

Bylaws of the AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
AAUW Arkansas, Inc.

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this affiliate shall be American Association of University Women (AAUW) Arkansas, Inc., herein after known as the “Affiliate.”

Section 2. Affiliate. AAUW Arkansas, Inc., 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;

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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 education 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

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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(3) or 501(c)(4) organization 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 the 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.

- a. **Composition and Appointment.** The Affiliate Board may appoint a nominating committee of no more than three individuals in odd years. One member shall be identified as chair. If no nominating committee is appointed, the Executive Committee shall serve as the nominating committee.
- b. **Terms.** Members shall serve for a two (2) year term with a maximum of two (2) consecutive terms.

Section 2. Nominations. Nominations from members for elected officers may be submitted to the nominating committee in writing or by electronic means prior to the annual convention. The names of the nominees for elected office shall be published and sent to every member at least fifteen (15) days prior to the state convention. Nominations may be made from the floor with the consent of the nominee. Calls for nominations from the membership must be announced by whatever means to the entire membership ~~60~~ 30 days before the annual convention.

Section 3. Elections. Elections shall be by secret ballot, unless there is only one nominee for a given office in which case the election may be by voice vote. Elections shall be by a majority vote of those present and voting at the annual state convention. Elections shall be by a majority vote of those attending the annual state business meeting and voting either in person or by electronic means.

ARTICLE IX. OFFICERS

Section 1. Board.

- a. The board consists of elected officers and branch presidents; all are voting members.
- b. **Elected Officers.** There shall be a president (or co-presidents), a recording secretary, and a finance director. This core will be designated as the executive committee of the board.
- c. The president-elect is nominated and elected in the convention preceding the last year of the president's final term.

Section 2. Duties

- 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 officers shall facilitate and promote the purpose and mission of AAUW.
 1. The president(s) shall be the official spokesperson and representative for the state and shall be responsible for submitting such reports and forms as required by AAUW. The president will annually provide AAUW with designated contacts for the president and the financial director and any other elected or appointed positions, as needed.
 2. The president-elect assists the president as directed in the coordination of all

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Association functions. No person can serve in the office for more than one year. In the absence of the president, the president-elect shall preside at all general membership meetings and Executive Board meetings.

3. The recording secretary shall record and ensure that minutes of all business meetings are archived. The recording secretary shall make available the minutes of each meeting and board meeting.

4. The finance director shall be responsible for collecting, disbursing, and accounting of the funds of the state and for meeting specified deadlines. A financial report will be available at each board meeting.

b. The president, in consultation with the board, may appoint ad hoc chairs to carry out specific goals: programming, membership, public policy, fundraising, and other areas as deemed necessary. These ad hoc chairs will report to the board and will participate without vote in board meetings, as requested.

Section 3. Terms of Office

a. Terms of Office. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two (2) consecutive terms in the same office.

b. President-elect serves on the executive committee with voting privileges in the last year of the president's final term.

c. Beginning of Terms. The term of each officer and director shall begin on July 1 following their election.-

Section 4. Vacancies. All vacancies in office excluding the presidency, shall be filled for the unexpired term by the board of directors. The president-elect, and then vice president for programs, and then vice president for membership shall fill a vacancy in the office of president. The president, in consultation with the board, shall fill vacancies for an unexpired term.

Section 5. Rotation of Officers. The president and recording secretary are elected in even numbered years; finance director in odd years.

ARTICLE X. BOARD

Section 1. Members. The board of directors shall include the elected officers and branch presidents.

Section 2. Powers and Duties. The board shall have the general power to administer the affairs of the state, and to initiate and carry out its programs and policies. It shall act for the state between conventions. The board shall establish policies and procedures consistent with generally accepted accounting principles and federal, state, and local laws to control the financial records of the state. The board shall recommend to the Organization action to be taken in regard to the admittance of new branches, or discontinuance of present branches.

Section 3. Meetings. Meetings of the board shall be held at least two (2) times per year either in person, by phone, or by electronic means (i.e., virtual platforms).

Section 4. Voting Between Meetings. Between meetings of the board, a vote may be taken at the request of the president(s) on any given question submitted in writing, by conference call, or by

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any electronic means to all members of the board. The result of the vote shall be recorded in the minutes of the next board meeting.

Section 5. Quorum. The quorum for a meeting of the board shall be a majority of the voting members.

ARTICLE XI. FINANCIAL ADMINISTRATION

Section 1. Administration. The annual budget and financial report shall be prepared at the direction of the board of directors for presentation at the convention. The state shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

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

ARTICLE XII. MEETINGS OF THE STATE

Section 1. Annual Meeting. The state shall hold a meeting every year, to be known as the state convention, to conduct the business of the state, including but not limited to electing officers, establishing dues, approving the budget, amending bylaws and receiving reports.

Section 2. Schedule. The board of directors shall determine the exact date, time, and place.

Section 3. Special Meetings. Special meetings may be called by the president or co-presidents or shall be called by the president or co-presidents-on the written request of 50% percent of the branches in the state.

Section 4. Notice. Notice of meetings shall be sent to all members of the state at least fifteen (15) days prior to the meeting.

Section 5. Voting. Each individual member in good standing at the annual meeting shall be entitled to one vote on any item of business.

Section 6. There shall be no proxy voting but voting may be by electronic means.

Section 7. A quorum shall be a majority of the members attending the annual meeting, provided that a majority of the branches are represented.

ARTICLE XIII. BYLAWS AMENDMENTS

Section 1. Bylaws may be amended by a two-thirds majority of the members present at the annual meeting or at a special meeting called for that purpose.

Section 2. After the vote, the amended bylaws are immediately in effect except for changes in the board.

Section 3. Changes to the board, either by increasing or decreasing board numbers, terms of office, or responsibilities, will take place after one year of transition.

ARTICLE XIV. INDEMNIFICATION

Every member of the Board of Directors, officer, committee member, executive director, or employee of AAUW shall be indemnified by AAUW against all expenses and liabilities, including counsel fees, reasonable incurred or imposed upon such members of the Board, officer, committee member, executive director, or employee in connection with any threatened, pending, or completed action, suit or proceeding with respect to which she/his may become involved by reason of her/his being or having been a member of the Board, officer, committee member, executive director, or employee of AAUW, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of AAUW and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that she/he reasonable believed to be in, or not opposed to, to the best interests of AAUW, was negligent, engaged in Misconduct, or, with respect to any criminal proceeding, had reasonable cause to believe that her/his conduct was unlawful.

The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the Board, officer, committee member, executive director, or employee is entitled.

Amended August, 2010
Amended May, 2012
Amended January, 2014
Amended March, 2016
Amended January, 2017
Amended April, 2018
Amended April 2021