

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY  
WOMEN  
Portsmouth (Virginia) Branch**

**ARTICLE I. NAME**

The name of the organization shall be the American Association of University Women, Portsmouth, Virginia, hereinafter known as the "Branch".

**ARTICLE II. GOVERNANCE**

The Branch shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Branch shall in no way conflict with the AAUW bylaws and /or policies.

**ARTICLE III. 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 Branch is to further AAUW purposes and policies.

**Section 2. Policies and Programs.** In keeping with this purpose, the Branch shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential. The Branch shall:

- a. Contribute to the growth and advancement of AAUW.
- b. Participate in development and promotion of AAUW policies and programs through study, action, and public policy advocacy.
- c. Support Branch needs and promote positive societal change in the community.
- d. Cooperate in AAUW state work.

**ARTICLE IV. USE OF NAME**

**Section 1. Policies and Programs.** The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

**Section 2. Proper Use of Name and Logo.** The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY  
WOMEN  
Portsmouth (Virginia) Branch**

AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

**Section 3. Individual Freedom of Speech.** The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

**ARTICLE V. MEMBERSHIP AND DUES**

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

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

**Section 3. Basis of Membership**

a. Individual Member

(1) **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) **Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of any AAUW-affiliate entity or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) **Saving Claus.** No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.

(4) **Categories of Membership**

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY  
WOMEN  
Portsmouth (Virginia) Branch**

AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

- (b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.
- (c) A state member is a national member who pays state dues. A state member is entitled to vote, hold office, and participate in all state activities and programs.

(5) Life Membership

- (a) Paid. An individual member may become a life member upon a one-time payment of twenty years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from payment of AAUW dues. Paid life members who are members of the branch continue to pay annual state and branch dues.
  - (b) Fifty-Year Honorary. An individual member who has paid AAUW dues for fifty (50) years shall become a life member and shall thereafter be exempt from payment of AAUW, state, and branch dues.
  - (c) Privileges. A life member of AAUW who maintains a membership in one or more AAUW-affiliated entities on an annual basis shall be entitled to all AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity membership shall be entitled to national member privileges only.
- b. Partner Member. College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws.
- c. Other Partner Members. Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY  
WOMEN  
Portsmouth (Virginia) Branch**

other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

**Section 4. Student Affiliates.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, multistate, comparable AAUW-affiliate entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by AAUW Board of Directors. Branch fees will be established by the branch board of directors as deemed necessary.

**Section 5. Termination.** A member whose dues remain unpaid after July 31 shall be dropped from membership.

**Section 6. Severance of Membership.** A member may be suspended or dropped 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.

**ARTICLE VI. FINANCIAL ADMINISTRATION**

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

**Section 2. Dues.**

a. Amount

- (1) The annual dues for individual members shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.
- (2) Dues for partner members shall be set by the AAUW Board of Directors.
- (3) The Branch's dues shall include AAUW dues, state dues and branch dues.

b. Student Affiliates. Fees for student affiliates shall be established by AAUW Board of Directors and shall include a subscription to AAUW publications distributed to all members. An additional fee may be set by the state and the branch board of directors.

c. College/university partner representatives shall pay no state dues. Branches may set dues for their college/university partner representatives.

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY  
WOMEN  
Portsmouth (Virginia) Branch**

**Section 3. Payment.** AAUW member dues shall be payable in accordance with procedures established by AAUW policy. Branch dues payment procedures shall be established by the branch's board policy.

- a. Continuing Members. Member dues shall be payable in accordance with procedures established by policy. Dues of all continuing members are payable on or before July 1; a member whose dues remain unpaid after July 31 shall be dropped from membership. The branch treasurer shall immediately forward all AAUW dues and subscriptions for members to AAUW and all state dues to the state Finance Vice President. Dues are payable to national and state on July 1.
- b. New Members. Dues of new members may be paid at any time and shall be forwarded to AAUW immediately. Dues paid between January 1 and March 15 shall be one-half of the annual dues.

**Section 4. Finances.** The branch shall provide for such audit and control of its funds as are necessary for their safekeeping and complete accounting. No indebtedness in excess of \$50.00 over the amounts provided for in the budget shall be incurred by the branch except upon recommendation of the board of directors.

**Section 5. Reciprocity.** A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

**ARTICLE VII. OFFICERS**

**Section 1. Officers.**

- a. Elected Officers. There shall be a president, or official representative, or co-presidents; vice presidents or co-vice presidents of membership and programs, recording secretary, corresponding secretary, treasurer, or secretary/treasurer.
- b. Appointed Officers. There shall be appointed officers for public policy and AAUW Funds, and such other officers as shall be deemed necessary to carry on the work of the branch.

**Section 2. Duties.** Officers shall perform the duties prescribed by these Bylaws and by *Robert's Rules of Order, Newly Revised*. Additional duties are stated in Job Descriptions for Portsmouth Branch Officers. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY  
WOMEN  
Portsmouth (Virginia) Branch**

- a. **President.** The president or official representative, or co-presidents, shall officially represent the branch in activities of AAUW. The president shall be responsible for submitting such reports and forms required by AAUW and state. The name of the president or official representative, or co-presidents shall be provided to AAUW as the designated contact for administration.
- b. **Vice-President.** The vice president or co-vice-presidents shall perform such duties as the president and board shall direct.
- c. **Recording Secretary.** The recording secretary shall keep minutes of the meetings of the membership and of the board and shall perform such other duties as the president and board shall direct. The recording secretary shall maintain and make available upon request the minutes of each membership and board meeting.
- d. **Corresponding Secretary.** The corresponding secretary is responsible for incoming and outgoing correspondence on behalf of the membership and shares correspondence with the membership at the president's request.
- e. **Treasurer.** The treasurer shall be responsible for collecting annual dues and forwarding them to AAUW and to the state at the time specified by AAUW. The treasurer shall submit to AAUW all qualifying applications, with dues, made to the branch. The name of the treasurer shall be provided to AAUW as the designated contact for finance.

**Section 3. Vacancies.** A vacancy in office shall be filled for the unexpired term by vote of the board of directors.

**Section 4. Terms.** All officers shall take office on July 1. All officers shall serve for a period of two years or until their successors are elected and assume office. No member shall be eligible to serve more than two consecutive terms in the same office.

**Section 5. Initial Meeting.** The incoming president may call a meeting of the incoming officers prior to July 1.

**Section 6. Nominations and Elections.**

- a. **Nominating Committee.** A nominating committee of three (3) members shall be elected by the board of directors and/or branch members at least three months prior to the annual meeting. The report of the nominating committee shall be presented to members at least two weeks before the election. Nomination may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY  
WOMEN  
Portsmouth (Virginia) Branch**

- b. Election. Election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority vote shall constitute an election.
- c. Rotation of Officers. The membership vice president or membership co vice-presidents, treasurer, and corresponding secretary shall be elected in even numbered years. The president or co-presidents, program vice president or program co-vice presidents, and recording secretary shall be elected in odd numbers years.

**ARTICLE VIII. BOARD OF DIRECTORS**

**Section 1. Board of Directors.**

- a. Members. The elected and appointed officers and directors shall constitute the Board of Directors of the Branch. This Branch must have a minimum of two 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.
- b. Duties. The board of directors shall manage and supervise the business and activities of the branch subject to the instructions of the annual meeting. It shall accept responsibility for such matters as delegated by AAUW and state board. It shall have the power to create special committees and task forces as deemed necessary and to participate in inter-branch council, and shall perform such other duties as are specific by these bylaws.
- c. Meetings. Meeting of the board shall be held at least three (3) times a year. Special meeting may be called by the president or upon the written request of four (4) members of the board.

**Section 2. Quorum.** The quorum of a meeting shall be a majority of its members.

**ARTICLE IX. MEETINGS**

**Section 1. Meetings.**

- a. Branch Meetings. There shall be at least five (5) meetings of branch members each year. The schedule of meetings will be published in the annual Branch Handbook.
- b. Annual Meeting. An annual meeting of the branch shall be held between March and May, the exact time and place determined by the board and will be published in the annual Branch Handbook. The annual meeting shall elect officers, fix dues, amend bylaws if necessary, receive reports of officers, committee, and task forces, and conduct such other business as

Page 7 of 11

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**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY  
WOMEN  
Portsmouth (Virginia) Branch**

may be necessary. The annual budget shall be adopted by the Board of Directors for presentation at the annual meeting.

- c. Special Meetings. The board may call special meetings when necessary to conduct required business. The members will be notified electronically of the time, place and subject of any special called meetings.
- d. Voting. All members in good standing may vote at meetings. Members may vote in person or by sending an email notice to the recording secretary.
- e. Quorum. Fifteen (15) percent of the members of the branch shall constitute a quorum.

**ARTICLE X. STATE OR MULTISTATE ORGANIZATIONS**

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Contact. All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches of comparable AAUW-affiliated entities within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

**ARTICLE XI. BRANCHES**

Section 1. Branches and Comparable AAUW-Affiliated Entities.

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.



**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY  
WOMEN  
Portsmouth (Virginia) Branch**

Section 2. Organization

- a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.
- b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meets their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.
- c. Structure. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting. (If this member is not an officer, than an officer must be assigned to supervise the designated member.)

Section 3. Loss of Recognition of a Branch of Comparable AAUW-Affiliated Entity.

- a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- b. The branch 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, assets of a branch of comparable AAUW-affiliated entity is vested in the branch for the joint use of members, and no member or group of members shall have any severable right to all or any part of such property. The branch or comparable AAUW-affiliated entity 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.

Section 5. Dissolution. In the event of the dissolution of the branch or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the branch or AAUW-affiliated entity shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY  
WOMEN  
Portsmouth (Virginia) Branch**

**ARTICLE XII. ADDITIONAL AAUW ENTITIES**

The AAUW Board of Directors may establish informal, geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

**ARTICLE XIII. PARLIAMENTARY AUTHORITY**

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

**ARTICLE XIV. 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 the she/he 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.

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY  
WOMEN  
Portsmouth (Virginia) Branch**

**ARTICLE XV. AMENDMENTS TO THE BYLAWS**

AAUW-mandated amendments shall be adopted by the Branch's Board of Directors without a vote of the Branch's membership. Provisions of the Branch's bylaws not mandated by AAUW may be amended by a two-thirds vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least seven (7) days prior to the applicable meeting.

Page 11 of 11

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