

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF HARRISONBURG, VIRGINIA**

ARTICLE 1. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Harrisonburg, Virginia is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirement 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 is 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 thereafter 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 and state 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 Members. 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 Educations or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with the 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.
 - 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 affects its reputation or that is contrary to or destructive of its mission according to these bylaws, with action 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 organization under state law and may also have been recognized as tax-exempt 501 (c) (4) organization 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 to 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 seven (7) calendar days prior to the applicable meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

a. Composition and Appointment. There shall be three (3) members on the Nominating Committee, of whom one (1) shall be elected by the Individual Members of the Affiliate at a regularly scheduled meeting of the Affiliate. Two (2) may be elected by the Board of Directors. The Board shall appoint one Individual Member as chair.

b. Term. Members of the Nominating Committee shall be appointed at least three (3) months before the annual business meeting of the Affiliate and shall serve until the annual meeting, which term may be extended by the Nominating Committee Chair if an elected officer position remains unfilled. Individual Members shall serve no more than two (2) consecutive terms.

c. Resignation or Ineligibility. In the event that any Individual Member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the Board of Directors will, if requested by the Committee Chair, appoint a replacement Individual Member of the Nominating Committee to serve the remainder of that Individual Member's term.

Section 2. Nominations.

a. Nominating Process. The Nominating Committee shall request names of potential nominees by March 1 of each year. Any Individual Member who has paid Affiliate dues may submit a name in writing or electronically. A nominee must provide verbal or written consent to her nomination. If no properly qualified candidate is recommended, the Nominating Committee shall be empowered to recruit candidates. The Chair shall report to the Board all names received.

b. Nominating Committee Report. The Nominating Committee shall present a slate of nominees to the Affiliate, with at least one nominee per office, at least fifteen (15) days before the membership meeting at which an election is to be held. Co-officers may be nominated.

c. Nominations from the Floor. Nominations may be made from the floor with the consent of the nominee/s at the meeting at which the election is held.

Section 3. Elections.

a. Election Meeting. Elections shall be held at the annual meeting in March of each year or at any regular or special meeting of the Individual Members of the Affiliate if a position remains unfilled after the annual meeting.

b. Voting Process. Elections shall be held by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken.

ARTICLE X. OFFICERS AND DIRECTORS

Section 1. Elected and Appointed Officers

a. Composition. The elected officers shall be the President, or official representative, Vice President of Public Relations, Program Vice President, Membership Vice President, Finance Officer, and Secretary or a Secretary/Treasurer.

b. Co-Officers. Any officer position may be held by more than one Individual Member, each duly elected in accordance with these bylaws, provided each officer position shall have only one vote in any matter where the officer is voting.

c. Appointed Positions. The President, with the approval of the Board of Directors, may appoint other officers to provide leadership for Affiliate activities. The standing offices of appointed officers shall be the Chair of the Annual Scholarship, the Chair of the Legal Advocacy Fund (LAF), the Public Policy Chair, the Communications Chair, and the Hospitality Chair. An appointed position may be held by more than one Individual Member. Additional appointments may be made as deemed necessary.

d. Qualification for Office. The elected and appointed officers shall be Individual Members of the Affiliate and of AAUW of Virginia.

Section 2. Duties of Elected and Appointed Directors. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW. Officers and directors shall perform the duties described by these bylaws and Affiliate policies.

a. Duties. Officers or co-officers shall fulfill the functions of administration, program, membership, public policy, finance, Educational Foundation, and communication.

b. Reports. All elected and appointed officers shall provide reports to the Affiliate's Board of Directors and to the membership as requested by the President.

c. President. The President shall be responsible for (i) being the official spokesperson and representative for the Affiliate in activities of AAUW; (ii) generally overseeing the affairs of the Affiliate, including submission of such reports and forms as required by AAUW and the State; (iii) meeting specific deadlines established by AAUW, the State and the Affiliate; (iv) presiding over membership business meetings and Board of Directors' meetings; (v) with the exception of the Nominating Committee, appointing all non-elected officers and chairs of all committees and any task force; (vi) co-signing of any and all checking and investment accounts; (vii) conducting an annual review of Affiliate financial records; (viii) appointing an Individual Member to prepare an Affiliate contact directory; (ix) serving as ex-officio member of all committees and any task force; (x) revising Affiliate bylaws biannually as requested and instructed by AAUW and the state.

d. Public Relations Vice President. The Public Relations Vice President shall be responsible for (i) communicating with the general public about Affiliate activities; communicating with the Membership about dates, places and times of Affiliate meetings and the Book Club meetings; (ii) communicating with the public and the Individual Members on matters of public policy; (iii) assisting the president and the Scholarship Committee with the process and procedures for the annual Scholarship Award; (iv) providing a book to the Library in memory of a newly deceased member; (v) maintaining the Affiliate Face Book site; (vi) scheduling the room and menu at Bridgewater Terrace for the annual Spring Brunch and Business Meeting; (vi) presiding at meetings in the absence of the President; (vii) representing the Affiliate in the absence or disability of the President.

e. Finance Officer. The Finance Officer shall be responsible for (1) collecting, distributing, and accounting for the funds of the Affiliate; (ii) meeting specific deadlines established by AAUW, the state and the Affiliate; (iii) collecting dues and promptly remitting them to AAUW and the state; (iv) be co-signing on any and all investment and checking accounts; (v) issuing checks in payment of expenses and other items upon receipt, as necessary, of appropriate supporting records; (vi) working with AAUW Funds Committee Chair, as necessary, to send Affiliate and Individual Member donations to AAUW Funds; (vii) presenting the estimated budget for the next fiscal year to the Board for approval before the second Fall Affiliate meeting; (viii) presenting interim financial reports to the Board as requested by the President; (ix) presenting the final financial statement to the Board for the prior fiscal year in which the Finance Officer served; (x) submitting the Affiliate's Group Tax Exemption Form to AAUW; and (xi) providing such records as are necessary for an annual financial review.

f. Secretary. The Secretary shall record and keep minutes of all business meetings of the Membership and the Board, and any action taken by the Board without a meeting.

g. Program Vice President. The Program Vice President shall (i) serve as chair of the committee on program development; (ii) arrange/coordinate at least six (6) membership programs or events each fiscal year; (iii) preside at meetings in the absence of the President and Vice President of Public Relations; and (iv) represent the Affiliate in the absence or disability of the President and Vice President of Public Relations.

h. Membership Vice President. The Membership Vice President shall (i) serve as chair of the committee on membership development; (ii) oversee efforts to recruit and sustain a diverse, active membership in the Affiliate; (iii) preside at meetings in the absence of all other officers; (iv) represent the Affiliate in the absence of all other officers; and (v) research and contact local institutions of higher learning with the goal of creating a collegiate partnership with the Affiliate.

Section 3. Terms of Office

a. Terms of Office. Elected and appointed officers shall serve for a term of two (2) fiscal years. Elected officers shall not serve more than two consecutive terms in the same office. This in no way prohibits an Individual Member from serving additional years as an elected officer. No Individual Member, except a Secretary/Treasurer, may hold more than one elected officer position at any given time. Appointed officers may serve consecutive terms in the same appointed position without limit.

b. Beginning of Term. The term of each elected and appointed officer shall begin on July 1 or when elected/appointed (if after July 1). The continuing or incoming President may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Committee prior to July 1, so long as any vote taken at the meeting includes only those entitled to vote as a member of the Board of Directors on the date of the meeting.

c. Removal from Office. An officer or director of the Organization may be removed from being an officer or director for just cause by a majority vote at an in-person meeting of the Board of Directors called for that purpose. The notice of the meeting sent to the Board shall state that the purpose, or one of the purposes, of the meeting is removal of the officer/director. The vote shall be conducted pursuant to the procedures for voting by the Board as set forth in the Bylaws.

Section 4. Vacancies.

a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by majority vote of the Board of Directors; provided, however, that if a position is held by more than one Individual Member, the vacant position shall only be filled with the consent of the remaining Individual Member/s holding that position. In the event an elected position remains unfilled after July 1 or an appointed or elected officer is temporarily unable to serve in the position, the President may appoint an Individual Member to temporarily fill the position.

b. A vacancy in the office of the President shall be filled as follows:

(1) **Co-Presidents.** If there are co-Presidents, the remaining co-President shall complete the term of President.

(2) **Single President.** If there is a single President, the position shall be filled by the Program Vice President. If there are co-Program Vice Presidents, one shall be elected as President by the Board of Directors.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Members. The Board of Directors shall be the elected officers, the appointed officers, and such other positions as deemed necessary. This organization must have a minimum of two (2) directors and a minimum of two (2) separate officers, one responsible for the management of the Organization and one responsible for the financial affairs. In addition, the Affiliate shall designate an Individual 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. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to:

- a. facilitate and promote the purpose and mission of AAUW;
- b. administer the affairs of the Affiliate, including but not limited to establishing Affiliate bylaws, policies, programs, and financial administration; exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;
- c. accept responsibility delegated by the Association and the State;
- d. act for the Affiliate between meetings of the Membership;
- e. adopt rules to govern its proceeding;
- f. elect the chair of the Nominating Committee;
- g. establish task forces, standing or special committees as deemed necessary;
- h. fill a vacancy in elected offices;
- i. determine the date and location for any official meetings of the Affiliate.

Section 3. Delegation of Power

The Board may delegate to the Executive Committee (see Article XII) such authority as it deems necessary consistent with law.

Section 4. Meetings.

a. Regular Meetings. Regular meetings of the Board shall be held at least three (3) times each fiscal year at the call of the President at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting (Section 4.b) or to conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in the meeting by this means shall be considered to be present in person at the meeting. An action of the Board will take effect if passed by the majority of the members of the Board, except in the case of removal of an officer or director from office, when a two-thirds vote is required.

b. Special meetings. Special meetings of the Board may be called by the President or upon the written request of any elected members of the Board.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the President, without a meeting on any question permitted by state law that is submitted to the Board in writing (including by electronic transmission), provided that every member of the Board shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. If a majority of the Board members vote on any question so submitted, the vote, by any means permitted by state law shall be counted and have the same effect as if cast at a Board meeting. The minutes of the vote or the next Board Meeting shall reflect the results of the vote taken and the vote of each voting Director.

Section 6. Quorum for Meetings. 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.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected officers of the Affiliate.

Section 2. Powers and Duties. Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the bylaws for the Board of Directors and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between Board meetings and shall report to the Board its work and actions.

ARTICLE XIII. COMMITTEES

Section 1. Executive committees. The Executive committees of the Affiliate shall be Program, Membership, Public Relations, and Finance.

Section 2. Appointed committees. Appointed committees of the Affiliate shall be the Annual Scholarship, the Legal Advocacy Fund, the Public Policy, and the Hospitality committees. Chairs of these committees shall be appointed by the Board for a term of two (2) years.

Section 3. Special committees and/or task forces. The chairs and members of special committees and/or task forces may be appointed by the president with the consent of the Board for a specified term not exceeding one (1) year.

Section 4. Reports. All committees and task forces shall provide written reports to the Board of Directors as requested.

Section 5. Quorum. The quorum for a meeting of any committee shall be the majority of its members.

ARTICLE XIV. FINANCIAL ADMINISTRATION

Section 1. Administration. The Affiliate's Board of Directors shall have responsibility to

1. oversee the administration of finances, including preparation of the budget;
2. oversee the management, acquisition, and disposition of the Affiliate's property and equipment in accordance with the bylaws;
3. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

Section 3. Management of Dues

a. Amount

(1) The annual dues for Individual Members shall be established by a two-thirds vote of the Board of Directors. Individual 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.

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

(3) The dues shall include AAUW dues, state dues, and the Affiliate's dues.

b. Payment. Individual Members' dues shall be payable in accordance with procedures established by AAUW policy. The Affiliates' dues payment procedures shall be established by the Board. Individual Members' dues shall be payable in accordance with procedures established by policy as follows:

(1) Annual dues for Affiliate Members shall be established at the annual meeting by a two-thirds vote of the members present, provided written notice has been given to all members of the intent to change the dues, the revised amount of dues, and the rationale for the change at least thirty (30) days prior to the meeting when the vote is to be taken.

(2) Dues of continuing Individual Members are payable to the state Treasurer on or before July 1. After notification of nonpayment, an Individual Member still in arrears after July 31 shall be dropped from Membership.

(3) College/university partner representatives shall pay no state dues. The Affiliate may elect to set dues for its college/university partner representatives.

(4) New Individual Members may join at any time. Dues are payable upon joining and shall be forwarded immediately to the state Treasurer. New Individual Members joining the Affiliate between January 1 and March 15 shall pay one-half of the annual AAUW, state, and Affiliate dues. Payment of full annual dues by a new member between March 15 and December 31 shall cover membership through June 30 of the following year.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Affiliate shall have at least one regular meeting each year to be known as the Harrisonburg Affiliate Annual Meeting to conduct the business of the organization. It will be scheduled between March 1 and March 30. The Annual Meeting may include the election of new officers; the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Individual Membership may be called by a vote of the Board of Directors and/or administrative officer or at the request of twenty (20) percent of the Affiliate members.

Section 3. Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least fourteen (14) days before the date of the meeting to all Affiliate members.

Section 4. Voting.

1. Each member of the Affiliate in good standing by March 31st shall be entitled to vote on any item of business.
2. Members shall be entitled to vote on noticed business items by paper or electronic means. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business. Individual Members voting by these methods are considered to be present at the meeting.
3. Twenty (20) percent of the Individual Members entitled to vote shall constitute a quorum.
4. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, and a majority vote shall be required to adopt amendments to these bylaws.

ARTICLE XVI. INDEMNIFICATION

Section 1. To the maximum extent allowable by law, the Affiliate may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of the Organization. Every member of the Board of Directors, officer, or committee member of the Organization may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the board, officer, or committee member of the Organization, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled.

Section 2. Limitation on Liability of Officers. No officer of the Affiliate shall be liable for any damages for acts taken in their capacities as officers in any proceeding (whether brought by or in the right of the Affiliate or otherwise) to the fullest extent permitted by the Code of Virginia.

Amended Bylaws Adopted by Harrisonburg Affiliate:

14 January 2016

7 April 2016

5 August 2016

15 September 2016

13 October 2016

20 October 2016