

## **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 has been sent to each state member at least thirty (30) days before the meeting.

## **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 are payable by July 1. Dues of new members may be accepted any time.

b. The two member representatives from each college/university pay no state dues.

c. Student members pay no state dues.

d. State dues are waived for fifty (50) year members.

**Section 3. Budget.** The annual budget for the state is prepared by the Treasurer/ Finance Committee, approved by the state Board of Directors, and sent to the membership at least thirty (30) days before the start of the fiscal year.

**Section 4. Financial Review.** The elected officers control funds to assure safekeeping and accounting and are responsible for 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 as well as federal, state, and local laws.

## **ARTICLE X. OFFICERS**

**Section 1. Elected Officers.** The elected officers 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.

**Section 2. Qualifications for Office.** The officers must be members of AAUW NC.

**Section 3. Terms of Office.** All terms begin on July 1. Elected officers serve for two (2) years or until a successor has been elected or appointed. No elected officer may hold the same office for more than four (4) consecutive years.

### **Section 4. Vacancies.**

a. A vacancy in the office of President will be filled for the unexpired term by the Vice President, followed by the Branch Advocate.

b. If neither the Vice President or Branch Advocate accepts the position, the nominating committee presents a nominee for election by the Board of Directors.

c. A vacancy in any office other than President is filled for the unexpired term by an election of the Board of Directors.

## **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 by those specified in the Policy Statement.

a. **President.** The President represents AAUW NC and serves as the official spokesperson. The President is responsible for submitting reports as required by AAUW.

b. **Vice President.** The Vice President performs such duties as the President and Board direct.

c. **Branch Advocate.** The Branch Advocate is the liaison between the board and the branches. The Branch Advocate performs 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 deadlines.

## **ARTICLE XII. EXECUTIVE COMMITTEE**

**Section 1. Composition.** The elected officers compose the Executive Committee.

**Section 2. Powers and Duties.** The Executive Committee has the general power to conduct the business of AAUW NC and to initiate and execute its programs. It acts for the state between board meetings as necessary.

## **ARTICLE XIII. COMMITTEES AND BOARD OF DIRECTORS**

**Section 1. Committees.** Committees or Task Forces are created for the needs of the organization. The President appoints the chairpersons, with the approval of the Executive Committee.

**Section 2. Board of Directors.** The Board of Directors is composed of the Executive Committee, the appointed committee chairs, and other appointed members. The Past President serves as an ex officio member of the Board of Directors.

**Section 3. Qualifications for Office.** Board members must be members of AAUW NC.

**Section 4. Duties and Responsibilities.** The Board of Directors is responsible for establishing goals and objectives and working to accomplish them. The Board of Directors is responsible for maintaining the fiscal integrity of the organization and for maintaining and enhancing the reputation of AAUW NC. The Board of Directors can establish policies and procedures.

### **Section 5. Meetings and Quorum**

a. **Regular Meetings.** Meetings of the Board of Directors must be held at least quarterly.

b. **Special Meetings.** Special meetings of the Board of Directors are called by the President or upon written request of three (3) members of the Board, provided that Board members are given at least five (5) days' notice of the meeting and the agenda.

c. **Quorum.** The quorum for a meeting of the Board of Directors is fifty one percent (51%) of the members, which includes fifty one percent (51%) of the Executive Committee.

### **Section 6. Voting.**

a. Each member of the Board of Directors has one (1) vote; when an officer or committee has co-officers/co-chairs, there should only be one (1) vote per office/committee chair.

b. **Interim Voting.** In the interim between meetings, a vote may be taken at the request of the President on any issue and submitted electronically. The members of the Board are notified of the result.

**Section 7. Minutes.** All board meetings and votes are recorded by a secretary appointed by the President. Neither the President or Treasurer may serve in this capacity. The President ensures the minutes are available with state records.

### **Section 8. Removal of Officers**

a. The President may rescind any appointment to the Board.

b. Any elected officer may be removed from office by a vote of two-thirds (67%) of the Board.

## **ARTICLE XIV. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee**

a. The Nominating Committee seeks candidates for state office, considers and vets candidates, and presents a single slate for election by members.

b. The chair and members of the nominating committee are appointed by the President and approved by the Board.

c. The Nominating Committee publishes the names of the candidates at least thirty (30) days prior to the election.

### **Section 2. Elections**

- a. All members at the annual state meeting elect officers.
- b. Election is by paper ballot, voice vote, or electronic means.
- 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 are elected in even years.

## **ARTICLE XV. MEETINGS OF AAUW NC**

**Section 1. Annual Meeting.** An Annual Meeting of the state is held once a year at the call of the President, who designates the date, time, location, and form of the meeting.

**Section 2. Special Meetings.** 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.

**Section 3. Notice of Meetings.** Notice of the annual meeting is sent to all state members at least thirty (30) days before the meeting. Notice of special meetings is sent to all state members at least one (1) week in advance of the meeting.

**Section 4. Open Meetings.** All state meetings, including meetings of the Board of Directors, are open and may be attended by any member of the state.

**Section 5. Voting.** Each member is entitled to one (1) vote at any annual or special meeting of members.

**Section 6. Quorum.** The meeting has a quorum if a majority of the branches are represented by a branch member.

**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.

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

~~AAUW NC Bylaws 2016~~

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, November 2016.