

AMERICAN ASSOCIATION OF UNIVERSITY WOMEN

Bylaws of the AAUW Little Rock AR, Inc. Affiliate

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this affiliate shall be American Association of University Women Little Rock AR, Inc., herein after known as the "Affiliate."

Section 2. Affiliate. AAUW Little Rock AR, Inc., 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 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 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 education 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.

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.

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(3) or 501 (c)(4) organization 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 the AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS OT 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. The Board of Directors shall appoint a chair and an alternate chair for the ensuing Nominating Committee. The Board shall also appoint two additional members and one alternate.

- b. Terms. The chair, alternate chair, and committee members shall be appointed by January 1 of even-numbered years and shall serve until June 30 of the odd-numbered years. No member of the Nominating Committee shall serve more than two consecutive terms as a member, a third term being possible as chair. No member shall serve more than two consecutive terms as chair.
- c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, that member must resign immediately from the committee, and the position of the committee shall be filled by the appointed alternate. If the alternate has already become a member of the committee, the Board of Directors shall fill the vacancy.

Section 2. Nominations.

No later than eight months, the chair of the Nominating Committee shall notify the branch membership of the officer and director positions to be elected and request nominations. The Nominating Committee shall be empowered to seek and propose qualified candidates. The Nominating Committee shall submit to the membership the names of one or more nominees for each elected position to be filled one month prior to election. The names of these nominees with their credentials shall be published for the entire membership 30 days prior to the election.

Section 3. Elections. Elections shall be held in which all members may vote in person, electronically, or by mail. A majority of the votes cast shall be necessary for election.

Section 4. Rotation of Officers.

The president, vice president for program, and the finance officer shall be elected in even numbered years.

The vice president for membership and secretary shall be elected in odd numbered years.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Officers and Directors

- a. Elected Officers and Directors. The elected officers and directors shall be President, Program Vice-President, Membership Vice-President, Finance Officer and Secretary.
- b. Appointed Officers and Directors. The appointed Officers and Directors shall be AAUW Funds, Public Policy, Bylaws, and Parliamentarian.
- c. Officers and appointed chairs shall serve no more than two consecutive terms in the same office except the Finance Officer.
- d. Each office may be filled by one officer or two co-officers.

Section 2. Duties. Officers or co-officers and directors shall perform the duties described by these Bylaws.

- a. President. The president shall have the usual executive powers of supervision and management as may pertain to the office of president and such other powers and duties as designated by the Board of Directors and the Executive Committee; serve ex officio on all committees except the Nominating and Audit committee and shall be a member of the state board.
- b. Program Vice President. The program vice president shall assume the office of the president in the event of a vacancy in that office; perform the duties of the president in all cases in which the president is unable to serve; assist in all cases as delegated by the president or the Board of Directors; and serve as a member of any committee, except the Nominating and Audit committee and shall be a member of the state board.
- c. Membership Vice President. The membership vice president shall assume the office of the president in the event the president and program vice president cannot serve; assist in all

cases as delegated by the president or the Board of Directors; and serve as a member of any committee, except the Nominating and Audit committee and shall be a member of the state board.

- d. Finance Officer. The finance officer shall perform the duties usually pertaining to that office; serve as the chief financial officer and treasurer of AAUW, chair of the Finance Committee; be the custodian of the title deeds, business papers, and the bonds and other securities belonging to the Corporation; and with the approval of the Board of Directors, make special arrangements with a recognized financial institution or institution regarding investments in securities and their safekeeping.

Section 3. Terms of Office.

- a. Terms of Office. The officers and directors shall serve two terms of two years each or until their successors are elected and take office or until their resignation or removal except for the financial officer.
- b. Beginning of Terms. The term of each officer and director shall begin on July 1. The incoming or continuing president may call a meeting of the incoming Board of Directors or of the Executive Committee prior to July 1.
- c. Removal from Office. An officer or director of the Corporation may be removed for any reason by a two-thirds vote of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

Section 4. Maximum Terms.

- a. All officers and directors shall be eligible for reelection or reappointment to the office or to another office for one additional term.
- b. No member shall serve more than two consecutive terms in any position except the finance officer.
- c. The office of the president may be filled without regard to previous consecutive service and shall be limited to no more than two consecutive terms.
- d. Service in any office for one-half or more of the term shall be considered a full term.
- e. No member shall hold more than one position, elected or appointed, at any given time.

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 shall be filled by the elected vice president.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers, and past presidents shall constitute the Board of Directors of this Corporation.

Section 2. Powers and Duties. In accordance with the Articles and membership action, the Board of Directors shall have the general power to

- a. administer the affairs of AAUW; carry out its policies, oversee financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Articles or these Bylaws;
- b. appoint standing committee members, and such other board and committee members as may be designated.
- c. act for AAUW between meetings of the membership;
- d. oversee and coordinate a unified program focus;

- e. adopt rules to govern its proceedings
- f. establish task forces or special committees as needed;
- g. determine date and location for any official meetings of AAUW;
- h. engage an accountant to audit the books biannually.

Section 3. Delegation of Power.

The Board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings

- a. Regular meetings. Regular meetings of the Board of Directors shall be held at least once a year at the call of the president at such time and place as may be designated.
- b. Special meetings. Special meetings of the Board may be called by the president and shall be called upon the written request of four members of the Board of Directors.

Section 5. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its members. There shall be no proxy voting.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the president, vice presidents, finance officer, and secretary.

Section 2. Powers and Duties. Subject to the limitations contained in applicable law, the Executive Committee shall have the powers and duties prescribed by the Bylaws and such duties as may be delegated to it by the Board of Directors. The Board of Directors shall

- a. act on matters that may properly come before the Board of Directors in the interim between Board meetings and report to the Board its work and actions;
- b. have general supervision over the corporate and legal affairs of AAUW in conformity with the Articles and membership action.

Section 3. Meetings. The Executive Committee shall meet at least once a year at the call of the president and at other times at the call of the president or written request of three members of the Executive Committee.

Section 4. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of its members. There shall be no proxy voting.

ARTICLE XII. COMMITTEES OF AAUW

Section 1. Standing Committees.

- a. There shall be the following standing committees: Advisers of the Action Funds, and Bylaws.
- b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors. Duties of the committees shall be stated by policies and working rules adopted by the Board. The Bylaws Committee shall oversee the Bylaws, policies, and working rules of the Corporation.
- c. Other Standing Committees. There shall be other standing committees as the Board of Directors authorize.
- d. Committee Chairs. The chairs of standing committees shall be non-Board members appointed by the Board of Directors except as designated by these Bylaws.

- e. Committee Members. There shall be a minimum of three members, one of whom is the chair, on each standing committee. The composition of committees shall be determined by the Board of Directors.
- f. Terms. Committee members shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the same committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one or more committees, the third term being possible only if the member becomes chair.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors as necessary. The chairs and members of such committees shall be appointed by the president and approved by the Executive Committee.

Section 3. Qualifications. At least a majority of the members of any committee shall be members of AAUW.

Section 4. Reports. All committees shall provide written reports to the Board of Directors for the annual meeting and such other times as requested.

Section 5. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Administration. The Board of Directors shall have responsibility for

- a. administering finances;
- b. approving all investments and all disbursements of funds;
- c. establishing procedures for disbursements under limited and proper delegation of authority;
- d. including annual reports of the Finance Officer and auditor in the annual report;
- e. accepting or declining funds or other gifts, bequests and devices for the general purposes of AAUW.

Section 2. Fiscal year. The fiscal year shall be July 1 – June 30.

ARTICLE XIV. MEETINGS OF THE MEMBERSHIP

Section 1. Special Meetings. Special Meetings of the membership may be called by a vote of the Board of Directors or at the request of five percent of the membership. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of the meeting and the purpose of which the meeting is called, shall be delivered at 30 days before the date of the meeting to all members.

Section 2. Voting

- a. Each AAUW member in good standing at the time of the meeting notice shall be entitled to one vote on any item of business.
- b. Five percent of the members entitled to vote shall constitute a quorum.
- c. Ballots equal in number to at least five percent of the votes entitled to be cast by members present at a meeting must be cast for a vote to be counted. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a two-thirds vote of the membership present shall be required to adopt amendments to these bylaws.
- d. The vote shall be conducted under the supervision of the secretary of the Board of Directors. The system and policies to be used for the conduct of the vote, including methods by which every member's input is sought prior to the submission of the proposal for final adoption, shall be adopted by two-thirds vote of the Board of Directors and shall be made available to the

membership.

ARTICLE XV. INDEMNIFICATION

Every member of the Board of Directors, officer, committee member, executive director, or employee of AAUW shall be indemnified by AAUW against all expenses and liabilities, including counsel fees, reasonable incurred or imposed upon such members of the Board, officer, committee member, executive director, or employee in connection with any threatened, pending, or completed action, suit or proceeding with respect to which she/his may become involved by reason of her/his being or having been a member of the Board, officer, committee member, executive director, or employee of AAUW, 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 AAUW 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 termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that she/he reasonable believed to be in, or not opposed to, to the best interests of AAUW, was negligent, engaged in Misconduct, or, with respect to any criminal proceeding, had reasonable cause to believe that her/his conduct was unlawful.

The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the Board, officer, committee member, executive director, or employee is entitled.

Amended August, 2010
Amended May, 2012
Amended January, 2014
Amended March, 2016
Amended January, 2017
Amended September, 2018