

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF NEVADA

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Nevada 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

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(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.

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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. [SEP]

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance. [SEP]

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

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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. STATE COUNCIL

Section 1. Council Members.

The state shall be governed by a Council with a minimum of 5 and a maximum of 9 members who are all elected by the membership to perform the duties required by AAUW. Council members are not elected to specific positions (see Section 2. Responsibilities). In addition, immediate past administrator(s) will serve as advisor(s) to the Council.

- a. Council members shall serve for a term of two years.
- b. . The term of each member shall begin on July 1.
- c. The Council shall appoint a replacement for any Council position that is vacated before the end of the designated term.
- d. Council members shall be members of AAUW and of the state.
- e. A member of the Council may be removed for cause by a two-thirds vote of the council.

Section 2. Responsibilities.

- a. Council members shall perform the responsibilities prescribed by AAUW and by these bylaws, according to the rules of procedures and policies adopted by the Council.
- b. The Council shall designate one Council member for each of the following positions to run the state organization:

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- Administrator/president.
 - Financial officer
 - Secretary
- c. The Council shall designate elected Council members to fulfill the functions and duties necessary to run the state organization: for example, chairs for program, membership, public policy, communications, international affairs, college & university relations.
- 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 biennial 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 discontinuation of the current branches.
- f. The Council may appoint special committees, as needed.

Section 3. Council Meetings.

- a. Meetings of the Council shall be held at least two times per year.
- b. 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.
- c. The quorum for a meeting of the Council shall be half plus one of the total Council membership.
- d. 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. 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 IX. 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.

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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 90 days prior to the election.

d. Nominations from members for Council membership shall be submitted to the nominating committee in writing at least 45 days prior to the election

Section 2. Elections.

a. The names of the nominees for Council membership shall be published and sent to every member at least 30 days prior to the election.

b. Election shall be by a majority vote of those voting.

ARTICLE X. DUES

The annual dues shall be established by a two-thirds vote of the Council. Members shall be notified at least 60 days prior to the Council vote of any plan to change the dues.

ARTICLE XI. MEETINGS OF THE STATE

Section 1.

a. State Convention (Biennial Meeting)

- i. The state shall hold a convention to provide programs and conduct the business of the state.
- ii. The Council shall determine the exact date, time and place of the convention.

Section 2. 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 3. Notice of meetings shall be sent to all members at least 30 days prior to the meeting.

Section 4. The voting body shall include all members present.

Section 5. A quorum shall be a majority of the voting body.

Section 6. If circumstances prevent the holding of a state meeting, the Council shall provide for the conduct of necessary business.

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Section 7. All meeting facilities must be ADA compliant.

ARTICLE XII. STATE AMENDMENTS TO THE BYLAWS

Section 1. Substantive changes to these bylaws not governed by the AAUW Bylaws must be approved by a membership vote (see Article XIII).

Section 2. Corrections and cosmetic changes do not require membership approval.

ARTICLE XIII. VOTING

Section 1. Items requiring membership approval (including, but not limited to bylaws) must be sent in writing to members at least 60 days prior to the decision date.

Section 2. Approval requires that a majority of members voting are in favor of the proposal.

Section 3. Voting may be done at the state convention, by mail ballot or electronically.

ARTICLE XIV. 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.