

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 of North Carolina (AAUW NC), hereinafter known as the "Organization."

Section 2. Governance. The Organization shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Organization shall in no way conflict with 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 intent of the Organization is to further AAUW's mission, program, and policies within NC and promote, encourage, and coordinate the work of the AAUW branches within NC.

Section 2. Policies and Programs. In keeping with this purpose, the Organization 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 Program. The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 4. Violations. Violation of the Use of Name policy results in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

(1) **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) **Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of any AAUW-affiliated entity or of AAUW 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 educational institution upon which qualification for membership was based.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) Life Membership.

(a) **Paid.** An individual member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

(b) **Fifty-Year Honorary.** An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW dues.

(c) **Privileges.** A life member of AAUW who maintains a membership in one or more AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity membership shall be entitled to national member privileges only.

b. **Partner Member.** College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws.

c. **Other Partner Members.** Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors.

Section 5. Dues.

a. Amount.

(1) The annual dues for individual members shall be established by a two-thirds vote of the AAUW Board of Directors. 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.

(2) Dues for partner members shall be set by the AAUW Board of Directors. 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.

(3) AAUW dues shall include the AAUW publication distributed to all members electronically or by mail.

b. **Payment.** AAUW member dues shall be payable in accordance with procedures established by AAUW policy. College/University members pay no state dues. A branch member, recognized by AAUW between December 1 and June 30, pays state dues at half the annual amount. 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.

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

Section 6. Severance of Membership. A member may be suspended or dropped 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.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. **Composition and Appointment.** There shall be 3-5 members on the Nominating Committee. The Branch Advocate, as chair of the Council of Presidents, serves as the chair of the Nominating Committee. The chair appoints 3-5 members from the President's Council.

Section 2. 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.
- b. The chair reports to the members of the committee all names received.
- c. Nominations may be made from the floor at the time of the election, provided the nominee has consented.

Section 3. 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 VI. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. **Elected Officers and Directors.** 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.
- b. The Executive Committee is comprised of the four or more elected officers.
- c. The President, with the approval of the Executive Committee, determines Standing and Ad Hoc committees and appoints their chairpersons.
- d. The above-mentioned officers and chairpersons must be members of AAUW North Carolina.
- e. AAUW requires that there be a designated contact for administration and finance. In addition, an officer shall be designated to record and maintain the minutes of the board of directors and membership meetings. If the designated member is not an officer, then an officer must be designated to supervise the recording of the minutes.

Section 2. 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.

The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

- 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 3. Terms of Office.

a. The term of each officer begins on July 1; however, the incoming or continuing President may call meetings of the incoming officers and chairpersons prior to July 1 for the purpose of 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.

b. Removal from Office.

(1) The president may rescind any appointment to the board.

(2) 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.

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 Vice President ii. Branch Advocate
- b. If neither Vice President nor 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 VII. BOARD OF DIRECTORS

Section 1. Members. The Executive Committee and the appointed committee chairs comprise the Board of Directors. This Organization must have 6 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 state or multistate meeting and board meeting. (Note: An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer.)

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power:

- a. 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. 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. provide oversight to ensure the proper administration of the affairs of the Organization; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;
- d. appoint standing committee members and such other board and committee members as may be designated;
- e. act for the Organization between meetings of the membership;
- f. adopt rules to govern its proceedings;
- g. establish task forces or special committees as needed;
- h. determine date and location for any official meetings of the Organization; and
- i. serve as a resource for branches by reviewing, assisting in, and coordinating the work of the branches.

Section 3. Delegation of Power. The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

- a. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least 1 time a year at the call of the administrative officer at such time and place as may be designated. 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.
- b. **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.

Section 5. Voting between Meetings. 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 6. Quorum. The quorum for a meeting of the Board of Directors is forty percent (40%) of the members.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of President (Administrative Officer), Branch Advocate, Vice President, and Treasurer (Financial Officer). Two people may be elected to these positions to serve as a team.

Section 2. Powers and Duties. Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the board its work and actions.

Section 3. Meetings. The Executive Committee shall meet at least 1 time a year at the call of the administrative officer and at other times at the call of the administrative officer or at the written request of 2 members of the Executive Committee. The Executive Committee may 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 and voting at the meeting. An action of the Executive Committee will take effect if passed by the majority of its members.

Section 4. Voting between Meetings. 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 Executive Committee 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. If all Executive Committee members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at an Executive Committee meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be 50% of its members.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees. There shall be the following standing committees: Presidents' Council and any additional standing committees as shall be considered necessary by the Board of Directors.

a. **The Presidents' Council.** The presidents of the AAUW branches in NC and the Branch Advocate are members of the Presidents' Council.

(1) **Meetings and Quorum.** The Presidents' Council meets at the call of the Branch Advocate or upon written request of 20% of the branch presidents. 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. The quorum for a meeting of the Presidents' Council is representation by 50% of the branches

(2) **Voting.** At meetings of the Presidents' Council, each branch has one vote. 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. If the board votes to remove an officer elected by the membership, the removal is not valid until approved by the Presidents' Council.

(3) **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.

(4) **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.

Section 2. Special Committees and 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. 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.

Section 3. Reports. All committees shall provide written reports to the Organization board for the annual meeting and such other times as requested

Section 4. Quorum. The quorum for a meeting of any committee (except the Presidents' Council as noted above) shall be 40% of its members.

ARTICLE X. 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. Purpose. These organizations shall further AAUW purposes, program, and policies within their respective areas. Bylaws of such organizations shall not be in conflict with the AAUW Bylaws.

Section 3. 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 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 in the state, will appoint an administrative contact.

Section 4. Recorded Minutes. Each AAUW-affiliated entity shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed AAUW-affiliated entity meeting and board meeting. (If this member is not an officer, then an officer must be assigned to supervise the designated member.)

Section 5. Property and Assets. The title to all property, funds, and assets is vested in the Organization's structure 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. Property and assets shall not be used for any purpose contrary to AAUW.

Section 6. Dissolution. In the event of dissolution of an AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the Organization 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. All assets shall be used to promote the mission and activities that fulfill the intent of AAUW donors.

ARTICLE XI. BRANCH AND COMPARABLE AAUW ENTITY RESPONSIBILITIES TO THE STATE

Section 1. Branches and Comparable AAUW-Affiliated Entities. Branches and comparable AAUW-affiliated entities shall submit organization dues, if applicable, by any means stipulated in Organization policy by June 30.

- a. **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.
- b. **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.
- c. **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.

ARTICLE XII. 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 XIII. FINANCIAL ADMINISTRATION

Section 1. Administration.

- a. The Board of Directors shall have responsibility to:
 - (1) oversee the administration of finances, including preparation of the budget;
 - (2) oversee the management, acquisition, and disposition of the Organization's property and equipment in accordance with the bylaws; and
 - (3) set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws.
- 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.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

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 XIV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. 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.

- a. The Executive Committee determines the date, time, and place.
- b. 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.
- c. 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.
- d. All state meetings, including meetings of the Board of Directors, are open and may be attended by any member of the state.
- e. If circumstances prevent the holding of a state meeting, the elected officers of the Board of Directors provide for the conduct of necessary business.

ARTICLE XV. 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 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.

ARTICLE XVII. 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 two-thirds 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.

Any amendment to the bylaws of the state becomes effective and binding upon all branches within NC. Changes required to bring NC bylaws into conformity with the Bylaws of AAUW will be made without the necessity of a vote of NC. Before being voted on, proposed changes to NC bylaws are sent to the AAUW Bylaws chair for concurrence.

Adopted November 11, 1985; Amended November 16, 1987; Amended April 15, 1989;
Amended

November 30, 1989; Amended April 21, 1990; Amended May 1, 1993. Conformity to Association; October 1998; Converted to word processor, October 2001. Deleted 1998-1999 identification and corrected errors introduced in October 2001 version, May, 2003. Amended April 16, 2005; Amended April 21, 2007, in Article V Section 2, Article VI Section 2, and Article X Section 2; Conformance to AAUW, October 2009; Amended April 17, 2010; Amended April 13, 2013. Conformance to AAUW, March 2014. Conformance to AAUW, May 2016.