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**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF HOT SPRINGS/HOT SPRINGS VILLAGE**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association University Women (AAUW) Hot Springs/Hot Springs Village, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW Hot Springs/Hot Springs Village is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

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

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member's own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members ("Individual Members") and college/university members ("College/University Members").

Section 2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified

educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues.

a. Amount. 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 AAUW Board of Directors.

Section 5. Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

Article V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

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

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW's purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

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

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. There shall be a nominating committee of three, one of whom shall be appointed chair of the committee. Members are appointed for a one year term and may serve for a maximum of two consecutive terms.

Section 2. Nominations.

- a. The names of the nominees shall be published and sent to every member at least two weeks before the annual meeting.
- b. Nominations may be made from the floor with the consent of the nominee.

Section 3. Elections.

- a. All elections shall be held at the annual meeting.
- b. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by majority vote of those present and voting.

ARTICLE IX OFFICERS AND DIRECTORS

Section 1. Officers and Directors. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, AAUW Funds support and communications.

- a. Elected Officers and Directors. The elected officers and directors shall be a president, president-elect, vice presidents for program and membership, secretary and treasurer.
- b. Appointed Officers and Directors. The appointed officers and directors shall be AAUW Funds chair, Historian, Newsletter Editor, Publicity , and Public Policy. They shall be appointed by the president for a one year term.

Section 2. Duties. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

- a. Officers shall perform the duties prescribed by these bylaws, branch policies, and the current edition of Robert's Rules of Order, Newly Revised.
- b. All officers shall submit an annual report to the membership.
- c. The President shall be the official spokesperson and representative for the Affiliate. The president will be the designated contact for administration with AAUW, and shall be responsible for submitting such reports and forms as required by AAUW and state.
- d. The vice-president shall perform such duties as the president and board shall direct.
- e. The secretary shall record and keep minutes of all business meetings and make available upon request the minutes of each meeting and board meeting. The secretary must be someone other than the president or the treasurer.
- f. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the affiliate. The treasurer will be the designated contact for finance with AAUW. The treasurer shall collect dues and properly remit them to AAUW and state by the specified deadline. The treasurer shall send monies to the Educational Foundation and the Legal Advocacy Fund by the specified deadlines and shall keep separate ledgers for each account.

Section 3. Terms of Office. (See State Law)

- a. Length of Terms - Elected officers shall serve for a term of two years or until their successors have been elected or appointed and assume office, except a person shall serve one year as president-elect and the second year as president. No elected member shall be eligible to serve more than two consecutive terms in the same office.
- b. Beginning of Terms - The term of each officer shall begin on July 1. The president elect, vice president for programs and secretary shall be elected in even numbered years. The president elect, vice president for membership, and treasurer shall be elected in odd numbered years.
- c. Voting by Incoming Officers - 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, **providing that 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.**
- d. Removal from Office - **An officer or director of the affiliate may be removed for any reason by a two-thirds vote of all board members 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. A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors.
- b. The president-elect shall automatically become president in case of a vacancy in that office. A new president elect shall be appointed by the board to serve until the next regular election.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers, the chairs of standing committees, and the immediate past president shall constitute the Board of Directors of this Organization. This Organization must have at least **five (5) directors** and a minimum of two separate officers, one responsible for the management of the affiliate and one responsible for the financial affairs. In addition, the affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed affiliate 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. Powers and Duties

- a. **In accordance with the bylaws, the Board of Directors shall have the general power to provide oversight to ensure the proper administration of the affairs of the Affiliate; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws:**
- b. **appoint standing committee members and such other board and committee members as may be designated;**
- c. **Act for the Affiliate between meetings of the membership;**
- d. **adopt rules to govern its proceedings;**
- e. **establish task forces or special committees as needed;**
- f. **determine date and location for any official meetings of the Affiliate;**

Section 3. Delegation of Power -The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings

- a. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least two times a year at the call of the president at such time and place as may be designated.
- b. **Special Meetings.** Special meetings of the board may be called by the President or shall be called upon the written request of any three members of the Board of

Directors.

Section 5. Voting between Meetings.

Between meetings of the Board of Directors, a vote may be taken at the request of the president on any question submitted to the board members in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted. Such interim votes may be handled via the internet or telephone, provided that a written record of the issue and the votes is available for review.

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

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected officers.

Section 2. Powers and Duties. The Executive Committee, at the call of the president, shall act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the board its work and actions.

Section 3. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of its members.

ARTICLE XII. COMMITTEES

Section 1. Standing Committees.

- a. Standing Committees shall include Bylaws, College/University Relations, AAUW Funds, Fund Raising, Public Policy, and Scholarship.
- b. Standing Committee members are appointed for a one year term by the president in consultation with the president-elect and committee chair. Standing committees with nine or more members, i.e., Scholarship and Fund Raising, will have staggered three year terms.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors, as necessary. The Chairs and members of such committees shall be appointed by the President and approved by the board or, as appropriate, by the Executive Committee.

Section 3. Reports. All committees shall provide written reports to the Organization's Board of Directors.

Section 4. Quorum. The quorum for a meeting of any committee shall be a majority of

its members.

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. The fiscal year shall correspond with that of AAUW, and shall be July 1 through June 30.

Section 2. Each member shall pay affiliate dues established at the annual meeting by a two-thirds vote of those present and voting, provided written notice has been given to all the members thirty days prior to the meeting.

Section 3. Dues of all members are payable on or before July 1. After notification of nonpayment, anyone still in arrears after July 31 shall be dropped from the membership rolls.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another affiliate.

Section 5. Dues of new members may be paid at any time. Between January 1 and March 15 the affiliate portion of dues shall be one half the annual dues.

Section 6. The annual budget shall be prepared and adopted by the executive committee for approval at the annual meeting.

Section 7. The affiliate shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

ARTICLE XIV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Organization shall have at least one regular meeting each year to be known as the American Association of University Women, Hot Springs/Hot Springs Village Affiliate Annual Meeting. The Annual Meeting shall be to conduct business including but not limited to hearing officers' reports, reviewing the budget, electing officers, establishing dues, amending by-laws, and giving direction to the board. A quorum shall be 20% of the membership. The time and date of the meeting shall be set by the Branch's Board of Directors.

Section 2. General Membership Meetings. There shall be at least four general membership meetings each year.

Section 3. Notice. Written printed notice, or electronic notice, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is

called, shall be delivered to all members.

Secton 4. Voting.

- a. Each member of the Organization in good standing shall be entitled to vote on any item of business.
- b. Members present at the time of the vote shall constitute a quorum.
- c. The affirmative vote of majority of the votes cast shall be necessary for the adoption of noticed business, except that two thirds affirmative votes shall be required to adopt amendmets to these by-laws.

ARTICLE XVI. INDEMNIFICATION

Every member of the board may be indemnified by the affiliate 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 proceed to which the board member may become involved by reason of being or having been a member of the affiliate board, or any settlement thereof, unless adjudged therein shall apply only when the affiliate board approves such settlement and reimbursement as being in the best interest of the affiliate. The foregoing right of idemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

Note: Black text indicates mandatory bylaws provisions.

Revised as of January 31, 2017