

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF OMAHA, NEBRASKA BRANCH
MARCH 2018**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Omaha, Nebraska Branch hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW - Omaha, Nebraska Branch 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 Program. The policies and program 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 program.

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 3) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the 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 a 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 Member.

(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 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.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual member or College/University member that claims qualification for membership in AAUW and that 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 institutions located outside the U.S., 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.

Section 3. Student Associates. The 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 Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the Board of Directors.

Section 4. Dues.

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. 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 Board of Directors.

b. The Affiliate shall have the right to appeal to the 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. PARLIAMENTARY 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 Affiliates membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. RIGHTS AND OBLIGATIONS OF BRANCH MEMBERS

Section 1. Membership. 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. A

representative of an AAUW College/University Member may join the branch by paying dues. The official date of membership is the date before a vote is taken.

Section 2. Student Associates. Student associates shall be entitled to attend branch meetings and receive the publications distributed to all members. Student associates may not vote or hold office.

ARTICLE IX. FINANCIAL ADMINISTRATION

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

Section 2. Amount of Dues. Branch member dues and student associate fees are determined by the board of directors and approved by a two thirds vote at a branch general meeting.

Section 3. Payment of Dues/Fees.

a. Continuing Members/Student Associates. Dues/fees of all continuing members/student associates are payable before July 1.

b. New Members. Dues of new members/student associates may be paid at any time and shall be forwarded to AAUW and the state immediately. Dues received between January 1 and March 15 shall be one-half the annual dues (AAUW, state, and branch).

Section 4. Paid life members of AAUW are required to pay branch dues.

Section 5. Fifty Year Honorary Life Members shall be exempt from payment of branch dues.

Section 6. Reciprocity. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

Section 7. 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 annual financial review.

Section 8. Budget. The board shall adopt an annual budget for presentation to the branch.

ARTICLE X. OFFICERS

Section 1. Officers.

a. Elected Officers. Only members of AAUW shall be a president, a president-elect, program vice president, membership vice president, communications vice president, a secretary, a finance officer, and a director. More than one person may serve simultaneously in any of these offices. Co-officers shall be considered as one vote on the executive committee or board of directors.

b. Appointed Officers. The appointed officers of the branch shall be such other officers as shall be deemed necessary to carry on the work of the branch. These officers shall be appointed annually by the president with the approval of the executive committee.

Section 2. Duties. Officers shall perform the duties prescribed by these bylaws, by the policies and procedures adopted by the board of directors, and by the current edition of Robert's Rules

of Order Newly Revised. The elected and appointed officers shall facilitate and promote the purpose and mission of AAUW.

a. President. The president shall:

- (1) Be the official spokesperson and representative of the branch and shall be responsible for submitting such reports and forms as required by AAUW;
- (2) Perform the following duties:
 - (a) Preside at all meetings of the branch, the board of directors, and the executive committee;
 - (b) Serve as an ex-officio member of all task forces and committees except the financial review and nominating committee;
 - (c) Call special meetings of the branch in accordance with provision of the branch bylaws;
 - (d) Appoint with the approval of the executive committee, representatives of areas of interest, the chairs of all task forces and committees, except the nominating committee and those provided for by election, and any additional officers authorized by branch bylaws.

b. President-Elect. The president-elect shall preside at meetings in the absence of the president, and act in absence or disability of the president, and perform such duties as the president and board shall direct and as specified in branch policies and job descriptions. The President-Elect shall not serve on the nominating committee.

c. Program Vice President. The program vice president shall perform the duties of president in all cases in which the president and president-elect are unable to serve, and shall serve as chair of the program committee.

d. Membership Vice President. The membership vice president shall serve as chair of the membership committee.

e. Communications Vice President. The communications vice president shall serve as the chair of the communications committee.

f. Secretary. The secretary shall record and keep the minutes of all meetings of the branch, the board of directors, the executive committee, and special meetings. In the absence of the secretary, the president will delegate someone other than the president or finance officer to record minutes. The branch shall make available for inspection upon request by the members, the minutes of each meeting of the branch, board of directors, the executive committee, and special meetings.

g. Finance Officer. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the branch and for other financial matters, and shall also perform the following duties: along with the president signs all written contracts of the branch, and shall chair the finance committee.

h. Director. The director shall serve as an experienced advisor and chair of the director's committee.

Section 4. Election and Terms of Office.

a. Nominations. A nominating committee of three members, plus an alternate, shall be elected annually by the board of directors at its February meeting from all names proposed. The board shall elect a chair of the committee from those elected to the committee. The committee, after soliciting nomination suggestions from the general membership, shall propose the slate of officers, after having their consent to serve, and present it no later than at the March General Meeting. Nominations may be made from the floor, providing the written consent of the

nominee has been obtained. A written record of the committee shall be filed with the secretary.

b. Election. If there shall be more than one nominee for any office, voting shall be by ballot and a majority of the votes cast shall be necessary for election. Elections shall be held for the offices to be filled at the regular March or April meeting of the branch.

c. Terms of Office. All officers shall take office at the May General Meeting, immediately upon installation, with the exception of the finance officer who takes office at the beginning of the fiscal year, July 1. The terms of the office shall be for two years, except for the president and president-elect which shall be for one year. The president has the option of running for election to serve another year, in which case the president-elect may also run for election to serve another year.

d. Rotation. The president and the president-elect shall be elected annually. The program vice president, communications vice president, and secretary shall be elected in the odd-numbered years. The finance officer, membership vice president, and the director shall be elected in the even years.

e. Removal from Office. An elected officer who has three (3) or more unexcused absences from board meetings, or who fails to satisfactorily perform the duties of the office held, may be removed from that office by a two-thirds vote of the board of directors, provided a quorum is present.

f. Vacancies. In the event of a vacancy in an elected office, the executive committee shall appoint a member to fill the office for the unexpired term.

ARTICLE XI. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors

a. Membership. The board of directors shall be composed of the elected officers, AAUW Funds chair, College/University Relations chair, and three Interest Group representatives. This branch must have a minimum of two separate officers, one responsible for the management of the branch and one responsible for the financial affairs. In addition, the branch shall designate a member other than the president and finance officer to record and make available upon request the minutes of each noticed branch meeting and board meeting. (Note: An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer).

b. Duties. The board of directors shall carry on the business of the branch in conformity with the policies and program of AAUW. It shall be subject to the orders of the branch and none of its actions shall conflict with the action taken by the branch. It shall have approved the budget for presentation at the first regular fall general meeting. It shall recommend to the branch establishment of additional standing committees and issues task forces.

c. Term of Office. No member may serve on this board for more than six consecutive years.

d. Meetings. The board of directors shall meet prior to the branch general meetings. A special orientation meeting for the incoming board of directors shall be held prior to the June board meeting. Outgoing and incoming board members and committee chairs shall transfer files and materials at the June board meeting.

e. Quorum. Seven members, three of whom must be elected branch officers, of the board of directors shall constitute a quorum.

Section 2. The Executive Committee.

a. The elected officers shall constitute the executive committee of the board. It shall be empowered to act in emergencies between meetings of the board, but it shall conclude no business of importance without the concurrence of the board.

b. Meetings. Meetings of the executive committee shall be held on the call of the president or four members of the executive committee. The incoming or continuing president may call a meeting of the executive committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

c. Quorum. A majority of the members of the executive committee shall constitute a quorum.

ARTICLE XII. COMMITTEES

Section 1. Standing Committees.

a. There shall be branch standing committees on, or persons concerned with, the work of the following: AAUW Funds, Bylaws, College/University Relations, Communications, Finance, Membership, Program, and Public Policy. Other branch standing committees are Hospitality and Telephone.

b. Composition and Function.

(1) AAUW Funds. The committee on AAUW Funds shall be responsible for explaining the programs on fellowships, research projects, and such others as may be established by AAUW; to recommend to the board of directors ways of raising and allocating funds; and to keep a record of all these funds.

(2) Bylaws Committee. It shall be the duty of this committee to review and/or revise branch bylaws to insure conformity with AAUW and state bylaws. Other proposed amendments may be made at committee's discretion, and shall be made in writing to the board of directors to review, and then to the general membership as described in Article XVI of these bylaws.

(3) College/University Relations Committee. The committee promotes strong connections between AAUW and colleges and universities in the Omaha area.

(4) Communications. The communications vice president shall act as historian and shall collect and preserve a continuing record of the history of the branch. This committee produces the newsletter and membership directory/yearbook.

(5) Finance. This committee shall prepare an annual budget and outline the general financial policy of the branch.

(6) Hospitality. This committee shall have charge of all social functions of the branch not otherwise provided for.

(7) Membership. The duties of this committee shall be to recruit membership and conduct orientation in the branch on the purpose and programs of AAUW.

(8) Program. The program committee shall plan and organize branch meetings using AAUW issues and branch concerns as its guide.

(9) Telephone. This committee shall take reservations for the general meetings and notify members of any special events or changes not announced in the newsletter.

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

Section 3. Chairs. The chairs of all committees, except the nominating committee and those provided for by election, shall be appointed by the president with the approval of the executive committee. Chairs shall select the members of their committees in consultation with the president. Chairs shall serve as channels or communication in their respective fields with the state and AAUW chairs.

ARTICLE XIII. INTEREST GROUP REPRESENTATIVES

Section 1. Duties. Each representative shall be a member of the committee on program, public policy, and a member or chair of such task force(s) as shall be appointed to implement the program issue appropriate to the area of interest.

Section 2. Interest Groups.

- a. Interest group meetings shall be held at a time and place convenient to members. Interest groups shall be composed of members meeting to explore various phases of an area of interest.
- b. Eligible nonmembers may attend no more than two group meetings per year.

ARTICLE XIV. BRANCH MEETINGS

Section 1. Meetings.

- a. **Annual Meeting.** The March or April general meeting shall be known as the annual meeting. Officers shall be elected.
- b. **Regular Meetings.** The branch shall hold at least seven meetings a year.
- c. **Special Meetings.** Special meetings may be called by the president, three members of the board of directors, or by the written request of ten members of the branch. Notice of the date, time, place, and the business to be brought before the meetings shall be sent to all members in writing at least seven days in advance.

Section 2. Quorum. Fifteen percent (15%) of the members of the branch as of September 1 shall constitute a quorum.

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 member 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 board or committee member is entitled.

ARTICLE XVI. IRS 501(c)(3) REQUIREMENTS

Section 1. Purpose. The organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. Dissolution. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Provisions of these bylaws not mandated by AAUW may be amended by a two-thirds vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the state bylaws chair for approval, then to entire membership at least seven (7) days prior to the applicable meeting.

Last amended March 10, 2018