

**DRAFT – March 17, 2022** Proposed text changes are in **purple** font. The word “Board” is changed to **Council** throughout. Note that ARTICLES I through VII are controlled by National and will not change. The *previous* ARTICLE XIII is deleted here due to complicated State rules and arcane wording. If you have a question about the bylaws and/or the proposed changes, please contact Shelley Rossbach at 505-980-8955 or shelley0424@gmail.com.

## **ARTICLE VIII. BRANCH MEMBERSHIP AND DUES**

### **Section 1. Basis of Membership.**

- a. A Branch member is a member of AAUW who is also a member of one or more AAUW branches. A Branch member is also a member of the AAUW-New Mexico (AAUW-NM) affiliate. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of the branch where membership is maintained.
- b. The Branch shall be a member of AAUW-NM.
- c. Student members shall be entitled to attend Branch, AAUW-NM, and AAUW meetings and receive the publications distributed to all members of AAUW and AAUW-NM. Student members may not vote or hold office.

### **Section 2. Branch Dues.**

- a. The fiscal year shall correspond with that of AAUW and shall be July 1 through June 30.
- b. Changes in Branch dues shall be established by a two-thirds majority vote at the annual meeting upon the recommendation of the Branch **Council**. A change to the amount of dues will become effective on July 1 of the fiscal year for which it is approved.
- c. Member dues shall be payable as follows:
  - 1) Continuing Members pay Branch, AAUW-NM and AAUW National dues.
  - 2) Paid Life Members continue to pay Branch and AAUW-NM dues.
  - 3) Honorary Life Members are exempt from paying Branch and AAUW-NM dues.
  - 4) New members may join at any time. Dues are payable upon joining and shall be forwarded to AAUW immediately. The AAUW, AAUW-NM, and Branch portions of dues paid by new members joining between January 1 and March 15 shall be one-half (1/2) the annual dues. This also applies to members who rejoin AAUW after an absence of two years or more.
  - 5) Dues are payable on or before July 1 for the upcoming fiscal year.
  - 6) Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.
- d. At the discretion of the **Council**, Branch dues may be changed or waived in special circumstances, such as membership campaigns or hardship cases.
- e. Student members shall not pay Branch dues as established by the **Council**.
- f. The appointed representative(s) of a college/university partner member may choose to affiliate with the Branch without paying Branch dues.
- g. Dues shall include AAUW and AAUW-NM publications distributed to all members electronically or by US mail.

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## **ARTICLE IX. OFFICERS, NOMINATIONS, AND ELECTIONS**

### **Section 1. Officers.**

- a. All offices, both elected and appointed, may be filled by one or two persons. If two people share an office, they shall be known as co-officers.
- b. An officer may hold more than one position at a time.
- c. There shall be at least 3 officers at all times. (*Required by state law.*)
- d. All officers shall be members of AAUW and the Branch.
- e. **Elected Council Officers. Six to nine members shall be elected without designated offices to the Coordinating Council, hereinafter called the Council. The Council shall choose from among its members a facilitator, a recording secretary, a membership chair, and a treasurer. The members of the Council shall, in addition, fulfill the functions of presiding officer (the person who chairs meetings), communications chair, program chair, and minutes taker. The duties of these positions may rotate among the Council members. The Council shall choose by a majority vote from among its members an alternate to act in the absence or disability of the facilitator.**
- f. **In even numbered years, half of the officers are elected; and in odd-numbered years, half of the officers are elected. If there is an odd number of Council members, the extra member will be elected in an even year.**
- g. **Appointed Officers. The Council shall appoint and confirm by a majority vote officers for public policy, fundraising, newsletter editor, social media chair, webmistress, interest group coordinator, and such other officers as may be deemed necessary to carry out the work of the Branch. These positions may be held either by members of the Council or by other Branch members. All appointed officers shall be appointed and approved every year.**

**Section 2.** The names of the Branch officers shall be kept current in the AAUW Member Services Database. At all times, there must be a name in the fields “President/Administrator” and “Finance” in the Database. This will meet the requirements of Article V. Section 2.c above to provide the contact names for finance and administration to AAUW.

**Section 3.** Officers shall perform the duties prescribed by these bylaws, the Branch policies and procedures, and by the current edition of *Robert’s Rules of Order, Newly Revised* as it relates to the duties of officers in connection with the orderly transaction of business at meetings.

- a. **The Facilitator(s) shall:**
  - 1) **Be the official spokesperson(s) and representative(s) for the Branch;**
  - 2) **Be the designated contact(s) to AAUW for administration;**
  - 3) **Be responsible for ensuring that the Branch bylaws conform with AAUW and AAUW-NM bylaws, and New Mexico State law;**
  - 4) **Disburse funds in the absence of the Treasurer; and**
  - 5) **Automatically become a member of the AAUW-NM Leadership Team.**
- b. **The Recording Secretary shall file, organize, and make available upon request the minutes of each noticed Branch membership meeting, Council meeting, and special**

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**meeting. Minutes are to be kept in a book maintained for this purpose, as well as in an online file accessible to other officers. The actual taking of minutes of each meeting may rotate among Council members.**

- c. The Treasurer shall be responsible for collecting, distributing and accounting for the funds of the Branch, and for processing new membership applications. She shall also be responsible for the submittal of such reports and forms as required by AAUW, AAUW-NM, the IRS, and the State of New Mexico. This job will not rotate among Council members due to the difficulty of working with banks;**
- d. The Membership Chair shall coordinate membership activities (such as membership campaigns), and perform such other duties as the facilitator(s) and Council may direct.**
- e. The Program Chair shall coordinate program development and perform such other duties as the facilitator(s) and Council may direct.**
- f. The Communications Chair shall be responsible for coordinating the Branch’s newsletter, directory, phone tree, web page and social media presence, and shall perform such other technological duties as the facilitator(s) or Council may direct.**

**Section 4. Nominations and Elections of Officers. There should be a nominating task force of 3 to 5 members, of whom one shall be elected at the annual meeting for a term of 2 years to serve as nominating task force chair.** The nominating task force chair shall not be a Council member. A vacancy in this position shall be filled by recommendation of the nominating task force and majority election by the Council at a regularly scheduled Council meeting. No more than 2 nominating task force members may be members of the Coordinating Council.

The names of the nominees shall be published and sent to every member at least 14 days before the annual meeting. The nomination slate shall be e-mailed to the branch membership, or by publication in the branch newsletter, or by publication on the branch web site, or mailed to the membership by US mail. Nominations may be made from the floor at the time of the election provided consent of the nominee has been obtained. Elections shall be by secret ballot unless there is only one nominee for a given office, then a voice vote may be taken. Voting shall be as specified in Article X, Section 3 below. A majority of the votes cast shall be necessary for election.

**Section 5. Terms of Office.** The two-year term of each elected officer and the one-year term of each appointed officer shall begin on July 1. However, the incoming or continuing facilitator(s) may call meetings of the incoming Branch Council prior to July 1 to approve appointments and make plans for the coming year. Members are eligible to hold the same (or different) officer position(s) consecutively without limit.

**Section 6. Removal of Officers (section required by state law).** Any officer of the Branch may be removed when the membership (in the case of an elected officer) or the Council (in the case of an appointed officer) believes that, in their judgment, the best interest of the Branch will be served thereby.

- a. To remove an elected officer, 2-weeks’ notice shall be given for a special Branch meeting, stating this purpose. Once a quorum is attained, a majority vote of those present shall be sufficient to remove the officer.**

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- b. To remove an appointed officer, 2-weeks’ notice shall be given for a special **Council** meeting, stating this purpose. Once a quorum is attained, a majority vote of the Branch **Council** shall be sufficient to remove the officer.

**Section 7.** A person may be appointed to fill vacancy in office for the unexpired term by a majority vote of the **Council**.

## **ARTICLE X. BRANCH MEMBERSHIP MEETINGS**

### **Section 1.** Meetings.

- a. There shall be at least 7 general membership meetings each year.
- b. **A general membership meeting held between April 1 and June 10 shall be designated the annual meeting.**
  - 1) The exact date, time and place will be determined by the **Council**; and
  - 2) 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 may be called by the president, 5 members of the **Council**, or by the written request of 15 members of the Branch.

### **Section 2.** Notice of Meetings.

- a. All members of the Branch will be notified of the place, date and time of meetings at least 10 days prior to the meeting by one or more of these methods:
  - 1) Calendar or annual program list distributed at first membership meeting of the fiscal year;
  - 2) Newsletter;
  - 3) Email;
  - 4) US Mail; and/or
  - 5) Phone call (voice or text).
- b. In the case of special meetings, the meeting notice shall include the purpose for which the meeting is called, and only business specified in the notice shall be transacted. Meeting notice shall be provided at least 10 days prior to the meeting.
- c. Attendance at any meeting by a member shall constitute a waiver of notice of the meeting, except where a member attends a meeting for the expressed purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

### **Section 3.** Voting and Quorum.

- a. All Branch members are eligible to vote at Branch meetings. Each member is entitled to one vote.
- b. Voting must be in person. Proxies are not allowed. Officer elections may be held in person or by US mail.
- c. If any business is to be conducted at the meeting, then a quorum must be attained. The quorum shall be 10% of the Branch membership.

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- d. A majority of the votes taken is required for the approval of the action or choice being voted upon, except to change Branch dues or amend the bylaws. Voting to:
  - 1) Change dues shall be as specified in Article VIII, Section 2.b above; and
  - 2) Amend the bylaws shall be as specified in Article XVII, Section 2 below.

## **ARTICLE XI. BOARD OF DIRECTORS**

### **Section 1. Membership.**

- a. **The board of directors for this Branch shall be known as the Coordinating Council, hereinafter referred to as the Council.**
- b. **The Council shall consist of only elected officers.**
- c. For the purposes of these bylaws, the terms “officers,” and “directors,” shall be synonymous.

### **Section 2. Powers and Duties. The Council shall:**

- a. Have the general power to administer the affairs of the Branch in accordance with the policies and programs of AAUW;
- b. Have the power to approve Interest Groups to be organized by Branch members;
- c. Have the power to approve co-sponsorship of functions with other organizations;
- d. Have the power to create/amend the Branch Manual of Policies and Procedures, including those actions needed to safeguard Branch funds and control financial records consistent with generally accepted accounting principles and Federal, New Mexico and local laws;
- e. Oversee an annual financial review; and
- f. Develop the budget and establish any need for a change in dues for the upcoming fiscal year. The Board shall present these items to the Branch membership for approval at the annual meeting.

## **ARTICLE XII. COUNCIL OPERATIONS**

### **Section 1. Meetings of the Council.**

- a. Regular Meetings of the **Council** shall be held at least 5 times a year.
- b. Special meetings of the **Council** may be called by the facilitator, 5 members of the **Council**, or by the written request of 15 members of the Branch.
- c. All meetings may be in person or via computer and/or telephone conference as per New Mexico state law. The key point is that all participants can hear each other at the same time. All members who participate electronically are considered to be present at the meeting in person.

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**Section 2.** Notice of Meetings.

- a. All members of the **Council** will be notified of the place, date and time of meetings at least 7 days in advance by one or more of these methods:
  - 1) Calendar or annual program list distributed at first membership meeting of the fiscal year;
  - 2) Newsletter;
  - 3) Email;
  - 4) US Mail; and/or
  - 5) Phone call (voice or text).

**Section 3.** Quorum and Voting.

- a. The quorum of the **Council** shall be one-third of the members.
- b. A majority of votes will prevail as long as a quorum is present. A quorum once attained at a meeting, shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough officers to leave less than a quorum.
- c. All **Council** members present at the meeting, in person or by electronic or telephonic means shall have one vote. Co-officers shall have one vote each.

**Section 4.** Between meetings of the **Council** a written or electronic vote of the **Council** may be taken at the request of the facilitator on any question submitted to the **Council** in writing or electronically, provided every member of the **Council** shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if cast at a **Council** meeting. The results of the vote shall be reported in the minutes of the next **Council** meeting.

**Section 5.** Task Forces and Working Groups.

- a. Working groups and/or task forces may be appointed by the facilitator with approval by the **Council** for such purposes as the **Council** may specify.
- b. Upon recommendation of the executive committee and approval by the **Council**, the chairs of all task forces and working groups, with the exception of the nominating task force and those provided by election, shall be appointed by the facilitator. Chairs shall select the members of their committees in consultation with the facilitator. Chairs shall serve as channels of communication in their respective fields by the state and AAUW chairs and shall make such reports as their counterparts request.
- c. All task forces, and working groups shall provide written reports to the **Council** for the annual meeting and at such other times as requested.

**ARTICLE XIII. AAUW-NM STATE CONVENTION/ANNUAL MEETINGS**

Delegates and alternates to state conventions shall be chosen by the **Council**. State bylaws provide that each branch is allotted 7 delegates plus 1 for each 25 members (or major fraction thereof), in addition to any branch members who are state officers. If the number of members attending the business meeting exceeds the allotted number of delegates, the **Council** will select its official delegates from those members.

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#### **ARTICLE XIV. INDEMNIFICATION OF OFFICERS AND DIRECTORS, AND LIABILITY.**

Liability and indemnification of officers and directors of this Branch shall be governed by the New Mexico Nonprofit Corporation Act [Chapter 53, Article 8, Sections 25 and 26, NMSA 1978].

The Branch shall obtain and keep in force liability insurance to cover all events the Branch sponsors.

#### **ARTICLE XV. REGISTERED OFFICE, REGISTERED AGENT**

**Section 1.** The Branch shall have and continuously maintain a registered office and a registered agent. The Branch will follow Sections 53-8-8, and 53-8-9 of the New Mexico Nonprofit Corporation Act [Chapter 53, Article 8-9, NMSA 1978] with regard to changing its registered office and registered agent when necessary.

**Section 2.** The Registered Agent (or an elected officer) shall file the Annual Report required by the New Mexico Nonprofit Corporation Act on or before November 15 in consultation with the Branch facilitator(s).

#### **ARTICLE XVI. BOOKS AND RECORDS**

The Branch shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, **Council** and committees having any of the authority of the **Council**. Each branch shall keep at its registered office a record of the names and addresses of its members entitled to vote. All books and records of the Branch may be inspected by any member, or her agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE XVII. ARTICLES OF INCORPORATION AND BYLAWS**

**Section 1.** The Branch shall amend its Articles of Incorporation when needed to comply with AAUW or IRS requirements. If it is necessary to amend the Branch’s Articles of Incorporation, the **Council** shall follow the requirements of the New Mexico Nonprofit Corporation Act [Chapter 53, Articles 8-35 and 8-36, NMSA 1978].

**Section 2.** Amendments to Bylaws.

- a. Provisions of these bylaws not mandated by AAUW or the State of New Mexico Nonprofit Corporation Act [Chapter 53, Article 8, NMSA 1978] may be amended by a two-thirds majority vote of members voting after a quorum is attained at a regular membership meeting. Written notice of the proposed changes to the bylaws shall be sent to the entire membership at least two weeks prior to the meeting at which such amendments are to be acted upon.
- b. The bylaws of the Branch and all subsequent amendments thereto shall be forwarded to the national AAUW office.
- c. Any 2 elected officers are authorized to execute these bylaws.

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These substantially revised bylaws, which include 2016 AAUW mandatory language and are in compliance with the New Mexico State Statutes, were approved by Branch members at a regularly scheduled Branch meeting on \_\_\_\_\_.

These bylaws are duly executed by the following two elected officers:

\_\_\_\_\_

Date:

Name:  
Title:

\_\_\_\_\_

Date:

Name:  
Title:

NOTE: Articles I-VII of these bylaws are mandated by AAUW. Articles VIII-XVII relate specifically to the Branch. The font differs for these sets of Articles for clarity.