

# BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE CORPUS CHRISTI TEXAS BRANCH

## ARTICLE I. NAME AND GOVERNANCE

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) Corpus Christi Texas Branch, hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW Corpus Christi Texas Branch 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. 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.

**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. <sup>[L]</sup><sub>[SEP]</sub>
- c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance. <sup>[L]</sup><sub>[SEP]</sub>

**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.

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**Articles below are specific to AAUW Corpus Christi Branch**

**ARTICLE VIII. BRANCH MEMBERSHIP AND DUES**

**Section 1. Membership**

- A. A branch member is a national member who is also a member of the AAUW Corpus Christi Branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publications distributed to all branch members.
- B. A member may be suspended or dropped by the Board of Directors from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures. The Board of Directors shall notify National and Texas of its disciplinary action.

**Section 2. Dues**

- A. Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 20 days prior to the meeting. “Present” in these bylaws means that a member is physically in attendance or has joined a meeting by electronic communication.
- B. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay state and branch dues to become members of the branch.

- C. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW national dues and branch dues. Members are also exempt from paying AAUW Texas dues pursuant to state bylaw Art. IX Sec. 2.a. (2) (b).
- D. New members may join at any time. Dues are payable upon joining. The National and Texas portion of the dues paid by new members for less than a full year is determined by AAUW and Texas policy. The branch Board of Directors may set a reduction in branch dues.
- E. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

## **ARTICLE IX. FINANCIAL ADMINISTRATION**

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

**Section 2.** The Board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

**Section 3.** The Board shall propose an annual budget for the branch to adopt not later than the second membership meeting of the fiscal year. The proposed budget shall be communicated to the membership by email prior to the first meeting of the fiscal year.

## **ARTICLE X. OFFICERS**

**Section 1.** The elected officers shall be a President, Vice Presidents for 1) Branch Programs, 2) AAUW Funds, 3) Membership, a Secretary, and a Finance Officer. Each elected officer shall be a member of the Corpus Christi Branch and have been a member for at least one program year. The President nominee shall have previously served in an AAUW leadership capacity.

**Section 2.** Officers shall serve a term of two years or until their successors have been elected or appointed and assume office. The office of the President, AAUW Funds VP, and Secretary shall begin their terms July 1 in even numbered years; and the terms of the Program VP, Membership VP, and Finance Officer shall begin July 1 in odd numbered years.

**Section 3.** A vacancy in office, excluding that of the President, may be filled with a branch member pending approval of a majority of the Board of Directors. The branch member appointed should possess adequate knowledge and expertise to exercise good governance of the branch. If the incumbent President becomes incapacitated, dies, or is removed from office, the office of the President passes to Vice Presidents for (1) Branch Programs, (2) AAUW Funds, (3) Membership in that order. A vacancy shall be deemed to have occurred if an officer, elected or appointed, (1) is absent from two or more consecutive Board meetings without approval of the President or (2) fails to perform the duties of the office as outlined in the bylaws.

## **ARTICLE XI. DUTIES**

Officers shall perform the duties prescribed by these Bylaws, Branch policies, and by the current edition of Robert's Rules of Order, Newly Revised.

## **ARTICLE XII. NOMINATIONS AND ELECTIONS**

**Section 1.** Nominations. A nominating committee of three (3) members, elected by the Board of Directors at least three months prior to the April meeting, shall prepare a list of nominees to be presented at the branch meeting one month prior to the April election.

The list of nominees shall be published in the branch newsletter two weeks before the April meeting. Nominations may be made from the floor at the time of the election, provided written consent by the nominee has been obtained.

**Section 2.** Elections. Voting shall be by ballot, and a majority of the votes cast shall be necessary for election. When there is but one nominee for office, the vote shall be taken by voice. Elections shall be held at the annual meeting of the branch. In the event that the in-person annual members' meeting cannot be held, members may cast their vote via US mail or by another secure means of delivery. Alternatively, members may cast their votes by electronic voting.

"Present" in these bylaws means that a member is physically in attendance or has joined a meeting by electronic communication.

The Board must implement reasonable measures to verify that every member voting by remote communication is identified. After voting results have been documented, members will be notified of voting results by postal and/or electronic mail.

## **ARTICLE XIII. BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall include the elected officers (President, Program VP, AAUW Funds VP, Membership VP, Finance Officer, Secretary), the immediate past President (ex officio, non-voting) who shall act as Parliamentarian, and Chairs of budgeted committees.

The Board may appoint a member, other than the immediate past president, when the immediate past president has a voting position on the Board. This newly appointed member serves as Parliamentarian, a non-voting position.

**Section 2.** The Board shall have the general power to administer the affairs of the branch, including but not limited to, establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and state.

**Section 3.** Meetings of the Board shall be held at least two times per year. Special meetings may be called by the President.

**Section 4.** The quorum of the Board shall be a majority of its members.

**Section 5.** The Board may adopt policies to set forth procedures, tasks, and generally provide additional guidance for implementation of Branch bylaws, programs, and activities. Such policies may be amended from time to time by vote of the Board.

#### **ARTICLE XIV. COMMITTEES**

Committees are budgeted or non-budgeted.

A budgeted committee has a substantive mission and the authority and discretion to use the funds allocated to it as it seems fit for furtherance of its mission. A non-budgeted committee, with its focused mission, may be allocated specific, non-discretionary funds to carry out its functions. Its expenses are considered administrative or operating expenses.

##### **Section 1. Standing Committees**

A. Standing Committees of the branch serve under a branch officer. Members of the committee are selected by the elected officer.

B. Composition and Function.

1. The Program Committee, chaired by the Branch Program Vice President, shall plan the programs and logistics for the branch meetings. The Hospitality Committee shall serve under the Program VP.
2. AAUW Funds Committee, chaired by the Branch AAUW Funds VP, shall be familiar with AAUW national fundraising programs and activities. This committee will disseminate important fundraising information to branch members. Also, it will recognize donors who contribute to the national organization and to local branch.
3. The Membership Committee, chaired by the Branch Membership Vice President, shall be responsible for branch membership recruitment, retention, and orientation to the purpose and programs of the Association. The Friendship Committee shall serve under the Membership VP. The Interest Group Coordinator shall serve under the Membership VP.
4. The Finance Committee:
  - a. The Finance Committee is composed of the current President, the Finance Officer and the Chairs of budgeted committees. Additionally, the Board of Directors will select a Review team to include the Finance Officer and two other members to conduct an annual review to be completed in July.
  - b. The Financial Review Team may make recommendations to the Finance Committee regarding changes to financial procedures, record keeping, and other financial issues. In turn, the Finance Committee will forward its recommendations to the Board for approval.

- c. The Finance Committee shall serve four functions: handle the branch bookkeeping, distribute funds per the adopted budget, prepare budget reports for the monthly meetings, and collect dues.

**Section 2.** Special committees may be appointed by the President with the consent of the Board.

- A. Book Finders is a budgeted fundraising committee that conducts periodic book sales for branch scholarships and other branch expenditures. This is done through a Memorandum of Understanding with the Corpus Christi Public Libraries. Book sales may be conducted through online sales and other methods to produce revenue for the Branch and its projects.
- B. Community Outreach is a budgeted committee responsible for organizing projects that directly impact the community and facilitate the mission of AAUW. Community Outreach works cooperatively with community organizations to further AAUW's mission.
- C. STEM is a budgeted committee responsible for organizing STEM (Science, Technology, Engineering, and Math) projects to develop the interest and enhance the potential of middle school girls. STEM works cooperatively with community organizations, such as science and/or engineering-focused institutions, to further AAUW's mission.
- D. Communications is a non-budgeted committee responsible for managing communications through a variety of methods for members of the branch.

**Section 3.** The Chairs of all committees, except the nominating committee and the committees chaired by officers, shall be appointed by the President, with the approval of the Board. Chairs shall select the members of their committees in consultation with the President.

## **ARTICLE XV. MEETINGS**

**Section 1.** There shall be at least seven general membership meetings each year. The second general membership meeting of the fiscal year will include approval of the budget as presented by the Finance Officer.

**Section 2.** The April Meeting shall be to conduct business, e.g., hearing Officers' reports, electing Officers, and establishing Dues. The April meeting may also include a speaker or other program in addition to the annual business meeting.

**Section 3.** The quorum shall be 10 percent of the branch members.

**Section 4.** Any member may participate in a general meeting or annual meeting by means of electronic communication. This participation will constitute a presence. Key discussion issues should be recorded by the Secretary or designated member, prepared as written Minutes, and



made available electronically to meeting participants. If an issue is to be voted upon at a membership meeting, prior notice shall be given and votes may be cast by mail or by electronic means as provided in Art. XII Sec. 2.

## **ARTICLE XVI. LOSS OF RECOGNITION AND DISSOLUTION**

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

Obligations regarding property and assets upon dissolution are found in the AAUW, Inc. Bylaws Art X, Sec. 4, and as reproduced as Art V Sec. 4 of these Branch bylaws.

The AAUW Corpus Christi Texas Branch Board of Directors will maintain local control of assets upon dissolution by distributing money and investments, if any, to charities of its choice BEFORE actually dissolving or terminating the agreement with AAUW.

## **ARTICLE XVII. AMENDMENTS TO THE BYLAWS**

**Section 1.** Provisions of these bylaws not governed by AAUW may be amended by a two-thirds vote of those present and voting at any general membership meeting, physical or electronic. Notice of proposed amendments shall have been given at the previous general meeting or in writing to every member at least two (2) weeks before the meeting at which the amendment is to be acted upon.

**Section 2.** Within 30 days after adoption of restated or amended bylaws, the Secretary shall submit a copy of the Bylaws to AAUW, Inc. The Secretary may also submit a copy to AAUW Texas.

**Section 3.** Amendments required by the AAUW or state to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by their articles of incorporation.

Amended: October 2021 (Articles I-VII are mandated by AAUW, Inc.)

Approved: October 2021