

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE STATE OF ARKANSAS, INCORPORATED

ARTICLE I. NAME

The name of this organization shall be the American Association of University Women of the state of Arkansas, Incorporated, hereafter called the state or Arkansas AAUW.

ARTICLE II. GOVERNMENT

The Bylaws of the American Association of University Women, hereafter called the “Corporation” or “AAUW” shall govern this state in all practices. The bylaws of this state shall in no way conflict with the *Bylaws* of the Corporation. Every amendment to the bylaws of the Corporation shall become effective and binding on this state.

ARTICLE III. PURPOSE

The purpose of the American Association of University Women is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Arkansas AAUW shall be to further the AAUW purposes and policies within this state. The Arkansas AAUW shall organize new branches of the corporation within the state, promote, encourage and coordinate the work of the branches throughout the state, and cooperate in AAUW work.

ARTICLE IV. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member’s own name is not abridged.

ARTICLE V. STRUCTURE OF STATE

Section 1: Structure:

- a. Structure of the state may remain the same or members decide at the annual State Convention. This includes all officers and committee chairs (as listed in state bylaws or as deemed necessary by the President and State Board of Directors).
- b. States may restructure and become a multi-state organization, as they determine necessary, following policies and procedures established by the AAUW Board of Directors.

Section 2: Purpose. These organizations shall further AAUW purposes, programs, and policies within their respective areas. Bylaws of such organizations shall not be in conflict with current AAUW Bylaws.

Section 3: Contact: Each State or Multi-State organization shall provide AAUW with a designated contact for administration and finance. IF a state elects not to have a state organization or be included in a multi-state structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact.

Section 4: Property and Assets: The title to all property, funds, and assets is invested in the state or interstate structure for 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, all assets shall be transferred and delivered to an appropriate AAUW entity.

Section 5: To conform with the current *Corporation Bylaws*, Arkansas AAUW will comply with the procedures and policies on being Multi-State.

ARTICLE VI. MEMBERSHIP

Section 1. All branches of the Corporation within the state shall be members of the Arkansas AAUW. A branch member is a national member who is also a member of their local AAUW Branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

Section 2. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

Section 3. A member-at-large of the Corporation residing within the state may become a member-at-large of the state upon payment of state dues.

Section 4. Paid life members of AAUW, as defined in *Corporation Bylaws* Article IV, Section 3a. (5) (a), who are members within the state are required to pay annual state and branch dues.

Section 5. Any branch member who has paid Corporation dues for fifty (50) years shall become a Fifty-Year Honor Life Member, and shall thereafter be exempt from payment of AAUW dues. The board shall exempt all Fifty-Year Honor Life Members from payment of state dues.

Section 6. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the state upon payment of fees established by AAUW and state board of directors. Student affiliates may attend state and Corporation meetings and receive the publication distributed to all members. Affiliates may not vote nor hold office.

Section 7. A member whose dues remain unpaid after July 31 shall be dropped from membership.

ARTICLE VII. FINANCIAL ADMINISTRATION

Section 1. The fiscal year shall correspond with that of the Corporation and shall begin on July 1.

Section 2. Annual state dues for branch members and members-at-large shall be determined by a two-thirds vote of those present and voting at the annual convention, provided written notice has been given to all members thirty(30) days prior to the convention.

Section 3. Dues are payable on or before July 1.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another state.

Section 5. New members may join at any time. Dues are payable upon joining. The Corporation 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. The annual budget and financial report shall be prepared at the direction of the board of directors for presentation at the convention.

Section 7. The state shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

ARTICLE VIII. OFFICERS

Section 1. There shall be officers or co-officers to fulfill the functions of administration, program membership, public policy, finance, AAUW Funds, Communications, and others as deemed necessary.

Section 2. The elected officers and co-officers shall be a president, vice-presidents for program and membership, secretary and treasurer.

Section 3. The appointed officers shall be college/university chair, communications chair, AAUW Funds chair, public policy chair, and all other officers deemed necessary to carry on the work of the state. The president(s) shall appoint them.

Section 4. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

Section 5. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two (2) consecutive terms in the same office.

Section 6. The incoming president(s) may call a meeting of the incoming officers prior to July 1.

Section 7. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the board of directors. The vice presidents in the order listed shall fill a vacancy in the office of president.

ARTICLE IX. DUTIES OF OFFICERS

Section 1. 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. The president (s) shall be the official spokesperson and representative for the state and shall be responsible for submitting such reports and forms as required by AAUW.

Section 3. The vice presidents shall perform such duties as the president and board shall direct.

Section 4. The secretary shall record and keep minutes of all business meeting. The secretary shall make available upon request the minutes of each meeting and board meeting.

Section 5. The treasurer shall be responsible for collecting, disbursing, and accounting of the funds of the state and for meeting specified deadlines.

Section 6. The state organization will annually provide AAUW with a designated contact for administration and finance.

ARTICLE X. NOMINATIONS

Section 1. There shall be a nominating committee of five (5) members who shall be elected by the board of directors at the first board meeting of the fiscal year of each odd year. One (1) member of the committee shall be elected by the board to serve as chair.

Section 2. Members shall serve for a two (2) year term with a maximum of two (2) consecutive terms.

Section 3. Nominations from members for elected officers shall be submitted to the Nominating Committee in writing or by electronic means at least forty-five (45) days prior to the annual convention.

Section 4. The names of the nominees for elected office shall be published and sent to every member at least thirty (30) days prior to the state convention.

ARTICLE XI. ELECTIONS

Section 1. All elections shall be held at the state convention.

Section 2. Nominations may be made from the floor with the consent of the nominee.

Section 3. Elections shall be by secret ballot, unless there is only one nominee for a given office in which case the election may be by voice vote. Elections shall be by a majority vote of those present and voting.

ARTICLE XII. ROTATION OF OFFICERS

Section 1. The president(s), vice president for program, and treasurer shall be elected in even number years.

Section 2. The vice president for membership and secretary shall be elected in odd number years.

ARTICLE XIII. BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and appointed officers of this state, a parliamentarian, branch presidents, and the immediate past president.

Section 2. The board shall have the general power to administer the affairs of the state, and to initiate and carry out its programs and policies. It shall act for the state between conventions. The board shall establish policies and procedures consistent with generally accepted accounting principles and federal, state, and local laws to control the financial records of the state.

Section 3. The board shall recommend to the Corporation action to be taken in regard to the admittance of new branches, or discontinuance of present branches.

Section 4. Meetings of the board shall be held at least two (2) times per year.

Section 5. Special meetings may be called by the president(s) and shall be called upon written request of ten(10) members of the board or three (3) branches of the state, provided that at least ten (10) days notice of such meeting and its agenda have been given to the members of the board.

Section 6. The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one (1) voting member of the board.

Section 7. Between meetings of the state board, a vote may be taken at the request of the president(s) on any given question submitted in writing, by conference call, or by any electronic means to all members of the board. Deadline for responses shall be seven (7) 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. The board shall be immediately notified of the result. The result of the vote shall be recorded in the minutes of the next board meeting.

ARTICLE XIV. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, AAUW Funds , bylaws, communications, college/university, and others as deemed necessary.

Section 2. Standing committee chairs shall be appointed by the president or co-presidents.

Section 3. The president(s) with the consent of the board may appoint special committees.

Section 4. With the approval of the board, each standing committee shall formulate programs to carry forth the work of AAUW within the state. Each standing committee shall cooperate with the appropriate Corporation committee and committees in the branches to initiate and promote projects of state wide and national scope.

ARTICLE XV. MEETINGS OF THE STATE

Section 1. The state shall hold a meeting every year, to be known as the state convention, to conduct the business of the state, including but not limited to electing officers, establishing dues, reviewing the budget, amending bylaws and receiving reports.

Section 2. The board of directors shall determine the exact date, time, and place.

Section 3. Special meetings may be called by the president or co-presidents, or shall be called by the president or co-presidents on the written request of ten (10) members of the board of directors or 50% percent of the branches in the state.

Section 4. Notice of meetings shall be sent to all members of the state at least thirty (30) days prior to the meeting.

Section 5. The voting body shall include:

- a. all officers
- b. all branch presidents
- c. one branch delegate for each twenty (20) members or major fraction thereof.
- d. one delegate appointed by the president for each twenty (20) members-at-large of the state.
- e. all past presidents

Section 6. A member of the voting body shall cast no more than one (1) vote.

Section 7. A quorum shall be a majority of the voting body registered as attending, provided that a majority of the branches are represented.

ARTICLE XVI. CORPORATION CONVENTION

Section 1. All members attending the Corporation Convention shall vote on AAUW business.

ARTICLE XVII. PROPERTY

Section 1. The title to all property, funds, and assets is vested in AAUW Arkansas 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. The state shall have complete control over the acquisition, administration and disposition of its property and assets without consent of AAUW, except that such property and assets shall not be used for any purposes contrary to those of the Corporation.

Section 2. In the event of dissolution of Arkansas AAUW, or the termination of its affiliation with AAUW, all assets of the state shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern this state in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIX. INDEMNIFICATION

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

having been a member of the state, 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 state board approves such settlement and reimbursement as being in the best interest of the state.

ARTICLE XX. AMENDMENTS TO THE BYLAWS

Section 1. 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 laws or their articles of incorporation.

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

Section 3. Provisions of these bylaws not governed by AAUW bylaws may be amended at the state convention 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.

Adopted April 1950.

Amended May 1961 and July 1961.

Revised 1963 to conform to Association Bylaws as amended in 1963.

Amended 1965 in order to be in keeping with present practice.

Revised 1968 to conform to Association Bylaws as amended in Miami, 1967.

Revised 1970 to conform to Association Bylaws as amended in Chicago, 1969.

Amended September 1971 to conform with Association Bylaws as amended in Dallas, 1971 and as amended at Division Convention April 1971.

Amended 1973 at Division Convention.

Revised 1973 to conform to Association Bylaws as amended in Washington, D.C., 1973.

Amended 1977 at Division Convention.

Amended 1981 to conform to Association Bylaws as amended in Boston, 1981 and as amended at Division convention 1981.

Amended 1983 at Division Convention.

Revised 1983 to conform to Association Bylaws as amended in San Francisco, 1983.

Revised 1984 to conform to Association Bylaws.

Amended 1985 at Division Convention.

Revised 1985 to conform to Association Bylaws as amended in Columbus, 1985.

Amended 1987 at Division Convention.

Revised 1987 to conform to Association Bylaws as amended in Houston, 1987.

Amended 1988 at Division Convention.

Revised 1989 to conform to Association Bylaws as amended in Washington, D.C., 1989.

Amended June 1990 by Mail Ballot.

Amended August 1990 at Division Meeting.

Revised 1991 to conform to Association Bylaws as amended at 1991 Association Convention.

Amended 1996 at State Convention.

Amended 1998 at State Convention.

Amended February 2006 for Incorporation.

Amended 2008 at State Convention.

Amended October 2009

Amended 2010 to conform to Association Bylaws as amended at 2009 Association Convention.

Amended 2012 to conform to Association Bylaws as amended at 2011 Association Convention.