

Restructuring The Bylaws to Support the Proposed Organization Restructure – VOTE NEEDED

Over the past few months, AAUW National has released its new strategic plan and has asked states and branches to align with the future vision of the organization. In addition, National updated the Five Star Program criteria to provide a framework to help branches align more closely with AAUW's evolving strategic priorities and continue building sustainable, mission-driven work at the local level.

AAUW Texas responded to that request by looking at our state structure and strategic plan asking what could we do to better align with AAUW National and support branches using the Five Star Program framework. The answer was three-pronged:

- AAUW Texas Board Structure – Streamlining the board size and modifying the composition to better align with our counterparts at the national level.
- AAUW Strategic Plan – Creating a strategic plan that is based on the Five Star Program and supports the AAUW National strategic plan.
- Modernizing Processes – Modifying processes that can help us work more efficiently and effectively moving forward and removing obsolete processes.

To implement these changes requires a number of amendments to our bylaws. The text below shows each Article to be amended, with new language underlined and language to be removed struck out, and the rationale for that change below it. Because all of these changes work together, they will be voted on as a single package.

The vote is being put to the membership at this time so the changes to state officers can be implemented with the election in Spring 2026. If the vote is delayed, the changes cannot go into effect until 2028 because the state operates on a two-year cycle.

Please review the amendments carefully and reach out to any of the state presidents with your questions or concerns. **The voting period opens on September 16, 2025 and closes on September 25. Vote by voting on the ballot that will be sent to you via email.**

PROPOSED CHANGES TO THE BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF TEXAS

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

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chair shall be ~~nominated by the president and approved~~elected by the ~~newly elected~~ executive committee no later than July 31 of the fiscal year or 180 days prior to the day voting begins, whichever is longer.

Rationale Article X: The changes clarify the selection process for the chair and alternate chair of the Nominating Committee and set the selection deadline to coordinate with the date of voting.

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~~branch services, and public policy, 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 elected 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.

Rationale Article XI: The changes streamline the board of directors and better align the positions with the strategic plan and national counterparts.

The AAUW National new Strategic Plan includes the following priorities:

1. Fund Higher Education
2. Removing Barriers to Success in Education and the Workplace
3. Strengthen AAUW's Reach

The first priority focuses on the Fellowships and Grants program at the national level. Several years ago, AAUW combined the membership and fundraising committees into the Advancement Committee, with the purpose of strengthening the organization's infrastructure (fundraising and membership) to advance the work of AAUW. The second priority focuses on AAUW advocacy

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and public policy. The third priority focuses on building the network of branches and states through aligned strategies and initiatives like the Five-Star Program.

To align AAUW Texas with the national strategic plan, the changes:

- combine the current vice president positions of membership and AAUW Funds into a branch services vice president, mirroring the national Advancement Committee.
- elevate the public policy chair position to a vice president level position, aligned with the Strategic Plan.

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~~15 members.

Rationale Article XII: The change decreases the maximum size of the board reflecting the restructuring of the board and the increased use of committees.

Article XIV. COMMITTEES

Section 3. Standing Committees. There shall be state standing committees on ~~bylaws~~, finance, ~~membership~~, program, branch services, and public policy, which shall be. ~~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. There shall be a special committee on nominations whose operations are specified in Article X and on governance whose operations are specified in Article XXI. Additional special~~Special~~ committees and task forces may be appointed by the president with the consent of the board of directors. Special committee chairs may be board members or serve on the board of directors at the board's discretion.

Section 5. Duties of Committees.

- a. Special Committees. Excluding the committees on nominations and governance, the~~The~~ president shall provide each special committee with a purpose or set of duties to perform and a deadline for completing its work.

Rationale Article XIV: The changes align the committees with the new officer and special committee structure.

Article XVII. COMMUNICATIONS TEAM

Section 2. Duties.

- a. The communications team is responsible for the AAUW Texas the every-member publication, the website, social media, and public relations and visibility.

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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.

Rationale Article XVII: The change in terminology reflects a better understanding of social media as a tool rather than referring to a position by the name of a single social media platform.

Article XVIII. CONVENINGS OF AAUW TEXAS

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-governance~~ committee chair and recommendations for nominations shall be submitted to the nominating committee chair.

Rationale Article XVIII: The change removes the use of resolutions from the bylaws reflecting current practice. Even prior to AAUW Texas' move from a delegate/convention form of governance to a one-member-one-vote form of governance, resolutions have not been submitted to the bylaws committee for consideration.

Article XXI. GOVERNANCE PROCESS TO ~~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.

Section 1. Changes to be voted on in conjunction with a Convening.

a. There shall be a governance committee established prior to the biennial convening for the purpose of reviewing and proposing changes to the bylaws.

b. The committee will include a chair and at least two other members. The committee shall be nominated by the president and approved by the executive committee no later than 180 days prior to the day voting begins. The chair and members may serve for a maximum of three consecutive terms. The chair and two other members may be appointed from among members of the board of directors.

c. The governance committee shall be empowered to review, request proposals, and propose changes to the bylaws. The term of service on the governance committee shall begin with their appointment and conclude at the end of the AAUW Texas biennium.

d. Proposed changes to the bylaws shall be submitted to the governance committee in writing at least 120 days before voting begins. Members shall be notified of the bylaws-proposal process in the every-member publication.

e. The bylaws proposals shall be published and sent to every member at least thirty (30) days before voting opens.

Section 2. Changes to be voted on between Convenings.

a. Committee recommendation. If an AAUW Texas standing or special committee determines a need for changes to the bylaws between convenings, it shall recommend to the board of directors that the changes be put before the membership. If the board of directors determines

the need to amend the bylaws at that time, the board will determine when voting will open and close and require the changes be published and sent to every member at least thirty (30) days before voting opens.

b. Board recommendation. If the board of directors determines a need for changes to the bylaws between convenings, it will determine when voting will open and close and require the changes be published and sent to every member at least thirty (30) days before voting opens.

c. The outcome of the vote on any bylaws changes between convenings will be reported in the next every member publication after the voting period closes and the results have been tallied.

Rationale Article XXI: The changes update terminology from bylaws to governance and detail the processes available to amend the bylaws in conjunction with biennial voting period and when needed at other times. Organizations are increasingly adopting a "governance committee" structure instead of a bylaws committee to encompass a broader range of responsibilities beyond simply maintaining the bylaws. In essence, the shift from a bylaws committee to a governance committee represents a move towards a more proactive and strategic approach to ensuring the long-term health and effectiveness of the organization's board. It recognizes that bylaws are a foundational document, but effective governance involves a wider range of activities essential for organizational success.