

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
LUBBOCK BETTY ANDERSON BRANCH**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be AMERICAN ASSOCIATION OF UNIVERSITY WOMEN LUBBOCK BETTY ANDERSON BRANCH hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW Lubbock Betty Anderson 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 Branch is to further AAUW purposes and policies.

**Section 2.** Policies and Programs. In keeping with this purpose, the Branch 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 Program. The policies and program 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 program.

**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 AUW 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.

[End of mandatory articles]

## **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee.**

- a. **Composition and Appointment.** There shall be three members on the Nominating Committee. The president shall appoint a chair of the nominating committee at the first board meeting of the fiscal year. The chair shall appoint two additional members to the committee. The nominating committee shall serve for one year or a maximum of four years consecutively.
- b. The duty of the nominating committee shall be to obtain nominees to fill the slate of the elected officers and appointed positions for the even-or odd-numbered year by March 1. The committee is required to obtain the member's consent in writing to be nominated for the stated office or position.
- c. **Resignation or Ineligibility.** In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the president shall appoint a substitute chair or the chair shall appoint substitute members.

### **Section 2. Rotation of Officers**

- a. **Odd numbered Years.** The president, vice president for programs, director of public policy, director of the Mother-Daughter Program, and director(s) of AAUW Funds shall be elected in odd numbered years.
- b. **Even Numbered Years.** The president elect, vice president for membership, secretary, communications, and treasurer shall be elected in even numbered years.

### **Section 3. Elections.**

- a. The names and the credentials of the nominees shall be published and sent to every member at least 14 days before the annual business meeting.
- b. Nominations may be made from the floor with the consent of the nominee.
- c. All elections shall take place at the annual business meeting held between March 1 and April 30.
- d. Elections shall be by secret ballot unless there is only one nominee for a given office, in which case a voice vote may be taken. Election shall be by a majority vote of those present and voting.

## **ARTICLE IX. OFFICERS**

**Section 1. Officers.** There shall be officers to fulfill the functions of administration, programs, membership, public policy, finance, AAUW Funds, Mother-Daughter Program, and communications. Each office may be filled by an individual officer or co-officers.

- a. **Elected Officers.** The elected officers and directors shall be president, president elect, vice president of programs, vice president of membership, secretary, treasurer, and directors of public policy, AAUW Funds, the Mother-Daughter Program and communications.

(Note: Smaller boards allow the voting members to hold individual board members accountable for their decisions and provide a better forum for participation.) (AAUW requires that there be a designated contact for administration and finance. In addition, an officer shall be designated to record and maintain the minutes of the board of directors and membership meetings. If the designated member is not an officer, then an officer must be designated to supervise the recording of the minutes.)

- b. **Eligibility.** Each elected officer shall be a member of the Branch and have been a member of AAUW one year. To be elected president or president elect, the member must have served on the Branch's Board of Directors at least one two-year term in an elected position.

- c. Appointed Positions. The president shall appoint, with the approval of the Board, such other positions as shall be deemed necessary to carry out the work of the Branch. These positions shall include, but not be limited to, chairpersons of all standing committees (such as Bylaws Committee, Public Policy Committee, Cuisine Group, Book Group, historian, parliamentarian, and website administrator).

**Section 2. Duties.** Officers shall perform the duties described by these Bylaws, Branch policies, Branch handbook, if any, and by the current edition of *Robert's Rules of Order, Newly Revised*. The elected and appointed officers shall facilitate and promote the purpose and mission of AAUW.

- a. President. The president 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 State. The president shall direct the membership, Board, and Committee meetings, unless a committee chair has been appointed.
- b. President Elect. The president elect shall perform such duties as the president and the board shall direct and as specified in Branch policies and job descriptions, if any. The main duty of the president elect is to work closely with the president to learn the responsibilities that will be assumed the next year. The president elect may be required to assume certain specific duties to assist the president throughout the year.
- c. Vice President of Programs. The vice president of programs shall perform such duties as the president and the Board shall direct and as specified in Branch policies and job descriptions, if any. The main duty is to organize Branch programs and projects that support the mission of AAUW.
- d. Vice President of Membership. The vice president of membership shall perform such duties as the president and the Board shall direct and as specified in Branch policies and job descriptions, if any. The main duty is to increased membership each year, retain members, and organize activities to inform prospective and new members about AAUW and the Branch.
- e. Treasurer. The treasurer shall perform such duties as the president and the board shall direct and as specified in Branch policies and job descriptions, if any. The treasurer shall be responsible for collecting, and distributing, and accounting for the funds of the Branch and for meeting specific deadlines to AAUW and State.
- f. Secretary. The secretary shall perform such duties as the president and the Board shall direct and as specified in Branch policies and job descriptions, if any. The secretary shall record and keep minutes of all Board, Executive Committee, membership, annual business meetings, and special meetings.
- g. Written reports. All elected officers and appointed positions shall submit annual written reports to the president that include activities, accomplishments, recommendations, and detailed expenses for that year.

**Section 3. Terms of Office.**

- a. Elected officers and appointed positions shall serve a term of two years (except for the president elect who serves only one year) or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.
- b. No elected or appointed officer shall hold more than one office at a time. No elected officer shall be eligible to serve more than three consecutive terms in the same elected office.
- c. The incoming or continuing administrative officer may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Committee prior to July 1, so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1. (Note: New

board members are not permitted to vote until after the term start date, as they are not officially board members until that date.)

- d. Removal from Office. An officer of the Branch may be removed for any reason or no reason by a two-thirds vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors. (This clause provides a process for removal of a board member.)

**Section 4. Vacancies.**

- a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board.
- b. A vacancy in the office of the president shall be filled first by the president elect, second by the vice president of programs, and third by the vice president of membership. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.

**ARTICLE X. BOARD OF DIRECTORS**

**Section 1. Composition.** The Board of Directors shall include the elected and appointed position as shall be deemed necessary to carry out the work of the Branch. The Branch must have a minimum of two separate officers, one responsible for the management of the Branch and one responsible for the financial affairs. In addition, the Branch shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting. (Note: An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer).

**Section 2. Branch.** The 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.

**Section 3. Administrative Responsibilities.** The Board shall have the power to administer the affairs of the Branch, to carry out its programs and its policies, and shall accept responsibilities as delegated by AAUW and State. The Board shall act for the Branch between membership meetings. The Board shall have fiscal responsibility as outlined in the Branch's Bylaws.

**Section 4. Delegation of Power.**

The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

**Section 5. Board Meetings.** Meetings of the Board shall be held at least bi-monthly. Special meetings may be called by the president and shall be called upon request of three members of the Board. A Board member who is absent from three consecutive Board meetings or who is not carrying out their duties as assigned may be replaced by the Board.

**Section 6. 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.** Quorum. The quorum for a meeting of the Board shall be a majority of its members.

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

#### **ARTICLE XI. EXECUTIVE COMMITTEE**

**Section 1.** Composition. The Executive Committee, hereafter called the Committee shall consist of the president, president elect, vice president of programs, vice president of membership, treasurer, and secretary. The immediate or designated past president shall serve as an ex-officio member of the Committee..

**Section 2.** Powers and Duties. 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. Meetings of the Committee shall be held on the call of the president or two members of the Committee. The incoming president may call a meeting of the Committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

**Section 4.** Quorum. The quorum for a meeting of the Executive Committee shall be a majority of its members.

#### **ARTICLE XII. 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.

**Section 3.** Standing Committees. Standing committees may include Programs, Membership, Finance/audit, AAUW Funds, Bylaws, the Mother-Daughter Program, Fundraising, Communications, and Public Policy. Committee members shall be recruited by the officer in charge or the committee and appointed by the president with the consent of the Board. The president and president elect shall be ex-officio members of all standing committees.

- a. Program Committee. The chairperson of the Program Committee is the Vice President of Programs. The committee will assist in determining program ideas for the Branch general membership meetings and creating projects to further the mission of AAUW.
- b. Membership Committee. The chairperson of the Membership Committee is the Vice President of Membership. The committee will assist in all activities in order to carry out the membership duties. The Membership Committee will also serve as hospitality at Branch meetings, activities, and projects.
- c. Finance/Audit Committee. The chairperson of the Finance/Audit Committee is the Treasurer, and the committee is composed of the current President, Treasurer, the Immediate Past President and Past Treasurer; and one other member who is currently on the Board of Directors. The Finance Committee shall serve four functions: budget, advisory, audit, and collection as defined in the Branch handbook, if any.

- d. AAUW Funds Committee. The chairperson of the AAUW Funds Committee is the Director AAUW Funds for the Branch. AAUW Funds Committee shall be responsible for implementing AAUW Funds programs on Fellowships, Research Projects, and such others as may be established by the AAUW. This committee will help organize and execute the fundraising activities for the AAUW Funds Branch contributions.
- e. Bylaws and Standing Rules Committee. The chairperson of the Bylaws and Standing Rules Committee is the president. This committee may be responsible for effecting such changes in the bylaws and standing rules as are required by the AAUW and/or State. The committee may propose other changes in the Bylaws as the Branch needs.
- f. Mother-Daughter Program Committee. The chairperson of the Mother-Daughter Program Committee is the Director of the Mother-Daughter Program. This committee is responsible for the activities of the Mother-Daughter Program.
- g. Communications Committee. The chairperson of the Communications Committee is the Director of Communications. This committee is responsible for assisting with all communications activities in order to help keep the membership up to date regarding Branch, State, and AAUW information and activities. Committee members may assist the Director in gathering information for publication in the Branch newsletter, the Ligature.
- h. Public Policy Committee. The chairperson of the Public Policy Committee is the Director of Public Policy. This committee may be responsible for assisting the Director in organizing programs or projects and distributing information about public policy issues in the current AAUW Public Policy statement.
- i. Fundraising Committee. Fundraising activities for specific Branch groups will be carried out by that standing committee. Branch fundraising for general operating expenses and leadership funds will be organized by the Board and a Board member will be chairperson of that specific fundraising activity.

**Section 4.** Special Committees. Special committees which have a specific, and generally short-term, need may be appointed by the president with the consent of the Board. The president and president elect shall be ex-officio members of all special committees.

### **ARTICLE XIII. FINANCIAL ADMINISTRATION**

**Section 1.** Administration. The Branch's Board of Directors shall have responsibility to

- a. oversee the administration of finances, including preparation of the budget for presentation to the branch at the first membership meeting of the fiscal year;
- b. oversee the management, acquisition, and disposition of the Branch's property and equipment in accordance with the bylaws;
- c. set and maintain policies and procedures to control financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws, including an annual financial review.

**Section 2.** Fiscal Year. The fiscal year shall be July 1 through June 30.

**Section 3.** Dues Payment. Dues are recommended payable on or before July 1, as required by AAUW. The Vice President of Membership shall continue to contact the member who has not paid dues until October 1.

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

**Section 1.** Membership Meetings. There shall be at least four general membership meetings each year. The date, time, and place of the general membership meetings will be determined by the Board.

**Section 2.** Annual Business Meeting. The general membership meeting held between March 1 and April 30 shall be designated the annual business meeting; the exact date, time and place will be determined by the Board. The purpose of the annual business meeting shall be to conduct business of the Branch, including but not limited to, officers' reports, reviewing the budget, electing officers, establishing dues, amending bylaws, and giving direction to the Board. The quorum for the annual business meeting shall be fifteen percent (15%) of the Branch's membership.

- a. Voting on specific business items may be handled through alternate methods, rather than at a face-to-face annual business meeting. Alternate methods may include email, webinar, U.S. Mail, or telephone.
- b. The voting quorum when using an alternate method will be fifteen percent (15%) of the Branch membership.

**Section 3.** Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of three Board members or ten percent (10%) of the Branch membership. A special meeting could include a meeting face-to-face, by email, webinar, or telephone.

**Section 4.** Notice. Notice of meetings shall be sent to all Branch members at least 10 days prior to the meetings.

#### **ARTICLE XV. INDEMNIFICATION**

Every member of the Board shall be indemnified by the Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending, or completed action, suit or proceeding to which the Board member may become involved by reason of being or having been a member of the Organization Board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties in the event of a settlement the indemnification herein shall apply only when the Branch Board approves such settlement and reimbursement as being in the best interest of the Branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board is entitled.

#### **ARTICLE XVI. CONVENTIONS.**

**Section 1.** Delegates. Delegates and alternates to State convention (as described in the State Bylaws) and attendees to AAUW conventions representing the Branch shall be suggested by the membership and approved by the Board.

**Section 2.** Expenses. Delegates to State conventions and members attending AAUW conventions will receive reimbursement for the registration fee, as the budget allows. If the budget allows, partial travel costs and expenses may be reimbursed to the convention delegate(s). the maximum expenditure for a State convention shall be determined by the number of delegates attending and voted by the Board. The maximum expenditure for attending an AAUW convention shall be determined by a vote of the Board.

**ARTICLE XVII. AMENDMENTS TO THE BYLAWS BY BRANCH**

Proposed bylaws amendments requiring membership approval shall be sent to the entire membership at least 14 days prior to voting.

Adopted 1937

Amended 1979, 1981, 1983, 1985, 1986, 1990, 1992, 1994, 1996, 2000, 2004, 2006, 2007, 2008 (name change), 2010, 2012

May 20, 2000 Amended

March 29, 2006 Amended

March, 2008 Amended \*Branch name changed to "Lubbock Betty Anderson Branch"

from "Lubbock Branch" to honor Betty for her long service to AAUW Lubbock and AAUW Texas.

May 24, 2010 Changes made; then sent to AAUW Texas for approval.

October 2010 Branch voted to approve changes: Amended plus Branch, State, and AAUW updates included.

May 15, 2012 Changes made to comply with National AAUW mandates (no branch approval required).

June 4, 2016 Changes made to comply with National AAUW mandates (no branch approval required).

Date Last Amended by Membership: October 2010

Date of Current Changes: 4/15/2017 (to bring branch Bylaws in-line with AAUW requirements dated 9/9/2016)