

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF ALABAMA

ARTICLE I. NAME AND OFFICE

Section 1. Name. The name of the organization shall be the American Association of University Women-Alabama.

Section 2. Affiliate. AAUW Alabama 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 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 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. Annual AAUW dues and Member benefits for any category of Member shall be set by the AAUW Board of Directors.

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. 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 the state and AAUW;
- b. be responsible for bringing the state 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 the state, the president or the president's designated substitute shall represent the state 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 the state;
- 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 the state board of directors and executive committee and the annual business meeting;
- b. have available at all meetings a copy of AAUW bylaws, the state 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 the state and executive committee as the president or executive committee shall delegate;
- b. be responsible for the state bulletins, directory, modern media, and marketing as needed for AAUW of Alabama;
- c. notify the branches of all meetings of the state;
- 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 the state;
- 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 the state;
- 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 a 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 the state 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 the state annual meeting.

Section 5. Officers shall be elected at the state 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 the state, and to initiate and carry out its program and policies. It shall act for the state 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 member and chair of the nominating committee;
- c. recommend to the state annual meetings such additional standing committees and task forces as are considered necessary for the work of the state;
- 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.
- a. 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.

- a. 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 the state 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 (10) 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 the state 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;
- a. determine the special committees necessary for the work of the state 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 committees, including bylaws, college/university partners, AAUW Funds, membership, program development and public policy.
- b. Another standing committee of the state shall be the finance committee.
- a. There shall be such other standing committees as the state 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.
- a. 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.
- b. 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 the state 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 the state.
- (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 the 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.
 - a. 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 the state 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 THE STATE

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 the state the names and addresses of all officers and task force and committee chairs;
- c. no later than June 1, file an annual report with the state 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 the state bylaws chair before the December 1 deadline;
- e. assume the responsibility to bring the branch bylaws into conformity with the bylaws of the state after each state annual meeting;
- f. by May 15 send to the state president suggested candidates for state appointed officers and committee chairs 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 to the state 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 the state board of directors or by a special committee chair.

ARTICLE XIV. MEETINGS OF THE STATE

Section 1. Time, Place and Notification.

- a. As part of the annual meeting, the state shall hold a business meeting to conduct the business of the state, including the election of officers.
- b. The time and place shall be determined by the executive committee.
- a. 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.
- a. Notice of meetings shall be sent to all branches, members of the state board of directors, AAUW, college/university members, and state members-at-large at least thirty (30) days prior to the meeting.
- a. All state meetings, including meetings of the board of directors, shall be open and may be attended by any member of the state.
- a. 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 the state shall be composed of AAUW of Alabama members.
- b. Voting. A member of the voting body shall cast no more than one vote.
- a. 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 the state 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 the state 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 the state 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
- May 15, 2014 (to include AAUW mandatory Bylaws)
- December 20, 2016 (to include AAUW mandatory By-laws)