

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
WINSTON-SALEM, NORTH CAROLINA BRANCH
(2004 --)**

ARTICLE I. NAME

The name of this organization shall be the American Association of University Women, Winston-Salem, North Carolina Branch, hereinafter called the branch.

ARTICLE II. GOVERNMENT

The Charter and Bylaws of the American Association of University Women, hereinafter called the Association, shall govern this branch in all its practices. The bylaws of this branch 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 branch.

ARTICLE III. PURPOSE

The purpose of this branch shall be to unite graduates of regionally accredited educational institutions in order to promote equity, education, intellectual growth, individual worth, and development of opportunities for women and girls.

The branch shall:

- a. contribute to the growth and advancement of the Association, the AAUW Educational Foundation, and the AAUW Legal Advocacy Fund;
- b. participate in development and promotion of AAUW policies and program through study, action and public policy advocacy in areas related to its purpose, including community, cultural interests, education, and international relations;
- c. support branch needs and promote positive societal change in the community;
- d. cooperate in AAUW state and regional work.

ARTICLE IV. USE OF NAME

Section 1. The policies and program of the Association and the state shall be binding on all members and branches, and no member or branch 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 or branch in the name of the Association is to use the 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 year or expulsion from membership, or

b. a loss of recognition of a branch.

ARTICLE V. MEMBERSHIP

Section 1. Individuals eligible to be admitted to membership are those holding a baccalaureate or higher degree from a regionally accredited educational institution, a degree from a foreign institution recognized by the International Federation of University Women (IFUW), or a foreign degree acceptable as a basis for admission by graduate schools at regionally accredited universities of the U.S.A. and who have paid dues (Association + state + branch dues) on or before July 1 annually. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch. The branch member shall be entitled to vote, hold office and participate in all branch activities and programs and receive the publications distributed to all members.

Section 2. Paid life members of the Association, as defined in Association Charter and Bylaws, Article IV, Section 3a.(5)(a), who are branch members are required to pay annual state and branch dues.

Section 3. Any branch member who has paid Association dues for fifty (50) years shall become a Fifty Year Honor Life Member, and shall thereafter be exempt from payment of Association dues.

Section 4. An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation with the branch upon payment of fees established by the Association, state and branch boards of directors. Student affiliates may attend branch, state and Association meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 5. A member whose dues remain unpaid after July 31 shall be dropped from membership.

ARTICLE VI. FINANCIAL ADMINISTRATION AND PRACTICES

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

Section 2. Each member shall pay branch dues established at the annual meeting by a two-thirds vote of those present and voting provided written notice has been given to all the members thirty days prior to the meeting.

Section 3. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

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

Section 6. Dues of new members may be paid at any time. The Association portion of dues paid by new members between January 1 and March 15 shall be one half the annual Association dues. The branch board of directors may set a reduction for branch fees.

Section 7. The annual budget shall be adopted by the board of directors for presentation at the annual meeting.

Section 8. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. A paid audit is not required unless deemed necessary by the state board of directors.

ARTICLE VII. OFFICERS

Section 1. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, Educational Foundation, Legal Advocacy Foundation, and communications.

Section 2. The elected officers shall be a president, vice presidents for membership and program, secretary, and treasurer.

Section 3. There shall be appointed officers for Educational Foundation, Legal Advocacy Foundation, public policy, communications, and such other officers as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the branch president with approval by the branch board of directors.

Section 4. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

Section 5. No member shall be eligible to serve more than two (2)

consecutive terms in the same office.

Section 6. The incoming president may call a meeting of the incoming officers prior to July 1.

Section 7. A vacancy in office, except the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the vice presidents in the order listed.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of Robert's Rules of Order, Newly Revised.

Section 2. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by the Association and state.

Section 3. The vice presidents shall perform such duties as the president and board shall direct.

Section 4. The secretary shall record and keep minutes of all business meetings.

Section 5. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to the Association and state by the specified deadline. The treasurer shall send moneys to the Educational Foundation and the Legal Advocacy Fund by the specified deadlines and shall keep separate ledgers for each type of account.

ARTICLE IX. NOMINATIONS

A nominating committee of three (3) members shall be elected by the board of directors and/or branch members at least three (3) months prior to the annual meeting. The report of the nominating committee shall be presented to members at least two (2) weeks before the election. Nominations may be made from the floor at the time of election, provided consent of the nominee has been obtained.

ARTICLE X. ELECTIONS

Section 1. The names of the nominees shall be published and sent to every member at least ten (10) days before the annual meeting.

Section 2. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote shall be taken.

Election shall be by a majority vote of those present and voting.

ARTICLE XI. ROTATION OF OFFICERS

Section 1. The president, secretary, and vice president for membership shall be elected in even numbered years.

Section 2. The treasurer and vice president for programs shall be elected in odd numbered years.

ARTICLE XII. BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and the following appointed officers of the branch: Immediate Past President; Educational Foundation; Legal Advocacy Fund; Bulletin & Circulation; Public Policy; Publicity.

Section 2. The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by the Association and state.

Section 3. Meetings of the board shall be held at least three (3) times per year. Special meetings may be called by the president and shall be called upon written request of four (4) members of the board.

Section 4. The quorum of the board shall be a majority of its members.

ARTICLE XIII. MEETINGS

Section 1. There shall be at least six (6) general membership meetings each year.

Section 2. A general membership meeting held between February 1 and May 1 shall be designated the Annual Meeting; the exact date, time and place shall be determined by the board.

Section 3. The purpose of the Annual Meeting shall be to conduct business including but not limited to hearing officers' reports, reviewing the budget, electing officers, establishing dues, amending bylaws, and giving directions to the board.

Section 4. The quorum shall be twenty percent (20%) of branch members.

ARTICLE XIV. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, Educational Foundation, Legal Advocacy Foundation, bylaws and communications.

Section 2. Standing committees shall be appointed by the respective chairpersons with the approval of the board.

Section 3. Special committees may be appointed by the president with the consent of the board.

ARTICLE XV. CONVENTIONS

Delegates and alternates to the Association and state conventions, as described in Association and state bylaws, shall be elected by the branch and certified by the president.

ARTICLE XVI. PROPERTY

Section 1. The title for all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch 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 branch 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 purposes contrary to those of the Association.

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

ARTICLE XVII. FORFEITURE OF BRANCH STATUS

Article XIII of the Association's Charter and Bylaws contains the provisions and conditions under which a branch may be discontinued.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

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

ARTICLE XIX. INDEMNIFICATION

Under the laws of the State of North Carolina, certain indemnification applies to officers of the branch while acting on branch business. The relevant sections of NC Statute CH. 55A-8-60, Immunity, are as follows:

(a) A person serving as a director, or officer of a nonprofit 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:

- (1) is compensated for his service beyond reimbursement for expenses,
- (2) was not acting within the scope of his official

- duties,
- (3) was not acting in good faith,
 - (4) committed gross negligence or willful or wanton misconduct that resulted in the damage or injury,
 - (5) derived an improper personal financial benefit from the transaction,
 - (6) incurred the liability from the operation of a motor vehicle, or
 - (7) is defendant in an action brought under G.S. 55A - 8-33.

- (b) The immunity in subdivision (a) is personal to the directors and officers, and does not immunize the corporation for liability for the acts or omissions of the directors or officers.

ARTICLE XX. AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by the Association Charter and Bylaws may be amended by a two-thirds vote of those present and voting at a general membership meeting providing written notice shall have been given to every member at least ten (10) days prior to the meeting.

Section 2. Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

Section 3. Amendments required by the Association to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by their articles of incorporation.

Amended April 22, 2004