

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF RENO

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Reno 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. 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. 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 (“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.

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. 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 IX. 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 X. 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 XI. 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 XII. 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 XIII. 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 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. BRANCH AMENDMENTS TO THE BYLAWS

Provisions of these bylaws not governed by the AAUW 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 January 1, 2017 per mandatory conformance with the 2016 AAUW Bylaws