

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
NORTHVILLE-NOVI BRANCH, INC.**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women [AAUW] Northville-Novu Branch, Inc. (AAUWNN), hereinafter known as the “Affiliate”.

Section 2. Affiliate. AAUW Northville-Novu 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 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 by-laws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Sec. 501 ©(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 By-laws.

ARTICLE III. USE OF NAME

Section 1. Policies and Program. 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. MEMBER OF THE ASSOCIATION

Section 1. Membership. The members of this Affiliate at present 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'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 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.

(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 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 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 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 dues, based on the amount of annual AAUW dues 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 fifty (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 Affiliates bylaws unless the specific provision of the AAUW 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. 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 this Affiliate is vested in this Affiliate. As an 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 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.

VIII. AAUWNN MEMBERSHIP AND DUES

Section 1. Basis of AAUWNN Membership.

- a. Individual Member. An Individual AAUWNN member is recognized as being a national member, an AAUW of Michigan (AAUWMI) member, and is also a member of the AAUW Northville-Novu Branch, Inc. That member shall be entitled to vote, hold office, and participate in all AAUWNN activities and programs.
- b. Student AAUWNN Member. A Student AAUWNN member is an undergraduate student enrolled in a qualified educational institution who shall be eligible for student association with AAUWNN upon payment of fees established by AAUW, AAUWMI, and AAUWNN Boards of Directors.
- c. Loss of Membership. The following circumstances may cause a member to be suspended or dropped from membership:
 - (i) any conduct that tends to injure AAUW,
 - (ii) any conduct that affects adversely its reputation,
 - (iii) any conduct that is contrary to or destructive of its mission according to AAUW Northville-Novu Branch, Inc. policies and procedures.

Section 2. Dues.

- a. Changes in AAUWNN dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members thirty (30) days prior to the meeting.
- b. Paid Life Members of AAUW are required to pay AAUWNN dues to become members of AAUWNN.
- d. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, AAUWMI, and AAUWNN dues.
- 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 AAUWMI policy. AAUWNN Board of Directors may set a reduction in AAUWNN dues. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another Affiliate.
- f. A member whose dues remain unpaid after his/her renewal date, following the AAUW schedule, shall be dropped from membership.

ARTICLE IX. AAUWNN NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee which shall consist of three members, elected as follows: one (1) of whom shall be elected each year at the AAUWNN annual meeting.
- b. Each nominating committee member shall serve for three (3) years. The chair will be the member serving for the third year.
 - (i) The Board of Directors shall appoint an individual to fill a vacancy when it occurs prior to when the nominating committee meets.
- c. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the AAUWNN annual meeting.
- d. Nominations may be made from the floor with the consent of the nominee.
- e. The President, Vice President for Membership/Diversity, and Secretary shall be elected in even numbered years for a term of two years.

- f. The Vice President for Program and Treasurer shall be elected in odd numbered years for a term of two years.

Section 2. Elections.

- a. All elections shall be held at the AAUWNN annual meeting.
- b. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken.
- c. Election shall be by a majority vote of those present and voting.
- d. Electronic ballots may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XII.-

ARTICLE X. AAUWNN OFFICERS

Section 1. Officers.

- a. The elected officers shall be a President (Administrative), Vice Presidents for Program and Membership/Diversity, Secretary, and Treasurer (Finance) or Secretary/Treasurer. These elected positions may have co-officers (two persons per office). These shall be the contact officers submitted to AAUW.
- b. Elected officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.
- c. No elected officer shall be eligible to serve more than two consecutive terms in the same office except the treasurer who may serve for four consecutive terms.
- d. A vacancy in office, excluding the president, shall be filled for the unexpired term by the Board of Directors. A vacancy in the office of president shall be filled by vice presidents in the order listed.
- e. The incoming president may call a meeting of the incoming officers prior to July 1 However, newly elected officers are not eligible to vote until July 1.

Section 2. Duties.

- a. Officers shall perform the duties prescribed by these bylaws, AAUWNN Policies and Procedures adopted by the Board of Directors, and by the current edition of *Robert's Rules of Order, Newly Revised*.

- b. The president(s) shall be the official spokesperson and representative for AAUWNN and shall be responsible for submitting such reports and forms as required by AAUW and AAUWMI.
- c. The vice presidents shall perform such duties as the president and the Board shall direct and as specified in AAUWNN policies and job descriptions.
- d. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of AAUWNN and meeting specific deadline.
- e. The secretary shall record and keep minutes of all board, membership, and special meetings.
- f. All officers shall submit an annual written report to the president by the end of the fiscal year.

ARTICLE XI. AAUWNN BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall include the elected officers (5), the immediate past president (1), and appointed chairs of Standing Committees (8) . The Standing Committees shall be: Bylaws & Policies and Procedures, Communication, Education Gifts/Legal Advocacy, Financial Development, Initiatives, International, Public Policy, and Nominating. The President with the approval of the Executive Committee (as defined in Article XII) shall appoint them. These appointed positions may be shared.

Section 2. Administrative Responsibilities. The Board shall have the power to administer affairs of AAUWNN and to carry out its programs and its policies and shall accept responsibility delegated by AAUW and AAUWMI. It shall act for AAUWNN between membership meetings. The Board shall have fiscal responsibility as outlined in Article XIV, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the Board shall be held at least three (3) times a year. Said meetings may be held by any electronic means both for special and regular meetings.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of five (5) 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. A quorum of the Board shall be a majority of voting members. Co-officers shall be considered as one voting member of the Board.

Section 6. Voting Between Meetings. Between meetings of the AAUWNN Board, a written or electronic vote of the Board may be taken at the request of the president on any questions submitted to the Board in writing provided that every member of the Board shall have the opportunity to vote upon any questions submitted. If a majority of the Board shall vote on any questions so submitted, the vote shall be counted and 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 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 polices and procedures adopted by National AAUW.

ARTICLE XII. AAUWNN EXECUTIVE COMMITTEE

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

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 action taken by it. It shall perform such other 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 or electronic request of three (3) of its members stating the purpose of the meeting.

Section 4. Quorum. The quorum of the Executive Committee shall be a majority of its voting members. Co-officers shall be considered as one voting member of the Executive Committee.

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. AAUWNN COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with the majority consent of the Board, provided a quorum is present.

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.

Section 3. Standing Committees. Standing committee members shall be appointed by each committee chair.

ARTICLE XIV. AAUWNN 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 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 independent annual audit or financial review.

Section 3. Budget. The Board shall adopt an annual budget for presentation to the AAUWNN membership for approval.

Section 4. Conflict of Interest. No member shall derive any personal profit or gain, direct or indirect, by reason of her or his participation with AAUWNN or as an officer or board member. A member may be reimbursed for actual and necessary expenses incurred by reason of her or his participation with AAUWNN or as an officer or board member. No officer or board member shall receive any salary.

ARTICLE XV. AAUWNN MEETINGS

Section 1. Annual Meeting. AAUWNN shall hold an annual meeting to conduct business, including but not limited to electing officers and the member(s) of the nominating committee, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the month of May.

Section 2. Membership Meetings. AAUWNN shall hold at least seven general membership meetings during the fiscal year. AAUWNN Board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of sixty percent (60%) of the Board or twenty-five percent (25%) of AAUWNN membership.

Section 4. Meeting Notice. Notice of meetings shall be sent to all members of AAUWNN at least ten (10) days prior to the meeting.

Section 5. Quorum. The quorum shall be fifteen percent (15%) of AAUWNN members present and voting.

ARTICLE XVI. AAUWNN PROPERTY AND ASSETS

Section 1. Title. The title of all property, funds and assets is vested in the American Association of University Women Northville-Novu Branch, Inc. 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. Property and assets shall not be used for any purpose contrary to AAUW. AAUWNN shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW.

Section 2. AAUW Dissolution of AAUWNN. In the event of the dissolution of the American Association of University Women Northville-Novu Branch, Inc. or termination of its affiliation with AAUW all assets of AAUWNN shall be transferred and delivered to AAUW or to an AAUW-affiliated entity which is tax exempt under 501 (c)(3) of the Internal Revenue Code.

ARTICLE XVII. LOSS OF AAUWNN RECOGNITION

The provisions and conditions under which AAUWNN may lose recognition are found in the AAUW Bylaws.

ARTICLE XVIII. AAUWNN PARLIAMENTARY AUTHORITY

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

ARTICLE XIX. AAAUW INDEMNIFICATION

Every member of the Board or committee member may be indemnified by AAUWNN against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Board or committee members of the Board 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 AAUWNN Board approves such settlement and reimbursement as being in the best interest of AAUWNN. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board is entitled.

ARTICLE XX. CONVENTIONS

The AAUWMI Convention is held biennially. The AAUWMI Annual Meeting is held each year and each AAUWNN member in good standing as of the official notice of the annual meeting is entitled to vote. The AAUWMI Annual Meeting is held virtually in the odd numbered years.

ARTICLE XXI. AMENDMENTS TO AAUWNN BYLAWS

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

Section 2. Prior Approval. All other proposed amendments to AAUWNN bylaws shall be sent to the AAUWMI bylaws committee for approval before the call for the vote.

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

Revisions:

October 2005

January 2007

May 2009

Oct. 2009 – Mandatory Amendments Inserted.

September 2010

April 2012 – Mandatory Changes & Amendments Inserted

Amended October 2014 & February 2015

May 10, 2016 Mandatory Amendments and Edits

Jan. 20, 2017 Mandatory Amendments and Edits

March 9, 2018 Amended

November 12, 2024, Mandatory Amendments and Edits