

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN TAHOE NEVADA BRANCH

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the American Association of University Women (AAUW) Tahoe Nevada Branch, hereinafter known as the "Affiliate".

Section 2. Affiliate. AAUW Tahoe Nevada 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

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of 20 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.

(b) 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 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 the 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. AFFILIATE 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 the Affiliate members at least three (3) months prior to the annual meeting. One of the committee shall be appointed chair.
- b. The serving Affiliate 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 Affiliate 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 IX. AFFILIATE 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 Affiliate.

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 appointed 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 IX, Section 2.

ARTICLE X. DUTIES OF AFFILIATE OFFICERS

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

Section 2. President

The president shall officially represent the Affiliate in activities of AAUW. The president shall be responsible for running all board meetings and general meetings, shall represent the Affiliate 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 Affiliate 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 Affiliate. 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 XI. AFFILIATE 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 Affiliate, 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 inter-branch 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 Affiliate.

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 XII. AFFILIATE 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, amending bylaws, and conduct such other business as may be necessary. The annual Affiliate branch dues for individual members shall be determined at the Affiliate annual meeting by a two-thirds vote of those present and voting, provided notice has been given to the members ten (10) days prior to the meeting. Affiliate members' State dues shall be determined by the policies and procedures of the State Council.

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 Affiliate membership.

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

ARTICLE XIII. AFFILIATE 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 Affiliate shall annually provide to the Nevada State AAUW and National AAUW designated contacts for administration and finance.

ARTICLE XIV. INDEMNIFICATION

Every board or committee member may be indemnified by the Affiliate 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 Affiliate board approves such settlement and reimbursement as being in the best interest of Affiliate. 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 XV. AMENDMENTS TO AFFILIATE BYLAWS

Provisions of these bylaws not governed by the AAUW Bylaws and AAUW Mandated Amendments may be amended at an Affiliate 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 in conformance with AAUW Mandate: January 16, 2019