

**BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
BOULDER, COLORADO BRANCH**

JUNE 2016

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the AAUW *Boulder, Colorado* Branch, hereinafter known as the Organization.

Section 2. Governance. The Organization shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Organization shall in no way conflict with the AAUW bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. The purpose of AAUW shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Organization is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the organization 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, 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. 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.

(1) **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.

(2) **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 a branch or state of AAUW 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 educational institution upon which qualification for membership was based.

(4) 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.

(5) Life Membership.

(a) **Paid.** An individual member may become a life member upon a one-time payment of **20** years' dues; based on the amount of AAUW dues the year the member 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 branches or comparable AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch 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 AAUW-affiliated entity bylaws.

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, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the branch Board of Directors.

Section 5. Dues.

a. Amount.

(1) The annual branch dues for individual members shall be established at the annual meeting by *two-thirds* vote of those present and voting, provided notice has been given to the members in the newsletter *10* days before the scheduled vote.

(2) The AAUW Board of Directors shall set the dues for partner members.

b. Payment. Member dues shall be payable in accordance with procedures established by policy.

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 Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of *3* members, appointed by the President.
- b. The term of service on the nominating committee shall be for *1* year for a maximum of *3* consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least *10* days prior to the annual branch meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

- a. Elections shall be held at the annual branch meeting.
- 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 or hand count. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in **Article X., Section 5.**

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The elected officers for the branch shall be:
President or Co-Presidents,
Program Vice President or Co-Vice Presidents,
Membership Vice President or Co-Vice Presidents,
Secretary,
Finance Officer.
- b. The appointed officers shall be:
AAUW Funds Vice President,
Newsletter Editor,
Public Policy Vice President,
Website Editor.

Section 2. 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.*
- b. The **president** shall be the official spokesperson and representative for the branch 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 **finance officer** shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- e. The **secretary** shall record and keep minutes of all board, membership, and special meetings.
- f. All officers and chairs shall submit annual reports to the president.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Administrative Responsibilities. 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 X, Financial Administration, Section 2.

Section 2. Meetings. Meetings of the board shall be held at least **4** times a year at a time and place agreed upon by the board.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called upon written request of **2** members of the board provided that at least **30** days notice of such meeting and its agenda have been given to the members of the board.

Section 4. 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 5. 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 in the minutes of the next board meeting.

Section 6. 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 VIII. COMMITTEES

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

Section 2. Standing Committees:

- a. Finance Committee
- b. Expanding Your Horizons

Section 3. Board members may serve as committee members or chairs.

Section 4. Committee chairs and presidents do not have a vote on the board of directors unless specifically identified in Article VI of these bylaws as members of the board of directors.

ARTICLE IX. 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 an annual financial review.

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

ARTICLE X. 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 in accordance with policies and procedures.

Section 2. Membership Meetings. The branch shall hold at least **3** meetings 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 *a majority* of members of the board or **4** 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 **10** percent of the branch membership.

ARTICLE XI. PROPERTY

Section 1. Property and Assets. The title to all property, funds, and assets is vested in the AAUW Boulder 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. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of AAUW Boulder Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XII. LOSS OF RECOGNITION

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

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

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

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by state law or its articles of incorporation.

Section 2. Prior Approval. All other proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

Section 3. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a *two-thirds* vote of those present and voting provided written notice shall have been sent to the members at least 30 days prior to the meeting.

Amended: March 18, 2014

Amended: May 11, 2014

Amended: June 26, 2016