

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF NORTH CAROLINA

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW North Carolina 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. SPECIFIC AFFILIATE PROVISIONS

Section 1. AAUW NC Amendments to the Bylaws. The provisions of these bylaws not governed by the AAUW Bylaws may be amended at any annual meeting by a two-thirds vote of those present and voting, provided written notice of the proposed amendments have been sent to each branch (affiliates) in the state at least thirty (30) days before the meeting at which such amendment is to be acted upon.

Section 2. Branches are Member Affiliates. In compliance with Article I of the AAUW Bylaws, AAUW branches are now AAUW Affiliates. The term branch therefore refers to an AAUW Affiliate.

ARTICLE IX. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year corresponds with that of AAUW and begins July 1.

Section 2. Dues

- a. The annual state dues for affiliate members are fixed by a two-thirds vote of eligible voters at the annual state meeting. The State Board of Directors must provide written notice of dues' changes to all members thirty (30) days before the annual meeting. Dues include a subscription to the state and Association publications distributed to all members. Such dues are payable to state treasurer on July 1. Dues of new members may be accepted any time.
- b. The AAUW Board of Directors shall set the dues for partner members. AAUW provides for two partner member representatives from each C/U with no AAUW dues; AAUW NC has a no \$ 0 policy to AAUW NC for C/U representatives who join branches. This policy is in effect until specifically changed in the AAUW of North Carolina policies.
- c. **Reciprocity.** A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.
- d. College/University members pay no state dues.
- e. An affiliate member, recognized by AAUW between December 1 and June 30, pays state dues at half the annual amount.
- f. New members or former members, who have not renewed for two or more years, pay one-half the annual due when paid to the state treasurer between January 1 — March 15.

Section 3. Budget. The annual budget for the state is prepared by the Treasurer/Finance Committee, approved by state Board of Directors, and sent to the membership no later than thirty (30) days before the start of the fiscal year.

Section 4. Financial Review. The elected officers of the state control funds to assure their safekeeping and accounting and are responsible for the safekeeping and accounting of all monies in the state treasury. An annual review of the state treasury is conducted. The state sets and maintains policies and procedures to control financial records consistent with generally accepted accounting procedures and principles; and federal, state, and local laws.

ARTICLE X. OFFICERS AND COMMITTEES

Section 1. Elected Officers. The elected officers of this state are President (Administrative Officer), Branch Advocate, Vice President, and Treasurer (Financial Officer). Two (2) people may be elected to these positions to serve as a team in these positions.

- a. The Executive Committee is comprised of the four or more elected officers.
- b. The President, with the approval of the Executive Committee, determines Standing and Ad Hoc committees and appoints their chairpersons.

Section 2. Qualifications for Office. The above-mentioned officers and chairpersons must be members of AAUW North Carolina.

Section 3. Terms of Office. The term of each officer begins on July 1; however, the incoming or continuing President may call meetings of the incoming officers and chairpersons before July 1 for approving appointments and making plans for the coming year. Elected officers will serve for two (2) years or until their successors have been elected or appointed and have assumed office. No elected officer will hold the same office for more than four (4) consecutive years.

Section 4. Vacancies

- a. A vacancy in the office of President whether by resignation or upon death, will be filled for the unexpired term by the following order: i. The Vice President ii. Branch Advocate
- b. If neither Vice President or Branch Advocate accepts the position, the nominating committee presents a nominee to be elected by the Board of Directors.
- c. A vacancy in any office other than President is filled for the unexpired term by an appointment of the Executive Committee.

ARTICLE XI. DUTIES OF OFFICERS

Section 1. Duties. Officers perform the duties prescribed by these Bylaws, by Robert's Rules of Order Newly Revised, by AAUW's job descriptions, and those specified in the Policy Statement.

- a. **President.** The President represents NC in activities of AAUW. The President is responsible for submitting such reports and forms as required by AAUW. The President is the official spokesperson for NC.
- b. **Vice President.** The Vice President performs such duties as the President and Board direct. This officer will annually provide AAUW with a designated contact for administration (president) and finance (treasurer).

- c. **Branch Advocate.** The Branch Advocate is the liaison between the board and the branches. This officer leads the Presidents' Council, comprised of the Branch Presidents in the state. The Branch Advocate calls and leads meetings of the Presidents' Council and reports to the Executive Committee. The Branch Advocate performs such other duties as the President and Board direct.
- d. **Treasurer.** The Treasurer is responsible for the collection of state dues and the accounting of all funds of the state. The Treasurer meets all specified deadlines.

Section 2. Responsibilities. Any of the elected officers may also have the responsibility of heading committees or task forces as decided by the executive committee. The committee or task force chairs are members of the Board of Directors of AAUW-North Carolina.

- a. The Presidents' Council has the responsibility to report to the Board, through the Branch Advocate, branch activities, and actions.
- b. Recorded Minutes. All official branch meetings and board meetings are recorded by someone other than the contacts for finance and administration. The president ensures these minutes are filed so they are available on request.
- c. If the board votes to remove an officer elected by the membership, the removal is not valid until approved by the Presidents' Council.

Section 3. Committees or Task Forces. Committees or task forces are created by the elected officers for the needs of the state organization. These committees or task forces may, but do not need to, include committees listed in the policies of AAUW NC.

ARTICLE XII. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. Suggestions from members and branches for nominations are submitted in writing to the chair of the nominating committee at least four months before the annual state meeting. The chair reports to the members of the committee all names received.
- b. Nominations may be made from the floor at the time of the election, provided the nominee has consented.

Section 2. Elections

- a. All members in good standing at the Annual State Meeting elect Officers.
- b. Election is by ballot except when there is only one (1) candidate for an office, in which case the election may be by voice vote.
- c. A majority of the votes cast is necessary for election.
- d. The President and Branch Advocate are elected in odd years; the Vice President and Treasurer in even years.

ARTICLE XIII. BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, AND PRESIDENTS' COUNCIL

Section 1. Composition

- a. The Executive Committee and the appointed committee chairs comprise the Board of Directors.
- b. The elected officers comprise the Executive Committee.
- c. The Presidents' Council, led by the Branch Advocate, consists of the presidents of branches within
AAUW-NC.

Section 2. Powers and Duties

- a. **State Administration.** In accordance with the bylaws and convention action, the Executive Committee has the general power to administer the affairs of the state and to initiate and carry out its programs and policies. It acts for the state between annual meetings and national conventions.
- b. The Board of Directors can establish policies and procedures consistent with generally accepted accounting principles and federal, state, and local laws to control the financial records of the state and may adopt rules to govern its proceedings.

c. Branch Supervision

- (1) **Creation.** Upon recommendation of the state President, the state governing board has the authority to approve in writing the application of any group of graduates qualified to form a branch within the state, under the AAUW Bylaws.
- (2) **Forfeiture.** The State Executive Committee reviews the findings of any branch, which appears to have forfeited its right to continue as a branch under the AAUW Bylaws and recommends action to be taken. If there is no branch contact, the state may initiate the process of discontinuance of the branch.
- (3) **Special support to one branch.** The state may give special support to one branch, which is established to serve the entire state. This support may include appointing members of the state to fill the branch positions required by AAUW. This support is in accord with the bylaws of the branch. Those members appointed by the state to serve in branch roles are required to join the branch.

Section 3. Meetings and Quorum

- a. **Regular Meetings.** Regular meetings of the state are held at least once a year at the call of the president and at such time and place as she/he designates.
- b. Meetings of the Executive Committee are at the discretion of the committee and President, but must be held at least once a year.
- c. The Presidents' Council meets at the call of the Branch Advocate or upon written request of 20% of the branch presidents.

- d. **Other Special Meetings.** Special meetings of the Board are called at any time by the President or upon written request of three (3) members of the Board, provided that at least five (5) days' notice of such meeting and its agenda are given to the members of the Board.
- e. **Quorum.** The quorum for a meeting of the Board of Directors is forty percent (40%) of the members, fifty percent (50%) of the Executive Committee and the Presidents' Council, and fifty percent (50%) of the branches.

Section 4. Voting

- a. Each member of the Board of Directors has one (1) vote.
- b. **Interim Voting.** In the interim between meetings, a vote may be taken at the request of the President on any question submitted electronically, by email, by conference call or in writing. Voting closes fourteen (14) days after the question has been submitted. The members of the Board are notified electronically, by email, by conference call, or in writing of the result. A majority of the Board must vote for the vote to be counted.

Section 5. Minutes. At each meeting, or when an interim vote is called, the president is responsible for appointing a member, neither the president nor the treasurer, to take the minutes, record the votes, and file those with the state records.

Section 6. Removal of Officers

- a. The president may rescind any appointment to the board.
- b. Any elected officer may be removed from the office and the board on the recommendation of the board; however, the removal is not valid until approved by the Presidents' Council.

ARTICLE XIV. PRESIDENTS' COUNCIL

Section 1. Composition. The presidents of the AAUW branches in NC and the Branch Advocate are members of the Presidents' Council.

Section 2. Meetings and Quorum

- a. The Presidents' Council meets at the call of the Branch Advocate or upon written request of 20% of the branch presidents.
- b. A branch president unable to attend a Presidents' Council meeting may designate another member of the branch as her or his replacement at the meeting.
- c. The quorum for a meeting of the Presidents' Council is representation by 50% of the branches.

Section 3. Voting

- a. At meetings of the Presidents' Council, each branch has one vote.
- b. In between meetings, the Branch Advocate may call for a vote on any issue properly considered by the President's Council using a procedure approved by the Board.

Section 4. Minutes. At each meeting, or when an interim vote is called, the Branch Advocate is responsible for appointing a member of the council to take the minutes, record the votes, and file those with the state records.

Section 5. Responsibilities. The Presidents' Council develops a process to nominate a slate of officers to be elected at the Annual State Meeting. The Branch Advocate oversees these responsibilities.

ARTICLE XV. MEETINGS OF AAUW NC

Section 1. Time, Place, and Notification

- a. The state holds at least one (1) meeting each year to be known as the Annual State Meeting to conduct the business of the state, including election of officers and receiving of reports.
- b. The Executive Committee determines the date, time, and place.
- c. Special meetings may be called by the president, or will be called by the president on the written request of twenty percent (20 %) of the Board of Directors.
- d. Notice of meetings is sent to all branches, members of the state Board of Directors, college/university members, and state national members at least thirty (30) days before the meeting.
- e. All state meetings, including meetings of the Board of Directors, are open and may be attended by any member of the state.
- f. If circumstances prevent the holding of a state meeting, the elected officers of the Board of Directors provide for the conduct of necessary business.

Section 2. Each member in good standing as of the official notice of the meeting may attend and is entitled to one vote at any annual or special meeting of members.

Section 3. Quorum. If a majority of the branches is represented by their President or at least one (1) other branch member, the meeting has a quorum.

ARTICLE XVI. INDEMNIFICATION

Every board or committee member may be indemnified by AAUW NC 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 settlement, the indemnification herein shall apply only when the state board approves such settlement and reimbursement as being in the best interest of AAUW NC. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board or committee is entitled.

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