

# 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 the American Association of University Women (AAUW) Texas, hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW Texas 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. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW’s purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501 (c)(3) such that the Association shall be at all times “organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes” as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association’s specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. Promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. Provide fellowships and grants to women and girls;
- c. Cooperate with other organizations having mutual interests;
- d. Take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

## ARTICLE III. USE OF NAME

**Section 1.** Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

**Section 2.** Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

**Section 3.** Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member’s

own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

## **ARTICLE IV. MEMBERS OF THE ASSOCIATION**

**Section 1.** Membership. The membership of this Affiliate shall consist of individual AAUW members (“Individual Members”) and college/university members (“College/University Members”), as well as other membership categories as determined by AAUW.

**Section 2.** Member Qualifications.

a. Individual Members.

- i. Eligibility. An individual holding an associate (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 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- ii. 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.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institutions 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.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations (“Organizational Members”) to join AAUW.

**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 of Members.

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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be

notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

- i. Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without out credit for the AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.
- ii. 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 national dues.

**Section 5. Membership Decisions.**

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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.** An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW's purpose at a state or local level and which has been given the right to use AAUW's name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board, and any other requirements established by the Board from time to time.

**Section 2. Organization.**

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

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates' needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by the state laws.

c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This 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. As an AAUW Affiliate, this 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 this ~~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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 TEXAS

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**ARTICLE VIII. STATE OR MULTISTATE AFFILIATES**

**Section 1.** Structure. Affiliates may establish a state or a multistate affiliate 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 affiliates determine that such an organization should no longer exist. These state or multistate affiliates shall further AAUW purposes, programs, and policies within their respective areas and their bylaws shall not be in conflict with the AAUW Bylaws.

**Section 2.** Contact. 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.

## **ARTICLE IX. MEMBERSHIP AND DUES**

**Section 1.** Composition. AAUW Texas shall consist of individual members of AAUW who have paid AAUW Texas dues and Texas Fifty-Year Honorary Life members of AAUW.

**Section 2.** Basis of Membership.

a. Individual members.

(1) An individual member of AAUW who is also a member of an affiliate formed as a branch within the boundaries of Texas shall be a member of AAUW Texas and pay AAUW Texas dues.

(2) An individual member of AAUW who is not a member of an affiliate formed as a branch within the boundaries of AAUW Texas, may become a member of AAUW Texas upon the payment of AAUW Texas dues.

b. Life Members are individual members who have been granted life membership by AAUW.

(1) Paid Life Members of AAUW who are members of affiliates within the boundaries of AAUW Texas are required to pay AAUW Texas dues.

(2) Fifty-Year Honorary Life Members of AAUW who reside in Texas or are members of affiliates within the boundaries of AAUW Texas are exempt from payment of AAUW Texas dues.

c. Dual Members. Dual members are individual members or paid life members who have concurrent membership in more than one affiliate formed as a branch within AAUW Texas boundaries. A dual member does not pay additional AAUW Texas dues for the second or additional branches in which they hold dual membership.

**Section 3.** Dues.

a. Amount.

(1) The annual dues for AAUW Texas individual members shall be determined by a two-thirds vote as described in Article XVIII, Section 2 provided written notice has been given to all members at least thirty (30) days before voting begins.

(2) An individual may join AAUW Texas at any time upon the payment of a full year of AAUW Texas dues. The AAUW Texas membership expiration date will coincide with the member's AAUW national expiration date.

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

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

c. Reciprocity and Dual Membership. Within the boundaries of AAUW Texas, a current paid

member of an affiliate formed as a branch may transfer membership to another affiliate formed as a branch without payment of additional AAUW Texas dues. An individual member who is a dual member AAUW Texas pays dues once through their primary affiliate formed as a branch.

## **ARTICLE X. 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 120 days before voting begins. 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 (30) days before voting opens.

### **Section 2. Elections.**

- a. Elections shall be held within an AAUW Texas designated time frame.
- b. Candidates are elected as described in Article XVIII, Section 2, provided written notice shall have been sent to the voting body at least thirty (30) days before voting begins. A majority of the votes cast shall be necessary for election unless there are more nominees than positions to be filled for members of the Board of Directors, in which case a plurality shall elect.

## **Article XI. 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 the 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. 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.

f. 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.

g. 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.

h. 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*. The elected and appointed officers shall facilitate and promote the purpose and mission of AAUW.

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 XII. 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 special 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. The board shall have fiscal responsibilities as outlined in Article XV., Financial Administration, Section 2.

**Section 3. Meetings.** Meetings of the board shall be held at least twice per year.

**Section 4. 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 5. 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 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.** 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 XIII. 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 XIV. 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. Standing committee chairs are members of the board of directors.

Membership and duties of standing committees shall be specified in the AAUW Texas Policies and Procedures. Committees may also be assigned other duties by the board of directors.



**Section 4.** Special Committees. Special committees and task forces may be appointed by the president with the consent of the board of directors. Special committee chairs may serve on the board of directors at the board's discretion.

**Section 5.** Duties of Committees.

a. Standing 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.

b. Special Committees. The president shall provide each special committee with a purpose or set of duties to perform and a deadline for completing its work.

## **Article XV. 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 XVI. 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-designated convening years. When determining the district boundaries, the state board will consider the size and number of branches along with the distance among the branches in the district.

**Section 2.** Representation. Each district is entitled to one representative for each eight (8) branches or fraction thereof.

**Section 3.** Duties.

a. The district representatives shall 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.

b. The district representatives will join all the branches in their district. The state board will pay for the branch dues for the branches other than the district representative's home branch.

c. At a state convening, the district representatives may host district meetings with attendees from their district.

**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 XVII. COMMUNICATIONS TEAM**

**Section 1.** The communications team shall consist of not more than four AAUW Texas members, who are appointed by the president with the approval of the executive committee. The

communications team members are not members of the board of directors.

## **Section 2. Duties.**

- a. The communications team is responsible for the AAUW Texas the every-member publication, the website, and public relations and visibility.
- b. The communications team may attend board meetings as required by the board of directors to carry out their duties. Communications team members who attend board meetings will be reimbursed under the same policies as board members.

## **Article XVIII. CONVENINGS OF AAUW TEXAS**

### **Section 1. Time, Place and Notification of State Convenings.**

- a. AAUW Texas shall hold a physical or virtual convening of the membership at least 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 on AAUW Texas' activities and financial condition. AAUW Texas may provide physical or virtual training to branch members, branch leaders, and state leaders.
- b. Special convenings 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, or of five (5) percent of the membership.
- c. Notice of all convenings shall be sent to all AAUW Texas individual members and College/University representative members at least thirty (30) days prior to the convening.
- d. All state meetings and convenings, including meetings of the board of directors, shall be open and may be attended by any member of AAUW Texas or student associate.

### **Section 2. Voting.**

- a. The voting body for state designated business shall consist of individual members and college/university representative members of AAUW Texas.
- b. Notice of all designated business shall be sent to the voting body at least thirty (30) days before voting opens.
- c. Voting shall be held so that each member may cast their vote. The board of directors will determine the voting method or methods in which members may vote.
- d. Each member of the voting body in good standing at the time the notice is sent shall be entitled to one vote on each item of state designated business.
- e. Five percent of the voting body entitled to vote shall constitute a quorum.
- f. For a vote to be counted, ballots equal in number to at least five (5) percent of the votes entitled to be cast must be cast. To adopt noticed designated business, the affirmative vote of a majority shall be necessary, except that a two-thirds vote shall be required to adopt amendments to these bylaws.
- g. The vote shall be conducted under the supervision of the Board Secretary. If the secretary is a nominee for a contested election for an AAUW Texas office or district representative, or is

otherwise unable to serve, the AAUW Texas president shall appoint an election judge to supervise the voting on all state designated business.

**Section 3.** Items of State Designated Business. No less than 120 days before voting begins, proposals for proposed bylaws and resolutions must be submitted to the bylaws committee chair and recommendations for nominations shall be submitted to the nominating committee chair.

#### **Article XIX. PARLIAMENTARY AUTHORITY**

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

#### **Article XX. 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 Texas 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 XXI. AMENDMENTS TO THE BYLAWS**

Provisions of these bylaws not governed by the AAUW Bylaws may be amended by a two-thirds vote as described in Article XVIII, Section 2, provided written notice shall have been sent to the members at least thirty (30) days before voting begins.

**Adopted 1937**

**Amended 1979, 1981, 1983, 1985, 1986, 1988, 1990, 1992, 1994, 1996, 2000, 2004, 2006, 2010, 2012, 2015, 2016, 2018, 2022, 2024.**

[Conformed to AAUW mandatory bylaws update May 2023.](#)