

BYLAWS August 7, 2025
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. This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

ARTICLE IV. MEMBERS OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

Section 2. Member Qualification. a. Individual Members.

(i.) Eligibility. An individual holding an associate (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 institution located outside of the United States, as determined by the 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(ii.) 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.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

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 of Members.

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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days

in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

(i.) Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(ii.) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

Section 5. Membership Decisions.

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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. An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates’ needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate’s bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate’s state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

- c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this 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 in the state of Florida.

ARTICLE III PURPOSE

The Corporation is organized exclusively for 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 to advance 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. There is an expectation that Board members will support Foundation and Projects through financial resources and/or time, both commensurate with personal abilities.

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 Foundation 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 by the AAUW Florida Board 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 filed 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. Conducting Meetings Electronically

Any meeting of the Foundation or its committees may be conducted in whole or part by electronic means as long as all persons participating, whether in person or electronically, may hear each other and communicate in real time. Participation in an electronic meeting constitutes attendance and any official actions shall be recorded in minutes.

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.

- a. Members of such committees need not be Directors of the Board.
- b. 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 Vice Chair, the Treasurer, the Secretary and the Director(s) at large. 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. Officers shall be selected by the Foundation Board at the Foundation Annual Meeting, or when a vacancy occurs,

Section 2. Chair of the Board

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

Section 3. Vice Chair

- a. Act in the absence of the Chair.
- b. Other duties as assigned.

Section 4. 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 5. Treasurer

- a. 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.
- b. 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.

Section 6. Director(s) at Large

- a. Duties as assigned.

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:

- a. Nomination of Directors by AAUW Florida Board.
- b. Purpose of the Corporation as stated in its Articles of Incorporation.
- c. 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

AMENDED JAN ... 2023
Mandatory and Amended Sept 30, 2024
Amended August 7, 2025