

**BYLAWS OF AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
ROANOKE VALLEY BRANCH**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of this organization shall be the American Association of University Women (AAUW) Roanoke Valley Branch hereinafter known as the “Affiliate”.

**Section 2. Affiliate.** AAUW Roanoke Valley 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

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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 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.

(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. 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.

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**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. OTHER AMENDMENTS TO THE BYLAWS**

Amendments to these bylaws not mandated by AAUW may be approved by a two-thirds vote of members present and voting after a quorum is attained. Proposed bylaws amendments shall be sent to the membership at least fourteen (14) calendar days prior to the applicable meeting.

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**ARTICLE IX.                   NOMINATIONS AND ELECTIONS**

**Section 1.           Nominating Committee**

**[a]       Composition and appointment** There shall be a nominating committee of five [5] members, approximately half of whom shall be elected by the membership at the annual meeting each year. The committee members shall select the chair.

**[b]       Terms.** The term of service on the nominating committee shall be for a two [2] year term. No individual shall serve more than two [2] consecutive terms as a member of the committee. Term of office shall begin on July 1.

**Section 2.           Nominations**

**[a]** The names of the nominees for elected office shall be published and mailed, emailed or faxed to every member at least fourteen [14] days prior to the branch annual meeting.

**[b]** Nominations may be made from the floor with the consent of the nominee.

**Section 3.           Elections**

**[a]** Elections shall be held at the annual Affiliate meeting.

**[b]** Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by majority vote of those present and eligible to vote.

**ARTICLE X.           OFFICERS AND DIRECTORS**

**Section 1.           Officers and Directors**

**[a]       Elected Officers** The elected officers for the Affiliate shall be president, vice president for program, vice president for membership, secretary and treasurer. The following officers shall be elected in even years: president and vice president for program. The following officers shall be elected in odd years: vice president for membership, secretary and treasurer.

**[b]       Appointed Directors** There shall be at least five [5] appointed directors. They shall be appointed by the president with the consent of the board of directors.

**[c]       Terms.** Officers and directors shall serve for a term of two [2] year[s] or until their successors have been elected or appointed and assume office. Term of office shall begin July 1. No officer or director shall hold more than one office at a time, and no elected officers shall be eligible to serve more than two [2] consecutive terms in the same office.

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[d] **Vacancies** All vacancies in office shall be filled for the unexpired term by the board with the exception of a vacancy in the office of president, which shall be filled by the vice president for program and the office of vice president of program shall be vacant. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.

[e] Each office may be filled by an officer or co-officer. Or Director or co-director

**Section 2. Duties**

[a] Officers and directors shall perform the duties prescribed by these bylaws, by the standing rules adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*. The elected officers and appointed directors shall facilitate and promote the purpose and mission of AAUW.

[b] The president shall be the official spokesperson and representative for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW and the state.

[c] The vice president[s] shall perform such duties as the president and the board shall direct and as specified in affiliate standing rules.

[d] The secretary shall record and keep minutes of all board, executive committee, membership, annual, and special meetings. Such minutes shall be retained and shall be made available for inspection by the members.

[e] The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the affiliate and for meeting specific deadlines. The treasurer and vice president for membership shall consult on the procedures for collecting, depositing and reporting membership dues.

[f] All officers, directors and committee chairs shall provide reports of their actions throughout the year to the president.

**ARTICLE XI. BOARD OF DIRECTORS**

**Section 1. Members.** The board of directors shall include the elected officers and the appointed directors as defined in Article IX. Section 1.a and 1.b. This Affiliate must have a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed affiliate or affiliated entity meeting and board meeting

**Section 2. Administrative Responsibilities.** The board shall have the power to administer affairs of the Affiliate and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the Affiliate between the membership meetings. The board shall have fiscal responsibility as outlined in Article XIV, Financial Administration, Section 2.

**Section 3. Meetings.** Meetings of the board shall be held at least four [4] times a year at a time and place agreed upon by the board.

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**Section 4. Special Meetings.** Special meetings may be called by the president or shall be called upon written request of four [4] members of the board provided that at least five [5] days' notice of such meeting and its agenda has been mailed, emailed or faxed to the members of the board.

**Section 5. Quorum.** The quorum for a meeting of the board shall be a majority of the voting board members present and eligible to vote. Co-officers shall be considered as one voting member of the board.

**Section 6. Voting Between Meetings.** Between meetings of the board of directors, a written or email vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. The board shall establish written procedures for such meetings. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

**Section 7. Removal from Office.** A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

**ARTICLE XII. EXECUTIVE COMMITTEE**

**Section 1. Members.** The executive committee shall consist of the elected officers and two [2] of the appointed directors as designated by the president with the consent of the board.

**Section 2. Powers and Duties.** The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

**Section 3. Meetings.** Meetings of the executive committee shall be held on the call of the president or by written request of three [3] of its members. Notice of time, place, and agenda of meeting shall be mailed, emailed, or faxed to each executive committee member.

**Section 4. Quorum.** The quorum of the executive committee shall be a majority of the committee members present and eligible to vote. Co-officers shall be considered as one voting member of the executive committee.

**Section 5. Voting Between Meetings.** A written, conference call or email vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have the opportunity to vote on the question submitted. The board shall establish written procedures for such meetings. 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 an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

**ARTICLE XIII. COMMITTEES**

**Section 1. Establishing Committees.** The president may establish standing and special committees as needed with consent of the board of directors.

**Section 2. Purpose.** With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of the AAUW.

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**ARTICLE XIV. 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 standing rules 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 affiliate.

**Section 4. Affiliate Dues**

- a. Changes in Affiliate dues shall be determined at a general or annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members fourteen [14] days prior to the meeting.
- b. The Affiliate dues shall include Affiliate communications--Newsletters, printed and electronic and affiliate programs.
- c. Affiliate dues payment procedures shall be established by the Affiliate's board policy.
- d. Reciprocity. A current paid member of an Affiliate or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

**ARTICLE XV. MEETINGS OF THE MEMBERSHIP**

**Section 1. Annual Meeting.** The Affiliate shall hold an annual meeting to conduct the business of the Affiliate including, but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the last quarter of the fiscal year.

**Section 2. Membership Meetings.** The Affiliate shall hold at least six [6] meetings, including the annual meeting, during the fiscal year. The board of directors shall determine the time and place for these meetings.

**Section 3. Special Meetings.** Special meetings may be called by the president or shall be called by the president at the written request of five [5] members of the board of directors or ten [10] percent of the Affiliate membership provided that at least five [5] days' notice of such meeting and its agenda has been mailed, emailed, or faxed to each member.

**Section 4. Meeting Notice.** Notice of the annual and membership meetings shall be mailed, emailed, or faxed to each member of the Affiliate at least fourteen [14] days prior to the meeting.

**Section 5. Quorum.** The quorum shall be twenty [20] percent of the Affiliate membership.

**ARTICLE XVI. INDEMNIFICATION**

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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, 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 the affiliate. The foregoing right of Indemnification shall be in addition to and not exclusive of all other rights to which the members of the board or committee is entitled.

**Date Last Amended:**

**May 2001**

**July 2007**

**April 2010**

**April 2012**

**May 2014**

**February 2016**

**September 2016**