

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN, NEWPORT NEWS BRANCH**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Newport News Branch, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Newport News Branch is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Branch shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

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

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

Section 2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of 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. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to 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 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

Bylaw provisions not mandated by AAUW may be amended by a two-thirds vote of Individual Members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 5 days prior to the applicable meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. Composition and Appointment. There shall be a nominating committee of three members, one of whom shall be elected at the annual meeting. Two shall be elected by the board of directors at the first board meeting of the fiscal year. One of the three shall be appointed chair of the committee.
- b. Terms. Members shall serve for one year and may serve for a maximum of three consecutive years
- c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the president, consulting with AAUW Newport News Branch (hereinafter referred to as "Branch" board of directors shall appoint a replacement.

Section 2. Nominations.

- a. The chair shall call a meeting of the nominating committee during the fall and procure a nominee for each position that needs to be filled. The slate needs to be published and sent to each Individual Member at least 5 days before the March business meeting. The March newsletter may be used for this if it is expected to reach Members 5 days before the meeting.

Section 3. Elections.

- a. Elections shall be held in which each Individual Member in good standing has one vote. The names of the nominees shall be published and sent to each Individual Member at least five days before the election. Method of voting shall be by secret ballot unless there is only one nominee for a given office when a voice vote may be taken. Nominations may be made from the floor with the consent of the nominee.
- b. The elections shall be held at the annual business meeting in March.

ARTICLE X. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. Elected Officers and Directors. The elected officers and directors shall be administrative officer (president or co-presidents), membership vice president, financial officer (treasurer), and secretary. In the absence of the elected secretary, an Individual Member shall be designated to record and maintain the minutes of the board of directors and membership meetings. If the designated Member is not an officer, then an officer must be designated to supervise the recording of the minutes. Officers serve a two year term and may be reelected. The president and secretary shall be elected in one year, membership vice president and treasurer in the following year.
- b. Appointed Officers and Directors. The appointed officers and directors shall be program chair, public policy chair, AAUW Funds chair, bulletin editor, yearbook editor and historian. They shall be appointed by the president and begin serving on July 1.

Section 2. Duties. 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. In the event of vacancy in an elected office, appointments to fill unexpired terms shall be made by a majority of board members present at a board meeting. Appointment to fill unexpired terms of appointed office shall be made by the president.

Section 3. Terms of Office.

- a. Terms of Office. 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 additional terms. A full term is considered service in office for two years. No Individual Member shall hold more than one board position, elected or appointed, at any given time.
- b. Beginning of Terms. 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.

c. Removal from Office. An officer or director of the Branch may be removed for any reason or no reason by a 2/3 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 (president) shall be filled by the elected vice president for membership who will take over. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.

ARTICLE XI. 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 at least 3 directors and a minimum of two separate officers, one responsible for the management of the Branch (president) and one responsible for the financial affairs (treasurer). In addition, the Branch 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 Branch meeting and board meeting. If a secretary is elected, that person will take the minutes. In the absence of the elected secretary, the president will ask another member to take minutes. An officer must supervise the recording and maintaining of minutes if the designated member is not an officer.

Section 2. Powers and Duties. 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;
- 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. adopt rules to govern its proceedings;
- e. establish task forces or special committees as needed; and
- 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. Meetings of the Board of Directors shall be held 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 a vote.

b. Special Meetings. Special meetings of the board may be called by the administrative officer or shall be called upon the written request of any two 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 a majority of its members.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of president or co-presidents, vice president for membership, treasurer and secretary.

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 when needed at the call of the administrative officer and 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 3 of its members. (Proxy and/or secret ballot voting is generally discouraged and sometimes prohibited by state law.)

ARTICLE XIII. COMMITTEES

Section 1. Standing Committees.

- a. There may be standing committees as shall be considered necessary by the Board of Directors.
- b. Committee Functions. 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. Qualifications, Duties, and Terms of Committee Chairs. The Board of Directors will determine the duties, terms, and qualifications of chairs.
- d. Qualifications, Duties, and Terms of Committee Members. (Board of directors will determine duties, terms, and qualifications of members.

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 Branch'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 3 of its members.

ARTICLE XIV. 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. Adoption of Changes to Branch Dues. Changes in Branch annual dues recommended by the Board of Directors shall be approved by the membership at a general or annual meeting by a two-thirds vote of the Individual Members present, a quorum being present, provided that Individual Members are notified in writing 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.

Section 3. Branch Dues. Branch dues payment procedures shall be established by the Branch's Board of Directors. Individual Member dues (composed of AAUW, state and Branch dues, except as provided below in the case of life members and honorary life members) shall be payable as follows:

a. Mandatory changes in national and state dues will be passed on to Individual Members of the Branch.

b. Dues of continuing Individual Members are payable on or before July 1. After notification of nonpayment, a member whose dues remain unpaid after July 31 will be dropped from membership.

c. Dues of new Individual Members may be paid at any time. New Individual Members joining the Branch between January 1 and March 15 shall pay one-half of the annual AAUW, state and Branch 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.

d. Paid Life Members who are Individual Members of the Branch shall be exempt from payment of AAUW dues and shall continue to pay annual state and Branch dues. Fifty-Year Honorary Life Members shall be exempt from payment of AAUW, state, and Branch dues.

Section 4. Reciprocity. A current paid Individual Member of a Branch may transfer membership to another Branch without payment of additional state or Branch dues.

Section 5. Fiscal Year. The fiscal year shall be July 1 through June 30.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Branch shall have at least one regular meeting each year to be known as the Newport News Branch AAUW Annual Meeting to conduct the

business of the Branch. The Annual Meeting may include the election of president or co-presidents, membership vice president, secretary and treasurer; 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. It is usually held in March.

Section 2. Special Meetings. Special business meetings of the membership may be called by a vote of the Board of Directors and/or administrative officer or at the request of 20% 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 days) before the date of the meeting to all Individual Members.

Section 4. Voting.

- a. Each Individual Member of the Branch in good standing by two weeks before the meeting shall be entitled to vote on any item of business.
- b. Individual Members shall be entitled to vote on noticed business items by attending the meeting. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business.
- c. A majority of the Individual Members present and entitled to vote shall constitute a quorum.
- d. The affirmative vote of majority of the votes cast shall be necessary for the adoption of noticed business. The majority vote of votes cast shall be required to adopt amendments to these bylaws.

Section 5. Membership Activities

- a. In addition to annual or special meetings the branch may hold program meetings or other activities.
- b. Membership activities will be announced to all Individual Members in the Branch newsletter or other communications.

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.

Amended December 9, 2016