

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
BYLAWS OF THE AMERICAN ASSOCIATION
OF UNIVERSITY WOMEN OF FLORIDA**

ARTICLE I. NAME

The name of this organization shall be the American Association of University Women of Florida, hereinafter called Florida AAUW.

ARTICLE II. GOVERNMENT

The Bylaws of the American Association of University Women, hereinafter called *AAUW*, shall govern Florida AAUW in all its practices. These bylaws shall not conflict with the *AAUW Bylaws*. Every amendment to the Bylaws of AAUW shall become effective and binding on Florida AAUW.

ARTICLE III. PURPOSE

The purpose of Florida AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. Florida AAUW shall participate in the development of policies and programs of AAUW, and contribute to AAUW's growth and advancement. Florida AAUW shall implement programs in support of AAUW's Fellowships, Grants and Research programs and the Legal Advocacy Fund, and through study, action and public policy Florida AAUW shall promote, encourage and coordinate the work of the branches.

ARTICLE IV. USE OF NAME

Section 1. Matters of National Scope.

- a. The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.
- b. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.
- c. Violation of the Use of Name policy shall result in action taken in accordance with AAUW policy.

Section 2. Matters of State Scope.

- a. The policies and program of Florida AAUW shall be binding on all members and branches and no member or branch shall use the name of Florida AAUW to oppose such policies or program. Established channels may be used to change a policy or program.
- b. On any state matter on which Florida AAUW has no policy, the only action which may be taken by a member or branch in the name of Florida AAUW is to use the established channels to develop a policy.

ARTICLE V. MEMBERSHIP

Section 1. Eligibility. Any graduate meeting the requirements for membership in AAUW shall be eligible for membership in Florida AAUW.

- a. Branch. All branches within the state shall be members of Florida AAUW.
- b. Member-at-Large. A member-at-large of AAUW residing within the state may become a member-at-large of Florida AAUW upon application to the state director for finance and payment of state dues.
- c. Associate Member. An associate member, admitted prior to July 1, 1957, who has maintained a continuous membership in a branch and state, may be an associate member of the branch and state, but not AAUW. This status cannot be renewed after resignation.
- d. College/University. A college or university within the state which is a college/university member of AAUW shall be also a college/university member of Florida AAUW and shall be entitled to representation at state meetings.
- e. Life Member
 - (1) Paid. Any member of AAUW may become a life member upon a one-time payment of twenty years' dues based on the amount of AAUW dues the year the member elects to become a life member. A paid life member who is a member of Florida AAUW continues to pay annual state dues.
 - (2) Fifty-Year Honor. Any member who has paid AAUW dues for fifty (50) years shall become an honorary life member and shall be exempt from state dues.

- (3) Florida AAUW. Any person for whom a stipend-bearing American or International Fellowship Endowment or a Research and Projects Endowment in AAUW has been established shall become a Florida AAUW life member and shall be exempt from payment of state dues.

Section 2. Student Affiliates. An undergraduate student enrolled in a regionally-accredited educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publication distributed to all members of AAUW. Affiliates may not vote or hold office.

ARTICLE VI. FINANCIAL ADMINISTRATION

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

Section 2. Dues. The annual state dues for branch members shall be fixed by a two-thirds (2/3) vote of the state convention upon recommendation of the state board of directors. The vote shall be by multiple card vote.

- a. Each branch shall pay annual dues to Florida AAUW for each member belonging to the branch. Dues are payable to the state director for finance on or before July 1, and are in arrears if postmarked after July 1. This amount shall include a subscription to the state publication. Dues of new members may be accepted at any time. Florida AAUW shall conform to AAUW policy for dues received between Jan. 1 and June 30.
- b. Payment of dues shall be waived for a transferring member whose current dues have been paid in another state.
- c. College/university members shall pay no state dues.

Section 3. Budget. The annual budget for the state shall be prepared by the finance committee and approved by the board of directors.

Section 4. Audit. The board of Florida AAUW shall provide for audit and control of funds as are necessary to assure safe-keeping and complete accounting.

ARTICLE VII. OFFICERS

Section 1. Elected Officers. The elected officers of Florida AAUW shall include the president, president-elect, director for program, director for membership, director for finance, director for development, director for public policy, director for communications, and secretary.

Section 2. Appointed Officers. The appointed officers of Florida AAUW shall be an administrative assistant, a bylaws and policies chair, a historian, a parliamentarian, and such other officers as may be considered desirable to carry on the work of the state. They shall be appointed by the president in consultation with the board.

Section 3. Qualifications for Officers. Elected and appointed officers shall be members of AAUW.

Section 4. Terms of Office. The term of office shall be two (2) years with the exception of the president-elect whose term shall be one year and begin on July 1 of the odd year. No member shall serve more than two (2) terms consecutively as an elected officer except the president and president-elect. The president and president-elect shall have served previously on the Florida AAUW board of directors or as Branch president and may have served two (2) terms as an elected officer.

Section 5. Vacancies.

- a. A vacancy in the office of president shall be filled for the unexpired term by the president-elect, or director for program acting as the presiding officer until the board can fill the vacancy.
- b. A vacancy in any office other than the president, which is covered in 5a, shall be filled for the unexpired term by the board.
- c. If a president-elect leaves office before becoming president, the nominating committee shall, in preparing a slate in the even numbered year, include the office of president.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Duties of Elected Officers. Officers shall perform the duties prescribed by the bylaws and by the parliamentary authority adopted by Florida AAUW. They shall implement their responsibilities through committees representative of the membership. Officers shall maintain a global, community, and cultural perspective. All officers shall make written annual reports.

- a. President. The president shall have the usual executive powers of supervision and management such as may pertain to the office of president, and such other powers and duties as designated by Florida AAUW board, and shall:
 - (1) exercise, with the secretary of Florida AAUW, all legal documents required by the state;
 - (2) be responsible for submitting such reports and forms as required by AAUW;
 - (3) officially represent Florida AAUW in activities of AAUW.
- b. President-elect. The president-elect shall:
 - (1) serve as a voting member of the board;
 - (2) perform such duties as may be assigned by the president and the board of directors;
 - (3) act as presiding officer in the absence of the president;
 - (4) perform the duties of the president in all cases in which the president is unable to serve;
 - (5) automatically become president without an election when the office of president becomes open.

- c. Directors.
 - (1) Director for Program. The director for program shall:
 - (a) assume responsibility for implementing the program of Florida AAUW;
 - (b) act as the presiding officer in the absence of both the president and president-elect.
 - (2) Director for Membership. The director for membership shall:
 - (a) assume responsibility for developing and maintaining membership;
 - (b) act as presiding officer in the absence of the president, president-elect and director for program.
 - (3) Director for Finance. The director for finance shall serve as the chief financial officer of Florida AAUW.
 - (4) Director for Development. The director for development shall implement AAUW's Fellowship, Grants and Research Programs and Legal Advocacy Programs and such other fundraising programs as may be established by AAUW or Florida AAUW.
 - (5) Director for Public Policy. The director for public policy shall:
 - (a) formulate and implement public policy in compliance with AAUW and state policy;
 - (b) be responsible for the state lobbyist.
 - (6) Director for Communications. The director for communications shall:
 - (a) be responsible for all internal and external communications;
 - (b) be responsible for publications originating in Florida AAUW.
 - (7) Secretary. The secretary shall:
 - (a) record the minutes of the meetings of the Florida AAUW board of directors;
 - (b) file all written reports presented at state meetings;
 - (c) have available at all meetings a copy of the current *AAUW Bylaws*, the state bylaws, and list of state officers, committees, and task forces.

Section 2. Duties of Appointed Officers.

- a. Administrative Assistant. The administrative assistant shall assist the president.
- b. Parliamentarian. The parliamentarian shall:
 - (1) act in an advisory capacity to the president or other presiding officer and on questions of parliamentary procedure;
 - (2) serve as an ex-officio member of the bylaws and policies committee.
- c. Historian. The historian shall assemble material of historic value to Florida AAUW to be placed in the archives.
- d. Bylaws and Policies Chair. The bylaws and policies chair shall:
 - (1) be responsible for state bylaws and policies being current and in conformity with the *AAUW Bylaws*.
 - (2) be responsible for branch bylaws being in conformity with the *AAUW Bylaws* and the state bylaws.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. There shall be a nominating committee of five (5) members elected by the following procedure:
 - (1) two (2) members elected by the board of directors at the board meeting prior to the state convention: two alternates may be elected also;
 - (2) three (3) members elected by the voting body at the state convention.
- b. The president shall appoint a temporary chair from among the committee members who then shall appoint a permanent chair.
- c. No branch shall be represented on the nominating committee in two consecutive years.
- d. Consent of the nominees for the nominating committee must be obtained before their names are placed in nomination.
- e. All five members of the nominating committee shall have been members of Florida AAUW for at least three (3) years prior to serving on the nominating committee.
- f. After utilizing alternates, if it becomes necessary to fill any vacancies on the nominating committee, the remaining committee members shall select replacement(s) following the rules listed in this section.

Section 2. Elections.

- a. The elected officers shall be elected at a Florida AAUW convention by duly-accredited delegates.
- b. The president, director for membership, director for communications, director for development, and the secretary shall be elected in even-numbered years. The president-elect, director for program, director for finance, director for public policy shall be elected in the odd-numbered years.
- d. Elections shall be by ballot except where there is only one candidate for an office. Then the election may be by voice vote. A majority vote shall constitute an election.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall be composed of the elected officers.

Section 2. Powers and Duties.

- a. State Administration. In accordance with the bylaws and convention action, the board of directors shall have the general power to administer the affairs of Florida AAUW and to initiate and carry out its program and policies. It shall act for Florida AAUW between conventions and adopt rules to govern its proceedings.
- b. Branch Assistance.
 - (1) Creation. Upon recommendation of the president, the board of directors shall have the authority to approve in writing the application of any group of graduates qualified to form a branch within Florida AAUW under the *AAUW Bylaws*.
 - (2) Termination. The board of directors shall review the findings of any branch which shall appear to have forfeited its right to continue as a branch under the *AAUW Bylaws* and recommend action to be taken. A branch shall be deemed to have forfeited its right to continue as a branch for any of the following reasons:
 - (a) has not submitted to the AAUW treasurer the required dues for a period of two (2) years;
 - (b) has violated the purpose of AAUW or the provisions of its Bylaws;
 - (c) has maintained branch bylaws or practices in conflict with the *AAUW Bylaws*;
 - (d) has exceeded the twenty percent (20%) limitation on associate members.

Section 3. Meetings and Quorum.

- a. Regular Meetings. Regular meetings of the board of directors shall be held at least twice a year at the call of the president at such times and place as shall be designated.
- b. Special Meetings. Special meetings of the board of directors shall be called at any time by the president or upon the request of five (5) members of the board, provided that at least five (5) days notice of such meeting and its agenda shall have been given to the members of the board of directors.
- c. Quorum. The quorum for a meeting of the board of directors shall be a majority of its members.

Section 4. Ballot. In the interim between meetings of the board of directors, a ballot may be taken at the request of the president on any question submitted in writing.

ARTICLE XI. COMMITTEES AND TASK FORCES

Section 1. Standing Committees. There may be established standing committees as shall be considered necessary by the board of directors.

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

Section 3. Issue Task Forces. Issue task forces shall implement current AAUW Issues for study and action.

Section 4. Qualifications and Terms.

- a. Chairs of committees and Issue task forces shall be chosen for their experience and work in AAUW or their special aptitude for the work of the committee or task force with due regard for geographical representation and rotation of membership.
- b. Committee and task force chairs shall serve no more than two (2) terms consecutively in that same office.

Section 5. Appointment of Chairs and Members of Committees and Task Forces. Chairs and members of committees and task forces shall be appointed jointly by the president and board of directors.

ARTICLE XII. INTERBRANCH COUNCIL

An interbranch council is a voluntary association of branches, which sets its own purpose, structure and meetings.

ARTICLE XIII. RESPONSIBILITIES OF BRANCH OFFICERS AND CHAIRS TO FLORIDA AAUW

Section 1. Duties of Branch President. The branch president shall:

- a. be the official representative of the branch in the activities of AAUW and Florida AAUW;
- b. send AAUW and Florida AAUW presidents the designated copies of the officer board report no later than June 1;
- c. be responsible for bringing the branch bylaws into conformity with the *AAUW* after each AAUW Convention;
- d. be responsible for bringing the branch bylaws into conformity with the bylaws of Florida AAUW after each state convention.

Section 2. Duties of Branch Treasurer. The branch treasurer shall send state dues to the Florida AAUW director for finance and AAUW dues to the AAUW Finance Vice President, postmarked no later than July 1. Dues received after July 31 for late renewals or new members shall be forwarded **immediately.**

Section 3. Duties of Other Officers and Chairs. Branch officers, committee chairs, and task force chairs shall make reports as may be required by a member of the Florida AAUW board of directors or by a state committee or task force chair.

ARTICLE XIV. MEETINGS OF FLORIDA AAUW

Section 1. Time, Place, and Notification.

- a. The Florida AAUW shall hold at least one regular meeting each year to be known as the state convention to conduct the business of state, including electing officers and receiving reports.
- b. Time and place shall be determined by the board of directors.
- c. Special meetings may be called by the president or on the written request of five (5) members of the board of directors.
- d. Notice of meeting shall be sent to all branches, members of Florida AAUW board of directors, AAUW, college/university members, and state members-at-large at least thirty (30) days prior to the meeting.
- e. All Florida AAUW meetings, including meetings of the board of directors, shall be open and may be attended by any member of Florida AAUW.
- f. If circumstances prevent the holding of a Florida AAUW meeting, the board of directors shall conduct the necessary business.

Section 2. Representation – Annual Meeting.

- a. **Voting Body.** The voting body of the annual meeting of Florida AAUW shall be composed of:
 - (1) state representatives, including
 - (a) elected and appointed officers,
 - (b) chairs of all committees and task forces,
 - (c) past presidents of Florida AAUW.
 - (2) branch delegates, including:
 - (a) branch presidents;
 - (b) one delegate for each twenty-five (25) members of the branch or major fraction thereof,
 - (i) each branch shall be entitled to at least one delegate;
 - (ii) associate members serving as delegates shall constitute no more than twenty percent (20%) of the delegates of the branch. If associate members should exceed twenty percent (20%) of the voting body of the state meeting, a sufficient number chosen by lot shall be disqualified as delegates.
 - (3) other delegates, including:
 - (a) one delegate appointed by the Florida AAUW president for each fifty (50) paid-up members-at-large of the state,
 - (b) one delegate for each college/university member of the state.
- b. **Voting.** A member of the voting body shall cast no more than one (1) vote except in a card count when chairs of branch delegations may cast their own votes and those representing unregistered delegate votes to which the branch is entitled.
- c. **Quorum.** Delegates representing a majority of the branches shall constitute a quorum.

ARTICLE XV. PROPERTY

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

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

ARTICLE XVI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern Florida AAUW in all instances in which they are applicable and in which they are not inconsistent with the *AAUW Bylaws* and these bylaws.

ARTICLE XVII. INDEMNIFICATION

An officer or director of Florida AAUW is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:

- a. The officer or director breached or failed to perform the duties as an officer or director; and
- b. The officer's or director's breach of, or failure to perform the duties constitutes:
 - (1) A violation of the criminal law, unless the officer or director had reasonable cause to believe his conduct was lawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law stops that officer or director from establishing that he had reasonable cause to believe that the conduct was lawful or has no reasonable cause to believe that the conduct was unlawful..
 - (2) A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or
 - (3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

For the purpose of this section, the term:

Recklessness means the acting, or omission to act, in conscious disregard of a risk; (a) Known, or so obvious that it should have been known, to the officer or director, and (b) Known to the officer or director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

Director means a person who serves as a director, trustee, or member of the governing board of an organization.

Officer means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.

(Source: 1990 Supplement to Florida Statutes 1989,617.0834)

ARTICLE XVIII. AMENDMENTS

The provisions of these bylaws not governed by the *AAUW Bylaws* may be amended at any Florida AAUW convention by a two-thirds (2/3) vote of those present and voting. Notice shall be sent to each branch in the state at least thirty (30) days prior to the meeting at which action is to be taken. If previous notice has not been given, a unanimous vote of the convention is required.

An amendment to the Bylaws of Florida AAUW shall become effective and binding on all branches within the state.

Changes required to bring Florida AAUW Bylaws into conformity with the Bylaws of AAUW shall be made without the necessity of a vote of the state.

The Bylaws of Florida AAUW and all subsequent amendments thereto shall be forwarded to the chair of the AAUW Governance Committee.

Date amended: October 19, 1991
 October 16, 1993
 October 22, 1994
 April 9, 2000
 April 28, 2001
 April 6, 2002
 April 16, 2005
 April 17, 2009
 September 30, 2009