

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
GREATER NAPLES, FLORIDA BRANCH**

**ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2. Affiliate.** AAUW Greater Naples, Florida 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 Programs.** The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

**Section 2. Proper Use of Name and Logo.** The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

**Section 3. Individual Freedom of Speech.** These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

**ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. Composition.** The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

**Section 2. Basis of Membership.**

a. Individual Members.

(1) Eligibility. An individual holding an associate’s (or equivalent, e.g., RN), bachelor’s, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an “Accredited Higher Education Institution”) or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admission to AAUW membership except that the AAUW Board of Directors may establish a process to as-

ness credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

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

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

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

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

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

**Section 4.** Dues.

a. The annual dues and Member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

**Section 5.** Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

## **Article V. AAUW AFFILIATES**

**Section 1.** AAUW Affiliate Defined. An AAUW Affiliate ("Affiliate") is an organization affiliated with AAUW for the purpose of supporting AAUW's mission through Affiliate programs, fundraising, network-

ing, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW's name and/or logo only if approved by the AAUW Board of Directors.

**Section 2. Organization.**

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

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

**Section 3. Loss of Recognition of an Affiliate.**

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

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

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

**ARTICLE VI. PARLIAMENTARY AUTHORITY**

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

**ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS**

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

**ARTICLE VIII. FINANCIAL ADMINISTRATION**

**Section 1. Fiscal Year**

The fiscal year shall begin July 1 and end June 30.

**Section 2. Amount of Dues.**

a. AAUW Members. Dues for AAUW members include those for AAUW (set by its Board), the state (set by it), and this Branch. The Branch's dues shall be fixed by a two-thirds vote of the members attending the Branch annual meeting upon recommendation of the Branch Board of Directors.

b. Student Associates. Fees for student associates shall be established by the AAUW Board of Directors. Additional fees may be set by the state affiliate and by the Branch Board of Directors.

**Section 3. Payment of Dues**

a. Continuing Members. Dues of all continuing members are payable on or before July 1; After written notification of nonpayment, a member whose dues remain unpaid after July 31 may be deemed to have resigned from Branch membership. A member whose dues remain unpaid as of November 30 **shall** be deemed to have resigned.

b. New Members. Dues of new members are payable at the time of application.

**Section 4. Finances**

The Branch shall provide for such audit and control of its funds as are necessary for their safekeeping and complete accounting. No indebtedness in excess of \$100 over amounts provided for in the budget shall be incurred by the Branch except upon the vote of its Board of Directors.

**Section 5. Greater Naples AAUW Charitable Foundation, Inc.**

The Greater Naples AAUW Charitable Foundation, Inc. ("Foundation") is a separate AAUW affiliate organization, organized exclusively for charitable purposes that qualify it as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt it from federal income tax under section 501(a) of the Code. Donations made to the Foundation are tax exempt, like donations to other charitable organizations, to the extent allowed by law.

The Foundation promotes equity, education, and development of opportunities for women and girls that enable them to realize their full potential by, among other things:

a. Providing scholarships to women over 21 years of age who live in Collier County or southern Lee County, Florida;

b. Supporting the Greater Naples Branch AAUW STEM Girls Count conference;

c. Supporting any or all of the AAUW philanthropies, such as: the AAUW Education Opportunities Fund, the AAUW Legal Advocacy Fund, the Eleanor Roosevelt Fund, the Leadership Programs Fund, and the Greater Naples Branch American Fellowship #4243;

d. Cooperating with other organizations having mutual interests.

All members of the Foundation's Board of Directors are required to be members in good standing of the AAUW and of this Branch. Any Branch officer or director may, if asked by the Foundation to do so, serve on the Board of Directors of the Foundation.

**ARTICLE IX. OFFICERS**

**Section 1. Officers.**

a. Elected Officers. There shall be a President, Vice President/Program, Secretary, and Directors for: Membership, Finance and Communications. Members are asked by the Nominating Committee to run for these offices and are voted into these positions by the membership at the annual meeting. Any office may be held jointly by two members and a single member may hold two such offices, except that the President shall not hold any other office. If two members share a single office, they shall share a single vote in meetings of the Executive Committee and Board.

b. Appointed Officers. A Treasurer, Educational Opportunities Director, Public Policy Director, Director for Development, School & Community Relations Director, Bylaws and Policies Chair, Parliamentarian, Historian or other officers may be appointed as deemed necessary to carry on the work of the Branch. These officers shall be appointed by the President with the approval of the Board or the Executive Committee.

## **Section 2. Duties.**

Officers and Directors shall perform the duties prescribed by these Bylaws, and in accordance with these Bylaws, Resolutions of the Board of Directors, AAUW Policies and Rules, Branch Policies and Rules and the latest edition of Robert's Rules of Order, Newly Revised.

a. **President.** The President shall: have the usual duties of supervision and management as pertain to the office of President, and have such powers and other duties as may be prescribed in these Bylaws, Branch Policies, Branch rules, AAUW policies, or otherwise by the Board or the Executive Committee; promote AAUW's mission and represent the Branch in activities of the AAUW, the Region, the State and at any other meetings and functions where a Branch presence is required; prepare the agendas for Board, Executive Committee and Branch meetings; appoint Special Interest Group Leaders and Chairs of committees, and serve ex officio on all committees, except the Nominating and Audit Committees; sign, with the Secretary or other officer authorized by the Board, any legal documents the Board has authorized to be executed; have lead responsibility for compliance with AAUW policies and agreements and timely submit to AAUW and the State Affiliate all such reports, forms and information as presidents of branches are required to submit; have responsibility with the Director of Finance for the Branch's annual IRS Form 990 (or any version or successor form) and for compliance with any other applicable federal, state or local laws; with the Board, develop and implement a strategic plan that advances AAUW's mission; and with the Board, develop and implement plans for the Branch's fiscal health, monitor the Branch's finances, and sign off on expenditures as appropriate.

The President may, with the authorization of the Board or Executive Committee, delegate any of these duties to the Vice President.

b. **Vice President/Program.** The Vice President shall: have responsibility for developing and implementing the programs of the Branch; act as assistant to the President; perform the duties of the President in all cases in which the President is unable to serve; and perform such further duties as the President, with the approval of the Executive Committee or Board, shall direct. The Vice President may serve as a member of any committee, whenever designated by the President. The Vice President shall assume the office of the President in the event of a vacancy in that office.

c. **Secretary.** The Secretary shall: keep (or cause to be kept) accurate minutes and records of the meetings and actions (including any actions taken without a meeting, such as action taken via electronic means or unanimous written consent) of the members, the Board of Directors, and the Executive Committee, and keep up-to-date minute books; have available at all such meetings a copy of the minutes of all meetings of the current and previous year, as well as a list of Branch officers, chairs and members; have custody of the organizational documents of the Branch, and its bylaws, policies and authenticate Branch records if and as required; ensure that the required notice of each meeting is given and that a quorum is present; sign with the President or another Director specifically authorized by Board resolution, in the name and on behalf of the Branch, any contracts or agreements authorized by the Board of Directors; and perform all other duties incident to the office of Secretary as may be assigned to her by the Board of Directors.

The Secretary may nominate an Assistant Secretary to take and transcribe meeting minutes from time to time who may be appointed by the President with the approval of the Board or the Executive Committee.

d. **Director for Membership.** The Director for Membership shall: have responsibility for developing and maintaining Branch membership in compliance with AAUW membership policies, and shall appoint and chair a committee to assist her in planning and implementing recruitment and retention strategies; maintain (or cause to be maintained) a membership book (directory) containing, in alphabetical order, the names, addresses and telephone numbers of all members and shall maintain a version of the mem-

bership book retaining the names and addresses of former members; promptly deliver to the Treasurer (or, if none, to the Director of Finance) all membership dues received and all member information required to be submitted to AAUW by the Branch Financial Officer; have responsibility with the Director for Finance for notifying members of dues payable and delinquent, and keep the Director for Finance informed on a timely basis of all new and terminated members; timely submit to AAUW all membership reports and information required by AAUW to be submitted by the membership officer; maintain copies of all communications issued by her or on her behalf to all members; and perform all other duties incident to her office as the Board may prescribe from time to time.

The Director for Membership may nominate one or more Assistants (such as Directory Chair, Recruitment Chair, Retention Chair, Hospitality Chair, and/or Member Relations Chair) who may be appointed by the President with the approval of the Board or the Executive Committee. If Assistants are appointed, the Director for Membership may delegate to such Assistants any of her duties specified herein, with the prior approval of the Board or Executive Committee.

e. Director for Finance. The Director for Finance shall: serve as chief financial officer of the Branch; appoint and chair a Finance Committee, which shall prepare the annual budget for approval by the Board and the membership, and work with the Audit Committee; work with the Board to establish authorized check signers; deposit to accounts authorized by the Board all funds received; timely remit to AAUW and the state affiliate, respectively, in accordance with applicable AAUW rules, all AAUW and state dues received and reports required to be submitted by branch financial officers; process and submit AAUW contributions in compliance with proper financial accounting procedures and Internal Revenue Service regulations; and timely pay all bills approved in the budget or otherwise authorized by the Board; retain in good order all financial statements, IRS forms and correspondence, tax certificates, a letter in good standing or tax determination letters, paid checks, deposits, and supporting documents, communications to all members she issues or authorizes, and submit the financial records of the Branch for inspection by persons authorized by the Board or by law; have responsibility with the Director for Membership for notifying members of dues payable and delinquent, and keep the Director for Membership informed on a timely basis of all dues payments and non-payments by Branch members; have lead responsibility with the President for the Branch's annual IRS Form 990 or any version or successor form and for any other tax or other filings required by federal, state or local governments; prepare regular monthly and annual Branch financial reports analyzing actual performance against budget, and submit them to the members and the Board of Directors; and make recommendations to the Board regarding insurance coverage and the financial health of the Branch.

The Director of Finance may nominate a Treasurer who may be appointed by the President with the approval of the Board or the Executive Committee. If a Treasurer is appointed, the Director for Finance may delegate to the Treasurer any of her duties specified herein, with the prior approval of the Board or Executive Committee.

f. Director for Communications. The Director for Communications shall have overall responsibility for internal and external communications and for publications originating in the Branch. The Director of Communications shall appoint and chair a committee to assist her in these responsibilities, and may nominate one or more Assistants (such as Newsletter Editor, Web Master, Social Media Chair and/or Publicity Chair) who may be appointed by the President with the approval of the Board or the Executive Committee. If Assistants are appointed, the Director for Communications may delegate to such Assistants any of her duties specified herein, with the prior approval of the Board or Executive Committee. The delegable duties of the Director for Communications include: updating (or causing to be updated) on a timely basis the Branch website, publishing or distributing Board and Branch meeting minutes to the members; issuing (or causing to be issued) regular newsletters for the members; as well as issuing or causing to be issued public communications advertising the public meetings and other

activities of the Branch. The Director for Communications shall maintain records of all communications issued by her and her assistants to the general membership.

g. Director for Development. The Director for Development, if appointed, shall devise and organize actions to ensure funding for Branch activities, needs and goals.

h. Director for Educational Opportunities. The Director for Educational Opportunities, if appointed, shall have responsibility to monitor and report to the Branch about AAUW Fellowships, Grants and Research programs and other educational programs and recommend possible Branch programs to implement AAUW programs.

i. Director for Public Policy. The Director for Public Policy, if appointed, shall inform the membership about National and State public policy initiatives, and may formulate and (with Board approval) implement Branch activities in support of such initiatives.

j. Director for School & Community Relations. The Director for School & Community Relations, if appointed, shall formulate and implement, in compliance with Branch guidelines, the school and community relations program of the Branch.

k. Parliamentarian. The Parliamentarian, if appointed, shall endeavor to ensure that all Board, Executive Committee and membership meetings are conducted in accordance with the current edition of Robert's Rules of Order, Newly Revised and that a copy of this publication is available at all meetings.

l. Bylaws and Policies Chair. The Bylaws and Policies Chair, if appointed, shall be responsible for keeping Branch bylaws and policies in conformity with AAUW bylaws and policies.

m. Historian. The Historian, if appointed, shall maintain a current record of Greater Naples AAUW activities and have custody of all available pertinent past activity records.

### **Section 3. Vacancies.**

The Vice President shall fill a vacancy in the office of President for the unexpired term. All other vacancies shall be filled for the unexpired term by majority vote of the Board of Directors.

### **Section 4. Terms**

All officers shall take office on July 1. All elected and appointed officers shall serve for a term of two (2) years or until their successors are elected (or, if applicable, appointed) and assume office.

### **Section 5. Rotation**

The President, Vice President and Secretary, shall be elected in even-numbered years. The directors for membership, finance and communications shall be elected in odd-numbered years.

### **Section 6. Nominations and Elections**

#### **a. Nominating Committee**

There shall be a nominating committee composed of the Past President and at least two Branch members. The Past President shall solicit volunteers for the nominating committee at or before the November meeting of the Branch and may continue such solicitations thereafter.

#### **b. Nominations.**

No later than two months before the Annual Meeting, the Chair of the Nominating Committee shall notify the membership of all positions to be elected at the next annual meeting, together with the names of

the members of the Nominating Committee, and solicit nominations. The Nominating Committee shall be empowered to seek and to propose qualified candidates.

c. Nominating Committee Report.

The report of the Nominating Committee shall be presented to members at the Branch meeting at least one month prior to the Annual Meeting, or published in the newsletter or issued by email or otherwise in writing to the members at least two (2) weeks before the Annual Meeting.

d. Nominations from the Floor.

Additional nominations may be made from the floor, provided that the consent of the person nominated has been previously obtained. The names of the persons so nominated shall be included on the ballot.

e. Elections

Elections shall be held at the Annual Meeting of the Branch. Elections shall be by ballot unless there is only one nominee for an office, in which case, a voice vote may be taken. Election shall be by a majority vote of the members present in person or by telephone or other electronic communication and in good standing at the Annual Meeting. Members present in person or by telephone or other electronic communication and in good standing are qualified to vote.

## **ARTICLE IX. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

### **Section 1. Board of Directors.**

a. Membership.

The board of directors shall be composed of the elected and appointed officers and the immediate past president, provided that the Board shall have at least five (5) directors and no more than fifteen (15) directors. All Officers and Directors shall be members in good standing of the AAUW and this Branch.

b. Duties.

All power and authority of the Branch shall be vested exclusively in the Board of Directors, which shall manage and direct the affairs of the Branch in accordance with AAUW policies, applicable laws and the decisions of the members at the Annual Meeting. The duties of the Board of Directors, shall include, without limitation: establishing such policies as may be necessary to ensure the financial health of the Branch, and ensure its compliance with all applicable laws, regulations, policies and ethical standards, including laws and regulations enforced by the IRS; ensuring that records of all of the Branch's acts and financial transactions are kept; approving budgets, financial plans and financial statements, and monitoring and ensuring the integrity of the Branch's financial reporting processes; reviewing and approving material expenditures and transactions; overseeing the Branch's activities and committees and taking whatever other action is necessary to manage the affairs of the Branch, including evaluating and amending its strategic plan; promoting and supporting the mission of AAUW and the activities of the Branch; and establishing task forces and committees, and determining governance practices.

c. Meetings.

In General. Meetings of the Board shall be held at least three (3) times a year. Special meetings may be called at any time by the President or upon the written request of three (3) members of the Board or twenty (20) members of the Branch. The President may call a meeting of the incoming Board of Directors or Executive Committee prior to July 1 to approve appointments and make plans for the coming year.

Meeting by Electronic Means. One or more Directors may participate in any regular or special meeting of the Board or of a committee of the Board by means of conference telephone or any other method of communication allowing all persons participating to hear each other. A Director's participation in a meeting by such electronic means will constitute attendance in person for all purposes under these Bylaws.

Board business may also be transacted by electronic means when the matter is time-sensitive or an emergency. Any such actions shall be recorded in the Branch's minute book.

d. Unanimous Consent. The Board may act without a meeting by the unanimous, signed, written consents of every member of the Board. Such consents shall be effective when the last Director signs, and shall be recorded in the Branch's minute book. To the extent recognized by applicable law, the electronic signature of a Director shall be recognized by the Branch as her signature.

e. Quorum. A quorum of the Board shall be one third of its members.

f. Resignation. Any Director or Officer may resign at any time by giving written notice of such resignation to the Secretary and President.

g. Removal. Any Director or Officer may be removed from office for cause by the affirmative vote of a majority of the Board. In the absence of cause for removal, removal shall require the affirmative vote of two-thirds of the Board, cause for removal shall include, but not be limited to: absence without approval from more than two meetings of the Board per year, and any other act the Board believes in its reasonable, good faith judgment to be inconsistent with these Bylaws or with any policy, vote or resolution of the Board, or with the best interests of the Branch.

h. Vacancies. Vacancies shall be filled for the unexpired term by majority vote of the Board of Directors.

### **Section 2. Executive Committee**

The Executive Committee shall consist of the President, Vice President, Secretary, and Directors for Program, Membership, and Finance and any additional Directors designated by the Board. The Executive Committee shall: have and may exercise, between meetings of the Board of Directors, all of the powers of the Board of Directors, except as prohibited by law or Board resolution; and submit a written report to the Board before the Board's next regularly scheduled meeting. Meetings of the Executive Committee shall be held on the call of the President or by written request of three of its members.

### **Section 3. Quorum**

The quorum of a meeting of the Executive Committee shall be one third of its members.

## **ARTICLE X. MEMBER MEETINGS**

### **Section 1. Branch Meetings**

There shall be at least four (4) meetings of Branch members each year.

### **Section 2. Annual Meeting**

An annual meeting of the Branch members shall be held between March 1 and May 1, with the exact time and place to be determined by the Board. The membership at the annual meeting shall elect officers, may receive reports of officers, committees and task forces, and, if necessary, fix dues and amend bylaws, and conduct such other business as may be necessary. Notice of the Annual meeting shall be published in the Newsletter or given by email or otherwise in writing at least two weeks in advance.

### **Section 3. Special Meetings**

Special meetings of Branch members may be called by the President or two members of the Board of Directors or at the written request of ten percent (10%) of the Branch membership. Notice of the date, time, place, and the business to be brought before the meeting shall be provided in writing to the members at least ten (10) days in advance. Only business for which notice has been given shall be transacted at a special meeting.

**Section 4. Quorum.**

Fifteen per cent (15%) of the members in good standing of the Branch shall constitute a quorum.

**ARTICLE XI. INDEMNIFICATION**

**Section 1.** Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code, and except as prohibited 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 a member of the Board of Directors, officer, committee member or agent of the Greater Branch.

Every member of the Board of Directors, officer or committee member of the Branch shall be indemnified by the Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such member of the Board, officer or committee member in connection with any threatened pending or completed action, suit or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the Board, officer or committee member of the Branch, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonable 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 recklessness or misconduct in the performance of a duty. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that she/he reasonably believed to be in or not opposed to the best interests of the Branch, was reckless, engaged in misconduct, or, with respect to any criminal proceeding had reasonable cause to believe that her/his conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board, officer or committee member is entitled.

**Section 2.** For the purposes of Section 1, the term "Recklessness" means the acting, or omission to act, in conscious disregard of a risk: (a) Known, or so obvious that it should have been known, to the officer or director; and (b) Known to the officer or director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

**ARTICLE XII. AMENDMENTS TO THE BYLAWS**

**Section 1.** Provisions of these bylaws not governed by the AAUW Bylaws or the bylaws of Florida AAUW may be amended by a two-thirds (2/3) vote of those members in good standing who are present and voting at the Annual Meeting or any regular meeting of the branch, provided that notice of the proposed amendments shall have been given at the previous regular meeting or in writing (via the Newsletter, other email or otherwise) to the members at least two (2) weeks in advance of the meeting; provided further, however, that a vote of the membership shall not be required for an amendment necessary to conform these bylaws to state law.

**Section 2.** All proposed amendments to the bylaws not mandated by AAUW (national) shall be submitted to the State Bylaws Committee, if any, for approval before the call for the Branch vote.

**Section 3.** AAUW-mandated amendments shall be implemented by the Branch's board of directors without a vote of the Branch membership and as prescribed by the AAUW Board of Directors.

Date approved by the branch: March 26, 2005  
Date revised and approved by the branch: April 11, 2006  
Date amended per AAUW Convention: October 31, 2009  
Date revised and approved by the branch : February 16, 2010  
Date revised and approved by the branch: April 9, 2011  
Date amended per AAUW Convention: March 16, 2014  
Date amended per AAUW amendments: January 31, 2017  
Date amended by the Branch: March 2, 2017