

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF HAMPTON BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Hampton 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 in Article IV, Section 2) and Affiliates (as defined below in 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 individual 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 institutions located outside 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 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 the member loses 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.** AAUW Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. **Bylaws.** AAUW Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.
- c. **Structure.** AAUW Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

- a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW's purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

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

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS.

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

- a. **Composition and Appointment.** There shall be five (5) members on the Nominating

Committee. The Board of Directors of the Branch shall appoint a chair and four (4) members of the Nominating Committee.

b. **Terms.** The committee chair, alternate chair, and committee members shall be appointed at least four months prior to the annual meeting and shall serve for one (1) year or a maximum of two (2) years consecutively.

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 Nominating Committee shall appoint another candidate.

Section 2. Nominations.

a. A Nominating Committee of five (5) members elected by the Board of Directors of the Affiliate shall appoint a chair and four members to the Nominating Committee.

b. The Nominating Committee shall prepare a list of nominees to be presented at the meeting of the Affiliate one month prior to the election, or in writing to each member at least two weeks before the election. Additional nominations may be made from the floor at the time of the election, provided the consent of the nominee has been obtained.

Section 3. Elections

a. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken.

b. Elections shall be by a majority vote of those present and voting.

c. The elections shall be held at the annual meeting.

d. The president or co-president, vice president for program, and secretary shall be elected in even- numbered years. The vice president for membership and the treasurer shall be elected in odd- numbered years.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

a. **Elected Officers and Directors.** The elected officers and directors shall be the president, vice presidents for program, membership, finance/treasurer, and recording/corresponding secretary. (AAUW requires that there be a designated contact for administration and finance. In addition, an officer 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.)

b. **Appointed Officers and Directors.** The appointed officers and directors shall be chairs of AAUW Funds, historian, communication, public policy, and such other officers as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the president with the approval of the board of directors.

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.

a. Officers shall perform the duties prescribed by these bylaws, Affiliate policies, and by the current edition of Robert's Rules of Order, Newly Revised.

b. All officers shall submit an annual written report to the president.

c. The president shall be the official spokesperson and representative for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW and state Affiliate. The president shall provide AAUW with designated contacts for administration and finance and will

designate a member other than the contacts for administration and finance to record the minutes of each Affiliate meeting and Affiliate board meeting.

- d. The vice presidents shall perform such duties as the president and board shall direct.
- e. The secretary shall record and keep minutes of all business meetings.
- f. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to AAUW and state by the specified deadline. The treasurer shall send monies for AAUW Funds by the specified deadline and shall keep a separate ledger for the account.

Section 3. Terms of Office. (See state law.)

- a. **Terms of Office.** Board members shall serve for a term of two (2) years or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for two (2) additional terms, but no member shall hold the same office for more than two (2) consecutive terms with the exception of the recording/corresponding secretary. No 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. No incoming member shall be entitled to vote in that body until July 6. (Note: New board members are not permitted to vote until after the term start date, as they are not officially board members until that date.)
- c. **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 president, shall be filled for the unexpired term by the Board of Directors.
- b. A vacancy in the office of the president shall be filled in the following order:
 - (1) by the elected vice president for program
 - (2) by the elected vice president for membership.

ARTICLE X. BOARD OF DIRECTORS.

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Affiliate. This Affiliate must have six (6) 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 meeting and board meeting. (Note: An officer must supervise the recording and maintaining of the 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 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. appoint standing committee members and such other board and committee members as may be designated;
- c. act for the Affiliate between meetings of the membership;
- d. adopt rules to govern its proceedings;
- e. establish task forces or special committees as needed;
- f. determine date and location for any official meetings of the Affiliate.

Section 3. Delegation of Power.

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

Section 4. Meetings.

a. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least three times a year at the call of the administrative officer at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting, or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the evening. 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.

b. **Special Meetings.** Special meetings of the Board may be called by the administrative officer or shall be called upon the written request of a majority 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 XI. EXECUTIVE COMMITTEE.

Section 1. Members. The Executive Committee of the Board of Directors shall consist of five (5) elected members -- the president, vice president for program, vice president for membership, vice president for finance, recording/corresponding secretary. It shall also include the president-elect, and appointed officers, the parliamentarian and other officers assigned by the president and Board of Directors.

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 by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between board meetings and

report to the Board its work and actions.

Section 3. Meetings. The Executive Committee shall meet at least four times a year at the call of the Administrative Officer and at other times at the call of the administrative officer or at the written request of three (3) 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 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 five (5) of its members.

ARTICLE XII. COMMITTEES.

Section 1. Standing Committees. There shall be the following standing committees: Bylaws, Public Policy, Membership, Program, and AAUW Funds. There may be additional standing committees as shall be considered necessary by the Board of Directors.

a. **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.

(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.

(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. 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 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 XIII. FINANCIAL ADMINISTRATION.

Section 1. Administration. The Affiliate's Board of Directors shall have the responsibility to:

- a. oversee the administration of finances, including preparation of the budget.
- b. oversee the management, acquisition, and disposition of the AAUW-affiliated 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. Dues

a. Amount.

(1) **Changes to Dues:** Changes in Individual Member dues recommended by the Board of Directors shall be approved by the membership at a meeting by a two-thirds vote of the Individual Members present, a quorum of twenty percent of the Individual Members entitled to vote being present; provided that Members are notified in writing of the intent to change in the dues, the proposed amount, and the rationale for the change at least 30 days prior to the vote.

(2) Paid Life Members who are Individual Members of the Affiliate are exempt from AAUW dues and shall continue to pay annual state Affiliate and branch Affiliate dues. Fifty-year Honorary Life Members shall be exempt from AAUW dues and exempt from the branch Affiliate dues as determined by Board of Directors.

b. **Payment.** Affiliate dues payment procedures shall be established by the Affiliate's board policy.

c. **Reciprocity.** A current paid Individual Member of a branch Affiliate may transfer membership to the Affiliate without payment of additional dues for the current fiscal year.

Section 3. Fiscal Year. The fiscal year shall be July 1 through June 30 of the next year.

ARTICLE XIV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Affiliate shall have at least one regular meeting each year to be known as the Hampton Branch Annual Meeting to conduct the business of the Membership. The Annual Meeting may include the election of a member of the Board; the receiving of reports from 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 Affiliate's Board of Directors.

Section 2. Special Meetings. Special Meetings of the membership may be called by a vote of the Board of Directors and/or administrative officer or at the request of 15% 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 three (3) days to all Individual Members, before the date of the meeting. (See State Law).

Section 4. Voting.

- a. Each Individual Member of the Affiliate in good standing by February shall be entitled to vote on any item of business.
- b. Individual Members shall be entitled to vote on noticed business items by electronic vote. Such vote may include election of the board of Directors, amendments to the Bylaws, and any other noticed business. Individual Members voting by these methods are considered to be present at the meeting.
- c. A majority of twenty (20) percent of the Individual Members entitled to vote shall constitute a quorum.
- d. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a majority vote shall be required to adopt amendments to these Bylaws. (For example, if your quorum consists of twenty (20) Individual Members, and you use a majority, then an affirmative vote of eleven (11) Individual Members is required for the adoption of noticed business.

ARTICLE XV. INDEMNIFICATION

To the maximum extent 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 to, 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 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 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 liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and exclusive of all other rights to which the member of the board, officer or committee member is entitled.

ARTICLE XVI. OTHER AMENDMENTS TO THE BYLAWS.

Provisions of the Affiliate's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of Individual Members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the Affiliate's entire membership at least fifteen (15) days prior to the applicable meeting.

Date last amended: March 14, 2017