

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN CAPITAL (NV)

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Capital (NV) 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.

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.

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.
 - (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.

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. NOMINATIONS AND ELECTIONS

Section 1. Nominating Coordinator.

- a. The Board shall appoint a Nominating Coordinator to identify candidates for elected positions in the upcoming fiscal year. The Coordinator may convene a committee or work solo.
- b. Terms. The Nominating Coordinator shall be appointed by February 1 and shall serve until March 31.
- c. Resignation or Ineligibility. In the event that the Nominating Coordinator resigns or is proposed as a candidate for office and agrees to stand for nomination, the President may name a replacement.

Section 2. Nominations.

- a. Members will be notified of open positions.
- b. The Nominating Coordinator will contact prospective candidates.
- c. A slate of candidates will be forwarded 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 Business 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.
- c. Election shall be by a majority vote of those voting.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Elected Officers.

- a. Required Elected Officers shall include President, Recording Secretary, Treasurer.
- b. Additional Elected Officers may include Vice President for Programs and Vice President for Membership.
- c. No officer shall hold more than one Required office (i.e., President, Recording Secretary, Treasurer) at a time.
- d. Each elected officer, including President, is entitled to one vote.

Section 2. Directors.

- a. Elected officers shall continue to serve as a Director for one fiscal year after their term.
- b. Each Director is entitled to one vote.

Section 3. Duties.

- a. Officers shall perform the duties described by these bylaws 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 directed by the President and the board, 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, including making financial reports to the Board and membership, and meeting specific deadlines.
- e. The Recording Secretary shall record and keep minutes of all board and membership meetings.
- f. All officers shall submit annual reports to the President.

Section 4. Terms of Office.

- a. **Terms of Office.** Elected Officers shall serve for one year and then serve as a Director for one additional year. Officers may be elected or appointed to serve for additional terms.
- b. **Beginning of Terms.** The term of each officer and director shall begin on July 1. The incoming President or continuing administrative officer may call and hold a meeting of the incoming Board of Directors and/or appointed Coordinators 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 President, shall be filled for the unexpired term by the Board of Directors.
- b. A vacancy in the office of the President may filled by any other elected officer.
- c. If one of the required officers (Recording Secretary, Treasurer) fills the office of President due to a vacancy, then the Board shall fill the required officer role as soon as possible to ensure compliance with AAUW National policies and Nevada state law (President, Treasurer, and Recording Secretary are required positions).

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members. The elected officers and directors shall constitute the Board of Directors of this Organization.

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 Coordinators for branch activities, 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; and
- 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 President 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 President 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. BRANCH ACTIVITY COORDINATORS & COMMITTEES

Section 1. Coordinators. The Board may appoint Coordinators to manage and conduct the work of key branch activities such as (but not limited to): Public Policy, Fundraisers, Events, Social Media, Interest Groups, Scholarships, and Communications. Coordinators may be invited to attend Board Meetings to inform and advise the Board but are not entitled to a vote.

Section 2. Establishing Committees. The President and appointed Coordinators may establish standing and special committees as needed with consent by the board.

Section 3. Purpose. With the approval of the board, each Coordinator, 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 Business Meeting. The Organization shall have at least one regular meeting each year to be known as the Capital Branch Annual Business Meeting to conduct the business of the Organization. The Annual Business Meeting may include the election of officers; the receiving of reports from officers, directors, coordinators, and committees; and the transaction of any other business as may properly come before it. The Annual Business 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.

Date Last Amended: April 2025

Mandatory AAUW National Bylaws (May 2024) are in blue.