

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF COLORADO

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW 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 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. FINANCIAL ADMINISTRATION

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

Section 2. State Dues. Annual state dues for branch members and national members shall be determined by a two-thirds vote of those present and voting at the annual convention when a motion for change has been presented by the state board of directors. Dues shall include a subscription to the state publication distributed to all members.

Section 3. Date. Dues are payable on or before July 1 and shall be considered in arrears after that date.

Section 4. National Members. A national member who wishes to be a state member shall pay the state treasurer annual dues equal to that for other members. Such membership includes an annual subscription to the state publication sent to all members. Such dues are payable on July 1 and shall be considered in arrears unless paid to the state treasurer postmarked no later than July 31.

Section 5. New Members. Dues of new members may be paid at any time. The AAUW portion of dues paid by new members between January 1 and March 15 shall be one half the annual AAUW dues. The state board of directors may set a reduction for state dues.

Section 6. New Branches. A new branch recognized by AAUW between December 1 and June 30 shall pay state dues for each member at half the annual state dues for that fiscal year.

Section 7. Annual Financial Report. The annual financial report shall be prepared at the direction of the board of directors for presentation at the convention.

Section 8. Annual Budget. The annual budget shall be prepared by the finance committee with the state treasurer as a member. It shall be presented to the executive committee and adopted by the board of directors.

Section 9. Audit. The state executive committee shall provide for such audit and control of funds as are necessary to assure safekeeping and complete accounting.

Section 10. Policies and Procedures. 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 IX. AFFILIATE OFFICERS

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

Section 2. Elected Officers. The elected officers of the state shall be president (administration required by AAUW), president-elect, program development vice president, membership vice president, secretary (recorder of minutes required by AAUW), treasurer (finance required by AAUW), director for Public Policy Program, and the director for AAUW Funds. All elected officers shall be chosen with due regard for geographic representation when feasible. Co-officers may be elected.

Section 3. Appointed Officers. The appointed officers of the state may be historian; archivist; parliamentarian; college/university representative; publications editors; lobby corps directors; chairs of the following committees: issue task forces, bylaws, finance, and public information; and any other officers as shall be appointed by the president with the approval of the executive committee. Co-officers may be appointed.

Section 4. Qualifications for Office. All officers, elected or appointed, shall be members of AAUW and the state, and shall be chosen with regard to geographical representation when feasible. The president-elect shall have served on a state board of directors.

Section 5. Terms of Office.

a. Elected Officers. Elected officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

- b. Appointed Officers. Appointed officers shall serve at the pleasure of the president.
- c. President. The president shall not be eligible for re-election to an immediately successive term.
- d. President-Elect. The president-elect shall serve in that capacity for one year only and shall automatically become the president.
- e. Tenure. No member shall hold the same elected office for more than two consecutive terms unless no other qualified candidate is available.

Section 6. Vacancies. The executive committee shall fill a vacancy occurring in any office except the office of president, which, if vacated, shall be assumed by the president-elect, or in the year when there is no president-elect, by the program development vice president, who shall serve the remainder of the unexpired term. If the term served exceeds one half of the term of office, it shall be considered a full term and shall be subject to the tenure stated in Section 5.

ARTICLE X. DUTIES OF ELECTED OFFICERS

Section 1. Duties. 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.

Section 2. President. As executive officer, the president shall:

- a. be the official spokesperson and representative for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW;
- b. appoint, with approval of the executive committee, all appointed officers and chairs of committees except chair of the nominating committee and those provided for otherwise in these bylaws;
- c. serve as ex-officio member of all standing and special committees and task forces;
- d. issue the call to convention at least 30 days prior to convention, and submit a president's report to each annual convention;
- e. follow AAUW Bylaws regarding formation and continuance of branches and loss of recognition of a branch.

Section 3. President-Elect. The president-elect shall, by actively aiding the president, become acquainted with the office of president so that the president-elect may efficiently discharge the duties of that office upon succeeding thereto. The president-elect shall assume the duties of president in the president's absence or inability to serve.

Section 4. Vice Presidents. The vice presidents shall perform such duties as the president and board shall direct.

a. Program Vice President. The program vice president shall:

- (1) serve as chair of the program development committee;
- (2) with the program development committee and the approval of the president, be responsible for planning the programs for the Organization convention;

(3) assume the duties of the president in the president's absence or inability to serve, in the year when there is no president-elect.

b. Membership Vice President. The membership vice president shall:

- (1) serve as chair of the membership committee and endeavor to increase membership;
- (2) act as the presiding officer in the absence of the president when the president-elect and/or the president are not available;
- (3) pursue organizing activities with a petitioning group, including preparation of bylaws, at the direction of the president.

Section 5. Secretary. The secretary shall:

- a. maintain a record of the proceedings of the Organization, of the board of directors, and of the executive committee, and shall keep on file all written reports presented at Organization meetings.
- b. have available at all meetings a copy of the AAUW Bylaws, the Colorado Bylaws, Policies and Working Rules, an updated Colorado Leadership Manual, and a listing of current resolutions in force;
- c. compile a complete roster of the Affiliate and branch officers for distribution to all branches and Affiliate officers.

Section 6. Treasurer. The treasurer shall:

- a. be responsible for the collection of all dues and monies for AAUW Funds due to the Affiliate;
- b. make disbursements as directed by the board of directors or executive committee and for vouchers that have been certified by the person incurring expense and signed by the president;
- c. keep a proper set of books;
- d. render a report at each meeting of the executive committee and the board of directors, and an annual report to the state;
- e. be a member of the finance committee and serve as adviser to the convention credentials committee;
- f. be bonded and insured in an amount to be determined by the executive committee, with fees to be paid by the state;
- g. submit the accounts of the Affiliate for audit.

Section 7. Other Elected and Appointed Officers. The duties of all other elected and appointed officers shall be to plan and recommend to the Affiliate board of directors policies, program, and action within their areas of responsibility, and to perform those duties listed in Colorado policies and working rules, duties as may be assigned by the board of directors, and duties required by AAUW.

ARTICLE XI. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. Nominating Committee. There shall be a nominating committee of five members and two alternates. Two members and one alternate from the board shall be elected by the

board of directors at its pre-convention meeting. Three members and one alternate shall be elected at the state convention business meeting. No two members shall be from the same branch, and one member shall have served on the previous nominating committee. No member shall serve more than two consecutive years. Any member of the committee desiring to seek an office shall resign from the committee prior to selection of nominees by the committee.

b. Nominating Committee Chair. Immediately following the election of the nominating committee, the committee shall meet at the direction of the president to elect its chair.

c. Nominations. At least four months before state convention, branches shall submit to the nominating committee suggestions for nominees for offices to be filled. The suggestions for nominations shall be accompanied by vitae. At least one month prior to the state convention, the nominating committee shall present to each branch a list of the nominees the committee proposes. Except the president-elect, all elected personnel shall be chosen with due regard for geographic representation, when feasible. Nominations may be made from the floor provided written consent of the nominee has been obtained.

Section 2. Elections.

a. Elected officers shall be elected at the state convention by members in good standing.

b. Election shall be by secret ballot; if there is only one nominee for an office, it may be by voice vote.

c. A plurality of votes shall elect.

d. Rotation of Officers. In odd-numbered years the president-elect, the program development vice president, the secretary, and the treasurer shall be elected. In even-numbered years the membership vice president, and the director for AAUW Funds shall be elected. Each year one co-public policy director shall be elected.

ARTICLE XII. AFFILIATE BOARD OF DIRECTORS

Section 1. Composition. The Affiliate board of directors shall include the elected and appointed officers, one branch representative from the Interbranch Council, and such others as deemed necessary.

Section 2. Powers and Duties. The board of directors shall:

a. have the general power to administer the affairs of the state and to initiate and carry out its programs and policies;

b. transact business of the state in the interval between conventions, except that of modifying action of the state;

c. establish policies and procedures consistent with generally accepted accounting principles and federal, state and local laws to control the financial records of the state, adopt the budget, and accept the auditor's report;

d. recommend to AAUW action to be taken in regard to new branches, admittance of or discontinuance of present branches;

e. elect two members and at least one alternate to the nominating committee;

- f. recommend to the state convention such additional standing committees and task forces as are considered necessary for the work of the state;
- g. adopt all state policies and working rules;
- h. supervise branches as provided in AAUW's Bylaws regarding formation and continuance of branches.

Section 3. Meetings and Quorum. The board of directors shall meet at least twice a year. Special meetings may be called by the president or upon written request of five members, provided at least five days' notice of such meeting is given. A quorum shall consist of a majority of the board of directors.

Section 4. Interim Vote. Between meetings of the board of directors, a vote may be taken at the request of the president on any question submitted in writing, conference call, or any electronic means to all members of the board. Deadline for responses shall be fifteen calendar days after the question has been submitted. A majority of responses shall be required for the vote to be counted and when the vote is counted it shall have the same effect as if cast at a meeting of the board.

ARTICLE XIII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall be composed of the president, program vice president, membership vice president, treasurer, secretary, and either the president-elect or a past president.

Section 2. Duties.

- a. Transact business of the Affiliate in the interim between meetings of the board of directors, except that otherwise specified by these bylaws, and shall perform other duties designated by the board of directors;
- b. Serve in an advisory capacity to the president;
- c. Provide for a finance committee, one member of which shall be the state treasurer;
- d. Confirm the appointed officers.

Section 3. Meetings and Quorum. The executive committee shall meet on call of the president or on written request of four members of the committee. A majority of the committee shall constitute a quorum.

ARTICLE XIV. COMMITTEES AND TASK FORCES

Section 1. Standing Committees. There shall be standing committees on the work of bylaws, finance, public policy program, membership, and program development. In addition, there shall be standing committees on AAUW Funds, communication, and such others as the board of directors shall deem necessary.

Section 2. Composition. The composition of committees shall be determined by the state board of directors and described in policies and working rules.

Section 3. Duties. Each committee shall plan and recommend to the state board of directors policies, program, and action within the areas of responsibility, and shall perform such other duties as may be required by the state policies and working rules, and such other duties as may be assigned by the board.

Section 4. Issues Task Forces. There shall be issues task forces to implement the current program issues of AAUW for study and/or action as directed by AAUW. Composition and duties shall be provided in policies and working rules adopted by the state board of directors.

Section 5. Special Committees. There may be established such special committees as shall be considered necessary by the board of directors or the membership. Special committees shall perform such duties as are assigned by the board of directors or the membership.

ARTICLE XV. MEETINGS OF THE AFFILIATE

Section 1. General Meetings. All general state and board meetings shall be open to any AAUW member in good standing.

Section 2. Time, Purpose, and Place. The state shall hold at least one meeting each year, to be known as the state convention, to conduct the business of the state including the election of officers and the receiving of reports of officers and committee chairs, and at least one workshop, the times and places to be determined by the executive committee.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president or on the written request of one third of the members of the board of directors.

Section 4. Notification of Meetings. Notices of all meetings shall be sent to all members of the state, college/university members, and AAUW at least thirty days prior to the meeting. In the event of an emergency, the executive committee shall establish procedure for carrying on the business of the state.

Section 5. Voting Body. Each voting member in good standing as of the official notice of the meeting may attend and be entitled to one vote at any annual or special meeting of members.

Section 6. Quorum. A majority of members present at the meeting and representing at least one third of the branches shall constitute a quorum for the state convention.

ARTICLE XVI. RESPONSIBILITIES OF BRANCHES TO THE STATE

Section 1. Each branch shall:

- a. designate an official representative of the branch to represent the branch in activities of AAUW and the state;
- b. send to the state president the names and addresses of all officers and appointed chairs no later than June 1;
- c. file annual reports as directed by the state president or other state officers;
- d. update branch bylaws after each AAUW convention and report such updating as directed by the state bylaws chair;
- e. bring branch bylaws into conformity with the bylaws of the state after each state convention;
- f. submit revised branch bylaws to the state bylaws committee for review of conformity to AAUW and state bylaws, and file adopted copy with state bylaws chair;
- g. send to the state nominating committee a list of candidates for state offices together with a statement of their qualifications;

Section 2. Unless otherwise authorized by the state board of directors, each branch shall send state dues to the state treasurer, as required by these bylaws. (See Article VIII. Section 2.)

ARTICLE XVII. PROPERTY

The title to all property, funds, and assets is vested in AAUW Colorado for the joint use of 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 Colorado or the termination of its affiliation with AAUW, all assets of the state or multi-state organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XVIII. 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 these bylaws.

ARTICLE XIX. INDEMNIFICATION

The directors and all officers or other appointed representatives of the American Association of University Women of Colorado may be indemnified and their liability shall be limited to the fullest extent authorized by Colorado law, unless adjudged therein to be liable for negligence or misconduct in performance of their duties.

ARTICLE XX. NON-MANDATED AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by AAUW Bylaws may be amended at any state convention by a two-thirds vote of those present and voting thereon, provided notice of the proposed amendment has been sent to each branch in the state at least thirty days prior to the meeting at which such amendment is to be acted upon; or, if

previous notice has not been given, then by unanimous vote of the convention, or by a majority vote of the convention ratified by three fourths of the branches.

Section 2. Prior to being voted on, proposed changes to the state bylaws shall be sent to the AAUW bylaws chair for concurrence.

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

Section 4. Every amendment to the bylaws of the state shall become effective and binding on all branches within the state.

Adopted April 1978
Revision Adopted May 1992
Amendments Adopted May 1995
Updated August 1995
Amendments Adopted April 1997
Updated April 1998
Amendment Adopted May 2001
Amendments Adopted April 2006
Amendments Adopted April 2008
Amended September 2009
Amendment Adopted April 2010
Amendment Adopted April 2011
Amendment March 2012
Amendments Adopted April 2013
Amendments Adopted April 2014
Amendment Adopted April 2016
Amendments May 2016
Amendments December 2016