

**BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
OF THE STATE OF NEVADA
Approved April 2007**

ARTICLE I. NAME

The name of this organization shall be the American Association of University Women of the state of Nevada, hereafter called AAUW Nevada.

ARTICLE II. GOVERNMENT

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

ARTICLE III. PURPOSE

The purpose of the American Association of University Women is to promote equity for women and girls, education and self-development over the lifespan, and positive societal change. The purpose of AAUW Nevada shall be to further the Association purposes and policies within this state. The state shall organize new branches of the Association within the state, promote, encourage, and coordinate the work of the branches throughout the state, and cooperate in AAUW 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, branches and states, and no member, branch or state 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, branch or state 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.

Section 6. On any statewide matter on which the state has no policy, the only action which may be taken by a member or branch in the name of the state is to use the established channels to effect the formulation of a policy.

ARTICLE V. MEMBERSHIP

Section 1. All branches of the Association within the state shall be members of this state.

Section 2. Individuals who meet the criteria for membership as described in the Association Charter and Bylaws, Article IV, Section 3.a.(1), (2) and (3), are eligible to be admitted to membership in this state. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to state membership shall result in loss of recognition of a state. The state member shall be entitled to vote, hold office and participate in all state activities and programs and receive the publications distributed to all members.

Section 3. A member-at-large of the Association residing within the state may become a member-at-large of the state upon payment of state dues.

Section 4. Paid life members of the Association, as defined in Association Charter and Bylaws, Article IV, Section 3(5)(a), who are members within the state are required to pay annual state and branch dues.

Section 5. 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 and state dues.

Section 6. An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation with the state upon payment of fees established by the Association and the state board of directors. Student affiliates may attend state and Association meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 7. A member whose dues remain unpaid after July 31 shall be dropped from membership.

ARTICLE VI. FINANCIAL ADMINISTRATION

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

Section 2. Annual state dues for branch members and members-at-large shall be determined by a two-thirds vote of those present and voting at the annual convention, provided written notice has been given to all the members thirty days prior to the convention. Each branch shall pay annual state dues for each member and associate member belonging to the branch; this amount shall include a subscription to the state newsletter.

Section 3. Dues are payable on or before July 1.

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

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 USA, may attend state 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 state board of directors may set a reduction for state dues.

Section 7. The annual budget and financial report shall be prepared at the direction of the board of directors for presentation at the convention. The finance committee shall have the authority to revise the budget within available income.

Section 8. The state shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws. The executive committee shall provide for such audit and control of funds as are necessary to assure their safekeeping and complete accounting.

Section 9. College/university members shall pay no state dues.

ARTICLE VII. OFFICERS

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

Section 2. The elected officers shall be a president, or official representative, or co-presidents; president-elect, unless the president runs for a second term; vice presidents for programs, membership, and Educational Foundation; secretary; and treasurer. These officers shall be included in the executive committee.

Section 3. The appointed officers shall be corresponding secretary, communications, public policy, LAF, international affairs, college/university relations, diversity, bylaws, and other officers deemed necessary by the board. They shall be appointed by the president.

Section 4. Officers, with the exception of the president-elect who will serve for 6 months, 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.

Section 5. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two 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. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the following procedure: The program vice president shall serve out the remaining term of office for the president.

Section 8. Elected and appointed officers shall be members of the Association and of the state.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the board of directors, and by the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. All officers shall submit an annual written report to the president.

Section 3. The president shall be the official spokesperson and representative for the state and shall be responsible for submitting such reports and forms as required by the Association and region.

Section 4. The vice presidents shall perform such duties as the president and board shall direct.

Section 5. The secretary shall record and keep minutes of all business meetings.

Section 6. The treasurer shall be responsible for collecting, distributing, and accounting dues for the funds of the state and for meeting specific deadlines.

ARTICLE IX. NOMINATIONS

Section 1. There shall be a nominating committee of three members elected at the annual convention. One committee member shall serve as the chair of the committee and shall be elected by the committee themselves.

Section 2. Members shall serve for two years for a maximum of four years consecutively.

Section 3. Nominations from members for elected offices shall be submitted to the Nominating Committee in writing at least 90 days prior to the annual convention.

Section 4. The nominating committee shall notify all branch presidents of the existing vacancies no later than November 1.

ARTICLE X. ELECTIONS

Section 1. The names of the nominees for elected office and nominating committee shall be published and sent to every member with the call to convention.

Section 2. Nominations may be made from the floor with the consent of the nominee.

Section 3. All elections shall be held at the annual convention with the exception of the president-elect who will be elected by the state board of directors at least six months prior to the end of the president's term. There will be no election of president-elect if the president chooses to run for a second term of office.

Section 4. Elections shall be by secret ballot unless there is only one nominee for a given office in which case the election may be by voice vote. Election shall be by a majority vote of those present and voting.

ARTICLE XI. ROTATION OF OFFICERS

Section 1. The president, vice president for programs, vice president for Educational Foundation, and treasurer shall be elected in even-numbered years.

Section 2. The vice president for membership and secretary shall be elected in odd-numbered years.

ARTICLE XII. BOARD OF DIRECTORS

Section 1. The board of directors shall include the branch presidents, the elected and appointed officers, and the immediate past president of this state.

Section 2. The board 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 conventions. The board 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.

Section 3. The board shall recommend to the Association action to be taken in regard to new branches, admittance of or discontinuance of present branches.

Section 4. Meetings of the board shall be held at least two times per year.

Section 5. Special meetings may be called by the president and shall be called upon written request of three members of the board or 30 percent of the branches of the state, provided that at least 15 days' notice of such meeting and its agenda have been given to the members of the board.

Section 6. The quorum for a meeting of the board shall be a majority of the members.

Section 7. Between meetings of the state board, a vote may be taken at the request of the president on any question submitted in writing, conference call, or any electronic means to all members of the board. Deadline for responses shall be 15 days after the question has been submitted. A majority of responses shall be required for the vote to be counted and when the vote is counted it shall have the same effect as if cast at a meeting of the board. The board shall be immediately notified of the result.

Section 8. Between meetings of the board, the board may delegate such authority as it deems necessary to the executive committee.

ARTICLE XIII. EXECUTIVE COMMITTEE

Section 1. The executive committee shall include the elected officers.

Section 2. The executive committee may act for the board of directors between board meetings and shall have such power and duties as may be delegated to it by the board.

Section 3. The executive committee shall report to the board its work and actions.

Section 4. The quorum shall be a majority of the members of the executive committee.

Section 5. Between meetings of the executive committee, a written, conference call or electronic vote may be taken at the request of the president on any question submitted in writing, by the previously mentioned means, to all members of the executive committee. Voting shall close 15 days after the question has been submitted. If a majority shall vote on a question, the vote shall be counted and shall have the same effect as if cast at a meeting of the executive committee.

ARTICLE XIV. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, Educational Foundation, bylaws, communications, and college/university relations.

Section 2. Standing committees shall be appointed by the president with the consent of the board of directors.

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

Section 4. With the approval of the board, each standing committee shall formulate programs to carry forward the work of the Association within the state. Each standing committee shall cooperate with the appropriate Association committee and committees in the branches to initiate and promote projects of statewide and national scope.

Section 5. Committee chairs shall serve for two years for a maximum of four years consecutively.

ARTICLE XV. 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 officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports.

Section 2. The exact date, time and place of the annual meeting shall be determined by the board of directors.

Section 3. Special meetings may be called by the president, or shall be called by the president on the written request of three members of the board of directors or 30 percent of the branches in the state.

Section 4. Notice of meetings shall be sent to all members of the state and the Regional Director at least 30 days prior to the meeting.

Section 5. The voting body shall include: a. all officers; b. all branch presidents; c. one branch delegate for each 25 members or major fraction thereof; d. one delegate appointed by the president for each 25 members-at-large of the state; and e. past presidents of the state.

Section 6. A member of the voting body shall cast no more than one vote, except when vote is by card count or by ballot, each voter present shall cast one vote, and the chair of each branch delegation may also cast the remaining votes not represented by registered delegates to which the branch is entitled.

Section 7. A quorum shall be a majority of the voting body registered as attending, provided that a majority of the branches are represented.

Section 8. If circumstances prevent the holding of a state meeting, the elected officers of the board of directors shall provide for the conduct of necessary business.

ARTICLE XVI. DELEGATES TO ASSOCIATION CONVENTION

The state shall be entitled to a maximum of 17 delegates who shall be incoming, continuing, or outgoing state board members. Delegates shall be certified by the state president. If the state delegation is incomplete prior to convention, other branch members from the state may be certified by the state president as state delegates if the member's branch delegation is filled.

ARTICLE XVII. PROPERTY

Section 1. The title for all property, funds and assets of the state, whether incorporated or not, 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 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 state, all assets of the state shall be transferred and delivered to an AAUW entity.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

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

ARTICLE XIX. INDEMNIFICATION

Every member of the board may be indemnified by the state against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board 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 state board 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 board is entitled.

ARTICLE XX. AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by the Association Charter and Bylaws may be amended at the state convention by a two-thirds vote of those present and voting, provided written notice shall have been sent to the members at least 60 days prior to the meeting.

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

Section 3. Amendments required by the Association to bring 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 or their articles of incorporation.
