

**MEDINA COUNTY BRANCH, AAUW/OHIO**  
**BYLAWS**  
**REVISED AS REQUIRED May, 2012**  
(To Be Reviewed by Membership on May 24, 2012)  
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**BYLAWS OF THE MEDINA COUNTY OHIO BRANCH**  
**THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)**

**ARTICLE I. NAME AND GOVERNANCE**

Section 1. Name. The name of this organization shall be the Medina County Branch of AAUW, hereinafter called the branch.

Section 2. Governance. The AAUW Bylaws shall govern this branch in all practices, and 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, education, philanthropy, and research.

**ARTICLE III. USE OF NAME**

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members, and no member 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. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual 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.

**ARTICLE IV. MEMBERSHIP AND DUES**

Section 1. Membership

a. Individual Member Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

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.

## 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 fourteen (14) days prior to the meeting.

## Section 3. Basis of Membership

a. A branch member is a national member who is also a member of the AAUW/Ohio and the Medina County Ohio Branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

## Section 4. Categories of Membership

a. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch and state dues to become members of the branch.

b. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW/Ohio and Medina County Branch dues.

c. 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.

d. New members may join at any time. Dues are payable upon joining. The national and AAUW/Ohio portion of the dues paid by new members for less than a full year is determined by AAUW and AAUW/Ohio policy. The branch board of directors may set a reduction in branch dues.

e. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

# ARTICLE V. NOMINATIONS AND ELECTIONS

## Section 1. Nominations

a. There shall be a nominating committee of three (3) members appointed by the president with the approval of the Board. The nominating committee shall be selected at least two (2) months prior to the Annual Meeting.

b. The term of service on the nominating committee shall be for one year for a maximum of two consecutive terms.

c. The names of the nominees for elected office shall be published and sent to every member at least fourteen (14) days prior to the annual branch meeting.

d. Nominations may be made from the floor with the consent of the nominee.

## Section 2. Elections

a. Elections shall be held at the annual branch meeting. Members who have joined at least 15 days before the meeting are eligible to vote.

b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.

c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article X, Section 5.

# ARTICLE VI. OFFICERS

## Section 1. Officers

a. The elected officers for the branch shall be: President, Program Vice President, Membership Vice President, Secretary, and Finance Officer.

b. The appointed officers shall be: Nominating Chair, Public Policy Chair, Public Information Chair, AAUW Funds Chair, Be WISE Camp Scholarship Committee Chair, Communications Chair, and Bylaws Chair. They shall be appointed by the president with the consent of the Board. The president may also appoint additional committee chairs, with the consent of the Board, as provided in the approved Board Policy Sheet.

c. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.

d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office.

e. All vacancies in office shall be filled for the unexpired term by the board with the exception of a vacancy in the office of president, which shall be filled by the Program Vice President.

f. Each office may be filled by an officer or co-officers.

g. The following officers shall be elected in even years: Vice President for Program and Finance Officer. The following officers shall be elected in odd years: President, Vice President for Membership, and Secretary.

## Section 2. Duties

a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by the current edition of Robert's Rules of Order Newly Revised.

b. The president shall be the official spokesperson and representative for the branch and shall be the contact person responsible for submitting such administration reports and forms as required by AAUW.

c. The vice presidents shall perform such duties as the president and the board shall direct, and as specified in branch policies and job descriptions.

d. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the branch and for meeting specific deadlines. The finance officer will be the contact person responsible for providing AAUW with financial reports.

e. The secretary shall record and keep minutes of all board, membership, and special meetings.

f. All officers and chairs shall submit annual reports to the president.

## ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and the following appointed officers: Nominating Chair, Public Policy Chair, Public Information Chair, AAUW Funds Chair, Be WISE Camp Scholarship Committee Chair, Communications Chair, and Bylaws Chair, The Board will include a Secretary or member other than the president and finance officer, who is designated to make available upon official request, the minutes of each meeting and Board meeting. The board may also include additional appointed officers as listed in the approved Board Policy Sheet.

Section 2. Administrative Responsibilities. The board shall have the power to administer affairs of the branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and AAUW/Ohio. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article IX, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least six (6) times a year at a time and place agreed upon by the board.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of five (5) members of the board provided that at least four (4) days notice of such meeting and its agenda have been given to the members of the board.

Section 5. Quorum. The quorum for a meeting of the board shall be a majority of the voting board members. Co-officers shall be considered as one voting member of the board.

Section 6. Voting Between Meetings. Between meetings of the branch board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The votes must be (1) identified by voter, (2) the vote must be documented and specifically shared among all members of the board and (3) the record of each vote shall be in the minutes of the next board meeting.

Section 7. Removal From Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

## ARTICLE VIII. COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with consent by the board.

Section 2. Purpose. With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

## ARTICLE IX. 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 financial review.

Section 3. Budget. The board shall adopt an annual budget for presentation to the branch.

## ARTICLE X. MEETINGS

Section 1. Annual Meeting. The branch shall hold an Annual Meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the month of May.

Section 2. Membership Meetings. The branch shall hold at least six (6) meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of five (5) members of the board or fifteen (15) percent of the branch membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the branch at least ten (10) days prior to the meetings.

Section 5. Quorum. The quorum shall be fifteen (15) percent of the branch membership.

## ARTICLE XI. PROPERTY AND ASSETS

Section 1. The title to all property, funds, and assets is vested in the Medina County Ohio Branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of AAUW/Ohio or the termination of its affiliation with AAUW, all assets of the Branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

## ARTICLE XII. LOSS OF RECOGNITION

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

## ARTICLE XIII. 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 AAUW/Ohio.

#### ARTICLE XIV. INDEMNIFICATION

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

#### ARTICLE XV. 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 fourteen (14) days prior to the meeting.

Reviewed by Board: May 7, 2012