

**BYLAWS
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
LA CROSSE, WISCONSIN BRANCH**

ARTICLE I: NAME AND GOVERNANCE

Section 1: Name.

The name of this organization shall be the La Crosse, Wisconsin, branch of AAUW.

Section 2: Governance.

The AAUW Bylaws shall govern this branch in all practices. The bylaws of this organization shall in no way conflict with the AAUW Bylaws.

ARTICLE II: PURPOSE

The purpose of this branch shall be to further AAUW's mission to advance equity for women and girls through advocacy and education, philanthropy and research.

ARTICLE III: USE OF NAME

Section 1: AAUW policy.

The policies and program of AAUW shall be binding on all members and the branch, and no member nor branch 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 AAUW's name shall result in action taken in accordance with AAUW policy.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1: Membership.

- a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who paid dues (national plus state plus branch dues), are eligible to be admitted to membership in this branch. 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 branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.
- b. A member at large (MAL) of AAUW may become a member of the branch upon payment of branch (and state) dues.
- c. 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 AAUW policies and procedures.
- d. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW and state and branch boards of directors. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote or hold office.

Section 2: Dues.

- a. Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 30 days prior to the meeting.
- b. Paid life members of AAUW, as defined in the AAUW bylaws, are required to pay branch dues to become members of the branch.
- c. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW (national, state and branch) dues. (~~Note: Include state and branch as applicable.~~)
- 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 branch meetings without vote.
- e. New members may join at any time. Dues are payable upon joining. The national and state portions of the dues paid by new members for less than a full year are determined by the AAUW and state policy. The branch board of directors may set a reduction in branch dues.
- f. Payment of additional dues may be waived for a transferring member whose current dues have been paid to another branch.

ARTICLE V: FINANCIAL ADMINISTRATION

Section 1: Fiscal year.

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

Section 2: Financial policies.

The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual fiscal review.

Section 3: Budget.

The board shall adopt an annual budget for presentation to the branch.

ARTICLE VI: PROPERTY

Section 1: Title.

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

Section 2: Dissolution of branch.

In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

ARTICLE VII: LOSS OF RECOGNITION

The provisions and conditions under which a branch may lose recognition are found in Article XI, Section 3, of the AAUW bylaws.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

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

ARTICLE IX: OFFICERS

Section 1:

There shall be officers or co-officers to fulfill the functions of administration, program, membership, public policy, finance, fund-raising and communications.

Section 2:

The elected officers shall be a president, or official representative, ~~a vice president- for program, a vice-president-membership, a vice-president-finance, and a secretary. and treasurer or secretary/treasurer.~~

Section 3:

The appointed officers ~~shall~~ ~~may~~ be ~~an~~ ~~a~~ ~~La Crosse Branch Foundation Secretary/Treasurer,~~ historian, a parliamentarian(→) and bylaws coordinator, media coordinator, Legal Advocacy Fund Coordinator, a newsletter coordinator, a public policy coordinator, and other such officers as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the president with the approval of the executive committee.

Section 4:

~~Elected and appointed o~~Officers shall serve for a term of ~~one~~ ~~two~~ years, or until their successors have been elected or appointed and assumed office ~~or until their resignation or removal. An officer can be removed by a vote of 2/3 of the total Board of Directors.~~ The term of each officer shall begin on ~~January~~ ~~July~~ 1. ~~Appointed officers shall serve for two (2) years.~~

Section 5:

No elected ~~or appointed~~ officer shall be eligible to serve more than two consecutive terms in the same office. ~~No appointed officer shall be eligible to serve more than two (2) consecutive in the same office terms.~~ ~~The terms of office may be waived with unanimous approval of the board.~~

Section 6:

The incoming president may call a meeting of the incoming officers prior to July 1.

Section 7:

A vacancy in office, ~~excluding the president,~~ shall be filled for the unexpired term by the board of directors. ~~A vacancy in the office of president shall be filled by the president-elect or by the vice presidents in the order listed in Section 2.~~

ARTICLE X: DUTIES OF OFFICERS

Section 1: Officers shall perform the duties prescribed by these bylaws, branch policies, and by the most recent edition of *Robert's Rules of Order, Newly Revised*.

Section 2: ~~All~~ Officers shall submit an annual written or electronic report to the president **at the request of the president**.

Section 3: The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and the state.

Section 4: The vice presidents shall perform such duties as the president and board shall direct.

Section 5: The secretary shall record and keep minutes and all business and special meetings.

Section 6: The ~~treasurer~~ **vice president-finance** shall be responsible for collecting, distributing, and accounting for the funds of the branch. The ~~treasurer~~ **vice president-finance** shall collect dues and properly remit them to AAUW and the state by the specified deadline. The ~~treasurer~~ **vice-president-finance** shall send moneys for the ~~Education Foundation~~ **AAUW Funds**, including the Legal Advocacy Fund, by the specified deadlines ~~and shall keep separate ledgers for each type of account.~~

Section 7: The secretary-treasurer of the La Crosse Branch AAUW Foundation shall receive funds raised for fellowship and scholarship giving, maintaining all records of the foundation and file all necessary reports.

ARTICLE XI: NOMINATIONS

Section 1: There shall be a nominating committee of three (3) members. ~~of whom one shall be elected by the branch members at a regularly scheduled branch meeting. It shall consist of, (a) the president, past president and a member appointed by the president with the approval of the board of directors, or (b) members chosen at the discretion of the board. One may be elected by the board of directors. One of the committee shall be appointed chair.~~

Section 2: The term of a committee member shall be one year. Members shall serve no more than three (3) consecutive terms.

ARTICLE XII: ELECTIONS

Section 1: The names of the nominees shall be published and sent to every member at least fourteen days before the annual meeting.

Section 2: Nominations shall be made from the floor with the consent of the nominee.

Section 3: All elections shall be held at the annual meeting.

Section 4: Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

ARTICLE XIII: ROTATION OF OFFICE

Section 1: The secretary **and** vice president for membership ~~and secretary-treasurer~~ of the La Crosse Branch AAUW shall be elected in even numbered years.

Section 2: The **president and** vice president(s) for programs and finance shall be elected in odd numbered years.

ARTICLE XIV: BOARD OF DIRECTORS

Section 1: The board of directors shall include the elected and appointed officers of the branch and such others deemed necessary.

Section 2: The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and the state.

Section 3: Meetings of the board shall be held at least eight (8) times per year. Special meetings may be called by the president and shall be called upon the request of two-thirds of the members of the board. Notice of a special meeting shall be sent to the membership at least seven (7) days before the meeting.

Section 4: The quorum of the board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the board.

GENERAL MEMBERSHIP MEETINGS

ARTICLE XV: ~~EXECUTIVE COMMITTEE~~

Section 1: There shall be at least seven (7) general membership meetings each year.

Section 2: The general membership meeting held in April shall be designated the annual meeting, the exact date, time and place to be determined by the board.

Section 3: The annual meeting shall be to conduct business including but not limited to hearing officers' reports, reviewing the budget and the financial report, electing officers, establishing dues, amending bylaws, and giving directions to the board.

Section 4: Special meetings may be called by the president or shall be called by the president on the written request of 25% of the voting members of the board of directors or 10% of the branch membership.

Section 5: The quorum shall be 25% of the branch membership if there are 200 members minimum and 10% if there are under 200 members.

ARTICLE ~~XVII~~ XVI: COMMITTEES

Section 1: ~~Standing c~~ Committees shall be program, membership, public policy, finance, Educational Foundation, bylaws, communications, and special projects. **to support the projects and missions of the branch may be formed at the discretion of the board.**

Section 2: Standing committees shall be appointed by the president for a term of two (2) years.

ARTICLE ~~XVIII~~ XVII: INDEMNIFICATION

Every member of the board may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch board, 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 branch board approves such settlement and reimbursement as being in

the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

ARTICLE ~~XIX~~ XVIII: AMENDMENTS TO THE BYLAWS

Section 1: AAUW mandated amendments.

Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by state law or its articles of incorporation.

Section 2: Prior approval.

All other proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

Section 3: Branch vote.

Provisions of these bylaws not governed by the AAUW bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting, provided written notice shall have been sent to the members at least thirty days prior to the meeting. ~~Recommend using same notice as in Article IV, section 2a.~~

ARTICLE ~~XX~~ XIX: LA CROSSE BRANCH AAUW FOUNDATION

The branch shall maintain the foundation of the La Crosse, Wisconsin, Branch of the AAUW. The purpose shall be to further the higher education of women by contributing to the Fellowship Endowment Fund of the Educational Foundation of AAUW, by awarding scholarships to local students and promoting cultural programs as provided in the Articles of Incorporation of the Foundation.

Bylaws revised:

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|-------------------|--------------------|-------------------|
| January 16, 1963 | November 10, 1975 | November 4, 1978 |
| February 1, 1964 | April 22, 1976 | September 4, 1979 |
| January 16, 1966 | September 20, 1977 | April 12, 1980 |
| February 25, 1970 | | December 12, 1981 |
| November 24, 1971 | | March 9, 1982 |
| January 29, 1972 | | December 5, 1983 |
| March 12, 1974 | | December 9, 1985 |

April 11, 1987
November 11, 1987
November 6, 1989

November 4, 1991
December 1995
May 5, 2001
November 21, 2005
October 12, 2009