

## **BYLAWS OF AAUW HOUSTON BRANCH**

### **ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2.** Affiliate. AAUW Houston 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. 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.

#### **ARTICLES SPECIFIC TO AAUW HOUSTON BRANCH**

#### **ARTICLE VIII. MEMBERSHIP AND DUES**

**Section 1.** Composition. An Affiliate member is a national member who is also a member of the AAUW Houston Branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs.

**Section 2.** Basis of Membership.

- a. Individual members and college/university members must be members of AAUW and AAUW Texas. Membership in AAUW Texas is granted upon payment of AAUW Texas dues.
- b. Life Membership
  - (1) Paid. Paid Life Members of AAUW, who are members of AAUW who desire to be a member of the affiliate shall pay affiliate dues.
  - (2) Fifty-Year Honorary. Fifty-Year Honorary Life Members of AAUW who are members of the affiliate are exempt from payment of affiliate dues.
- c. Student Associates. Student Associates must be student associates of AAUW and pay fees, as determined by the AAUW Texas Board of Directors. Student associates may attend affiliate meetings and receive publications distributed to all AAUW Texas members. Student associates may not vote or hold office.

**Section 3.** Dues.

- a. Amount.
  - (1) The annual dues for affiliate individual members shall be determined by a two-thirds vote of members of the affiliate present and voting at a designated meeting.
  - (2) New members may join at any time upon the payment of dues. The affiliate portion of dues paid by a new member for less than a full year is determined by affiliate policy.
- b. Payment. Affiliate member dues are payable on or before July 1. After notification of non-payment, a member still in arrears after July 31 may be dropped from membership.

- c. Reciprocity. A current paid member of another affiliate may transfer membership to AAUW of Houston, TX without payment of additional dues for the remainder of the membership year.

#### **ARTICLE IX. FINANCIAL ADMINISTRATION**

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

**Section 2.** Annual Budget. The annual budget shall be prepared and presented to the branch for adoption at the first business meeting of the fiscal year.

**Section 3.** Policies. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

#### **ARTICLE X. OFFICERS, DIRECTORS AND COMMITTEES**

**Section 1.** Officers. The elected officers or co-officers shall be: president, administrative officer, financial officer, recording secretary, membership vice-president, program vice-president, AAUW Funds officer.

**Section 2.** Roles. The president may be combined with the administrative officer. The administrative officer and finance officer must have access to e-mail. Program vice-president, membership vice-president and AAUW Funds officer are optional. The recording secretary may be elected annually, or a person may be elected at each business meeting by the members present or voting by proxy.

**Section 3.** Terms. Officers shall serve a term of one year or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

**Section 4.** Removal from Office. An officer of the Affiliate may be removed for any reason or no reason by a 2/3 vote at an in-person meeting of the Affiliate.

**Section 5.** Directors. Duties of the board of directors shall be performed by the membership as a whole due the small branch size.

**Section 6.** Committees. The branch shall function as a committee of the whole for most committees. As such, the members may elect a committee chair who is not an elected officer.

#### **ARTICLE XI. DUTIES OF OFFICERS**

**Section 1.** Officers shall perform the duties prescribed by these bylaws, branch policies, and by the most recent edition of *Robert's Rules of Order Newly Revised*.

**Section 2.** Officers shall report to the members at regular or special meetings.

**Section 3.** The administrative officer shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and the state, and shall communicate with branch members.

**Section 4.** The president shall prepare the agenda and chair business meetings, and may from time to time perform the duties of the administrative officer.

**Section 5.** The vice presidents shall serve as chairs of their respective committees as needed and perform such other duties as the president shall direct.

**Section 6.** The secretary shall record and keep minutes of branch business and special meetings.

**Section 7.** The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the branch.

- a. The finance officer shall collect dues and properly remit them to AAUW and the state by the specified deadline.
- b. The finance officer shall keep a proper set of books that are an accurate accounting of all monies received and disbursed.
- c. The finance officer shall file IRS Form 990-N annually.

## **ARTICLE XII. NOMINATIONS AND ELECTIONS**

**Section 1.** Nominations. Officers may be nominated by any member prior to the annual election of officers, or nominations may be made from the floor during the annual meeting with the consent of the nominee.

**Section 2.** Elections. The election of officers shall be held at the annual meeting. Election is by a majority vote of those present and voting, either in person or by proxy.

## **ARTICLE XIII. MEETINGS OF THE MEMBERSHIP**

**Section 1.** Quorum. Ten percent (10%) of the membership as of February 1 shall constitute a quorum.

**Section 2.** Annual meeting. The general membership meeting held between March 1 and April 30, shall be designated as the annual meeting, the exact time, date and place to be determined by the elected officers. The annual meeting shall elect officers, fix dues, amend bylaws if necessary, receive reports of officers, committees and task forces and conduct such other business as may be necessary.

## **ARTICLE XIV. PROPERTY**

The title to all property, funds, and assets of the branch is vested in the branch 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. The branch or comparable AAUW-affiliated entity 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.

**ARTICLE XV. INDEMNIFICATION**

The directors and all officers or other appointed representatives of the Affiliate may be indemnified, and their liability shall be limited to the fullest extent authorized by the Texas Business Affiliates 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 XVI. AMENDMENTS TO THE BYLAWS**

Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a general membership 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 prior to the meeting

Adopted: 2017

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