

AMERICAN ASSOCIATION OF UNIVERSITY WOMEN

Bylaws of the Little Rock AR, Inc. Branch

ARTICLE I. NAME

The name of this organization shall be American Association of University Women Little Rock AR Inc. Branch, herein called the Branch.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. AAUW is organized, and shall be operated, exclusively for any or all charitable, educational, scientific, or literary purposes that may qualify it as an organization described in section 501© (3) of the Internal Revenue Code of 1986, as amended (the “Code”), and exempt from federal income tax under section 501 (a) of the Code.

Section 2. Policies and Program. In keeping with this purpose, AAUW shall

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women;
- c. cooperate with other organizations and foundations having mutual interests;
- d. take such other actions as are permitted in the state of Arkansas nonprofit corporation consistent with its purpose, the articles, and these Bylaws.

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. 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 Institutions. The membership of AAUW shall consist of individual 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 of Membership,

a. Individual Member;(1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution, acceptable as a basis for admission by graduate schools at qualified universities of the United States 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 of 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 for membership was based.

(4) Categories of Membership,

(a) A branch member is one who maintains AAUW membership through a branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs.

(b) National-at-large is one who maintains membership in AAUW by paying annual AAUW dues but does not belong to a branch. The member shall be entitled to vote and serve on AAUW committees and the AAUW Board of Directors.

(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 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.

© Privileges. A life member of AAUW who maintains branch membership on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national -at-large privileges only.

b. Partner Member.

(1) 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 a representative who shall be an AAUW member.

(2) Other partner members include educational or other institutions and organizations meeting criteria established by the Board of Directors. Such 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, and AAUW meetings and receive the publication distributed to all members of AAUW. 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 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.

(2) Dues for the partner members shall be set by the 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 established by 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 to 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 Board of Directors.

ARTICLE V. 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.

a. 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.

b. 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.

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

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

ARTICLE VI. OFFICERS

Section 1. Officers

a. Elected Officers. The elected officers shall be President, Program Vice-President, Membership Vice-President, Finance Officer and Secretary.

b. The appointed Chairs shall be Action Funds (LAF/EF), Public Policy, Bylaws, and Parliamentarian.

c. Officers and appointed chairs shall serve no more than two consecutive terms in the same office.

Section 2. Duties. 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 can not 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.

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 VII. 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 the chairs of the 501 © (4) AAUW Action Fund, 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 VIII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the president, vice presidents, financial 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 IX. 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 X. 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 may be a virtual, online branch not tied to a geographic area. The Board of Directors may establish such other types of branches as may be appropriate.

Section 2. Organization.

- 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 these AAUW bylaws.
- c. Structure. Branches may create such leadership structures as meet the needs of the branch. Each branch shall provide AAUW with designated contacts for administration and finance.

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 purpose 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 of a branch is vested in the 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. The branch 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.

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

ARTICLE XI. ADDITIONAL AAUW ENTITIES

The Little Rock Branch 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 Little Rock Branch Board of Directors.

ARTICLE XII. 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 vice president and auditor in the annual report;
- e. accepting or declining funds and other gifts, bequests, and devices for the general purposes of AAUW.

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

Section 3. Dissolution. In the event that either by vote of the membership of this Corporation or by legal action or otherwise, this Corporation is dissolved or liquidated, (a) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provisions shall be made therefore; and (b) all remaining assets, of every nature and description whatsoever, shall be distributed, in accordance with the general laws of the District of Columbia and Pennsylvania, to one or more organizations exempt from federal tax under section 501 (c) (3) of the Code and described in section 170(b)(1) (A) (other than clauses (vii) and (viii) of the Code) or the corresponding provisions of any future United States internal revenue law, each of which has been in existence and so described for a continuous period of at least 60 calendar months immediately preceding the distribution.

ARTICLE XIII. 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 for 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 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 XIV. PARLIAMENTARY AUTHORITY

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

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 there of, 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/h 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.

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

These bylaws may be amended by two-thirds vote of members voting. All proposals for amendments shall be sent to the Governance Committee. Proposed Bylaws amendments shall be sent to the entire membership at least 30 days prior to the applicable meeting. Every amendment to the AAUW Bylaws shall become effective and binding on all AAUW entities.

Amended August, 2010