



**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN
TAR HEEL (North Carolina) BRANCH**

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THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
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ARTICLE I – NAME AND GOVERNANCE

- Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Tar Heel (North Carolina) Branch, hereinafter known as the “Affiliate.”
- Section 2. Affiliate. AAUW Tar Heel (North Carolina branch without borders) Branch 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.
 - i. 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.
 - ii. 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 and affiliate 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 – BRANCH LEGAL COMPLIANCE

The Branch has special status with respect to AAUW of North Carolina and its bylaws.

ARTICLE IX – BRANCH MEMBERSHIP AND DUES

- Section 1. Membership. A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.
- Section 2. State Membership. Individuals who are members of AAUW branches in North Carolina are also members of AAUW of North Carolina, must pay AAUW of North Carolina dues, and have all the rights and privileges of such membership.
- Section 3. Dues.
- a. Amount.
 - 1) The annual branch dues for individual members, including paid life members, 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 XIV. If approved by two-thirds of those voting, the dues change will take effect on the following July 1.
 - 2) The branch shall waive dues/fees for representatives of partner members, student affiliates, and honorary life members.
 - b. Payment. Member dues shall be payable in accordance with procedures established by policy.
 - c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

ARTICLE X – BRANCH FINANCIAL ADMINISTRATION

- Section 1. The fiscal year shall correspond with that of AAUW and shall begin on July 1.
- Section 2. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after December 1 shall be dropped from membership.
- Section 3. 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. An AAUW national member who joins the branch shall pay state and local dues, but may be eligible to have dues pro-rated or waived, according to current AAUW, AAUW NC, and branch policy.
- Section 4. The branch board of directors may approve reductions in branch dues in special cases, as reported with the annual budget of the branch.
- Section 5. 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 XVIII). 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 6. The annual budget shall be adopted by the board of directors for presentation to the branch.
- Section 7. 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 8. The branch shall conduct an annual financial review.

ARTICLE XI – BRANCH 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 XII – BRANCH 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 XIII – BRANCH 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 XIV – BRANCH 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 XV – BRANCH 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 XVI – BRANCH 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 XVII – BRANCH 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 XVIII – BRANCH COMMUNITY AND PROJECT GROUPS

- Section 1. The branch may provide support for community and project groups, particularly
- a. groups of branch members in specific communities who organize themselves for a specific event or for ongoing activities
 - b. 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 X, SECTION 5), 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 XIX – BRANCH 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 XX – BRANCH 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 XXI- AMENDMENTS TO THE BYLAWS

Section 1. Amendments required by AAUW to bring branch bylaws in 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 bran 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 two-thirds majority is required to pass changes to the bylaws. **Error! Reference source not found**

Initial adoption: March 27, 2009

Conformance to AAUW 2009 changes: October 1, 2009

Amended: April 17, 2010

Conformance to AAUW 2011 changes: May 2012

Conformance to AAUW 2013 changes: March 2014

Conformance to AAUW 2016 changes: January 2017