

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF ORANGE, DURHAM, AND CHATHAM COUNTIES

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) of Orange Durham and Chatham Counties of NC (AAUW-ODC), hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW-ODC 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 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 as 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 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, 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 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. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. **Composition and Appointment.** There shall be a nominating committee of at least two members, one of which is appointed by the board of directors. At least one committee member shall be chosen from the branch members who are not currently serving on the board. The president, with approval of the board, shall appoint the chair of the committee.
- b. **Terms.** Members of the committee shall serve a term of one year for a maximum of three consecutive terms.
- c. **Duties.** The committee is responsible for recruiting a slate of officers to fill the positions of president, program vice-president, membership vice-president and treasurer.

Section 2. Elections.

- a. The slate of candidates shall be published in the newsletter to all members before the voting deadline in timely fashion.
- b. Write-in votes or votes for candidates nominated from the floor will be counted only if the consent of the write-in or nominated from the floor candidate is confirmed.
- c. An election shall be valid if the majority of the members present approve of the slate during the last plenary meeting of the year.
- d. Election shall be by majority vote of those members present.

- e. The board will approve the nomination and election procedures, and procedures for any runoff elections.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. Elected Officers and Directors. The elected officers and directors shall be President, Vice President of Membership, Vice President of Programs, Recording Secretary, and Treasurer of the Branch. AAUW requires that there be a designated contact for administration and finance. The recording secretary shall record and maintain the minutes of the board of directors and membership meetings. If the recording secretary is not present, another member of the board must take the minutes or supervise the recording of the minutes by a member.
- b. Appointed Officers, Directors, and Committee Chairs. The president, with the approval of the board, may appoint members to fulfill the functions of secretary, program, membership, public policy, finance, fundraising, communications and other functions suggested by AAUW or approved by the board. These positions may be held either by members of the board or by other branch members. The Editor of the Newsletter is not required to attend board meetings but must be included in all board correspondence and receive copies of the board agenda and minutes if necessary. The terms of these appointments may be for any time period appropriate for the position.
- c. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office.
- e. All vacancies in office shall be filled for the expired term by the board. A vacancy in the office of president shall be filled by the Vice President for Membership, Vice President for Programs in the order listed herein.
- f. Each office may be filled by an officer or co-officers.
- g. The following officers shall be elected in even years: Vice President for Programs and Recording Secretary. The following officers shall be elected in odd years: President, Vice President of Membership and Treasurer.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws. The elected and appointed board of directors shall facilitate and promote the purpose and mission of AAUW.

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The vice president(s) shall perform such duties as the president and the board shall direct and as specified in branch policies and job descriptions.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- e. The recording secretary shall be responsible for keeping accurate minutes of the board meetings and plenary meetings.
- f. The Newsletter Editor shall be responsible for publishing timely editions of the newsletter, on dates so designated by the board with material provided by the members and board members.

Section 3. Terms of Office.

- a. Terms of Office. Board members shall serve for a term of two years or until their successors have been elected or appointed and have assumed office. No one shall serve for more than four years as president or more than eight consecutive years on the board. A full term is considered service in office for two years. No member shall hold more than one board position, elected or appointed, at any given time.
- b. Beginning of Terms. The term of each officer shall begin on July first, with a transition period between old and new board members beginning at a board meeting held between May first and July first for the purposes of understanding the duties. The incoming or continuing administrative officer may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Committee prior to July first, 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 first. (Note: New board members are not permitted to vote until after the term start date, as they are not officially board members until that date.)
- c. Removal from Office. An officer or director of the Organization may be removed for failing to perform their duties by a two-thirds majority vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors. (This clause provides a process for removal of a board member.)

Section 4. Vacancies.

- a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board of Directors.
- b. A vacancy in the office of the administrative officer shall be filled by the elected Vice President for Membership, Vice President for Program in the order listed therein. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members. The president, treasurer, membership vice-president, program vice-president and recording secretary shall constitute the Board of Directors of this Organization. This Organization must have at least three but no more than five directors and a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs. In addition, the Organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and the state.

Section 3. Meetings of the Board.

- a. Regular Meetings. Regular meetings of the board shall be held at least four times a year. 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 each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board. If there are co-presidents, the two people sharing the office will have one vote.
- b. Special Meetings. Special meetings of the board may be called by the administrative officer or may be called upon the written request of any of the members of the Board of Directors.

Section 4. Voting between Meetings. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the board provided that every voting member shall have an opportunity to vote on the question submitted. Voting will close by a specified time, and be by a process announced with the ballot and approved by the board. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at a board meeting. The result of the vote shall be recorded in the minutes of the next board meeting.

Section 5. Quorum. The quorum for a meeting of the Board of Directors shall be a majority (three) of its members.

ARTICLE XI. EXECUTIVE COMMITTEE

The branch does not use an Executive Committee.

ARTICLE XII. COMMITTEES

Section 1. The board may create committees and task forces as required to fulfill the purpose of the branch.

Section 2. Committee and task force chairs shall be appointed by the president with the consent of the board.

Section 3. Committee and task force members shall be appointed by the committee chair with the consent of the president.

ARTICLE XIII. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Contact. All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches or comparable AAUW-affiliated entities within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

ARTICLE XIV. BRANCHES

Section 1. Branches and Comparable AAUW-Affiliated Entities.

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

Section 2. Organization.

- a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.
- b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.
- c. Structure. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated

entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting.

Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity.

- a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- b. The branch 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 a branch or comparable AAUW-affiliated entity is vested in the 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. The branch or comparable AAUW-affiliated entity 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.

Section 5. Dissolution. In the event of the dissolution of the branch or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the branch or AAUW-affiliated entity shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE XV. ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE XVI. FINANCIAL ADMINISTRATION

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

Section 2. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after December 1 shall be dropped from membership.

Section 3. New members may join at any time. Dues are payable upon joining. Dues

paid by new members between January 1 and March 15 shall be one-half the annual dues. An AAUW national member who joins the branch shall pay state and local dues, but may be eligible to have dues pro-rated or waived, according to current AAUW, AAUW NC, and branch policy.

Section 4. The branch board of directors may approve reductions in branch dues in special cases, as reported with the annual budget of the branch.

Section 5. Donations to the branch may be earmarked for projects in specific communities or for special purposes, under the direction of a community or project group of the branch (see Article XVIII). Any funds not spent within four years of the donation will revert to the branch. The branch may claim an annual custodial fee that will revert to the branch general fund. This fee is not to exceed 5% per year of the balance in the earmarked fund.

Section 6. The annual budget shall be adopted by the board of directors for presentation to the branch.

Section 7. The branch board of directors shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

Section 8. The branch shall conduct an annual financial review.

ARTICLE XVII. MEETINGS OF THE MEMBERSHIP

Section 1. Plenary Meetings. There shall be at least four general membership meetings each year. Venues, dates and times will be designated by the board.

Section 2. The meetings will provide a program that is commensurate with the mission of AAUW. Any meeting may be used to conduct business including but not limited to receiving reports, reviewing the budget and the financial report, amending bylaws and giving directions to the board.

Section 3. Annual Meeting in Spring. The Annual Meeting shall be the last plenary meeting of the year. The annual meeting shall be to conduct business as needed, including but not limited to receiving reports, reviewing the budget and the financial report, completing the election of officers, completing the vote on any dues change, amending bylaws, and giving directions to the board. Financial reports shall be published in the newsletter for the membership to peruse.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called by the president on the written request of 25% of the voting members of the board of directors or 10% of the branch membership.

Section 5. Quorum. The quorum shall be 10% of the branch membership.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

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

ARTICLE XIX. INDEMNIFICATION

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

ARTICLE XX. AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be adopted by the Organization's Board of Directors without a vote of the Organization's membership. Provisions of the Organization's bylaws not mandated by AAUW may be amended by a majority vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 30 days prior to the applicable meeting or opening of the balloting.

ARTICLE XXI. COMMUNITY AND PROJECT GROUPS

SECTION 1. The branch may provide support for community and project groups when they align with the AAUW mission.

SECTION 2. Each such group must report the name of a primary contact to the branch board.

SECTION 3. Any such group that uses the name of the branch in advertising or promoting its activities must inform the board before the first use of the branch's name and at least annually as long as the activity continues.

SECTION 4. If any community-based AAUW of North Carolina branch shall make a donation to AAUW-ODC and dissolve within six months of the donation, those funds will be treated as a donation to the branch as described in Article XVI, Section 5. If AAUW-

ODC is holding funds for use in a specific community or specific project, a community or project group will be the vehicle which advises the branch on the distribution of the funds.

SECTION 5. When appropriate, community and project groups will be encouraged to organize as satellites of the branch or as new branches or other affiliates, following the policies for such formation as outlined by AAUW.

Mandatory revision, January 2017 added to Major revision, May 2016 for compliance to AAUW bylaws. Previous version, March 2014.