

INDIANA AAUW BYLAWS

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name.

The name of this organization shall be AAUW of the state of Indiana, hereafter called the state.

Section 2. Governance.

The bylaws of this state shall in no way conflict with the 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 the state shall be to further the AAUW mission, program, and policies within the state and promote, encourage, and coordinate the work of the branches within the state.

ARTICLE III. USE OF NAME

Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members, branches, and the state; and no member, branch, or the state 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 the state shall be members of the state.
- b. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, are eligible to be admitted to membership in the state. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the state. The state member 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 the state may become a member-at-large of the state upon payment of state dues.

- d. 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.
- e. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the state upon payment of fees established by AAUW and the state's board of directors. Student affiliates shall be entitled to attend meetings of AAUW and the state and to receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 2. Dues.

- a. The annual dues for state members and members-at-large shall be determined by a two-thirds vote of members of the state, provided notice has been given to the members thirty (30) days prior to the annual meeting.
- b. Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the state, are required to pay annual state and branch dues.
- c. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and state dues.
- d. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend state meetings without a vote.
- e. 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. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee of five (5) members, elected at the annual meeting/state convention.
- b. The chair of the nominating committee shall be determined by the nominating committee.
- c. Suggestions from the branches for nominees shall be submitted in writing to the chair of the nominating committee at least three months prior to the annual meeting/state convention. The chair shall report to the members of the committee all names received.
- d. The nominating committee shall present a list of nominees to each branch at least one month prior to the annual meeting/state convention.
- e. Nominations may be made from the floor at the time of the election, provided the written consent of the nominee has been obtained.

Section 2. Elections.

- a. The elected officers shall be elected at an annual meeting/state convention.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote.
- c. Election shall be by a majority vote of those present and voting.

- d. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XII.

ARTICLE VI. OFFICERS

Section 1. Officers.

- a. The elected officers for this state shall include a president-elect, director of membership, director of finance, and directors of AAUW funds to be elected in even-numbered years, and a director of program, secretary, and director of public policy in odd-numbered years.
- b. The appointed officers shall include a director of college/university relations, director of communications, parliamentarian, and director of international relations and diversity. Appointments are to be made by the incoming president and approved by the elected officers following their election.
- c. Officers shall, with the exception of the president-elect, serve for a term of two years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1; however, 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.
- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the board with the exception of a vacancy in the office of president, which shall be filled by the director of program.
- f. Each office may be filled by an officer or co-officers.

Section 2. Duties.

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. The president shall be the official spokesperson and representative for the state and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The director of finance shall assume responsibility for the collection of all state dues and other money due the state and shall serve as custodian of all funds and securities.
- d. The director of membership shall perform such duties as the president and board shall direct.
- e. The secretary shall record and keep minutes of all board, membership, and special meetings and shall perform such other duties as the president and board shall direct.
- f. All officers and chairs shall submit annual reports to the president.

Section 3. Vacancies.

- a. A vacancy in the office of president shall be filled for the unexpired term by the following procedure: The director of program succeeds automatically to the presidency. If the director of program is unable to fill the term, the director of membership shall fill the unexpired term. A vacancy in the office of president-elect shall remain vacant. The

nominating committee shall present a nominee(s) and present the name(s) for president at the annual meeting/state convention.

- b. A vacancy in an office other than president shall be filled for the unexpired term by the recommendation of the president and approved by the board of directors.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the president, president-elect, director of program, director of membership, director of finance, secretary, director of public policy, director of international relations and diversity, director of college/university relations, director of communications, directors of AAUW Funds, and parliamentarian.

Section 2. Administrative Responsibilities. In accordance with the bylaws and convention action, the board of directors 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. The board shall have fiscal responsibilities as outlined in Article X, Financial Administration, Section 2. The board may adopt rules to govern its proceedings. It may also:

- a) approve the budget and accept the auditor's report;
- b) provide for the election of the required members and chair of the nominating committee;
- c) approve the programs for state meetings;
- d) recommend to the annual meeting/state convention such additional standing committees and task forces as are considered necessary for the work of the state;
- e) approve the establishment of special committees;
- f) fill a vacancy in any office except the office of the president.

Section 2. Branch Supervision.

- a. Upon recommendation of the state president, the state board of directors shall have the authority to approve in writing the application of any group of qualified members to form a branch within the state, under the AAUW Bylaws.
- b. The board shall recommend to AAUW action to be taken in regard to the admittance of new branches or the discontinuance of current branches within the organization.

Section 3. Meetings. Meetings of the board shall be held at least three (3) times per year at the call of the president.

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

Section 5. Quorum. The quorum for a meeting of the board of directors shall be a majority of its members present.

Section 6. Voting Between Meetings. In the interim between meetings of the state 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. Voting shall close fourteen (14) days after a question has been submitted. If a majority shall vote on any question sent to the members of the board, the vote shall be counted and shall have the same effect as if cast at a meeting of the board.

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

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall be composed of the president, president-elect, secretary, director of program, director of membership, and director of finance.

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 by these bylaws.

Section 3. Meetings. The executive committee shall meet at the call of the president or at the written request of a simple majority of members of the executive committee.

Section 4. Quorum. The quorum shall be a majority of the members of the executive committee present.

Section 5. Voting Between Meetings. In the interim 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. Voting shall close ten (10) days after the question has been submitted to the committee. If a majority shall vote on a question sent to the executive committee, the votes shall be counted and shall have the same effect as if cast at a meeting of the executive committee.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees. There shall be standing committees, or persons concerned with the work of appropriate AAUW standing committees, including bylaws, college/university relations, AAUW funds, public policy, membership, program, and resolutions.

Section 2. Special Committees. There may be established such special committees as shall be considered necessary by the board of directors.

Section 3. Qualifications and Terms of Chairs and Members.

- a. Committee chairs shall be members of AAUW.

- b. Committee chairs shall serve for a term of two (2) years and shall be eligible for reappointment for one term only in the same position.

Section 4. Composition and Duties of Committees. With the approval of the board, each standing committee shall formulate programs to carry forward the work of AAUW within the state. Each standing committee shall cooperate with the appropriate AAUW committee and committees in the branches to initiate and promote projects of a state-wide and national scope. Each standing committee shall be composed of a minimum of three (3) members.

ARTICLE X. FINANCIAL ADMINISTRATION

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

Section 2. Financial Policies. 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 including an annual financial review.

ARTICLE XI. FISCAL AFFAIRS

Section 1. Dues.

- a. The annual state dues for branch members shall be fixed by a two-thirds vote of the annual meeting/state convention upon recommendation of the state board of directors. Dues shall include a subscription to the AAUW publication distributed to all members. The vote shall be by multiple card vote. Such dues are payable to the state director of finance on July 1 and shall be considered in arrears unless forwarded by the branch postmarked no later than August 10.
- b. Reciprocity. Payment of any additional dues shall be waived for a transferring member whose current dues have been paid to another state.
- c. College/University members shall pay no state dues.
- d. A member-at-large belonging to the state shall pay annual state dues, which includes an annual subscription to the Indiana Bulletin. Dues are payable on July 1 and shall be considered in arrears unless paid to the state, postmarked no later than July 31.
- e. A branch recognized by AAUW between December 1 and June 30 shall pay state dues for each member at half the annual amount.

Section 2. Budget.

The annual budget for the state shall be prepared by the Finance Committee and approved by the Board of Directors no later than August 15. The Board of Directors shall have the authority to revise the budget within available income.

Section 3. Audit.

The elected officers of the state shall provide for such audit and control of the funds as are necessary to assure their safekeeping and complete accounting.

Section 4. Insurance. The state shall provide a liability insurance program for the branches. All branches are required to participate in the state liability policy or provide a certificate of insurance of duplicate coverage.

ARTICLE XII. MEETINGS OF THE STATE

Section 1. Time, Place and Notification.

- a. The state shall hold at least one meeting each year to be known as the annual meeting/state convention to conduct the business of the state, including electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports.
- b. The exact date, time, and place shall be determined by the board of directors.
- c. Special meetings may be called by the president, or shall be called by the president on the written request of a simple majority of the members of the board of directors.
- d. Notice of meetings shall be sent to all branches, members of the state board of directors, college/university members, and state members-at-large at least thirty days prior to the meeting.
- e. All state meetings, including meetings of the board of directors, shall be open and may be attended by a member of the state.
- f. If circumstances prevent the holding of a state meeting, the elected officers of the board of directors shall provide for the conduct of necessary business.

Section 2. Voting Body. Each state member attending the annual meeting/state convention shall be entitled to one vote.

Section 3. Quorum. A majority of state members present shall constitute a quorum.

ARTICLE XIII. PROPERTY

Section 1. Title. The title for 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 the consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. Dissolution. In the event of the dissolution of the state, all assets of the state shall be transferred and delivered to an AAUW entity.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

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

ARTICLE XV. 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 organization. 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 THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring the state 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 the state bylaws shall be sent to the AAUW Governance Committee chair 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 state 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.

Date last amended: October 24, 2009