

# BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF GREENSBORO

## ARTICLE I. NAME AND GOVERNANCE

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

**Section 2.** Affiliate. AAUW Greensboro 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. 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. FINANCIAL ADMINISTRATION**

##### **Section 1. Fiscal Year**

The fiscal year corresponds with that of AAUW and begins July 1 and ends on June 30.

##### **Section 2. Budget**

The Board of Directors shall adopt an annual budget.

##### **Section 3. Financial Policies**

The Board shall set and maintain policies and procedures to control fiscal records consistent with generally accepted accounting principles and federal, state, and local laws, including an annual financial review.

#### **ARTICLE IX. OFFICERS**

##### **Section 1. Officers**

- a. The elected officers of the Affiliate shall be the president, president-elect or past president, vice president, secretary and treasurer.
- b. All officers shall serve for a term of two (2) years or until their successors have been elected, or appointed, and assume office. The president-elect shall serve one (1) year, before becoming president for two (2) years as president and past president for one (1) year.
- c. The term of each officer shall begin on July 1.

- d. Officers may be removed from office by a two-thirds vote at an in-person meeting of the Board of Directors in accordance with the policies adopted by the Board of Directors.
- e. Vacancies, excluding the president, shall be filled for the unexpired term by the Board of Directors. A vacancy in the office of president shall be filled by the elected Vice President.

## **Section 2. Recorded Minutes**

All official Affiliate meetings and meetings of the Board of Directors shall be recorded by the secretary. The secretary ensures these minutes are filed so they are available on request.

## **ARTICLE X. BOARD OF DIRECTORS**

### **Section 1. The Board of Directors (Board)**

- a. The Board of Directors shall have the general power to administer the affairs of the Affiliate, including, but not limited to establishing policies and procedures to control financial records. It shall accept those responsibilities designated by AAUW and convey them to the membership.
- b. The Board of Directors shall consist of a minimum of 5 and a maximum of 9 **voting directors**, including the 5 elected officers: president-elect or past president, president, vice president, secretary and treasurer. The remaining directors will come from the committee chairs (membership, fund raising, public policy/communication, college/university liaison) appointed by the President.

### **Section 2. Board of Directors' Meetings**

Meetings of the Board of Directors shall be held at least three times per year. Special meetings may be called by the president, or may be called at the request of at least 3 members of the Board. Board Meetings may be held in person, or electronically, and voting by e-mail is allowed.

### **Section 3. Establishing a Quorum**

A quorum of the Board of Directors shall be a majority of its members.

## **ARTICLE XI. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations**

- a. The president shall appoint a nominating committee chair and two (2) additional committee members.
- b. Members of the nominating committee shall serve for two (2) years.
- c. The names of the nominees shall be published to Affiliate members at least one month before the election **deadline**.

- d. Members may propose additional nominees by email or in writing with the written approval of at least three (3) additional members.
- e. Members will be notified of any additional nominees. A final ballot will be published at least 2 weeks prior to the election deadline.

## **Section 2. Elections**

- a. All elections shall be by secret ballot (paper or electronic). Election shall be determined by a majority vote of those voting.
- b. The president and vice president shall be elected in even numbered years. The president-elect, secretary and treasurer shall be elected in odd numbered years.
- c. No member shall be eligible to serve more than two consecutive terms in the same office.

## **ARTICLE XII. COMMITTEES**

### **Section 1. Standing and Special Committees**

Committees may be established by the president with the consent of the Board of Directors. Chairs, appointed by the president, shall select the members of their committees in consultation with the president.

## **ARTICLE XIII. MEETINGS**

### **Section 1. Membership Meetings**

There shall be no fewer than four membership meetings each year.

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

A membership meeting held between February and May shall be designated as the Annual Meeting, the exact date, time and place to be determined by the Board of Directors.

### **Section 3. Business of the Annual Meeting**

The Annual Meeting shall be to conduct business including, but not limited to, installing officers, establishing dues, and other business relevant to the Affiliate.

### **Section 4. Quorum of the Annual Meeting**

The quorum shall be 20 percent of the total Affiliate membership. A member is considered present either in person or by proxy.

## **ARTICLE XIV. INDEMNIFICATION**

### **Section 1. Standing and Special Committees**

Every board or committee member shall be indemnified by the Branch against all expenses and liabilities, including counsel fees, reasonably incurred, or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the

indemnification herein shall apply only when the Branch board approves such settlement and reimbursement as being the best interest of the Branch. The forgoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

Amended:    December 5, 1992  
                 December 5, 1994  
                 March 14, 2006  
                 October 31, 2009  
                 March 1, 2010  
                 May 13, 2014  
                 October 11, 2016