

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF SOUTHWEST DALLAS COUNTY, TEXAS**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) of Southwest Dallas County, Texas, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW of Southwest Dallas County, Texas 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 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 Programs. The policies and programs 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 programs.

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 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 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 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. 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(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 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 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 to 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 most 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 by the AAUW Board of Directors.

ARTICLE VIII. STATE OR MULTISTATE AFFILIATES

Section 1. Structure. Affiliates may establish a state or a multistate affiliate 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 affiliates determine that such an organization should no longer exist. These state or multistate affiliates shall further AAUW purposes, programs, and policies within their respective areas and their bylaws shall not be in conflict with the AAUW Bylaws.

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 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 in the state, will appoint an administrative contact. Each AAUW-affiliated entity shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed AAUW-affiliated entity meeting and board meeting.

Section 3. State Affiliate in Texas. The American Association of University Women (AAUW) of Southwest Dallas County, Texas is a member of AAUW Texas, a state affiliate of AAUW.

ARTICLE IX. AFFILIATE MEMBERSHIP AND DUES

Section 1. Membership

- a. Any person eligible for AAUW membership as described in Article IV is eligible for membership in the Southwest Dallas County affiliate organization, hereinafter known as the "branch." Such membership shall be granted upon payment of AAUW, AAUW Texas, and branch dues.
- b. Every branch member shall be entitled to vote, hold office, and participate in all branch activities and programs.
- c. A member may be suspended or dropped from branch membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.

Section 2. Dues

- a. Changes in the branch's dues shall be determined at the Annual Meeting for Elections (see ARTICLE XII.2.c) by two-thirds vote of those present and voting, provided notice has been given to the members 14 days prior to the meeting.
- b. The fiscal year shall correspond with that of AAUW and shall begin on July 1.
Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 may be dropped from membership.
- c. Paid life members of AAUW (as defined in the above Article IV, Section 2) are required to pay state and branch dues to become/ remain members of the branch.
- d. Fifty-Year Honorary Members of AAUW shall be exempt from paying branch dues. According to AAUW Texas bylaws of 2016, fifty-year honorary members are exempt from paying state dues.

ARTICLE X. LEADERSHIP OF AFFILIATE ORGANIZATION

Section 1. Elected Officers

- a. The elected officers shall be a president (AAUW administration contact) and treasurer (AAUW finance contact).
- b. Elected officers shall serve for a term of two (2) years or until their successors have been elected and take office.
- c. The term of each elected officer shall begin on July 1. The president shall be elected in odd number years and the treasurer shall be elected in even number years.
- d. No member shall be eligible to serve more than two (2) consecutive terms in the same elected office.
- e. A vacancy in an elected office shall be filled by a mid-term election. Until such new officer is elected, the Board of Directors may select a member of the Board to perform the duties of said officer.

Section 2. Committee Heads & Board of Directors

- a. A Board of Directors shall consist of the elected and appointed officers of the branch, the current committee heads, and the immediate past president.
- b. Some functions deemed necessary to carry on the work of the branch will be managed by committee heads. They shall be appointed by the president with the approval of the Board of Directors. Their appointments may be specified for a limited duration.
- c. Standing committees will manage long term and / or recurring projects. Projects suitable for standing committees might be monthly information (including newsletters and website), member directory, membership recruitment, AAUW Funds promotion, STEM (Science, Technology, Engineering, Mathematics) programs.
- d. Special committees will manage short term and / or one-time projects. Projects suitable for special committees might be program planning for one meeting, voter registration drive, ByLaws changes. Heads of the special committees will be voting members of the Board of Directors until their project is completed.
- e. Committee heads may be replaced or committees may be disbanded at the discretion of the president or by petition of 1/3 of the branch membership.

ARTICLE XI. ADMINISTRATIVE RESPONSIBILITIES

Section 1. Duties

- a. The president shall be the official spokesperson and representative for the Southwest Dallas County branch and shall be responsible for submitting such reports and forms as required by AAUW and state. The president shall maintain a file with the minutes of general and board meetings.
- b. The treasurer shall collect dues and properly remit them to AAUW and state by the specified deadlines, or assure that members have made their own payments via the AAUW website. The treasurer shall prepare an annual budget proposal and shall review it with the Board of Directors for approval. The treasurer shall be responsible for collecting, accounting for, and distributing the funds of the branch at the direction of the president or board of directors.
- c. The board of directors 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. No indebtedness in excess of \$100.00 over amounts provided for in the budget shall be incurred except upon approval of the board of directors.
- d. Appointed officers and standing committee heads shall submit timely reports to the president, either oral or written, as appropriate. Status reports suitable for the branch newsletter or other distribution to members are encouraged; an annual written report for branch archives is encouraged.

ARTICLE XII. MEETINGS

Section 1. Board of Directors Meetings

- a. The board of directors shall meet in the first quarter of the fiscal year (July through September) to plan the budget for the year. The incoming president may call a meeting of the incoming officers prior to July 1.
- b. Special meetings may be called by the president or upon request of two (2) members of the board.
- c. The quorum of the board shall be a majority of its members. The President may elect to obtain votes by electronic means when necessary.
- d. The treasurer will submit monthly reports to the president and Board of Directors.
- e. All board members will provide timely written, email, or oral reports of their activities to all other board members.

Section 2. General Membership meetings.

- a. There shall be at least three (3) general membership meetings each year with dates announced at least 30 days in advance.
- b. The first general meeting of the fiscal year shall include presentation and approval of the proposed budget for the year.
- c. A general membership meeting held in the 4th quarter of the fiscal year (April, May, June) shall be designated as the Annual Meeting for Elections; the exact date, time, and place to be determined by the board. The business of the annual meeting shall include, but not be limited to, reports of officers, budget reviews, the election of officers, any change in the amount of the annual membership dues, and such other matters as shall be appropriate.

Section 3. Special Meetings

Jan 2017 revision to Bylaws of AAUW, Southwest Dallas County, Texas

Special meetings may be called by the president, a member of the board of directors, or upon written request of five members of the branch. Notice of the date, time, place, and the business to be brought before the meeting shall be distributed to members of the branch at least ten days in advance. Only business for which notice has been given shall be transacted.

ARTICLE XIII. NOMINATIONS AND ELECTIONS.

Section 1: Nominations

- a. The president may appoint any member of the branch as election coordinator or may perform that service herself.
- b. The election coordinator shall announce the positions, either elected or appointed, that are to be filled for the fiscal year starting July 1, at least 2 months prior to the scheduled election.
- c. Anyone interested in serving in an elected or appointed position shall indicate such interest to the election coordinator at least 5 weeks prior to the scheduled election.
- d. The names of the candidates shall be published and sent to every member no later than 30 days prior to the Annual Meeting for Elections.

Section 2. Elections

- a. Election of officers shall be held at the designated Annual Meeting for Elections.
- b. Nominations may be made from the floor with the consent of the nominee.
- c. Elections shall be by secret ballot unless there is only one candidate for a given office, when a voice vote may be taken. Election shall be by majority vote of those present and voting.

ARTICLE XIV. AMENDMENTS TO THE BYLAWS

Section 1. Prior Approval. Proposed amendments to the bylaws, other than those mandated by AAUW per Article VII, will be according to procedures established by the AAUW Governance Committee.

Section 2. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch general meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the branch members at least 14 days prior to the meeting.

Article XV. INDEMNIFICATION

The directors and all officers or other appointed representatives of the branch shall be indemnified, and their liability shall be limited to the fullest extent authorized by the Texas Business Organizations Code, as it now exists or hereafter may be amended, and by the Charitable Immunity and Liability Act, Chapter 84 of the Civil Practices and Remedies Code, unless adjudged therein to be liable for negligence of misconduct in performance of their duties.

Revision date: AAUW mandated revisions of December 2016
To branch bylaws version of April 2015.