

**BYLAWS OF THE AMERICAN ASSOCIATION
OF UNIVERSITY WOMEN ILLINOIS
AAUW-IL**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Illinois hereinafter known as the “Affiliate” and shall be abbreviated as AAUW-Illinois, Inc., or AAUW-Illinois, or AAUW-IL.

Section 2. Affiliate. AAUW Illinois is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

Section 2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate’s (or equivalent, e.g., RN), bachelor’s, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an “Accredited Higher Education Institution”) or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors

shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues.

a. The annual dues and Member benefits for any category of Member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

Article V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate ("Affiliate") is an organization affiliated with AAUW for the purpose of supporting AAUW's mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW's name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW's purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMETARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. 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. 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 a bi-annual financial review.

ARTICLE IX. OFFICERS

Section 1. Officers.

a. The elected officers of the State shall be the President, President-Elect, Vice President of Program, Vice President of Membership, Secretary, Director of Finance, Director of Finance-Elect, AAUW Funds Director, Director of Bylaw and Policy, and Chair of the Nominating Committee. All elective positions may be shared.

b. The appointed officers of the State include: Director of College/University Relations, Director of Public Policy, and one Director from each of the five districts.

c. All officers shall be members (not student affiliates) of AAUW and the State.

d. Officers shall 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.

e. 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. When finishing the term of another board position, the president-elect and the director of finance-elect, may hold two board positions.

f. All vacancies in office shall be filled for the unexpired term by the President with Board approval, with the exception of a vacancy in the office of president, which shall be filled by the Vice President of Program. If a vacancy should occur in the office of President-Elect, the Nominating Committee will, in preparing a slate in the even-numbered year, include the office of President.

- g. Each office may be filled by an officer(s).
- h. The Vice President of Program, Director of Finance-Elect, AAUW Funds Directors, Director of Bylaw and Policy and Chair of Nominating Committee shall be elected in even-numbered calendar years. The President-Elect, Vice President of Membership, Secretary, and Director of Finance shall be elected in the odd-numbered calendar years. The President-Elect, after serving one year, shall automatically succeed to the presidency in the following even-numbered year. The Director of Finance-Elect, after serving one year, shall automatically succeed as the Director of Finance in the following odd-numbered year.

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. The President will annually provide AAUW with the designated contact for administration and finance.
- c. The President-Elect shall serve as a voting member of the Board of Directors and the Executive Committee and shall perform such other duties as the President and Board of Directors shall direct.
- d. The vice presidents shall perform such duties as the President and the Board shall direct and as specified in the State's policies and job descriptions.
- e. The Finance Officer shall be responsible for collecting, distributing and accounting for the funds of the State and for meeting specific deadlines.
- f. The Finance-Elect Officer shall serve as a voting member of the Board of Directors and the Executive Committee and shall spend one year learning the duties of the finance position.
- g. The AAUW Funds Director shall implement the AAUW Funds programs as established by AAUW. The AAUW Funds Director shall be responsible for coordinating the State's donations.
- h. The Secretary, or designated member, shall record and keep minutes of all Board, membership, and special meetings and make available upon request the minutes of each meeting and board meeting.
- i. The Chair of the Nominating Committee shall assume responsibility for the nomination process.
- j. All officers and chairs shall submit annual reports to the President.

ARTICLE X. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a Nominating Committee of a duly elected chair and at least three members appointed as follows: the chair appoints the committee and the Board approves the committee by September 1. The committee members are selected with regard to geographic diversity and subject to the approval of the Board.
- b. The term of service on the Nominating Committee shall be for two years for a maximum of two consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least thirty days prior to the annual meeting (State Convention).
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections.

- a. Elections shall be held at the 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. Election shall be by a majority vote of those present and voting, or by plurality if there are three or more candidates for a position.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Composition: AAUW-Illinois, Inc. Board of Directors shall be composed of the elected, appointed officers, and directors.

Section 2. Administrative Responsibilities. 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. The Board shall have fiscal responsibilities as outlined in Article V, Financial Administration, Section 2.

Section 3. Branch Recommendations. 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 State.

Section 4. Meetings. Meetings of the Board shall be held at least two times per year.

Section 5. Special Meetings. Special meetings may be called by the President or shall be called upon written request of five members of the Board provided that at least thirty days' notice of such meeting and its agenda have been given to the members of the Board.

Section 6. Quorum. The quorum for a meeting of the Board shall be a majority of members.

Section 7. Voting Between Meetings. Between meetings of the 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 8. Removal From Office. A member of the Board of Directors may be removed for any reason by a two-thirds vote of the Executive Board in accordance with policies and procedures adopted by AAUW and AAUW-IL.

Section 9. Term of Service: No person shall serve on the AAUW-Illinois, Inc. Board of Directors for more than six consecutive years except the offices of President, President-Elect, Director of Finance, and Director of Finance-Elect may be filled without regard to previous consecutive service in any other office.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall consist of the President, President-Elect, Vice President of Program, Vice President of Membership, Director of Finance, Director of Finance-Elect, AAUW Funds Director, and Secretary.

Section 2. Duties. The Executive Committee shall have the power to act for the 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 four of its members.

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

Section 5. 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.

ARTICLE XIII. COMMITTEES

Section 1. Establishing Committees. The President may establish standing and special committees as needed with consent of 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 XIV. MEETINGS

Section 1. Annual Meeting. The State shall hold an annual meeting (State Convention) to conduct the business of the State, such as electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports. The exact date, time, and place of the meeting shall be determined by the Board.

Section 2. 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 the members of the Board or twenty-five percent of the branches in the State.

Section 3. Meetings Notice. Notice of meetings shall be sent to all members of the State at least thirty days prior to the meeting.

Section 4. Voting. Any member in good standing as of the official notice of the meeting may attend and be entitled to one vote at any annual or special meeting of members.

Section 5. Quorum. The quorum shall be two percent of the State membership.

ARTICLE XV. INDEMNIFICATION

To the maximum extent allowable by law, the Organization may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of the Organization. Every member of the Board of Directors, officer, or committee member of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the board, officer, or committee member of the Organization, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member 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 State Bylaws not governed by the AAUW Bylaws may be amended at the annual State Convention by a two-thirds vote of those present and voting, provided written notice shall have been sent to the members at least thirty days prior to the meeting.

Amended December 2016