

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE CEDAR FALLS-WATERLOO, IOWA BRANCH

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Cedar Falls-Waterloo, Iowa Branch, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Cedar Falls-Waterloo, 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 3 members, elected or appointed as follows: said members shall be appointed at least two months prior to the annual meeting. One member shall be a past president and shall serve as the chair.
- b. **Terms.** The term of service on the nominating committee shall be for one year for a maximum of one term.

Section 2. Nominations

- a. The names of the nominees for elected office shall be published in the *NEWSLETTER* and sent to every member at least 15 days prior to the annual branch meeting.
- b. Nominations may be made from the floor with the consent of the nominee.

Section 3. Elections

- a. 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.
- b. Elections shall be held at the annual branch meeting.
- c. Election shall be by a majority vote of those voting.

ARTICLE IX. OFFICERS

Section 1. Officers – Elected/Appointed

- a. **Elected Officers.** The elected officers for the branch shall be president, president elect, past president, vice president for programs, vice president for membership, vice president for fundraising, secretary and treasurer. These officers shall comprise the executive committee and serve on the board of directors.
- b. **Appointed Officers/Directors.** The appointed officers shall be the directors of communications, public policy and such other directors as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the president with the consent of the board. Appointed officers shall serve for a term of two years or until their successors have been appointed and assume office.
- c. All offices, both elected and appointed, may be held by a single officer or by co-officers.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the branch 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 branch and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The **president elect** shall direct strategic planning and perform such duties as the president and board shall direct.
- d. The **past president** shall be the director of communications and shall perform such duties as the president and board shall direct.
- e. The **program vice president** shall chair the program committee and perform such duties as the president and board shall direct.
- f. The **membership vice president** shall chair the membership committee, facilitate AAUW member recruitment efforts and perform such duties as the president and board shall direct.
- g. The **vice president for fundraising** shall chair the Fundraising committee and perform such duties as the president and board shall direct.
- h. The **treasurer** shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- i. The **secretary** shall record and keep for reference the minutes of all board, membership, and special meetings.
- j. All officers and chairs shall submit annual reports to the president.

Section 3. Terms of Office

- a. **Terms of Officers.** Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office, except the president/president-elect who shall serve one year.
 - 1. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than 2 consecutive terms in the same office.
 - 2. The following officers shall be elected in even years: the president, vice president for program and the secretary. The following officers shall be elected in odd years: the president-elect, vice president for membership, vice president for fundraising and the treasurer.
- b. **Beginning of Terms.** Term of office shall begin on July 1. The president elect may call a meeting of the incoming officers prior to July 1 for the purpose of approving appointments and making plans for the coming year.

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

Section 4. Vacancies. All vacancies in office shall be filled for the unexpired term by the board. The president elect shall fill a vacancy in the office of the president. The new president may elect to serve both the unexpired term and the additional full term for which she/he was elected. A vacancy in the office of president elect shall be filled by special election to be held in a timely manner. A vacancy in the office of past president shall be filled by board appointment of the most recent past president available. A vacancy in any other elective office shall be filled by special election to be held in a timely manner.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members. The board of directors shall include the elected officers: president, president elect, past president, vice president for programs, vice president for membership, vice president for fundraising, secretary, treasurer, and the following appointed officers: public policy director and such other directors as shall be deemed necessary to carry on the work of the branch.

Section 2. Powers and Duties. 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 Iowa. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article XIII, Financial Administration, Section 1

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

Section 4. Meetings.

- a. **Regular Meetings** of the board shall be held at least 3 times a year at a time and place agreed upon by the board.
- b. **Special Meetings.** Special meetings may be called by the president or shall be called upon written request of 2 members of the board provided that at least 10 days notice of such meeting and its agenda have been given to the members of the branch board

Section 5. 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 result of the vote shall be 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 voting members. Co-officers shall be considered as one voting member of the board.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Members. The executive committee shall consist of the elected officers: president, president elect, past president, vice president for programs, vice president for membership, vice president for fundraising, secretary and treasurer.

Section 2. Powers and Duties. The executive committee shall have the power to act for the branch board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

Section 3. Meetings. Meetings of the executive committee shall be held on the call of the president or by written request of 2 of its members.

Section 4. Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

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

ARTICLE XII. 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 XIII. FINANCIAL ADMINISTRATION

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

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

Section 4. Dues. Branch dues payment procedures shall be established by the branch's board policy. Dues are due by July 1.

a. **Paid Life.** Paid life members of AAUW are required to pay state and branch dues to become members of a branch.

b. **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.

ARTICLE XIV. MEETINGS OF BRANCH MEMBERSHIP

Section 1. Meetings.

a. **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 months of March or April.

b. **Membership Meetings.** The branch shall hold at least 7 meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 2. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of 2 members of the board or 5 members of the branch membership.

Section 3. Meetings Notice. Notice of meetings shall be sent to all members of the branch at least 10 days prior to the meetings.

Section 4. Voting. To be eligible to vote at a meeting, an individual must be a member before the date of the meeting notice. A branch member is a national 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.

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

ARTICLE XV. 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 XVI. AMENDMENTS TO BRANCH BYLAWS

Section 1. Amendments to Branch bylaws. 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 in the *NEWSLETTER* at least 10 days prior to the meeting. [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.

Amended: October 2009

Approved 12/10/09 -- Mandated changes

Amended by membership September 26, 2011

Revised March 20, 2012 and April 2012 to include mandated changes from AAUW

Revised April 2014 to meet AAUW 2013 Mandated Bylaw Changes

Revised August 2015 to meet AAUW 2015 Mandated Bylaw Changes

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

Revised November 2016 to align with AAUW Revised Bylaws

AMENDED September 2017 to change name to AAUW Cedar Falls-Waterloo IA

Amended April 22, 2024 to change term of office for president.

Amended August 2024 to align with mandated AAUW Revised Bylaws Articles I-VII