

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

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW of Portsmouth (Virginia) 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 program 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 program.

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").

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Section 2. Basis of Membership

(a) Individual Member

- (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 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) 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 AAUW dues the year the member elects to become a Life Member. Thereafter, the life member shall be exempt from 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 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

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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 the procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. A 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 be 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.

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- 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

Provisions of the Affiliate'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.

ARTICLE IX. OFFICERS

Section I. Officers.

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- 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 Affiliate.

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 (Virginia) AAUW Officers*. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

- a. President. The president or official representative, or co-presidents, shall officially represent the Affiliate 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 the 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 Affiliate. 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

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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 Affiliate 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.
- 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 X. 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 Affiliate. The Affiliate must have a minimum of two directors and a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs.
- b. Duties. The board of directors shall manage and supervise the business and activities of the Affiliate subject to the instructions of the annual meeting. It shall accept responsibility for such matters as delegated by AAUW and the state Affiliate. It shall have the power to create special committees and task forces as deemed necessary and shall perform such other duties as are specified 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.

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

ARTICLE XI. MEETINGS

Section 1. Affiliate Meetings. There shall be at least five (5) meetings of Affiliate members each year. The schedule of meetings will be published in the annual Affiliate Handbook.

Section 2. Annual Meeting. An annual meeting of the Affiliate shall be held between March and May, the exact time and place to be determined by the board and published in the annual Handbook. The annual meeting shall elect officers; fix dues; amend bylaws, if necessary; receive reports of officers, committees, and task forces; and conduct such other business as may be necessary. The annual budget shall be adopted by the Board of Directors for presentation at the annual meeting.

Section 3. 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.

Section 4. 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.

Section 5. Quorum. Fifteen (15) percent of the members of the Affiliate shall constitute a quorum.

ARTICLE XII. FINANCIAL ADMINISTRATION

Section 1. Administration. The Affiliate'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 Affiliate'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.
- d. 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 Affiliate except upon recommendation of the board of directors.

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Section 2. Individual Member Dues. Affiliate dues payment procedures shall be established by the Affiliate's Board of Directors. Individual Member dues (composed of AAUW, state Affiliate and local Affiliate dues, except as provided below in the case of life members and honorary life members) shall be payable as follows:

- a. Dues of continuing Individual Members are payable on or before July 1. After notification of nonpayment, an Individual Member whose dues remain unpaid after November 30 will be dropped from membership.
- b. Dues of new Individual Members may be paid at any time. New Individual Members joining the Affiliate between January 1 and March 15 shall pay one-half of the annual AAUW, state Affiliate and Affiliate dues. Payment of full annual dues by a new Individual Member between March 15 and December 31 shall cover membership through June 30 of the following year.
- c. Paid life members who are Individual Members of the Affiliate are exempt from AAUW dues and shall continue to pay annual state Affiliate and local Affiliate dues (as required). Fifty-year honorary life members shall be exempt from AAUW, state Affiliate dues, and local Affiliate dues (as required).

Section 3. Reciprocity. A current paid Individual Member of an Affiliate may transfer membership to another Affiliate without payment of additional state Affiliate and local Affiliate dues for that fiscal year.

Section 4. Fiscal Year. The fiscal year shall be July 1 through June 30.

ARTICLE XIII. INDEMNIFICATION AND LIMITATIONS ON LIABILITIES

Section 1. Indemnification. 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 the she/he was a member of the Board of Directors, officer, or committee member of the Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate 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 Affiliate, 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 Affiliate and, with respect to

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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 and Directors and Individual Members. No officer, director, or Individual Member of the Affiliate shall be liable for any damages for acts taken in their capacities as officers or directors or Individual Members 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 and federal law. [Protection is provided to officers and directors of volunteer boards of nonprofit organizations in Virginia under Section 8.01-220.1:1 of the Code of Virginia and to all volunteers of nonprofit organizations under the Volunteer Protection Act of 1997, 42 USC 14501.]

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