

# BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF ATLANTIC COUNTY BRANCH

## ARTICLE I. NAME AND GOVERNANCE

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) **Atlantic County Branch** hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW **Atlantic County Branch** is an Affiliate of AAUW as defined in Article V.

**Section 3.** Legal Compliance. The Affiliate complies with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate in no way conflicts 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

Version January 13, 2021 – Branch Approved. Diversity Statement moved from Article II 3 to Article X 1 b (5) January 29, 2021.

**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: National.**

a. 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 Atlantic County Branch is an organization affiliated with AAUW for the purpose of supporting AAUW's mission through Affiliate programs,

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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. FINANCIAL ADMINISTRATION**

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**Section 1.** Fiscal Year. The fiscal year shall correspond with that of the Association.

**Section 2.** Finances. The Board shall have responsibility to oversee the administration of all financial matters, approve an annual budget, and operate in accordance with that budget.

a. The Finance Officer shall provide for such financial accounting and control of its funds as are necessary for their safekeeping and complete accounting. To that end, the Branch shall create and maintain financial reports in a timely manner that accurately reflect the financial activity of the Branch.

b. The Treasurer shall be responsible for collecting annual dues and forwarding them to the Association and to the state at the time specified by the Association. The treasurer shall submit to the Association all applications with dues made to the Branch, and shall promptly notify the Membership Vice President of each said payment. The Treasurer shall also be responsible for deposits to and expenditures from Branch accounts.

## **ARTICLE IX – OFFICERS and DUTIES**

**Section 1.** Officers.

a. Elected Officers. These are voting members of the Board. There shall be five (5) officers: President, Program Vice President, Membership Vice President, Finance Officer, and Board Secretary. Only members of the Branch shall serve as these officers. The officers are elected by the full membership at the Annual Meeting.

b. Appointed Officers. These are voting members of the Board. The appointed officers of the Branch, numbering a minimum of five (5) and a maximum of ten (10) shall be the Treasurer, Fundraiser Chair, Community Partnerships, STEM Coordinator, Scholarship, Public Policy, Public Information, Diversity Officer, and other officers as shall be deemed necessary to carry on the work of the Branch. These officers shall be nominated by either the Nominating Committee or by any member of the Board itself, then appointed by the Board and affirmed by vote of the membership at the annual meeting.

c. Appointed Administrative Officers. The Forum Editor and Event Coordinator are voting Board Positions. As primarily administrative rather than policy positions they require unique expertise and knowledge. Therefore, they are exempt from the two-consecutive-terms limitation set forth below in Section 5. Term Limits. Administrative Officers shall be appointed for an initial period of two years, renewable without limitation upon agreement between the Officer and the Board. However, as with all Board positions, these terms may be severed at any time with or without stated cause as set forth below in Section 5. f.

- d. Contact. The Branch shall provide AAUW with designated contacts for administration and finance.

**Section 2. Duties.** In addition to the duties set forth below, all Elected Officers shall perform the duties prescribed by these bylaws and Robert's Rules of Order, Newly Revised.

- a. President. The president, or official representative, shall officially represent the Branch in activities of the Association. The president shall be responsible for submitting such reports and forms as required by the Association and state.

b. Vice Presidents. The vice presidents shall perform such duties as the president and the Board shall direct:

- (1) The Program Vice President shall assume the office of the president in the event of a vacancy in that office; perform all the duties of the president in all cases in which the president is unable to serve; assist in such matters as may be delegated by the president or the Board; and serve as a member of any committee except the Nominating Committee or Audit Committee, whenever designated by the president.
- (2) The Membership Vice President shall assume the office of the president in the event of a vacancy in the office of president and program vice president; perform all the duties of the president in all cases in which the president is unable to serve; assist in such matters as may be delegated by the president or the Board; and serve as a member of any committee except the Nominating Committee or Audit Committee, whenever designated by the president.

- c. Finance Officer.

(1)The Finance Officer shall manage the financial affairs of Branch operations including the selection of the Branch's banking affiliation, reporting revenue and expense, overseeing preparation of an annual budget and serving as Chair of the Finance Committee.

(2)The Finance Officer shall monitor the status of the AAUW of Atlantic County Trust Fund in the Community Foundation of South Jersey. At each Board Meeting she shall report the status of the Fund and any activity since the prior Board Meeting. Annually or more frequently at the request

of the president or any Board member, she shall recommend a distribution from the Fund to the Board for approval.

d. Board Secretary. The Board Secretary shall be responsible for the minutes of all of the Board meetings and all Branch meetings and shall perform such other duties as the president and Board shall direct. All minutes shall be available for inspection upon request of any Branch member.

**Section 3.** Duties of all Appointed Officers and Appointed Administrative Officers shall be determined.

**Section 4.** Vacancies.

a. A vacancy in one of the elected officer positions shall be filled by nomination by the Nominating Committee and approved by the Board until subsequently elected by the membership to complete the term of the vacated position. The President shall assign the duties of the vacated position to any other Branch member until the position is filled.

b. A vacancy in one of the appointed officer positions shall be filled by nomination by the Nominating Committee, or the Board, then appointed by the Board to fill the unexpired term and affirmed by the membership at their next Branch meeting. The President shall assign, subject to affirmation by Branch members, the duties of the vacated position to others on the Board until the position is filled. In the case of the Appointed Administrative officers, they will continue without term as has been done by their predecessors.

c. A vacancy in the office of President shall be filled by the Program Vice President, and if that person is unable or unwilling to do so, the Membership Vice President shall fill the President's position. The vacancy in the office's position taking over the Presidency shall be filled in accordance with Section 3a above.

d. A Board member unable to perform the required duties for a period up to three (3) months, shall not be considered a vacancy, and the President shall assign that position's duties to any other Branch member until the member can resume them.

**Section 5.** Tenure.

a. All elected and appointed officers shall take office the month after their election/affirmation at the annual meeting.

b. All elected and appointed officers shall serve for a term of two years, or until the successors assume office. Any successor, who begins serving later than immediately after

the expiration of the term of the predecessor, shall count the two (2) years as if beginning at the end of the predecessor's term.

c. The intent of these Bylaws is that one-half of all elected and appointed officers are to be elected annually.

d. Term Limits. Officers may be elected to the same office for no more than two consecutive terms plus time completing an unfinished term. At the end of a one year break in service she shall be eligible to seek election to that same office. This clause shall not be interpreted to preclude an officer who has completed two consecutive terms in one position from immediately seeking election to any other office without any break in service to the Branch.

e. Appointed Administrative Officers. None of the above sub-sections concerning Tenure shall be applicable to Appointed Administrative Officers.

f. Removal of Board Members. At any duly held regular or special Board of Directors meeting with a quorum and with two weeks' notice at which removal of a named member(s) is on the agenda, any one or more such named board member(s) may be removed with or without stated cause by a 2/3 majority vote of the members present. And a successor may then be elected or appointed to fill the vacancy thus created. Any member(s) whose removal has been proposed shall be given a fair opportunity to be heard prior to the removal vote.

## **Section 6. Rotation.**

a. The following officers shall be elected/appointed on the odd numbered years: President, Program Vice President, Fundraiser Chair, Diversity Officer, Public Information, Public Policy.

b. The following officers shall be elected/appointed on the even numbered years: The Membership Vice President, Board Secretary, Finance Officer, Treasurer, Scholarship, STEM Coordinator, and Community Partnerships.

**Section 7. Nominations.** A nominating committee of three members shall be appointed by the Board of Directors at least two months prior to the annual election. They shall prepare a slate of nominees to be presented at the Branch meeting one month prior to the election or in the Branch bulletin before the election. Nominations may be made from the floor at the time of the elections, provided written consent of the nominee has been previously obtained.

**Section 8. Elections.** Voting shall be by ballot and a majority of the votes cast shall be necessary for election. When there is but one nominee for an office, the vote may be taken by voice. If there are no nominations from the floor and only one candidate for office, a unanimous



vote may be cast by the Board Secretary. Elections shall be held at the annual meeting of the Branch, which shall be the April meeting.

## **ARTICLE X. THE BOARD and EXECUTIVE COMMITTEE**

### **Section 1. The Board.**

a. Membership. The Board shall be composed of elected officers and appointed officers and others as deemed necessary by the Board.

b. Duties. The Board shall:

- (1) Carry on the business of the branch in conformity with the Bylaws, policies and programs of the Association and the Branch;
- (2) Have the general power to administer the affairs of the Branch between Branch meetings and shall report its actions to the Branch.
- (3) Adopt an annual budget and communicate it in written form to all Branch members.
- (4) Establish special committees as needed.
- (5) Encourage a diverse membership and ensure that there are no barriers to full membership in this organization on the basis of sex, gender, identity, race, creed, age, sexual orientation, national origin, disability, or class.

c. Meetings. Meetings of the Board shall be held at least five (5) times a year. Special meetings may be called by the president, by at least three (3) members of the Board or by written request by at least ten (10) Branch members.

d. Quorum. The quorum of the board shall be a majority of its voting members. Co-officers shall have one vote.

e. Voting. A majority of votes cast is required for passage of any item, unless otherwise designated.

f. Term. The term of office for each board member shall be their term of service in the position to which they were elected or appointed.

### **Section 2. Executive Committee.**

- a. Membership. The executive committee shall be composed of the elected officers of the Branch.
- b. Duties. The executive committee shall:
  - (1) Have emergency power to act for the Board between meetings of the Board;
  - (2) Provide for such audit and control of funds as are necessary to assure their safekeeping and complete accounting; and
  - (3) Perform such other duties as the Board may deem necessary.
- c. Meetings. Meetings of the executive committee shall be held on the call of the president or five members of the executive committee. The incoming or continuing president may call a meeting of the executive committee prior to July 1st for the purpose of approving appointments.
- d. Quorum and Voting. A quorum of the executive committee shall be a majority of its voting members. Co-officers shall be considered as one voting member of the executive committee. A majority of votes cast is required for passage of the item.

## ARTICLE XI. COMMITTEES

### Section 1. Standing Committees.

- a. The Branch shall maintain the following standing committees: public policy/women's issues, membership, program development and finance.
- b. Composition and Function.
  - (1) The Public Policy/Women's Issues Committee shall be responsible for the advancement of diversity, inclusion and belonging in all Branch programs and activities. Said Committee shall promote the Branch's ongoing commitment to and action for social equity and the advancement of all women and girls.
  - (2) The Membership Committee, chaired by the membership vice president, shall be responsible for Branch membership, retention, recruitment and orientation to the purpose and program of the Branch and AAUW.
  - (3) The Program Development Committee, chaired by the program vice president, shall be responsible for planning and presenting the programs for the monthly meetings and for any special event requiring a formal program.

(6) The Finance Committee, chaired by the finance officer, shall be responsible for the maintaining the policies and procedures to control financial records consistent with accounting principles and federal, state, and local laws.

- c. Additional Committees. There shall be additional standing committees as recommended by the Board and approved by the Branch as an amendment to the Bylaws. Their composition and function shall be determined when they are established.

**Section 2.** Special Committees. There shall be such special committees as deemed necessary by the Board. Their responsibilities and composition shall be determined by the Board upon their creation.

**Section 3.** Chairs. The chairs of all committees, except the nominating committee and those provided for by election, shall be appointed by the president with the approval of the executive committee. Chairs shall select the members of their committees in consultation with the president. Chairs shall serve as channels of communication in their respective fields with the state and Association chairs and shall make such reports as they request.

## **Article XII. Branch**

### **Section 1. Meetings**

a. Regular Meetings. At least six meetings per year of the Branch shall be held at a date, time, and location determined by the Board. Notice of the meeting and agenda will be sent at least ten (10) days in advance of the meeting.

b. Special Meetings. Special meetings may be called by the president, the Board, or by written request of ten members. Notice of the date, time, place and business to be brought before the meeting shall be sent by the secretary to the members at least five days in advance. Only such business of which notice has been given shall be transacted.

c. Annual Meeting. The Annual meeting will be held during the month of April shall be known as the annual meeting and shall be for the purpose of electing officers, and receiving written reports of the officers and committees and for such other business as may properly arise. Notice of time and place of the meeting shall be sent to all members at least ten (10) days in advance of the meeting.

d. Electronic attendance and voting. Shall be permitted for all of the above noted meetings.

**Section 2. Quorum.** Fifteen percent (15%) of the members of the Branch shall constitute a quorum.

**Section 3. Voting.**

a. Each Branch member, who is a member as of the day of the voting meeting, shall have one (1) vote.

b. Branch members shall be entitled to vote on noticed business items following procedures designated by the Board. Such votes may include election of the Board, adoption or amendment of the Public Policy priorities, resolutions, and amendments to these Bylaws. Individual members voting electronically are considered to be present at the meeting.

c. There shall be no proxy voting.

d. Ballots equal in number to at least 15% of the votes entitled to be cast 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.

e. Voting at Branch meetings shall be conducted under the supervision of the Board President in accordance with the system of voting adopted by two-thirds vote of the Board. That system shall include methods by which individual member's input is sought prior to the submission of any proposal for final adoption.

**ARTICLE XIII. CONVENTIONS**

Association delegates and alternates shall be elected by the Branch and certified by the Branch president. If the delegation is incomplete after the branch vote, prior to convention, the president shall have the right to complete the certification of convention delegates; at convention, the chair of the delegation shall have this right. Each Branch shall be entitled to be represented by delegates in proportion to the number of members as of February 1 of a convention year as follows: for 25 or fewer paid-up members, one delegate; for each additional 25 paid-up members or major fraction thereof, one additional delegate. No Branch delegate shall represent more than one Branch, or serve in a dual capacity as state or college/university delegate.

**ARTICLE XIV. INDEMNIFICATION**

The Branch shall indemnify all of its directors, officers, employees, or agents in accordance with New Jersey Statutes Title 15A. Corporations, Nonprofit 15A:3-4.

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**ARTICLE XV. Chief Executive Officer, If any.**

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