

**BYLAWS**  
of the AAUW Tyler Fund, Inc.

**ARTICLE I - NAME, PURPOSE**

Section 1: The name of the organization shall be the AAUW Tyler Fund, Inc., hereinafter called The Fund.

Section 2: The Fund is organized exclusively for charitable, scientific and educational purposes, more specifically to advance equity for women and girls through education and research and to support the goals of the Tyler branch of AAUW, hereinafter called AAUW Tyler.

**ARTICLE II – MEMBERSHIP**

Section 1: Membership shall consist only of the members of the board of directors.

**ARTICLE III - ANNUAL MEETING**

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Executive Committee. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 3: Notice. Notice of each meeting shall be given to each board member, by mail or email, not less than ten days before the meeting.

**ARTICLE IV - BOARD OF DIRECTORS**

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Fund, and delegates responsibility for day-to-day operations to the officers and committees. The Board shall have up to twelve (12) and not fewer than three (3) members, excluding the officers. The board receives no compensation other than reasonable expenses.

Section 2: Nomination of Directors. The immediate past president of the Tyler branch of AAUW and the assistant treasurer of the Tyler branch shall be nominees for the Board of Directors. Remaining directors shall be nominated by the Nominating Committee described in Article V, Section 3, below. Up to 25% of the directors may be nonmembers of the Tyler branch of AAUW.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur at the annual meeting of AAUW Tyler.

Section 4: Terms. Except for the initial board of directors and directors serving by reason of expansion of the board, each successor director shall hold office for a term of three (3) years

The term of office of the three initial directors shall be for one (1), two (2), or three (3) years, determined by consensus at the first board meeting after adoption of these bylaws.

The term of office of directors serving by reason of expansion of the board shall be for one (1), two (2), or three (3) years. The Board of Directors shall determine the length of the first term of the new board position so as to preserve the staggering structure of board terms.

Section 5: Quorum. A quorum of at least a majority of the Board members must be present before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice 10 days in advance.

Section 7: Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their term of office shall be one year. Their duties are as follows:

a. The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer. The immediate past president of the Tyler branch of AAUW shall serve as chair of the Fund.

The Chair shall present at each annual meeting of AAUW Tyler an annual report of the work of the Fund, and shall appoint all committees, temporary or permanent.

The Chair shall see all books, reports and certificates required by law are properly kept or filed, shall be one of the officers who may sign the checks or drafts of the Fund. The Chair shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

b. The Vice-Chair will chair committees on special subjects as designated by the board. The Vice-Chair shall in the event of the absence or inability of the Chair to exercise her/his office become acting chair of the organization with all the rights, privileges and powers as if s/he had

been the duly elected chair. The Board of Directors shall appoint the vice chair from among its members.

c. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. It shall be the duty of the Secretary to file any certificate required by any statute, federal or state, to attend to all correspondence of the Fund, and to exercise all duties incident to the office of Secretary. The Board of Directors shall appoint the secretary from among its members.

d. The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The assistant treasurer of the Tyler branch of AAUW shall serve as treasurer of the Fund.

The Treasurer shall have the care and custody of all monies belonging to The Fund and shall be solely responsible for such monies or securities of the organization. The fund will follow prudent business practices and will deposit excess funds in an approved interest bearing account.

The Treasurer must be one of the officers who shall sign checks or drafts of the Fund. S/he shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

## ARTICLE V - COMMITTEES

Section 1: All committees of the Fund shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. The Board Chair appoints all committee chairs. The standing committees shall be Finance and Nominating.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee.

Section 4: Nominating Committee: The Nominating Committee of AAUW Tyler shall function as the Nominating Committee of the Fund.

#### ARTICLE VI – FINANCIAL ADMINISTRATION

Section 1: Funds: The Board of Directors of the Fund shall receive such property and funds as may be contributed by AAUW Tyler or by other sources and shall administer them for the advancement of the purposes of the Fund. The Board of Directors shall have the authority to accept or reject on behalf of the Fund any contribution, gift, bequest, or devise for the general purposes of the Fund. The Board of Directors shall give approval to all investments and all disbursements of funds and establish procedures to delegate limited authority for investments.

Section 2: Fiscal year: The fiscal year is the same as that of AAUW Tyler, July 1 through June 30.

Section 3: Financial Reports: A report of the finances of the Fund, which has been approved by the Finance Committee, shall be published annually for the membership of AAUW Tyler.

Section 4: Dissolution: In the event that, either by vote of the membership of this Fund or by legal action or otherwise, this Fund is dissolved, its assets, after the payment of all outstanding obligations, shall be transferred and delivered to an AAUW entity that will carry out, as near as practicable, the purposes and policies set forth in the Articles of Incorporation and Article I, Section 2 of these Bylaws. In any event, no part of the remaining assets shall inure to the benefit of any individual member of the Fund.

#### ARTICLE VII – SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the Fund.

#### ARTICLE VIII – INDEMNIFICATION

Every member of the Board of Directors, officer, or employee of the Fund may be indemnified by the corporation against all expenses unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Fund. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, office, or employee is entitled. The Fund will procure Directors and Officers liability insurance.

#### ARTICLE VIII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved by the Board of Directors of AAUW Tyler and submitted to the IRS on June 1, 2009. Mandatory revision September 2009. Amended at the Annual Meeting April 17, 2010.