

# BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF NORTH DAKOTA

## ARTICLE I. NAME AND GOVERNANCE

### **Section 1. Name**

The name of this organization shall be AAUW of the state of NORTH DAKOTA, hereinafter known as the "Organization."

### **Section 2. Governance**

The Organization shall comply with the requirement of AAUW and federal, state, and local law. The bylaws of the Organization shall in no way conflict with AAUW bylaws and/or policies.

## ARTICLE II. PURPOSE

The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the organization shall be to further the AAUW mission, program, and policies within the organization and promote, encourage, and coordinate the work of the branches within the organization.

## 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 for 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 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 of 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** is a national member who is also a member of one or more AAUW branches. A branch 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 AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity 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 multi-state organization, branch, or other AAUW-affiliated entity following the procedures set forth in the state or branch bylaws.
- c. **Other Partner Members.** Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW 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 branch, state, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student 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 adopted by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in dues, the proposed amount, and rationale for change at least 60 days prior to the vote.

**(2)** Dues for partner members shall be set by the AAUW 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 set by AAUW policy.

c. **Reciprocity.** A branch member of AAUW who has paid current dues shall be eligible to transfer membership to another branch. Payment of any additional dues shall be waived for a transferring branch member whose current dues have been paid in another branch.

**Section 6. 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.

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

#### **Section 1. Nominating Committee**

a. **Composition and Appointment.** There shall be a nominating committee of three members, appointed by the board no later than the summer board meeting that shall prepare a list of nominees to be presented in the call to the annual state membership meeting.

- b. **Terms.** The term of service on the nominating committee shall be for one (1) year for a maximum of two (2) consecutive terms.
- 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.

### **Section 2. Nominations.**

- a. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the annual meeting.
- b. Write-ins will be allowed. The ballot will have a space for write-in for each open office.

**Section 3. Elections.** Elections shall be held in which all members may vote electronically or by mail. A majority of the votes cast shall be necessary for election. If there are three or more candidates for the position of president or vice-president, a preferential voting system shall be used.

## **ARTICLE VI. OFFICERS AND DIRECTORS**

### **Section 1. Officers and Directors**

- a. The elected officers for the organization shall be President or co-presidents, president-elect, vice president for membership, secretary and finance officer.
- b. The appointed officers shall be AAUW Funds Chair and others at the discretion of the board. They shall be appointed by the president with the consent of the board.

### **Section 2. Duties**

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. The president shall be the official spokesperson and representative for the organization and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The vice president for membership shall perform such duties as the president and the board shall direct and as specified in organization's policies and job descriptions.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- e. The secretary shall record and keep minutes of all board, membership, and special meetings.
- f. All officers and chairs shall submit reports when requested by the president.

### **Section 3. Terms of Office**

- a. 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.
- b. 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.
- c. Each office may be filled by an officer or co-officers.
- d. The following officers shall be elected in even years: president and secretary. The following officers shall be elected in odd years: president-elect, vice president for membership, and finance officer.
- d. An officer 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 shall be eligible for reelection or reappointment to the office or to another office for two additional terms.
- b. No member shall serve more than three consecutive terms in any combination of elected and appointed positions.
- 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 presidency, shall be filled for the unexpired term of the board.
- b. A vacancy in the office of president shall be filled by the elected vice-president of membership or if odd-year, president-elect.
- c. All vacancies in office shall be filled for the expired term by the board with the exception of a vacancy in the office of president, which shall be filled by the President-elect first, then Membership vice president.

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

**Section 1. Composition.** The board shall include elected officers, a representative from each branch and the following appointed officers: AAUW Funds Chair, and others at discretion of the board.

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

**Section 3. Branch Recommendations.** The board shall recommend to AAUW action to be taken in regard to the admittance of new branches or the discontinuance of current branches within the organization.

**Section 4. Meetings.** Meetings of the board shall be held at least one (1) time per year.

**Section 5. Special Meetings.** Special meetings may be called by the president or shall be called upon written request of three (3) members of the board provided that at least 10 days' notice of such meeting and its agenda have been given to the members of the board.

**Section 6. Quorum.** The quorum for a meeting of the board shall be a majority of the members. Co-officers shall be considered as one voting member of the board.

**Section 7. Voting Between Meetings.** Between meetings of the board, a written or electronic 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. 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 8. 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. COMMITTEES**

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

**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 IX. 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 organization 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.

## **ARTICLE X. STATE OR MULTISTATE ORGANIZATIONS**

**Section 1. Structure.** Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

**Section 2. Purpose.** These organizations shall further AAUW purposes, programs, and policies within their respective areas. Bylaws of such organizations shall not be in conflict with the AAUW Bylaws.

**Section 3. Contact.**

All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact.

**Section 4. Recorded Minutes.** Each AAUW-affiliated entity shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed AAUW-affiliated entity meeting and board meeting.

**Section 5. Property and Assets.** In the event of dissolution of an AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the 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. All assets shall be used to promote the mission and activities that fulfill the intent of AAUW donors.

## **ARTICLE XI. BRANCHES**

### **Section 1. Branches**

- a. A branch shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. A branch may be geographically based or virtual, online, not tied to a geographical area.

**Section 2. Organization.** To conform, each branch must include a statement in bylaws or policies or procedures that (a) they will provide AAUW with designated contact for administration and finance, and (b) they will designate a member other than the contact for administration and finance to record the minutes of each branch meeting and branch board meeting.

- a. **Purpose** . Branches shall promote the purposes, program, and policies of AAUW.
- b. **Bylaws**. Branches shall develop bylaws as meet the needs of the branch. However, such bylaws shall not conflict with the AAUW Bylaws.
- c. **Structure**. Branches may create such leadership structures as meet the needs of the branch. Each branch shall also designate a member other than the contacts for administration and finance to record the minutes of each branch and branch board meeting.

### **Section 3. Loss of Recognition of a Branch.**

- a. A branch shall be deemed to have forfeited its right to continue as a branch if the branch has violated the purposes of AAUW or maintained branch bylaws or practices in conflict with the Bylaws or policies of AAUW.
- 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 [name] Branch 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. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of AAUW [name] Branch or the termination of its affiliation with AAUW, all branch assets shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

## **ARTICLE XII. 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, or states may form other affiliations with one another to serve common AAUW purposes. If desired, they may seek recognition of those AAUW entities following procedures and policies established by the AAUW Board of Directors.

## **ARTICLE XIII. MEETING OF THE MEMBERSHIP**

**Section 1. Annual Meeting.** The organization shall hold an annual meeting to conduct the business of the organization, such as electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports. The exact date, time, and place of the meeting shall be determined by the board.

**Section 2. Special Meetings.** Special meetings may be called by the president or shall be called by the president on the written request of three (3) members of the board or majority of the branches in the organization.

**Section 3. Meetings Notice.** Notice of meetings shall be sent to all members of the organization at least 30 days prior to the meeting.

**Section 4. 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. Members shall be entitled to vote on noticed business items by paper or electronic ballot following procedures designated by the AAUW Board of Directors. Such vote may include election of the Board of Directors and adoption or amendment of the Public Policy Program, resolutions, and amendments to the Bylaws. Members voting by these methods are considered to be present at the meeting.
- c. There shall be no proxy voting.
- d. A majority of the members entitled to vote shall constitute a quorum.
- e. Ballots shall be mailed to all members as of March 1. The affirmative vote of a majority of the votes cast shall be necessary for adoption of noticed business, except that a two-thirds vote shall be required to adopt amendments to these Bylaws.
- f. The vote shall be conducted under the supervision of the President. 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 a two-thirds vote of the Board of Directors and shall be made available to the membership.

**Section 5. Quorum.** The quorum shall be a majority of the members entitled to vote.

**ARTICLE XII. PARLIAMENTARY AUTHORITY**

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

**ARTICLE XIII. INDEMNIFICATION**

Every board or committee member may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or committee 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 organization, 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 organization board approves such settlement and reimbursement as being in the best interest of the organization. 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 XIV. AMENDMENTS TO THE BYLAWS**

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

**Section 2. Member Vote.** Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the annual organization meeting by a two-thirds vote of those voting by electronic or mail ballot, provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.

**ARTICLE XV. PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of North Dakota.

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