BYLAWS

OF

AAUW Florida Supporting Foundation, Inc.

ARTICLE I. NAME AND GOVERNANCE

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) Florida Supporting Foundation, Inc, hereinafter known as the “Affiliate.”

**Section 2.** Affiliate**.** AAUW Florida Supporting Foundation, 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.** 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

SPECIFIC ARTICLES OF AAUW FLORIDA SUPPORTING FOUNDATION, INC

**ARTICLE I NAME**

The name of the organization is AAUW Florida Supporting Foundation, Inc. (“Corporation”)

**ARTICLE II LOCATION**

The principal location of the Corporation shall be 123 Woodbridge Drive, #202, Venice, FL 34293.

**ARTICLE III PURPOSE**

The Corporation is organized exclusivelyfor charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended or any subsequent Internal Revenue Law (the “Code”):

1. The Corporation is incorporated under the laws of the State of Florida toadvance equity for women and girls, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. Subject to the limitations set forth in Article IV, the Corporation may also engage in all other activities which are permissible by law.

**ARTICLE IV MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE V GOVERNANCE**

**Section 1.** **Management**

The function and government of the Corporation shall be vested in the Board of Directors (the “Board”) and the property, business and affairs of the Corporation shall be managed under the Board’s direction.

**Section 2.** **Number and Appointment of Directors**

The initial Board shall be composed of three (3) directors who shall be appointed by the AAUW Florida Board. After the initial Board, the Board shall consist of three (3), five (5) or seven (7) directors, all appointed by the AAUW Florida Board.

**Section 3.** **Term**

(a) Each Director of the Board will be appointed by the AAUW Florida Board for a term of two years.

(b) AAUW Florida Board may choose to reappoint them for another term of two years or until their successors have been duly selected and appointed.

(c) Each Director of the Board may be appointed for a maximum of five two-year terms, consecutively or otherwise.

**Section 4.** **Qualifications**

An individual’s willingness and ability to participate actively, expertise and experience in strategic planning, management and/or community relations shall be considered in the appointment of the Directors to the Board.

**Section 5.** **Absence of Potential Financial Conflict Relationships.**

Under no circumstances may any Board Director (or spouse or other immediate family member) have any business dealings with the Corporation, except that this provision shall not prohibit an individual, while serving as a Board Director, from (a) serving as director or employee of a financial institution in which the Corporation invests its funds or (b) performing or providing services to the Corporation for no compensation.

**Section 6.** **Removal of a Director**

The Chair of the Board can be removed only by AAUW Florida Board for lack of attendance at Board meetings, for not carrying out the duties of the Chair and/or for not disclosing conflict of interest in the affairs of the Corporation. Any Director of the Board may be removed for unexcused absence at meetings, not carrying out the duties and/or disclosing conflict of interest by the affirmative vote of a majority of the Directors then in office present and voting at a meeting of the Board at which quorum is present. Quorum is present when a majority of Board Directors are at the meeting.

**Section 7. Vacancies**

Vacancies among the appointed Directors of the Board shall be filled as provided for in Article V, Section 2. Directors so appointed shall hold office for the remainder of the term of the director whose death, resignation or removal created the vacancy. Such appointment shall not constitute a term.

**Section 8.** **Compensation**

Board Directors shall not receive any compensation for their services; however, they may be authorized to receive reimbursement for reasonable expenses incurred in connection with the business of the Corporation.

**ARTICLE VI MEETINGS**

**Section 1.** **Annual Meeting of the Board**

The annual meeting of the Board shall be held in March or April of each year, at a date, time and place designated by the Board, for the purpose of conducting business as may properly come before the Board.

**Section 2.** **Regular Meetings of the Board**

The Board shall hold regular meetings at least two times a year, at such place in the Corporation’s service area and at such times as may be designated by resolution of the Board. Business to be transacted at any regular meeting need not be limited to those matters set forth in the notice of meeting.

**Section 3.** **Special Meetings of the Board**

Special meetings may be called by the Chair of the Board or at the written request of at least two Directors of the Board.

**Section 4.** **Place and Notice of Board Meetings**

Directors shall be given notice of all meetings of the Board. Such notice shall set forth the time and place of the meeting. Such notice shall be delivered to each Board Director either personally or by mail, email, telephone or telegram to the Director’s residence or place of business not less than forty-eight (48) hours prior to such meeting. Notice of any meeting of the Board may be waived by the execution of a written waiver of such notice, either before or after holding of such meeting, by any Board Director. Such waiver shall be filled with or entered upon the records of the meeting. The attendance of any Board member at any such meeting without protest at the commencement or upon the Board member’s arrival at or the Board member’s vote for or assent to action taken at the meeting shall be deemed to be a waiver by the Board member of notice of the meeting.

**Section 5**. **Quorum and Action**

A majority of the Directors then in office shall constitute the quorum for the transaction of business. However, in no event shall a quorum exist unless a majority of the Directors present are not disqualified persons as defined in Section 4946 of the Internal Revenue Code. The vote of a majority of the Directors present and voting at a meeting at which quorum is present shall be the act of the Board. After a quorum has been established at a meeting of the Board, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board at the meeting or any adjournment thereof. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of the adjournment.

**Section 6.** **Action without a Meeting**

Any action which may be taken at a meeting of the Board may be taken without a meeting if a

consent in writing setting forth such action is signed by all of the Directors and is filed in the minutes of the proceedings of the Board. Any such consent shall have the same effect as a unanimous vote.

**Section 7. Conducting Meetings Electronically**

All meetings can be held electronically and minutes should be recorded and filed for such meetings.

**ARTICLE VII COMMITTEES**

The Board may appoint one or more committees which do not exercise the powers of the Board, but shall act in supportive capacity.

1. Members of such committees need not be Directors of the Board.
2. Such committees shall be assigned a specific task to carry out the purpose of the Corporation.

**ARTICLE VIII Officers Responsibilities**

**Section 1.** **Officers**

The officers of the Corporation shall be the Chair of the Board, the Treasurer and the Secretary. The Board by resolution or consent of a majority of the Directors in office may request the Supported Organization, AAUW Florida, to appoint additional directors as it shall deem necessary.

**Section 2.** **Chair of the Board**

1. The Chair of the Board shall preside at all meetings of the Board and shall coordinate all activities of the Corporation.
2. The chair shall sign all contracts and other official documents for the Corporation.
3. The Chair shall exercise all other duties assigned to the Chair under these Bylaws.
4. The Chair of the Board shall be an *ex officio* member of all Board Committees.

**Section 3.** **Secretary**

a. The Secretary shall serve as secretary of the Board and keep minutes of all its meetings.

b. The Secretary shall be the custodian of all records and reports of the Corporation, all committees and the corporate seal.

**Section 4.** **Treasurer**

1. The Treasurer shall be in charge of the funds of the Corporation, shall make such reports of receipts and expenditures as required by the Board and shall further make an annual report of such funds to the Corporation at its annual meeting.
2. The treasurer shall be responsible for filing the necessary forms and reports required by the Florida Department of Corporations and the Internal Revenue Service for a 501 (c) (3) Corporation. This responsibility shall be carried out on a timely basis.

**ARTICLE IX INDEMNIFICATION**

**Section 1.** **Coverage**

Any person who at any time serves or has served as a director or officer of the Corporation, or in such capacity at the request of the Corporation for any other Corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expense, including reasonable attorney’s fees actually incurred by the person in connection with any threatened, pending or completed action, suit or proceedings and any appeal thereof, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold the person liable by reason of the fact that the person is or was acting in such capacity, and (b) reasonable payments made by the person in satisfaction of any judgment, money decree, fine (including, without limitation, an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which the person may have become liable in any such action, suit or proceeding. Notwithstanding anything to the contrary above, the Corporation shall not indemnify or make any payment to any such person in connection with any claim made against them if upon a two-thirds (2/3) vote of the Board(determined without counting the affected director(s)), the Board decides not to indemnify due to dishonesty, intentional tort or criminal action by an officer or director.

**Section 2. Payment**

Expenses incurred by such person may be paid in advance of the final disposition of such investigation, action, suit or proceedings upon receipt of any undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation under the laws of the State of Florida.

**Section 3. Evaluation**

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay indemnification required by this Article IX, including without limitation, to the extent needed, making good faith evaluation of the manner in which the claimant for indemnity acted and of the amount of indemnity due such a person and giving notice to, and obtaining approval by the Corporation.

**Section 4.** **Consideration**

Any person who at any time after the adoption of this article VII serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which a person may be entitled apart from the provision of this Article VII. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification.

**Section 5.** **Insurance**

The Corporation shall have the power, by resolution of the Board, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, against any liability asserted such and incurred by such person in such capacity, or arising out of such person’s status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

**Section 6. Non-Exclusivity of Rights**

The right of indemnification hereinabove provided shall be in addition to other rights of indemnification permitted by applicable law, and shall not be exclusive of any rights to which any such director, officer, employee or agent may otherwise be entitled under any Bylaw, agreement, vote of the Board of Directors or otherwise with respect to any liability or litigation expenses arising out of such person’s activities in such capacity.

**ARTICLE X FISCAL PROVISIONS**

**Section 1.** **Fiscal Year**

The fiscal year of the Corporation shall end on December 31 of each year.

**Section 2**. **Depositories**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may designate.

**Section 3. Disbursement of Funds**

The Corporation, upon dissolution, shall disburse funds to AAUW, 501 (c) (3) organization, and/or for such projects, programs or other activities as are determined by the Corporation Board and which are consistent with the purpose of the Corporation as set forth in in the Corporation’s Articles of Incorporation.

**Section 4.** **Checks, Drafts, Notes, Etc.**

All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the treasurer of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

**Section 5.** **Corporate Seal**

The Corporation may have a corporate seal, circular in form and mounted upon a metal die, suitable for impressing the same upon paper and inscribed thereon the name of the Corporation and the words “Corporate Seal, Florida”.

**ARTICLE XI AMENDMENTS**

Except as provided herein, the Bylaws may be amended, altered or repealed by the Board by a majority vote of the entire Board at any regular or special meeting of the Board:

1. Nomination of Directors by AAUW Florida Board.
2. Purpose of the Corporation as stated in its Articles of Incorporation.
3. The Corporate Seal.

**ARTICLE XII CONFLICT**

It will not be deemed to be a conflict of interest for any of the Board Directors of the Corporation to be officers, employees, agents, contractors, subcontractors to work for, or sell goods to, perform services to, or be board members of other organizations or companies.

Accepted on 09/30/17 by Electronic vote

Signed by

Secretary