

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
OF THE MINNEAPOLIS BRANCH**

ARTICLE I NAME AND GOVERNANCE

Section 1. The name of this organization shall be the American Association of University Women (AAUW) Minneapolis, Minnesota Branch, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Minneapolis Branch is an Affiliate of AAUW as defined in Article V.

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

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III USE OF NAME

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

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 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 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 to 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 any 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. FINANCE

Section 1. Fiscal Year

The fiscal year shall correspond to the fiscal year of AAUW and shall begin on July 1. Dues of all continuing branch members are payable to the treasurer of the branch on or before July 1 and forwarded to the AAUW finance office, postmarked no later than July 1. Dues of new members may be accepted at any time and shall be forwarded to the AAUW finance office immediately. Those dues received by the AAUW finance office between January 1 and March 15 shall be one half the annual dues. Branch dues may be paid in installments after making arrangements with a membership vice-president. Membership dues for each year shall be detailed in the annual dues statement.

Section 2. Amount of Dues

a. AAUW Members

The amount of dues of members shall be recommended by the board of directors and approved by a vote of the branch membership. Dues for new members who join after January 1 shall be at a reduced rate as recommended by the board of directors and approved by a vote of the branch membership. This reduced rate covers the period until June 30 of that fiscal year. An individual may use this privilege only one time. These dues include branch dues and the required dues of each member of AAUW, a subscription to the AAUW publication distributed to all members and the required dues for all members transmitted to the state organization: AAUW Minnesota.

b. Minneapolis Branch Evening AAUW Members

The amount of dues of Minneapolis branch evening dues-paying members shall be recommended by the board of directors and approved by a vote of the branch membership. Evening member dues shall be a lesser amount than Minneapolis day branch member dues. Dues for new members who join after January 1 will be at a reduced rate as recommended by the board of directors and approved by a vote of the branch membership. This reduced rate covers the period until June 30 of that fiscal

year. An individual may use this privilege only one time. These dues include branch dues and the required dues of each member of AAUW, a subscription to the AAUW publication distributed to all members and the required dues for all members transmitted to the state organization: AAUW Minnesota. A branch evening dues-paying member may attend a total of three (3) day meetings during the programming year. (See Standing Rules VI Attendance Policies A 5 and Bylaws V, Section 1 b)

c. Retained Members

The annual dues of all retained members shall be recommended by the board of directors and approved by a vote of the branch membership. These dues include branch dues and the required dues of each member of AAUW transmitted by the branch to the AAUW finance office, a subscription to the AAUW publication distributed to all members for each retained member and required dues for all members transmitted to the state organization: AAUW Minnesota. (See Bylaws Article V, Section 1 c and Standing Rules VI A 2)

d. Dual Members

The amount of dues of dual members shall be that portion of AAUW members' dues which is kept at the local level.

e. New Graduate Members

The annual (one time) dues of new graduate members shall be recommended by the board of directors and approved by a vote of the branch membership. These dues include branch dues and the required dues of each member of AAUW transmitted by the branch to the AAUW finance office, a subscription to the AAUW publication distributed to all members for each new graduate member and required dues for all members transmitted to the state organization: AAUW Minnesota.

f. Student Affiliates

The annual dues of student affiliates shall be recommended by the board of directors and approved by a vote of the branch membership. These dues include branch dues and the required dues of each member of AAUW transmitted by the branch to the AAUW finance office, a subscription to the AAUW publication distributed to all members for each new graduate member and required dues for all members transmitted to the state organization: AAUW Minnesota.

g. Paid life members

Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch dues to become members of the branch.

h. Fifty-Year Honorary Members

Fifty-Year honorary members of AAUW are exempt from paying AAUW, state, and branch dues.

i. Annual Dues

Dues are not refundable.

Section 3. Assessments

Every member shall be subject to special assessments not exceeding twenty dollars (\$20.00) in any one year. These special assessments may be levied at any regular or

special business meeting of the branch by the affirmative vote of two thirds (2/3) of the total number of those voting at the day and evening sessions of said branch meeting. Written or e-mail notice to all voting members shall have been given of the intention to consider and take action upon such special assessment at least one month in advance of said sessions.

Section 4 Financial Accountability

Through its audit and finance committees, the branch shall set and maintain policies and procedures, including an annual audit by an independent CPA firm, to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

ARTICLE IX. OFFICERS AND DIRECTORS AT LARGE

Section 1. Officers (see Bylaws Article X, Section 1)

There shall be officers or co-officers to fulfill the functions of administration, program, membership, finance (required by AAUW), marketing, development, and communications. Minneapolis branch officers shall be a president, a membership vice president, a program vice president, a marketing vice president, a development vice president, an evening vice president, an evening membership vice president, an evening program vice president, a treasurer, a secretary for recording, and an evening secretary. An elected office may be co-chaired. Three officers are required by AAUW: Administrative, Finance and Recorder of Minutes. All other elected officers and all chairs of standing committees are voting members of the board of directors.

Section 2. Directors at Large

There shall be two (2) directors at large, one representing the day members and one representing the evening members.

Section 3. Duties

a. Duties of all Officers

All officers shall report to the board of directors of the branch as requested, shall make annual reports to the branch and shall perform any duties required of them by AAUW and AAUW Minnesota. Each elected officer may choose an assistant who is a branch member. All officers shall be knowledgeable about AAUW, be advocates of AAUW, and take advantage of as many AAUW and state activities as possible.

b. Duties of the President (Administrative Officer)

The president shall preside at the day sessions of the regular business meetings, annual meeting, special and joint meetings, all general programs of the day group of the branch and all meetings of the board of directors and the executive committee and shall perform all other duties pertaining to that office. The president shall appoint, on consultation with the executive committee, the chairs of all standing committees and task forces, giving strong consideration for some of these positions to members who attend primarily in the evening; appoint the representatives of areas of interest and a parliamentarian; appoint all special committees unless otherwise provided by vote of the branch or by the board of directors. The president shall be an ex-officio member of all committees and task forces except the nominating committee. The president, in consultation with the chair of the Gale Mansion business board, shall

hire and review the business and catering manager and the office manager. The president has the authority to discharge either employee. The president is the legal representative of the branch.

The president shall be the official representative of the branch in the activities of AAUW on all levels. Not later than June 1 a list of the incoming and continuing branch officers and committee chairs shall be submitted to the president of the state and to AAUW. By the same date, an annual report of the branch shall be submitted to the persons designated on forms provided by AAUW.

After each AAUW convention it shall be the president's responsibility to take the necessary steps to bring all branch bylaws into conformity with the bylaws of AAUW, to report revisions to the chair of the state committee on bylaws following any convention or annual meeting of AAUW as instructed by AAUW, and to bring the branch bylaws into conformity with the state bylaws after a state convention and submit them by a deadline as designated by the state board of directors.

c. Duties of Vice Presidents

[1] Development Vice President

The development vice president shall serve as chair of the development committee and shall be a member of the finance committee and PPDF committee. She shall be responsible, along with her committee, to develop a comprehensive, on going fund raising plan for the Minneapolis Branch which shall assure compliance with the 501 (c) (3) status of the branch.

[2] Marketing Vice President

The marketing vice president, in collaboration with the membership vice president, shall promote branch membership through marketing techniques and public relations, shall act as chair of the marketing committee, shall serve on the both the program coordinating committee and the finance committee, and shall appoint a liaison to the technology committee.

[3] Membership Vice President

The membership vice president shall preside at the meetings in the temporary absence or disability of the president; shall perform the duties of the president in case of the temporary inability of the president to serve; shall act as chair of the membership committee; shall be responsible for a complete and accurate file of members and their addresses; shall send the membership record with membership dues to the Association finance office by July 1; shall keep records of all new members who qualify for membership in AAUW under the AAUW Bylaws and periodically send these names along with their membership dues check; shall assist with the compilation of the membership roster for the directory; shall appoint a liaison to the technology committee and shall serve on the finance committee. The membership vice president shall work in collaboration with the marketing vice president.

[4] Program Vice President

The program vice president shall preside at day meetings in the absence or disability of the president and the membership vice president; shall be chair of the program

development committee whose function it is to determine the programming areas for the year; shall be chair of the program coordinating committee whose function it is to coordinate the total branch programs; shall appoint, in consultation with the president, those chairs serving on the program coordinating day committee: focus day(s); international day; all topic chairs; spring getaways; shall appoint a liaison to the technology committee and shall serve on the finance committee. The program vice president shall also appoint the coordinator of additional program offerings.

[5] Evening Vice President

The evening vice president shall serve as chair of the evening meetings. This vice president shall preside at the regular evening business meetings in concert with the president and at all other evening meetings; shall report to the board of directors on the work of the evening group; shall appoint the evening chairs of all committees in consultation with the elected officers of the evening group and the branch president and shall serve on the finance committee.

[6] Evening Membership Vice President

The evening membership vice president shall work with the branch membership vice president in an effort to recruit new members and to retain current members. This vice president shall form a committee to assist with assigned duties, staff a table at all evening meetings with AAUW and Minneapolis branch information, shall provide orientation for new members who are attending evening meetings, make a follow-up contact to prospective members who visit evening meetings and serve on the membership committee. In the temporary absence or disability of the evening vice president, the evening membership vice president shall perform the duties of that office.

[7] Evening Program Vice President

The evening program vice president shall serve as evening chair of the branch program committee. In that capacity this vice president shall be in charge of evening programs and shall serve on the program development committee. In the temporary absence or disability of the evening vice president and the evening membership vice president, the evening program vice president shall perform their duties.

d. Duties of the Treasurer (Finance Officer)

The treasurer shall serve as chair of the finance committee. She shall pay all bills upon order of the board of directors, shall report each month from September to May to the board of directors and membership, and shall submit a written report annually to the branch. The treasurer shall submit the membership dues to AAUW finance office by July 1, periodically shall submit membership dues for new members who qualify for membership under the AAUW Bylaws to the AAUW finance office and shall send the required dues for all Minneapolis branch members to the state organization: AAUW Minnesota.

The treasurer shall be responsible for the signature cards and shall assure that the letter of certification by the secretary for recording of the signatories is on file at the bank. The treasurer shall also be responsible for the safe deposit box. Procedures to be followed:

[1] Two signatures shall be required for execution of legal documents, checks and papers and withdrawal from savings as authorized by the board of directors or the

branch members: one signature shall be the president, the membership vice president, Director at Large, or the program vice president; and one shall be the secretary for recording or the treasurer. For withdrawal from the checking account, as authorized by the board of directors or the branch members, two signatures from the following shall be required: the president, the membership vice president, a Director at Large, the program vice president, the secretary for recording or the treasurer.

[2] For reinvesting property preservation dedicated fund monies or withdrawals from the property preservation dedicated fund principal as authorized by the PPDF chair and finance committee, two signatures shall be required, that of the property preservation dedicated fund committee chair and one of the following: the president, the treasurer or the secretary for recording.

[3] For admission to the safe deposit box, one signature shall be required: the president, the membership vice president, the program vice president, the evening vice president, the secretary for recording or the treasurer. The treasurer shall be responsible for an itemized list of contents of the safe deposit box. There shall be an itemized list in the box of any items removed with date, signature of person withdrawing same and information concerning items' disposition.

e. Duties of the Secretaries

[1] Secretary for Recording

The secretary for recording shall attend all day business sessions of the branch, the meetings of the board of directors and of the executive committee and shall keep the minutes thereof; shall be responsible for all branch records; shall be custodian of files of the branch; shall be responsible for notifying all members of regular, special or annual meetings and shall submit a signatories' letter of certification to the bank.

[2] Evening Secretary

The evening secretary shall be an evening attendee and serve as secretary of the evening group; keep records of the evening business session and file them with the secretary for recording of the branch; be a member of the finance committee; perform such other duties as may be assigned by the treasurer or the vice president for evening.

f. Duties of the Directors at Large

The directors at large, as members of the board of directors and of the executive committee, shall provide policy guidance for the continuing program concerns of the AAUW and participate in the execution of the work of the branch.

Section 4. Nominations and Elections

a. Appointment of Nominating Committee

A nominating committee of eleven (11) members shall be appointed by the members of the executive committee. Eight (8) of these members represent the day group and three (3) of these members represent the evening group. The names of the nominating committee shall be announced to the branch members at the March business meetings. The nominating committee shall serve beginning July 1 and elect its own chair. The members of each group may meet separately to suggest officers and delegates, but the slate is the report of the full committee.

b. Nominations

The nominating committee shall submit a slate of officers and directors at large at the February business sessions and present them for vote at the March business sessions. Nominations for officers and directors at large may be made from the floor provided the written consent of the person nominated has been secured. Such nominations shall be made at the session meeting first.

c. Elections

Officers and directors at large shall be elected by a majority vote of those voting at day and evening sessions of the March business meeting. If there is more than one candidate for an office, elections shall be by ballot. The treasurer shall take office on July 1, the beginning of the fiscal year, and serve through June 30 of the year the term ends. Other Incoming officers shall begin planning for the work of the coming year after the election and shall take office after the annual meeting.

d. Delegates to State Conventions

[1] Delegates to State Conventions

Delegates and alternates shall be elected by the branch and certified by the branch president. The bylaws of AAUW Minnesota allow two delegates from each branch plus one delegate for every twenty-five members or major fraction thereof, not to exceed 15 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.

[2] Election of Delegates

The nominating committee shall present a proposed list of delegates, representative of the branch, to be elected at a regular business meeting at a time to be designated by the board of directors. Notice of intent to elect such delegates shall be given with the notice of the meeting. Any branch members may be elected as delegates to a state convention. Day and evening groups shall elect their own delegates and alternates.

[3] Voting Rights

The privilege of voting shall be suspended for any branch whose bylaws are not in compliance with the AAUW Bylaws.

Section 5. Terms of Office

The president, the seven vice presidents, the treasurer and the secretary for recording shall be elected for a term of two (2) years and shall not be eligible for reelection, except that a person filling an unexpired term for six (6) months or less shall be eligible for election to one (1) full term. Incoming officers shall begin plans for the work of the coming year after the March election.

The president, the program vice president, the secretary for recording, the evening vice president and the evening program vice president shall be elected in the even numbered years; the membership vice president, the marketing vice president, the evening membership vice president, the development vice president and the treasurer shall be elected in the odd numbered years. All other officers and directors at large shall be elected annually and shall be eligible for reelection for one term only.

Section 6. Vacancies

In the event of a vacancy in office, it shall be the responsibility of the nominating committee to present the name of a proposed candidate to the board of directors for election by the board of directors to complete the unexpired term. The board of directors shall have the power to determine when a temporary absence becomes a vacancy.

ARTICLE X. MEETINGS OF MEMBERS

Section 1. Voting Privileges

All members shall be entitled to participation in the business of the branch either in a joint meeting of members attending the day and the evening or in separate day and evening sessions. All members may attend either or both sessions, but no member shall be entitled to vote on the same question in more than one session. When separate sessions are held, the majority vote of the total members voting in both sessions shall determine the question.

Section 2. Joint Meetings

The president, with the approval of the board of directors, may call joint meetings of members of day and evening groups.

Section 3. Annual Meeting

The annual meeting shall be held between April 15 and June 30, the date to be determined by the president and the board of directors. Ten days' written or e-mail notice of the date of the annual meeting or of a change to the date shall be given.

Section 4. Regular Business Meetings

The regular business session of the day group shall be held on the second Monday of each month, October through April, with the provision that the president with the approval of the board of directors may with at least five days written notice change the date of the business session. The regular business session of the evening group shall be held the fourth Tuesday of each month, October through April, with the provision that the evening vice president with the approval of the evening planning committee may with at least five days written or e-mail notice change the date of the meeting.

Section 5. Special Meetings

Special meetings of the branch may be called by the president as the need arises and shall be called if ordered by the board of directors. Unless a joint meeting is held, the president shall call the day session, and the evening vice president shall call the evening session. Whether the meeting is held jointly or in separate sessions, written or e-mail notice of the purpose of the meeting shall be sent to all members at least five days before the meeting.

Section 6. Quorum

A quorum for a joint business meeting shall consist of fifty (50) members. If a meeting is held in two sessions, the quorum for the day session shall be thirty five (35) and for the evening session fifteen (15).

ARTICLE XI. EVENING GROUP

Section 1. Membership

Members of the branch may form an evening group of the branch and may hold meetings at such dates and times as these bylaws provide.

Section 2. Planning Committee

The activities and management of the evening group shall be under the direction of a planning committee of which the evening vice president shall be the chair.

a. Composition

This committee shall consist of the evening vice president, program vice president, and any other members the evening vice president may appoint.

b. Duties

This committee shall be responsible for planning the overall activities of the evening group. Each chair shall work in cooperation with any corresponding day group chair to promote the chartered objectives of the branch.

ARTICLE XII. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors (Voting members)

a. Membership

The board of directors shall consist of the elected officers of the branch and the directors at large, the representatives of the areas of interest, the chairs of all standing committees which may be provided for in the standing rules and program topic chairs. They shall constitute the voting members of the board.

b. Duties

[1] The board of directors shall have the power to act in the interval between meetings of the branch on such matters as require action before a regular or special meeting of the branch can be called.

[2] The board of directors shall formulate policies to be submitted to the branch for approval and execute such policies as the branch may adopt.

[3] The board of directors shall take responsibility for developing a program of work to carry out the aims of the AAUW and of the branch in line with their objectives.

[4] The board of directors shall carry out any undertakings of the branch unless otherwise provided by branch vote.

[5] The board of directors may authorize appropriations for annual unbudgeted branch expenses up to five thousand dollars (\$5000.00) for any one project and for annual unbudgeted house or property expenditures up to twenty-five thousand dollars (\$25,000.00) for any one project and may recommend to the branch the appropriations of any funds in excess of these amounts.

[6] Each year, upon recommendation from the finance committee, the board of directors shall approve an accountant for a yearly review or audit of the books of the branch.

[7] Annually, each member of the board of directors should be prepared to sign the Conflict of Interest policy. (See policy handbook in branch office)

[8] Funding for special projects identified by the donor or donors must be approved by the board of directors before the funding is accepted.

c. Meetings

[1] The board of directors shall meet on call of the president and meet regularly each month, September through May.

[2] A quorum of the board of directors shall consist of 20 members.

Section 2. Executive Committee

a. The executive committee shall consist of all elected officers and directors at large. It shall meet on call of the president and advise the president on the appointment of the chairs of standing committees. It shall perform such other duties as may be assigned to it by the board of directors.

b. A quorum of the executive committee shall consist of a majority of its members.

ARTICLE XIII. REPRESENTATIVES OF AREAS OF INTEREST

The president shall appoint representatives for each of the five areas of interest: community, cultural interests, education, international relations and women's issues. Each representative shall be an ex-officio member of program topic committees. The branch may delegate the responsibilities of these representatives to the chair of the committee on program development. The five representatives shall serve for a two-year period and have a voting position on the board of directors. They shall each serve as a member of the public policy committee.

ARTICLE XIV. COMMITTEES

Section 1. Standing Committees

The board of directors shall create such standing committees as are necessary to carry out the program of AAUW and such local work as may be deemed by the branch to be desirable. The duties of the committees shall be incorporated in the standing rules of the branch. The chairs of standing committees shall be appointed by the president in consultation with the executive committee, except for the Cultural Interests chair to be appointed by the program vice president. Each standing committee shall have an evening chair who shall be appointed by the evening vice president in consultation with the elected evening officers, the chair of the committee concerned and the president of the branch. Standing Committees are AAUW Funds, Arrangements, Audit, Bulletin, Bylaws, Community Outreach, Cultural Interests, Development, Directory, Finance, Gale Mansion Business Board, House Management, Long Range Planning, Marketing, Membership, Nominating, Program Coordinating, Program Development, Public Policy, Scholarship Fund Board Minneapolis Branch, Technology. All chairs of standing committees are voting members of the board of directors. Duties of these committees are found in SRIII.

Section 2. Duties of the Chairs

The chairs of all standing committees shall present plans of work to the board of directors, and no work shall be undertaken without the approval of the board of directors. Chairs may incur expenses within the limits of the budget, but all expenses must be authorized or ratified by the board of directors of the branch. Chairs shall serve as

channels of communication in their representative fields with the state and AAUW chairs or officials and make such reports as are required by these chairs.

Section 3. Special Committees

Special committees may be established by the president, the board of directors or the branch as the need arises. The members of such committees shall be appointed by the president, unless otherwise specified at the time of the establishment of the special committee.

ARTICLE XV APPROPRIATIONS

Section 1. Annual Budgeted Expenses

- a. The board of directors may authorize funds for payment of operating and capital expenses covered by the approved budgets without further branch approval.
- b. A yearly operating budget shall be prepared by the finance committee. (See SR V D3) Funding sources may include but are not limited to membership dues, interest and dividends and Gale Mansion business profit.
- c. A yearly capital budget shall be prepared by the finance committee. (see SR III, H 4) Funding sources may include but are not limited to the operating net, the Property Preservation Dedicated Fund (PPDF) and other sources.

Section 2. Annual Unbudgeted Expenses

- a. The board of directors may authorize appropriations for unbudgeted branch expenses up to five thousand dollars (\$5000.00) for any one project. Amounts to be paid in excess of five thousand dollars (\$5000.00) must be approved by a majority vote of the members voting at any regular or special meeting of the day and evening groups, with at least ten (10) days written or e-mail notice having been given prior to said meetings.
- b. The board of directors may authorize appropriations for unbudgeted house or property expenditures up to twenty-five thousand dollars (\$25,000.00) for any one project. Amounts to be paid in excess of twenty-five thousand dollars (\$25,000.00) must be approved by a two thirds (2/3) vote of the members voting at any regular or special meeting of the day and evening groups, with at least ten (10) days written or e-mail notice having been given prior to said meetings.
- c. In case of emergency, the board of directors may authorize the president and treasurer to exceed the twenty-five thousand dollar (\$25,000.00) spending limit. Immediate notice shall be sent to the members for ratification at the earliest possible business meetings. This shall include but is not limited to the Property Preservation Dedicated Fund (PPDF).

ARTICLE XVI. STANDING RULES

The branch shall establish such standing rules as are necessary to carry out the purpose and intent of these bylaws.

ARTICLE XVII. PROPERTY and ASSETS

The title to all property, funds and assets, is vested in the AAUW Minneapolis Branch for the joint use of the members and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of AAUW Minneapolis

Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XVIII. FORFEITURE OF BRANCH STATUS

The conditions for loss of recognition of a branch are located in Article XI, Section 3, of the AAUW bylaws.

ARTICLE XIX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern this branch in all cases in which they are applicable and in which they are not inconsistent with these bylaws, standing rules of the branch or the bylaws of the AAUW.

ARTICLE XX. INDEMNIFICATION OF OFFICERS AND MEMBERS

Every board or committee member of the corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee of the corporation is entitled.

ARTICLE XXI. AMENDMENTS

Provisions of these bylaws not governed by the Bylaws of the AAUW may be amended at any regular business meeting of the members by the affirmative vote of two thirds (2/3) of the members voting at the day and evening sessions of said meeting or at a joint meeting, provided that the amendment or amendments have been presented in full at the previous regular business meetings of the day and evening and that written or e-mail notice of the intent to amend the bylaws has been mailed or sent to all members at least ten (10) days before the date on which the amendments are to be voted upon. Such notice shall state the general nature of the amendments proposed for adoption, but no amendment shall be invalid because of the inadequacy of such statements.

After each AAUW convention or annual meeting, it shall be the responsibility of the branch president to bring the branch bylaws into conformity with the Bylaws of AAUW. Although such amendments shall not require a vote of the branch members, the incorporated branch shall take the necessary steps required by the branch bylaws.

Adopted April 18, 1949; Amended April 10 and 11, 1950; November 13 and 14, 1950; April 8 and 14, 1952; November 10 and 11, 1952; April 12 and 13, 1954; November 8 and 9, 1954; February 13 and 14, 1956; March 11 and 12, 1957; November 11 and 12, 1957; March 10 and 11, 1958; April 7 and 8, 1958; December 8 and 9, 1958; November 14 and 15, 1960; November 13 and 14, 1961; April 28, 1962; October 8 and 9, 1962; January 13 and 14, 1964; January 11 and 12, 1965; November 8 and 14, 1966; October 10 and 11, 1967; November 13 and 28, 1967; March 2, 1968; January 12 and 13, 1970; November 8 and 9, 1971; December 13 and 14, 1971; January 10 and 11, 1972; March 11 and 12, 1974; February 10 and 11, 1975; December 1, 1975; November 14 and 22, 1977; February 13 and 14, 1978, April 9 and 10, 1979; February 11 and 12, 1980; November 10 and 16, 1981; April 12 and 13, 1982; November 8 and 9, 1982; January 10 and 11, 1983; January 10 and 16, 1984; April 9 and 10, 1984; February 10 and 11, 1986; November 10 and 17, 1987; January 10 and 16, 1989; January 9 and 15, February 12 and 13, April 9 and 10, 1990; March 11 and 12, December 9 and 10, 1991; April 13 and 14, 1992; March 8 and 9, 1993. April 12 and 13, 1993; February 13 and 14, 1995; April 10 and 11, 1995. March 9 and 10, 1998; April 13 and 14, 1998. Summer 1998, February 8 and 9, 1999, February 8 and 14, 2000, May 9, 2000, March 12 and 13, 2001. April 12 and 13, 2004. March 13 and 14, 2006. Nov 12 and 13, 2007. April 14 and 22, 2008, March 23 and April 8, 2009, October 2009 mandated by AAUW, April 2010 Article XII. February 14, 2011 Article VII, April 11, 2011 Article VII, Article XII. April, 2014 Article VII. Amended February 8, 2016, January 6, 2017