

Bylaws of the American Association of University Women of Albuquerque, New Mexico, Branch

Article I. Name and Governance

Section 1. Name. The name of this organization shall be Albuquerque, New Mexico, Branch of the American Association of University Women, Inc., hereinafter called the branch or organization.

Section 2. Governance. The bylaws of the American Association of University Women, hereinafter called AAUW, shall govern this branch in all practices. The branch/ organization shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this branch shall in no way conflict with the bylaws of AAUW and/or policies. Every amendment to the bylaws of AAUW shall become effective and binding on this branch.

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 branch/ organization is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the branch/organization shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential. The branch shall:

- a. Contribute to the growth and advancement of AAUW and AAUW Funds;
- b. Participate in development and promotion of AAUW policies and program through study, action and public policy advocacy in areas related to its purpose, including community, cultural interests, education and international relations;
- c. Support branch needs and promote positive societal change in the community; and
- d. Cooperate in AAUW state work.

Article III. Use of Name

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members, and no member 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. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW

Section 3. Individual 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.

Article IV. Membership and Dues

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

i. **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

ii. **Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of any AAUW-affiliated entity or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

iii. **Saving Clause.** No individual member shall lose membership due to any change in the status of the educational institution upon which the membership was based.

iv. Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multi-state organization or comparable AAUW affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

v. Life Membership.

(a) **Paid.** An individual may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the members elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

(b) **Fifty-Year Honorary.** An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW dues.

(c) **Privileges.** A life member of AAUW who maintains a membership in one or more AAUW-affiliated entities on an annual basis shall be entitled to all AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity membership shall be entitled to national member privileges only.

b. **Partner Member.** College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/ university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that

accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws. A representative of a college/university partner member may affiliate with the branch without paying dues.

c. **Other Partner Members.** Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors and the branch's/organization's board of directors. Student affiliates shall not pay branch membership dues as determined by the branch board of directors.

Section 5. Dues.

a. Amount.

i. The annual dues for individual members 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. **THE ANNUAL BRANCH/ORGANIZATION DUES FOR INDIVIDUAL MEMBERS SHALL BE ESTABLISHED BY THESE BYLAWS.**

ii. The AAUW Board of Directors shall set the dues for partner members.

b. **Payment.** AAUW Member dues shall be payable in accordance with procedures established by AAUW policy. **BRANCH/ORGANIZATION** member dues shall be payable in accordance with procedures established by **BRANCH/ORGANIZATION** policy **AND THESE BYLAWS.**

c. **Reciprocity.** A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

Section 6. Severance of Membership. A member may be suspended or dropped 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.

Article V. Financial Administration

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

Section 2. Amount of Dues. Dues for members shall include those for AAUW, state, and branch. The branch annual dues shall be fixed by a two-thirds (2/3) vote of the members at the branch annual meeting upon recommendation of the branch board of directors.

Section 3. Payment of Dues.

a. **Continuing members.** Dues of continuing members are payable on or before July 1. A member whose dues remain unpaid after July 31 shall be dropped from membership. The branch treasurer shall forward all AAUW dues for

members to AAUW and all state dues to the state finance chair. Dues shall be post marked by the date specified by AAUW.

b. **New members.** Dues of new members may be paid at any time and shall be forwarded to AAUW immediately. AAUW portion of dues paid by new members between January 1 and March 15 shall be one-half (1/2) of the annual AAUW dues. The branch board of directors may set a reduction for branch dues.

Section 4. Finances. The branch shall provide for such audit and control of its funds as are necessary for their safekeeping and complete accounting. No indebtedness in excess of current assets shall be incurred by the branch except upon a recommendation of the board of directors and a majority vote at a regular meeting of the branch at which a quorum is present.

Article VI. Officers

Section 1. Officers.

a. **Elected officers.** The elected officers of the branch shall be a president, vice president for program, vice president for membership, secretary, treasurer, AAUW Funds chair, public policy chair, media relations chair, newsletter editor, and nominations chair.

b. **Appointed officers.** The appointed officers of the branch shall be the **CHAIRS OF THE AUDIT, TELEPHONE**, bylaws (includes policy and procedures), and social activities committees, education representative, yearbook editor, interest group coordinator, and such other officers as may be deemed necessary to carry on the work of the branch. Other officers may be appointed such as parliamentarian and historian. These officers shall be appointed by the president with the recommendation of the executive committee and the majority approval of the board of directors and may attend board meetings.

Section 2. Duties and Responsibilities. Officers shall perform the duties prescribed by these bylaws and by Robert's Rules of Order, Newly Revised. The elected and appointed officers shall facilitate and promote the purpose and mission of AAUW.

a. Executive Committee.

i. **President.** The president of the branch shall officially represent the branch in activities of AAUW. The president shall be responsible for submitting such reports and forms as required by AAUW and the state.

ii. **Vice President for Program.** This vice president shall serve as chair of the committee on program development and shall also perform the following duties: preside at meetings in the absence of the president, act in the absence or disability of the president, and perform such other duties as may be requested by the president or the board.

iii. **Vice President for Membership.** This vice president shall serve as chair of the committee on membership and shall also perform the following duties: preside at meetings in the absence of the president and vice president for program, keep state and branch bulletin editors advised of current membership, and perform such other duties as may be requested by the president or by the board.

iv. **Secretary.** The secretary shall record and keep in custody the minutes of all meetings of the branch, the board of directors and the executive committee, and shall perform such other duties as the president and the board may direct.

v. Treasurer. The treasurer shall be responsible for collecting annual dues *and shall forward* all dues collected for AAUW members and fees for student affiliates to AAUW at times specified by AAUW and all state dues and fees to the state finance chair at the time specified by the state. The treasurer shall submit to AAUW all qualified applications, with dues.

vi. Past President. The past president shall serve as advisor and facilitator to the board.

b. Elected officers. Each elected officer shall perform the duties outlined in the branch policy and procedures manual and such other duties as the president and the board may direct.

c. Appointed officers. Each appointed officer shall perform the duties outlined in the branch policy and procedure manual and such other duties as the president and the board may direct.

Section 3. Vacancies. A vacancy in office shall be filled for the un-expired term by vote of the board of directors.

Section 4. Terms. All officers shall take office on July 1. Officers shall serve for a term of two (2) years (except that the nominations committee chair shall serve a term of one year). The incoming or continuing president may call a meeting of the board of directors or the executive committee prior to July 1 for the purpose of approving appointments and making plans for the coming year. **THE BOARD YEAR SHALL CORRESPOND WITH THAT OF AAUW AND SHALL BEGIN JULY 1.**

Section 5. Rotation.

a. Elected Officers.

i. In even-numbered years the following officers shall be elected: president, membership vice president, secretary, AAUW Funds chair, and public policy chair.

ii. In odd-numbered years the following officers shall be elected: program vice president, treasurer, media relations coordinator, and newsletter **EDITOR**.

iii. Each year the following shall be elected: nominations chair.

b. Appointed officers.

i. In even-numbered years the following officer shall be appointed: bylaws **AND TELEPHONE COMMITTEE** chairs and **INTEREST GROUP COORDINATOR**.

ii. In odd-numbered years the following officers shall be appointed: education representative, yearbook editor, **AND THE SOCIAL ACTIVITIES AND AUDIT COMMITTEE CHAIRS.**

Section 6. Nominations and Elections.

a. Nominating Committee. A nominating committee of five (5) members shall be elected by the board of directors at least three (3) months prior to the annual meeting. The report of the nominating committee shall be presented at a branch meeting one month prior to the election, or in writing to members at least two (2) weeks before the election. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

b. Election. Election shall be by ballot except if there is only one nominee for an office it shall be by voice vote. A majority vote shall constitute an election. Elections shall be at the annual meeting of the branch.

Article VII. Board of Directors and Executive Committee
Section 1. Board of Directors.

a. Membership. The board of directors shall be composed of the elected and appointed officers and the immediate past president. All members of the board of directors shall be AAUW members. The branch/organization must have

a minimum of two separate officers, one responsible for the management of the branch/organization and one responsible for the financial affairs. In addition, the branch/organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting.

b. Duties. The board of directors shall manage and supervise the business and activities of the branch subject to the instructions of the annual meetings. It shall accept responsibility for such matters as delegated by AAUW and state board. It shall have the power to create special committees and task forces as deemed necessary, and shall perform such other duties as are specified by these bylaws. Upon recommendation of the nominating committee, the board shall fill any vacancy which may occur in an elective office.

c. Meetings. Meetings of the board shall be held at least five (5) times a year. Special meetings of the board may be called at any time by the president or upon the written request of five (5) members of the board of directors or fifteen (15) members of the branch.

d. Quorum. The quorum of a meeting shall be a majority of its members.

Section 2. Executive Committee.

a. Membership. The executive committee shall be composed of those officers of the branch named in Article VI, Section 2 a of the bylaws.

b. Duties. The executive committee shall: have emergency power to act for the board of directors between meetings of the board and report such action of the board at its next regular meeting; provide for such audit and control of funds as are necessary to assure their safekeeping and complete accounting; perform such other duties as the board may deem necessary; and recommend approval of appointed officers of the branch.

c. Meetings. Meetings of the executive committee shall be held on the call of the president or three (3) members of the executive committee. The incoming or continuing president may call a meeting of the executive committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

d. Quorum. The quorum of a meeting shall be a majority of its members

Article VIII. Committees

Section 1. Standing Committees.

a. There shall be standing committees in the following areas: audit, bylaws (and policies and procedures), and telephone.

b. There shall be such additional standing committees as deemed necessary by the board of directors.

c. Upon recommendation of the executive committee and approval by the board of directors, the chairs of all committees, with the exception of the nominating committee and those provided by election, shall be appointed by the president. Chairs shall select the members of their committees in consultation with the president. Chairs shall serve as channels of communication in their respective fields by the state, regional and AAUW chairs and shall make such reports as their counterparts request.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the board of directors, as necessary. **THE CHAIRS OF SUCH COMMITTEES AND TASK FORCES SHALL BE APPOINTED BY THE PRESIDENT WITH THE RECOM-**

MENTATION OF THE EXECUTIVE COMMITTEE AND THE MAJORITY APPROVAL BY THE BOARD OF DIRECTORS.

Article IX. State or Multistate Organizations

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Contact. All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches or comparable AAUW-affiliated entities within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

Article X. Branches

Section 1. Branches and Comparable AAUW-Affiliated Entities.

a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.

b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

Section 2. Organization.

a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.

b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.

c. Structure. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting.

Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity.

a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy. **b.** The branch 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 a branch or comparable AAUW-affiliated entity is vested in the branch 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. The branch or comparable AAUW-affiliated entity 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.

Section 5. Dissolution. In the event of the dissolution of the branch or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the branch or AAUW-affiliated entity shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

Section 6. Meetings.

a. Branch Meetings. There shall be at least seven (7) meetings a year.

b. Annual Meeting. The annual meeting of the branch shall be held during the month of April, the exact time and place to be determined by the board. At the annual meeting members shall elect officers, fix dues, amend bylaws if necessary, receive reports of officers, committees, and task forces, and conduct such other business as may be necessary.

c. Special Meetings. Special meetings may be called by the president, five members of the board of directors, or by the written request of fifteen (15) members of the branch.

d. Notice of Meetings. Notice of the date, time, place and business to be brought before the meeting shall be sent by the secretary to the members in writing at least ten (10) days in advance. Only business for which notice has been given shall be transacted at the special meeting.

e. Quorum. Ten percent (10%) of the members of the branch shall constitute a quorum.

Article XI. Additional AAUW Entities

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

Article XII. Parliamentary Authority

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern this branch/organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of New Mexico.

Article XIII. Indemnification

Directors and all officers or other appointed representatives of the Albuquerque Branch of AAUW may be indemnified and their liability shall be limited to the fullest extent authorized by New Mexico law, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties.

Article XIV. Amendments to the Bylaws

AAUW-mandated amendments shall be adopted by the organization's Board of Directors without a vote of the organization's membership. Provisions of the organization's bylaws not mandated by AAUW may be amended by a two-thirds vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least two (2) weeks prior to the applicable meeting.

Revised April 5, 2014 (Last amended) Mandated changes of 2005 and Incorporation and of AAUW in 2009, 2012, 2013, 2014, and 2016.