

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW) TAHOE NEVADA BRANCH

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the AAUW Tahoe Nevada Branch, hereinafter called the branch.

Section 2. Governance. The AAUW Bylaws shall govern this branch in all practices, and the bylaws of this organization shall in no way conflict with the AAUW Bylaws.

ARTICLE II. 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 III. 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. Branches and states 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.

Section 4. Violations. Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

- (1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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.
- (2) Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or state organization may present credentials to the AAUW Board of Directors for review. The decision of the Board of Directors shall be final.
- (3) Saving Clause. No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.
- (4) Categories of Membership.
 - (a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or other AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.
 - (b) A branch member is a national member who is also a member of the AAUW Tahoe Nevada 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.
- (5) Life Membership
 - (a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.
 - (b) 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 dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more branches or other AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

b. Partner Member.

College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with AAUW Tahoe Nevada Branch under the conditions of the branch bylaws and policies and procedures.

c. Other Partner Members.

Other partner members include educational or other institutions and organizations meeting criteria established by the Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. AAUW Tahoe Nevada Branch fees for student affiliates shall be established by the AAUW Tahoe Nevada Branch Board of Directors.

Section 5. Dues

a. Amount.

(1) The annual dues for individual members 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. The annual AAUW Tahoe Nevada Branch dues for individual members shall be determined at a branch annual meeting by a two-thirds vote of those present and voting, provided notice has been given to the members 10 days prior to the meeting. AAUW State dues shall be determined by the policies and procedures of the State Council.

(2) Dues for partner members shall be set by the AAUW Board of Directors.

(3) Dues shall include the AAUW publication distributed to all members

electronically or by mail.

- 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.

Section 6. Severance of Membership. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to the Bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors.

ARTICLE V. BRANCH NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of five (5) members, of whom all shall be elected by the board and/or branch members at least three (3) months prior to the annual meeting. One of the committee shall be appointed chair.
- b. The serving branch president and the president-elect shall not attend the nominating committee meetings.

Section 2. Elections

- a. The names of the nominees shall be published and sent to every member at least two (2) weeks before the branch annual meeting.
- b. Nominations may be made from the floor with the consent of the nominee.
- c. All elections shall be held at the annual meeting.
- d. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by majority vote of those present and voting.

ARTICLE VI. BRANCH OFFICERS

Section 1. There shall be officers or co-officers to fulfill the functions of administration, program, membership, public policy, finance, education, and communications.

Section 2. Elected Officers

The elected officers shall be a president, president-elect, vice presidents for programs and membership, secretary and treasurer.

Section 3. Appointed Officers

Officers appointed by the president shall be: Communication, Education/Scholarship, Public Policy, and any other positions deemed necessary to carry on the work of the branch.

Section 4. Honorary Officers

The past president shall remain on the board with non-voting privileges for one year after her term of office.

Section 5. Terms

The president/president elect position shall be a two-year term, one year as president-elect, and one year as president.

Elected officers shall serve for a term of two years, or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

Appointed officers shall serve a one-year term with the president who appoint them. Appointed officers may be reappointed by the incoming president to serve another year with the new president.

Section 6. No member shall be eligible to serve more than two consecutive terms in the same office.

Section 7. The incoming president may call a meeting of the incoming officers prior to July 1.

Section 8. A vacancy in any office, excluding the president, shall be filled by the Board of Directors for the unexpired term. A vacancy in the office of president shall be filled by the president-elect or by the vice presidents in the order listed in Article VI, Section 2.

ARTICLE VII. DUTIES OF BRANCH OFFICERS

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

Section 2. President

The president shall officially represent the branch in activities of AAUW. The president shall be responsible for running all board meetings and general meetings, shall represent the branch at state and national AAUW functions, when possible, and shall be responsible for supervising the submission of such reports and forms as are required by AAUW and state.

Section 3. President-elect

The president-elect shall officially represent the branch in activities of AAUW in the absence of the president. The president-elect shall perform such duties as the president and the board shall direct. The president-elect shall immediately follow

the president in the office of president upon the expiration of the president's term or in the circumstance of the vacancy of the president

Section 4. Membership Vice President(s)

The membership vice president is responsible for keeping track and disseminating membership information, recruiting new members, and retaining existing membership.

Section 5. Program Vice President(s)

The program vice president plans and implements the monthly general meetings, food and activity/speaker, with the knowledge and concurrence of the board.

Section 6. Secretary

The secretary shall record and keep minutes of all business and special meetings and shall perform such other duties as the president and the board shall direct.

Section 7. Treasurer

The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect all qualifying applications with dues and properly remit them to AAUW and the state by the specified deadlines. The treasurer shall send monies for AAUW and the AAUW Action Fund, by the specified deadlines and shall keep separate ledgers for each type of account.

The treasurer shall prepare the annual budget, present the budget to the board for approval and shall ensure that budgets for fundraisers and/or special events are written, approved by the board and followed by the fundraising and/or special events chairperson.

The treasurer shall send funds to the appropriate recipients according to the directions of the board and shall file necessary tax forms as required.

ARTICLE VIII. BRANCH BOARD OF DIRECTORS

Section 1. Membership

The board of directors shall include the elected and appointed officers of the branch.

Section 2. Duties

- a. 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. It shall have the power to create special committees and task forces as deemed necessary, to participate in interbranch council and shall perform such other duties as are specified by these bylaws.
- b. The Board shall provide AAUW with designated member contacts for administration, finance and recording of all meeting minutes of the AAUW Tahoe Nevada Branch.

Section 3. Meetings

Meetings of the board shall be held at least five (5) times per year. Special meetings may be called by the president and shall be called upon the request of three (3) members of the board. Notice of a special meeting shall be sent to the membership.

Section 4. Quorum

The quorum of the board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the board.

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

ARTICLE IX. BRANCH MEETINGS

Section 1. There shall be at least seven (7) general membership meetings each year.

Section 2. The general membership meeting held between May and July shall be designated the annual meeting, the exact date, time and place to be determined by the board.

Section 3. The annual meeting shall be to conduct business including but not limited to hearing reports of officers, committees and task forces, reviewing the budget and the financial report, electing officers, establishing dues, amending bylaws, and conduct such other business as may be necessary.

Section 4. Special meetings may be called by the president or shall be called by the president on the written request of twenty-five percent (25%) of the voting members of the board of directors or ten percent (10%) of the branch membership.

Section 5. The quorum shall be fifteen percent (15%) of the branch membership.

ARTICLE X. BRANCH FINANCIAL ADMINISTRATION

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

Section 2. Financial Policies. The board shall 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 board shall adopt an annual budget for presentation to the branch.

Section 4. Administrative and Finance Contacts. The branch shall annually provide to the Nevada State AAUW and National AAUW designated contacts for administration and finance.

ARTICLE XI. BRANCH PROPERTY AND ASSETS

Section 1. Title. The title to all property, funds and assets is vested in the AAUW Tahoe Nevada 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. Property and assets shall not be used for any purpose contrary to AAUW.

Section 2. Dissolution of Branch. In the event of the dissolution of AAUW Tahoe Nevada Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to the National AAUW 501(c)(3) or to an AAUW 501(c)(3) affiliated entity designated by the National AAUW.

ARTICLE XII. LOSS OF RECOGNITION

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

ARTICLE XIII. 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 those of the state).

ARTICLE XV. INDEMNIFICATION

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, 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 or committee is entitled.

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. 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 state law or its articles of incorporation.

Section 2. Prior Approval. All other proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the

branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

Section 3. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.

Date Amended by AAUW Mandate and Branch vote: October 16, 2013