

# **American Association of University Women Bylaws of the Raleigh/Wake County, North Carolina Branch**

## **ARTICLE I. NAME**

The name of this organization shall be AAUW Raleigh/Wake County, North Carolina, hereinafter called the Branch.

## **ARTICLE II. GOVERNMENT**

The Bylaws of AAUW shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with Bylaws of AAUW. Every amendment to the Bylaws of AAUW shall become effective and binding on this branch.

## **ARTICLE III. PURPOSE**

The purpose of this branch shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research.

## **ARTICLE IV. USE OF NAME**

Section 1. The policies and program of AAUW shall be binding on all members and the branch and no member or the branch 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. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

## **ARTICLE V. MEMBERSHIP**

Section 1. Eligibility.

ASSOCIATION MEMBERS. A graduate holding an associate or equivalent, baccalaureate or higher degree from a regionally accredited educational institution, a degree from a foreign institution recognized by the International Federation of University Women (IFUW), or a foreign degree acceptable as a basis for admission by graduate schools at regionally accredited universities of the U.S.A. shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of dues (Association + state + branch dues) on or before July 1. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch. The branch member shall be entitled to vote, hold office, and participate in all branch activities and programs.

Section 2. Life Members.

a. PAID LIFE MEMBERS. Any branch member of AAUW may become a life member of AAUW upon a one-time payment of twenty years' dues, based on the amount of Association dues the year that member elects to become a life member. Thereafter the life member shall be exempt

from payment of Association dues. Paid life members who are members of branches continue to pay annual state and branch dues.

b. FIFTY - YEAR HONOR. Any branch member who has paid Association dues for fifty (50) years shall become a life member and shall thereafter be exempt from payment of Association, state, and branch dues.

### Section 3. Student Affiliates.

An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and Association meetings and receive the publication distributed to all members of AAUW. Affiliates may not vote nor hold office. Fees for student affiliates shall be established by AAUW Board of Directors. Branch fees will be established by the branch board of directors.

### Section 4. Termination.

A member whose dues remain unpaid after July 31 shall be dropped from membership.

### Section 5. Suspension or Expulsion from Membership.

Any member who violates Article IV. of these bylaws (Use of Name) shall be suspended or expelled from membership by AAUW Board of Directors. At least three- fourths of the board shall concur that a violation has occurred. Suspension shall be for a period of one year.

## **ARTICLE VI. FINANCIAL ADMINISTRATION**

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

### Section 2. Amount of Dues.

a. ASSOCIATION MEMBERS. Dues for Association members shall include those for Association, state, and branch and shall include a subscription to the publication distributed to all members. The branch annual dues shall be fixed by a two-thirds vote of the members at the branch annual meeting upon recommendation of the branch board of directors.

b. STUDENT AFFILIATES. Fees for student affiliates shall be established by the AAUW Board of Directors and shall include a subscription to the AAUW publication distributed to all members. An additional fee may be set by the state and by the branch board of directors. Branch dues will be one half the branch dues for branch members.

### Section 3. Payment of Dues.

a. CONTINUING MEMBERS. Dues of all continuing members are payable on or before July 1; a member whose dues remain unpaid after July 31 shall be dropped from membership. The branch treasurer shall immediately forward all Association dues to AAUW and all state dues to the state treasurer. Dues shall be postmarked by the date specified by AAUW.

b. NEW MEMBERS. Dues of new members may be paid at any time and shall be forwarded to AAUW immediately. Dues paid between January 1 and March 15 shall be one-half the annual dues.

Section 4. Finances. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. No indebtedness in excess of \$25 over amounts provided for in the budget shall be incurred by the branch except upon a recommendation of the board of directors.

Section 5. Reciprocity. A branch member of AAUW who has paid current dues shall be eligible to transfer membership to another branch. Payment of any additional dues shall be waived for a transferring branch member whose current dues have been paid in another branch.

Section 6. IFUW. A member of any one of the national organizations or federations of the International Federation of University Women who is spending a period of a year or less in this country may attend meetings of any branch of AAUW and enjoy such privileges as may be afforded. Such a person shall have no voting rights.

## **ARTICLE VII. OFFICERS**

### Section 1. Officers.

a. ELECTED OFFICERS. There shall be a president, or official representative, vice presidents of membership and program, secretary, treasurer, or secretary/treasurer.

b. APPOINTED OFFICERS. There shall be appointed officers for Public Policy, Educational Equity, International Affairs and Educational Foundation, and such other officers as shall be deemed necessary to carry on the work of the branch.

### Section 2. Duties. Officers shall perform the duties prescribed by these Bylaws and by Robert's Rules of Order, Newly Revised.

a. PRESIDENT. The president, or official representative, shall officially represent the branch in activities of AAUW. The president shall be responsible for submitting such reports and forms as required by AAUW and state.

b. VICE PRESIDENTS. There shall be at least two vice presidents of the branch. One vice president shall serve as chair of the committee on program development and one shall serve as chair of the committee on membership.

c. SECRETARY. The secretary shall record and keep in custody the minutes of all meetings of the branch, the board of directors and the executive committee.

d. TREASURER. The treasurer shall be responsible for collecting annual dues and forwarding them to AAUW and to the state at the time specified by AAUW. The treasurer shall submit to the AAUW finance vice president all qualifying applications, with dues, made to the branch.

Section 3. Vacancies. A vacancy in office shall be filled for the unexpired term by vote of the board of directors.

Section 4. Terms. All officers shall take office on July 1. All officers shall serve for a term of two years or until their successors are elected and assume office. They shall be eligible for re-election to the same office for one term only.

Section 5. Nominations and Elections

a. NOMINATING COMMITTEE. A nominating committee of two members shall be elected by the membership at least three months prior to the annual election and with the membership vice president shall prepare a list of nominees to be presented at the branch meeting one month prior to the election, or in writing to each member at least two weeks before the election. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

b. ELECTION. Election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority vote shall constitute an election.

## **ARTICLE VIII. BOARD OF DIRECTORS**

Section 1. Board of Directors.

a. MEMBERSHIP. The board of directors shall be composed of the elected and appointed officers. All elected officers shall be Association members.

b. DUTIES The board of directors shall;

1. carry on the business of the branch in conformity with the policies and program of AAUW;
2. be subject to the orders of the branch and none of its actions shall conflict with action taken by the branch;
3. submit the annual budget to the branch.

c. MEETINGS. Meetings of the board shall be held at least four times a year. Special meetings may be called by the president or upon the written request of four members of the board.

Section 2. Executive Committee. The executive committee shall consist of the elected officers and shall act in the interim between board meetings. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meeting of the board.

Section 3. Quorum. The quorum of a meeting shall be a majority of its members.

## **ARTICLE IX. MEETINGS**

Section 1. Meetings.

- a. BRANCH MEETINGS. There shall be at least seven meetings of branch members each year.
- b. ANNUAL MEETING. An annual meeting of the branch shall be held during the month of April, and shall be for the purpose of electing officers, receiving reports of officers, committees and task forces, fixing dues, approving the budget and for such other business as may properly arise.
- c. QUORUM. Ten percent of the members of the branch shall constitute a quorum.
- d. ATTENDANCE. Members who are attending a branch, board, or executive committee meeting shall be counted as present if they are present or otherwise linked by electronic means (for example, communicating via teleconference.)

## **ARTICLE X. PROPERTY**

The title of all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. The branch shall have complete control over the acquisition, administration, and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW. In the event of dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

## **ARTICLE XI. AAUW NC CONVENTIONS**

Delegates and alternates shall be elected by the branch and certified by the branch president. The number of delegates to which the branch is entitled shall be governed by the bylaws of the state.

## **ARTICLE XII. FORFEITURE OF BRANCH STATUS**

### Section 1. Loss of Recognition of a Branch

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

Section 2. Discontinuance of a Branch. A branch shall be discontinued only in accordance with the following procedure:

- In the event that a branch is unable to continue to function, the branch president shall notify the state president and the state membership vice president.
- The state president shall promptly notify AAUW.
- The AAUW Board of Directors shall have final authority to withdraw recognition of the branch,
- If there is no branch contact, the state may initiate the process.

## **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these Bylaws.

## **ARTICLE XIV. INDEMNIFICATION**

Section 1. A person serving as a director, trustee, or officer of a non-profit corporation shall be immune individually from civil liability for monetary damages, except to the extent covered by insurance, for any act or failure to act arising out of this service, except where the person:

- a. is compensated for his services beyond reimbursement for expenses;
- b. was not acting within the scope of his official duties;
- c. was not acting in good faith;
- d. committed gross negligence or wanton misconduct that resulted in the damage or injury;
- e. derived an improper personal financial benefit from the transaction;
- f. incurred the liability from the operation of a motor vehicle; or
- g. is defendant in an action brought under G.S. 55A-28.1 or G.S. 55A-28.2, General Statutes of the State of NC.

Section 2. The immunity in Section 1. is personal to the directors, trustees, and officers, and does not immunize the corporation for liability for the acts or omissions of the directors, trustees, or officials.

## **ARTICLE XV. AMENDMENTS TO THE BYLAWS**

Provisions of these bylaws not governed by the Bylaws of AAUW may be amended by a two-thirds vote of those present and voting at the annual meeting or any regular meeting of the branch, provided notice of the proposed amendments shall have been given at the previous regular meeting or in writing to every member at least two weeks in advance of the meeting. Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by their articles of incorporation.

## **Article XVI. COUNCIL GOVERNANCE**

Section 1. For the period July 1, 2007, through June 30, 2009, a Coordinating Council of four to nine members elected by the membership shall lead and administer the Branch. This Council shall assume and be responsible for the duties of the officers and Board of Directors as stated in Article VII. Section2, and Article VIII, Section 1.b, of these bylaws.

Section 2. This article takes precedence in cases of Conflict between this article and all provisions of these Bylaws, dated August, 2006.

Changes:

December, 1998.

August, 2006, compliance with Association.

May, 2007, article on Council Governance and change to quorum for the branch.

November, 2007, compliance with Association (IFUW).

October, 2009 – compliance with AAUW; v2-typo correction