

Bylaws of the AAUW
Loveland, CO Branch
Revised, November 2016

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the American Association of University Women (AAUW), Loveland, Colorado Branch of the American Association of University Women, hereinafter known as the "Affiliate."

Section 2. Affiliate. The Loveland, CO branch 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 policies and practices.

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 Programs. 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 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 High 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 of 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.

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 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 High Education Institutions or in other qualified education 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. 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©(3) or 501©(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 state 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 with 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 designed 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 *Roberts 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 Affiliates's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. BRANCH DUES

Section 1. Setting dues. The annual branch dues for individual members shall be established at a meeting by a two-thirds vote of those present and voting provided written notice has been given to all members thirty (30) days prior to the meeting.

Section 2. Payment. Member dues shall be payable in accordance with procedures established by AAUW policy. Branch dues shall be payable to the Loveland branch by June 15 each year. After notification of non-payment, a member in arrears after July 31 shall be dropped from membership.

Section 3. 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.

ARTICLE IX. BRANCH NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The nominating committee shall consist of three members, of whom two shall be selected by the branch members at a regularly scheduled branch meeting.

Section 2. Elections. Names of the nominees shall be published and sent to every member at least 14 days before the election. Nominations can be made from the floor with the consent of the nominee. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

ARTICLE X. BRANCH OFFICERS

Section 1. Elected officers. The elected officers or co-officers shall be president, vice president for program, vice president for membership, secretary and treasurer.

Section 2. Appointed officers. Other officers may be appointed by the board as needed.

Section 3. Duties. Officers shall perform the duties described by these bylaws. The elected and appointed officers shall facilitate and promote the purpose and mission of the AAUW.

a. The president(s) shall be the official spokesperson and representative for the branch and shall be responsible for the submission of such reports and forms as required by AAUW and the state.

b. The vice president(s) shall perform such duties as the president and the Board direct.

c. The secretary shall record and keep minutes of all business and special meetings.

d. The treasurer shall be responsible for collection, distribution and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to AAUW and the state by the specified deadline.

Section 4. Terms of office.

a. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each office shall begin on July 1. The incoming president **may** call a meeting of the incoming officers prior to July 1.

b. A vacancy in office, excluding the president or co-presidents, shall be filled for the unexpired term by the Board of Directors. A vacancy in the office of the president or co-presidents **may** be filled by the president or vice president in the order listed. 1. Membership Vice President
2. Program Vice President.

ARTICLE XI. BRANCH BOARD OF DIRECTORS

Section 1. Members. The board of directors includes the elected and appointed officers such as chairs of committees. This organization must have 5 directors and a minimum of two separate officers, one responsible for the management of the organization and one responsible for the financial affairs. In addition, the 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 board meeting.

Section 2. Powers and Duties. The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and the state.

Section 3. Meetings. Meetings of the board shall be held at least once each year. Special meetings may be called by the president and shall be called upon the request of two members.

Section 4. Quorum. The quorum of the board shall be a majority of its voting members.

ARTICLE XII. BRANCH COMMITTEES

Section 1. Standing committees shall be appointed by the committee chair or the Board of Directors.

Section 2. Special committees may be appointed by the president with the consent of the Board.

ARTICLE XIII. BRANCH FINANCIAL ADMINISTRATION

Section 1. Administration. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws. Dues of new members may be paid at any time. The AAUW portion of the dues paid by new members between January 1 and March 15 shall be one half the annual AAUW dues. The branch board of directors may set a reduction for branch dues.

Section 2. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 3. Annual Budget. The annual budget shall be adopted by the board of directors for presentation to the branch at the September meeting

ARTICLE XIV. MEETINGS OF THE BRANCH MEMBERSHIP

Section 1. Annual Meeting. The general membership meeting held in May shall be designated the annual meeting, the exact date, time and place to be determined by the board. The annual

meeting shall be to conduct business including but not limited to officers' reports, budget review and the financial report, election of officers, establishing dues, amending bylaws, and giving directions to the board.

Section 2. Regular Meetings. There shall be at least 7 general membership meetings each year.

Section 3. Quorum. The quorum shall be 10% of the branch membership.

ARTICLE XV. INDEMNIFICATION

Every member of the board may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action suit or proceeding, whether civil, criminal, administrative, or investigative, by having been a member of the branch board, 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 interests 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 is entitled.

ARTICLE XVI. AMENDMENTS TO THE BRANCH BYLAWS

Provisions of the branch bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 14 days prior to the applicable meeting.

