

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE AUSTIN TEXAS BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Austin TEXAS Branch 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. 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.

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.

Articles below are specific to AAUW Austin Branch

ARTICLE VIII. BRANCH MEMBERSHIP AND DUES

Section 1. Membership

- A. A branch member is a national member who is also a member of the AAUW Austin Branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.
- B. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.

Section 2. Dues

- A. Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 20 days prior to the meeting.
- B. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay state and branch dues to become members of the branch.
- C. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW and branch dues.
- D. New members may join at any time. Dues are payable upon joining. The national [and state] portion of the dues paid by new members for less than a full year is determined by AAUW [and state] policy. The branch board of directors may set a reduction in branch dues.
- E. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

ARTICLE IX. FINANCIAL ADMINISTRATION

Section 1. The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 2. The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

Section 3. The board shall adopt an annual budget for presentation to the branch.

ARTICLE X OFFICERS

Section 1. There shall be officers to fulfill the functions of administration, program, membership, public policy and, finance.

Section 2. The elected officers shall be a president, vice presidents for branch program, membership, a secretary, and a treasurer. Each elected officer shall be a member of the Austin branch and have been a member for one program year. Any office that cannot be filled in this manner after the start of the program year may be filled by any qualified member.

Section 3. The appointed officers shall be AAUW Funds, historian, newsletter editor, parliamentarian, public policy, and study group coordinator. These officers shall be appointed by the president with the approval of the executive committee.

Section 4. Officers shall serve a term of two years or until their successors have been elected or appointed and assume office. The office of the president and membership vice-president shall begin their term July 1, every odd year; and the terms of the branch program vice president, secretary, and treasurer shall begin July 1 every even year.

Section 5. No member shall be eligible to serve more than six (6) consecutive terms in the same elected office.

Section 6. The incoming president(s) may call a meeting of the incoming officers prior to July 1.

Section 7. A vacancy in office, excluding that of the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the vice-president of programs. A vacancy shall be deemed to have occurred if an officer, elected or appointed, (1) is absent from two or more consecutive board meetings without approval of the president or (2) fails to perform the duties of the office as outlined in the bylaws, standing rules, or the Austin Branch Handbook.

Section 8. The AAUW Austin Branch will provide AAUW with designated contacts for administration and finance, and the branch will designate a member

other than the contacts for administration and finance to record the minutes of each branch meeting and branch board meeting.

ARTICLE XI. DUTIES

Section 1. Officers shall perform the duties prescribed by these bylaws, standing rules, the Austin Branch Handbook, branch policies, and by the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. All officers shall submit an annual written report to the president that includes activities, accomplishments, recommendations, and detailed expenses.

ARTICLE XII. NOMINATIONS AND ELECTIONS

Section 1. Nominations. A nominating committee of five (5) members elected by the board of directors at least three months prior to the annual meeting shall prepare a list of nominees to be presented at the branch meeting one month prior to the election, or in writing to each member at least two weeks prior to the election. Nominations may be made from the floor at the time of the election, provided written consent by the nominee has been obtained.

Section 2. Elections. Voting shall be by ballot and a majority of the votes cast shall be necessary for election. When there is but one nominee for office, the vote shall be taken by voice. Elections shall be held at the annual meeting of the branch.

ARTICLE XIII. BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected officers, the immediate past president (ex officio, non-voting), chairs of standing committees and the following appointed officers of the branch: AAUW Funds, historian, newsletter editor, parliamentarian, public policy, and study group coordinator.

Section 2. The board shall have the general power to administer the affairs of the branch, including but not limited to, establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and state.

Section 3. Meetings of the board shall be held at least three times per year. Special meetings may be called by the president or upon the written request of two members of the board of directors or five members of the branch.

Section 4. The quorum of the board shall be a majority of its members.

Article XIV. EXECUTIVE COMMITTEE

Section 1. The executive committee shall consist of the elected officers. The immediate or designated past president shall serve as an ex-officio member of the executive committee, but without vote.

Section 2. The committee may act for the board between meetings of the board and shall have such power and duties as may be delegated to it by the board. The committee shall report to the board its work and actions.

Section 3. Meetings of the executive committee shall be held on the call of the president or two members of the executive committee. The incoming president may call a meeting of the executive committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 4. The quorum of the executive committee shall be a majority of its members.

ARTICLE XV. COMMITTEES

Section 1. Standing Committees

A. Standing Committees of the branch shall be AAUW Funds, Branch Program, Bylaws and Standing Rules, Finance, Hospitality, Membership, and Public Policy.

B. Composition and Function.

1. **AAUW Funds** Committee shall be responsible for implementing AAUW Funds programs on Fellowships, Research Projects and such others as may be established by AAUW.
2. **Branch Program** Committee, chaired by the branch program vice president, shall plan the programs and logistics for the branch meetings.
3. The **Bylaws and Standing Rules** Committee may be responsible for effecting such changes in the bylaws and standing rules as are required by the AAUW and/or the State. The committee may propose other changes in the bylaws.
4. The **Finance** Committee:
 - a. The Finance Committee is composed of the current President, Treasurer, the Immediate Past President and Past Treasurer; and three other members, at least two of whom shall have served on, but are not current members, of the Board of Directors. The current Treasurer shall be the committee chair.
 - b. The finance committee shall serve four functions: budget, advisory, audit, and collection as defined in the Austin Branch Handbook.
5. The **Hospitality** Committee shall provide hostesses for all branch meetings and events.
6. The **Membership** Committee, chaired by the membership vice president, shall be responsible for branch membership recruitment, retention, and orientation to the purpose and program of the Association.
7. The **Public Policy** Committee shall be responsible for distributing information such as the legislative programs in the branch, women's issues, international relations and diversity.

Section 2. Special committees may be appointed by the president with the consent of the board.

Section 3. The chairs of all committees, except the nominating committee and those provided for by election, shall be appointed by the president, with the approval of the executive committee. Chairs shall select the members of their committees in consultation with the president. Chairs shall serve as channels of communication in their respective fields with the state, regional and AAUW chairs and shall make such reports as their counterparts' request.

Section 4. Other appointments or committees may be needed such as archivist, coordinator between other organizations, UT Fellowships, webmaster and yearbook editor. These are non-voting positions.

ARTICLE XVI. MEETINGS

Section 1. There shall be at least seven general membership meetings each year. The first general membership meeting of the fiscal year will include approval of the budget as presented by the treasurer.

Section 2. The general membership meeting held during the month of April shall be designated the Annual Meeting, the exact date, time, and place to be determined by the board.

Section 3. The Annual Meeting shall be to conduct business including at least to hearing officers' reports, electing officers, establishing dues, and giving directions to the board.

Section 4. The quorum shall be 10 percent of the branch members.

ARTICLE XVII. LOSS OF RECOGNITION

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

ARTICLE XVIII. INDEMNIFICATION

The directors and all officers or other appointed representatives of the Austin Branch of the AAUW shall be indemnified, and their liability shall be limited to the fullest extent authorized by the Business Organizations Code, as it now exists or hereafter may be amended, and by the Charitable Immunity and Liability Act, Chapter 84 of the Civil Practices and Remedies Code, unless adjudged therein to be liable for negligence of misconduct in performance of their duties

ARTICLE XIX AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by AAUW may be amended by a two-thirds vote of those present and voting at any general membership meeting provided notice of the proposed amendments shall have been given at the previous general meeting or in writing to every member at least two weeks before the meeting at which the amendment is to be acted upon.

Section 2. Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

Section 3. Amendments required by the AAUW or state to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by their articles of incorporation.

Amended:

March 20, 1993, May 2000, April 2003, December 2005 (mandated by Association), April 2010, May 2012 (mandated by Association), April 2014, September 2016 (Articles I – VII mandated by AAUW).