

**BYLAWS OF THE AMERICAN ASSOCIATION OF  
UNIVERSITY WOMEN NEW JERSEY DIVISION, INC.**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be the American Association of University Women New Jersey Division, Incorporated, herein known as the “Affiliate,” or “AAUW of New Jersey (AAUW NJ).”

**Section 2.** Affiliate. AAUW State of New Jersey 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 (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.

(5). 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.

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.
- 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. AFFILIATE FINANCIAL ADMINISTRATION**

**Section 1. Fiscal Year.** The fiscal year shall correspond with that of AAUW and shall begin on July 1.

**Section 2. Annual State Dues.** Annual state dues for branch members shall be determined by a two-thirds vote of those present and voting at the annual meeting, provided written notice has been given to all the members thirty (30) days prior to the meeting.

**Section 3. Payment of Dues.** Dues are payable on or before July 1.

**A.** Each branch shall pay annual state dues for each member belonging to the branch; this amount shall include a subscription to state publications, and eligibility to attend membership meetings. These dues shall be collected in the same manner as branch dues and forwarded to the affiliate

**B.** College/University members shall pay no state dues.

**C.** The Affiliate may set different dues amounts, including zero, for each membership category defined by AAUW.

**Section 4. Budget.** The annual budget and financial report shall be prepared by the treasurer and approved by the Executive Committee at its first meeting of the fiscal year.

**Section 5. Financial Review.** The Executive Committee of AAUW NJ shall provide for the review and control of funds, as is necessary to assure their safekeeping using generally accepted accounting principles and shall be consistent with federal, state and local laws.

#### **ARTICLE IX. AFFILIATE BOARD OF DIRECTORS**

**Section 1. Board Members.** The board of directors consists of elected officers, appointed directors, and honorary directors.

**A. Elected Officers.** The elected officers make up the Executive Committee and are the voting members of the Board. There shall be nine (9) officers: President, Program Vice President, Membership Vice President, Secretary, Treasurer, Communications Vice President, and three (3) District Coordinators. The officers are elected by the full AAUW

NJ membership at the Annual Meeting. Each office holds one vote on the Executive Committee regardless of the number of people holding the office.

**B. Appointed Directors.** These are non-voting members of the Board. Directors shall be appointed by the president with approval of the Executive Committee to fill the roles including: Parliamentarian, College/University Relations Director, Public Policy Director, AAUW Funds Director, Diversity and Inclusion Director, STEM Director.

**C. Honorary Directors.** Non-voting members of the board include the past presidents of AAUW NJ and the current AAUW NJ Charitable Trust President.

**Section 2. Qualification.** Only members of AAUW NJ shall serve on the Board of Directors.

**Section 3. Term of Office.** Officers and Appointed Directors shall serve for a term of two year(s) or until their successors have been elected or appointed and assume office. The term of each director shall begin on July 1. Honorary directors may serve indefinitely unless they become disqualified for office.

**Section 4. Removal of Board Members.** A member of the board of directors may be removed for any reason by a two-thirds vote of the Executive Committee in accordance with policies and procedures adopted by AAUW and the Affiliate.

**Section 5. Meetings of the Board of Directors.**

**A. Regular Meetings.** Regular meetings of the board of directors shall be held at least two times per year at the call of the president at such time and place as designated.

**B. Special meetings.** Special meetings of the board of directors may be called at any time with at least ten (10) days notice of such meetings. Only that business about which notice has been given shall be transacted.

**C. Notice.** Notice of regular meetings of the board of directors shall be given to all members thirty days prior to the meeting.

**D. Privileges.** All meetings shall be open and may be attended by any members of AAUW, but only those members specified in Article IX, Section 1 A of these bylaws shall be entitled to vote, and offer motions and resolutions.

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

**F.** The incoming president may call a meeting of the incoming officers prior to July 1. Appointments and approvals made before the start of the president's term become effective on July 1.

## **ARTICLE X. EXECUTIVE COMMITTEE**

**Section 1. Members.** The elected officers described in article IX, section 1 A above, constitute the Executive Committee of the Affiliate.

### **A. Rotation.**

1. The following officers shall be elected on the **even numbered years**: President, Program Vice President, Communications Vice President, and one District Coordinator.

2. The following officers shall be elected on the **odd numbered years**: Treasurer, Membership Vice President, Secretary, and two District Coordinators.

### **B. Vacancies.**

1. vacancy in office, excluding the president, shall be filled for the unexpired term by the president's appointment with the Executive Committee's approval.

2. A vacancy in the office of president shall be filled by the Communications Vice President for the unexpired term. If that person is unable or unwilling to do so, the Membership Vice President will complete the term.

### **C. Tenure.**

1. Executive Committee members shall take office on the first day of the fiscal year following their election.

2.. Executive Committee members 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.

3. 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 Affiliate.

**Section 2. Administration.** In accordance with the bylaws and annual meeting action, the Executive Committee shall have the general power to administer the affairs of AAUW NJ and to initiate and carry out its program and policies. It shall act for AAUW NJ between annual meetings. The Executive Committee may adopt rules to govern its proceedings. It also shall:

**A.** Approve the budget at the first Executive Committee meeting of the year. Provide for annual financial review and accept the reviewer's report at the second board meeting of the year.

**B.** Approve the establishment of ad hoc committees.

- C. Convene an annual meeting of the full AAUW NJ membership for the purpose of conducting AAUW NJ business.

### **Section 3. Branch Supervision**

**A. Branch Creation.** Upon the recommendation of the state president, the Executive Committee shall have the authority to approve in writing the application of any group of graduates qualified to form a branch within the state under the AAUW Charter and Bylaws.

**B. District Coordination** The board of directors shall assign branch presidents to northern, central or southern districts, chaired by the District Coordinators, for the purpose of providing mutual consultation and advice.

**Section 4. Duties of Executive Committee.** Duties of Elected Officers are to be located in the Policy Handbook of AAUW New Jersey.

**Section 5. Reports.** Required reports from the Executive Committee and Directors are to be located in the Policy Handbook of AAUW New Jersey.

### **Section 6. Executive Committee Meetings and Quorum**

**A. Regular Meetings.** Regular meetings of the Executive Committee shall be held at least four times per year, two of which correspond to regular meetings of the board of directors, at the call of the president at such time and place as designated.

**B. Special meetings.** Special meetings of the Executive Committee may be called by the president, or by the president on the written request of one-third (1/3) of the Executive Committee, at any time with at least five (5) days notice of such meetings. Only that business about which notice has been given shall be transacted.

**C. Notice.** Notice of regular meetings of the board of directors shall be given to all members at least thirty (30) days prior to the meeting.

**D. Privileges.** All meetings shall be open and may be attended by any members of AAUW, but only those members specified in Article IX, Section 1A of these bylaws shall be entitled to vote, and offer motions and resolutions.

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

**F.** The incoming president may call a meeting of the incoming officers prior to July 1. Appointments and approvals made before the start of the president's term become effective on July 1.

## **ARTICLE XI. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee**

**A.** There shall be a nominating committee of five members elected by the following procedure.

1. Two members shall be elected by the Executive Committee at its spring meeting prior to the annual meeting;

2. Nominations for the three additional members, one from each of the three districts, shall be submitted to the nominating committee.

3. No member shall serve on the nominating committee for longer than two consecutive years.

**B.** The chair of the nominating committee shall be determined by the following procedure:

1. Shall be one of the two members elected by the Executive Committee at the spring meeting prior to the annual meeting;

**C.** Alternates. Shall have served on the nominating committee within the past three years. There shall be five alternates, nominated in the same manner and at the same time as the members of the nominating committee, two by the Executive Committee and the others by the members of each district. In the event of a vacancy or absence on the committee, the designated alternate for that member shall serve automatically.

**D.** Resignations or ineligibility. In the event that any members of the nominating committee resigns or is proposed as a candidate for office and aggress to stand for nomination, that member shall be replaced by designated alternate from that member's district, or if the member is the committee chair, by the alternate committee chair.

## **Section 2. Nominations**

**A.** Suggestions from the branches for nominees shall be received in writing by the chair of the nominating committee at least four months prior to the annual meetings. The chair shall report to the members of the committee all names forwarded to her.

**B.** The nomination committee shall present a slate of nominees to each branch at least one month prior to the annual meeting.

**C.** Nominations may be made from the floor at the time of the election, provided written consent of the nominees has been obtained and provided that at least two weeks before the annual meeting and provided such written consent has been submitted to the chair.

## **Section 3. Elections**

**A.** The Executive Committee shall be elected at the annual meeting.

**B.** Elections shall be held by ballot except where there is only one candidate for office, in which case the election may be by voice vote. Votes may also be counted using an internet survey.

**C.** A majority of the votes cast shall be necessary for election. When there are three or more candidates for the same position, election shall be by plurality vote.



**D.** Election for officers of the Executive Committee shall be held in accordance with the rotation specified in Article X, Section 1 A. Election for members and alternates of the nominating committee shall be elected annually.

## **ARTICLE XII. STATE MEETINGS**

### **Section 1. Time, Place and Notification.**

**A.** AAUW NJ shall hold at least one regular meeting each year known as the annual meeting to conduct the business of AAUW NJ, including the election of the board of directors.

**B.** The time and place shall be determined by the Executive Committee.

**C.** Special meetings may be called by the president, or shall be called by the president on the written request of one-third (1/3) of the Executive Committee.

**D.** Notice of meetings shall be sent to all branches and members of the board of directors, at least thirty (30) days prior to the meeting.

**E.** All state meetings, including meetings of the Executive Committee, shall be open and may be attended by any member of AAUW.

**F.** If circumstances prevent the holding of a state meeting, the board of directors shall provide for the conduct of necessary business.

### **Section 2. Representation**

**A.** Voting body. All AAUW NJ members in good standing shall be eligible to vote.

**B.** Voting. A member of the voting body shall cast no more than one vote.

**C.** Quorum. Representation from at least one-third (1/3) of the branches shall constitute a quorum.

## **ARTICLE XIII: Relationship to AAUW New Jersey Charitable Trust:**

**A.** The AAUW NJ Board of Directors shall assist and support the AAUW NJ Charitable Trust, a separate affiliate and 501(c)(3) New Jersey entity, in fulfilling the common AAUW mission.

**B.** The AAUW NJ Board of Directors may solicit support from the AAUW NJ Charitable Trust for mission related activities.

**C.** The Executive Committee shall maintain participation in the governance of the AAUW NJ Charitable Trust by appointing members to the board of the AAUW NJ Charitable Trust as required by the bylaws of the AAUW NJ Charitable Trust.

**D.** The AAUW NJ Board of Directors shall receive annual reports from the AAUW NJ Charitable Trust.

**E.** The current AAUW NJ Charitable Trust President shall serve as an Honorary Director (non-voting) on the AAUW NJ Board; the current AAUW NJ Board President shall serve as an Honorary Trustee (non-voting) on the AAUW NJ Charitable Trust Board.

## **ARTICLE XIV. INDEMNIFICATION**

The board of directors of AAUW NJ and any volunteer serving on its behalf shall be indemnified for any costs, expenses, or liabilities incurred as a result of the performance of his/her duties as provided in the New Jersey Statutes, Book 2A, Section 2A:53A-70-1, or any amendments thereto. Model state bylaws 2007 14

## **ARTICLE XV. AMENDMENTS TO THE BYLAWS**

**Section 1.** 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 its articles of incorporation.

**Section 2.** All other proposed amendments to the state bylaws shall be sent to the Association Bylaws chair for approval before being voted upon.

**Section 3.** 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 thirty (30) days prior to the meeting at which such amendment is to be acted upon; or its previous notice has not been given, by unanimous vote of the convention and ratification of three-fourths (3/4) of the branches.

## **ARTICLE XVI. PROPERTY AND ASSETS**

**Section 1.** Title to all property, funds, and assets is vested in New Jersey for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of the Affiliate or the termination of its affiliation with AAUW, all assets of the state organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

Note: This meets requirements of the IRS, D.C code, and settled law on disposition of assets after the dissolution of the state organization. This amendment does not apply if the state organization's assets were disbursed appropriately prior to dissolution of the state organization: i.e., disbursement consistent with AAUW mission and purposes, requirements of the state code and IRS, and the intent of the asset donors. See the February 2011 memo from AAUW attorneys posted in the Member Center of the AAUW website for details: [www.aauw.org/membercenter/1member1vote/upload/Memo-Disaffiliation-Or-Dissolution.pdf](http://www.aauw.org/membercenter/1member1vote/upload/Memo-Disaffiliation-Or-Dissolution.pdf).

**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.

The bylaws of AAUW NJ and all subsequent amendments thereto shall be forwarded to the chair of the AAUW committee on bylaws for approval.

Included in the above bylaws are the amendments by actions of the AAUW convention June 1981 (Boston), June 1993 (San Francisco), June 1985 (Columbus), June 1987 (Houston), June 1989 (Washington D.C.) June 1991 (Portland), June 1993 (Minneapolis),

1995 (Orlando), June 1997 (Anaheim), June 1999 (Washington D.C.), June 2001 (Austin), June 2003 (Providence), June 2005 (Washington D.C.), June 2007 (Phoenix), June 2015 (San Diego) as well as the state conventions June 1985, May 1987, May 1988, April 1989, April 1990, April 1991, April 1992, April 1993, April 1994, April 1995, April 1996, April 1997, April 2002, April 2004, April 2006. Rev. 1/2017, April 2021