

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN WYTHEVILLE BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Wytheville Branch 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

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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 logo 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.

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 educational 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 education institution 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 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. 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 fifty 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 Affiliates shall develop bylaws as meet this Affiliate's 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 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 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

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. OTHER AMENDMENTS TO THE BYLAWS

Provisions of the Wytheville Branch's (hereinafter the "Branch") 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) calendar days prior to the applicable meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

a. Composition and Appointment. There shall be at least two members on the Nominating Committee. The Board of Directors of the Branch shall appoint the members of the Nominating Committee and designate one member as the chair.

b. Terms. The term of service on the nominating committee shall be for one year for a maximum of two consecutive terms.

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 Board of Directors will appoint a replacement member.

Section 2. Nominations

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

b. Nominations from the Floor. 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 Branch 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 X. OFFICERS AND DIRECTORS

Section 1. Elected Officers and Directors.

a. Elected Officers and Directors. The elected officers and directors shall be the President, Program Vice President, Membership Vice President, Finance Officer, and 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 Membership Vice President shall be elected.

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

b. Appointed Officers and Directors. The appointed officers and directors shall be the chairs of the AAUW Funds, Website Coordinator, STEM Coordinator and Public Policy standing committees. The President shall appoint the officers/directors of the Branch that are not required to be

elected. An appointed officer/director position may be held by more than one member. The membership shall approve an amendment to the Bylaws to establish any additional appointed officer/director positions that the Board shall deem necessary to carry on the work of the Branch.

Section 2. Duties.

Officers and directors shall perform the duties described by these bylaws and Branch 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 shall be (i) the official spokesperson and representative of the Branch; (ii) shall be responsible for submitting such reports and forms as required by AAUW; (iii) and provide AAUW with designated contacts for administration and finance.

b. The Vice Presidents: The Vice Presidents shall perform such duties as the President and the Board of Directors shall direct and as specified in Branch policies and job descriptions.

c. The Finance Officer: The Treasurer Finance Officer shall be responsible for collecting, distributing and accounting for the funds of the Branch and for meeting specific deadlines.

b. Annual Reports: All officers and chairs 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.

c. Removal from Office. An officer or director of the Branch 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.

d. Vacancy. A vacancy in office, excluding the president, shall be filled for the unexpired term by the Branch board of directors. A vacancy in the office of the president shall be filled by the Program Vice President.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of the Branch. This Branch must have a minimum of two directors and a minimum of two separate officers, one responsible for the management of the Branch and one responsible for the financial affairs. In addition, the Branch shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed Branch meeting and board meeting.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to administer the affairs of the Branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and state law.

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 XII. POLICIES AND PROGRAMS

The Branch shall:

- a. Contribute to the growth and advancement of AAUW;
- b. Participate in development and promotion of AAUW policies and programs through study, action, and public policy advocacy;
- c. Support Branch needs and promote positive societal change in the community; and
- d. Cooperate in AAUW state work.

ARTICLE XIII. COMMITTEES

Section 1. Standing Committees.

- a. There shall be the following standing committees: program, membership, and bylaws.
- b. The Board of Directors may establish additional standing committees as shall be deemed necessary to carry on the work of the Branch.
- c. The chair of any standing committee shall be the elected vice president or an appointee of the President. The members of the committee shall be appointed by the committee chair.
- d. Standing committee chairs shall serve for a term of one fiscal year.
- e. Standing committee chairs may serve consecutive terms without limit.

Section 2. Special Committees and Task Forces. Special committees and task forces, e.g. International Dinner, 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 Organization'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 X IV. FINANCIAL ADMINISTRATION

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

- a. oversee the administration of finances, including preparation of the budget;
- b. oversee the management, acquisition, and disposition of the Organization's property and equipment in accordance with the bylaws; and
- c. set policies and procedures to control the financial records consistent with generally accepted accounting principles and federal, state and local laws.

Section 2. Branch Dues and Processing Procedures:

- (1) Annual dues for Branch members shall be established at the annual meeting by a two-thirds vote of the Branch 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.
- (2) Dues of continuing 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.
- (3) Dues of new members may be paid at any time.

(4) Reciprocity. A current paid member of a branch Affiliate may transfer membership to another branch Affiliate without payment of additional dues.

(5) Life Membership. Paid Life Members who are members of branch Affiliates shall continue to pay annual state and branch Affiliate dues, as required. Fifty-Year Honorary members who are members of branch Affiliates shall continue to pay annual state and branch dues, as required.

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

Section 4. Annual Budget. The annual budget shall be adopted by the Board of Directors for presentation at the membership meeting.

Section 5. Financial Review. The Branch shall provide for a financial review of its funds as are necessary for their safekeeping and complete accounting. No indebtedness in excess of \$25 over amounts provided for in the budget shall be incurred by the Branch except upon a recommendation of the branch board of directors.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 1. General Membership Meetings. A business meeting of the Branch membership may be held at any membership meeting at which a quorum is present. There shall be at least nine general membership meetings each year.

Section 2. Annual Meeting. The Branch shall have at least one regular business meeting each fiscal year. The general membership meeting held between March and May shall be designated the Annual Meeting, the exact date, time and place to be determined by the board. The Annual Meeting shall be to conduct business including but not limited to hearing officer reports, electing officers, amending bylaws and giving directions to the board.

Section 3. 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 4. Voting.

- a. Each member of the Branch 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. Fifteen (15) percent of the Branch members entitled to vote shall constitute a quorum.

ARTICLE XVI. INDEMNIFICATION AND LIMITATION ON LIABILITY

Section 1. Indemnification. To the maximum extent allowable by law, the Branch 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 Branch. Every member of the Board of Directors, officer, or committee member of the Branch may be indemnified by the Branch 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 Branch 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.

Section 2. Limitation on Liability of Officers and Directors. No officer or director of the Branch shall be liable for any damages for acts taken in their capacities as officers or directors in any proceeding (whether brought by or in the right of the Branch or otherwise) to the fullest extent permitted by the Code of Virginia.

Date Amended:

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| April 16.1993 | Nov. 16, 2012 |
| October 21.1997 | January 31, 2013 |
| January 14, 2006 | March 17, 2014 |
| July 1, 2008 | May 1, 2014 |
| August 15. 2009 | February 20, 2016 |
| May 18, 2010 | March 28, 2016 |
| May 12, 2012 | December 30, 2016 |

June 14, 2025