

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF COLORADO SPRINGS BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Colorado Springs 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, 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. AFFILIATE NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee of six members, elected or appointed as follows: three elected by the Affiliate each year.
- b. The term of service on the nominating committee shall be for two year(s).
- c. The names of the nominees for elected office shall be published and sent to every member at least two weeks prior to the annual Affiliate meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

- a. Elections shall be held at the annual Affiliate meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting provided the number voting meets the quorum requirement in Article XIV Meetings of the Affiliate Membership. All members in good standing one day before the notice of election are eligible to vote.

ARTICLE IX. AFFILIATE OFFICERS

Section 1. Officers

- a. The elected officers for the Affiliate shall be president, (administration required by AAUW) president-elect, vice presidents of Community Outreach, Programs, Membership, and the secretary, (recorder of minutes required by AAUW) and

treasurer (finance required by AAUW).

- b. The appointed officers shall be for public policy, AAUW Funds, communications, and such other officers as shall be deemed necessary to carry on the work of the Affiliate. They shall be appointed by the president with the consent of the board and documented in the minutes of the board meeting and Affiliate Working Rules and Policies.
- c. Officers shall serve for a term of two year(s) or until their successors have been elected or appointed and assume office with the exception of the president and president elect. Term of office shall begin on July 1.
- d. Any position other than the president may be shared.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by Affiliate Working Rules and Policies adopted by the Affiliate board of directors, by the position descriptions approved by the Affiliate board and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. The PRESIDENT shall be the official spokesperson and representative for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW and AAUW Colorado State.
- c. The PRESIDENT-ELECT and VICE PRESIDENTS shall perform such duties as the president and the board shall direct and as specified in Affiliate policies and job position descriptions.
- d. THE TREASURER shall be responsible for collecting, distributing and accounting for the funds of the Affiliate and for meeting specific deadlines.
- e. THE SECRETARY shall record and keep minutes of all Affiliate board, membership, and special meetings.

ARTICLE X. AFFILIATE BOARD OF DIRECTORS

Section 1. Composition. The Affiliate board of directors shall be composed of the elected and appointed officers.

Section 2. Administrative Responsibilities. The Affiliate board of directors shall have the power to administer affairs of the branch and to carry out its programs and its policies and shall accept responsibilities delegated by AAUW and AAUW Colorado State. It shall act for the Affiliate between membership meetings. The board shall have fiscal responsibility as outlined in Article XIII, Financial Administration, Section 2. It shall have the power to create special committees and task forces as deemed necessary and shall perform such other duties as are specified in these bylaws and the Affiliate Working Rules and Policies.

Section 3. Meetings. Meetings of the Affiliate board shall be held at least three (3) times a year. Special meetings may be called by the president or upon the request of four (4) members of the board. All members of the board shall be notified of the meeting at least three (3) days in advance and only business for which notice was given shall be transacted.

Section 4. Quorum. The quorum for a meeting of the Affiliate board shall be a majority of the elected and appointed officers voting members. A majority vote is required for a valid vote.

Section 5. Voting Between Meetings. Between meetings of the Affiliate board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. A majority vote is required for a valid vote. The result of the vote shall be in the minutes of the next board meeting.

ARTICLE XI. AFFILIATE EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers and shall act in the interim between Affiliate board meetings.

Section 2. Duties. The executive committee shall have the power to act for the Affiliate board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the Affiliate board.

Section 3: Meetings: Meeting of the executive committee shall be held on the call of the Affiliate president or two members of the executive committee.

Section 4: Quorum: A majority of the members of the executive committee shall constitute a quorum. A majority vote is required for a measure to pass.

ARTICLE XII. AFFILIATE COMMITTEES

Section 1. Establishing Committees. The Affiliate president may establish standing and special committees as needed with consent by the Affiliate board. The Affiliate president is an ex-officio member of all committees, except the nominating committee, and may attend any or all committee meetings.

Section 2. Purpose. With the approval of the Affiliate board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

ARTICLE XIII. AFFILIATE FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. ~~The~~ The fiscal year shall correspond with that of AAUW and shall

begin on July 1.

Section 2. Financial Policies. The Affiliate 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. Budget. The Affiliate board shall adopt an annual budget for presentation to the Affiliate.

Section 4. Dues.

a. Amount

- (1) The annual Affiliate dues for individual members shall be established at the annual meeting by two-thirds vote of those members present and voting, provided notice has been given to the members thirty days prior to the meeting, A dues increase is a recommendation from the Affiliate Board.
- (2) The annual AAUW Colorado State dues for individual members shall be established at the Colorado State Convention upon recommendation of the Colorado State Board.
- (3) The AAUW Board of Directors shall set the dues for partner members.

b. Paid Life Members, as defined in the AAUW, Inc. Bylaws, are required to pay AAUW Colorado State and Affiliate dues to become members of the Affiliate.

c. Fifty-year Honorary Members, as defined in the AAUW, Inc. Bylaws, are exempt from paying AAUW National, Colorado State and Affiliate dues.

d. New members may join at any time and dues are payable upon joining. New member dues paid starting March 16 will cover the following year's annual dues requirement for AAUW National, Colorado State and Affiliate.

e. AAUW National dues are reduced by 50% for new members who join at an AAUW public event in accordance with the Shape the Future new member campaign.

f. All Affiliate members must also be members of AAUW National and Colorado State.

g. Payment. Member dues shall be payable in accordance with procedures established by policy of AAUW National, Colorado State and Affiliate.

h. Reciprocity. A current paid member of an affiliate or comparable AAUW-affiliated entity may transfer membership to another affiliate or comparable AAUW-affiliated entity without payment of additional dues.

i. College/University Membership (C/U): Any accredited higher education institution is eligible to become a C/U member. (See Article IV Membership and Dues). AAUW Colorado State and Affiliate dues are payable.

j. Memberships for Students of Non-AAUW College/University Members: Undergraduates or degree-seeking graduates enrolled full-time or part-time are eligible to join and renew at the established AAUW National rate through graduation. AAUW State and Affiliate dues are not payable.

~~h.~~k. Memberships for Students of AAUW Colleges/University Members: Undergraduates or degree-seeking graduates enrolled in full-time or part-time programs may join and renew at no cost with automatic renewal through graduation.

ARTICLE XIV. MEETINGS OF THE AFFILIATE MEMBERSHIP

Section 1. Annual Meeting. The Affiliate shall hold an annual meeting between March and June, the exact time and place to be determined by the Affiliate board. The annual

meeting shall be to conduct business including but not limited to hearing officers' reports, reviewing the budget and the financial report, electing officers, establishing dues, amending bylaws, and giving directions to the Affiliate board.

Section 2. Affiliate Meetings. The Affiliate shall hold at least four (4) meetings each year.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of five (5) members of the Affiliate board.

Section 4. Meetings Notice. Notice of the date and the business to be brought before the meeting shall be sent to the members in writing at least three (3) days in advance. Only business for which notice has been given shall be transacted.

Section 5. Quorum. The quorum shall be ten (10%) percent of the Affiliate membership.

Section 6. Cancellation of Meetings. In an emergency a regular meeting may be canceled by the president in consultation with the executive-committee, and the membership notified.

ARTICLE XV. ~~INDEMNIFICATION~~ STANDARDS OF CONDUCT, LIABILITY AND INDEMNIFICATION

~~Every Affiliate board or committee member may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the Affiliate board or committee member may become involved by reason of being or having been a member of the Affiliate 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 the member of the Affiliate board or committee is entitled.~~

Every Board of Director member, Board Assistant 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 or Board Assistant shall be held personally liable for the acts, debts, liabilities or obligations of the Affiliate. Every Board and committee member and Board Assistant 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 Board Assistant, 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 or Board Assistant is entitled. (See Colorado Revised Statutes, Title 7, Nonprofit Corporations, Articles 126-129 for more details.)

ARTICLE XVI. ~~NON-MANDATED~~ AMENDMENTS TO AFFILIATE BYLAWS

Section 1. AAUW Mandated Amendments: Amendments required by AAUW to bring Affiliate bylaws into conformity shall not require a vote of Affiliate members.

Section 2. Mandated Amendments for Incorporated Affiliates: As a 501(c)(3) tax-exempt incorporated Affiliate, the Affiliate board shall bring Affiliate bylaws and articles of incorporation into conformity with Internal Revenue Service (IRS) rules and regulations and state and federal law. These amendments shall not require a vote of Affiliate members.

Section 3. Prior Approval. All other proposed amendments to the Affiliate bylaws shall be sent to AAUW Colorado State 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 will be according to procedures established by the AAUW Governance Committee.

Section ~~24~~. 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 thirty (30) days prior to the meeting. All members in good standing the day before the official notice date are eligible to vote.

Section 5. Distribution of Affiliate Bylaws to AAUW National and AAUW Colorado State. Approved, amended bylaws shall be submitted electronically through National AAUW Member Services Database at <http://aauw.org/resources/member-services-database> and to the AAUW Colorado State bylaws committee.

Adopted November 18, 1977

Amended April 11, 1992

Amended March 30, 2000

Amended February 17, 2001

Amended March 6, 2004

Amended February 8, 2006

Amended September 2, 2009

Amended February 28, 2012

Amended March 19, 2014

Amended January 17, 2017

Updated September 17, 2019

Amended by Board March 17, 2020 with member vote May 9, 2020

Previously updated bylaws:

December 1, 1979

December 1, 1981

September 1, 1983

December 1, 1985

December 1, 1987

December 1, 1989

April 11, 1992

March 20, 2000

February 18, 2001

November 18, 2003

Definitions

Amended: Major, substantive revisions made. Affiliate member vote required for revisions not mandated by AAUW National or AAUW Colorado State, IRS rules and regulations, or state and federal law.

Updated: Brought into conformance with current practices. Affiliate member vote not required.