 1993

October 22, 1994

April 9, 2000

April 28, 2001

April 6, 2002

April 16, 2005

April 17, 2009

April 23, 2010

April 20, 2013

Nov 2, 2013, editorial and conformance revision

August 31, 2015 mandatory changes

August, 2016 editorial and conformance revision

September, 2016 editorial and mandatory conformance revision

October, 2016 mandatory change to Article IV Section 4 Dues

June 5, 2017

June 16, 2019