

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE STATE OF NEVADA

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name.

The name of this organization shall be the AAUW Nevada, hereafter called the state.

Section 2. Governance.

The bylaws of this organization shall in no way conflict with the AAUW Bylaws.

ARTICLE II. PURPOSE

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

ARTICLE III. USE OF NAME

Section 1. AAUW Policy.

The policies and program of AAUW shall be binding on all members, branches and organizations; and no member, branch or organization 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. 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

Section 3. Violations.

Violation of the Use of Name policy shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership.

- a. All branches of AAUW within the boundaries of the state shall be members of the state.
- b. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV are eligible to be admitted to membership in this organization. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the state. The state member shall be entitled to vote, hold office and participate in all activities and programs and receive the publications distributed to all members.
- c. A member-at-large of AAUW residing within the boundaries of the state may become a member-at-large of the state upon payment of state dues.
- d. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to the AAUW policies and procedures.
- e. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with this organization upon payment of fees established by AAUW and this organization. Student affiliates shall be entitled to attend meetings of AAUW and the state and to receive the publications distributed to all members. Affiliates may not vote or hold office.

Section 2. Dues.

- a. The annual dues for state members and members-at-large shall be determined by a two-thirds vote of the members present at the annual meeting.
- b. Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the state, are required to pay annual state and branch dues.
- c. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and state dues.
- d. A member of one of the national associations or 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 vote.
- e. New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy.

ARTICLE V. STATE COUNCIL

Section 1. Council Members.

- a. The state shall be governed by a Council with a minimum of 5 and a maximum of 9 members.
- b. Council members shall serve for a term of two years. The term of each member shall begin on July 1.
- c. The Council shall fill all expired Council vacancies for the unexpired term.
- d. Council members shall be members of the AAUW and of the state.

Section 2. Duties.

- a. Council members shall perform the duties and responsibilities prescribed by these bylaws, according to the rules of procedure and policy adopted by the Council.
- b. The Council shall designate one Council member as the administrative contact for AAUW for the purpose of receiving all communications related to state activities and AAUW programs. The Council shall designate a different Council member as the financial contact for AAUW for the purpose of receiving membership, dues and donations.
- c. The Council shall ensure that Council members fulfill the functions and duties necessary to run the state, including, but not limited to, keeping adequate business records; submitting reports and forms required by AAUW; collecting, distributing and accounting for dues and other state funds; communicating the public policy agenda and AAUW programs.
- d. The Council 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 annual meetings. The Council 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.
- e. The Council shall recommend to AAUW any action to be taken in regard to new branches, admittance of or discontinuance of the current branches.
- f. The Council may appoint special committees, as needed.

Section 3. Meetings.

- a. Meetings of the Council shall be held at least two times per year.
- b. The Council may call special Council meetings.
- c. The Council shall call a special meeting upon the written request of three Council members or three branches of the state, provided that at least 15 days notice of such meeting and its agenda have been given to the Council.
- d. The quorum for a meeting of the Council shall be half plus one of the total Council membership.
- e. Between meetings of the Council, a vote may be taken at the request of the Council on any question submitted in writing, conference call, or any electronic means to all members of the Council. The deadline for responses shall be 15 days after the question has been submitted. A majority of responses shall be required in order for the vote to be counted. When the vote is counted, it shall have the same effect as if cast at a meeting of the Council. The Council shall immediately be notified of the result and the Council shall record the result in the minutes of the next Council meeting.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee of three members appointed by the Council. One committee member shall be elected by the committee members to serve as the chair of the committee.
- b. Members shall serve for two years for a maximum of four years consecutively.
- c. The nominating committee shall notify all branches of the existing vacancies no later than November 1.
- d. Nominations from members for elected Council positions shall be submitted to the nominating committee in writing at least 45 days prior to the annual meeting.

Section 2. Elections.

- a. The names of the nominees for elected Council positions shall be published and sent to every member at least 30 prior to the annual meeting.
- b. Nominations shall be held at the annual meeting.
- c. All elections shall be held at the annual meeting.

- d. Elections shall be by secret ballot if there are more nominees than open Council positions. Otherwise, elections shall be by voice vote. Election shall be by a majority vote of those present and voting.

ARTICLE VIII. MEETINGS OF THE STATE

Section 1.

The state shall hold a meeting every year, to be known as the annual meeting, to conduct the business of the state, including, but not limited to, electing the Council, establishing dues, reviewing the budget, amending bylaws, and receiving reports.

Section 2.

The Council shall determine the exact date, time and place of the annual meeting.

Section 3.

The Council may call special meetings and shall call such meetings on the written request of three Council members or three branches in the state.

Section 4.

Notice of meetings shall be sent to all members at least 30 days prior to the meeting.

Section 5.

The voting body shall include all members present who are registered as attending.

Section 6.

A quorum shall be a majority of the voting body.

Section 7.

If circumstances prevent the holding of a state meeting, the Council shall provide for the conduct of necessary business.

ARTICLE IX. PROPERTY

Section 1.

The title for all property, funds and assets of the state, whether incorporated or no, 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 AAUW, except that such property shall not be used for any purposes contrary to those of the AAUW.

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 X. 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 XI. INDEMNIFICATION

Every member of the Council may be indemnified by the state against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Council in connection with any threatened, pending or completed action, suit or proceeding to which the Council member may become involved by reason of being or having been a member of the state, 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 Council approves such settlement and reimbursement as being in the best interest of the state. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Council is entitled.

ARTICLE XII. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments.

Amendments required by AAUW to bring the state 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. Prior Approval.

All other proposed amendments to the state bylaws shall be sent to the AAUW Governance Committee chair for approval before being voted upon.

Section 3. Member Vote.

Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the annual meeting by a two-thirds vote of those present and voting, or by electronic or mail ballot, provided written notice is sent to the members at least 30 days prior to the meeting.

Amended April 2010