



DRAFT for review by the branch board and other interested members

## **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN**

### **Tar Heel BRANCH**

#### **ARTICLE I. NAME**

The name of this organization shall be the American Association of University Women, Tar Heel Branch, hereinafter called the branch. This branch is also known as the North Carolina branch without borders, and is the branch that serves the entire state and has special status with respect to AAUW of North Carolina and its bylaws.

#### **ARTICLE II. GOVERNMENT**

The *Charter and Bylaws of the American Association of University Women*, hereinafter called the Association or AAUW, shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the *AAUW Charter and Bylaws*. 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 unite graduates of different educational institutions in order to promote equity, education, intellectual growth, individual worth, and development of opportunities for women and girls.

The branch shall:

- a. contribute to the growth and advancement of AAUW and the AAUW Educational Foundation;
- b. participate in the development and promotion of AAUW policies and program through study, action and public policy advocacy in areas related to its purpose, including community, cultural interests, education, and international relations;
- c. support branch needs and promote positive societal change in the community;
- d. cooperate in AAUW regional, state, and interbranch work.

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

**Section 1.** The policies and program of AAUW and the state shall be binding on all

members and branches, and no member or 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.** Reference to membership in AAUW by an individual shall be interpreted as use of name in application of Section 1.

**Section 4.** On any matter on which AAUW has no policy, the only action that may be taken by a member or branch in the name of AAUW is to use the established channels to effect the formulation of a policy.

**Section 5.** Violation of the use of name shall result in

- a. member's suspension for one year or expulsion from membership or
- b. loss of recognition of a branch.

## **ARTICLE V. MEMBERSHIP**

**Section 1.** Individuals eligible to be admitted to membership are those holding an associate or equivalent, baccalaureate, or higher degree from a qualified 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 qualified universities of the U.S.A. and who have paid dues (AAUW + state + branch dues) on or before July 1 annually. 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, participate in all branch activities and programs, and receive the publications distributed to all members.

**Section 2.** Paid life members of AAUW, as defined in the *AAUW Charter and Bylaws*, Article IV Section 3.a. (5) (a), who are branch members are required to pay annual state and branch dues.

**Section 3.** Any branch member who has paid AAUW dues for fifty (50) years shall become a Fifty-Year Honor Life Member and shall thereafter be exempt from payment of AAUW dues and shall also be exempt from state and branch dues.

**Section 4.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW, state, and branch boards of directors. Student affiliates may attend branch, state, and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

## **ARTICLE VI. FINANCIAL ADMINISTRATION**

**Section 1.** The fiscal year shall correspond with that of AAUW and shall begin on July 1.

**Section 2.** Changes in branch dues shall be established by a vote that follows the same rules and time frames as the ballot for the election of officers described in Article X. If approved by two-thirds of those voting, the dues change will take effect on the following July 1.

**Section 3.** Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after October 1 shall be dropped from membership.

**Section 4.** Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

**Section 5.** A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the U.S.A., may attend branch meetings without vote.

**Section 6.** New members may join at any time. Dues are payable upon joining. Dues paid by new members between January 1 and March 15 shall be one-half the annual dues. A member-at-large of AAUW who joins the branch shall pay state and local dues, but may be eligible to have AAUW dues pro-rated or waived, according to current AAUW policy.

**Section 7.** The branch shall waive branch dues/fees for representatives of institutional members who join the branch and for student affiliates. The branch board of directors may approve other reductions in branch dues in special cases, as reported with the annual budget of the branch.

**Section 8.** Donations to the branch may be earmarked for projects in specific communities or for special purposes, under the direction of a community or project group of the branch (see Article XIV). Any funds not spent within four years of the donation will revert to the branch. The branch may claim an annual custodial fee that will revert to the branch general fund. This fee is not to exceed 5% per year of the balance in the earmarked fund.

**Section 9.** The annual budget shall be adopted by the board of directors for presentation to the branch.

**Section 10.** The branch board of directors shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

**Section 11.** The branch shall conduct an annual financial review.

## **ARTICLE VII. OFFICERS**

**Section 1.** The elected officers of the branch shall be a president, treasurer, and at least three but no more than seven directors-at-large. These elected officers shall be the branch board.

**Section 2.** The president, with the approval of the board, shall appoint members to fulfill the functions of secretary, program, membership, public policy, finance, fundraising, and communications, and other functions required by AAUW. These positions may be held either by members of the board or by other branch members. The terms of these appointments may be for any time period appropriate for the position.

**Section 3.** The term of each elected officer shall begin on July 1 and shall end on the following June 30.

**Section 4.** No one shall serve more than five consecutive years on the board, or more than four years in the same office.

**Section 5.** The president of the incoming board may call a meeting of the incoming board prior to July 1.

**Section 6.** If there is a vacancy in office of president or treasurer, the board may appoint a member to fill the unexpired term. If there are fewer than seven directors-at-large, the board may appoint additional directors-at-large.

**Section 7.** If the branch does not elect a president, treasurer, and at least three directors-at-large, or if at any time the branch board has fewer than five members, any member of the branch may petition the AAUW of North Carolina board to appoint members of AAUW NC to serve on the branch board and fulfill the duties as required by AAUW and outlined below. These members will be granted membership in the branch for the time they are serving on the board, provided they maintain their membership in AAUW NC.

## **ARTICLE VIII. DUTIES OF OFFICERS**

**Section 1.** Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of Robert's Rules of Order Newly Revised.

**Section 2.** All officers shall submit an annual written report to the branch.

**Section 3.** The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and the state.

**Section 4.** The secretary shall record and keep minutes of all business and special meetings, and file a copy with the branch records.

**Section 5.** The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to AAUW and the state by the specified deadline. The treasurer shall promptly forward to AAUW any donations to AAUW and its funds that are sent to the branch.

## **ARTICLE IX. NOMINATIONS**

**Section 1.** There shall be a nominating committee of 3 members appointed by the board of directors. At least one committee member shall be chosen from the branch members who are not currently serving on the board. The president, with approval of the board, shall appoint the chair of the committee.

**Section 2.** Members of the committee shall serve a term of one year for a maximum of three consecutive terms.

**Section 3.** The committee is responsible for recruiting a slate of officers to fill the positions of president, treasurer and director-at-large.

## **ARTICLE X. ELECTIONS**

**Section 1.** The names of the nominees shall be published and ballots sent to every member at least 30 days before the voting deadline.

**Section 2.** Write-in votes will be counted only if the consent of the write-in candidate is confirmed.

**Section 3.** An election shall be valid if 20% of the members vote by the deadline.

**Section 4.** Election shall be by majority vote.

**Section 5.** If a runoff is required and the deadline for return of ballots is at the annual meeting, the runoff elections may be conducted as part of the annual meeting.

**Section 6.** The board will approve the nomination and election procedures, and procedures for any runoff elections.

## **ARTICLE XI. BOARD OF DIRECTORS**

**Section 1.** The board of directors shall be the president, treasurer and the directors at large.

**Section 2.** The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control

financial records. It shall accept responsibility delegated by AAUW and the state.

**Section 3.** Meetings of the board shall be held at least once a year. Special board meetings may be called by the president and shall be called upon the request of 25% of the voting members of the board.

**Section 4.** A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the board provided that every voting member shall have an opportunity to vote on the question submitted. Voting will close by a specified time, and be by a process announced with the ballot and approved by the board. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at a board meeting. The result of the vote shall be recorded in the minutes of the next board meeting.

**Section 5.** The quorum of the board shall be a majority of its members.

## **ARTICLE XII. MEETINGS**

**Section 1.** There shall be at least one general membership meeting each year.

**Section 2.** If AAUW of North Carolina holds an annual meeting, the branch will schedule a meeting to coincide with that meeting and that branch meeting will be the annual meeting of the branch. If there is no AAUW NC annual meeting, the exact date, time and place of the branch's annual meeting will be determined by the board.

**Section 3.** The annual meeting shall be to conduct business including but not limited to receiving reports, reviewing the budget and the financial report, completing the election of officers, completing the vote on any dues change, amending bylaws, and giving directions to the board.

**Section 4.** Special meetings may be called by the president or shall be called by the president on the written request of 25% of the voting members of the board of directors or 10% of the branch membership.

**Section 5.** The quorum shall be 10% of the branch membership.

## **ARTICLE XIII. COMMITTEES**

**Section 1.** The board may create committees and task forces as required to fulfill the purpose of the branch.

**Section 2.** Committee and task force chairs shall be appointed by the president with the consent of the board.

**Section 3.** Committee and task force members shall be appointed by the committee

chair with the consent of the president.

## **ARTICLE XIV. COMMUNITY AND PROJECT GROUPS**

**Section 1.** The branch may provide support for community and project groups, particularly

- groups of branch members in specific communities who organize themselves for a specific event or for ongoing activities
- groups of members connected by a shared interest in a particular AAUW priority who plan specific actions to support that priority

**Section 2.** Each such group must report the name of a primary contact to the branch board.

**Section 3.** Any such group that uses the name of the branch in advertising or promoting its activities must report to the board before the first use of the branch's name and at least annually as long as the activity continues.

**Section 4.** If the Tar Heel Branch is holding funds for use in a specific community or specific project (Article VI, Section 8. ), a community or project group will be the vehicle which advises the branch on the distribution of the funds.

**Section 5.** When appropriate, community and project groups will be encouraged to organize as satellites of the branch or as new branches, following the policies for satellite and branch formation as outlined by AAUW.

## **ARTICLE XV. CONVENTIONS**

Delegates and alternates to AAUW and state conventions, as described in AAUW and state bylaws, shall be elected by the branch and certified by the president.

## **ARTICLE XVI. PROPERTY**

**Section 1.** The title for 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 except as noted in Article VI, Section 8. 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.

**Section 2.** If any community-based AAUW of North Carolina branch shall dissolve

and assign its property, funds, and assets to the Tar Heel Branch, those funds shall be treated as a donation to the branch as described in Article VI, Section 8. with the funds controlled by a group (described in Article XIV) for that community. All Tar Heel Branch members living in the area served by the dissolved branch shall be members of the community group.

**Section 3.** In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

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

Article XII of the *AAUW Charter and Bylaws* contains the provisions and conditions under which a branch may be discontinued.

## **ARTICLE XVIII. PARLIAMENTARY AUTHORITY**

The rules contained in the 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 or those of AAUW or the state.

## **ARTICLE XIX. INDEMNIFICATION**

Every member of the board may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch board, 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 in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

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

**Section 1.** 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 its articles of incorporation.

**Section 2.** Prior to being voted on, all other proposed amendments to the branch bylaws shall be sent to the state bylaws chair for approval.

**Section 3.** Provisions of these bylaws not governed by the Association Charter and Bylaws may be amended by a vote that follows the same rules and time frames as the



ballot for the election of officers described in Article X. A two-thirds majority is required to pass a change to the bylaws.

Initial adoption: \_\_\_\_\_