

**BYLAWS OF
THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF
THE WEST HARRIS COUNTY, HOUSTON, TEXAS BRANCH**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be American Association of University Women (AAUW) of the West Harris County, Houston, Texas 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. Purpose. The purpose of AAUW is 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 any AAUW-affiliated entity or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the 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 multistate 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 AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity 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 comparable AAUW-affiliated entity's bylaws.
 - c. Other Partner Members. Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

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, multistate, comparable AAUW-affiliated entities and AAUW meetings and receive publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors (and if applicable, the Organization's Board of Directors).

Section 5. Dues.

- a. Amount.
 - (1) The annual dues for individual branch or comparable AAUW-affiliated entity members shall be established by a two-thirds vote of the Organization's 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 fourteen (14) days prior to the vote.
 - (2) Dues for partner members shall be set by the AAUW Board of Directors.
 - (3) The Organization's dues shall include the AAUW publication distributed to all members.
- b. Payment. AAUW Member dues shall be payable in accordance with procedures established by AAUW policy. A branch member whose dues remain unpaid after July 31 shall be dropped from branch membership.
- 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. Nominating Committee.

- a. Composition and Appointment. The Board of Directors shall elect a Nominating Committee consisting of five (5) members, at least three (3) from the general membership and no more than two (2) from among the current Board of Directors. The Board of Directors shall name a chair and alternate chair of the committee.

- b. Terms. The committee chair, alternate chair and committee members shall be appointed at least three (3) months prior to the Annual Meeting and shall serve until elections are conducted at the Annual Meeting. A member of the committee may serve for a maximum of two consecutive terms.

Section 2. Nominations.

- a. The names of the nominees shall be published and sent to every member at least fourteen (14) 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.
- b. Elections shall be by ballot or electronic voting unless there is only one nominee for a given office, in which case the election may be by voice vote. Election shall be by majority vote of those voting.
- c. Election of vice president for program, corresponding secretary and finance officer shall be conducted in odd-numbered years; election of vice president for membership and recording secretary shall be conducted in even-numbered years. The president-elect and assistant vice president for AAUW Funds are elected annually.

ARTICLE VI. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. Elected Officers and Directors. The elected officers and directors shall be a president; president-elect; vice presidents for program, membership and AAUW Funds; assistant vice president for AAUW Funds; recording secretary; corresponding secretary; and finance officer.
- b. Appointed Officers and Directors. The appointed officers and directors shall be for public policy, newsletter, visibility and such other officers as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the president with the consent of the Board of Directors.

Section 2. Duties.

- a. Duties of Officers. Officers and directors shall perform the duties described by these Bylaws, branch policies and by the current edition of *Robert's Rules of Order Newly Revised*. All officers shall submit an annual written report to the president. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. President. 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 and the state organization.
- c. President-elect. The president-elect shall become familiar with the duties of the president in preparation for assuming the office of president the following year and shall perform such duties as the president and the Board shall direct.
- d. Vice presidents and assistant vice president. The vice presidents and assistant vice president shall perform such duties as the president and the Board shall direct.
- e. Recording Secretary. The recording secretary shall record and maintain the minutes of business meetings of the Board of Directors and the general membership.
- f. Corresponding Secretary. The corresponding secretary shall conduct correspondence as the president and the Board shall direct.
- g. Finance Officer. The finance officer (treasurer) shall be responsible for collecting, accounting for and distributing the funds of the branch at the direction of the Board of Directors. The finance officer shall collect dues and properly remit them to AAUW and the state organization by the specified deadline. The finance officer shall send moneys for AAUW Funds by the specified deadlines and shall keep separate ledgers for each type of account.

Section 3. Terms of Office.

- a. Terms of Office. Terms of office for elected officers shall vary by position as follows:
 - President – one year
 - President-elect – one year with succession to president the following year
 - Vice presidents for program and membership
 - Vice president for AAUW Funds – one year

- Assistant vice president for AAUW Funds – one year with succession to vice president for AAUW Funds the following year
- Recording secretary – two years
- Corresponding secretary – two years
- Finance officer/treasurer – two years

or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for one additional term, but no member shall hold the same office for more than two consecutive terms. A full term is considered service in office for one-half or more of the term. No member shall hold more than one board position, elected or appointed, at any given time.

- Beginning of Terms.** The term of each officer and director shall begin on July 1. The president-elect may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Committee prior to July 1, so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1, as they are not officially Board members until that date.
- Removal from Office.** An officer or director of the Organization may be removed for any reason or no reason by a majority vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

Section 4. Vacancies.

- All vacancies in office, excluding the president and the vice president for AAUW Funds, shall be filled for the unexpired term by the president with the approval of the Board of Directors.
- A vacancy in the office of the president shall be filled by the president-elect.
- A vacancy in the office of the vice president for AAUW Funds shall be filled by the assistant vice president for AAUW Funds.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors and the immediate past branch president shall constitute the Board of Directors of this Organization.

Section 2. Powers and Duties. In accordance with the Bylaws, the Board of Directors shall have the general power to

- provide oversight to ensure the proper administration of the affairs of the Organization; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law or these Bylaws;
- review the Organization's annual budget presented by the finance committee, amend as necessary and recommend adoption of the budget at the first membership meeting of the fiscal year;
- act for the Organization between meetings of the membership;
- adopt rules to govern its proceedings;
- establish task forces or special committees as needed;
- determine the date and location for any official meetings of the Organization.

Section 3. Delegation of Power. The Board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings

- Regular Meetings.** Regular meetings of the Board of Directors shall be held at least seven (7) times a year at the call of the president at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Board will take effect if passed by the majority of the members of the Board.
- Special Meetings.** Special meetings of the Board may be called by the president or shall be called upon the request of four (4) members of the Board of Directors.

Section 5. Quorum. The quorum of the board shall be a majority of its members.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected officers. .

Section 2. Powers and Duties. Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the Bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between Board meetings and report to the Board its work and actions.

Section 3. Meetings. The Executive Committee shall meet at the call of the president and at other times as deemed necessary to conduct business delegated by the Board of Directors. The Executive Committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Executive committee will take effect if passed by the majority of its members.

Section 4. Voting between Meetings. Between meetings of the Executive Committee, a vote may be taken at the request of the president on any question submitted to the committee in writing, provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all executive committee members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at an executive committee meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of its members.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees. There shall be standing committees on program, membership, public policy, finance, AAUW Funds and such others as the branch may deem appropriate.

Section 2. Membership. Members of standing committees shall be appointed by the committee chairs.

Section 3. Special Committees. Special committees may be appointed by the president with the consent of the Board.

ARTICLE X. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization 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 branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

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 or comparable AAUW-affiliated entities 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 or comparable AAUW-affiliated entities in the state, will appoint an administrative contact. .

ARTICLE XI. BRANCHES

Section 1. Branches and Comparable AAUW-Affiliated Entities.

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be a virtual, online branch not tied to a geographic area.

Section 2. Organization.

- a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.
- b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with these AAUW Bylaws or with controlling state law.
- c. Structure. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also

designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting. (If this member is not an officer, then an officer must be assigned to supervise the designated member.)

Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity.

- a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- b. The branch shall have the right to appeal to the Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of a branch or comparable AAUW-affiliated entity is vested in the 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. The branch or comparable AAUW affiliated entity 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.

Section 5. Dissolution. In the event of the dissolution of the branch or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the branch or AAUW-affiliated entity shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE XII. ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Administration. The Organization's Board of Directors shall have responsibility to:

- a. oversee the administration of finances, including annual review of financial records;
- b. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state and local laws;
- c. oversee the management, acquisition, and disposition of the Organization's property and equipment in accordance with the Bylaws;

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

Section 3. Indebtedness. No indebtedness in excess of \$25 over amounts provided for in the budget shall be incurred by the branch except upon a recommendation of the Board of Directors.

ARTICLE XIV. MEETINGS OF THE MEMBERSHIP

Section 1. There shall be at least nine (9) general membership meetings each year.

Section 2. Annual Meeting.

- a. **Notice.** The general membership meeting held between March 1 and March 31 shall be designated as the AAUW West Harris County, Houston, Texas Annual Meeting, the exact time and place to be determined by the Board of Directors with notice of no less than ten (10) days being provided.
- b. **Business.** The business of the Annual Meeting shall include, but not be limited to, election of officers, officer reports, budget reviews and such other matters as shall be appropriate.

Section 3. Special Meetings. Special meetings may be called by the president, by the Board of Directors or upon the written request of five (5) members of the branch. Written notice of the date, time, place and the business to be brought before the meeting shall be sent by the corresponding secretary to the members at least fourteen (14) days in advance of the meeting. Only business for which notice has been given shall be transacted.

Section 4. Voting.

- a. Twenty (20) percent of the members entitled to vote shall constitute a quorum.
- b. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that two-thirds (2/3) vote shall be required to adopt amendments to these Bylaws.

- c. Mail ballots or electronic voting may be used, provided the number of members voting meets the quorum stated above. Such vote may include election of officers, amendments to the Bylaws and any other noticed business. Members voting by these methods are considered to be present at the meeting.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all instances in which they are applicable and in which they are not inconsistent with these Bylaws or with the requirement of AAUW or the laws of the state of Texas.

ARTICLE XVI. INDEMNIFICATION

To the maximum extent allowable by law, the Organization may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer or committee member of the Organization. Every member of the Board of Directors, officer or committee member of the Organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the board, officer or committee member of the Organization, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right off indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

AAUW Mandated Amendments shall be adopted by the Organization's Board of Directors without a vote of the Organization's membership. Provisions of the Organization'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 fourteen (14) days prior to the applicable meeting.

(June 2016)