

Blue sections mandated by AAUW National

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF ASHLAND

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Ashland 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 Program. The policies and program 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 program.

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. A individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher educational 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 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 educational institution upon which 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 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 50 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 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 Affiliates. 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. Amount.

(1) 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—national Board for national membership, state board for state membership, and AAUW-Ashland Board for membership in AAUW-Ashland. 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. AAUW Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors. Affiliate (AAUW Ashland) dues payment procedures shall be established by the Affiliate (AAUW Ashland)'s board policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

Section 5. Severance of Membership. A member may be suspended or dropped 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 (“Affiliate”) 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. The Affiliate (AAUW-Ashland) Board may adopt alternative rules of order to take precedence over Robert’s.

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 at least five members on the Nominating Committee. The Board of Directors of AAUW Ashland shall appoint a chair and the members of the Nominating Committee. The chair and members of the Nominating Committee shall have the following qualifications: member of AAUW Ashland for at least two years, and active either as a member or the AAUW-Ashland Board or in other Ashland Branch projects or committees.

b. Terms. The committee chair and alternate chair, shall be appointed by the Ashland Board of Directors no later than the November Board meeting or the end of November. Committee members shall be appointed no later than the January meeting of the Ashland board, or the end of January, on recommendation of the Nominating Committee chair. All members shall serve until the elections are held in April.

c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns, the member will be replaced by the AAUW-Ashland Board if the total number of members falls below four persons.

Section 2. Nominations.

The Nominating Committee will announce that it is seeking nominations in all newsletters and at all Branch meetings from its appointment at the end of January until the elections are held. The Committee will determine which current officers are interested in being re-elected or re-appointed. The Committee will use its experience, contacts with others, and the Branch Directory to identify nominees for all elective and appointed offices. The Committee will report on its progress at all AAUW-Ashland Board meetings during its existence. Nominees for all offices, elective and appointed, will be announced to the membership, in the newsletter and/or by all-member e-mail, at least two weeks before the election date (April Branch meeting).

Section 3. Elections.

Elections shall be held in person at the April Branch meeting. Each member of AAUW Ashland will have one vote. Elections will be conducted by an officer who is not standing for election at this time. Election will be held in succession for each office at a time, not as a slate. Nominations will be permitted from the floor for each elective office. Voting shall be by procedures specified below in Article XIII for membership voting at Branch meetings.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

a. Elected Officers and Directors. The elected officers and directors shall be President, Financial Officer, Recording Secretary, and two Members-at-Large. Each of these offices may be shared by two or more persons (e.g. "co-President" or "co-Secretary"). The President and Financial Officer will be the designated contacts

with AAUW national for administration and finance, unless they choose to delegate this contact responsibility to another person and such delegation is approved by the Board of AAUW Ashland.

b. Appointed Officers and Directors. Officers and Directorships to be filled by appointment will be determined by the Board of AAUW Ashland and may change from year to year. When the Nominating Committee publishes its list of nominees to the membership (at least two weeks before the April Branch meeting), it shall also publish the Board's list of appointed offices to be filled and nominees who are willing to serve in these appointed offices. The Board will accept nominations from the membership for appointed offices. Following the April Branch meeting when elective offices are filled, the Board will determine the appointed officers using consensus. Voting will be used if consensus does not exist.

Section 2. Duties. Officers and directors shall perform the duties described by the job descriptions posted online at the website for AAUW Ashland. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW. Job descriptions shall be reviewed biennially in even-numbered years by the AAUW-Ashland Board and may be modified by the Board, in accordance with state law and policies of AAUW national.

Section 3. Terms of Office.

a. Terms of Office. AAUW-Ashland Board members shall serve for a term of one year or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for additional terms. A full term is considered service in office for one-half term or more. No member shall hold more than one board position, elected or appointed, at any given time.

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.

c. Removal from Office. An officer or director of AAUW Ashland may be removed for any reason or no reason by a 2/3 vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the AAUW-Ashland Board of Directors.

Section 4. Vacancies.

a. All vacancies in office may be filled for the unexpired term by the AAUW-Ashland Board of Directors.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members. The Board of Directors of AAUW Ashland shall consist of the elected officers and appointed officers designated by the Board as Board members.

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 Affiliate; 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 Affiliate between meetings of the membership;
- d. adopt rules to govern its proceedings; establish task forces or special committees as needed;
- e. determine date and location for any official meetings of the Affiliate;

Section 4. Meetings.

- a. Regular Meetings. All Branch members are welcome and encouraged to attend meetings of the AAUW-Ashland Board. Branch members who are not Board members may speak at the meeting under conditions specified by the President or presiding officer. Regular meetings of the AAUW-Ashland Board of Directors shall be held at least seven 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 (such as Skype, speakerphone or conference call) 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 consensus or, if consensus is not available, by the majority of the members of the board.
- b. Special Meetings. Special meetings of the AAUW-Ashland Board may be called by the administrative officer or shall be called upon the written request of any three members of the Board of Directors. Board members shall be notified of special meetings at least 48 hours in advance of the meeting.

Section 5. Voting between Meetings. Between meetings of the AAUW-Ashland Board of Directors, a vote may be taken at the request of the administrative officer on any question submitted to the board members in writing, provided that every member of the Board shall have an opportunity to vote upon the question submitted. When votes are taken between meetings, the Board members' votes shall be recorded in writing, which may include email sent to all Board members. Voting will close by a specified time. If a majority of 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.

Proxy voting shall be permitted only when the question has been submitted to the AAUW-Ashland Board members in writing and a period of at least one week has been provided for Board members to discuss the issue in person, online, or by any other means. Proxies must be given in writing, specifying the issue being voted on and the vote of the proxy giver.

Section 6. Quorum. The quorum for a meeting of the AAUW-Ashland Board of Directors shall be one-half plus one of the designated offices. (Offices held by two or more people, such as "co-President," count as only one office present even if more than one person is present.)

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the AAUW-Ashland Board of Directors shall consist of the elected officers and the Parliamentarian.

Section 2. Powers and Duties. Subject to the limitations of state law, the Executive Committee shall act on matters that may properly come before the AAUW-Ashland Board of Directors in the interim between board meetings and report to the board its work and actions.

Section 3. Meetings. A meeting of the Executive Committee may be called by the President or by any two AAUW-Ashland Board members. The Executive Committee may conduct a meeting through the use of any means of communication (such as Skype, speakerphone or conference call) by which all directors participating may simultaneously hear each other during the meeting (see state law). A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Executive Committee will take effect if passed by consensus or, if consensus does not exist, the majority of its members.

Section 4. Voting between Meetings. Between meetings of the Executive Committee, a vote may be taken at the request of the administrative officer on any question submitted to the committee in writing, provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted. When votes are taken between meetings, the Executive Committee members' votes shall be recorded in writing, which may include email sent to all Executive Committee members. Voting will close by a specified time. If a majority of Executive Committee 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 an Executive Committee meeting.

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

ARTICLE XII. COMMITTEES

Section 1. Committees.

a. Committees will be appointed by the AAUW-Ashland Board.

b. Committee Functions. Committees shall perform duties as may be assigned by the AAUW-Ashland Board of Directors. Duties of the committees shall be stated in policies and/or working rules adopted by the board.

c. Qualifications, Duties, and Terms of Committee Chairs. Committee chairs may be appointed by the Board or determined by the Committee.

Section 3. Reports. All committees shall provide written reports to the AAUW-Ashland Board of Directors as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall be a majority of the members.

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Administration. AAUW Ashland'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 Affiliate's (AAUW-Ashland)'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.

ARTICLE XIV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Affiliate shall have at least one regular meeting each year to be known as the AAUW-Ashland Annual Meeting to conduct the business of the Affiliate. 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 time and date of the Annual Meeting shall be set by the AAUW-Ashland Board of Directors.

Section 2. Special Meetings. Special meetings of the membership may be called by a vote of the AAUW-Ashland Board of Directors and/or administrative officer or at the request of five percent of the membership according to state law.

Section 3. 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 seven days before the date of the meeting to all members according to state law.

Section 4. Voting.

- a. Each member of the Affiliate in good standing for 30 days shall be entitled to vote on any item of business
- b. Members shall be entitled to vote on noticed business items in person, by ballot, or by electronic means approved by the AAUW-Ashland Board of Directors. 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. Twenty percent of the members entitled to vote shall constitute a quorum according to state law.
- d. Votes shall be taken by consensus, although if consensus is not available, then the affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that 2/3 vote shall be required to adopt amendments to these bylaws.

ARTICLE XV. INDEMNIFICATION

To the maximum extent allowable by law, the 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 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 Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate may be indemnified by the 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 the 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 the 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 and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled.

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be adopted by the Affiliate's Board of Directors without a vote of the membership. Provisions of the AAUW Ashland bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 14 days prior to the applicable meeting.

Revised on (insert date) by branch

Reviewed on (insert date) by state and filed with national.