

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF LYNCHBURG*

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Lynchburg is an Affiliate of AAUW as defined in Article V.

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

ARTICLE II. PURPOSE

Section 1. Purpose. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association’s specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE III. USE OF NAME

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

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

* Articles I through VII are mandated by AAUW (2023). The change from “Chapter” to “Affiliate” is also mandated by AAUW (2023). See the Appendix, page 10, for a timeline of amendments to the Lynchburg Branch/Affiliate by-laws.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member’s own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

ARTICLE IV. MEMBERS OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members (“Individual Members”) and college/university members (“College/University Members”), as well as other membership categories as determined by AAUW.

Section 2. Member Qualification. a.
Individual Members.

- (i.) Eligibility. An individual holding an associate (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 institution located outside of the United States, as determined by the 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- (ii.) 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.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations (“Organizational Members”) to join AAUW.

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 of Members.

- 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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.
- b. Life Membership.
 - (i.) Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.
 - (ii.) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

Section 5. Membership Decisions.

- a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.
- b. Removal. 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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. An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

Section 2. Organization.

- a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates' needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.
- c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. FINANCIAL ADMINISTRATION**

Section 1. The fiscal year shall correspond with that of the AAUW and shall begin on July 1.

Section 2. Changes in Affiliate dues shall be established at the annual meeting by a two-thirds vote of those present and voting, provided written notice has been given to all the members 30 days prior to the meeting.

Section 3. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped from membership.

** Beginning with Article VIII, these bylaws are specific to the Lynchburg affiliate and are based on its extant (2013) bylaws.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another Affiliate.

Section 5. A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend Affiliate meetings without vote.

Section 6. New members may join at any time. Dues are payable upon joining, The AAUW portion of dues paid by new members between January 1 and March 15 shall be one-half the annual AAUW dues. The Affiliate board of directors may set a reduction of Affiliate dues.

Section 7. The annual budget shall be adopted by the board of directors for presentation to the Affiliate.

Section 8. The Affiliate shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

ARTICLE IX. OFFICERS

Section 1. There shall be officers or co-officers, to fulfill the functions of administration, program, membership, public policy, finance, Educational Foundation, and communications.

Section 2. The elected officers shall be a president, vice president for programs, vice president for membership and Affiliate development, secretary, and treasurer.

Section 3. There shall be appointed officers for public policy, AAUW Funds, and other offices as shall be deemed necessary to carry on the work of the Affiliate. They shall be appointed by the president with the approval of the executive committee.

Section 4. Normally, officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

Section 5. No elected officer shall be eligible to serve more than four consecutive terms in the same office. Normally, no appointed officer shall be eligible to serve more than four consecutive terms in the same office.

Section 6. The incoming president may call a meeting of incoming officers prior to July 1.

Section 7. A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the presidentelect or by the vice presidents in the order listed in Section 2 (above).

ARTICLE X. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, Affiliate policies, and by the most recent edition of *Robert's Rules of Order*.

Section 2. All officers shall submit an annual written or electronic report to the president or co-presidents.

Section 3. The president shall be the official spokesperson and representative for the Affiliate and the administrative contact to AAUW. The president shall be responsible for submitting such reports and forms as required by the AAUW and the state.

Section 4. The vice presidents shall perform such duties as the president and board shall direct.

Section 5. The secretary shall record and keep the minutes of all business and special meetings and have charge of the correspondence of the Affiliate.

Section 6. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the Affiliate. The treasurer shall be the official contact for finance to AAUW. The treasurer shall collect dues and properly remit them to the AAUW and the state by the specified deadline. The treasurer shall approve the sending of monies to AAUW Funds by the specified deadlines. Separate ledgers shall be kept for each kind of account.

ARTICLE XI. NOMINATIONS

Section 1. There shall be a nominating committee of three members who shall be elected by the board of directors and/or by Affiliate members at a regularly scheduled Affiliate or board meeting. One of the committee members shall be appointed chair.

Section 2. The term of committee members shall be one year. Members shall serve no more than two consecutive terms.

ARTICLE XII. ELECTIONS

Section 1. The names of the nominees shall be announced at the regular Affiliate meeting preceding the annual meeting.

Section 2. Nominations shall be made from the floor with the consent of the nominee.

Section 3. All elections shall be held at the annual meeting.

Section 4. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting. The last day a member may join and still vote is the day before the official notice date.

ARTICLE XIII. ROTATION OF OFFICERS

Section 1. Normally the vice president and treasurer shall be elected in even numbered years for a term of two years.

Section 2. Normally the president and secretary shall be elected in odd numbered years for a term of two years.

ARTICLE XIV. BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and the appointed officers of the Affiliate.

Section 2. The board shall have the general power to administer the affairs of the Affiliate, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by the AAUW and the state.

Section 3. Meetings of the board shall be held at least three times per year. Special meetings may be called by the president and shall be called upon the request of four members of the board. Notice of a special meeting shall be sent to the membership at least 14 days before the meeting.

Section 4. The quorum of the board shall be a majority of its voting members.

ARTICLE XV. EXECUTIVE COMMITTEE

Section 1. The executive committee shall consist of the elected officers.

Section 2. The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such other duties as may be delegated to it by the Affiliate.

Section 3. Meetings of the executive committee shall be held on the call of the president, or by written request of three of its members.

Section 4. The quorum of the executive committee shall be a majority of its voting members.

ARTICLE XVI. MEETINGS

Section 1. There shall be at least three general membership meetings each year. Notice of all meetings, including dates, times, and places, is given in the annual yearbook distributed to each member.

Section 2. The general membership meeting held between March 1 and March 31 shall be designated the annual meeting, the exact date, time, and place to be determined by the vice president for programs with the approval of the board.

Section 3. The annual meeting shall be to conduct business including but not limited to hearing officers' reports, reviewing the budget and the financial report, electing officers, establishing dues, amending bylaws, and giving direction to the board.

Section 4. Special meetings may be called by the president or shall be called by the president on the written request of 25% of the voting members of the board of directors or 10% of the Affiliate membership.

Section 5. The quorum shall be 20% of the Affiliate membership.

XVII. COMMITTEES

Section 1. Standing committees may include program, membership, public policy, scholarship, AAUW Funds, bylaws, communications, and hospitality.

Section 2. Chairs of standing committee shall be appointed by the president with the approval of the executive committee for a term of two years. Chairs shall select the members of their committees in consultation with the president.

Section 3. The president with the consent of the board may appoint special committees and/or task forces, and/or *ad hoc* interest groups.

ARTICLE XVIII. INDEMNIFICATION

Every member of the board may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the Affiliate board, or any settlement, thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the Affiliate board approves such settlement and reimbursement as being in the best interest of the Affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

ARTICLE XIX. AMENDMENTS TO THE BYLAWS

Section 1. Amendments required by the AAUW to bring Affiliate bylaws into conformity shall not require a vote of the Affiliate members, except that an incorporated Affiliate shall take the necessary steps required by its articles of incorporation.

Section 2. Prior to being voted on, all other proposed amendments to the Affiliate bylaws shall be sent to the AAUW state chair for approval.

Section 3. Provisions of these bylaws not governed by the AAUW bylaws may be amended by a two-thirds vote of those present and voting at a general membership meeting provided written notice shall have been given to every member at least 30 days prior to the meeting.

APPENDIX

History of AAUW bylaws changes for the Lynchburg Branch/Affiliate from AAUW bylaws documents stored at Jones Memorial Library, Lynchburg, Virginia.

Researched and transcribed by Anitra Webster, president, AAUW Lynchburg Affiliate, June 19, 2024.

Note on document – (By-Laws) Obsolete 1922-1954

Adopted March 11, 1958, effective June 1, 1958

Revised July 1961

Revised February 13, 1962

Adopted November 7, 1963

Amended January 6, 1986

Amended November 4, 1987

Amended {for} 1987 – 89

Amended {on} March 1989

Amended April 1990

Amended {for} 1989 – 1991

Amended {on} December 1991

Amended April 1992

Amended 1991-1993

Amended February 1997

Amended 1999

Amended May 19, 2007

Amended February 16, 2013