

AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF ALABAMA

Bylaws of American Association of University Women of Alabama

ARTICLE I. NAME

The name of this organization shall be the *American Association of University Women of Alabama*, hereafter called the state.

ARTICLE II. GOVERNMENT

The Bylaws of the American Association of University Women, hereafter called AAUW, shall govern this state in all its practices. The bylaws of this state shall in no way conflict with the Bylaws of AAUW. Every amendment to the Bylaws of AAUW shall become effective and binding on this state.

ARTICLE III. PURPOSE

The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the American Association of University Women of Alabama shall be to further the policies and program of AAUW, foster the development and maintenance of higher standards of education, strengthen the fellowship among university women in order that their effectiveness may be felt throughout the state in the solution of social and civic problems, secure broader opportunities for women, organize new branches of AAUW within the state, and promote, encourage and coordinate the work of the branches throughout the state.

ARTICLE IV. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members. 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. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further 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 V. MEMBERSHIP

Section 1. Branch. All branches of AAUW within the state shall be members of this state.

Section 2. Individual Membership.

- a. Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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.
- b. A state member is a national member who is also a member of AAUW of Alabama. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to state membership shall result in loss of recognition of a state. The state member shall be entitled to vote, hold office, and participate in all state activities and programs, and receive the publications distributed to all members.

Section 3. Members-at-Large. An AAUW member-at-large residing within the state may become a state member-at-large upon application to the state treasurer and payment of state dues.

Section 4. College/University Partner. A college or university partner within the state which is a college/university partner member of AAUW shall also be a college/university partner member of the state and shall be entitled to representation at all state meetings.

Section 5. Life Members.

- a. Paid Life Members. Any member of AAUW may become a life member of AAUW upon a one-time payment of twenty (20) years' dues, based on the amount of AAUW dues the year that member elects to become a life member. Thereafter, the life member shall be exempt from payment of AAUW dues. Paid life members who are members of AAUW of Alabama continue to pay annual state dues.
- b. Fifty-Year Honorary. Any branch member who has paid AAUW dues for fifty (50) years shall become a life member and shall thereafter be exempt from payment of AAUW, state, and branch dues.

Section 6. Student Affiliates. An undergraduate student enrolled in a regionally accredited 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. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW board of directors. State fees shall be established by the state board of directors. Branch fees shall be established by the branch board of directors.

ARTICLE VI. FISCAL AFFAIRS

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

Section 2. Dues. The annual state dues for members shall be fixed by a two-thirds vote of the annual meeting upon recommendation of the state board of directors, providing written notice has been given to all the members thirty (30) days prior to the annual meeting.

- a. Each branch shall pay annual state dues for each member belonging to the branch; this amount shall include a subscription to the state bulletin. Dues are payable to the state treasurer on July 1 and shall be considered in arrears unless forwarded by the branch treasurer, postmarked no later than July 1. Dues of new members may be accepted at any time.
- b. Reciprocity. All states shall have a reciprocal membership policy; payment of any additional dues shall be waived for a transferring member whose current dues have been paid to another state.
- c. College/university partners shall pay no state dues.
- d. A member-at-large belonging to the state shall pay annual dues to the state treasurer; this amount shall include a subscription to the state bulletin. Dues are payable on July 1.
- e. AAUW of Alabama will follow the AAUW guideline for the collection of half-year dues.

Section 3. Budget. The annual budget for the state shall be prepared by the finance committee and approved by the state board of directors.

Section 4. Financial Responsibility. The elected officers of the state shall provide for such financial review and control of funds as are necessary to assure their safekeeping and complete accounting.

ARTICLE VII. OFFICERS

Section 1. Elected Officers. The elected officers of the state shall include a president, program vice-president, membership vice-president, AAUW Funds vice-president, recording secretary, communications director, and treasurer. In even-numbered years, the president, program vice-president, AAUW Funds vice-president, and communications director shall be elected. In odd-numbered years, the membership vice-president, recording secretary, and treasurer shall be elected.

Section 2. Qualifications for Office. The above-mentioned elected officers shall be members of AAUW of Alabama.

Section 3. Appointed Officers and Committee Chairs. The appointed officers of the state shall include a parliamentarian and the chairs of standing committees on bylaws, college/university partners and public policy. Appointed officers and committee chairs shall be appointed by the

president with approval by the executive committee.

Section 4. Terms of Office. Officers shall serve for a term of two years or until their successors have been elected or appointed and have assumed office. No member shall hold the same office for more than two full consecutive terms. The term of each officer shall begin on July 1; however, the incoming or continuing president may call meetings of the incoming executive committee and board of directors prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 5. Vacancies.

- a. A vacancy in the office of president shall be filled by the vice-presidents in the order listed in Section 1.
- b. A vacancy in any elected office other than president shall be filled for the unexpired term by the board of directors.
- c. A vacancy in any appointed office shall be filled by the president with approval of the executive committee.

ARTICLE VIII. DUTIES OF ELECTED OFFICERS

Section 1. Duties of Elected Officers. Officers shall perform the duties prescribed by these bylaws, by the policies and procedures adopted by the board of directors, and by the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. Duties of the President. As the executive officer, the president shall:

- a. submit such reports and forms as required by AAUW of Alabama and AAUW;
- b. be responsible for bringing AAUW of Alabama bylaws into conformity with AAUW Bylaws after each AAUW convention;
- c. preside at all meetings of the state, the board of directors, and the executive committee;
- d. serve as an ex-officio member of all task forces and committees except the nomination committee;
- e. appoint chairs of all task forces and committees except the nominating committee and those otherwise provided for in these bylaws;
- f. notify the executive committee of appointed officers and committee chairs;
- g. perform all other duties usually pertaining to the office.
- h. As the official representative of AAUW of Alabama, the president or the president's designated substitute shall represent AAUW of Alabama in all work with other organizations and at meetings and conferences.

Section 3. Duties of the Program Vice-President. The program vice-president shall:

- a. be responsible for planning state programs;
- b. serve as chair of the committee on program development;
- c. assume the duties of the president in the absence or temporary inability to serve;
- d. perform such duties as may be assigned by the board of directors and as specified in these bylaws.

Section 4. Duties of the Membership Vice-President. The membership vice-president shall:

- a. serve as chair of the committee on membership;
- b. assume the duties of the president in the absence of both president and program vice-president;
- c. perform such other duties as may be assigned by the board of directors and as specified in these bylaws.

Section 5. Duties of the AAUW Funds Vice-President. The AAUW Funds vice-president shall:

- a. serve as chair of the committee for AAUW Funds;
- b. coordinate the AAUW Funds fund-raising activities for AAUW of Alabama;
- c. perform such other duties as may be assigned by the board of directors and as specified in these bylaws.

Section 6. Duties of the Recording Secretary. The recording secretary shall:

- a. record the minutes of the meetings of AAUW of Alabama board of directors and executive committee and the annual business meeting;
- b. have available at all meetings a copy of AAUW bylaws, AAUW of Alabama bylaws, a list of elected and appointed officers, committee chairs, and a list of branch presidents;
- c. in a timely manner have minutes of all meetings reviewed by the president for accuracy;
- d. distribute the minutes to appropriate groups in a timely manner.

Section 7. Duties of the Communications Director. The communications director shall:

- a. assume responsibility for such correspondence of AAUW of Alabama and executive committee as the president or executive committee shall delegate;
- b. be responsible for AAUW of Alabama bulletins, directory, modern media, and marketing as needed for AAUW of Alabama;
- c. notify the branches of all meetings of AAUW of Alabama;
- d. perform such other duties as shall be assigned by the president;

Section 8. Duties of the Treasurer. The treasurer shall:

- a. assume responsibility for the collection of all state dues and other money due AAUW of Alabama;
- b. serve as custodian of all funds, securities, and business papers;
- c. keep an itemized account of all receipts and disbursements;
- d. present a detailed financial report to the executive committee and board of directors at each meeting and upon the request of the president at other times;
- e. submit an annual written financial report to AAUW of Alabama;
- f. submit the records for financial review at the close of the fiscal year;
- g. pay bills only upon receipt of a reimbursement form submitted by the person incurring the bills;
- h. coordinate membership information with the president and the membership vice-president

- i. serve as chair of the finance committee and with the same committee prepare a budget to be presented at the first meeting of the board of directors in the fiscal year.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. There shall be a nominating committee of three (3) members, two (2) of whom shall be elected at AAUW of Alabama annual meeting in even-numbered years. One (1) shall be elected by the board of directors at the first board meeting after that state meeting. At that same meeting one member of the committee shall be elected by the board to serve as the chair.

Section 2. Members shall be elected for a two-year term and may serve for a maximum of four consecutive years.

Section 3. Suggested nominees for elected offices should be submitted by branches or individuals to the nominating committee in writing or by electronic means by December 31.

Section 4. The names of the nominees for elected office shall be published and sent to every branch at least thirty (30) days before AAUW of Alabama annual meeting.

Section 5. Officers shall be elected at AAUW of Alabama annual meeting.

Section 6. Nominations may be made from the floor with the written consent of the nominee.

Section 7. Elections shall be by secret ballot except when there is only one candidate for an office, in which case the election may be made by voice vote.

Section 8. Election shall be by a majority vote of the AAUW of Alabama members present.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Composition. Members of the board include elected officers, appointed officers, standing and special committee chairs, and branch presidents. If a branch president is serving in another board capacity, the branch may designate a substitute to represent the branch. Each member shall have only one vote, and branch co-presidents shall be considered as one voting member of the board. Members of AAUW of Alabama who are AAUW officers, AAUW Funds, or committee members shall be ex-officio non-voting members.

Section 2. Powers and Duties. In accordance with the bylaws and annual meeting action, the board of directors shall have the general power to administer the affairs of AAUW of Alabama, and to initiate and carry out its program and policies. It shall act for AAUW of Alabama between annual meetings. The board may adopt rules to govern its proceedings. It also shall:

- a. approve the budget and adopt the financial review;
- b. provide for the election of the required members and chair of the nominating committee;

- c. recommend to AAUW of Alabama annual meetings such additional standing committees and task forces as are considered necessary for the work of AAUW of Alabama;
- d. approve the establishment of special committees;
- e. fill a vacancy in any elected office except the office of president.

Section 3. Meetings and Quorum.

- a. Regular Meetings. Regular meetings of the board of directors shall be held at least twice a year at the call of the president.
- b. Special Meetings. Special meetings of the board of directors shall be called at any time by the president or upon written request of five members of the board, provided that at least five (5) days' notice of such meeting and its agenda has been given to the members of the board.
- c. Quorum. The quorum for a meeting of the board of directors shall twenty-five (25) percent of the voting members.

Section 4. Interim Voting. In the interim between meetings of AAUW of Alabama board of directors, a written vote may be taken at the request of the president on any question submitted in writing or by e-mail. Voting shall close ten days after the question has been submitted. If a majority shall vote on a question sent to the members of the board of directors, the vote shall be counted and shall have the same effect as if cast at a meeting of the board of directors.

Section 5. Delegation to Executive Committee. Between meetings of the board, the board may delegate such authority as it deems necessary to the executive committee.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall be composed of the elected officers of AAUW of Alabama and the immediate past president, a non-voting ex-officio member.

Section 2. Powers and Duties. The executive committee shall:

- a. be empowered to act for the board of directors during the interim between meetings of the board in all matters except those which, according to the bylaws, specifically require action by the full board of directors;
- b. perform such duties as may be assigned by the board of directors;
- c. determine the special committees necessary for the work of AAUW of Alabama and recommend their establishment by the board of directors;
- d. provide for a financial review and the proper control of funds;
- e. make recommendations to the board of directors;
- f. report its activities and actions to the board of directors;
- g. adopt rules to govern its procedures.

Section 3. Meetings and Quorum

- a. Meetings. The executive committee shall meet at least once a year at the call of the president or at the written request of two members of the executive committee.

- b. Quorum. A quorum shall be a majority of the members of the executive committee.

Section 4. Voting.

- a. Written Vote. In the interim between meetings of the executive committee, a written vote may be taken at the request of the president on any question submitted in writing or by e-mail. Voting shall close ten (10) days after the question has been submitted. If a majority shall vote on a question sent to the members of the executive committee, the vote shall be counted and shall have the same effect as if cast at a meeting of the executive committee.
- b. Conference Call Vote. As in a written vote, a conference call vote may be taken at the request of the president on any question submitted in writing or by e-mail. If a majority shall vote on a question sent to the members of the executive committee, the vote shall be counted and shall have the same effect as if cast at a meeting of the executive committee.

ARTICLE XII. COMMITTEES

Section 1. Standing Committees.

- a. There shall be standing committees on the work of appropriate AAUW of Alabama committees, including bylaws, college/university partners, AAUW Funds, membership, program development and public policy.
- b. Another standing committee of AAUW of Alabama shall be the finance committee.
- c. There shall be such other standing committees as AAUW of Alabama shall authorize upon recommendation of the board of directors.

Section 2. Special Committees. There may be established such special committees as shall be considered necessary by the board of directors.

Section 3. Qualifications and Terms of Chairs and Members.

- a. Committee chairs shall be members of AAUW of Alabama.
- b. Members of standing and special committees shall be chosen for their experience and work in AAUW and/or their special aptitude for the work of the committee.
- c. Committee chairs shall serve for a term of two years and shall be eligible to serve only two full consecutive terms in the same position.

Section 4. Composition and Duties of Committees.

- a. Standing Committees. With the approval of the board of directors, each standing committee shall formulate programs to carry forward the work of AAUW within the state. Each standing committee shall cooperate with the appropriate AAUW committee and committees in the branches to initiate and promote projects of a statewide and national scope.
 - (1) The committee on bylaws shall receive and review the biennial amendments of all branch bylaws by December 1 following the AAUW

convention, to ensure that they conform with the current AAUW Bylaws. The committee may propose amendments to AAUW of Alabama bylaws and forward those adopted to the AAUW committee on bylaws.

- (2) The committee on college/university partners shall be responsible for planning and developing a mutually supportive relationship between institutions of higher education and AAUW of Alabama.
 - (3) The committee on AAUW Funds programs shall implement AAUW programs on Fellowships, Research, and Projects, and such others as may be established by AAUW. The AAUW Funds vice-president shall serve as chair.
 - (4) The committee on membership shall assist branch membership chairs in problems of qualifications for membership and in the development of membership orientation programs. The program vice-president and the college/university partners chair shall be ex-officio members. The membership vice-president shall serve as chair.
 - (5) The committee on program development shall be responsible for providing policy guidance for program direction. The program vice-president shall serve as chair.
 - (6) The committee on public policy shall develop a state legislative program in support of AAUW policy.
- b. Special Committees. Special committees shall perform such duties as are assigned by the board of directors.

Section 5. Reports. The chair of each committee should submit an annual report by June 1 to AAUW of Alabama president who shall prepare a written document to be sent, when required, to the membership and/or to the appropriate staff member at AAUW.

ARTICLE XIII. RESPONSIBILITIES OF BRANCH OFFICERS AND CHAIRS TO AAUW OF ALABAMA

Section 1. Duties of Branch President. The branch president shall:

- a. be the official representative of the branch in the activities of AAUW on all levels;
- b. no later than June 1, send to the president of AAUW of Alabama the names and addresses of all officers and task force and committee chairs;
- c. no later than June 1, file an annual report with AAUW of Alabama president covering the activities of the branch;
- d. be responsible for the updating of branch bylaws after each AAUW convention and submitting them as instructed to AAUW of Alabama bylaws chair before the December 1 deadline;
- e. assume the responsibility to bring the branch bylaws into conformity with the bylaws of AAUW of Alabama after each state annual meeting;
- f. by May 15 send to the state president suggested candidates for state appointive offices together with a statement of their qualifications.

Section 2. Duties of Branch Treasurer. The branch treasurer shall be responsible for seeing that state dues sent AAUW of Alabama treasurer in a timely manner.

Section 3. Duties of Other Officers and Chairs. Branch officers and task force and committee chairs shall make reports as may be required by a member of AAUW of Alabama board of directors or by a special committee chair.

ARTICLE XIV. MEETINGS OF AAUW OF ALABAMA

Section 1. Time, Place and Notification.

- a. As part of the annual meeting, AAUW of Alabama shall hold a business meeting to conduct the business of AAUW of Alabama, including the election of officers.
- b. The time and place shall be determined by the executive committee.
- c. Special meetings may be called by the president, or shall be called by the president on the written request of five members of the board of directors.
- d. Notice of meetings shall be sent to all branches, members of AAUW of Alabama board of directors, AAUW, college/university members, and state members-at-large at least thirty (30) days prior to the meeting.
- e. All state meetings, including meetings of the board of directors, shall be open and may be attended by any member of the state.
- f. If circumstances prevent the holding of a state meeting, the elected officers of the board of directors shall provide for the conduct of necessary business.

Section 2. Representation.

- a. Voting Body. The voting body of any business meeting of AAUW of Alabama shall be composed of AAUW of Alabama members.
- b. Voting. A member of the voting body shall cast no more than one vote.
- c. Quorum. A quorum shall be five (5) percent of the AAUW of Alabama members.

ARTICLE XV. PROPERTY AND ASSETS

The title to all property, funds, and assets is vested in AAUW of Alabama 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 of Alabama or the termination of its affiliation with AAUW, all assets of AAUW of Alabama shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

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

ARTICLE XVII. AMENDMENTS

Section 1. The provisions of these bylaws not governed by the AAUW Bylaws may be amended at any state annual meeting by a two-thirds vote of those present and voting thereon, provided notice of the proposed amendment shall have been sent to each state AAUW member in the state at least thirty (30) days prior to the meeting at which such amendment is to be acted upon; or, if previous notice has not been given, by unanimous vote of the annual meeting and ratification of two-thirds of the branches.

Section 2. Any amendment to the bylaws of AAUW of Alabama shall become effective and binding on all branches within the state.

Section 3. Changes required to bring the state bylaws into conformity with the Bylaws of AAUW shall be made without the necessity of a vote of the state.

Section 4. The bylaws of the *American Association of University Women of Alabama* and all subsequent amendments thereto shall be forwarded to the chair of the AAUW Committee on Bylaws for approval.

Dates amended: April 7, 1990
 October 19, 1991
 April 9, 1995
 October 17, 1995
 April, 1996
 March 22, 1997
 July 29, 2000
 April 6, 2006 (to conform with AAUW Bylaws)
 Spring 2006, voted on at state convention and ratified by branches
 April 2007
 February 9, 2010 (to conform with AAUW Bylaws)
 March 22, 2012 (to conform with AAUW Bylaws)
 April 29, 2012