

## **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF CAPITAL, NEVADA BRANCH**

### **ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2. Affiliate.** AAUW Capital NV Branch is an Affiliate of AAUW as defined in Article V.

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

### **ARTICLE II. PURPOSE**

**Section 1. Purpose.** The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

**Section 2. Policies and Programs.** In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

### **ARTICLE III. USE OF NAME**

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

**Section 2. Proper Use of Name and Logo.** The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

**Section 3. Individual Freedom of Speech.** These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member's own name.

### **ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. Composition.** The members of AAUW at present consist of members ("Individual Members") and college/university members ("College/University Members").

#### **Section 2. Basis of Membership.**

##### **a. Individual Members.**

(1) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency

recognized by the U.S Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

**Section 3. Student Associates.** The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

#### **Section 4. Dues.**

a. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

**Section 5. Severance of Membership.** Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

## **Article V. AAUW AFFILIATES**

**Section 1. AAUW Affiliate Defined.** An AAUW Affiliate (öAffiliateö) is an organization affiliated with AAUW for the purpose of supporting AAUW's mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW's name and/or logo only if approved by the AAUW Board of Directors.

### **Section 2. Organization.**

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

### **Section 3. Loss of Recognition of an Affiliate.**

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

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

## **ARTICLE VI. PARLIAMENTARY AUTHORITY**

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

## **ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS**

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

## **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee.**

- a. Composition and Appointment. There shall be three members on the Nominating Committee. The Board of Directors of the Organization shall appoint a chair and two members of the Nominating Committee. The chair and members of the Nominating Committee shall have qualifications as outlined in Policies and Procedures.
- b. Terms. The committee chair and committee members shall be appointed by February 1 and shall serve until March 31.
- c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the President shall name a replacement.

### **Section 2. Nominations.**

- a. Members will be notified of open positions.
- b. Committee members will contact prospective candidates.
- c. Committee members will forward a slate of candidates for publication.
- d. The names of the nominees for elected office shall be published and sent to every member at least ten days prior to the annual business meeting.
- e. Nominations may be made from the floor with the consent of the nominee.

### **Section 3. Elections**

- a. Elections shall be held at the annual branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.

## **ARTICLE IX. OFFICERS AND DIRECTORS**

### **Section 1. Elected Officers**

- a. Elected Officers shall include President, Vice President for Programs, Vice President for Membership, Secretary, and Treasurer.
- b. No officer shall hold more than one office at a time.
- c. Each office may be filled by an officer or co-officers.

### **Section 2. Appointed Officers**

- a. Appointed officers shall include Communications, Interest Group Coordinator, Public Policy and other positions as determined by the Board.

### **Section 3. Duties**

- a. Officers shall perform the duties described by these bylaws. [The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.](#)

- b. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The vice presidents shall perform such duties as the president and the board shall direct and as specified in branch policies and job descriptions.
- d. The treasurer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- e. The secretary shall record and keep minutes of all board and membership meetings.
- f. All officers and chairs shall submit annual reports to the president.

#### **Section 4. Terms of Office.**

- a. Terms of Office. Officers and Directors shall serve for a term of one year or until their successors have been elected or appointed and have assumed office. Officers may be elected or appointed to serve for one additional term, but no member shall hold the same office for more than two consecutive terms
- 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 1

#### **Section 5. Vacancies.**

- a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board of Directors.
- b. A vacancy in the office of the administrative officer shall be filled by either Vice President for Programs or Vice President for Membership. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.

### **ARTICLE X. BOARD OF DIRECTORS**

**Section 1. Members.** The elected and appointed officers and directors shall constitute the Board of Directors of this Organization. This Organization must have directors and [a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs. In addition, the Organization 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 or affiliated entity meeting and board meeting.](#)

**Section 2. Powers and Duties.** In accordance with the bylaws, the Board of Directors shall have the general power to

- a. provide oversight to ensure the proper administration of the affairs of the Organization; 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 Organization 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 Organization.

### **Section 3. 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 by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. 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 the majority of members of the Board of Directors.

**Section 4. Voting Between Meetings.** Between meetings of the Board of Directors, a written or electronic vote of the board members may be taken at the request of the president. The question shall be submitted to all board members and voting will close by a specified time.

**Section 5. Quorum.** The quorum for a meeting of the board shall be a majority of its members.

**Section 6. Removal From Office.** A member of the Board of Directors may be removed for dereliction of duty by a two-thirds vote of the Board in accordance with policies and procedures adopted by AAUW.

## **ARTICLE XI. COMMITTEES**

**Section 1. Establishing Committees.** The president may establish standing and special committees as needed with consent by the board.

**Section 2. Purpose.** With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

## **ARTICLE XII. 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;
- 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. Fiscal Year.** The fiscal year shall be July 1 through June 30.

**Section 3. Budget.** The board shall adopt an annual budget for presentation to the branch.

### **ARTICLE XIII. MEETINGS OF THE MEMBERSHIP**

**Section 1. Annual Meeting.** The Organization shall have at least one regular meeting each year to be known as the Capital Branch Annual Meeting to conduct the business of the Organization. The Annual Meeting may include the election of officers; the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it. The Annual Meeting shall be held in April.

**Section 2. 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 ten days before the date of the meeting to all members.

#### **Section 3. Voting.**

- a. Each member of the Organization in good standing shall be entitled to vote on any item of business.
- b. Members shall be entitled to vote on noticed business items by voice vote, paper, or electronic. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.
- c. Fifteen percent (15 %) of the 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.

### **ARTICLE XIV. INDEMNIFICATION**

Every member of the Board may be indemnified by the state 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 state, 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 Board approves such settlement and reimbursement as being in the best interest of the state. 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.

Last Update: January 31, 2017 (Indemnification clause as required by the state of Nevada)

Date Last Amended: October, 2016      [Mandatory changes are in blue](#)