

# **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF WAUSAU (WI) BRANCH**

## **ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be American Association of University Women (AAUW) Wausau (WI) Branch, hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW Wausau (WI) 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 programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of the 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 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. AAUW 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’ dues 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 AAUW dues and member benefits for any category of member shall be established by a two-third 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. NON AAUW-MANDATED AMENDMENTS TO THE BYLAWS**

Provisions of the AAUW Wausau Branch bylaws not mandated by AAUW may be amended by a two-thirds vote of the Affiliate's members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least fourteen days prior to the applicable meeting.

#### **ARTICLE IX. LEVELS AND TYPES OF AAUW MEMBERSHIP AND DUES**

**Section 1.** AAUW Wausau Branch Members. Individuals who meet the criteria for AAUW national membership as described above in Article IV, and who have paid dues (national + state + branch dues) are eligible to be admitted to membership in the Affiliate. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.

**Section 2.** Life Member. Paid life members of AAUW who are members of branches continue to pay annual state and branch dues.

**Section 3.** Fifty-Year Honorary Member. Any branch member who has paid AAUW dues for fifty (50) years shall become a 50-year honorary life member and shall thereafter be exempt from payment of national, state, and branch dues.

**Section 4.** Student Associate. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW, and state and branch boards of directors. Student associates may attend branch, state, and AAUW meetings and receive the publications distributed to all members. Student associates may not vote or hold office.

**Section 5.** National Member. A national member of AAUW may become a member of the branch upon payment of state and branch dues.

**Section 6.** Severance of Membership. A member or student associate whose dues remain unpaid after July 31 shall be dropped from membership. A member or student associate may be suspended or dropped 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 AAUW policies and procedures.

#### **ARTICLE X. MEETINGS OF THE MEMBERSHIP**

**Section 1.** Annual Meeting. The branch shall have at least one regular meeting each year to be known as the AAUW Wausau (WI) Branch Annual Meeting to conduct the business of the Affiliate. The annual meeting may include: the election of president, vice president, finance officer, secretary, program chair, and membership chair; the receiving of reports of officers, directors, and committees; presentation of the annual budget, establishing dues, and the transaction of any other business as may properly come before it. The annual meeting shall be held between March 1 and June 15. The specific time and date of the annual meeting shall be set by the Affiliate's board of directors.

**Section 2. Special Meetings.** Special meetings of the membership may be called by a vote of the board of directors and/or president or at the request of ten percent of the membership.

**Section 3. Notice.** Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least thirty days before the date of the meeting to all members.

**Section 4. Voting.**

a. Each member of the Affiliate in good standing by June 1 shall be entitled to vote on any item of business.

b. Members shall be entitled to vote on noticed business items by (describe method [e.g., paper, electronic]). Such vote may include election of the board of directors, amendments to the bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.

c. Ten percent of the members entitled to vote shall constitute a quorum.

d. The affirmative vote of fifty-one percent of the votes cast shall be necessary for the adoption of noticed business, except that a majority vote shall be required to adopt amendments to these bylaws.

## **ARTICLE XI. NOMINATIONS AND ELECTIONS**

**Section 1. Nominating Committee.**

a. Composition and Appointment. There shall be three members on the nominating committee. The Affiliate's board of directors shall appoint a chair and two members to the nominating committee. The chair and members of the nominating committee shall have the following qualifications: know AAUW, understand how our branch functions, and aware of members' strengths.

b. Terms. The committee chair, alternate chair, and committee members shall be appointed by March and shall serve until June.

c. Resignation or Ineligibility. In the event that any member of the nominating committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the president shall appoint a replacement.

**Section 2. Nominations.**

a. The nominating committee shall be appointed in March and shall make personal contact with potential nominees during the months of March and April.

**Section 3. Elections.**

a. Elections shall be held using the "one-member-one-vote" method. Voting may be in person, electronically, by mail, or by any lawful means established by the Affiliate's policy.

- b. The elections shall be held in May.

## **ARTICLE XII. OFFICERS AND DIRECTORS**

### **Section 1. Officers and Directors.**

a. Elected Officers and Directors. The elected officers and directors shall be President, Vice President, Finance VP, Secretary, Program VP, and Membership VP.

b. Appointed Directors. The president shall appoint directors who will chair the following committees: Public Policy, Communication, and Public Relations/Publicity.

### **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. President. The president shall be the designated spokesperson and representative for the branch and shall be responsible for receiving and submitting such reports and forms as required by AAUW and AAUW of Wisconsin. The president shall direct the business and affairs of the Affiliate including developing agendas for business meetings. The president shall appoint committee chairs and have general supervision, direction, and control of any committees. The president or designee shall represent the Affiliate at meetings with other Affiliates or entities.

b. Vice President. The vice president shall act as president and perform all the duties of that office in the absence of the president. The vice president shall also perform such other duties as may be delegated to the vice president by the president.

c. Finance VP. The finance VP shall collect, distribute, and account for the funds of the Affiliate. These duties include: collect membership dues, prepare requisite paperwork, and properly remit both by the specified date to AAUW; maintain separate ledgers for each type of AAUW Funds account, including the Legal Advocacy Fund, and send monies to AAUW; insure that forms required by tax and civil law are filed in a timely manner; receive program monies and pay the bills; and prepare the Affiliate's annual budget.

d. Secretary. The secretary shall record and maintain a working copy of the minutes of meetings of the general membership, the board of directors, and the executive committee. The secretary shall also handle correspondence as requested by the board of directors and maintain or cause to be maintained the official archives of both minutes and Bylaws until submitted to AAUW Wausau collection at the Marathon County Historical Society.

e. Program VP. The program VP shall attend the board meetings and call and chair meetings of the program committee. The program VP shall develop programs that are consistent with the AAUW mission. This includes arranging for program sites and logistics, working with publicity distribution, and arranging an AAUW overview and program introduction at each program.

f. Membership VP. The membership VP shall attend the board meeting and call and chair the meetings of the membership committee. The membership VP shall coordinate the following activities: solicit prospective members, process and orient new members, and retain current

members. Oversea compilation and distribution of *Membership Directory*.

g. Public Policy Chair. The public policy chair shall attend the board meetings and call and chair the meetings of the public policy committee. The chair shall arrange programming on relevant AAUW issues, update members on legislative issues, write article for the Affiliate's newsletter, share elected officials' voting record, encourage and assist member's efforts to contact elected officials and responsible parties.

h. Communication Chair. The communication chair shall attend the board meetings and call and chair the meetings of the communication committee. The chair shall oversee the communication committee's work facilitating internal communication through the Affiliate's newsletter the *LEAFLET*, the Affiliate's website and online presence, *Membership Directory*, and callers telephoning members. The communication chair shall see that *LEAFLET* editor is able to attend board meetings, has overall sense of events and calendar, writes articles, has computer and technical skills to compose and send electronically, and is flexible to accommodate bi-monthly publishing with time-sensitive deadlines.

i. Public Relations/Publicity Chair. The chair shall attend the board meetings and chair the meetings of the public relations/publicity committee. The public relations/publicity chair shall oversee media relations and publicity for the Affiliate but also establish and maintain relationships with other like-minded area organizations and business entities.

### **Section 3. Terms of Office.**

a. Terms of Office. Board members shall serve for a term of two years or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed for two consecutive terms with the exception of the Finance Officer who has no term limit. A full term is considered service in office for two years. No member shall hold more than one board position, elected or appointed, at any given time. Board positions shall be for staggered terms. Half of the Affiliate's board of directors shall be renewed every year: Even numbered years: President, Secretary, Membership VP, Public Relations/Publicity Chair. Odd numbered years: Vice President, Program VP, Public Policy Chair, Communication Chair

b. Beginning of Terms. The term of each officer and director shall begin on July 1. The incoming or continuing president may call and hold a meeting of the incoming board of directors and/or of the incoming executive committee prior to July 1 so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1.

c. Removal from Office. An officer or director of the Affiliate may be removed for any reason or no reason by a 4-person vote at an in-person meeting of the board of directors in accordance with policies and procedures adopted by the board of directors.

### **Section 4. Vacancies.**

a. All vacancies in office, excluding the president, shall be filled for the unexpired term by the Affiliate's board of directors.

b. A vacancy in the office of the president shall be filled by the co-president. If there is no co-president, the office shall be filled by the vice president.

### **ARTICLE XIII. BOARD OF DIRECTORS**

**Section 1. Members.** The elected and appointed officers and directors shall constitute the board of directors of the Affiliate. The Affiliate must have eight directors including a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting.

**Section 2. Powers and Duties.** In accordance with the bylaws, the board of directors shall have the general power to

a. provide oversight to ensure the proper administration of the affairs of the Affiliate; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;

b. appoint standing committee members and such other board and committee members as may be designated;

c. act for the Affiliate between meetings of the membership;

d. adopt rules to govern its proceedings;

e. establish task forces or special committees as needed;

f. determine date and location for any official meetings of the Affiliate.

**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.** Regular meetings of the Affiliate's board of directors shall be held at least three times a year at the call of the president or vice president at such time and place as may be designated. The board of directors may permit any or all directors to participate in a regular or special meeting by, or 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 in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board. In the case of a co-presidency, each co-president gets one vote.

b. **Special Meetings.** Special meetings of the board may be called by two elected officers or shall be called upon the written request of any three members of the board of directors.



**Section 5. Voting Between Meetings.** Between meetings of the board of directors, a vote may be taken at the request of the administrative officer on any question submitted to the board members in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all board members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at a board meeting.

**Section 6. Quorum.** The quorum for a meeting of the board of directors shall be twenty-percent of its members.

#### **ARTICLE XIV. EXECUTIVE COMMITTEE**

**Section 1. Members.** The executive committee of the board of directors shall consist of: President, Vice President, Finance, and Secretary.

**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 its work and actions.

**Section 3. Meetings.** The executive committee shall meet at least three times a year at the call of the administrative officer and at other times at the call of the administrative officer or at the written request of two 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 in person 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.** Between meetings of the executive committee, a vote may be taken at the request of the administrative officer on any question submitted to the committee in writing, provided that every member of the executive committee shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all executive committee members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at an executive committee meeting.

**Section 5. Quorum.** The quorum for a meeting of the executive committee shall be three of its members.

#### **ARTICLE XV. COMMITTEES**

**Section 1. Standing Committees.**

a. There shall be the following standing committees: Finance, Program, Membership, Public Policy, Communication, Public Relations/Publicity, College/University Partners, AAUW

Fund Development, Diversity, Nominations, Bylaws, and Historian. There may be additional standing committees as shall be considered necessary by the board of directors.

b. Committee Functions. Committees shall perform duties as may be assigned by the board of directors. Duties of the standing committees:

- 1) Finance Committee shall develop the budget annually.
- 2) Program Committee shall consider the program issues of AAUW and shall recommend to the branch the selection of the issues to be implemented. It shall provide policy guidance for the continuing program concerns of the branch and shall also consider future AAUW issues. Composition may include: interested members, designated AAUW Student Affiliate members, and Affiliateal affiliates. On-call representatives may be: Public Policy, Diversity Chair, and AAUW Fund Development.
- 3) Membership committee shall be responsible for recruiting prospective members, processing and orienting new members, maintaining membership records, and retaining members. Recruiting duties: contact prospective members and provide AAUW materials to them; supply and staff membership table at Affiliate's programs and other events and encourage prospects to join. Duties in regard to new members: get new member information to add to *Membership Directory*, notify president and program VP to add new members' email to our email lists, notify communication chair to introduce them and provide updated directory information in newsletter, give new members the *Membership Directory* and latest bylaws, and prepare name tag. Duties regarding current members: keep a register of current members' contact information and use to update annual *Membership Directory*, and when an individual member's contact information changes submit updates to communications chair for publishing in the newsletter. Retain members by working with Finance VP to follow up with members who are delinquent with dues to encourage them to renew.
- 4) Public policy committee shall be responsible for the Affiliate's legislative program.
- 5) Communication committee shall facilitate the Affiliate's internal communication in four ways including: compose and distribute the Affiliate's newsletter, the *LEAFLET*; establish and maintain the Affiliates website; update and distribute the Affiliate's *Membership Directory*; and when directed by Board contact members by telephone. Bimonthly publishing the branch newsletter the *LEAFLET* involves supporting programs by publicizing future events; compiling, laying out and editing the newsletter; submitting it to printer; distributing copies to members in both electronic and hard copy formats; including approved bylaw revisions when received from bylaws committee; and sending newsletter electronically to AAUW of Wisconsin IT Manager. The branch website needs to be developed and maintained. Work on the *Membership Directory* is concentrated in August-September once programs have begun to gel and members have renewed. Callers are asked on occasion to contact members about a late-scheduled program or notify our currently eight members without email about last minute issues or events but could also be asked to keep in touch with senior members to maintain their

involvement.

- 6) Public relations/publicity committee shall establish relationships with area media, proactively get publicity for our local programs and events, and obtain broader coverage for our Affiliate and issues such as through press releases, articles, letters-to-the-editor, and interviews in print, radio, and television. Public relations goes beyond media relations to include establishing and maintaining relationships with area Affiliates and business entities.
- 7) College/University Partners committee shall maintain relationship with Affiliate's partner institutions and may target programs or projects toward college-aged students.
- 8) AAUW fund development committee shall be responsible for the Affiliate's philanthropic arm through raising funds for both the Educational Foundation (EF) including the Eleanor Roosevelt Fund, and the Legal Advocacy Fund (LAF). Besides raising money, the Fund Development Committee shall extend the impact of the EF by identifying and recommending potential fellowship and grant recipients, and promoting recipients' activities in the community.
- 9) Diversity committee shall coordinate our actions with intent to fulfill AAUW's diversity statement.
- 10) Nominations committee shall compile list of potential officers and committee members and submit to board.
- 11) Bylaws committee shall revise bylaws when required and upon approval forward revised bylaws to Communication Chair for distribution to all members.
- 12) Historian shall save Affiliate's archival material until submitted to Affiliate's collection at the Marathon County Historical Society.

c. Qualifications, Duties, and Terms of Committee Chairs. Committee chairs shall be a member of AAUW. (For duties of committee chairs who are officers and directors see Article XII section 2.) The committee chairs shall serve a two-year term.

d. Qualifications, Duties, and Terms of Committee Members. The committee members shall be eligible for AAUW membership, have an interest and willingness to work on the subject matter, and serve a two-year term.

**Section 2.** Special Committees and Task Forces. Special committees and task forces may be authorized by the board of directors, as necessary. The chairs and members of such committees shall be appointed by the president and approved by the board or, as appropriate, by the executive committee.

**Section 3.** Reports. All committees shall provide written reports to the Affiliate's board of directors for the annual meeting and such other times as requested.

**Section 4.** Quorum. The quorum for a meeting of any committee shall be twenty-percent of its members.

## **ARTICLE XVI. FINANCIAL ADMINISTRATION**

**Section 1.** Administration. The Affiliate's board of directors shall have responsibility to

- a. oversee the administration of finances, including preparation of the budget;

- b. oversee the management, acquisition, and disposition of the Affiliate's property and equipment in accordance with the bylaws;

- c. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws.

**Section 2.** Fiscal Year. The fiscal year shall be July 1 through June 30.

**Section 3.** Each member shall pay branch dues established at the annual meeting by a two-thirds vote of those present and voting provided written notice has been given to all members thirty days prior to the meeting.

**Section 4.** Dues are payable on or before June 1 and must be forwarded to AAUW and AAUW of Wisconsin by July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped.

**Section 5.** Dues of new members may be paid at any time and shall be forwarded to the AAUW finance officer immediately. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy. The branch dues received between January 1 and March 15 shall be one-half the annual dues.

**Section 6.** The annual budget shall be adopted by the board of directors and presented at the annual meeting.

## **ARTICLE XVII. INDEMNIFICATION**

To the maximum extent allowable by law, the Affiliate may, as determined from time to time by the board of directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the board of directors, officer, or committee member of the Affiliate. Every member of the board of directors, officer, or committee member of the Affiliate may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the board, officer, or committee member of the Affiliate, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Affiliate 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.

Revision approved by AAUW Wausau Branch members 5.6.2005  
Revised by Lois Helland, AAUW of Wisconsin Bylaws Chair 2.10.2010  
Revision approved by AAUW Wausau Branch members 6.16.2016  
AAUW-Mandated Amendments by AAUW Wausau Branch Bylaws Committee  
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AAUW-Mandated Amendments by Branch Board of Directors 2.6.2017