

**BYLAWS OF THE COLLEGE CLUB, INC., BALTIMORE
MARYLAND BRANCH OF THE AMERICAN
ASSOCIATION OF UNIVERSITY WOMEN**

**PART 1: PROVISIONS REGARDING AFFILIATION
WITH AAUW**

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW), *The College Club, Inc., Baltimore Maryland Branch*, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW *The College Club, Inc., Baltimore Maryland Branch*, is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;

- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

ARTICLE IV. MEMBERS OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

Section 2. Member Qualification.

a. Individual Members.

- (i.) **Eligibility.** An individual holding an associate (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 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.

(ii.) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, 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.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations (“Organizational Members”) to join AAUW.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues of Members.

a. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a

change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

(i.) **Paid.** An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(ii.) **Fifty-Year Honorary.** An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

Section 5. Membership Decisions.

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its purpose according to these Bylaws, with action taken following policies and procedures adopted by the Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

Article V. AAUW AFFILIATES

Section 1. An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate

Agreement and approval of the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates' needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. Any Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW's purposes. In the event of the dissolution of this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by this Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

Part 2: Specific Provisions pertaining to the Affiliate

ARTICLE VIII. Branch

Henceforth, in this Part the term "Branch" is used to refer to the Affiliate, i.e., the College Club, Inc., Baltimore Maryland Branch of the American Association of University Women.

ARTICLE IX. BRANCH NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. There shall be a nominating committee of five members, one of whom shall be the chair from the previous year. The chair shall be appointed from the four elected members by the president subject to the approval by the Branch board of directors.
- b. The term of service on the nominating committee shall be for one year for a maximum of two consecutive terms.

Section 2. Nominations

- a. The names of the nominees for elected office shall be published and sent to every member at least 14 days prior to the annual Branch meeting.
- b. Nominations may be made from the floor at the annual Branch meeting with the consent of the nominee.

Section 3. Elections.

- a. Elections shall be held at the annual Branch meeting. Individual Branch members in good standing who are present at the meeting are eligible to vote.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings of the membership in Article XI.

ARTICLE X. OFFICERS

Section 1. Officers.

- a. Elected Officers. The elected officers of the Branch shall be president, vice presidents of membership and program, secretary, and treasurer.
- b. Appointed Officers. The appointed officers of the Branch shall be officers for public policy, fund raising, and such other officers as shall be deemed necessary to carry on the work of the Branch. They shall be appointed by the president with the consent of the Branch board.

Section 2. Duties.

- a. Branch officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the Branch board of directors, and by the current edition of Robert's Rules of Order Newly Revised.
- b. The Branch president shall be the official spokesperson and representative of the Branch and shall be responsible for submitting such reports and forms as required by AAUW. The president shall inform AAUW of the designated contacts for administration and finance and shall designate a member other

than the contacts for administration and finance to record the minutes of each Branch meeting and Branch board meeting.

- c. The Branch vice president(s) shall perform such duties as the president and the Branch board shall direct and as specified in Branch policies and job descriptions.
- d. The Branch treasurer shall be responsible for collecting, distributing, and accounting for the funds of the Branch and for meeting specific deadlines.
- e. The Branch secretary shall record and keep minutes of all Branch board meetings, the annual membership meeting, and other Branch membership and special meetings.
- f. All Branch officers and chairs shall submit annual reports to the president.

Section 3. Terms of Office.

- a. Branch Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of office shall begin on July 1.
- b. No Branch officer shall hold more than one office at a time, and no elected officer except the treasurer shall be eligible to serve more than two consecutive terms in the same office. The treasurer may serve up to three consecutive terms.
- c. Each office may be filled by an officer or co-officers.

Section 4. Vacancies.

- a. All vacancies in office except the Branch president shall be filled for the unexpired term by the board.
- b. If there are co-presidents of the Branch and one is unable to serve, the other co-president shall continue as a single president, and the board may select another co-president for the remainder of the term. If there is a vacancy in the office of the president, and

there is no co-president, the program vice president shall assume the duties of the president until the board fills the position.

ARTICLE XI. BRANCH BOARD OF DIRECTORS

Section 1. Directors.

- a. The Branch board of directors shall include the elected officers and up to twelve directors elected at large.
- b. A director elected at large shall serve a term of three years or until her/his successor has been elected or appointed by the Branch board and assumes office. The term shall begin on July 1.
- c. The president shall encourage a director who consistently fails to attend board meetings to begin attending or to resign from the Branch board, and a director who continues to consistently fail to attend Branch board meetings may then be removed from office by a two-thirds vote of the board.
- d. All vacancies in office of directors elected at large shall be filled for the unexpired term by a majority vote of the Branch board.

Section 2. Powers and Duties.

- a. The Branch board shall have the power to administer affairs of the Branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the Branch between membership meetings.
- b. The Branch board shall oversee the administration of finances, including preparation of the budget.
- c. The Branch board shall oversee the management, acquisition, and disposition of the Branch's property, funds, and assets in accordance with these bylaws.
- d. The Branch board shall have the general power to:
 - (1) Provide oversight to ensure the proper administration of the affairs of the Branch; carry out its policies, financial

administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, or these bylaws;

- (2) Appoint standing committee members and such other Branch board and committee members as may be designated;
- (3) Act for the Branch between meetings of the membership;
- (4) Adopt rules to govern its proceedings;
- (5) Establish task forces or special committees as needed; and
- (6) Determine the date and location for any official meetings of the Branch.

Section 3. Delegation of Power.

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

Section 4. Meetings.

- a. Regular Meetings. Meetings of the Branch board shall be held at least four times a year at the call of the president.
- b. The Branch board may permit any or all directors to participate in a regular or special meeting by conducting 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.
- c. An action of the Branch board will take effect if passed by the majority of the members of the Branch board. (If two persons share an office, they share one vote.)
- d. Special Meetings. Special meetings of the Branch board may be called by the president or shall be called upon written request of four members of the Branch board provided that at least seven days' notice of such meeting and its agenda have been given to the members of the Branch board.

Section 5. Quorum.

The quorum for a meeting of the Branch board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the Branch board.

Section 6. Voting Between Meetings.

Between meetings of the Branch board, a written or electronic vote of the Branch board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the Branch board shall have the opportunity to vote upon the question submitted and every member 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 Branch board meeting. The result of the vote shall be in the minutes of the next Branch board meeting.

Section 6. Removal from Office.

A member of the Branch board of directors may be removed for any reason by a two-thirds vote of the Branch board in accordance with policies and procedures adopted by AAUW.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Composition.

The Branch executive committee shall consist of the elected officers: president, vice presidents of program and membership, secretary, and treasurer.

Section 2. Duties.

The Branch executive committee shall have the power to act for the Branch board between meetings of the Branch board and shall report to the Branch board on all actions taken by it. Subject to the limitations of state law, the executive committee shall have the powers and duties prescribed by these bylaws and shall perform such duties as may be delegated to it by the Branch board.

Section 3. Meetings.

Meetings of the Branch executive committee shall be held on the call of the president or by written request of three of its members. 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. Quorum.

The quorum of the Branch executive committee shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

Section 5. Voting Between Meetings.

Between meetings of the executive committee, a vote may be taken at the request of the president 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. The results of the vote shall be recorded in the minutes of the next board meeting.

ARTICLE XIII. COMMITTEES

Section 1. Establishing Committees.

The Branch president may establish standing and special committees as needed with the consent of the Branch board.

Section 2. Purpose.

With the approval of the Branch board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

Section 3. Reports

All Branch committees shall provide written reports to the Branch board of directors for the annual meeting and such other times as requested.

Section 4. Quorum

The quorum for a meeting of any Branch committee shall be a majority of its members.

ARTICLE XIV. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year.

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

Section 2. Financial Policies.

The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

Section 3. Budget.

The board shall adopt an annual budget for presentation to the Branch.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting.

The Branch shall hold an annual meeting to conduct the business of the Branch, including but not limited to, electing officers and board members, establishing Branch dues, amending bylaws and receiving reports. This meeting shall be held between April 1 and May 31, the exact time and place determined by the board.

Section 2. Membership Meetings.

The Branch shall hold at least seven meetings during the fiscal year. The Branch board shall determine the time and place for these meetings.

Section 3. Special Meetings.

Special meetings may be called by the president or shall be called by the president at the written request of five members of the board or 5% of the Branch membership.

Section 4. Meetings Notice.

Notice of meetings shall be sent to all members of the Branch at least ten days prior to the meetings.

Section 5. Voting.

- a. Each Branch member in good standing present at the meeting shall be entitled to vote on any item of business.
- b. The quorum shall be 10% of the Branch membership.
- c. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except as provided in Article VII, above, for amendments to these bylaws.

ARTICLE XV. INDEMNIFICATION

To the maximum extent allowed by law, the branch 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 an officer or a member of the Board of Directors or committee member of the branch.

Every member of the board of directors or committee member or elected or appointed officer may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such officer or board or committee member in connection with any threatened, pending or completed action, suit or proceeding with respect to which the officer or board or committee member may become involved by reason of being or having been an officer or a member of the board or committee, 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 branch, 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. 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 officer or board or committee member is entitled.

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments.

As provided in Article VII AAUW-mandated amendments to the bylaws shall be adopted by the Board of Directors without a vote of the branch's membership.

Section 2. Prior Approval.

All other proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

Section 2. Branch Vote.

Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided that written notice shall have been sent to the members at least two weeks in advance of the meeting. Written notice may be provided via paper or electronic means.

Mandatory Revision April 2024

Amended by Branch: March 22, 2003.

Amended to conform to national bylaws and approved by state bylaws chair, B. Fetterhoff, November 2009.

2024

Draft amendments approved by Branch Board on November 3, 2011 and February 2, 2012, and approved by State Bylaws Chair, B. Fetterhoff, February 5, 2012. Further amendments drafted to conform to mandatory amendments required by AAUW for all branches and draft approved by the Branch Board on March 8, 2012 and by State Bylaws Chair, B. Fetterhoff, March 17, 2012.

Amended by Branch: April 19, 2012

Amended to conform to national bylaws and approved by Branch Board April 2, 2016.

Mandatory Revision April 2024