



2018

BYLAWS

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BYLAWS OF AAUW OF MINNESOTA

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name.

The name of the organization shall be “AAUW of Minnesota”, abbreviated as “AAUW MN” and hereinafter known as the “Affiliate.”

Section 2. Affiliate.

AAUW of Minnesota 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. 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 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. 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 Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. AAUW MN DUES

Section 1. Amount

- a. The annual dues for AAUW MN members shall be determined by a two-thirds vote of the state convention upon recommendation of the board of directors of AAUW MN, provided notice has been given to the members sixty days prior to the meeting.
- b. Each branch shall submit annual state dues for each member belonging to the branch to the state treasurer on or before July 1, and national dues to AAUW by the same date. Said dues shall include a subscription to the state newsletter.
- c. Alternative: A branch may choose to participate in the Membership Payment Program (MMP), sending national, state and branch dues all directly to AAUW.

d. Each branch shall submit annual state fees for each student affiliate of the branch with the amount established by the state Board of Directors. This amount shall include a subscription to the state newsletter.

e. College/university representatives shall pay no state dues.

f. A national member belonging to AAUW MN shall pay annual dues, established by a two-thirds vote of the state convention, to the state treasurer. This amount includes an annual subscription to the state newsletter. Dues are payable on or before July 1.

g. Dues for partner members shall be set by the AAUW of Minnesota Board of Directors. AAUW dues shall include the AAUW publication distributed to all members electronically or by mail.

Section 2. Reciprocity.

A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. There shall be a nominating committee of five members elected by the following procedure:

(1) Three members and one alternate, exclusive of board members, shall be presented by the current nominating committee to the state convention for approval as members of the nominating committee.

(2) Two members and one alternate, appointed if necessary, who have served one or more years on the state board of directors shall be elected by the Board of Directors at the first meeting of the fiscal year.

b. The chair and assistant chair of the nominating committee shall be elected from the five committee members by the board of directors at the first meeting of the board of the fiscal year.

Section 2. Nominations.

a. Following guidelines outlined in AAUW MN Standing Rules, recommendations for nominees with vitae shall be submitted in writing to the chair of the nominating committee by a specified date. The chair shall report to the members of the committee all names received.

b. The nominating committee shall present a slate of nominees to each branch at least sixty days prior to the Minnesota state convention.

c. Nominations may be made from the floor at the time of the election provided the consent of the nominee has been obtained.

Section 3. Elections

- a. The elected officers of AAUW MN and three members of the nominating committee and the alternate shall be elected at a state convention by the duly accredited convention delegates.
- b. The president-elect, vice presidents for program and public policy, and treasurer shall be elected in the odd-numbered years. The vice presidents for membership, AAUW Funds, and the secretary/historian shall be elected in even-numbered years. The president-elect shall automatically take office as president in the even numbered years.
- c. Elections shall be by ballot except when there is only one candidate for an office, in which case a voice vote may be taken.
- d. A majority of the votes cast shall be necessary for election.

ARTICLE X. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. Elected Officers and Directors. The elected officers of AAUW MN shall be a president; president-elect; vice presidents for program, membership, AAUW Funds, public policy; secretary/historian; and treasurer. An elected office may be co-chaired. They shall be members of AAUW and the state.
- b. Appointed Officers and Directors. Persons shall be appointed by the state president and ratified by the board of directors to fulfill the responsibilities of bylaws, finances, internal and external communications, and such other positions as shall be deemed necessary by the state president and Board of Directors to carry out the program of AAUW MN. An appointed office may be co-chaired. They shall be members of AAUW and the state.
- c. College/University Representative. The College/University Representatives of AAUW MN may elect one of their members, who is an AAUW member, according to the working rules of their organization to serve as their representative on the AAUW MN board of directors. The representative shall be elected by the group in the fall in the odd-numbered years, be ratified by the AAUW MN board of directors at its January meeting, and shall take office July 1 of the even-numbered years.

Section 2. Duties.

Officers and directors shall perform the duties described by these bylaws. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

- a. The president shall preside at all meetings of AAUW MN state convention, Board of Directors, and executive committee; shall appoint all persons to positions as prescribed in these bylaws; shall be personally, or by a designated substitute, the official representative of AAUW MN in the activities of AAUW; shall be responsible for submitting reports and forms as required by AAUW and shall personally, or by a designated substitute, represent the state in all work with other organizations and at meetings and conferences.
- b. The president-elect shall work with the president, become acquainted with the functions of AAUW MN, and may be asked by the president to carry out specific duties.
- c. The vice presidents for program, membership, AAUW Funds, and public policy shall chair their respective committees and perform such other duties as the president and Board of Directors shall direct.
- d. The secretary/historian shall record minutes of the state convention, meetings of the Board of Directors and the executive committee, shall be responsible for collecting and preserving the historical record of AAUW MN and shall perform such other duties as the president the Board of Directors shall direct.
- e. The treasurer shall assume responsibility for the collection of all state dues and other monies due AAUW MN unless otherwise authorized by the AAUW MN Board of Directors or AAUW and shall serve as custodian of all funds, securities, and business papers.
- f. All elected officers shall perform the duties prescribed by these bylaws and by *Robert's Rules of Order Newly Revised* and listed in the AAUW MN Standing Rules.
- g. Appointed Officers. The duties of persons holding appointed offices shall be prescribed by the Board of Directors and listed in AAUW MN Standing Rules.
- h. College/University Representative. The duties of the college/university Liaison shall be prescribed in that organization's Working Rules and in AAUW MN Standing Rules.
- i. Reports. All persons holding elected and appointed positions shall submit written reports of their work to the state president, the Board of Directors and the state convention or as prescribed in the AAUW MN Standing Rules.

Section 3. Terms of Office.

Terms of office for elected and appointed officers shall begin on July 1 and, except for the president-elect, shall be for two years or until successors are elected or appointed and have assumed office. The president-elect shall serve for one year. No person shall be elected or appointed to the same office for more than two successive terms except the president who may not succeed herself, nor hold two offices at the same time. Outgoing elected and appointed officers shall assist with the post-convention transition to new officers prior to July 1. The incoming or continuing president may call meetings of the incoming executive committee and Board of Directors prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 4. Vacancies.

- a. A vacancy in any elected office, except that of president or president-elect, and a vacancy in the office of College/University representative shall be filled by the board of directors for the unexpired term with the board of directors having the power to determine when a temporary absence becomes a vacancy.
- b. A vacancy in the office of the president shall be filled for the unexpired term by the co-president or the president elect in a year that we have one. In the other year, the executive committee, consisting of the elected officers of AAUW MN, shall appoint one of their members to fill the position. If a vacancy shall occur in the office of president-elect, that office shall remain vacant until the next state convention at which time the nominating committee shall submit a nominee for the office of president to be elected at that convention.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Members.

The AAUW MN Board of Directors shall include the elected and appointed officers and college/university liaison as listed in Article VI of these bylaws. AAUW MN must have a minimum of two separate officers, one responsible for the management of the AAUW MN and one responsible for the financial affairs. In addition, AAUW MN shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed state or multistate meeting and board meeting. (Note: An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer.)

Section 2. Powers and Duties.

In accordance with AAUW MN Bylaws and convention action, the Board of Directors shall have the general powers to administer the affairs of AAUW MN and to initiate and carry out AAUW programs and policies. It shall act for AAUW MN between conventions. The Board of Directors may adopt standing rules to govern its proceedings. It shall also:

- a. Approve the proposed annual budget to be presented to the state convention for vote;
- b. Accept the financial records review report;
- c. Recommend the proposed public policy program to the state convention for a vote;
- d. Recommend distribution of AAUW Funds for a vote at the state convention;
- e. Authorize expenditures of unallocated funds from the state treasury;
- f. Approve the establishment of special committees or task forces;
- g. Determine when a temporary absence in an elected office becomes a vacancy and approve a replacement for such vacancy except in the office of president or president-elect;
- h. Assist the president with convention planning;
- i. Approve the date, place, registration fee, local budget, and program for state conventions and workshops;
- j. Provide for the election of the required members and chair and assistant chair of the nominating committee; and (“and” should be at end of ‘k’ not ‘j’)
- k. Assign special duties as prescribed in the AAUW MN Standing Rules or as needed to members of the Board of Directors.
- l. Recommend the application by any group of graduates qualified to form a branch with the state to AAUW, following guidelines of AAUW policy.

Section 3. Delegation of Power.

The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

- a. Regular meetings of AAUW MN Board of Directors shall be held at least twice a year at the call of the president. The time and place shall be designated by the president.
- b. Special meetings of the board of directors may be called at any time by the president or at the written request of five members of the board provided at least ten days’ notice of such meeting and its agenda shall have been given to the members of the board. Only that business for which notice has been given shall be transacted.
- c. All meetings of the Board of Directors shall be open and may be attended by any members of AAUW MN at their own expense.

Section 5. Voting between Meetings.

In the interim between meetings of the MN Board of Directors, a written vote may be taken at the request of the president on any question submitted in writing, by telefax, or by email. Voting shall close, exclusive of days on which there is no mail delivery, five days after the question has been submitted. If a majority shall vote on a question sent to the members of the Board of Directors, the vote shall be counted and shall have the same effect as if cast at a meeting of the Board of Directors.

Section 6. Quorum.

The quorum for a meeting of the Board Directors shall be a majority of the members. Co-officers carry one vote between them.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Members.

The executive committee of the Board of Directors shall consist of the elected officers of AAUW MN.

Section 2. Powers and Duties.

Subject to the limitations of state law, the executive committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The executive committee shall act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the board on its activities and actions taken.

Section 3. Meetings.

The executive committee shall meet on the call of the president or at the written request of three members of the executive committee. The executive committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present and voting at the meeting. An action of the executive committee will take effect if passed by the majority of its members.

Section 4. Voting between Meetings.

In the interim between meetings of the executive committee, a written or email vote may be taken at the request of the president on any question submitted in writing, by email or telephone. Voting shall close five days, exclusive of days on which there is no mail delivery, after the question has been submitted. If the majority shall vote on a question sent to the members of the executive committee, the vote shall be counted, and shall have the same effect as if cast at a meeting of the executive committee. After a written, telephone, or e-mail vote, the response will be submitted to the secretary as part of the official record and reported to the board at its next meeting.

Section 5. Quorum.

The quorum for a meeting of the Executive Committee shall be the majority of its members.

ARTICLE XIII. COMMITTEES

Section 1. Standing Committees

There shall be standing committees on, or persons concerned with, the work of appropriate AAUW standing committees related to program development, membership development, AAUW Funds, public policy, bylaws, finance, and such additional areas as deemed necessary by the state president and Board of Directors. Committees shall be chaired by the corresponding member of the Board of Directors with specific responsibilities prescribed in AAUW MN Standing Rules. With the approval of the board of directors, each standing committee shall cooperate with the appropriate AAUW committee and committees in the branches to initiate and promote projects of statewide and national scope. Committee members shall be selected by each committee chair in consultation with the state president. Reports shall be submitted as requested by the state president, Board of Directors, state convention, or AAUW.

Section 2. Special Committees

There may be established such special committees and task forces as shall be considered necessary by the state president, Board of Directors, or convention. Chairs shall be appointed and responsibilities assigned by the state president and approved by the Board of Directors. Committee members shall be selected by each committee chair in consultation with the state president. Reports shall be submitted as requested by the president, Board of Directors, convention, or AAUW.

Section 3. Qualifications and Terms

- a. Committee chairs shall be members of AAUW and the state. Those chairs elected to their positions shall also be members of a branch as prescribed in Article VI.
- b. Members of standing and special committees and task forces shall be chosen for their experience and work in AAUW and/or their special aptitudes for the work of the committee.
- c. Chairs of standing committees shall serve for a term of two years and shall be eligible for reappointment for one additional term in the same position unless the AAUW MN Standing Rules specify otherwise.
- d. Terms for special committees and chairs shall be as specified by the state president or Board of Directors.

ARTICLE XIV. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure.

Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Purpose.

These organizations shall further AAUW purposes, program, and policies within their respective areas. Bylaws of such organizations shall not be in conflict with the AAUW Bylaws.

Section 3. Contact.

All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact.

Section 4. Recorded Minutes.

Each AAUW-affiliated entity shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed AAUW-affiliated entity meeting and board meeting. (If this member is not an officer, then an officer must be assigned to supervise the designated member.)

ARTICLE XV. RESPONSIBILITIES OF BRANCH OFFICERS TO AAUW MN

Section 1. Duties of Branch Presidents.

The branch president shall:

- a. Be the official representative of the branch in the activities of AAUW at all levels.
- b. Send to the AAUW MN president the names and addresses of all elected and appointed officers and committee chairs no later than June 1 and report any changes of officers and chairs immediately to the state president and to AAUW.
- c. Be responsible for updating branch bylaws after each AAUW convention and for submitting one copy for compliance review to the chair of the committee on bylaws by the date specified by AAUW following the biennial national convention.
- d. Be responsible for updating branch bylaws after each state convention and submitting them by a specified deadline as instructed by the state Board of Directors.
- e. Send, as requested, to the state nominating committee a list of candidates for elective offices and to the state president a list of candidates for appointive offices together with statements of their qualifications.

Section 2. Duties of Branch Treasurer

Unless otherwise authorized by the AAUW board of directors, the branch treasurer shall send state dues and fees to the state treasurer postmarked on or before July 1 and national dues to AAUW by the same date. Dues and fees received after July 1 for late renewals or for new members shall be forwarded immediately.

Section 3. Duties of Other Officers and Chairs

Branch officers and task force and committee chairs shall make reports as may be required by a member of AAUW MN Board of Directors or by a special committee chair.

ARTICLE XVI. ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE XVII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year.

The fiscal year shall correspond with that of AAUW and shall begin on July 1 through June 30.

Section 2. Financial Policies.

AAUW MN 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 records review.

Section 3. Budget.

The annual budget for AAUW MN shall be prepared by the finance committee and approved by the state Board of Directors prior to presentation for vote at the AAUW MN convention. The state Board of Directors shall have the authority to revise the budget within available income.

ARTICLE XVIII. MEETINGS OF AAUW MN

Section 1. Time, Place, and Notification.

- a. AAUW MN shall hold at least one regular meeting each year, to be known as the state convention, to conduct the business of the state, including the election of officers and receiving of reports of officers and committee chairs.
- b. The time and place of the convention shall be determined by the Board of Directors.
- c. Special meetings may be called by the AAUW MN president or shall be called on the written request of a majority of the members of the Board of Directors. Only that business for which notice has been given shall be transacted.

- d. Notices of all state meetings shall be sent to all branches for notification of branch members, members of the state Board of Directors, college/university representatives past state presidents, national members who have paid state dues, state committee chairs, and the AAUW Office at least sixty days before the meeting.
- e. All state meetings shall be open and may be attended by any member of AAUW MN.
- f. If circumstances prevent the holding of a state meeting, the Board of Directors shall provide for the conduct of necessary business.

Section 2. Representation.

The voting body of any meeting of AAUW MN shall be composed of:

- a. State representatives, including the elected and appointed officers and chairs who are members of the Board of Directors and such sub-committee chairs as may be determined by the Board of Directors;
- b. One or two representatives for each college/university member in the state.
- c. Two delegates from each branch in the state with the additional representation of one delegate for every twenty-five members or major fraction thereof, not to exceed fifteen total delegates, as of February 1 of the current fiscal year. The president, a designee or an alternate selected by the branch, shall be one of the branch delegates.
- d. National members appointed by the president on the basis of one delegate for each twenty-five paid national members of the state, and
- e. Past Minnesota state presidents who are currently members of AAUW MN.

Section 3. Voting.

- a. A member of the voting body shall cast no more than one vote even though serving in more than one capacity.
- b. Non-voting members may speak to motions but shall not offer them or vote thereon. A member of one of the national organizations whose current dues have been paid and who is spending a period of a year or less in the USA, may attend state meetings without vote.
- c. Students from colleges and universities will be allowed to register and attend all of the AAUW MN state convention business meetings and sessions free of charge as non-voting observers. If the students wish to eat any meal, they must reserve and pay for those meals
- d. Delegates representing two-fifths of the branches shall constitute a quorum for the state convention.

Section 4. Convention Organization.

For each MN state convention, there shall be established committees for credentials, convention standing rules, convention program, local arrangements, minute condensing, and resolutions.

a. The chair of the credentials committee shall be the state administrator who will:

- (1) Determine the branches eligible to send delegates and alternates in consultation with the chair of the committee on bylaws;
- (2) Implement advance registration of delegates and alternates including advance information to branches concerning the number of authorized delegates and alternates, eligibility requirements, credential blanks and instructions for their use, and deadlines for return to the committee;
- (3) Compile a list of elected delegates and alternates and verify their eligibility to vote;
- (4) Be responsible for advance registration arrangements and for registration at the state convention;
- (5) Prepare the credentials report for the opening session of the convention and for such other times as are required;
- (6) Continue registration and record changes throughout the convention, and
- (7) Prepare a final report on total registration for the convention to be appended to the convention minutes.

b. The chair of the convention standing rules committee shall be appointed by the state president. The chair may, in consultation with the state president, select additional committee members. In consultation with the state bylaws chair, the committee shall be responsible for drafting and submitting standing rules to be adopted for the current convention only. These rules must in no way conflict with the bylaws of AAUW MN but they may involve modification of the rules contained in the parliamentary authority prescribed by these bylaws.

c. The chair of the convention program committee shall be the state program vice president in consultation with the president and State Board. The chair will coordinate the schedule of meetings, proceedings, and special events of the convention.

d. The chair and committee members of the local arrangement shall be selected by the host branch. Necessary local arrangements shall be made in consultation with the state president, the state program vice president, the convention credentials chair (state administrator) and other state officers as needed.

e. The chair of the minutes condensing committee shall be the state secretary/historian. Two additional members shall be appointed by the state president. After the state board has approved the full and complete minutes of the state convention at the summer board meeting, this committee shall condense the minutes of the state convention and submit them to the secretary/historian.

f. The resolutions committee shall consist of at least three members, including the state public policy vice president, the committee chair and any additional members appointed by the state president. One member shall have served on the previous convention resolutions committee. The committee shall screen all resolutions submitted prior to the convention.

(1) Resolutions on AAUW MN policy and program and all other resolutions to be proposed at the state convention may be initiated by any branch member, the state Board of Directors, state standing or special committees, or the resolutions committee.

(2) Proposed resolutions shall be presented in writing to the resolutions committee at least sixty days in advance of the state convention with a copy sent to the appropriate state officer or committee chair affected by the resolution information.

(3) The resolutions committee shall be authorized to reword, clarify, or combine submitted resolutions and send them to the branches at least thirty days before the convention.

(4) The resolutions committee shall report the approved resolutions to the state convention and recommend suitable action to be taken on them with a majority of the convention accredited delegates present and voting required for adoption.

(5) The resolutions committee shall submit the unapproved resolutions without recommendation to the state convention with a two-thirds vote of the convention accredited delegates present and voting required for adoption.

(6) Resolutions may be presented from the floor for discussion by a two-thirds vote of the convention accredited delegates present and voting with a three-fourths vote of the convention accredited delegates present and voting for the adoption of such resolutions.

ARTICLE XIX. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern AAUW MN in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of Minnesota. A parliamentarian shall be engaged for each state convention by the MN state president with the approval of the state Board of Directors.

ARTICLE XX. INDEMNIFICATION

To the maximum extent allowable by law, AAUW MN 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 AAUW MN. Every member of the Board of Directors, officer, or committee member of AAUW MN 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 AAUW MN, 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 AAUW MN 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. (It is highly advisable to have directors and officers insurance; AAUW can assist.)

ARTICLE XXI. AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be adopted by the AAUW MN Board of Directors without a vote of the AAUW MN membership. Provisions of AAUW MN 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 entire membership at least thirty (30) days prior to the applicable meeting.

Any amendment to the bylaws of AAUW MN shall become effective and binding on all branches within the state.

Amended March 2016
Amended October 2016
Reformatted August 2017 draft
Minor corrections February 2018
Minor correction April 2018