

**BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
AAUW HILL COUNTRY, INC. BRANCH**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women, AAUW Hill Country, Inc. Branch, hereinafter known as the “branch.”

Section 2. Affiliate. AAUW Hill Country, Inc. 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. 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. *Revocation for Cause.* The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. *Appeal.* 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. AAUW HILL COUNTRY, INC. BRANCH

Section 1. Organization.

The branch is managed and operated by member participation in branch activities and support and serving as steering council officers, interest group leaders, interest group council and task force/project leaders.

Section 2. Branch Calendar.

The fiscal year runs from July 1 through June 30.

a. Dues.

Each member shall pay branch dues. Dues are established by the steering council, and after a 20-day notice, approved by a majority of members casting votes with a quorum of 20 percent of total branch members. Dues are payable on or before July 1. After notification of nonpayment, a renewing member still in arrears after October 15 shall be dropped from the member roster. Dues shall be waived for a member transferring from another affiliate provided dues have been paid to the other affiliate. The steering council may set a reduction of branch dues for new members during the 2nd half of the current fiscal year. AAUW national and state establish policies, procedures, and amounts for their dues.

b. Meetings.

1. **Membership.** There shall be at least 3 membership meetings each year. Each of the meetings is designated to conduct business, such as reports of the steering council, interest groups, and task forces/projects; reviewing plans and programs; and assessing participation, budget, and other operational and activity matters. The last meeting called in the branch year will be designated as the annual meeting.
2. **Steering Council.** Council meetings will be called as needed.
3. **Special.** Meetings may be called by the President, majority of the steering council, or as requested by a quorum of at least 20 percent of the total branch membership.
4. **Interest Group Council.** Council meetings will be called as needed.

Section 3. Steering council.

The steering council consists of 4 members. The 4 officers are President, Vice President, Treasurer, and Secretary, elected by the membership. The steering council administers affairs of the branch, including but not limited to policies and procedures for establishing and maintaining budgets, managing monies, membership, creation and retention of documentation/records, programs, projects, meetings, voting, bylaws, liaison with AAUW national and state affiliates.

a. Term.

The term of each steering council member is 2 years with no more than 2 consecutive terms in the same position. A steering council member shall continue to serve until a successor has been elected or appointed. A vacancy shall be filled for the unexpired term by a majority vote of the steering council.

b. Duties.

1. President. Leads the steering council in the strategic planning process and priority setting and shall be responsible for submitting reports and forms as required by AAUW national and state. The President shall be the official spokesperson and representative for the branch. Establishes and maintains the branch calendar.
2. Vice President. Performs such duties as the president and steering council shall direct.
3. Treasurer. Collects, distributes, and accounts for the funds of the branch. Ensures monetary submissions and reporting for AAUW national and state are met within prescribed deadlines. Maintains separate accounting records by type and provides financial reporting to the Steering Council and membership.
4. Secretary. Provides minutes of membership, steering council, and special meetings. Ensures minutes are properly reviewed/coordinated and retained for review. Ensures branch history records are properly maintained and retained.

c. Removal of a Steering council Member.

Removal of a steering council member requires a majority vote of the steering council.

d. Indemnification.

Each member of the steering council is indemnified from personal liability through insurance against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the steering council in connection with any threatened, pending, or completed action, suit or proceeding to which the steering council member may become involved by reason of being or having been a member of the steering council, 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 branch steering council approves such settlement and reimbursement as being the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Steering Council is entitled.\

e. Election of Officers.

A nominating committee is appointed by the steering council with a chairperson and at least 2 other members selected by the chairperson. Members serve for a 1-year term for a maximum of 3 consecutive years. Candidates slated for officer positions are provided to the membership for a vote, with provision for write-in candidates, for return to the chairperson within 20 days of ballot distribution. Election is by a majority of those casting votes with a quorum of 20 percent of total branch members. Installation of a new officer is effective upon election by the membership with a 30-day transition period with the outgoing officer if the position is not vacant.

Section 4: Branch Support.

Oversees, manages, and reports on internal operations of the branch such as identification and maintenance of information technology capabilities related to the branch's website, submissions to AAUW national and state, and communications with the membership; directory for the branch; branch newsletter; membership rosters and status; and budget execution and status of funds. Positions within Branch Support are appointed by the Steering Council.

Section 5. Interest Groups.

Provide educational and social activities for the branch membership. The leader of each group is responsible for the content, scheduling, location and financial needs of the group. The Interest Group Council is comprised of 4 interest group leaders and is the focal point for gathering financial requirements of the interest groups, enabling the formation of new interest groups and communication to the branch. The Interest Group Council will meet as needed.

Section 6. Task Force/Project Leaders.

Oversee, manage, and report on external activities of the branch such as development/identification of external events to inform and support the AAUW mission through plans, programs, and events, including but not limited to fund raising, membership drives, collaboration with community partners, and branch interest groups. Has responsibility for the direction of committees and work groups/individuals and for contacts and collaborations with external organizations and persons.

Section 7. Bylaws.

AAUW mandated bylaws and branch bylaws that are not substantive in nature do not require vote of the membership. If revisions to branch bylaws are substantive, they are sent to AAUW for approval before taking a vote of the membership. If a membership vote is required for substantive revisions to the bylaws, and after AAUW approval, a 20-day notice is required and a vote to approve is by a majority casting votes with a quorum of 20 percent of the total branch membership.

Approved: AAUW Hill Country, Inc., General Membership __September 8, 2018_____