

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
Bylaws of North Carolina**

ARTICLE I. NAME

The name of the organization shall be the American Association of University Women of North Carolina (hereinafter referred to as the state).

ARTICLE II. GOVERNMENT

The Charter and Bylaws of the American Association of University Women, hereafter called the Association, shall govern this state in all its practices. The bylaws of this state shall in no way conflict with the Charter and Bylaws of the Association. Every amendment to the Bylaws of the Association shall become effective and binding on this state.

ARTICLE III. PURPOSE

The purpose of the American Association of University Women is to promote equity for women, education and self-development over the life span, and positive societal change. The purpose of the American Association of University Women of North Carolina shall be to further the Association purposes and policies within North Carolina. The American Association of University Women of North Carolina shall organize new branches of the Association within the state, and promote, encourage, and coordinate the work of the branches through the state.

ARTICLE IV. USE OF NAME

Section 1. The policies and program of the Association and the state shall be binding on all members, branches, and states, and no member, branch, or state shall use the name of the Association to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Reference to membership in the Association by an individual shall be interpreted as use of name in application of Section 1.

Section 4. On any national matter on which the Association has no policy, the only action which may be taken by a member, branch, or state in the name of the Association is to use established channels to effect the formulation of a policy.

Section 5. Violation of the use of the Association's name shall result in:

- a. a member's suspension for one (1) year or expulsion from membership; or
- b. loss of recognition of a branch.

ARTICLE V. MEMBERSHIP

Section 1. Branch. All branches of the Association within the state shall be members of this state.

Section 2. Members-at-Large. A member-at-large of the Association residing within the state may become a member-at-large of the state upon payment of state dues. Individuals who meet the criteria for membership as described in the Association Charter and Bylaws, Article IV., Section 3.a (1), (2), and (3), are eligible to be admitted to membership in this state. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to state membership shall result in loss of recognition of a state. The state member shall be entitled to vote, hold office and participate in all state activities and programs and receive the publications distributed to all members.

Section 3. College/University. A college or university within the state which is a college/university member of the Association shall also be a college/university member of the state and shall be entitled to representation to all state meetings.

Section 4. Life Members.

- a. Paid Life Member. Any member of the Association may become a life member of the Association upon a one-time payment of twenty years' dues based on the amount of Association dues the year that member elects to become a life member. Thereafter the life member shall be exempt from payment of Association dues. Paid life members who are members of branches continue to pay annual state and branch dues.
- b. Fifty-Year Honor. Any branch member who has paid Association dues for fifty (50) years shall become a life member and shall thereafter be exempt from payment of Association, state, and branch dues.

Section 5. Student Affiliates. An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and Association meetings and receive the publication distributed to all members of the Association. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the Association Board of Directors. State fees shall be established by the state Board of Directors. Branch fees shall be established by the branch Board of Directors.

ARTICLE VI. FISCAL AFFAIRS

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

Section 2. Dues.

- a. The annual state dues for branch members and members at large shall be fixed by a two-thirds vote of the state convention upon recommendation of the State Board of Directors, provided written notice has been given to all members thirty (30) days prior to the convention. Dues shall include a subscription to the state and Association publications distributed to all members. Such dues are payable to state treasurer on July 1. Dues of new members may be accepted any time.
- b. Reciprocity. All states shall have a reciprocal membership policy. Payment of any additional dues shall be waived for a transferring member whose current dues have been paid to another state.
- c. College/university members shall pay no state dues.
- d. A member-at-large belonging to the state shall pay the current annual state dues which includes an annual subscription to the state publication. Dues are payable on July 1 and shall be considered in arrears unless paid to the state, postmarked no later than July 31.
- e. A branch recognized by the Association between December 1 and June 30 shall pay state dues for each member at half the annual amount.
- f. Dues of new members or former members not renewing for two or more years shall be one-half the annual dues when paid to the state treasurer between January 1 - March 15.

Section 3. Budget. The annual budget for the state shall be prepared by the Finance Committee, approved by state Board of Directors and sent to the membership no later than thirty (30) days before the start of the fiscal year.

Section 4. Audit. The elected officers of the state shall control funds to assure their safekeeping and accounting and are responsible for the safe keeping and accounting of all monies in the state treasury. An annual review of the state treasury will be conducted. The state shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting procedures and principles and federal, state and local laws.

Section 5. Federations of IFUW. A member of one of the national organizations of the Federations of IFUW whose current dues have been paid and who is spending a period of a year or less in the USA, may attend state meetings without a vote.

ARTICLE VII. OFFICERS AND COMMITTEES

Section 1. Elected Officers. The elected officers of this state shall be a President, Program Vice President, Membership Vice President, Secretary, Treasurer and President-elect. Two (2) people may be elected to these positions to serve as a team in these positions.

Section 2. Appointed Officers. The appointed officers of this state shall be a Parliamentarian, chairpersons of all standing and ad hoc committees and such other officers as necessary to conduct the business of the state. Two (2) people may be appointed to these positions to serve as a team in these positions. They shall be appointed by the President with the approval of the Executive Committee.

Section 3. Standing and Ad Hoc Committees.

- a. There shall be Standing and Ad Hoc Committees to formulate programs to carry forward the work of the Association within the state.
- b. The President, with the approval of the Executive Committee, shall determine these committees and appoint their chairpersons.
- c. These committees shall report to the Board.

Section 4. Qualifications for Office. The above mentioned elected and appointed officers shall be members of the Association.

Section 5. Terms of Office. The term of each officer shall begin on July 1; however, the incoming or continuing President may call meetings of the incoming Executive Committee and Board of Directors prior to July 1 for the purpose of approving appointments and making plans for the coming year. Elected officers shall serve for a term of two (2) years or until their successors have been elected or appointed and have assumed office. Appointed officers shall serve for a term of two (2) years. No elected officer shall hold the same office for more than two (2) consecutive terms.

Section 6. Vacancies.

- a. A vacancy in the office of President shall be filled for the unexpired term by the following procedure: The Program Vice President shall assume the office of president upon receipt of a letter of resignation from the President or upon her/his death. The nominating committee shall present a nominee to be elected by the Board of Directors if the Program Vice President does not choose to accept the office.
- b. A vacancy in any office other than President shall be filled for the unexpired term by the Executive Committee.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Duties. Officers shall perform the duties prescribed by these Bylaws, by Robert's Rules of Order Newly Revised, by the Association's job descriptions and those specified in the Policy Statement.

- a. President. The President or official representative, shall officially represent the state in activities of the Association. The President shall be responsible for submitting such reports and forms as required by the Association.
- b. Vice Presidents. The Vice Presidents shall perform such duties as the President and Board shall direct.
- c. Secretary. The Secretary shall record and keep minutes of the meetings of the membership and of the Board and shall perform such other duties as the President and Board shall direct.
- d. Treasurer. The Treasurer shall assume responsibility for the collection of all state dues, collecting, disbursing and accounting for the funds of the state and for meeting specified deadlines.
- e. President-elect. The President-elect shall serve on the Board of Directors for one year before succeeding to the office of President.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. There shall be a nominating committee of five (5) members elected at each state convention according to the state policy statement.
- b. The chairperson of the nominating committee shall be appointed by the President with the approval of the Executive Committee.
- c. Members shall serve for one (1) year.

Section 2. Nominations.

- a. Suggestions from the members and branches for nominations shall be submitted in writing to the chair of the nominating committee at least four months prior to the state convention. The chair shall report to the members of the committee all names received.
- b. The nominating committee shall present a list of nominees to the membership at least one month prior to the state convention.
- c. Nominations may be made from the floor at the time of the election, provided the written consent of the nominee has been obtained.

Section 3. Elections.

- a. The elected officers shall be elected by duly accredited delegates at the state convention.

- b. Election shall be by ballot except when there is only one (1) candidate for an office in which case the election may be by voice vote.
- c. A majority of the votes cast shall be necessary for election.
- d. One half of the elected officers shall be elected one year and the other half the alternate year.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall include the elected and appointed officers, the chairperson of the Nominating Committee, the Immediate Past President for one year after the completion of the term and the branch presidents. The Regional Director shall serve as an ex officio non-voting member.

Section 2. Powers and Duties.

- a. State Administration. In accordance with the bylaws and convention action, the Board of Directors shall have the general power to administer the affairs of the state and to initiate and carry out its programs and policies. It shall act for the state between conventions. The Board shall establish policies and procedures consistent with generally accepted accounting principles and federal, state and local laws to control the financial records of the state and may adopt rules to govern its proceedings.
- b. Branch Supervision.
 - (1) Creation. Upon recommendation of the state President, the state Board of Directors shall have the authority to approve in writing the application of any group of graduates qualified to form a branch within the state, under the AAUW Charter and Bylaws.
 - (2) Forfeiture. The state Board of Directors shall review the findings of any branch which shall appear to have forfeited its right to continue as a branch under the AAUW Charter and Bylaws and recommend action to be taken. If there is no branch contact, the state may initiate the process of discontinuance of the branch.

Section 3. Meetings and Quorum.

- a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least twice a year at the call of the president and at such time and place as she/he shall designate.
- b. Other Special Meetings. Special meetings of the Board shall be called at any time by the President or upon written request of five (5) members of the Board, provided that at least five (5) days notice of such meeting and its agenda shall have been given to the members of the Board.

- c. Quorum. The quorum for a meeting of the Board of Directors shall be twenty percent (20%) of the members.

Section 4. Voting.

- a. Voting Privileges. Each member of the Board of Directors shall have one (1) vote. Positions for elected and appointed officers which are co-chaired by two (2) persons also have one (1) vote. In the event the co-chairpersons cannot agree on a position, they shall abstain from voting.
- b. Proxy Votes.
 - (1) Standing committee chairpersons may appoint a member of their committee to carry the chairperson's vote at state Board meetings.
 - (2) Branch Presidents may appoint a member of AAUW NC to carry the Branch President's vote at state Board meetings.
- c. Interim Voting.
 - (1) In the interim between meetings of the state Board, a vote may be taken at the request of the President on any question submitted electronically, by email, by conference call or in writing. Voting shall close fourteen (14) days after the question has been submitted. If a majority shall vote on a question sent to members of the Board, the vote shall be counted and shall have the same effect as if cast at a meeting of the Board. The members of the Board shall be notified electronically, by email, by conference call or in writing of the result.
 - (2) Any member of the Board may request the Secretary to provide a written record of all votes which are cast electronically, by email or through a conference call.

Section 5. Removal of Officers.

- a. Board members are expected to miss no more than one consecutive board meeting.
- b. For any good cause, the AAUW NC President may excuse an absence of an elected officer, an appointed officer or a Branch President at her/his request.
- c. Any elected or appointed officer who is absent without excuse at two consecutive duly noticed meetings of the Board and, in the case of a committee chairperson who fails to send a representative of the committee to attend two consecutive duly noticed meetings of the Board, shall be automatically removed from the Board.
- d. If a branch has had no representation at two consecutive Board meetings, that branch will not be counted in determining the quorum for a board meeting until the next meeting when a representative from that branch is in attendance.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall be composed of the elected officers of the state.

Section 2. Powers and Duties. The Executive Committee shall act for the Board of Directors in the interim between meetings of the Board except to assume such duties as are specifically delegated to the Board by these bylaws.

Section 3. Meetings and Quorum.

- a. Meetings. The Executive Committee shall meet at the call of the president or at the written request of three (3) members of the Executive Committee, provided that at least five (5) days notice of such meeting and its agenda shall have been given to the members of the Executive Committee.
- b. Quorum. A quorum shall be a majority of the members of the Executive Committee.

Section 4. Interim Voting.

- a. In the interim between meetings of the Executive Board, a vote may be taken at the request of the President on any question submitted electronically/by email, by conference call or in writing. Voting shall close fourteen (14) days after the question has been submitted. If a majority shall vote on a question sent to members of the Executive Board, the vote shall be counted and shall have the same effect as if cast at a meeting of the Executive Board. The members of the Executive Board shall be notified electronically/by email, by conference call or in writing of the result.
- b. Any member of the Executive Board may request the Secretary to provide a written record of all votes which are cast electronically/by email or through a conference call.

ARTICLE XII. MEETINGS OF THE STATE

Section 1. Time, Place, and Notification.

- a. The state shall hold at least one (1) meeting each year to be known as the state convention to conduct the business of the state, including election of officers and receiving of reports.
- b. The date, time and place shall be determined by the Executive Committee.
- c. Special meetings may be called by the president, or shall be called by the President on the written request of twenty percent (20 %) of the Board of Directors.
- d. Notice of meetings shall be sent to all branches, members of the state

Board of Directors, the Director from the region, the Educational Center, college/university members, and state members-at-large at least thirty (30) days prior to the meeting.

- e. All state meetings, including meetings of the Board of Directors, shall be open and may be attended by any member of the state.
- f. If circumstances prevent the holding of a state meeting, the elected officers of the Board of Directors shall provide for the conduct of necessary business.

Section 2. Representation.

a. Voting Body. The voting body of any meeting of the state shall be composed of:

(1) State Representatives, including the following:

- (a) elected and appointed officers, including the chairpersons of all committees.
- (b) Past Presidents of the state so long as they are members of the Association.
- (c) members of committees of the state, as long as they are members of the Association.

(2) Branch Presidents

- (a) Each branch president shall have one vote at state convention.
- (b) The branch president may delegate her/his vote to any member of her/his branch in attendance at the convention, provided that no delegate from that branch has more than one (1) vote at convention.

(3) Other Delegates

- (a) one (1) delegate for each twenty five (25) members of each branch or major fraction thereof. Each branch shall be entitled to at least one (1) delegate.
- (b) one (1) delegate appointed by the President for every one hundred (100) members-at-large of the Association who reside in North Carolina. These delegates must be members of state.
- (c) one (1) delegate for each college/university member of the state.
- (d) members of committees and Boards of the Association and other corporations whose boards are elected by Association members. These delegates must be members of the state.

b. Voting. A member of the voting body shall cast no more than one (1) vote.

- c. Quorum. If a majority of the branches are represented by their President or at least one (1) other branch delegate, the meeting shall have a quorum.

ARTICLE XIII. DELEGATES TO ASSOCIATION CONVENTION

The state shall be entitled to a maximum of seventeen (17) delegates who shall be members of the state. When possible, these delegates should be outgoing, continuing, or incoming members of the state Board of Directors. Delegates shall be certified by the President. In ballot elections, the chair of the state delegation may cast her/his one (1) vote and also the remaining unrepresented votes to which the state is entitled.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

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

ARTICLE XV. INDEMNIFICATION

Section 1. A person serving as a director, trustee, or officer of a non-profit corporation shall be immune individually from civil liability for monetary damages, except to the extent covered by insurance, for any act or failure to act arising out of this service, except where the person:

- a. is compensated for his services beyond reimbursement for expenses,
- b. was not acting within the scope of his official duties,
- c. was not acting in good faith,
- d. committed gross negligence or willful or wanton misconduct that resulted in the damage or injury,
- e. derived an improper personal financial benefit from the transaction,
- f. incurred the liability from the operation of a motor vehicle, or
- g. is defendant in an action brought under G.S. 55A-28.1 or G.S. 55A-28.2, General Statutes of the State of North Carolina.

Section 2. The immunity in section 1 is personal to the directors, trustees and officers, and does not immunize the corporation for liability for the acts or omissions of the directors, trustees, or officials.

ARTICLE XVI. PROPERTY

Section 1. The title for all property, funds and assets of the state, whether incorporated or not, shall at all times be vested in the state for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. The state shall have complete control over the

acquisition, administration and disposition of its property without consent of the Association, except that such property shall not be used for any purpose contrary to those of the Association.

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

ARTICLE XVII: AMENDMENTS TO THE BYLAWS

The provisions of these bylaws not governed by the AAUW Charter and Bylaws may be amended at any state convention by a two-thirds vote of those present and voting, provided written notice of the proposed amendments shall have been sent to each branch in the state at least thirty (30) days prior to the meeting at which such amendment is to be acted upon.

Any amendment to the bylaws of the state shall become effective and binding upon all branches within the state. Changes required to bring the state bylaws into conformity with the Bylaws of the Association shall be made without the necessity of a vote of the state. Prior to being voted on, proposed changes to the state bylaws shall be sent to the Association Bylaws chair for concurrence.

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