

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF (AAUW) Ohio, Inc

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Ohio, Inc, hereinafter known as the "Affiliate," "Ohio/State of the American Association of University Women, Incorporated," "AAUW Ohio," or the "State."

Section 2. Affiliate. AAUW Ohio 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 [National Association] 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.

-----AAUW OHIO ADDITIONAL BYLAWS-----

Article VIII Governance Structure of AAUW Ohio

The general operation and government of the AAUW Ohio shall be vested in the Board of Directors as set forth in Article XI hereafter, subject to any powers granted to the Individual Members.

ARTICLE IX AAUW OHIO MEMBERSHIP AND DUES

Section 1. Basis of Membership.

- a. State Member. A national Individual Member may become a State Member by paying annual AAUW Ohio dues to the state finance officer.
- b. All members of AAUW Affiliates (Branches) within the State of Ohio are members of the State.
- c. An Ohio College/University Member's representative may choose to affiliate with AAUW Ohio by paying AAUW Ohio dues to the state finance officer.

Section 2. Student Associates. The AAUW Ohio Board of Directors permits national Student Associates to attend State meetings and receive the publications distributed to all members of AAUW Ohio. Student Associates may not vote or hold office. AAUW Ohio fees for Student Associates shall be established by the AAUW Ohio Board of Directors and shown in its Policy Manual.

Section 3. Establishment of Dues

- a. Amount and Voting Body. The annual dues for State Members shall be established by a two-thirds majority of all members voting. Dues amounts are stated in the current *AAUW Ohio Policy Manual*.
- b. Notification of Change. Members shall be notified in writing 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.
- c. Voting Body. Members in good standing, who have joined and paid dues at least sixty (60) days before the vote is to be taken, may vote.
- d. Votes. A member of the voting body shall cast no more than one vote. There shall be no proxy voting.

Section 4. Dues of Members.

- a. Dues amounts are stated in the current *AAUW Ohio Policy Manual*.

- b. Life Members.
 - i. National Paid Life Members who are members of the State continue to pay annual State dues.
 - ii. Fifty-Year Honorary Members shall be exempt from payment of AAUW Ohio dues.
- c. Reciprocity. A current paid member of a branch or comparable AAUW Affiliate may transfer membership to another branch or comparable AAUW Affiliate without payment of additional dues.
- d. Members of a New Branch. Current year state dues shall be waived for members of new branches recognized by AAUW between December 1 and June 30.
- e. Payment. State dues payment procedures shall be established by the AAUW Ohio Board of Directors.

Section 5. Collaboration. Groups of members, branches, state organizations, and/or comparable AAUW Affiliates may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Ohio Board of Directors.

Section 6. Membership Decisions. Any national Individual Member who is suspended or removed from AAUW membership may be suspended or removed from AAUW Ohio membership, with action taken following policies and procedures adopted by the AAUW Ohio Board of Directors.

Section 7. Benefits.

- a. A State Member shall be entitled to vote, hold office, and participate in all state activities and programs of each state where membership is maintained and shall receive the publications distributed to all members of the State. Membership in another state does not limit member rights in AAUW Ohio.
- b. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.
- c. The Ohio college/university representative who is a member of the State shall be entitled to benefits that accrue to State Members.
- d. Branch relationship with and responsibilities to AAUW Ohio are written in the *Board of Directors Policy Book*.

Section 8. Contacts. All AAUW Affiliates within Ohio shall provide AAUW Ohio with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the Affiliate's structure.

ARTICLE XV. MEETINGS OF THE STATE MEMBERSHIP

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During her first year of office, the president selects a facilities liaison to recommend to the board a site for the next statewide Convention and Annual Meeting and make arrangements. The date of the Convention and Annual meeting shall be announced at the president's first spring statewide meeting. Facilities liaison may request advance monies for security deposits required.

Section 1. Annual Meeting. AAUW Ohio shall have at least one regular meeting each year to be known as the AAUW Ohio Annual Meeting to conduct the business of the state organization. The annual meeting may include the election of officers; reports of officers, directors, and committees; and the transaction of any noticed business that may properly come before it. The time and date of the annual meeting shall be set by the Organization's Executive Committee. An annual meeting of the State shall be held at the State Convention.

Section 2. Notice of Meetings. Written or printed notice, or electronic notice, as required by these bylaws, stating the time and place of each annual and special meeting and the purpose for which the meeting is called shall be delivered at least thirty (30) days prior to the meeting to all state and branch members, college/university partners and their representatives, past state presidents, state board members, and all national members who live in Ohio but are not members of the state.

Section 3. Convention. A convention of the Organization shall be held in such place and time as designated by the Executive Committee.

Section 4. Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors and/or the president, or at the written request of a majority of the branches.

Section 5. Openness, and Unusual Circumstances.

- a. All state meetings, including meetings of the Board of Directors, shall be open to any member of the state.
- b. If circumstances prevent the holding of a state meeting, the Executive Committee shall provide for the conduct of necessary business, excluding items requiring the vote of the full membership, such as election of officers or a vote requiring more than a simple majority, in which case the voting shall be deferred.
- c. Read the Policy Book for Planning Procedures and Policy arrangements for a Meeting of the Membership.

Section 6. Voting.

- a. Voting Body. Each member of the Organization in good standing by sixty (60) days before the meeting, called the Annual Meeting Record Date, shall be eligible to vote, according to the board's policies and these bylaws, and to vote on any item of business, including noticed business.
Such votes may include election of the officers of the Board of Directors, amendments to the bylaws, and any other noticed business.
- b. Voting for officers shall be by ballot. The vote shall be conducted under the supervision of the Board Secretary, who may use a secure electronic voting app assistant. A majority of the votes cast shall be necessary for election to office. Refer also to the section on [Nominations and Elections](#).
- c. Quorum. At least 5% of the current Ohio State membership (voting body) shall constitute a quorum for all questions.
 - d. Passage. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a two-thirds (2/3) vote shall be required to adopt amendments to these bylaws or to change the State dues of members. Refer also to the section on [Amendments to the AAUW Ohio Bylaws](#) and the section on [AAUW Ohio Membership and Dues](#).
- e. A member of the voting body shall cast no more than one vote. There shall be no proxy voting.

ARTICLE XI. AAUW OHIO BOARD OF DIRECTORS

Section 1. **Composition.** The elected officers, the chairs of Standing Committees and the chairs of Special Committees shall constitute the voting members of the State Board of Directors of AAUW Ohio. The parliamentarian shall be an ex officio member of the board. Independent contractors currently engaged by the Board may attend meetings but may not vote. AAUW Ohio must have a minimum of three separate officers, one responsible for the management of the Organization, one responsible for financial affairs, and a secretary, who is a member other than the contacts for administration or finance to record and make available upon request the minutes of each noticed state or multistate meeting and board meeting. (Note: An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer.)

Section 2. Powers and Duties. The State Board shall have the general power to

- a. Provide oversight to ensure the proper administration of the affairs of AAUW Ohio, to initiate and carry out its policies, financial administration, and programs and to exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, or these Bylaws
- b. Appoint standing committee members and other board and committee members
- c. Oversee the administration of finances as detailed in Article XIV Financial Administration
- d. The AAUW Ohio Board of Directors may establish informal geographic, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members

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- e. Act for the State between annual meetings of the membership
- f. Adopt rules to govern its proceedings
- g. Establish task forces or special committees as needed
- h. Determine date and location for any official meetings of the Organization
- i. Serve as a resource for branches by
 - (i.) Reviewing, assisting, and coordinating the work of the branches and by recommending to AAUW the admittance of new branches or the dissolution of current branches
 - (ii.) Advising branches considering disbandment
 - (iii.) Admittance. Upon the recommendation of the state president, the Board of Directors shall have the authority to approve in writing the application of any group of graduates qualified for forming a branch within the state, following procedures of the AAUW Bylaws.
 - (iv.) Dissolution. The Board of Directors shall review the findings of any branch which shall appear to have forfeited its right to continue as a branch if the branch has
 - (a.) Violated the purposes of AAUW
 - (b.) Maintained branch bylaws or practices in conflict with the AAUW Bylaws
 - (v.) If there is no branch contact, the state may initiate the process of dissolution of the branch.
- j. Engage independent contractors, such as an administrative coordinator, media editor, or legislative consultant
- k. Other powers and duties in accordance with these bylaws include
 - (i.) Elect the Nominating Committee
 - (ii.) Approve the programs for State meetings
 - (iii.) Fill a vacancy in any office except the office of president

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. 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 and see 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. A quorum must be present; voice votes require that each voter is identified. An action of the board will take effect if passed by the majority of the members of the board. The outcome of the vote shall be documented and recorded in the minutes of the meeting.

- a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times per year at the call of the administrative officer at such time and place as may be designated.
- b. Special Meetings. Special meetings of the Board of Directors shall be called at any time by the president or shall be called upon the written request of any four (4) members of the Board provided that at least ten (10) days' notice of the meeting and its agenda shall have been given to the members.
- c. Meetings of the Board shall be open to all members of the State.

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Section 5. Voting between Meetings. Between meetings of the Board of Directors, a written vote may be taken, at the request of the president, on any question submitted to the board members in writing provided that every member of the board is provided with adequate information on the question and shall have an opportunity to vote upon the question submitted, and all then-serving board members shall sign a consent in the form of a record describing the action to be taken. The written communication shall specify a deadline date, usually 10 days, by which the ballot counter, usually the secretary, must receive the votes. If a majority of the voting members of the Board shall vote on any question so submitted, the vote shall be counted, have the same effect as if cast at a meeting of the Board of Directors, and be recorded in the minutes of the next board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its voting members. Co-officers shall be considered as one voting member of the Board for a quorum count.

ARTICLE X. OFFICERS OF THE BOARD

Section 1. Officers

- a. Elected Officers. The six elected officers of the state shall be a president, program vice president, secretary, finance officer, and two whose titles and duties shall be decided by unanimous vote of the (new) board.
- b. Appointed Officers. The one appointed officer of this state shall be a parliamentarian appointed by the president with the approval of a majority of the Executive Committee. The parliamentarian shall serve as an advisor and shall not be entitled to make motions or vote.
- c. Each office may be filled by an officer or co-officers. Each voting co-officer is entitled to only one-half of a vote.

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Section 2. Terms of Office.

- a. Terms of Office. All board members shall serve for terms of two years or until their successors are elected or appointed and take office. Board members may be elected or appointed to serve additional terms, but
 - (i.) No member shall be elected to the same office for more than two (2) consecutive terms.
 - (ii.) No member may hold more than one State Board position at any given time.
 - (iii.) A full term is considered to be service in any office for one-half or more of the term.
- b. Beginning of Terms. The term of each officer shall begin on July 1. The new or continuing president may call and hold a meeting of the incoming board of directors and/or 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. (Note: New board members are not permitted to vote, as they are not officially board members until that date.)

Section 3. Duties. Officers shall perform the duties prescribed in these bylaws and the policy book adopted by the State Board of Directors, and by the parliamentary authority adopted by the State. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW. For the provision addressing board vacancies, refer to the Section 4 below. Detailed duties are shown in the Policy Book.

Each officer shall submit a written end of year report to the president.

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- a. President. The president shall have the usual powers of supervision and management as pertain to the office and be the official spokesperson and representative for the organization.
- b. Program Vice President. The program vice president shall serve as chair of the Committee on Program Development; shall assume the office of the president in the event of a vacancy in that office; and shall perform the duties of the president in the president's absence or inability to serve.
- c. Secretary. The secretary shall record, retain, and make available upon request the minutes of each meeting of the Executive Committee, Board of Directors, and annual state meeting, including results of votes taken between meetings as allowed by these bylaws. If the secretary is unable to record the minutes, see the section below, "Temporary Substitutes."
- d. Finance Officer. The finance officer shall perform the duties usually pertaining to that office and serve as chair of the Finance Committee. In addition, the Finance Officer shall provide oversight to ensure proper custody of the deeds, business papers, and the bonds and other securities belonging to AAUW and, with the approval of the Board of Directors, make special arrangements with a recognized financial institution or institutions regarding investments in securities and their safekeeping. The Board Finance Chair may delegate such duties as appropriate to a Board Vice Finance Chair. The finance officer is also responsible for administering Article IX Financial Affairs.
- c. Removal from Office. An officer or director of AAUW Ohio may be removed for just cause or by mutual consent by a two-thirds vote of the State Board of Directors at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors. (See Board of Directors' Meetings below and AAUW Ohio Board of Directors Policy Book.)

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Section 4. Vacancies.

- a. A vacancy in the office of president shall be filled for the unexpired term by the program vice president. If there are co-presidents and one of them is unable to serve, the other shall continue as a single president.
- b. All vacancies in office, excluding the president, shall be filled for the unexpired term by appointment by the State Board of Directors.

Section 5. Temporary Substitutes. If the secretary is unavailable for a meeting, the president may designate a member, other than the contacts for administration or finance, to record and make available the minutes of that meeting. If the designated member is not an officer, then an officer must be designated to supervise the recording of the minutes.

ARTICLE IX. AAUW OHIO NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. Notice of Open Positions. No later than October 15 prior to elections, the chair of the Nominating Committee shall notify the entire state membership of the officer and director positions to be elected and request nominations. A member or branch may submit names of candidates. The Nominating Committee shall be empowered to seek and propose qualified candidates.
- b. Suggestions for nominees shall be submitted in writing to the chair of the Nominating Committee by November 15. The chair shall report to the members of the committee all names received.
- c. Notice of Slate of Candidates. The Nominating Committee shall present a full slate of nominees to each State member at least one month prior to the State Annual meeting.

Section 2. Eligibility for Office. See more in Policy "Eligibility for Office"

- a. To be eligible for any office, a candidate must be a member in good standing of AAUW and AAUW Ohio at least sixty (60) days prior to election.
- b. To be eligible for the office of president, a candidate shall have served as an elected officer, appointed officer, or standing committee chair of AAUW Ohio within the previous eight years.

Section 3. Elections and Voting.

- a. Elections shall be held in which all Individual Members in good standing as of the Annual Meeting Record Date may vote.
- b. Voting for officers of the State shall be held within 14 days of the Annual Meeting in the even-numbered years. See Policy Book Annual Meeting Voting.
- c. Votes. A member of the voting body shall cast no more than one vote. There shall be no proxy voting.
- d. The affirmative vote of a majority of the votes cast shall be necessary for election.
- e. Quorum. At least five percent (5%) of the current Ohio State membership (voting body) shall constitute a quorum for all questions except as otherwise required by these Bylaws. (See more information on voting in the Meetings of the State Membership section of these Bylaws.)

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee shall consist of the elected officers. The Parliamentarian shall serve ex officio without vote and shall attend all meetings.

Section 2. Powers and Duties. 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 report its works and actions, preferably in written form, to the board. This shall be done at the next scheduled board meeting. The Executive Committee may

- a. Act for the Board of Directors in the interim between Board meetings except when such duties are specifically delegated to the Board of Directors

- b. Approve the appointment of appointed officers and the chairs of standing committees
- c. Provide for audits and proper control of funds
- d. Determine the time and place of the Annual Meeting and state convention

Section 3. Meetings. The Executive Committee shall meet at least once a year at the call of the president and at other times at the call of the president or the written request of four (4) members of the Executive Committee.

Section 4. Voting between Meetings. Between meetings of the Executive Committee, a written vote may be taken, at the request of the president, on any question submitted to the Executive Committee in writing provided that every member of the Executive Committee is provided with adequate information on the question and 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. The written communication shall specify a deadline date, usually 10 days, by which the ballot counter, usually the secretary, must receive the votes. If all voting members of the Executive Committee vote upon the question submitted, the vote shall be counted, have the same effect as if cast at a meeting of the Executive Committee, and be recorded in the minutes of the next Executive Committee meeting and the next report to the Board.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of its voting members. Co-officers shall be considered as one voting member of the Executive Committee for a quorum count.

ARTICLE XIII. AAUW OHIO COMMITTEES OF THE BOARD

Section 1. Standing Committees.

- a. The standing committees of AAUW Ohio shall be Bylaws and Policy, College/University Members, Finance, AAUW Development and Fundraising, Inclusion and Equity, Membership, Program Development, Public Information, Nominating and Governance, and Public Policy. There may be additional standing committees, or fewer, 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. With the approval of the Board of Directors, each standing committee shall formulate programs to carry forward the work of AAUW within the state. Each standing committee shall cooperate with AAUW and committees in the branches to initiate and promote projects of a statewide and national scope.
- c. Qualification, Duties and Terms of Committee Chairs and Committee Members.
 - (i.) Term of Office. Committee chairs shall serve for a term of two years or until their successors are appointed. Appointed chairs shall be eligible for reappointment to the same position.
 - (ii.) At least a majority of the members of any committee shall be members of AAUW Ohio.
 - (iii.) Qualification and duties of committee chairs and committee members.
 - (a.) Bylaws and Policy Committee shall consist of a chair and four (4) members appointed by the president with consultation of the chair.
 - (b.) College/University Members Committee shall consist of a chair and two (2) members appointed by the president. They shall plan and develop a mutually supportive relationship between institutions of higher education and AAUW Ohio.
 - (c.) Finance Committee shall consist of the chair, who shall be the elected finance officer, and two (2) members appointed by the president. The Finance Officer shall aid the Board in Financial Administration detailed in Article XIV.
 - (d.) Program Development Committee shall be composed of a chair, who shall be the elected program vice president, and other members as deemed necessary. The committee shall provide guidance about program direction in AAUW program areas and shall stimulate and assist the development of programs for the state.
 - (e.) Public Information committee shall consist of a chair, appointed by the president, and any other members deemed necessary. The committee shall publicize all state activities.

(f.) Public Policy Committee shall be composed of a chair, appointed by the president, and other members as deemed necessary. The committee shall formulate and implement a state Public Policy Program in compliance with AAUW policy.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the State Board of Directors as necessary. The chairs and members of such committees shall be appointed by the president and approved by the Board of Directors.

Section 3. Reports. The chair of each committee shall submit a written report to the board and the membership at the annual meeting.

Section 4. Quorum. The quorum of a meeting of any committee shall be a majority of its members.

ARTICLE XIV. FINANCIAL ADMINISTRATION

Section 1. Administration. The Board of Directors shall have the responsibility and authority to

- a. Oversee the administration of finances, including preparation of the budget
- b. Set policies and procedures to maintain financial records and reporting as required by AAUW and consistent with generally accepted accounting principles, sound management, and federal, state and local laws, including an annual financial review
- c. Arrange for bonding insurance to cover the finance officer
- d. Establish procedures for disbursements under limited and proper delegation of authority
- e. Approve the annual budget no later than the summer board meeting
- f. Revise the budget within available income

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

Section 3. Financial Reviews. The Executive Committee shall have the responsibility to

- a. Provide for such financial review and control of funds as are necessary to assure their safekeeping and complete accounting
- b. Provide for an annual financial review of the records of AAUW fundraising. One copy of the financial review report shall be submitted to the board at its fall meeting, and a second copy shall be submitted to the state finance officer at least 30 days before the IRS Form 990 filing deadline.

Section 4. Dues. Dues of renewing members are payable by the member's expiration date as shown by Association. A branch recognized by AAUW between December 1 and June 30 shall have the AAUW Ohio dues of their members waived for that fiscal year (ending June 30).

ARTICLE XVI. AMENDMENTS TO THE AAUW OHIO BYLAWS

Provisions of the AAUW Ohio Bylaws not mandated by AAUW may be amended by a two-thirds vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least thirty (30) days prior to the applicable meeting.

ARTICLE XVII. INDEPENDENT CONTRACTORS

Section 1. Title. The Board of Directors may engage independent contractors, such as, but not limited to, an administrative coordinator to assist the Board, a media editor to edit the newsletter or website, or a legislative consultant to monitor state legislation.

Section 2. Terms of Engagement. Independent contractors shall be engaged by one-year agreements with compensation and reimbursements determined by the Board of Directors. Agreements may be renewed by approval and signature of both parties.

Section 3. Duties. The duties of the contractor shall be detailed in a Letter of Agreement or Memorandum of Agreement approved by the Board of Directors and signed by the state president and the contractor.

Section 4. Responsibility. Independent contractors shall report to and consult with the president between meetings of the Board of Directors.

Bylaws last revised: April 13, 2024 (Adopted at the Annual Meeting), Edited November 2024 by Nancy Stellhorn, Carolyn Smith, JoAnn Benseler of the Bylaws and Policy Committee and President Janice McCloud