



BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF TEXAS

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be AAUW Texas, hereinafter known as the “Organization.”

Section 2. Governance. The Organization shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Organization shall in no way conflict with AAUW bylaws and/or policies.

Section 3. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist. These organizations shall further AAUW purposes, program, and policies within their respective areas. Bylaws of such organizations shall not be in conflict with the AAUW Bylaws.

Section 4. The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE II. PURPOSE

The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of AAUW Texas shall be to further the AAUW mission, program, and policies within the organization by promoting, encouraging and coordinating the work of the branches within the organization.

ARTICLE III. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

(1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of any AAUW-affiliated entity or of AAUW 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 educational institution upon which qualification for membership was based.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable

AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors. A national member (member-at-large) of AAUW residing within the boundaries of AAUW Texas may become a member-at-large of AAUW Texas upon payment of state dues.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(c) All branch members of AAUW within the boundaries of AAUW Texas shall be members of AAUW Texas.

(5) Life Membership.

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues. Paid Life Members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of AAUW Texas, are required to pay annual AAUW Texas dues.

(b) Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW dues. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and state dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity membership shall be entitled to national member privileges only.

b. Partner Member. College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws.

c. Other Partner Members. Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW.

Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors. An undergraduate student enrolled in a qualified institution shall be eligible for student affiliation with AAUW Texas upon payment of fees established by AAUW and AAUW Texas' boards of directors. Student affiliates shall be entitled to attend meetings of AAUW and AAUW Texas and to receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 5. Dues

a. Amount.

(1) The annual dues for individual members shall be established by a two-thirds vote of the AAUW Board of Directors. The annual dues for AAUW Texas members and members-at-large shall be determined by a two-thirds vote of members of AAUW Texas at a designated meeting provided notice has been given to all members at least thirty days prior to the meeting.

(2) Dues for partner members shall be set by the AAUW Board of Directors.

(3) AAUW dues shall include the AAUW publication distributed to all members electronically or by mail.

b. Payment. AAUW member dues shall be payable in accordance with procedures established by AAUW policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

d. New members may join at any time. Dues are payable upon joining. The national and AAUW Texas portion of the dues paid by new members for less than a full year is determined by AAUW and state policy.

Section 6. Severance of Membership. A member may be suspended or dropped 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.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. There shall be a nominating committee including a chair, an alternate chair and all the district representatives. The chair and alternate chair shall be members who have served on the AAUW Texas Board, but who are not currently on the board of directors. The chair and alternate chair shall be elected by the newly elected executive committee.

- b. The nominating committee shall be empowered to search for, and propose candidates for statewide elective offices. The term of service on the nominating committee shall be for two years for a maximum of three consecutive terms.
- c. Nominations for elective officers, including district representatives, shall be submitted to the nominating committee in writing at least 180 days prior to the state convention. Members shall be notified of the nominating committee process in the every member publication.
- d. The names of the nominees for elected office shall be published and sent to every member at least thirty days prior to the designated meeting.
- e. Nominations may be made from the floor at a designated meeting with the consent of the nominee.

Section 2. Elections.

- a. Elections shall be held within an AAUW Texas designated time frame.
- b. Elections shall be held in which all members may vote in person, electronically, or by mail. A majority of the votes cast shall be necessary for election unless there are more nominees than positions to be filled for board members of the Board of Directors, in which case a plurality shall elect.

ARTICLE VI. OFFICERS

Section 1. Officers.

- a. The elected officers for AAUW Texas shall be a president, vice presidents for program, membership, and AAUW Funds, a secretary, a finance officer and at least one representative from each geographical district within the state. The duties and responsibilities of such officers shall be described in the AAUW Texas Handbook.
- b. The appointed officers shall be appointed by the president with the consent of the executive committee. Appointees' duties will not conflict with the duties of the elected officers. The duties and responsibilities of such officers shall be described in the AAUW Texas Handbook.
- c. All officers, elected or appointed, shall be members of AAUW and AAUW Texas. Candidates for president must have served on the AAUW Texas board of directors.
- d. AAUW Texas will annually provide AAUW with a designated contact for administration and finance.

- e. AAUW Texas will have a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs. In addition, the Organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed state or multistate meeting and board meeting. All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact. Each AAUW-affiliated entity shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed AAUW-affiliated entity meeting and board meeting.
- f. Officers shall hold office 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.
- g. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two consecutive full terms in the same office. No member of the board of directors will serve more than three consecutive terms on the state board, except a fourth term may be served as president.
- h. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the board. A vacancy in the office of president shall be filled by the vice presidents in the order listed.
- i. Each office may be filled by an officer or co-officers.

Section 2. Duties of Officers

- 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 state 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 board shall direct and as specified in the AAUW Texas Handbook.
- d. The secretary shall record and keep minutes of all business meetings.

- e. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the state and for meeting specific deadlines.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected and the appointed officers, including district representatives, the chairs of the standing committees, and other committee chairs whose service on the board is deemed necessary by the board. The AAUW Texas board of directors shall be no larger than 20 members.

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 AAUW Texas between AAUW Texas designated meetings. The board shall have fiscal responsibilities as outlined in Article X, Financial Administration, Section 2. The elected and appointed directors shall facilitate and promote the purpose and mission 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 discontinuance of current branches within the organization.

Section 4. Meetings. Meetings of the board shall be held at least twice per year.

Section 5. Special Meetings. Special meetings may be called by the president or by the secretary upon written request of five members of the board or of ten percent of the branches of the state. Notice of such meetings shall be sent to each board member at least seven days in advance, and only that business mentioned in the call of the meeting shall be transacted.

Section 6. Quorum. A majority of the voting members of the board of directors shall constitute a quorum for any regular or special meeting of the board. 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 policies and procedures adopted by AAUW.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall be composed of all elected officers of AAUW Texas with the exception of district representatives.

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 a majority 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 IX. 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. There shall be state standing committees on bylaws, finance, membership, program, and public policy. Excluding those committees chaired by an elected officer, the president shall appoint the chairs of standing committees with the consent of the executive committee.

Membership and duties of standing committees shall be specified in the AAUW Texas Handbook, including the AAUW Texas Strategic Plan.

Section 4. Special Committees. Special committees and task forces may be appointed by the president with the consent of the board of directors.

Section 5. Duties of Committees. As part of the AAUW Texas Strategic Plan, each standing committee shall formulate programs to carry forward the work of national within the state. Each standing committee shall cooperate with the appropriate national committee and committees in the branches to initiate and promote projects of statewide and national scope.

ARTICLE X. FINANCIAL ADMINISTRATION

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

Section 2 . Financial Policies. AAUW Texas shall set and maintain policies and procedures to financial records consistent with generally accepted accounting principles and federal, state, and local laws.

ARTICLE XI. DISTRICT REPRESENTATIVES

Section 1. Districts. The state shall be divided into at least four geographical districts, the total number and boundaries of which shall be determined by the state board of directors no later than March 31 on non-convention years. No district shall have fewer than four branches.

Section 2. Election. Each district is entitled to one representative for each eight branches or fraction thereof. At a designated meeting, delegates from each district shall meet, each group being chaired by a member of the state board of directors, to elect from that district a member or members who shall serve as district representative(s).

Section 3. Duties. It shall be the duty of the district representatives to provide liaison between the state board of directors, the branches and branch leaders and interbranches within each district and to serve on the membership and nominating committees.

Section 4. Rotation. In selecting district representatives, due consideration shall be given by the nominating committee to the rotation of members from various branches in the district.

ARTICLE XII. COMMUNICATIONS TEAM

Section 1. The communications team shall consist of not more than four members who are responsible for:

- (a) the every member publication
- (b) the branch leader publication, unless members of the executive committee

- write specific publications relating to their position.
- (c) the website, and
- (d) public relations and visibility

Section 2. The communications team members are appointed by the president with the approval of the executive committee.

Section 3. The communications team shall be members of AAUW Texas, are not members of the board of directors, but may attend board meetings as required by the board of directors to carry out their duties.

Section 4. Communications team members attending board meetings, as required by the board of directors, will be reimbursed under the same policies as board members.

ARTICLE XIII. MEETINGS OF AAUW TEXAS

Section 1. Time, Place and Notification.

- a. AAUW Texas shall hold a physical or virtual meeting every even-numbered year to conduct the business of the state, including but not limited to the election of officers, establishing dues, amending bylaws, and the receiving of reports of officers and committee chairs. AAUW Texas shall provide physical or virtual training to branch members, branch leaders, and state leaders.
- b. Special meetings may be called by the president, or shall be called by the president upon the written request of seven members of the board of directors.
- c. Notice of all meetings shall be sent to all branches, members of the state board of directors, AAUW, college/university representatives, and National members who are members of AAUW Texas at least thirty days prior to the meeting.
- d. All state meetings, including meetings of the board of directors, shall be open and may be attended by any member of AAUW Texas.

Section 2. Voting Body or Representation.

- a. The voting body for state elections shall consist of members of AAUW Texas and college/university representatives.

Section 3. Items of State Designated Meeting Business. No less than 180 days prior to the state designated meeting, proposals for proposed bylaws and resolutions must be submitted to the bylaws committee chair. No less than 180 days prior to the state designated meeting, recommendations for nominations shall be submitted to the Nominating Committee chair.

ARTICLE XIV. PROPERTY

Section 1. Title. The title to all property, funds, and assets is vested in AAUW Texas 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. Property and assets shall not be used for any purpose contrary to AAUW.

Section 2. Dissolution. In the event of the dissolution of AAUW Texas, or the termination of its affiliation with AAUW, all assets of AAUW Texas shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation. All assets shall be used to promote the mission and activities that fulfill the intent of AAUW donors.

ARTICLE XV. PARLIAMENTARY AUTHORITY

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

ARTICLE XVI . INDEMNIFICATION

The directors and all officers or other appointed representatives of the AAUW Texas 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 XVII . AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. AAUW-mandated amendments shall be adopted by the Organization's Board of Directors without a vote of the Organization's membership. Provisions of the Organization's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least thirty (30) days prior to the applicable meeting.

Section 2. Prior Approval. All other proposed amendments to AAUW Texas bylaws shall be sent to the AAUW Governance Committee chair for approval before being voted upon.

Section 3. Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the AAUW Texas designated 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.

Adopted 1937

Amended 1979, 1981, 1983, 1985, 1986, 1988, 1990, 1992, 1994, 1996, 2000, 2004, 2006, 2010, 2012, 2016