

PROPOSED BYLAWS – 2021 CONVENTION

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

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

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

Article V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

~~b.~~ Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW's purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

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

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

Part 2: Additional Provisions Pertaining to the Affiliate

Article VIII. AAUW Maryland Membership and Dues

- a. AAUW Maryland is composed of local branch affiliates within the state of Maryland and the state Board of Directors.
- b. Determination whether a member or branch is active and in compliance with national requirements shall be made by reference to AAUW Maryland Policies and Procedures, Membership Categories.
- c. The annual dues for AAUW Maryland, ~~hereafter referred to as the "organization"~~ hereinafter AAUW Maryland or state, members shall be established by a two-thirds (2/3) vote of the state board of directors ~~of the organization~~ provided notice has been given to the members thirty (30) days prior to the meeting for that purpose.

- d. Paid life members of AAUW, as defined in AAUW policy, who are **AAUW Maryland** branch members, ~~within the boundaries of the organization,~~ are required to pay annual ~~organization~~ **state** and branch ~~and state~~ dues.
- e. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW ~~state~~ **Maryland** dues. Each branch shall determine if these members will pay branch dues.
- f. Student Associates, as described in Article IV, Section 2, shall be eligible for student affiliation with ~~this organization~~ **AAUW Maryland** upon payment of fees established by ~~this organization's~~ **the state** board of directors.
- g. New members may join at any time. Dues are payable upon joining. The ~~organization~~ **state** portion of the dues paid by new members for less than a full year is determined by AAUW **Maryland** ~~and organization~~ policy.
- ~~h. An undergraduate student enrolled in a college/university that is an AAUW partner will be eligible for free e student affiliate membership.~~
- i. Payment. Member dues shall be payable in accordance with procedures established by **state board** policy.
- j. Reciprocity. A current paid member of ~~a comparable AAUW affiliated entity~~ **another AAUW state** may transfer membership to ~~another comparable AAUW affiliated entity~~ **AAUW Maryland** without payment of additional dues.

ARTICLE ~~X~~ IX. OFFICERS

Section 1. Officers.

- a. The elected officers for ~~the organization~~ **AAUW Maryland** 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. Terms s 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. Service in any office for one-half (1/2) or more of the term shall be considered a full term.
- 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.
- h. If the president is absent or unable to serve, the program vice president will assume the president's duties.

Section 2. Duties.

- a. Officers shall perform the duties prescribed by these bylaws according to ~~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~~ AAUW Maryland 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~~ AAUW Maryland'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~~ maintain minutes of all board, membership, and special meetings.
- f. All officers and chairs shall submit annual reports to the president. All reports, including the president's, shall be submitted to the board of directors.

ARTICLE ~~XI~~ X. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and appointed officers, chairs of standing committees, branch presidents 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~~ AAUW Maryland, 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. Fiscal Responsibilities. The board shall have fiscal responsibilities as outlined in Article XI, Financial Administration, Section 1, of the national AAUW Bylaws. Refer to the AAUW website for most recent version.

- a. Oversee the administration of finances.
- b. Oversee the management, acquisition, and disposition of AAUW property and equipment in accordance with these bylaws.
- c. Oversee the development of pilot projects relative to membership and dues payment procedures.
- d. Oversee procedures for making investments and for disbursements of funds under limited and proper delegation of authority.
- e. Approve annual reports of the treasurer and auditor.
- f. Oversee the acceptance or declining of funds and other gifts, bequests, and devises for the general purposes of AAUW.

~~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 7. Remote Participation: Members of the board may participate in board meetings and vote on matters discussed therein by use of suitable audio or audio/visual electronic means by which all participants can hear each other at the same time. Participation by such means shall constitute in-person presence of the board member at the meeting.

Section 8. Action Without Meeting: Any action that may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if the Directors entitled to vote on the proposed action unanimously approve of the action and the record of the vote is filed with the minutes. An example of action without meeting is a decision taken through email communication. The result of such action will be recorded with the minutes of the Board.

Section 9. Removal From Office. A member of the board of directors may be removed for any reason by a two-thirds (2/3) vote of the board in accordance with the policies and procedures adopted by AAUW.

ARTICLE XI. 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 member of the executive committee shall have an opportunity to vote on the question submitted. If a majority shall vote on any 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 in the minutes of the next executive committee meeting.~~

Section 5. Remote Participation: Members of the committee may participate in committee meetings and vote on matters discussed therein by use of suitable audio or audio/visual electronic means by which all participants can hear each other at the same time. Participation by such means shall constitute in-person presence of the committee member at the meeting.

Section 6. Action Without Meeting: Any action that may be properly taken by the committee assembled in a meeting may also be taken without a meeting, if the committee members entitled to vote on the proposed the action unanimously approve of the action and the record of the vote is filed with the minutes. An example of action without meeting is a decision taken through email communication. The result of such action will be recorded with the minutes of the committee.

ARTICLE ~~XIII~~. XII. COMMITTEES

Section 1. ~~Committee Establishment.~~ **Establishing Committees.** The president may establish standing and special committees as needed with ~~the~~ consent ~~by~~ of 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~~. XIII. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The organization shall hold an annual meeting to conduct the business of ~~the organization~~ AAUW Maryland, 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 **one-third (1/3)** of the members of the board.

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

Section 4. Voting. Representation of ~~the organization~~ AAUW Maryland membership at annual meetings shall be by regularly accredited delegates representing:

- a. All members of the ~~organization~~ state board.
- ~~b. All branch presidents.~~
 - ~~e.~~ **b.** One branch delegate for each **ten (10)** members **of the branch** or major fraction thereof. **The Branch president or lead delegate carries the votes of any branch votes not assigned to a regularly accredited delegate for the branch.**
 - ~~d.~~ **c.** One delegate appointed by the **state** president for each **ten (10)** National members ~~at large~~.

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

Section 6 . Remote Participation: Accredited delegates may participate in the Annual Meeting and vote on matters discussed therein by means of a conferencing telephone, video conference, or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in-person presence of the accredited delegate at the meeting.

ARTICLE ~~XV~~. XIV. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee consisting of at least **three (3)** branch members, each from a different branch, who will be elected at the annual state meeting for a term of one (1) year. The current State President may not serve on the Nominating Committee.
- b. The term of service on the nominating committee shall be for one year for a maximum of two consecutive terms.
- c. **The nominating committee shall propose a slate of candidates for the next nominating committee. The slate will be presented for a vote at the annual convention.**
- d. The chair of the nominating committee shall be elected by a majority vote of the nominating committee.
- e. **No later than three months before elections, the AAUW Maryland President or the Vice President for Communications or the Nominating Committee Chair shall notify all AAUW Maryland members of the officer and director positions to be elected in the current year and request nominations.**
- f. **The Nominating Committee Chair shall report to the AAUW Maryland President and Board of Directors a slate of nominees for officer and director positions sufficiently in advance to allow timely notice to be given to the membership.**
- g. The names of the nominees for elected office and **members** of the nominating committee shall be published and sent to every member at least **thirty (30)** days prior to the annual meeting.
- h. **Additional** 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.

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 (2/3) 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

Amended April 2010

Mandatory revision 2012

Mandatory revisions 2013

Mandatory revisions 2016

Mandatory revisions January 2017

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