

# BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF AAUW MARYLAND

## PREAMBLE

The American Association of University Women, Inc. (AAUW) is a national organization whose purpose is to advance equity for women and girls through advocacy, education, philanthropy, and research. Part 1 of these Bylaws defines the relationship between AAUW and AAUW Maryland (the local organization). Part 2 of these Bylaws contains other specific provisions pertaining to the local organization.

## PART 1: PROVISIONS REGARDING AFFILIATION WITH AAUW

### ARTICLE I. NAME AND GOVERNANCE

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) Maryland, hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW Maryland 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. a. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote..

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

**Section 5.** Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

## **Article V. AAUW AFFILIATES**

**Section 1.** AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(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.

**Part 2: Additional Provisions Pertaining to the Affiliate**

**Article VIII. AAUW Maryland Membership and Dues.**

- a. The annual dues for AAUW Maryland, hereafter referred to as the "organization," members shall be established by a two-thirds vote of the board of directors of the organization provided notice has been given to the members 30 days prior to the meeting.
- b. Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the organization, are required to pay annual organization and branch dues.
- c. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW state dues. Each branch shall determine if these members will pay branch dues.

- d. Student Associates, as described in Article IV, Section 2, shall be eligible for student affiliation with this organization upon payment of fees established by this organization's board of directors.
- e. New members may join at any time. Dues are payable upon joining. The organization portion of the dues paid by new members for less than a full year is determined by AAUW and organization policy.
- f. An undergraduate student enrolled in a college/university that is an AAUW partner will be eligible for free e-student affiliate membership.
- g. Payment. Member dues shall be payable in accordance with procedures established by policy.
- h. Reciprocity. A current paid member of a comparable AAUW-affiliated entity may transfer membership to another comparable AAUW-affiliated entity without payment of additional dues

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations.**

- a. There shall be a nominating committee consisting of representation of 25% of the branches in good standing, comprised as follows: members, each from a different branch, shall be elected at the annual state convention for a term of one (1) year.
- b. The term of service on the nominating committee shall be for one year for a maximum of two consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the annual meeting.
- d. The chair of the nominating committee shall be elected by a majority vote of the nominating committee.
- e. Nominations may be made from the floor with the consent of the nominee.

### **Section 2. Elections.**

- a. Elections shall be held at the annual meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those present and voting or by plurality if there are three (3) or more candidates for a position.

- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XIV.

## **ARTICLE X. OFFICERS**

### **Section 1. Officers.**

- a. The elected officers for the organization shall be president, or official representative, or co-presidents; vice presidents for program, membership, public policy, communications, and fundraising; secretary; and treasurer.
- b. The appointed officers shall be such as considered desirable to carry on the work of the organization. They shall be appointed by the president with the consent of the board.
- c. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office.
- e. All vacancies in office shall be filled for the expired term by the board.
- f. Each office may be filled by an officer or co-officers.
- g. The following officers shall be elected in even years: president, vice presidents for program, communications and fundraising. The following officers shall be elected in odd years: vice presidents for membership and public policy, secretary and treasurer.

### **Section 2. Duties.**

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the board of directors, and by the current edition of Robert's Rules of Order Newly Revised.
- b. The president shall be the official spokesperson and representative for the organization and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The vice presidents shall perform such duties as the president and the board shall direct and as specified in the organization's policies and job descriptions.
- d. The treasurer shall be responsible for collecting, distributing and accounting for the funds of the state and for meeting specific deadlines.
- e. The secretary shall record and keep minutes of all board, membership, and special meetings.

f. All officers and chairs shall submit annual reports to the president.

## **ARTICLE XI. BOARD OF DIRECTORS**

**Section 1.** Composition. The board of directors shall include the elected officers and appointed officers, chairs of standing committees, and such others as deemed necessary. The immediate past president shall be a voting member of the board for the first year out of office.

**Section 2.** Administrative Responsibilities. The board shall have the general power to administer the affairs of the organization and to initiate and carry out its programs and policies, and shall accept responsibilities delegated by AAUW. It shall act for the organization between annual meetings. The board shall have fiscal responsibilities as outlined in Article X, Financial Administration, Section 2.

**Section 3.** Branch Recommendations. The board shall recommend to AAUW action to be taken in regard to the admittance of new branches or the discontinuance of current branches within the organization.

**Section 4.** Meetings. Meetings of the board shall be held at least two (2) times a year.

**Section 5.** Special Meetings. Special meetings may be called by the president or shall be called upon written request of five (5) members of the board provided that at least five (5) days notice of such meetings and its agenda have been given to the members of the board.

**Section 6.** Quorum. The quorum for a meeting of the board shall be the majority of its members. Co-officers shall be considered as one voting member of the board.

**Section 7.** Voting Between Meetings. Between meetings of the board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

**Section 8.** Removal From Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with the policies and procedures adopted by AAUW.

## **ARTICLE XII. EXECUTIVE COMMITTEE**

**Section 1.** Composition. The executive committee shall consist of the elected officers.

**Section 2.** Duties. The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

**Section 3.** Meetings. Meetings of the executive committee shall be held on the call of the president or by written request of three (3) of its members.

**Section 4.** Quorum. The quorum shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

**Section 5.** Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

#### **ARTICLE XIII. COMMITTEES**

**Section 1.** Establishing Committees. The president may establish standing and special committees as needed with consent by the board.

**Section 2.** Purpose. With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

#### **ARTICLE XIV. MEETINGS**

**Section 1.** Annual Meeting. The organization shall hold an annual meeting to conduct the business of the organization, such as electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports. The exact date, time and place of the meeting shall be determined by the board.

**Section 2.** Special Meetings. Special meetings may be called by the president or shall be called by the president on the written request of 1/3 of the members of the board.

**Section 3.** Meetings Notice. Notice of meetings shall be sent to all members of the organization at least thirty (30) days prior to the meeting.

**Section 4.** Voting. Representation of the organization membership at annual meetings shall be regularly accredited delegates representing:

- a. All members of the organization board.
- b. All branch presidents
- c. One branch delegate for each 10 members or major fraction thereof.
- d. One delegate appointed by the president for each 10 members at large.



**Section 5. Quorum.** The quorum shall be a majority of branches.

**ARTICLE XV. POLICIES AND PROCEDURES**

The policies and procedures in the state handbook shall be followed in the operation of the state where they are applicable and not inconsistent with these bylaws.

**ARTICLE XVI. AMENDMENTS TO THE BYLAWS**

Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the annual organization meeting by a two-thirds vote of those present and voting, or by electronic or mail ballot, provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.

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Mandatory revision 2009

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Mandatory revision 2012

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