

# **BYLAWS of THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN of IOWA**

## **ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be the American Association of University Women of Iowa [AAUW Iowa], hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW Iowa 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.

#### **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

##### **Section 1. Nomination Committee**

- a. Composition and Appointment. There shall be a nominating committee of 6 members, 4 of whom shall be elected at the Annual Meeting.
  1. The Nominations Director, with assistance from the Board, shall recruit 4 members with consideration of the 4 geographic regions of Iowa to stand for election at the Annual Meeting.
  2. Nominations Director shall be elected by the Board of Directors at the summer Board meeting of even numbered years and serves on the Board of Directors.
  3. The immediate past president also serves on the nominating committee as a voting member.
- b. Term of Office. Members shall serve for 2 years for a maximum of 4 years consecutively.
- c. Resignation or ineligibility. A nominating committee member unable to serve can be replaced by Board appointment.

##### **Section 2. Nominations.**

1. Nominations from state members for elected officers shall be submitted to the Nominating Committee prior to the Annual Meeting.
2. The names of the nominees for elected office and nominating committee shall be sent to every member at least 4 weeks prior to the annual meeting.
3. Nominations may be made from the floor with the consent of the nominee.

##### **Section 2 3. Elections.**

1. Elections shall be by ballot unless there is only one nominee for a given office in which case the election may be by voice vote.

2. All elections shall be held at the Annual Meeting
3. Election shall be by a majority vote of those present and eligible to vote.

## ARTICLE IX. OFFICERS

### Section 1. Officers and Directors

AAUW Iowa shall have officers to fulfill the functions of administration, program, membership, public policy, finance, AAUW Fund, and communications.

- a. Elected Officers. The elected officers shall be a president or co-presidents, a president-elect, vice presidents for program & membership, secretary and treasurer. These officers shall be included in the Executive Committee.
- b. Appointed Officers - Directors. The appointed officers shall be Directors of Public Policy, AAUW Fund, College/University Relations, Communications, and such other officers as may be considered desirable to carry out the work of the state. They shall be appointed by the President who may consult with the current with approval of the Board.
- c. Each position may be filled by co-officers/directors.

**Section 2. Duties.** [See job descriptions in AAUW Iowa Policy document]

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the AAUW Iowa Board of Directors, and by the current edition of *Robert's Rules of Order Newly Revised*. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. The **president** shall be the official spokesperson and representative for the state and shall be responsible for submitting such reports and forms as required by AAUW. The president is ex-officio member of all committees except the nominating committee. The president presides at meetings of the state and state board of directors.
- c. The **vice presidents** shall perform such duties as the President and the Board shall direct and as specified in state's policies and job descriptions. The Membership VP chairs the Membership Committee and facilitates AAUW member recruitment efforts. The Program VP chairs the Program Committee and is responsible for Annual Meeting program planning.
- d. The **secretary** shall record and keep and file for reference the minutes of all business and board meetings.
- e. The **treasurer** shall be responsible for collecting, distributing, and accounting dues; for the funds of the state; and for meeting specific deadlines.
- f. All officers shall submit annual reports to the president prior to the Annual Meeting.

### Section 3. Terms of Office.

- a. Terms of Officers/Directors. Officers/Directors shall serve for a term of 2 years or until their successors have been elected or appointed and assume office.
  1. No member shall hold more than one elected office at a time.
  2. No elected officer shall be eligible to serve more than 2 consecutive terms in the same office.
- ~~3.~~b. Rotation of elected officers: The President, Program and Membership vice presidents and Secretary shall be elected in even numbered years. The President Elect and Treasurer shall be elected in odd numbered years. Co-officers may be elected to alternating two-year terms.
- c. Beginning of Terms. Term of office shall begin on July 1. The incoming president/president-elect may call a meeting of the incoming officers at any time prior to July 1.
- d. Removal from Office. An officer or director of the board may be removed for any reason or

no reason by a two-thirds vote at an in-person meeting of the state Board of Directors in accordance with policies and procedures adopted by the AAUW.

**Section 4. Vacancies.** All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the Board of Directors. A vacancy in the office of president shall be filled in the order listed: 1) President Elect, 2) Program VP, 3) Membership VP.

## **ARTICLE X. BOARD OF DIRECTORS**

**Section 1. Members.** The Board of Directors shall include the elected officers and the appointed Directors of the state.

**Section 2. Powers and Duties.** The Board shall have the general power to administer the affairs of the state and to initiate and carry out its programs and policies and shall accept responsibilities delegated by AAUW. It shall act for the state between annual meetings.

- a. The Board shall establish policies and procedures consistent with generally accepted accounting principles and federal, state and local laws to control the financial records of AAUW Iowa. The Board shall have fiscal responsibilities as outlined in Article XIV, Financial Administration.
- b. Branch Recommendations. The AAUW Iowa Board shall recommend to AAUW action to be taken in regard to the admittance of new branches or the discontinuance of current branches.

**Section 3. Delegation of Power.** The Board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

### **Section 4. Meetings.**

- a. Regular Meetings. Meetings of the Board shall be held at least 4 times per year. Between meetings of the Board, the Board may delegate such authority as it deems necessary to the Executive Committee.
- b. Special Meetings. Special meetings may be called by the president or shall be called upon written request of 3 members of the Board or 5 branches of the state provided that at least 10 days notice of such meeting and its agenda have been given to the members of the Board.

**Section 5. Voting Between Meetings.** Between meetings of the Board, a vote may be taken at the request of the president on any question submitted in writing, through a conference call or any electronic means to all members of the Board. Deadline for responses shall be 10 days after the question has been submitted. A majority of responses shall be required for the vote to be counted and when the vote is counted it shall have the same effect as if cast at a meeting of the Board. The Board shall be immediately notified of the result. The result of the vote shall be recorded in the minutes of the next Board meeting.

**Section 6. Quorum.** The quorum for a meeting of the Board shall be a majority of the members. Co-officers/Directors shall be considered as one voting member of the Board unless otherwise specified in the Policies.

## **ARTICLE XI. EXECUTIVE COMMITTEE**

**Section 1. Members.** The Executive Committee shall consist of the elected officers.

**Section 2. Powers and Duties.** The Executive Committee may act for the Board of Directors between Board meetings and shall have such power and duties as may be delegated to it by the Board. The Executive Committee shall report to the Board its work and actions.

**Section 3. Meetings.** Meetings of the Executive Committee shall be held on the call of the president or by written request of 3 of its members.

**Section 4. Voting Between Meetings.** Between meetings of the Executive Committee, a written,

conference call or electronic vote may be taken at the request of the president on any question submitted in writing to all members of the Executive Committee. Voting shall close 10 days after the question has been submitted. If a majority shall vote on a question, the vote shall be counted and shall have the same effect as if cast at a meeting of the Executive Committee. The result of the vote shall be recorded in the minutes of the next Board meeting.

**Section 5. Quorum.** The quorum shall be a majority of the members of the Executive Committee. Co-officers shall be considered as one voting member of the Executive Committee.

## **ARTICLE XII. COMMITTEES**

### **Section 1. Standing committees**

- a. Committees. There shall be program, membership, public policy, finance, AAUW Fund, bylaws, communications, and College/University Relations. Standing committees shall be appointed by the President and the individual Officers/Directors in their area of responsibility.
- b. Committee Functions.
  1. With the approval of the Board, each standing committee shall formulate programs to carry forward the work of the AAUW within the state.
  2. 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.

**Section 2. Special Committees.** Special committees may be appointed by the president with the consent of the Board.

**Section 3. Reports.** All committees shall provide written reports to the state board for the annual meeting and such other times as requested.

**Section 4. Quorum.** The quorum for a meeting of any committee shall be a majority of its members.

## **ARTICLE XIII. BRANCH RESPONSIBILITIES TO THE STATE**

### **Section 1. Branches**

- a. Branches shall be composed of members of AAUW and shall have been given recognition by AAUW. A **branch** member is a national and state member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.
- b. Branches may be geographically based or may be a virtual, online branch not tied to a geographic area.

### **Section 2. Organization.**

- a. Purpose. Branches shall promote the purposes, program, and policies of AAUW.
- b. Bylaws. Branches shall develop bylaws as meet their needs. However, such bylaws shall not conflict with these AAUW Bylaws or with controlling state law.
- c. Structure. Branches may create such leadership structures as meet their needs. Each branch shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer. Each branch shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting.

### **Section 3. Responsibilities of Branch Officers to AAUW IOWA**

- a. The **branch president**/contact person shall be the official representative of the branch; and

1. shall send names and addresses of all branch officers to the AAUW Iowa President before July 1.
  2. be responsible for branch bylaws updates.
- b. The **branch treasurer** shall send dues to the AAUW and to AAUW Iowa postmarked no later than July 1. Late dues and new member dues shall be forwarded immediately upon receipt.

#### **ARTICLE XIV. FINANCIAL ADMINISTRATION**

**Section 1. Administration.** The state shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws. The Board of Directors will call for an audit to coincide with the treasurer's 2 year term of office in even numbered years.

**Section 2. Fiscal Year.** The fiscal year shall correspond with that of the AAUW, and shall begin on July 1 through June 30.

**Section 3. Budget.** The annual budget and financial report shall be prepared at the direction of the Board of Directors.

#### **Section 4. State Dues.**

- a. **Annual state dues** for branch members and state members-at-large\* shall be determined by a two-thirds vote of those present and voting at the Annual Meeting, provided written notice has been given to all the members thirty days prior to the Annual Meeting. [\*A **state** member of AAUW Iowa is a national member who has also paid state dues and who may or may not belong to a branch.]
- b. **Payment. AAUW Iowa member dues** shall be payable in accordance with procedures established by AAUW Iowa policy.
  - 1) **Paid Life.** An individual member who is an AAUW life member must pay state dues to belong at the state level, and state and branch dues to belong at the branch level.
  - 2) **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 and state dues. The branch board will decide if branch dues will be waived.
  - 3) **New members may join at any time of the year, paying state dues at that time and every 12 months at renewal. Dues of new members may be paid at any time. The national portion of the dues paid by new members for less than a full year is determined by AAUW policy. The state Board of Directors may set a reduction for state dues.**

#### **ARTICLE XV. MEETINGS OF STATE MEMBERSHIP**

**Section 1. Annual Meeting.** The state shall hold a meeting every calendar year to be known as the Annual Meeting, to conduct the business of the state, including but not limited to electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports.

**Section 2. Setting the Annual Meeting/Convention.** ~~The exact date, time, and place of the meeting shall be determined by the Board of Directors.~~ The Board of Directors shall set the exact date, time, location, and format of the annual meeting.

**Section 3. Special Meetings.** Special meetings may be called by the president, or shall be called by the president on the written request of a majority of members of the Board of Directors or 30 percent of the branches in the state.

**Section 4. Meetings Notice.** Notice of meetings shall be sent to all members of the state at least 30 days prior to the meeting.

**Section 5. Voting.**



- a. The voting body shall include all AAUW Iowa members who are present at the Annual Meeting. *[Adopted April 2010]*
- b. A member of the voting body shall cast no more than one vote.
- c. A **quorum** shall be a majority of the voting body registered as attending, provided that a majority of the branches are represented.

## **ARTICLE XVI. INDEMNIFICATION**

Every Board or committee member may be indemnified by the state against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board or committee 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 state, 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 state Board approves such settlement and reimbursement as being in the best interest of the state. 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 XVII. AMENDMENTS TO THE STATE BYLAWS**

**Section 1. Amendments to State Bylaw Amendments.** Provisions of the state's bylaws not mandated by AAUW may be amended at the annual state meeting by a two-thirds vote (unless otherwise stipulated by state law) of members present and voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least thirty [30] days prior to the Annual Meeting. *[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 proposed amendments to the state bylaws shall be sent to the **national** AAUW Governance Committee for approval before being voted upon.

### **Date Adopted: April 14, 1923**

Date amended: April 23, 2005 for AAUW mandates

Date last amended: September 2009 to meet AAUW mandates

Date corrected: March 2010 to correct omitted sections and change EF to AAUW Funds

Date last amended: April 2010

Date last amended – March 2012 for mandated changes from AAUW

Date last amended – April 2013

Revised April 2014 to meet 2013 AAUW Convention mandated bylaw changes

Revised August 2015 to meet 2013 & 2015 AAUW Convention mandated bylaw changes

Revised November 2015 to align with the AAUW Model state bylaws.

Amended at April 2016 Annual Meeting.

REVISED November 2016 to meet mandated AAUW bylaws

AMENDED April 2017 to add a new item c. to Article IX. Section 3. Terms of Office

AMENDED May 2021 to change terms and election sequence Article IX. Section 3. Terms of Office.