

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF CHARLESTON, SC

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) of Charleston, SC, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW of Charleston, SC 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 1. Composition. The members of AAUW at present consist of members ("Individual Members") and college/university members ("College/University Members").

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 educational 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.

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 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(c)(3) or 501(c)(4) organizations 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 AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO 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. There shall be three members on the Nominating Committee. The Board of Directors of the Organization shall appoint a chair and two members of the Nominating Committee. The chair and members of the nominating committee shall be members of the Organization in good standing.
- b. Terms. The committee chair and members shall be appointed at least three months before the annual meeting and will serve for a one-year term.
- 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, another member will be selected by the Board of Directors.

Section 2. Nominations

- a. The Nominating Committee will prepare a slate of nominees for open positions.
- b. The names of the nominees shall be sent to every member at least 10 days prior to the annual meeting.
- c. Nominations may be made from the floor at the annual meeting with consent of the nominee.

Section 3. Elections

- a. Elections shall be held in which members in attendance may vote in person at the annual meeting at which a quorum of 10% of the branch membership is present. This quorum shall be based on 10% of all branch members in good standing 14 days prior to the annual meeting.

- b. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Elections shall be by majority vote of those present and voting.
- c. Electronic voting may be used for elections, provided the number of members voting meets the quorum as set forth in Article V, Section 3, a.

Article IX. OFFICERS AND DIRECTORS

Section 1. Officers and Directors

- a. Elected Officers and Directors. The elected officers and directors shall be the president (official representative, or co-presidents), and secretary shall be elected in even numbered years. The vice-president for membership and treasurer (contact for finance) shall be elected in odd numbered years.
- b. Appointed Officers and Directors. The appointed officers and directors shall be directors for AAUW funds, public policy, program, scholarship, and fund raising.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW. The board shall have the general power to administer the affairs of the Organization, including but not limited to establishing policies and procedures to control financial records. The board shall accept responsibility delegated by AAUW national and state.

Section 3.

- a. Terms of Office. Officers and Directors shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1. No member shall be eligible to serve more than three consecutive terms in the same office. No member shall hold more than one board position, elected or appointed, at any given time.
- b. Beginning of Terms. The term of each officer and director shall begin on July 1. The incoming or continuing or continuing administrative officer may call and hold a meeting of the incoming Board of Directors and/or Executive Committee prior to July 1, so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1.
- c. Removal from Office. An officer or director of the Organization may be removed for any reason or no reason by a two-thirds vote of the Board at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

Section 4. Vacancies

- a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board of Directors.

b. A vacancy in the office of the administrative officer shall be filled by the vice-president. Or if there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Organization. This Organization must have five directors and a minimum of two separate officers, one responsible for the management of the Organization and one responsible for financial affairs. In addition, the Organization shall designate a member, other than the contacts for administration and finance, to record and make available upon request the minutes of each branch or affiliated entity meeting and board meeting. An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to:

- a. provide oversight to ensure the proper administration of the affairs of the Organization; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;
- b. appoint standing committee members and such other board and committee members as may be designated;
- c. act for the Organization between meetings of the membership;
- d. adopt rules to govern its proceedings;
- e. establish task forces or special committees as needed; and
- f. determine date and location for any official meetings of the Organization.

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 Meeting.** Regular meetings of the Board of Directors shall be held at least once a year at the call of the administrative officer at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board. If there is a co-president structure, each co-president shares one vote.

b. Special Meetings. Special meetings of the board may be called by the administrative officer or shall be called upon the written request of a majority of the Board of Directors.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the administrative officer on any question submitted to the board members in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all board members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at a board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of voting members of the executive committee.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of co-presidents or president, policy chair, and treasurer.

Section 2. Powers and Duties. Subject to the limitations of state 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 Executive Committee shall 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.

Section 3. Meetings. The Executive Committee shall meet at least once per year at the call of the administrative officer and at other times at the call of the administrative officer, or at the written request of three members of the Executive Committee. The Executive Committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Executive Committee will take effect if passed by the majority of its members.

Section 4. Voting between Meetings. Between meetings of the Executive Committee, a vote may be taken at the request of the administrative officer on any question submitted to the committee in writing, provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all Executive Committee members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at an Executive Committee meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of the voting members.

ARTICLE XII. COMMITTEES

Section 1. Standing Committees

- a. There shall be the following standing committees: program, membership, public policy, AAUW funds, and scholarship.
- b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors. Duties of the committees shall be stated in policies and/or working rules adopted by the board.
- c. Committees may be appointed by the president with the consent of the board.

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 administrative officer and approved by the board, or as appropriate, by the Executive Committee.

Section 3. Reports. All committees shall provide written reports to the Organization's Board of Directors for the annual meeting and such other times as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall include two-thirds of committee members.

ARTICLE XIII. 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. Contact. All AAUW-affiliated entities shall provide AAUW with a designated contact for and administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches or comparable AAUW-affiliated entities 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 or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

ARTICLE XIV. BRANCHES

Section 1. Branches and Comparable AAUW-Affiliated Entities

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual online branches not tied to a geographic area.

Section 2. Organization

- a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW’
- b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW bylaws or with controlling state law.
- c. Structure. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer, if that is consistent with the entity’s structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record minutes of each notice meeting and board meeting.

Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity

- a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- b. The branch shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title of all property, funds, and assets of a branch or comparable AAUW-affiliated entity 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 shall not be used for any purpose contrary to AAUW.

Section 5. Dissolution. In the event of the dissolution of the branch or termination of its affiliation with AAUW, all assets of the branch 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.

ARTICLE XV. 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, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one

another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

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