

AAUW Longmont Bylaws - Recommended changes 7-19

Here is a summary of the proposed changes:

- Earlier notes on bylaws indicated that the Affiliate shall not make any changes to Articles I through VII. However, **Article II** has been updated to reflect the new mission statement. National has not yet updated these bylaw sections so we may need to submit our updates with the “old” mission statement, depending on timing.
- **Article VIII d.** – Changed to streamline the wording on how new member dues will be applied.
- **Article IX Section 2.** - has been updated to include a statement about the quorum requirements.
- **Article X** – In the new **Section 1.c.**, the position of Affiliate Administrator has been added. Since we are in the position to use one now and may use one into the future, this needed to have some clarity. This position will also be covered in our policies.
- **Article X** – in the new **Section 3.b.3.**, added information about the position of Affiliate Administrator.
- **Article XI Section 4.** – clarified quorum requirements and use of alternative voting method.
- **Article XII Section 4.** – same as previous change.
- **Article XIII** – Updated a couple of points to reflect our current mode of operation.
- **Article XV Section 1.** – clarified the purpose and timing for notifications to bring these sections into compliance with the Colorado nonprofit corporation rules since we are now a 501(c)(3) entity.
- **Article XV Section 2.** – Clarified quorum requirements and alternative voting methods for these two types of meetings. Separating the quorum requirements by meeting type adds some clarity.
- **Article XVIII** – This section was expanded to be consistent with the Colorado nonprofit corporation rules (similar to the previous item and now cites the source of more guidance from the state of Colorado if needed).
- In various places, have changed the words AAUW Fund to *AAUW Funds*. There are now multiple funds, all with separate names, and the umbrella term of One Fund. State bylaws folks recommended handling this dilemma in this manner.

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF LONGMONT, COLORADO

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Longmont, Colorado, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Longmont, Colorado, 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 gender equity for women and girls through research, education, and advocacy. 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.

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 Board of Directors without a vote of the Affiliate’s membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. AFFILIATE DUES

a. Annual Affiliate dues shall be established by a two-thirds vote of the Affiliate Board of Directors. If changes in Affiliate annual dues are proposed by the 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 in the newsletter, at least 30 days prior to the vote of the Board. Members shall be encouraged to contact any member of the Board of Directors with comments or questions regarding the proposed change.

The Board of Directors may waive or adjust Affiliate dues for some members, such as those under a certain age, to encourage membership.

b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay Affiliate dues to become members of the Affiliate.

c. Fifty-Year Honorary Members of AAUW are exempt from paying Colorado AAUW and Longmont Affiliate dues.

d. New members may join at any time. Dues are payable upon joining. New member dues paid on or after March 16 of the current fiscal year, will cover the annual dues requirement for the following fiscal year which starts on July 1.

e. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another Affiliate.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations

A Nominating Committee of at least three and not more than six members, selected by the Board of Directors in February, shall prepare a list of nominees to be published in the April newsletter prior to the annual business meeting in May. Nominations may be made from the floor at the time of election, provided written consent of the nominee has been obtained.

Section 2. Elections

a. Voting shall be by ballot and a majority of the votes cast shall be necessary for election, provided the number voting meets the quorum standards in Article VX, Section 2. When there is but one nominee for office, the vote may be taken by voice. Elections shall be held at the annual meeting of the Affiliate in May. All members in good standing one day before the notice of election are eligible to vote.

b. When possible, the President, Program Vice President and Finance Officer shall be elected in odd-numbered years. The Membership Vice President and Secretary shall be elected in even-numbered years.

ARTICLE X. OFFICERS

Section 1. Officers

a. Elected Officers. There shall be a President (required by AAUW), Program Vice President, Membership Vice President, Secretary and Finance Officer (required by AAUW) of the Affiliate. Only Affiliate members shall hold any of these offices. The Affiliate may choose to elect a 1st year Co-

President and 2nd year Co-President instead of a President. These elected officers shall also be members of the Executive Committee.

b. Appointed Officers. The appointed officers of the Affiliate shall be an AAUW Funds Chair, Communications Manager, Courtesy Chair, Historian, Newsletter Editor, Public Policy Chair, Yearbook Editor, and such other officers as shall be deemed necessary to carry on the work of the Affiliate. These officers shall be appointed by the President with the approval of the Executive Committee.

c. Affiliate Administrator. In case the Affiliate has no elected President, an Administrator shall be appointed by the Executive Committee. This individual and other members of the Board shall share the president's responsibilities until a President is elected.

Section 2. Duties

Detailed position descriptions for all elected and appointed officers can be found in the Policies section of this document.

Section 3. Vacancies

a. A vacancy in office, except that of the President, shall be filled for the unexpired term by the Board of Directors.

- b. A vacancy in the office of President shall be filled using one of the following procedure:
- (1) If there are Co-Presidents, the remaining Co-President shall assume the duties of the individual who is not able to complete the unexpired term.
 - (2) If a vacancy occurs in the year there is no Co-President, the Program Vice President shall succeed thereto.
 - (3) If Options 1 and 2 are not viable alternatives, the Executive Committee shall appoint an Affiliate Administrator to complete the unexpired term.

Section 4. Terms and Term Limits

- a. All officers shall take office on July 1, following the election of officers at the annual meeting in May.
- b. All elected officers shall serve a term of two-years or until their successors are elected and assume office. Officers shall be limited to 2 consecutive terms. After 1 year off a board member may be permitted to return.

Section 5. Organization Contacts

Annually, the Affiliate President or designee shall provide AAUW with contact information for all elected officers as well as the AAUW Funds Chair, Communications Manager, Newsletter Editor and Public Policy Chair.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors shall be composed of elected officers, immediate past President(s), AAUW Funds Chair, Communications Manager, Newsletter Editor, Public Policy Chair, Yearbook Editor and such others as deemed necessary.

Section 2. Duties. The Board of Directors shall:

- a. carry on business of the Affiliate in compliance with the bylaws, policies and programs of AAUW;
- b. be subject to the orders of the Affiliate and insure none of its actions conflict with action taken by the Affiliate;
- c. have the general power to administer the affairs of the Affiliate between meetings and shall report its actions to the Affiliate:
- d. submit the annual budget to the Affiliate;
- e. recommend to the Affiliate establishment of additional standing committees and issues task forces;
- f. establish ad hoc committees.

Section 3. Meetings. Meetings of the Board of Directors shall be held at least seven times a year. Special meetings may be called at any time by the President or upon the written request of three members of the Board of Directors or five members of the Affiliate.

Section 4. Quorum for a Board Meeting. A majority of the members of the Board of Directors shall constitute a quorum. If a quorum is not present, an email vote may be utilized for deciding questions. A majority vote is required for a measure to pass.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee shall be composed of the elected officers of the Affiliate. The Immediate Past President shall serve on the Executive Committee for a period of one year following the completion of the term of office.

Section 2. Duties. The Executive Committee shall:

- a. have emergency power to act for the Board of Directors between Board meetings;
- b. provide for such audit and control of funds as are necessary to assure their safekeeping and complete accounting;
- c. perform such other duties as the Board of Directors may deem necessary.

Section 3. Meetings. Meetings of the Executive Committee shall be held on the call of the President or two members of the Executive Committee.

Section 4. Quorum for an Executive Committee Meeting. A majority of the members of the Executive Committee shall constitute a quorum. If a quorum is not present, an email vote may be utilized for deciding questions. A majority vote is required for a measure to pass.

ARTICLE XIII. COMMITTEES

Section 1. Standing Committees

a. All standing committees shall have a chair and possibly a committee. The need for a committee shall be determined by the chair depending on the magnitude of the activities/work required each year. There shall be Affiliate standing committees on or at least chairs concerned with AAUW and/or Affiliate priorities listed below. In this document, the terms chair and committee shall be used interchangeably based on the above definition.

- AAUW Funds
- Communications
- Community Action Grant
- Courtesy
- Finance
- Historian
- Local Scholarship (Appointed to the Longmont Community Foundation Scholarship Selection Committee)
- Membership
- Newsletter
- Program Development
- Public Policy
- Yearbook

b. Composition and Function: Detailed descriptions for all committee chairs and the associated committee can be found in the Policy section of this document.

Section 2. Special Ad Hoc Committees

a. There shall be such special ad hoc committees as deemed necessary by the Board of Directors. On an annual basis, these shall include, at a minimum, the following:

- Audit
- Nominating

b. Composition and Function: Detailed descriptions for these ad hoc committee chairs and the associated committee can be found in the Policy section of this document.

Section 3. Chairs

The chairs of all committees, except the Nominating Committee and those provided for by election, shall be appointed by the President with the approval of the Executive Committee. Chairs shall select members for their committees in consultation with the President and be responsible for recruiting members to fill vacant positions on their committee as they occur. Chairs shall serve as channels of communication in their respective fields with Colorado AAUW, regional and national AAUW chairs, and shall make such reports as they request. Chairs shall insure that the Affiliate President is routinely updated on committee activities, membership changes and reports submitted to Colorado AAUW, regional or national AAUW.

ARTICLE XIV. 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. The Board of Directors 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. Budget. The Board of Directors shall adopt an annual budget for presentation to the Affiliate.

ARTICLE XV. AFFILIATE AND SPECIAL MEETINGS

Section 1.

a. Affiliate Meetings. The goal of the Board of Directors shall be to provide opportunities for Affiliate members to meet as a group on a monthly basis. At a minimum, the Affiliate shall hold two formal business meetings a year, one in September and one in May. The September meeting shall be for the purpose of approving the budget. The May meeting shall be considered the annual meeting and shall be for the purpose of electing officers; receiving reports of officers and committees; awarding scholarships and grants; and for such other business as may properly arise. All members shall be notified at least 10 days prior to upcoming meetings and programs through the monthly newsletter and/or reminders.

b. Special Meetings. Special meetings to address a specific topic may be called by the President, five members of the Board of Directors, or by the written request of ten members of the Affiliate. Notice of the date, time, place and business to be brought before the meeting shall be sent to the members electronically at least 10 days in advance. Only business for which notice was given shall be transacted.

Section 2. Quorum for an Affiliate or Special Meeting. A quorum shall be considered to be those members present at the Affiliate or Special meeting. A majority vote is required for a valid vote at an Affiliate of Affiliate meeting. If the President determines that the number of members in attendance is too low for a representative vote, an email vote may be utilized for deciding questions. Passage of a measure requires a majority vote from members responding by email.

ARTICLE XVI. PROPERTY

Property and Assets. The title to all property, funds, and assets is vested in the AAUW Longmont Affiliate for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of AAUW Longmont Affiliate or the termination of its affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

The rules contained in the 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 these bylaws or those of national AAUW or Colorado AAUW.

ARTICLE XVIII. STANDARDS OF CONDUCT, LIABILITY AND INDEMNIFICATION

Every Board of Director member or committee member shall undertake their duties in good faith; with the care of a prudent person; and in a manner that is reasonably believed to be in the best interest of

the Affiliate. Assuming such conduct, no Board or committee member shall be held personally liable for the acts, debts, liabilities or obligations of the Affiliate. Every Board and committee member may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed in connection with any threatened, pending or completed action, suit, or proceeding to which the Board or committee member may become involved by reason of being or having been a member of the Board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein 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 indemnification shall be in addition to and not exclusive of all other rights to which a member of the Board or committee is entitled. (See Colorado Revised Statutes, Title 7, Nonprofit Corporations, Sections 126 – 129 for more details)

ARTICLE XIX. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring Affiliate bylaws into conformity shall not require a vote of the Affiliate members, except that an incorporated Affiliate shall take the necessary steps required by state law or its articles of incorporation.

Section 2. Prior Approval. All other proposed amendments to the Affiliate bylaws shall be sent to the Colorado AAUW bylaws committee for approval before the call for the Affiliate vote. If there is no state structure, approval of amendments to Affiliate bylaws in those states shall be according to procedures established by the AAUW Governance Committee.

Section 3. Affiliate Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at an Affiliate meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least 30 days prior to the meeting. All members in good standing the day before the official notice date are eligible to vote.

Section 4. Distribution of Affiliate Bylaws to National AAUW and Colorado AAUW. Approved, revised bylaws shall be submitted electronically through the national AAUW Member Services Database at <http://aauw.org/resources/member-services-database> and to the Colorado bylaws committee.

Amended September 2017

Draft Update - July 2019

**The Longmont, Colorado Affiliate
of the American Association of University Women
Bylaws**

Adopted November 17, 1947

Amended

April 1950
November 1952
October 1953
May 1956
March 1970
January 1971
November 1975
January 1980
April 1980
May 1980
November 1981
November 1984
March 1985
September 1987
September 1989
September 1992
August 1996
May 1998
February 2001
March 2006
May 2012
September 2017

Updated

October 2009
January 2017

Definitions:

Amended: Major, substantive revisions made; Affiliate approval required

Updated: Brought into conformance with current practices; no Affiliate approval required