

Bylaws of the Grand Junction AAUW, Inc.

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be American Association of University Women, Grand Junction, AAUW, Inc. hereinafter known as the "Affiliate".

Section 2. Affiliate. American Association of University Women, Grand Junction, AAUW, Inc. 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 National 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 Program. The policies and program 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 program.

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 membership of AAUW at present consist of members ("Individual Members") and college/university members ("College/University Members").

Section 2. Basis of Membership

a. Individual Member.

- (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 that has been refused admission to membership may appeal to the AAUW National Board of Directors for review. The decision of the AAUW National Board of Directors will be final.
- (3) **Saving Clause.** No Individual Member shall lose membership due to any change in the status of the educational institution upon which 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' 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 Members 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. A 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 a 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 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 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 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 the AAUW Board of Directors.

ARTICLE VIII. AFFILIATE NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be 3 members on the Nominating Committee. The Board of Directors of the Branch shall appoint a chair and 2 members of the Nominating Committee. The chair and members of the Nominating Committee shall have the following qualifications: 1 must be a current member of the Branch Board of Directors and 2 must represent the membership of the Branch.
- b. The committee chair and committee members shall be appointed by March 1 and shall serve until May 30. No member of the nominating committee shall serve for more than 2 consecutive years.
- c. Resignation or ineligibility. In the event that any members of the Nominating Committee resign or is proposed as a candidate for office and agrees to stand for nomination, the President with approval of the Board of Directors shall appoint a member to replace the individual.

Section 2. Nominations

- a. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the annual meeting.
- b. Nominations may be made from the floor with the consent of the nominee.

Section 3. Elections

- a. Elections shall be held at the annual meeting at which members in good standing may vote in person.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.

ARTICLE IX. AFFILIATE OFFICERS and DIRECTORS

Section 1. Officers

- a. Elected Officers and Directors. The elected officers for the Branch shall be President (administration required by AAUW), Vice President of Program, Vice President of Membership, Secretary (recorder of minutes required by AAUW), and Treasurer (finance required by AAUW), or Secretary/Treasurer.
- b. Appointed Officers and Directors. There shall be 2-4 appointed officers assigned to carry out the work necessary to accomplish the goals of the branch. They shall be appointed by the president with the consent of the board.

Section 2. Terms of Office

- a. Terms of Office. Officers shall serve for a term of 2 years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- b. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than 2 consecutive terms in the same office.
- c. All vacancies in office shall be filled for the unexpired term by the board.
- d. Each office may be filled by an officer or co-officers. Should co-officers hold an office; their terms of office shall be elected in opposite years.
- e. The following officers shall be elected in even years: Vice President of Membership, Secretary. The following officers shall be elected in odd years: President, Vice President of Program, and Treasurer.

Section 3. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. The president shall be the official spokesperson and representative for the affiliate and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The Vice President(s) shall perform such duties as the president and the board shall direct and as specified in branch policies and job descriptions.
- d. The Treasurer shall be responsible for collecting, distributing and accounting for the funds of the affiliate and for meeting specific deadlines.
- e. The Secretary shall record and keep minutes of all board, membership, and special meetings.

ARTICLE X. AFFILIATE BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Branch. The Branch must have a minimum of two separate officers, one responsible for the management of the Branch and one responsible for the financial affairs. In addition, the Branch 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.

Section 2. Powers and Duties. The board shall have the power to administer affairs of the Branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the Branch between membership meetings. The board shall have fiscal responsibility as outlined in Article XII, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least 3 times a year at a time and place agreed upon by the board.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of 3 members of the board provided that at least 7 days' notice of such meeting and its agenda have been given to the members of the board

Section 5. Quorum. The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the board.

Section 6. Voting Between Meetings. Between meetings of the Branch board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be ratified at the next board meeting.

Section 7. Removal From Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

ARTICLE XI. AFFILIATE COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with consent by the board.

Section 2. Purpose. With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

ARTICLE XII. AFFILIATE FINANCIAL ADMINISTRATION

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

Section 2. Financial Policies. The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including a periodic financial review, as deemed by the board.

Section 3. Budget. The board shall adopt an annual budget for presentation to the branch.

ARTICLE XIII. AFFILIATE MEETINGS

Section 1. Annual Meeting. The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the month of May.

Section 2. Membership Meetings. The branch shall hold at least 1 meeting during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of 3 members of the board or 15 percent of the branch membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the branch at least 10 days prior to the meetings.

Section 5. Quorum. The quorum shall be those branch members in good standing that are present at the meeting.

ARTICLE XIV. INDEMNIFICATION

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, 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 branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

Provisions of the Branch'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 30 days prior to the applicable meeting.

Adopted: March 12, 2011

Mandatory Revisions: May 2012

Mandatory Revisions: May 2014

Mandatory Revisions: January 2017

Revised: March 5, 2015

Mandatory Revisions: May 2016

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