

## **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN TAR HEEL (NC)**

### **ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) TAR HEEL (NC), hereinafter known as the "Affiliate."

**Section 2.** Affiliate. AAUW TAR HEEL BRANCH is an Affiliate of AAUW as defined in Article V.

**Section 3.** Legal Compliance. This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

### **ARTICLE II. PURPOSE**

**Section 1.** Purpose. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

### **ARTICLE III. USE OF NAME**

**Section 1.** Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

**Section 2.** Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

**Section 3.** Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

### **ARTICLE IV. MEMBERS OF THE ASSOCIATION**

**Section 1. Membership.** The membership of this Affiliate shall consist of individual AAUW members (“Individual Members”) and college/university members (“College/University Members”), as well as other membership categories as determined by AAUW.

**Section 2. Member Qualification.**

**a. Individual Members.**

- (i.) **Eligibility.** An individual holding an associate (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 institution located outside of the United States, as determined by the 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- (ii.) **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.

**b. College/University Members.** Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.

**c. Other Organizational Members.** The Board of Directors may set forth criteria for other organizations (“Organizational Members”) to join AAUW.

**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 of Members.**

**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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

**b. Life Membership.**

- (i.) **Paid.** An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

- (ii.) 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 national dues.

## **Section 5. Membership Decisions.**

- a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.
- b. Removal. 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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.** An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW's purpose at a state or local level and which has been given the right to use AAUW's name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

### **Section 2. Organization.**

- a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates' needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.
- c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this 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 Tar Heel is a virtual branch that serves North Carolina in order to

- a. Provide a communication channel for members of other NC branches to share local information.
- b. Serve those who wish to join AAUW NC, but do not wish to join any of the community-based branches because of distance or time constraints.
- c. Facilitate a personal connection to the members and supporters of other organizations to share AAUW information with them and receive their notices and publications.
- d. Participate in programs or projects to advance gender equity as approved by the leadership team or the branch.

Section 2. Action on Affiliate Bylaws

- a. Amendments. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at an Affiliate meeting by a majority vote at a meeting where a quorum is present, provided notice and a draft of the proposed amendments have been sent to the members at least 10 days in advance.
- b. Rescission and Dissolution. The bylaws may be rescinded in full in the same manner to dissolve the Affiliate. In the case of dissolution, the Affiliate will also consult with AAUW and follow its requirements.

Section 3. Dues

- a. The leadership team is responsible for the financial affairs of the affiliate.
- b. Any increase in the affiliate dues must be approved by the affiliate members.
- c. The affiliate dues are waived for Honorary Life Members.
- d. New and Transferring Members. Affiliate dues will be set or waived in accordance with AAUW and State policy, or in the absence of such policy, by decision of the Affiliate leadership team.

## **ARTICLE IX. MEETINGS**

Section 1. Annual Meeting. The Affiliate will hold an annual meeting between January and May. This meeting will be scheduled by the leadership team.

Section 2. Special Meetings. The leadership team or any 10 Affiliate members may call Special Meetings at any time during the year.

Section 3. Type of Meetings. Meetings may be held virtually or in person.

Section 4. The leadership team will meet as needed to conduct business in between meetings of the branch.

## **ARTICLE X. VOTING**

### **Section 1. Affiliate voting**

- a. Affiliate business will generally be conducted with electronic voting. Business to be considered will be noticed at least 10 days before opening the vote. The vote will be open for at least 14 days.
- b. In person meetings may consider resolutions proposed at the meeting if approved by two-thirds of the members in attendance.
- c. Quorum. The quorum required for voting will be 20 percent of the Affiliate membership.

### **Section 2. Leadership team voting**

- a. The leadership team will determine its manner of voting: in person, in a virtual meeting, email, or other.
- b. The quorum for voting will be a majority of leadership team members present at a meeting or voting electronically.

## **ARTICLE XI. LEADERSHIP TEAM**

### **Section 1. Leadership Team Composition**

- a. The leadership team for the Affiliate will be comprised of up to five elected members -- Administrative Officer/President, Director for Finance, and up to three additional Directors-at-Large
- b. Leadership team members are elected to serve one year terms, and may be reelected.
- c. Vacancies in the positions of Administrative Officer/President and Director of Finance will be filled for the unexpired term with approval of the leadership team.
- d. Vacancies in Directors-at-Large may be filled for the unexpired term with approval of the leadership team.

### **Section 2. Duties**

- a. Members of the leadership team will perform the duties prescribed by these bylaws and the policies of AAUW, State, and the Affiliate; Affiliate job descriptions; and applicable laws.

- b. The administrative officer/president will be the official spokesperson and representative for the Affiliate and will be responsible for submitting reports and forms required by AAUW or State.

## Section 3. Meetings

The leadership team will meet in person or virtually at least quarterly. Any member may attend.

## Section 4. Removal from office.

A member of the leadership team may be removed by a majority vote of the leadership team in accordance with AAUW policies and procedures.

## **ARTICLE XII. NOMINATIONS AND ELECTIONS**

### Section 1. Nominations.

- a. The leadership team will appoint a working group to develop recommendations for a slate to be voted on before June 15.
- b. If no one agrees to serve in the positions of Administrative Officer/President and Director for Finance, the Affiliate will dissolve.

## **ARTICLE XIII. WORKING GROUPS**

The president may establish working groups as needed with the consent of the leadership team. All working groups will act in accordance with the mission of AAUW to advance their designated purpose(s).

## **ARTICLE XIII. FINANCIAL ADMINISTRATION**

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

Section 2. Financial Policies. The leadership team will set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws including an annual financial review.

Section 3. Budget. The Director for Finance will develop a budget to be presented to the leadership team for approval. The budget will be communicated to the Affiliate membership.

## **ARTICLE XIV. INDEMNIFICATION**

The following is taken from the North Carolina Ch. 55A. Nonprofit Corporation Act — 55A -28IA Limited Liability. (p.29)

- 1. A person serving as 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.

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- d. Committed gross negligence or willful or wanton misconduct that resulted in damage or injury.
  - e. Derived an improper personal financial benefit from the transaction.
  - f. Incurred the liability for the operation of a motor vehicle
  - g. Is a defendant in an action brought under G.S. 55A -28.1 or G.S. 55A-28.2.
2. The immunity in subsection (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 officers.

Previous versions::

[January 2017](#) (AAUW compliance), [March 2014](#) (AAUW compliance), [April 2010](#) (included electronic voting), [October 2009](#) (AAUW compliance), [March 2009](#) (initial)  
These bylaws supersede any and all previously dated changes.