

Updated February 1, 2016 per mandatory conformance with the 2015 AAUW Bylaws

Other changes confirmed by vote of branch membership April 9, 2016

BYLAWS OF THE RENO BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
(AAUW)

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the AAUW Reno, hereinafter called the branch.

Section 2. Governance. The AAUW Reno Bylaws shall govern this branch in all practices, and the bylaws of this organization shall in no way conflict with the AAUW Bylaws.

ARTICLE II. PURPOSE

The purpose of this branch shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research.

ARTICLE III. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

(1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the 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) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of AAUW Reno. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) Life Membership.

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' 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 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 dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more branches or comparable AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

b. Partner Member. College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or AAUW-affiliated entity bylaws.

c. Other Partner Members. Other partner members include educational or other institutions and organizations meeting criteria established by the Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend AAUW Reno, AAUW Nevada, and AAUW national meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors.

Section 5. Dues.

a. Amount.

(1) The annual dues for individual members shall be established by a two-thirds vote of the 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.

(2) Dues for partner members shall be set by the Board of Directors.

(3) Dues shall include the AAUW publication distributed to all members electronically or by mail.

b. Payment. Member dues shall be payable in accordance with procedures established by 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 6. Severance of Membership. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or 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 Board of Directors.

ARTICLE V. LEADERSHIP COUNCIL

The term Leadership Council replaces the term Board of Directors used in past bylaws.

Section 1. Composition. The Leadership Council shall include the elected council members and shall also include the council's appointed chairs.

Section 2. Administrative Responsibilities. The council 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 the Association and the state. It shall act for the branch between membership meetings. The council shall have fiscal responsibility as outlined in Article XI, Financial Administration, Section 2 and Section 3.

Section 3. Meetings.

Meetings of the council shall be held at least four times per year at a time and place agreed upon by the council.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called by the president upon written request of 3 members of the council provided that at least 14 days' notice of such meeting and its agenda have been given to the members of the council.

Section 5. Quorum. The quorum of the council shall be a majority of its voting members. The voting members of the council are the elected members of the council.

Section 6. Voting Between Meetings. Between meetings of the council, a vote may be taken at the request of the president on any questions submitted in writing, conference call, or any electronic means to all members of the council. Deadline for responses shall be 14 days after the question has been submitted. A majority of responses shall be required for the vote to be counted. When the vote is counted, it shall have the same effect as if cast at a meeting of the council. The council shall be immediately notified of the results of the vote.

Section 7. Removal from Office. A member of the Leadership Council may be removed for any reason by a two-thirds vote of the council in accordance with policies and procedures adopted by AAUW.

ARTICLE VI. LEADERSHIP COUNCIL MEMBERS

Section 1. Council Members.

a. There shall be a Leadership Council, hereinafter called the council, of five members elected by the branch membership. The elected council members shall fulfill the functions of administration, finance, recording secretary, program, and membership.

b. The council may appoint additional council members to serve as chairs for communications, public policy, Educational Foundation, archives, diversity, fundraising, and college/university liaison, as well as editor for the *Chanticleer* branch newsletter and any other chairs as may be deemed necessary to carry on the work of the branch. These positions may be held either by members of the council or by other branch members.

c. Elected council members shall serve for a term of two years or until their successors have been chosen and assume office. The term of each council member shall begin on July 1. Appointed chairs should serve at least one year.

d. A vacancy in office shall be filled for the remainder of the term by a vote of the council.

Section 2. Duties.

- a.** Council members shall perform the duties prescribed by these bylaws, branch policies, and by the most current edition of *Robert's Rules of Order, Newly Revised*.
- b.** Council members shall submit an annual written or electronic report regarding their respective area(s) of responsibility on or before June 30. These reports shall be filed with the branch records.
- c.** The council's president, who serves as the administrative contact, shall be responsible for submitting such reports and forms as required by the Association and the Nevada AAUW. Unless otherwise designated, the president shall officially represent the branch in activities of AAUW. The council shall choose from among its members an alternate to act in the absence or disability of the president.
- d.** The council's secretary shall record and keep minutes of all business and special meetings, make them available upon request, and shall perform such other duties as the council may direct. The duties of secretary may be assumed by another council member when necessary.
- e.** The council's financial officer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The financial officer shall collect dues and properly remit them to the Association and the state by the specified deadline. The financial officer shall send monies for the Educational Foundation, including the Legal Advocacy Fund, by the specified deadlines.
- f.** The council's membership chair shall coordinate membership activities, process new-member applications, and perform such other duties as the council may direct.
- g.** The council's program chair shall coordinate program development and perform such other duties as the Council may direct.
- h.** The council's communications chair shall be responsible for overseeing the branch's communication activities: webpage, directory, newsletter, and publicity. The designated communications chair shall solicit other council or branch members to fulfill each and all functions of the branch communication activities.

i. The leadership council of AAUW Reno will annually provide AAUW with the contact information for the branch's council members for administration and finance.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

a. There shall be a nominating committee of at least three members, appointed by the Leadership Council. The nominating committee shall select one of its members to serve as chair.

b. The term of a nominating committee member shall be one year.

c. The names of the nominees for election to the Leadership Council shall be published and sent to every member at least 14 days before the annual meeting.

d. At the annual branch meeting nominations may be made from the floor with the consent of the nominee.

Section 2. Elections.

a. All elections shall be held at the annual branch meeting in April.

b. Elections shall be by secret ballot when there are more nominees than open positions on the council. A voice vote may be taken when there is one nominee per open position on the council. Election shall be by a majority vote of those present and voting.

c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XII.

ARTICLE VIII. COMMITTEES

Section 1. Establishing Committees. The council may establish standing and special committees and appoint the chairs as needed for a term of up to one year.

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

Section 3. Removal from Committee Membership. A member of a standing or special committee may be removed for any reason by a majority vote of the council in accordance with policies and procedures adopted by AAUW.

ARTICLE IX. BRANCHES

Section 1. Branches and Comparable AAUW-Affiliated Entities.

a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.

b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

Section 2. Organization.

a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.

b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws that meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.

c. Structure. Branches and comparable AAUW-affiliated entities may create leadership structures that meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and council meeting.

Section 3. Loss of Recognition.

a. The AAUW affiliation status of a branch may be revoked for cause through the affiliation review procedures specified by AAUW policy.

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

Section 4. Property and Assets. The title to all property, funds, and assets is vested in AAUW Reno for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. The branch 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. In the event of dissolution of AAUW Reno or the termination of its affiliation with AAUW, all assets of the branch organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE X. ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE XI. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 2. Financial Policies. The council shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

Section 3. Budget. The outgoing council shall create a proposed annual budget by June 30 for adoption by the incoming council and presentation to the branch in September.

ARTICLE XII. MEETINGS

Section 1. Annual Meeting. The annual meeting shall be to conduct business including but not limited to reviewing council and committee reports, reviewing the budget and the financial report, electing council members, establishing dues, amending bylaws, and giving directions to the council. This meeting shall be held

in April, with the exact date, time and place to be determined by the council.

Section 2. Membership Meetings. There shall be at least four general membership meetings each year. The branch council shall determine the time and place of these meetings.

Section 4. Special Meetings. Special meetings may be called by the council or shall be called by the council on the written request of 25% of the voting members of the council or 10% percent of the branch membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the branch at least 10 days prior to the meetings.

Section 5. Quorum. A quorum shall be 10% of the branch membership.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of AAUW.

ARTICLE XIV. INDEMNIFICATION

Every member of the council may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the council in connection with any threatened, pending or completed action, suit or proceeding to which the council member may become involved by reason of being or having been a member of the branch council, 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 branch council approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the branch council is entitled.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring AAUW Reno Bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by state law or its articles of incorporation.

Section 2. Prior Approval. All other proposed amendments to the AUUW Reno Bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

Section 3. Branch Vote. Provisions of these bylaws not governed by the AAUW Reno Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting, provided that written notice shall have been sent to the members at least 14 days prior to the meeting.

Last Amended February 11, 2016 for vote by branch membership on April 9, 2016