

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN - LYNCHBURG BRANCH
OCTOBER 17, 2016**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW- Lynchburg 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").

October 17, 2016

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 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.

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. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. The nominating committee will consist of three members appointed by the board of directors of the Branch.

b. The names of the nominees shall be announced at the regular branch meeting preceding the annual meeting.

c. Nominations may be made from the floor with the consent of the nominee.

d. All elections shall be held at the annual meeting.

e. 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 a majority vote of those present and voting. The last day a member may join and still vote is the day before the official notice date.

Section 2. Elections.

- a. Elections shall be held by one member, one vote.
- b. The elections shall be held at the annual meeting

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

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

The treasurer shall be the designated contact for administration and finance, and the secretary shall record and maintain the minutes of the board of directors and membership meetings.

- b. The appointed officers and directors shall be named by the first meeting in the fall whenever possible and a list of both elected and appointed officers and directors shall be printed in the Branch Yearbook.

Section 2. Officers and directors shall perform the duties described by these bylaws. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

Section 3. Terms of Office.

- a. Board members shall serve for a term of two years or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for an additional term, but no member shall hold the same office for more than two consecutive terms. A full term is considered service in office for two years. No member shall hold more than one board position, elected or appointed, at any given time.

b. The term of each officer and director shall begin on July 1. The incoming or continuing administrative officer 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 in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1. (Note: New board members are not permitted to vote until after the term start date, as they are not officially board members until that date.)

- c. An officer or director of the Organization may be removed for any reason or no reason by a majority vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

Section 4. Vacancies.

- a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board of Directors.

b. A vacancy in the office of the administrative officer shall be filled by the elected agreement of the Co-Presidents. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members.

The elected and appointed officers and directors shall constitute the Board of Directors of this Branch. This Branch must have five directors and a minimum of two separate officers, one responsible for the management of the Branch and one responsible for the financial affairs. In addition, the Branch shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting.

Section 2. Administration of the Branch

In accordance with the bylaws, the Board of Directors shall have the general power to

- a. provide oversight to ensure the proper administration of the affairs of the Branch; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws to
- b. appoint standing committee members and such other board and committee members as may be designated;
- c. act for the Branch between meetings of the membership;
- d. determine rules to govern its proceedings;
- e. establish task forces or special committees as needed;
- f. determine date and location for any official meetings of the Branch;

Section 3. Delegation of Power.

The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

a. Regular meetings of the Board of Directors shall be held at least eight times a year at the call of the administrative officer 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 by, or 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 a 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. If there is a co-president structure, each co-president gets one vote.

b. Special meetings of the board may be called by the administrative officer or shall be called upon the written request of a majority of members of the Board of Directors.

Section 5. Voting Between Meetings.

Between meetings of the Board of Directors, a vote may be taken at the request of the administrative officer on any question submitted to the board members in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all 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.

Section 6. Quorum.

The quorum for a meeting of the Board of Directors shall be 25% of its members.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Members.

The Executive Committee of the Board of Directors shall consist of the six executive officers.

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 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 report to the board its work and actions.

Section 3. Meetings.

The Executive Committee shall meet at least three times a year at the call of the administrative officer and at other times at the call of the administrative officer or at the written request of two members of the Executive Committee. The Executive Committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting (see state law). A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Executive Committee will take effect if passed by the majority of its members.

Section 4. Voting between Meetings.

Between meetings of the Executive Committee, a vote may be taken at the request of the administrative officer on any question submitted to the committee in writing, provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all Executive Committee 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 an Executive Committee meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be three of its members.

ARTICLE XII. COMMITTEES

Section 1. Standing Committees.

- a. There shall be the following standing committees: public policy, hospitality, Bulletin editor, AAUW funds, Give a Grad a Gift coordinator, Great Decisions chair, historian, public relations, scholarship, and yearbook. There may be additional standing committees as shall be considered necessary by the Board of Directors.
- b. Committees shall perform duties as may be assigned by the Board of Directors. Duties of the committees shall be stated in policies and/or working rules adopted by the board.
- c. All chairs will be active members of the branch and will serve a two year term.
- d. All committee members will be active members of the branch and will serve a two year term.

Section 2. Special Committees and Task Forces.

Special committees and task forces may be authorized by the Board of Directors, as necessary. The chairs and members of such committees shall be appointed by the administrative officer and approved by the board or, as appropriate, by the Executive Committee.

Section 3. Reports.

All committees shall provide written reports to the Organization's Board of Directors for the annual meeting and such other times as requested.

Section 4. Quorum.

The quorum for a meeting of any committee shall be a majority of its members

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Administration

The Branch's Board of Directors shall have responsibility to

- a. oversee the administration of finances, including preparation of the budget;
- b. oversee the management, acquisition, and disposition of the Branch's property and equipment in accordance with the bylaws;
- c. 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.

ARTICLE XIV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting.

The Organization shall have at least one regular meeting each year to be known as the AAUW - Lynchburg Branch's Annual Meeting to conduct the business of the Branch. The Annual Meeting may include the election of 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 Branch's Board of Directors.

Section 2. Special Meetings.

Special meetings of the membership may be called by a vote of the Board of Directors and/or administrative officer or at the request of 10% of the membership.

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 5 before the date of the meeting to all members.

Section 4. Voting.

a. Each member of the Branch in good standing by the day before the official notice date shall be entitled to vote on any item of business. (Note: If delegate voting is used, state the process and rationale for determining the number of votes assigned to each delegate or delegation.)

b. Members shall be entitled to vote on noticed business items by a show of hands. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.

c. Twenty percent of the members entitled to vote shall constitute a quorum. (For example, if 100 members are entitled to vote, and 20 percent is the chosen number to affect a quorum, then at least 20 members entitled to vote must vote to establish a quorum. (See state law.)

d. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that vote shall be required to adopt amendments to these bylaws.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of Virginia.

ARTICLE XVI. INDEMNIFICATION

To the maximum extent allowable by law, the Branch 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 Branch. Every member of the Board of Directors, officer, or committee member of the Branch may be indemnified by the Branch 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 Branch, 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 Branch 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.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Provisions of the Branch's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of the members who are present.