

BYLAWS

AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF MINNESOTA (AAUW MN)

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name

The name of this organization shall be AAUW of Minnesota, hereinafter called AAUW MN.

Section 2. Governance

The Bylaws of AAUW MN shall in no way conflict with AAUW Bylaws.

ARTICLE II. PURPOSE

The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of AAUW MN shall be to further the AAUW mission, program, and policies within the state and promote, encourage, and coordinate the work of the branches within AAUW MN, as well as organize new branches.

ARTICLE III. USE OF NAME

Section 1. AAUW Policy

The policies and program of AAUW shall be binding on all members, branches and organizations; and no member, branch, or organization 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 Name policy shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership

A. All branches of AAUW within the boundaries of Minnesota shall be members of AAUW MN.

B. Individuals who meet the criteria for membership as described in AAUW

Bylaws Article IV are eligible to be admitted to membership in AAUW MN. The provisions set forth in this section are the sole requirement of eligibility and admission to membership. Refusal to admit an eligible person shall result in loss of recognition of the organization. The members shall be entitled to vote, hold office and participate in all activities and programs and receive the publications distributed to all members.

C. A member-at-large of AAUW residing within the boundaries of AAUW MN may become a member-at-large of AAUW MN upon payment of state dues.

D. A Minnesota college/university partner member of AAUW shall also be a college/university member of AAUW MN and shall be entitled to representation at all state meetings.

E. All undergraduate students enrolled in a regionally accredited educational institution shall be eligible for student affiliation. 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. Fees for student affiliates shall be established by the AAUW board of directors, the state board of directors, and the branch board of directors.

F. 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 the AAUW policies and procedures.

Section 2. Dues

A. The annual dues for AAUW MN members and members-at-large shall be determined by a two-thirds vote of the state convention upon recommendation of the board of directors of AAUW MN, provided notice has been given to the members sixty days prior to the meeting.

1. a. Each branch shall submit annual state dues for each member belonging to the branch to the state treasurer on or before July 1, and national dues to AAUW by the same date.

Said dues shall include a subscription to the state newsletter.

b. Alternative: A branch may choose to participate in the Membership Payment Program (MMP), sending national, state and branch dues all directly to AAUW.

2. Each branch shall submit annual state fees for each student affiliate of the branch with the amount established by the state board of directors. This amount shall include a subscription to the state newsletter.

3. All state AAUWs shall have a reciprocal membership policy.

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

4. College/university partner representatives shall pay no state dues.
5. A member at large belonging to AAUW MN shall pay annual dues, as established by a two-thirds vote of the state convention, to the state treasurer. This amount includes an annual subscription to the state newsletter. Dues are payable on or before July 1.
 - a. Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries AAUW MN, are required to pay annual state and branch dues.
 - b. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and state dues.
 - c. New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy.

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. AAUW MN 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 records review.

Section 3. Budget. The annual budget for AAUW MN shall be prepared by the finance committee and approved by the state board of directors prior to presentation for vote at the AAUW MN convention. The state board of directors shall have the authority to revise the budget within available income.

ARTICLE VI. OFFICERS

Section 1. Elected Officers. The elected officers of AAUW MN shall be a president; president-elect; vice presidents for program, membership, AAUW Funds, and public policy; secretary/historian; and treasurer. They shall be members of AAUW and a branch.

Section 2. Appointed Officers. Persons shall be appointed by the state president and ratified by the board of directors to fulfill the responsibilities of bylaws, finances, internal and external communications, and such other positions as shall be deemed necessary by the state president and board of directors to carry out the program of AAUW MN. They shall be members of AAUW and the state.

Section 3. College/University Representative. The College/University Representatives of AAUW MN may elect one of their members, who is an AAUW member, according to the working rules of their organization to serve as their representative on the AAUW MN board of directors. The representative shall be elected by the group in the fall in the odd-numbered years, be ratified by the AAUW MN board of directors at its January meeting, and shall take office July 1 of the even-numbered years.

Section 4. Terms of Office. Terms of office for elected and appointed officers shall begin on July 1 and , except for the president-elect, shall be for two years or until successors are elected or appointed and have assumed office. The president-elect shall serve for one year. No person shall be elected or appointed to the same office for more than two successive terms except the president who may not succeed herself, nor hold two offices at the same time. Outgoing elected and appointed officers shall assist with the post-convention transition to new officers prior to July 1. The incoming or continuing president may call meetings of the incoming executive committee and board of directors prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 5. Vacancies. A vacancy in any elected office, except that of president or president-elect, and a vacancy in the office of College/University representative shall be filled by the board of directors for the unexpired term with the board of directors having the power to determine when a temporary absence becomes a vacancy. A vacancy in the office of the president shall be filled for the unexpired term by the president elect in a year that we have one. In the other year, the executive committee, consisting of the elected officers of AAUW MN, shall appoint one of their members to fill the position. If a vacancy shall occur in the office of president-elect, that office shall remain vacant until the next state convention at which time the nominating committee shall submit a nominee for the office of president to be elected at that convention.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. Elected Officers.

- A. The president shall preside at all meetings of AAUW MN state convention, board of directors, and executive committee; shall appoint all persons to positions as prescribed in these bylaws; shall be personally, or by a designated substitute, the official representative of AAUW MN in the activities of AAUW; shall be responsible for submitting reports and forms as required by AAUW and shall personally, or by a designated substitute, represent the state in all work with other organizations and at meetings

and conferences.

- B. The president-elect shall work with the president, become acquainted with the functions of AAUW MN, and may be asked by the president to carry out specific duties.
- C. The vice presidents for program, membership, AAUW Funds, and public policy shall chair their respective committees and perform such other duties as the president and board of directors shall direct.
- D. The secretary/historian shall record minutes of the state convention, meetings of the board of directors and the executive committee, shall be responsible for collecting and preserving the historical record of AAUW MN and shall perform such other duties as the president the board of directors shall direct.
- E. The treasurer shall assume responsibility for the collection of all state dues and other monies due AAUW MN unless otherwise authorized by the AAUW MN board of directors or AAUW and shall serve as custodian of all funds, securities, and business papers.
- F. All elected officers shall perform the duties prescribed by these bylaws and by Robert's Rules of Order Newly Revised and listed in the AAUW MN Standing Rules.

Section 2. Appointed Officers. The duties of persons holding appointed offices shall be prescribed by the board of directors and listed in AAUW MN Standing Rules.

Section 3. College/University Representative. The duties of the college/university Liaison shall be prescribed in that organization's Working Rules and in AAUW MN Standing Rules.

Section 4. Reports. All persons holding elected and appointed positions shall submit written reports of their work to the state president, the board of directors, and the state convention or as prescribed in AAUW MN Standing Rules.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- A. There shall be a nominating committee of five members elected by the following procedure:
 - 1. Three members and one alternate, exclusive of board members, shall be presented by the current nominating committee to the state convention for approval as members of the nominating committee.
 - 2. Two members and one alternate, appointed if necessary, who have served one or more years on the state board of directors shall be elected by the board of directors at the first meeting of the fiscal year.

- B. The chair and assistant chair of the nominating committee shall be elected from five committee members by the board of directors at the first meeting of the board of the fiscal year.

Section 2. Nominations.

- A. Following guidelines outlined in AAUW MN Standing Rules, recommendations for nominees with vitae shall be submitted in writing to the chair of the nominating committee by a specified date. The chair shall report to the members of the committee all names received.
- B. The nominating committee shall present a slate of nominees to each branch as least sixty days prior to the Minnesota state convention.
- C. Nominations may be made from the floor at the time of the election provided the consent of the nominee has been obtained.

Section 3. Elections.

- A. The elected officers of AAUW MN and three members of the nominating committee and the alternate shall be elected at a state convention by the duly accredited convention delegates.
- B. The president-elect, vice presidents for program and public policy, and treasurer shall be elected in the odd-numbered years. The vice presidents for membership, AAUW Funds, and the secretary/historian shall be elected in even-numbered years. The president-elect shall automatically take office as president in the even numbered years.
- C. Elections shall be by ballot except when there is only candidate for an office, in which case a voice vote may be taken.
- D. A majority of the votes cast shall be necessary for election.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. Composition The AAUW MN board of directors shall include the elected and appointed officers and college/university liaison as listed in Article VI of these bylaws.

Section 2. Powers and Duties

A. State Administration

In accordance with AAUW MN Bylaws and convention action, the board of directors shall have the general powers to administer the affairs of AAUW MN and to initiate and carry out AAUW programs and policies. It shall act for AAUW MN between conventions. The board of directors may adopt standing rules to govern its proceedings. It shall also

- 1. Approve the proposed annual budget to be presented to the state convention for

vote;

2. Accept the financial records review report;
3. Recommend the proposed public policy program to the state convention for vote;
4. Recommend distribution of AAUW Funds for vote at the state convention;
5. Authorize expenditures of unallocated funds from the state treasury;
6. Approve the establishment of special committees or task forces;
7. Determine when a temporary absence in an elected office becomes a vacancy and approve a replacement for such vacancy except in the office of president or president-elect;
8. Assist the president with convention planning;
9. Approve the date, place, registration fee, local budget, and program for state conventions and workshops;
10. Provide for the election of the required members and chair and assistant chair of the nominating committee; and
11. Assign special duties as prescribed in the AAUW MN Standing Rules or as needed to members of the board of directors.

B. Branch Supervision

1. Creation

Upon recommendation of the AAUW MN president, the state board of directors shall have the authority to approve in writing the application by any group of graduates qualified to form a branch with the state under AAUW Bylaws.

2. Loss of Recognition of Branch

The conditions for loss of recognition of a branch are located in Article XI, Section 3, of the AAUW Bylaws.

Section 3. Meetings and Quorums

A. Regular meetings of AAUW MN board of directors shall be held at least twice a year at the call of the president. Time and place shall be designated by the president.

B. Special meetings of the board of directors may be called at any time by the president or at the written request of five members of the board provided at least ten days' notice of such meeting and its agenda shall have been given to the members of the board. Only that business for which notice has been given shall be transacted.

C. All meetings of the board of directors shall be open and may be attended by any members of AAUW MN at their own expense.

D. The quorum for a meeting of the board of directors shall be a majority of the members.

Section 4. Written Vote

In the interim between meetings of the MN board of directors, a written vote may be taken at the request of the president on any question submitted in writing, by telefax, or by email. Voting shall close, exclusive of days on which there is no mail delivery, five days after the question has been submitted. If a majority shall vote on a question sent to the members of the board of directors, the vote shall be counted and shall have the same effect as if cast at a meeting of the board of directors.

ARTICLE X. EXECUTIVE COMMITTEE

Section 1. Composition

The executive committee shall be composed of the elected officers of AAUW MN.

Section 2. Powers and Duties

The executive committee shall act for the board of directors in the interim between meetings of the board, except to assume such duties as are specifically delegated to the board of directors by these bylaws, shall perform such duties as may be assigned by the board of directors, and shall report to the board of directors on its activities and actions taken.

Section 3. Meetings and Quorum

- A. The executive committee shall meet on the call of the president or at the written request of three members of the executive committee.
- B. A quorum shall be a majority of the members of the executive committee.
- C. In the interim between meetings of the executive committee, a written or email vote may be taken at the request of the president on any question submitted in writing, by email or telephone. Voting shall close five days, exclusive of days on which there is no mail delivery, after the question has been submitted. If the majority shall vote on a question sent to the members of the executive committee, the vote shall be counted, and shall have the same effect as if cast at a meeting of the executive committee. After a written, telephone, or e-mail vote, the response will be submitted to the secretary as part of the official record and reported to the board at its next meeting.

ARTICLE XI. COMMITTEES

Section 1. Standing Committees

There shall be standing committees on, or persons concerned with, the work of appropriate AAUW standing committees related to program development, membership development, AAUW Funds, public policy, bylaws, finance, and such additional areas as deemed necessary by the state president and board of directors. Committees shall be chaired by the corresponding member of the board of directors with specific responsibilities prescribed in AAUW MN Standing Rules. With the approval of the board of directors, each standing committee shall cooperate with the appropriate AAUW committee and committees in the branches to initiate and promote projects of statewide and national scope. Committee members shall be selected by each committee chair in

consultation with the state president. Reports shall be submitted as requested by the state president, board of directors, state convention, or AAUW.

Section 2. Special Committees

There may be established such special committees and task forces as shall be considered necessary by the state president, board of directors, or convention. Chairs shall be appointed and responsibilities assigned by the state president and approved by the board of directors. Committee members shall be selected by each committee chair in consultation with the state president. Reports shall be submitted as requested by the president, board of directors, convention, or AAUW.

Section 3. Qualifications and Terms

A. Committee chairs shall be members of AAUW and the state. Those chairs elected to their positions shall also be members of a branch as prescribed in Article VI.

B. Members of standing and special committees and task forces shall be chosen for their experience and work in AAUW and/or their special aptitudes for the work of the committee.

C. Chairs of standing committees shall serve for a term of two years and shall be eligible for reappointment for one additional term in the same position unless the AAUW MN Standing Rules specify otherwise.

D. Terms for special committees and chairs shall be as specified by the state president or board of directors.

ARTICLE XII. RESPONSIBILITIES OF BRANCH OFFICERS TO AAUW MN

Section 1. Duties of Branch Presidents

The branch president shall:

(1) be the official representative of the branch in the activities of AAUW at all levels.

(2) send to the AAUW MN president the names and addresses of all elected and appointed officers and committee chairs no later than June 1 and report any changes of officers and chairs immediately to the state president and to AAUW.

(3) be responsible for updating branch bylaws after each AAUW convention and for submitting one copy for compliance review to the chair of the committee on bylaws by the date specified by AAUW following the biennial national convention.

(4) be responsible for updating branch bylaws after each state convention and submitting them by a specified deadline as instructed by the state board of directors.

(5) send, as requested, to the state nominating committee a list of candidates for elective offices and to the state president a list of candidates for appointive offices together with statements of their qualifications.

Section 2. Duties of Branch Treasurer

Unless otherwise authorized by the AAUW board of directors, the branch treasurer shall send state dues and fees to the state treasurer postmarked on or before July 1 and national dues to AAUW by the same date. Dues and fees received after July 1 for late renewals or for new members shall be forwarded immediately.

Section 3. Duties of Other Officers and Chairs

Branch officers and task force and committee chairs shall make reports as may be required by a member of AAUW MN board of directors or by a special committee chair.

ARTICLE XIII. MEETINGS OF AAUW MN

Section 1. Time, Place, and Notification

- A. AAUW MN shall hold at least one regular meeting each year, to be known as the state convention, to conduct the business of the state, including the election of officers and receiving of reports of officers and committee chairs.
- B. The time and place of the convention shall be determined by the board of directors.
- C. Special meetings may be called by the AAUW MN president or shall be called on the written request of a majority of the members of the board of directors. Only that business for which notice has been given shall be transacted.
- D. Notices of all state meetings shall be sent to all branches for notification of branch members, members of the state board of directors, college/university representatives, past state presidents, members-at-large who have paid state dues, state committee chairs, and the AAUW Office at least sixty days before the meeting.
- E. All state meetings shall be open and may be attended by any member of AAUW MN.
- F. If circumstances prevent the holding of a state meeting, the board of directors shall provide for the conduct of necessary business.

Section 2. Representation

- A. The voting body of any meeting of AAUW MN shall be composed of:
 - 1. State representatives, including the elected and appointed officers and chairs who are members of the board of directors and such sub-committee chairs as may be determined by the board of directors;
 - 2. One representative for each college/university partner member in the state.

3. Two delegates from each branch in the state with the additional representation of one delegate for every twenty-five members or major fraction thereof, not to exceed fifteen total delegates, as of February 1 of the current fiscal year. The president, a designee or an alternate selected by the branch, shall be one of the branch delegates.
 4. Member(s)-at-large delegate(s) appointed by the president on the basis of one delegate for each twenty-five paid members-at-large of the state, and
 5. Past Minnesota state presidents who are currently members of AAUW MN.
- B. A member of the voting body shall cast no more than one vote even though serving in more than one capacity.
- C. Non-voting members may speak to motions but shall not offer them or vote thereon. A member of one of the national organizations 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 state meetings without vote.
- D. Delegates representing two-fifths of the branches shall constitute a quorum for the state convention.

Section 3. Convention Organization

- A. For each state convention, there shall be established committees for credentials, convention standing rules, convention program, local arrangements, minutes condensing, and resolutions.
1. The chair of the credentials committee shall be the state administrative assistant who may select additional committee members. Duties shall be to:
 - a. Determine the branches eligible to send delegates and alternates in consultation with the chair of the committee on bylaws;
 - b. Implement advance registration of delegates and alternates including advance information to branches concerning the number of authorized delegates and alternates, eligibility requirements, credential blanks and instructions for their use, and deadlines for return to the committee;
 - c. Compile a list of elected delegates and alternates and verify their eligibility to vote;
 - d. Be responsible for advance registration arrangements and for registration at the state convention;
 - e. Prepare the credentials report for the opening session of the convention and for such other times as are required;
 - f. Continue registration and record changes throughout the convention, and
 - g. Prepare a final report on total registration for the convention to be appended to the convention minutes.

2. The chair of the convention standing rules committee shall be appointed by the state president. The chair may, in consultation with the state president, select additional committee members. In consultation with the state bylaws chair, the committee shall be responsible for drafting and submitting standing rules to be adopted for the current convention only. These rules must in no way conflict with the bylaws of AAUW MN but they may involve modification of the rules contained in the parliamentary authority prescribed by these bylaws.
3. The chair of the convention program committee shall be the state program vice president. Committee members shall be selected by the chair in consultation with the state president and board of directors. The committee shall be responsible for the scheduling of meetings, proceedings, and special events of the convention.
4. The chair and committee members of the local arrangements committee shall be appointed or elected by the host branch. Necessary local arrangements shall be made in consultation with the state president, the state program vice president, and the convention credentials committee chair.
5. The chair of the minutes condensing committee shall be the state secretary/historian. Two additional members shall be appointed by the state president. After the state board has approved the full and complete minutes of the state convention at the summer board meeting, this committee shall condense the minutes of the state convention and submit them to the secretary/historian.
6. The resolutions committee shall consist of at least three members, including the state public policy vice president, the committee chair and any additional members appointed by the state president. One member shall have served on the previous convention resolutions committee. The committee shall screen all resolutions submitted prior to the convention.
 - a. Resolutions on AAUW MN policy and program and all other resolutions to be proposed at the state convention may be initiated by any branch members, the state board of directors, state standing or special committees, or the resolutions committee.
 - b. Proposed resolutions shall be presented in writing to the resolutions committee at least sixty days in advance of the state convention with a copy sent to the appropriate state officer or committee chair affected by the resolution information.
 - c. The resolutions committee shall be authorized to reword, clarify, or combine submitted resolutions and send them to the branches at least thirty days before the convention.
 - d. The resolutions committee shall report the approved resolutions to the state convention and recommend suitable action to be taken on them with a majority of the convention accredited delegates present and voting required for adoption.
 - e. The resolutions committee shall submit the unapproved resolutions without recommendation to the state convention with a two-thirds vote of the convention

accredited delegates present and voting required for adoption.

f. Resolutions may be presented from the floor for discussion by a two-thirds vote of the convention accredited delegates present and voting with a three-fourths vote of the convention accredited delegates present and voting for the adoption of such resolutions.

B. A parliamentarian shall be engaged for each state convention by the state president with the approval of the state board of directors.

ARTICLE XIV. PROPERTY

Section 1. Title

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

Section 2. Assets Upon Dissolution

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

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern AAUW MN in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XVI. INDEMNIFICATION

To the extent permitted under Minnesota law, AAUW MN shall indemnify a person made or threatened to be made party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, including, without limitation, excise taxes, settlements, and reasonable expenses, including attorneys' fees and disbursements, incurred by the person in connection with the proceeding, provided the person:

1. Has not been indemnified by another organization for the same liability with respect to the same acts or omissions;
2. Acted in good faith;
3. Received no improper personal benefits;
4. In the case of criminal proceedings, did not have reasonable cause to believe the

conduct was unlawful; and

5. Reasonably believed the conduct was in the best interests of the corporation.

Official capacity means every director, officer, member of a committee or board, or employee of AAUW MN.

As provided under Minnesota law, a member of AAUW MN is not personally liable for the acts, debts, liabilities, or obligations of AAUW, the state, or the branch.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Section 1 AAUW. Mandated Amendments. Amendments required by AAUW to bring AAUW MN bylaws into conformity shall not require a vote of the members, except that an incorporated state shall take the necessary steps required by the state bylaws, its articles of incorporation, and state law.

Section 2. Prior Approval. All other proposed amendments to AAUW MN Bylaws shall be sent to the AAUW Governance Committee for approval before being voted upon.

Section 3. Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the annual AAUW MN meeting by a two-thirds vote of those present and voting, or by electronic or mail ballot, provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.

Section 4.

Any amendment to the bylaws of AAUW MN shall become effective and binding on all branches within the state.

April 19, 2010 Carol James, Bylaws Chair

Bylaws Committee:

Karen Kirkwood

Mary Parcheta

Barbara Link

Carol Sheggeby

Carol James