

**BYLAWS
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
PORTSMOUTH, VIRGINIA**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Portsmouth, Virginia 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.

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.

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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

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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. Affiliate Member Status. 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 this 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

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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 this Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. OTHER AMENDMENTS TO THE BYLAWS

Provisions of this 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.

- a. Elected Officers. There shall be a president, or official representative, and treasurer, or financial representative.

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- b. Appointed Officers. There may be appointed officers for membership, programs, secretary, public policy, and AAUW Funds, and such other officers as shall be deemed necessary to carry on the work of this Affiliate.

Section 2. Duties. Officers shall perform the duties prescribed by these Bylaws and by *Robert's Rules of Order, Newly Revised*. 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 this 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. 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 this Affiliate. The name of the treasurer shall be provided to AAUW as the designated contact for finance.
- c. Vice-President. The vice president or co-vice-presidents shall perform such duties as the president and board shall direct.
- d. Secretary. The 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 secretary shall maintain and make available upon request the minutes of each membership and board meeting. The secretary is responsible for incoming and outgoing correspondence on behalf of the membership and shares correspondence with the membership at the president's request.

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 period of two years or until their successors are elected and assume office. There are no term limits but candidates for office will be elected by the membership.

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: The Board of Directors may either function as the nominating committee or appoint a nominating committee of three (3) members at least six weeks prior to the annual meeting. The report of the nominating committee shall be presented to members before the election. Nomination may be made from the floor at the time of the

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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.

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 this Affiliate. This Affiliate must have a minimum of two directors and a minimum of two separate officers, one responsible for the management of this Affiliate and one responsible for financial affairs.
- b. Duties. The board of directors shall manage and supervise the business and activities of this 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 and may be held in conjunction with another Affiliate activity. Special meeting may be called by the president or upon the written request of four (4) members of the board.

Section 2. Quorum. The quorum of a meeting of the board of directors shall a majority of its members.

ARTICLE XI. MEETINGS

Section 1. Affiliate Meetings. There shall be at least five meetings of Affiliate members scheduled each year. The schedule of meetings will be announced.

Section 2. Annual Meeting. An annual meeting of this Affiliate shall be held between March and May, the exact time and place to be determined by the board with notification sent to the members. The annual meeting shall elect officers; set Affiliate 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 in person or electronically.

Section 5. Quorum. Fifteen percent of the members of this Affiliate shall constitute a quorum.

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ARTICLE XII. FINANCIAL ADMINISTRATION

Section 1. Administration. This 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 this 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 this Affiliate except upon recommendation of the board of directors.

Section 2. Individual Member Dues. Affiliate dues payment procedures shall be established by this Affiliate's Board of Directors. Individual Member dues (composed of AAUW, state Affiliate and this 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 your membership expiration date. After notification of nonpayment, an Individual Member whose dues remain unpaid four months after their expiration date will be dropped from membership.
- b. Dues of new Individual Members may be paid at any time.
- c. Paid life members who are Individual Members of this Affiliate are exempt from AAUW dues and shall continue to pay annual state Affiliate and this Affiliate dues (as required). Fifty-year honorary life members shall be exempt from AAUW, state Affiliate dues, and this 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 this 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, this 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

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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 this Affiliate. Every member of the Board of Directors, officer, or committee member of this Affiliate may be indemnified by this 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 this 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 this 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 to 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 this 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 this 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.]