

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE GEORGETOWN TEXAS BRANCH

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this corporation shall be the American Association of University Women (AAUW) Georgetown Texas Branch, Inc., hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW Georgetown Texas Branch is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member's own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

Section 2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate’s (or equivalent, e.g., RN), bachelor’s, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an “Accredited Higher Education Institution”) or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be 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 Directors shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues.

a. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

ARTICLE V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

- a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.
- 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.

Articles below are specific to AAUW Georgetown Branch, Inc.

ARTICLE VIII. BRANCH NAME AND GOVERNANCE

Section 1. Branch Name. The name of this Corporation shall be the American Association of University Women (AAUW) Georgetown Texas Branch, Inc.

Section 2. Branch Legal Compliance. The AAUW Georgetown Texas Branch, Inc. shall comply with the requirements of AAUW and federal, state and local law, including the Internal Revenue Code regarding 501(c)(3) corporations and Texas corporate law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and /or policies.

ARTICLE IX. BRANCH MEMBERSHIP AND DUES

Section 1. Membership.

A. A branch member is a national member who is also a member of the AAUW Georgetown Branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.

B. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.

Section 2. Dues.

A. Changes in branch dues shall be determined at the annual meeting or by online ballot outside the meeting if use of an online ballot for the proposed change has been approved by the board of directors.

If voting at the annual meeting, the change in branch dues shall be determined by two-thirds vote of those present and voting, provided written notice has been given to the members at least 20 days prior to the meeting. A quorum is required.

If voting via an online ballot outside the meeting, the change in branch dues shall be determined by two-thirds vote of those members returning their ballots by the scheduled deadline, provided written notice has been given to the members at least 20 days prior to the scheduled deadline. A quorum must return a ballot by the scheduled deadline.

See Article XIV. Branch Meetings, later in this document, for additional details about required written notice, conducting the vote, and how the quorum is determined.

B. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay state and branch dues to become members of the branch.

C. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW state and branch dues.

D. New members may join at any time. Dues are payable upon joining. The national [and state] portion of the dues paid by new members for less than a full year is determined by AAUW [and state] policy. The branch board of directors may set a reduction in branch dues.

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

ARTICLE X. FINANCE

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

Section 2. Finances. The branch shall provide for such audit and control of its funds as are necessary for their safekeeping and complete accounting. No indebtedness in excess of \$100 over amounts provided for in the budget shall be incurred by the branch except upon recommendation of the board of directors and a majority vote of the members at a regular meeting of the branch at which a quorum is present.

No part of the net earnings of the branch shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the branch shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3) Internal Revenue Code.

ARTICLE XI. OFFICERS

Section 1. Elected Officers.

Officer positions may be filled by individuals serving alone during a given term or by two members serving as co-officers during the term. Throughout these bylaws, use of a singular title, e.g., "President", means the section applies to either the member serving alone in that office or the co-officers serving together in that office, as applicable for the given term.

The elected officers or co-officers shall be a president, vice presidents of program and membership, financial officer/treasurer, secretary, and immediate past president. The elected officers or co-officers form the Executive Committee described later in these bylaws.

Section 2. Duties.

A. President. The president shall:

- (1) be the official representative of the branch in the activities of the branch on all levels;
- (2) submit a list of the incoming and continuing branch officers and chairs to the president of the state and the executive director of AAUW not later than June 1;
- (3) submit an annual report of the branch to the persons designated on forms provided by AAUW not later than June 1;
- (4) be responsible for bringing the branch bylaws into conformity with the AAUW Charter and Bylaws after each AAUW convention and for submitting revised bylaws for review to the chair of the biennial AAUW convention;
- (5) be responsible for bringing the branch bylaws into conformity with the State Bylaws after a state convention;
- (6) perform the following duties:
 - (a) preside at all meetings of the branch, the board of directors, and the executive committee;

- (b) call meetings of board of directors, executive committee, and other committees as task forces are needed;
- (c) Robert's Rules of Order will be followed at board of directors meetings, executive committee meetings, and branch meetings where branch business requires a membership vote.

B. Financial Officer/Treasurer. The financial person/treasurer shall:

- (1) be responsible for collection of annual dues;
- (2) forward AAUW dues for regular members and, if applicable, AAUW publication subscriptions for student affiliates to the AAUW treasurer;
- (3) transmit to the AAUW treasurer all applications, with dues, made to the branch by graduates who qualify for membership in AAUW or by undergraduates who qualify for student affiliation under the AAUW Charter and Bylaws;
- (4) perform the following duties:
 - (a) receive all monies due the branch;
 - (b) pay all bills provided for in the budget or approved by the board of directors or branch members as submitted through the branch voucher system;
 - (c) keep a proper set of books;
 - (d) render a financial report at the annual meeting of the branch, and such other times as requested by the board of directors;
 - (e) present a proposed budget to branch members at least two weeks before the September meeting with approval at the September meeting. See Article XIV. Branch Meetings, later in this document, for additional details about required written notice, conducting the vote, and how the quorum is determined.

C. Secretary. The secretary shall:

- (1) record and keep in her custody the minutes of all meetings of the branch, of the board of directors, and of the executive committee;
- (2) have available for reference at all meetings a copy of the branch bylaws, a list of officers and committee chairs;
- (3) have charge of such correspondence of the branch as is delegated to the secretary by the president, and keep on file all communications received and copies of letters sent.

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

- (1) plan programs for monthly branch meetings;
- (2) arrange venues for such meetings.

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

- (1) maintain membership records and roster;
- (2) produce the annual branch handbook.

F. Immediate Past President. The immediate past president shall:

- (1) contribute expertise on any issue pertinent to the board;
- (2) confer and coordinate with the current president on special assignments;
- (3) may, but is not required to, also take another defined office or role on the board.

G. The president or a co-president, if applicable, presides at board and branch meetings. In the absence of any president/co-president in attendance at the meeting, officers preside in the order shown below. If an office is held by co-officers, the two co-officers decide which of them presides first.

- (1) Program VP or Co-VP;
- (2) Membership VP or Co-VP;
- (3) Treasurer or Co-Treasurer;
- (4) Secretary or Co-Secretary;
- (5) Immediate Past President.

Section 3. Elections and Terms of Office.

A. Nominations. A nominating committee of three members is chosen by the board of directors at least two months prior to the annual election. All nominees proposed by the committee can be elected at the same time, or alternate years may be used. The nominating committee shall prepare a slate of nominees to be presented at the branch meeting one month prior to the election, if possible. See B. Election for required written notice.

B. Election. Elections shall be held at the annual meeting of the branch or by online ballot outside the meeting, if use of an online ballot for the given election has been approved by the board of directors.

If conducted at the annual meeting, voting shall be by ballot if there is more than one nominee for an office. In cases in which there shall be but one nominee for each office, the vote may be taken by voice. A simple majority of the votes cast shall be necessary for election, provided the slate has been presented in writing to each member at least two weeks before the election meeting. A quorum is required.

If conducted via an online ballot outside the annual meeting, the election shall be determined by a simple majority of those members returning their ballots by the

scheduled deadline, provided the slate has been presented in writing to each member at least two weeks before the ballot's scheduled deadline. A quorum must return a ballot by the scheduled deadline.

See Article XIV. Branch Meetings, later in this document, for additional details about required written notice, conducting the vote, and how the quorum is determined.

C. Terms of Office. All elected officers shall begin office on July 1. Two-year terms are preferable, but exceptions can be made as necessary. The incoming president may call a meeting of the incoming executive committee before July 1 to approve appointments and to make tentative plans for the coming year.

D. Vacancies. Any vacancy or unfilled elected office after the start of the program year may be filled for the unexpired term by the board of directors assigning itself responsibilities or by any qualified branch member with approval by the board of directors.

Section 4. Appointed Officers.

There shall be appointed officers for public policy and for the AAUW Funds, and such other officers as shall be deemed necessary to carry on the work of the branch. Only members of AAUW shall be appointed as officers of the branch.

A. Appointments. Appointments shall be made by president with the approval of the executive committee.

B. Terms of Appointments. All appointed officers shall serve for a term of one year or until a successor has been appointed and has taken office.

ARTICLE XII. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors.

A. Membership. The board of directors shall be composed of the elected and appointed officers, chairs of issue task forces, and chairs of special projects. Each board member shall have one vote regardless whether filling multiple board roles.

B. Duties. The board of directors shall:

(1) carry on the business of the branch in conformity with the policies and programs of the AAUW;

(2) have the general power to administer the affairs of the branch between branch business meetings and shall report its actions to the branch;

- (3) be subject to the orders of the branch and none of its actions shall conflict with the action taken by the branch;
- (4) submit to the branch, at least two weeks prior to the September branch meeting, a budget for the year to be voted upon at the September meeting of the branch. See Article XIV. Branch Meetings, later in this document, for additional details about required written notice, conducting the vote, and how the quorum is determined;
- (5) recommend to the branch establishment of additional standing committees;
- (6) establish special committees and task forces;
- (7) determine when branch meetings are held in-person, online or by telephone conference call;
- (8) determine when required branch member voting is held during a branch meeting or by electronic ballot outside a meeting.

C. Meetings. The board of directors shall meet when called by the president. Meetings may be in person, online, or by telephone conference call.

D. Quorum. A majority of the members of the board shall constitute a quorum (half+1).

E. Resignation. Any board member may resign by giving written notice of resignation to the President of the board. The President may resign by giving written notice to the Co-President if there is one, and if there is not a Co-President, by giving written notice to the Program VP/Co-VPs.

Section 2. The Executive Committee.

A. Membership. The executive committee shall be composed of the elected officers of the branch.

B. Duties. The executive committee shall:

- (1) have emergency power to act for the board of directors between meetings of the board;
- (2) provide for such audit and control of funds as are necessary to assure their safekeeping and complete accounting;
- (3) perform such other duties as the board may deem necessary.

- C. Meetings. Meetings of the executive committee shall be held on the call of the president. The incoming or continuing president may call a meeting of the executive committee prior to July 1 for the purpose of approving appointments and making plans for the coming year. Meetings may be in-person, online or by telephone conference call.
- D. Quorum. A majority of the members of the executive committee shall constitute a quorum (half+1).

ARTICLE XIII COMMITTEES

Section 1. Standing Committees.

- A. There shall be branch standing committees on, or persons concerned with, the following: public policy, AAUW Funds, membership, program development, finance and scholarships.
- B. Composition and Function.
- (1) The committee on public policy, chaired by the officer appointed to that position, shall be responsible for the public policy program in the branch.
 - (2) The committee on AAUW Funds, chaired by the officer appointed to that position, shall be responsible for implementing the programs on Fellowships, Research and Projects, updates on Legal Advocacy Fund (LAF) cases, and such other items as may be established by AAUW.
 - (3) The committee on membership, chaired by the membership vice president, shall be responsible for branch membership recruitment and orientation to the purpose and program of AAUW.
 - (4) The committee on program development, chaired by the program vice president, shall consider the program topics for the branch and recommend to the branch the selection of topics to be implemented.
 - (5) The finance committee, chaired by the current treasurer, shall include the current president, the current treasurer, the past president, the past treasurer and the scholarship chair.

The finance committee shall be responsible for analyzing the proposed budget and submitting it to the board of directors for approval within 45 days of the beginning of the fiscal year. The committee recommends to the board of directors allocation of all monies acquired by the branch other than membership dues. Membership dues are allocated by the annual budget. The finance committee shall be

responsible for the annual examination of financial books, vouchers and records at the close of the fiscal year and shall designate either a disinterested, qualified individual or a committee of three qualified branch members, not including the treasurer whose books are being examined.

(6) The scholarship committee, chaired by the member appointed to that position, shall be responsible for the scholarship application process, applicant review, and selecting scholarship recipients.

B. There shall be such additional standing committees as shall be considered necessary by the branch upon recommendation of the board of directors.

Section 2. Special Committees and Issues Task Forces.

A. Special Committees. There shall be such special committees as are considered necessary by the board of directors.

B. Issues Task Forces. There shall be such task forces to implement current AAUW program issues for study and/or action as are considered necessary by the branch.

Section 3. Chairs. The chairs of all committees and issues task forces, except the nominating committee and those provided for by elections, shall be appointed by the president with the approval of the executive committee. Chairs shall select members of their committees or issues task forces in consultation with the president. Chairs shall serve as channels of communication in their respective fields with the state, regional and AAUW chairs, and shall make such reports as they request.

ARTICLE XIV. BRANCH MEETINGS

Section 1. Meetings.

A. Regular Meetings. Regular meetings of the branch shall be held from September through May. The actual time and place will be determined by the board of directors.

B. Special Meetings or Events. Special meetings or events may be called by the president and the board of directors.

C. Annual Meeting. The regular meeting held during the month of April shall be known as the annual meeting and shall be for the purpose of electing the officers (quorum required) and for such other business as may properly arise.

Section 2. Meeting Format.

Any type of branch meeting may be held in-person, online, or by telephone conference call as approved by the board of directors in order to best conduct branch business.

Section 3. Member Voting.

A. Required Notice.

- (1) For business requiring membership approval, written notice may be provided to branch members electronically through the branch newsletter or other electronic transmission to members.
- (2) The written notice must be provided the required number of days prior to the vote being taken at a meeting, or prior to when an online ballot outside a meeting closes.
 - (a) Unless specified otherwise in these bylaws, at least two weeks written notice to members is required.
 - (b) As specified in these bylaws for proposed branch dues changes and proposed bylaws amendments, at least 20 days written notice to members is required.
- (3) Written notice shall be deemed given upon the date such notice is emailed to the proper email address, mailed by first class mail to the proper mailing address, or hand delivered to the intended recipient.

B. Voting Methods. The board of directors may authorize voting to take place during regular meetings or the annual meeting, or through electronic ballots outside of a meeting, when there is business to conduct that requires a vote.

- (1) If voting takes place during a meeting, a quorum must attend the meeting. If the meeting held online or by telephone conference call, logging into the online meeting or calling into the meeting telephone number, as applicable, constitutes attending. The results are recorded in the branch meeting's minutes.
- (2) If voting takes place via online ballot outside a meeting, a quorum of members must return their ballot by the specified deadline. The results are reported at the next board meeting following the ballot close date and entered into the board's meeting minutes.

Section 4. Quorum.

One-fourth of the members of the branch shall constitute a quorum.

For a meeting, the quorum is met by the number of members attending, whether the meeting is held in person, online or by telephone conference line.

For voting via an online ballot outside a meeting, a quorum must have cast their votes by the specified deadline.

ARTICLE XV. PROPERTY

Title to all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch 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 an affiliated state or multi-state organization 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. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE XVI. DELEGATES TO CONVENTION

Any member of AAUW may attend AAUW's national convention, as well as the state conventions.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws which are governed by the Charter and Bylaws of AAUW may not be amended by the branch.

Section 2. Provisions of these bylaws not governed by the Charter and Bylaws of AAUW may be amended by a two-thirds vote of those present and voting at the annual meeting or any regular meeting of the branch, or by online ballot outside a meeting, if use of an online ballot for the proposed amendment has been approved by the board of directors, provided there is a quorum and provided written notice with the proposed amendments shall have been given as described below.

If voting at a meeting, the bylaws shall be amended by two-thirds vote of those present and voting, provided written notice has been given to the members at least 20 days prior to the meeting. A quorum is required.

If voting via an online ballot outside the meeting, the bylaws shall be amended by two-thirds vote of those members returning their ballots by the scheduled deadline, provided

written notice has been given to the members at least 20 days prior to the scheduled deadline. A quorum must return a ballot by the scheduled deadline.

See Article XIV. Branch Meetings, earlier in this document, for details about required written notice, conducting the vote, and how the quorum is determined.

ARTICLE XVIII. INDEMNITY CLAUSE

The directors and all officers or other appointed representatives of the Georgetown Branch of AAUW shall be indemnified, and their liability shall be limited to the fullest extent authorized by the Business Organizations Code, as it now exists or hereafter may be amended, and by the Charitable Immunity and Liability Act, Chapter 84 of the Civil Practices and Remedies Code, unless adjudged therein to be liable for negligence of misconduct in performance of their duties.

Amended:

- April 2016
- January 2017 (Articles I-VII mandated by AAUW)
- October 15, 2018 (Articles IX-XVII, and minor formatting changes in document, e.g., spaces, number formats, consistent section header styles)
- November 16, 2020 (Articles IX, XI-XIV and XVII)