



BYLAWS OF THE AAUW
TAR HEEL (North Carolina)
BRANCH

ARTICLE I. NAME

The name of this organization shall be the AAUW 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 *Bylaws of the American Association of University Women*, hereinafter called AAUW, shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the *AAUW 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 further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research.

ARTICLE IV. 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. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further 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.

ARTICLE V. MEMBERSHIP AND DUES

Section 1. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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.

Section 2. A branch member is a national member of AAUW who is also a member of AAUW of North Carolina and the AAUW Tar Heel Branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

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

Section 4. 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 5. 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. 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 6. 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 7. 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 8. The annual budget shall be adopted by the board of directors for presentation to the branch.

Section 9. 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 10. 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. The names of the president and treasurer will be provided to AAUW as the designated contacts for administration and finance.

Section 2. The president, with the approval of the board, may appoint members to fulfill the functions of secretary, program, membership, public policy, finance, fundraising, communications, and other functions suggested by AAUW or approved by the board. 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. All official branch meetings and board meetings will be recorded by someone other than the contacts for finance and administration. The president will ensure that these minutes are filed so that they are available on request..

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 AND BRANCH BUSINESS

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.

Section 6. 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 branch 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 20% of the members shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at a branch meeting. The result of the vote shall be recorded in the minutes of the next branch meeting.

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 4. 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 5. Each such group must report the name of a primary contact to the branch board.

Section 6. 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 7. If the Tar Heel Branch is holding funds for use in a specific community or specific project (Article VI, Section 7.), a community or project group will be the vehicle which advises the branch on the distribution of the funds.

Section 8. 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 the AAUW of North Carolina convention, as described in the 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 is vested in the AAUW Tar Heel 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 7. Property and assets shall not be used for any purpose contrary to AAUW.

Section 2. If any community-based AAUW of North Carolina branch shall make a donation to the AAUW Tar Heel Branch, and dissolve within six months of the donation, those funds shall be treated as a donation to the branch as described in Article VI, Section 8.

Section 3. In the event of dissolution of the AAUW Tar Heel Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. 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 XI of the *AAUW 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 AAUW 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: March 27, 2009

Conformance to AAUW 2009 changes: October 1, 2009

Amended: April 17, 2010.

Conformance to AAUW 2011 changes: May 2012