

**BYLAWS OF THE ROANOKE VALLEY 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 Roanoke Valley Branch of AAUW, hereinafter called the branch.

**Section 2. Governance.** The AAUW Bylaws shall govern this branch in all practices, and the bylaws of this organization shall in no way conflict with the AAUW Bylaws or the AAUW of Virginia 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. AAUW Policy.** The policies and program of AAUW shall be binding on all members and the branch and no member of the branch 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. 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.

**Section 3. Violations.** Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

**ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. Membership**

a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV are those holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution, a degree from a foreign institution recognized by the International Federation of University Women (IFUW), or a foreign degree acceptable as a basis for admission by graduate schools at regionally accredited universities of the U.S.A and who have paid dues (national + state + branch dues) are eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publications distributed to all branch members.

b. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch and state dues.

c. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.

An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW and state and branch boards of directors. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

**Section 2. Dues**

a. Changes in branch dues shall be determined at a general or annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members fourteen (14) days prior to the meeting.

b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay annual branch and state dues to become members of the branch.

c. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, state and branch dues.

d. New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy. The branch board of directors may set a reduction in branch dues.

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- e. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

## **ARTICLE V. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations**

- a. There shall be a nominating committee of five (5) members, approximately half of whom will be elected by the membership at the annual meeting each year. The committee members shall select the chair.
- b. The term of service on the nominating committee shall be for a two (2) year term. No individual shall serve more than two (2) consecutive terms as a member of the committee. Term of office shall begin on July 1.
- c. The names of the nominees for elected office shall be published and mailed, emailed or faxed to every member at least fourteen (14) days prior to the branch annual meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

### *Section 2. 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 present and eligible to vote.

## **ARTICLE VI. OFFICERS**

### **Section 1. Officers**

- a. The elected officers for the branch shall be president, vice president for program, vice president for membership, secretary and treasurer. The following officers shall be elected in even years: president and vice president for program. The following officers shall be elected in odd years: vice president for membership, secretary and treasurer.
- b. There shall be at least five (5) appointed officers. They shall be appointed by the president with the consent of the board of directors.
- c. Officers shall serve for a term of two (2) year(s) or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two (2) consecutive terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the board with the exception of a vacancy in the office of president, which shall be filled by the vice president for program and the office of vice president of program shall be vacant. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.
- f. Each office may be filled by an officer or co-officers.

### **Section 2. Duties**

- a. Officers shall perform the duties prescribed by these bylaws, by the standing rules adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*.
- 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 and the state.
- c. The vice president(s) shall perform such duties as the president and the board shall direct and as specified in branch standing rules.
- d. The secretary shall record and keep minutes of all board, executive committee, membership, annual, and special meetings; and, official branch documents as assigned by the president.
- e. The treasurer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines. The treasurer and vice president for membership shall consult on the procedures for collecting, depositing and reporting membership dues.
- f. All officers and chairs shall provide reports of their actions during the year to the president.

## **ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected officers and the appointed officers as defined in Article VI. Section 1.b.

**Section 2. Administrative Responsibilities.** The board shall have the power to administer affairs of the branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article X, Financial Administration, Section 2.

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**Section 3. Meetings.** Meetings of the board shall be held at least four (4) times a year at a time and place agreed upon by the board.

**Section 4. Special Meetings.** Special meetings may be called by the president or shall be called upon written request of four (4) members of the board provided that at least five (5) days notice of such meeting and its agenda has been mailed, emailed or faxed to the members of the board.

**Section 5. Quorum.** The quorum for a meeting of the board shall be a majority of the voting board members present and eligible to vote. Co-officers shall be considered as one voting member of the board.

**Section 6. Voting Between Meetings.** Between meetings of the board of directors, a written or email vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. The board shall establish written procedures for such meetings. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

**Section 7. Removal From Office.** A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

#### **ARTICLE VIII. EXECUTIVE COMMITTEE**

**Section 1. Composition.** The executive committee shall consist of the elected officers and two (2) of the appointed officers as designated by the president with the consent of the board.

**Section 2. Duties.** The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

**Section 3. Meetings.** Meetings of the executive committee shall be held on the call of the president or by written request of three (3) of its members. Notice of time, place, and agenda of meeting shall be mailed, emailed, or faxed to each executive committee member.

**Section 4. Quorum.** The quorum of the executive committee shall be a majority of the committee members present and eligible to vote. Co-officers shall be considered as one voting member of the executive committee.

**Section 5. Voting Between Meetings.** A written, conference call or email vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have an opportunity to vote on the question submitted. The board shall establish written procedures for such meetings. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

#### **ARTICLE IX. COMMITTEES**

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

**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 X. 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 board shall set and maintain standing rules 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 board shall adopt an annual budget for presentation to the branch.

#### **ARTICLE XI. MEETINGS**

**Section 1. Annual Meeting.** The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the last quarter of the fiscal year.

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**Section 2. Membership Meetings.** The branch shall hold at least six (6) meetings, including the annual meeting, during the fiscal year. The board of directors shall determine the time and place for these meetings.

**Section 3. Special Meetings.** Special meetings may be called by the president or shall be called by the president at the written request of five (5) members of the board of directors or ten (10) percent of the branch membership provided that at least five (5) days notice of such meeting and its agenda has been mailed, emailed, or faxed to each member.

**Section 4. Meetings Notice.** Notice of the annual and membership meetings shall be mailed, emailed, or faxed to each member of the branch at least fourteen (14) days prior to the meetings.

**Section 5. Quorum.** The quorum shall be twenty (20) percent of the branch membership.

## **ARTICLE XII. PROPERTY**

**Section 1. Title.** The title for all funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severance right to all or any part of such property. The branch shall have complete control over the acquisition, administration and disposition of its property without the consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

**Section 2. Dissolution of Branch.** In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

## **ARTICLE XIII. LOSS OF RECOGNITION**

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

## **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

The rules contained in the 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 or those of the state.

## **ARTICLE XV. INDEMNIFICATION**

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, 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 board 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 board or committee is entitled.

## **ARTICLE XVI. AMENDMENTS TO THE BYLAWS**

**Section 1. AAUW Mandated Amendments.** Amendments required by AAUW to bring branch 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.

## **ARTICLE XVI. AMENDMENTS TO THE BYLAWS continued**

**Section 2. Prior Approval.** All other proposed amendments to the branch 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 Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least fourteen (14) days prior to the meeting.

Date Last Amended: \_\_\_\_\_