

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF SUFFOLK, VIRGINIA

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Suffolk 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").

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 (“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

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. AFFILIATE NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

- a. Composition and Appointment.** There shall be at least three members on the Nominating Committee appointed by the President at least two months prior to the annual election. The Chair of the Nominating Committee shall be chosen by its members
- b. Terms.** The members of the Nominating Committee shall serve until the annual meeting, which term may be extended by the Nominating Committee Chair if an elected officer position remains unfilled.
- 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 will appoint a replacement member to the extent deemed necessary by the Chair of the Nominating Committee.

Section 2. Nominations.

- a. Nominating Committee Report.** The report of the Nominating Committee with the names of the nominees shall be sent to Affiliate members at least seven (7) days before the membership meeting at which an election is to be held.

b. Nominations from the Floor. Additional nominations may be made from the floor with the consent of the nominee at the meeting at which the election is held.

Section 3. Elections.

a. Membership Meeting. Elections shall be held at the annual meeting or at any regular or special meeting of the members of the Affiliate if a position remains unfilled after the annual meeting.

b. Vote. The election shall be held by secret ballot unless there is only one nominee for a given office and there is unanimous approval, then a voice vote may be taken. Election shall be by a majority vote of those present and voting.

Article VI. OFFICERS AND DIRECTORS

Section 1. Elected Officers and Directors.

a. Elected Officers and Directors. The elected officers and directors shall be the President, Vice President for Program, Vice President for Membership, Vice President for Finance, and Recording/Corresponding Secretary.

(1) Co-Officers: Any officer position may be held by more than one member, each duly elected in accordance with these bylaws.

(2) Even Numbered Year Elections: the President and Vice President for Membership shall be elected.

(3) Odd Numbered Year Elections: Program Vice President, Vice President for Finance and Secretary shall be elected.

b. Appointed Officers and Directors. The President shall appoint such officers/directors of the Affiliate that are not required to be elected as are necessary to carry on the work of the Affiliate. An appointed officer/director position may be held by more than one member.

c. Qualifications for Office. The elected and appointed officers shall be members of AAUW and AAUW of Virginia.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws and Affiliate policies and by the current edition of *Robert's Rules of Order, Newly Revised*. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

a. The President: The President of the Affiliate shall

(1) be the official representative of the Affiliate in the activities of AAUW on all levels;

(2) submit a list of the incoming and continuing Affiliate officers and chairs to the state president and to the AAUW Member Records no later than June 1;

(3) submit an annual report of the Affiliate to the persons designated on forms provided by AAUW no later than June 1;

(4) be responsible for bringing the Affiliate Bylaws into conformity with the AAUW Bylaws after each AAUW Convention, and for submitting amended Bylaws for review to

the chair of the state committee on Bylaws by December 1 following the biennial AAUW Convention;

(5) be responsible for bringing the Affiliate Bylaws into conformity with the Bylaws of AAUW of Virginia after a state conference; and

(6) perform the following duties: (i) preside at all meetings of the Affiliate and the Board of Directors; (ii) serve as an ex-officio member of all committees except the nominating committee; (iii) call special meetings of the Affiliate in accordance with provisions of the Affiliate Bylaws; and (iv) appoint, with approval of the members of the Board of Directors, the chairs of all committees except the nominating committee and those provided for by election, and any additional officers authorized by the Affiliate Bylaws.

b. Vice Presidents:

(1) Vice President for Program. The Vice President for Program shall serve as chair of the committee on program development and shall also perform the following duties: (i) preside at meetings in the absence of the president, and assume the duties of president in the absence or inability of the president to serve; and (ii) perform such duties as may be assigned by the president or by the board of directors, as specified by these Bylaws.

(2) Vice President for Membership. The Vice President for Membership shall serve as chair of the committee on membership, and shall also perform the following duties: (i) preside at meetings in the absence of the president and vice president for program; (ii) perform such duties as may be assigned by the president or by the board of directors, and as specified by these Bylaws.

(3) Vice President for Finance. The Vice President for Finance shall: (i) be responsible for collecting all annual dues (National and Local); (ii) forward all dues collected for AAUW members to the AAUW vice president for finance, and all state dues to the state vice president for finance; and (iii) transmit to the AAUW vice president for finance all applications, with dues, made to the Affiliate by graduates who qualify for membership in AAUW under the AAUW Bylaws; (iv) receive all monies due the Affiliate, except monies raised for the AAUW Fund and Legal Advocacy Fund; (v) pay all bills provided for in the budget or verified by the president; (vi) keep a proper set of books; (vii) render a financial report at the annual meeting of the Affiliate, and at such times as are requested by the board of directors; (viii) serve on the budget committee; and (ix) submit the books for an annual review.

c. Recording/Corresponding Secretary. The recording/corresponding secretary shall:

(1) record and keep in custody the minutes of all meetings of the Affiliate and the board of directors;

(2) have available for reference at all meetings a copy of the Affiliate Bylaws, a list of its officers, and committee chairmen and members;

(3) have charge of such correspondence of the Affiliate as is delegated by the president or board of directors;

- (4) keep on file all communications received, and copies of all letters sent; and
- (5) perform such duties as shall be assigned by the President.

d. Appointed Officers. The duties of all other officers shall be those assigned by the President and the Board of Directors. The Parliamentarian shall serve as a consultant on parliamentary matters.

d. Annual Reports: All officers shall submit annual reports to the President.

Section 3. Terms of Office

a. Terms of Office. Elected officers and directors shall serve for a term of two (2) fiscal years. Elected officers/directors shall not serve more than two consecutive terms in the same office. Appointed officers shall serve for a term of one (1) fiscal year and may serve consecutive terms in the same appointed office without limit. No member may hold more than one elected officer position at any given time.

b. Beginning of term. The term of each officer and director shall begin on July 1 or when elected/appointed (if after July 1). The incoming President may call a meeting of the incoming officers 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 Affiliate may be removed from being an officer and director for any reason or no reason by two-thirds vote of all Board members present 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 set forth in the Bylaws.

Section 4. Vacancy.

a. Elected Officers Other than President. A vacancy in the position of an elected officer, excluding the President, 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 member, the vacant position shall only be filled with the consent of the remaining 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 a member to temporarily fill the position as necessary.

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

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

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

Article X. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of the Affiliate.-This 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. In addition, the Affiliate shall designate a 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. provide oversight to ensure the proper administration of the affairs of the Affiliate; 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. approve the estimated fiscal year budget and present it to the membership;
- c. approve any cash or non-cash fundraising activity by the Affiliate;
- d. approve the programs and events of the Affiliate;
- e. act for the Affiliate between meetings of the membership;
- f. adopt rules to govern its proceedings;
- g. approve the establishment of standing or special committees and task forces as needed; and
- h. determine the date and location for any official meetings of the Affiliate.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at least twice 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 by, or conduct the meeting through, the use of any means of communication. 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 where a two-thirds vote is required.

Section 4. 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 5. Quorum for Board Meetings. The quorum of the board shall be a majority of its members.

Article XI. COMMITTEES

Section 1. Standing Committees.

a. There shall be the following standing committees: Bylaws, Public Policy, Membership, Program and AAUW Funds. The Board of Directors may establish additional standing committees as shall be deemed necessary to carry on the work of the Affiliate.

b. Term. Standing committee chairs shall serve for a term of one fiscal year. Standing committee chairs may serve consecutive terms without limit.

c. Committee Composition. The composition of committees shall be determined by the Affiliate Board of Directors.

c. Committee Functions.

(1) The Committee on Bylaws shall review the bylaws annually after the state conference, and biennially after the AAUW Convention, examine proposed amendments,

and perform such duties as deemed necessary.

(2) The Committee on Public Policy shall be responsible for the legislative program in the Affiliate.

(3) The Committee on Membership, chaired by the vice president for membership, shall be responsible for Affiliate membership recruitment and orientation on the purpose and Program of AAUW.

(4) The Committee on Program, chaired by the vice president for program, shall assess the general program of AAUW and shall identify and recommend the issues to be implemented in the Affiliate.

Section 2. Committee Chairs.

The President shall appoint chairs of all committees, except the nominating committee and those provided for by election. Chairs shall select the members of their committees in consultation with the President. Chairs shall serve as channels of communication in their respective fields with the appropriate state, and AAUW committees, and shall make such reports as their counterpart's request.

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 President and approved by the board.

Section 3. Reports. All committees shall provide written reports to the Affiliate'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 XII. FINANCIAL ADMINISTRATION

Section 1. Administration. The Affiliate's Board of Directors will

- 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.

Section 2. Affiliate Dues. AAUW member dues shall be payable in accordance with procedures established by AAUW policy. Affiliate dues payment procedures shall be established by the Affiliate's Board policy. Individual Member's dues, which include AAUW national dues, state dues, and Affiliate dues, shall be payable as follows.

a. Annual dues for Affiliate members shall be established at the annual meeting by a two-thirds vote of the Affiliate members present, a quorum of fifteen (15) percent of the members entitled to vote being present, and voting when the Board proposes to change the dues, provided 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 30 days prior to the meeting.

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 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 16 and December 31 shall cover membership through June 30 of the following year.

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

e. Student Associates (defined in ARTICLE IV. Section 3) may associate with AAUW Suffolk Branch, with fees to be established by the Affiliate Board of Directors.

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

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

Section 3. Annual Budget. The annual budget shall be adopted by the Board of Directors for presentation at the membership meeting.

Section 4. Financial Review. The Affiliate shall provide for a financial review and control of its funds as are necessary for their safekeeping and complete accounting.

Article XIII. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Affiliate shall have at least one regular business meeting in May of each fiscal year to be known as the Suffolk Annual Meeting, and shall be for the purpose of electing officers, receiving reports of officers and committees, and for such other business as may properly arise

Section 2. Regular Meetings. The Affiliate shall hold at least seven meetings each fiscal year.

Section 4. Notice. Electronic notice stating the place, day, and hour of each meeting and the purpose(s) for which the meeting is called, shall be delivered at least seven (7) calendar days before the date of the meeting to all members.

Section 5. Voting.

- a. Each member of the Affiliate in good standing as of the date of a meeting and present in person at a meeting shall be entitled to vote on any item of business.
- b. Members shall be entitled to vote by voice, show of hands, or (only in the case of the election of officers) by secret ballot.
- c. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of any business, except that a two-thirds vote shall be required to adopt amendments to these bylaws.
- d. A majority of the Affiliate members entitled to vote shall constitute a quorum.

Article XIV. 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 that she/he is or 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 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 Affiliate 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 by AAUW Suffolk Branch: May 2016, and January 27, 2017.