

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
SPRINGFIELD, ILLINOIS, BRANCH
Revised November 2022

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Springfield, Illinois, Branch, hereinafter called the “Affiliate”.

Section 2. Affiliate. The AAUW Springfield, Illinois, Branch 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. 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 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.
- b. 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. ADDITIONAL MEMBERSHIP AND DUES PROVISIONS FOR THE SPRINGFIELD, ILLINOIS, BRANCH

Section 1. Life Membership. Any Member who pays AAUW, state, and branch dues for fifty years shall become an Honorary Life Member who is exempt from the payment of all such dues. Any Member who becomes exempt from AAUW annual dues by becoming a paid Life Member under Article IV, Section (4)(a), shall pay applicable state and branch dues annually. However, after the payment of applicable state and branch dues for fifty years, a paid Life Member shall become an Honorary Life Member who is exempt from the payment of all such dues.

Section 2. Dues. The total annual dues for members of the Springfield, Illinois, Branch shall include the amounts established by AAUW and by AAUW-IL, Inc., as well as Branch-specific dues. Branch-specific dues shall be fixed by a two-thirds vote of the members present at an annual Branch meeting at which a quorum is present and voting, upon recommendation of the Branch Board of Directors, and shall include a subscription to the Branch newsletter. It shall be the policy of the Branch to collect Branch dues from the representatives appointed by College/University Members who wish to be members of the Branch and to collect and forward any dues set for these Members by AAUW-IL, Inc.

Section 3. Reciprocity. An individual who has paid dues to another AAUW Affiliate for the current period may transfer membership to the Springfield Branch without payment of additional dues.

ARTICLE IX. FINANCE

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin July 1.

Section 2. Payment of Dues.

- a. Renewing members. Dues of all continuing members are payable on or before July 1.
- b. New members. Dues of new members may be paid at any time and shall be forwarded to the AAUW and State treasurers.

Section 3. Budget. The annual budget shall be adopted by the Board of Directors for presentation at the annual meeting. No expenditure over amounts provided in the budget shall be incurred by the Branch except upon approval by the Board of Directors.

Section 4. Policy and Procedures. The Board of Directors shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

Section 5. Fiscal Controls. The Branch shall provide for such annual control and annual financial review of its funds as are necessary for their safekeeping and complete accounting.

ARTICLE X. OFFICERS

Section 1. Officers shall perform the duties as prescribed by these bylaws, by Springfield Branch policies, and by the current edition of *Robert's Rules of Order, Newly Revised*. All officers, whether elected or appointed, shall be members of AAUW.

a. Elected Officers. The Branch's elective positions shall be President, Program Vice President, Membership Vice President, Treasurer, Recording Secretary, Public Policy Director, Nominating Committee Chair, and AAUW Funds Director. The position of President may be held by two Co-Presidents; either or both positions of Vice President may be held by Co-Vice Presidents; the position of Public Policy Director may be held by two Co-Directors; and the position of AAUW Funds Director may be held by two Co-Directors. When referring to these individuals, the singular shall be understood to mean the plural where applicable.

b. Appointed Officers. The appointed officers of the Branch shall be the Interest Group Coordinator, Parliamentarian, College/University Relations Chair, Diversity, Equity and Inclusion Director, Communications Director, and AAUW Funds Director. The President is responsible for making these appointments, which shall be made with the approval of the Executive Board.

Section 2. Duties of Elected Officers

a. President. The duties of the President are as follows:

- (1) be the official representative of the Branch in the activities of the AAUW on all levels;
- (2) submit a list of the incoming and continuing Branch officers and chairs to the President of the State and to the AAUW executive director no later than June 1;
- (3) submit all annual reports as required by AAUW and State;
- (4) be responsible for bringing the Branch bylaws into conformity with the AAUW Bylaws after each AAUW vote and for submitting the amended bylaws for review to the chair of the State committee on bylaws by the date specified following the biennial AAUW vote;
- (5) be responsible for bringing Branch bylaws into conformity with the State bylaws after a State convention;
- (6) preside at all meetings of the Branch, the Board of Directors, and the Executive Board;

- (7) serve as a non-voting member of all task forces and committees except the nominating committee;
 - (8) call special meetings of the Branch in accordance with provisions of the bylaws; and
 - (9) appoint, with the approval of the Executive Board, all appointive officers, the chairs of all task forces, and the chairs of all committees except the chair of the Nominating Committee, who is elected according to Article X, and those chairs of standing committees specified in this Section 2 or in Article XII, Section (1).
- b. Vice Presidents. There shall be two vice presidents of the Branch. One vice president shall serve as chair of the committee on program development, and one shall serve as chair of the committee on membership.
- (1) Program Vice President. The Program Vice President shall serve as chair of the committee on program development and shall also perform the following duties:
 - (a) preside at meetings in the absence of the President and act in the absence or disability of the President; and
 - (b) perform such other duties as are requested by the President or the Board of Directors.
 - (2) Membership Vice President. The Membership Vice President shall serve as the chair of the committee on membership development and shall also perform the following duties:
 - (a) preside at meetings in the absence of the President and Program Vice President;
 - (b) under the supervision of the Treasurer collect all dues not paid electronically, ensure their deposit or their delivery to the Treasurer; and
 - (c) perform such other duties as are requested by the President or by the Board of Directors.
- c. Recording Secretary. The duties of the Recording Secretary, with assistance if necessary, are as follows:
- (1) record and keep in custody the minutes of all meetings of the Branch, the Board of Directors, and the Executive Board, except that another member of the Branch shall be appointed to take minutes in the Recording Secretary's absence;
 - (2) have available for reference at all meetings a copy of the Branch bylaws and a list of its officers, task force and committee chairs, and members;
 - (3) have charge of such correspondence of the Branch as is delegated by the President or by the Board of Directors;
 - (4) keep on file all communications received and copies of all letters sent; and
 - (5) perform such other duties as are requested by the President or by the Board of Directors.

d. Treasurer. The duties of the Treasurer are as follows:

- (1) forward all dues collected for AAUW members to the AAUW treasurer, and all State dues to the State treasurer, in a timely manner;
- (2) transmit to AAUW all applications, with dues, made to the Branch by those who qualify for membership under the AAUW bylaws;
- (3) receive all monies due the Branch;
- (4) pay all bills provided for in the budget or verified by the President;
- (5) keep a proper set of books;
- (6) submit a financial report at the annual meeting of the Branch, at regularly scheduled board meetings, and at such other times as requested by the Board of Directors;
- (7) serve as chair of the budget committee;
- (8) present the books for an annual financial review.

e. AAUW Funds Director. The duties of the AAUW Funds Director are as follows:

- (1) oversee the conduct of all activities approved by the Board of Directors and implemented by the Branch to raise money for AAUW Funds and for local scholarships and awards and, with such assistance as may be necessary from the members of the Executive Board, recruit a chair or co-chairs for each such activity;
- (2) provide a financial report on all such fund-raising initiatives to the Branch at its annual meeting and to the Board of Directors at each scheduled board meeting or as needed.

f. Public Policy Director. The duties of the Public Policy Director are as follows:

- (1) share with Branch members information related to federal and state legislative initiatives that are relevant to issues of interest to AAUW;
- (2) plan and implement a Branch activity or program annually, which shall address a public policy topic that reflects AAUW priorities; and
- (3) initiate any action on the part of the Branch that is appropriate to the achievement of an AAUW or state public policy objective.

Section 3. Vacancies. A vacancy in the office of President shall be filled by the Vice Presidents in the order listed in Article X Section 2b. A vacancy in any other office shall be filled for the unexpired term by presidential appointment with approval of the Board of Directors.

Section 4. Tenure. All officers shall take office on July 1. Elected officers, except the Nominating Chair, shall serve two-year terms or until their successors are elected and assume office. The Nominating Chair shall serve a one-year term. A member shall be elected to the same position for no more than two

consecutive terms. Appointed officers shall serve one-year terms and may be appointed to successive terms in the same position without limitation.

Section 5. Rotation. The President, Membership Vice President, Recording Secretary, and Public Policy Director shall be elected in even-numbered years. The Program Vice President, Treasurer, and AAUW Funds Director shall be elected in odd-numbered years.

Section 6. Nominations. The nominating committee shall present a list of nominees to the membership in the month prior to the election. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

Section 7. Removal. Section 108.35 of the (Illinois) General Not for Profit Corporation Act governs how directors may be removed from office. Under that Section, removal of any director requires a vote by the body that elected or appointed that director and a two-thirds majority of the votes cast at a meeting where a quorum is present. For purposes of the Springfield Branch, therefore, removal of an appointed officer shall be by vote of the Executive Board and removal of an elected officer shall be by vote of the general membership. Notice of any meeting where a vote on removal is to take place shall conform to the requirements of Section 107.15 of the Act.

ARTICLE XI. BOARD OF DIRECTORS AND EXECUTIVE BOARD

Section 1. Board of Directors.

- a. Membership. The Board of Directors shall be composed of the elected and appointed officers as listed in Article X, Section 1, except that the chair of the Nominating Committee shall not serve on the Branch's Board of Directors.
- b. Duties. The duties of the Board of Directors are as follows:
 - (1) carry on the business of the Branch in conformity with the policies and program of AAUW.
 - (2) be subject to the orders of the Branch and none of its actions shall conflict with action taken by the Branch.
 - (3) have the general power to administer the affairs of the Branch between Branch meetings and report its actions to the Branch.
 - (4) submit the annual budget to the Branch at the annual meeting.
 - (5) recommend to the Branch establishment of additional committees and task forces.
- c. Meetings. Meetings of the Board shall be held monthly except in the month of July. Special meetings may be called at any time by the President or upon written request of two members of the Board of Directors or five members of the Branch.
- d. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Section 2. The Executive Board.

- a. Membership. The Executive Board shall be composed of the President, the Program Vice President, the Membership Vice President, the Treasurer, and the Recording Secretary.
- b. Duties. The Executive Board shall:
 - (1) have emergency power to act for the Board of Directors between meetings of the Board.
 - (2) provide such control of funds as is necessary to assure their safekeeping and complete accounting.
 - (3) provide such assistance as the Branch's AAUW Funds Director may require in identifying and recruiting chairs or co-chairs for the activities conducted by the Branch to raise money for AAUW Funds and for local scholarships and awards.
 - (4) perform such other duties as the Board of Directors may deem necessary.
- c. Meetings. Meetings of the Executive Board shall be held on the call of the President or three of its members. Prior to July 1, the incoming President may seek the incoming Executive Board's approval for appointments and input on plans for the following year.
- d. Quorum. A majority of the members of the Executive Board shall constitute a quorum.

ARTICLE XII. COMMITTEES

Section 1. Standing Committees.

- a. The Branch standing committees shall include at least Budget/Finance, AAUW Funds, Membership, Program Development, and Public Policy. Each standing committee shall be composed of a chair and members selected by the chair.
- b. Composition and Function.
 - (1) The Committee on AAUW Funds, chaired by the AAUW Funds Director, shall be responsible for funding and implementing programs established by AAUW, as well as local scholarships and awards established by the Branch. The AAUW Funds Director shall be responsible for giving a financial report at the annual Branch meeting and to the Board at every regularly scheduled meeting.
 - (2) The Budget/Finance committee, chaired by the Treasurer, shall develop a budget, monitor and recommend financial policies.
 - (3) The committee on Membership, chaired by the Membership Vice President, shall be responsible for Branch membership recruitment and orientation to the purpose and program of AAUW.
 - (4) The committee on Program Development, chaired by the Program Vice President, shall consider the program initiatives of AAUW and shall recommend to the Branch the selection of issues to be implemented. It shall provide policy guidance for the

continuing program concerns of the Branch and shall also consider future AAUW program issues.

(5) The committee on Public Policy, chaired by the Public Policy Director, shall be responsible for education of members on public policy issues in the Branch.

c. There shall be such additional standing committees as deemed necessary by the Branch upon recommendation of the Board of Directors.

Section 2. Special Committees. There shall be such special committees as deemed necessary by the Board of Directors.

Section 3. Nominating Committee. The Nominating Committee shall be composed of five members as follows:

- a. the elected chair; and
- b. two last-term members of the Board of Directors and two members at large nominated by the present Board of Directors and elected by the membership at the first Branch meeting after July 1.

Section 4. Chairs. The chairs of all committees except the Nominating Committee and the standing committees whose chairs are specified in Section 1 of this Article XII shall be appointed by the President with the approval of the Executive Board. Chairs shall select the members of their committees in consultation with the President. Chairs serve as channels of communication in their respective fields with the State and AAUW chairs and shall make such reports as their counterparts request.

ARTICLE XIII. BRANCH MEETINGS

Section 1. Meetings; Notice. Written notice of each Branch business meeting, other than a special meeting, shall be provided to the members by means of the *Branchline* no fewer than five days prior to the date of the meeting. The notice shall include the date, time, and location of the meeting.

- a. Annual Meeting. The annual meeting of the Branch shall be held in May or June and shall be for the purpose of electing officers, presenting the annual budget, receiving reports of officers, committees, and task forces, and for such other business as may properly arise. Voting on the proposed slate of officers shall be by ballot, and a majority of the votes cast shall be necessary for election. When there is but one nominee for an office, the vote may be taken by voice.
- b. Additional Regular Meetings. The Branch shall hold at least four regular business meetings a year in addition to the Annual Meeting.
- c. Special Meetings. Special meetings may be called by the President, by the Board of Directors, or by the written request of 10% of the members of the Branch. Notice of date, time, place, and the business to be brought before the meeting shall be sent by the Recording Secretary in writing to the members at least 10 days in advance. Only business for which the notice has been given shall be transacted.

Section 2. Quorum; Record Date. Ten percent of the members of the Branch who are eligible to vote shall constitute a quorum. The record date for eligibility shall be the day five days prior to the date of the meeting in each case. That is, to be eligible to vote at a given Branch meeting, an individual shall be required to have attained membership at least five days prior to the date of that meeting.

ARTICLE XIV. INDEMNIFICATION

The directors and all officers or other appointed representatives of the American Association of University Women, Springfield, Illinois Branch may be indemnified and their liability shall be limited to the fullest extent authorized by Illinois law, unless adjudged therein to be liable for negligence or misconduct in performance of their duties.

ARTICLE XV. AMENDMENTS TO BRANCH BYLAWS

Provisions of these bylaws not governed by the AAUW bylaws may be amended by a 2/3 vote of those present and voting at any regular meeting of the Branch at which a quorum is present and voting, providing notice of the proposed amendments shall have been given at the previous regular meeting or published in the *Branchline* prior to the meeting at which the amendment is to be acted upon.

ARTICLE XVI. NONDISCRIMINATION

AAUW opposes all forms of discrimination, supports constitutional protection of all individuals and commits to fighting for justice, long-term and lasting change, standing in solidarity against racism.

AAUW Bylaws revised November 10, 2022