

**BYLAWS OF THE AMERICAN ASSOCIATION
OF UNIVERSITY WOMEN OF THE STATE OF MISSOURI**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Missouri 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. AFFILIATE SPECIFIC PROVISIONS

Section 1. Purpose. The purpose of AAUW Missouri is to further the AAUW mission, program, and policies within the state and promote, encourage and coordinate the work of the branches within the state.

Section 2. Membership and Dues. Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of state dues.

Section 3. College/University Member Representatives. Affiliation with AAUW Missouri requires payment of individual member dues.

Section 4. Student Affiliates. State fees for student affiliates shall be established by the AAUW Missouri Board of Directors.

Section 5. Dues.

a. Amount. Dues for the Affiliate shall be established by a two-thirds vote of members of the state at an annual meeting at which a quorum is present, provided notice has been given to the members 30 days prior to the meeting.

b. Payment. State member dues shall be payable in accordance with current state procedures.

Section 6. Amendments to non-mandated bylaws. Provisions of the Affiliate's bylaws not mandated by AAUW may be amended by a two-thirds vote of members present at the annual meeting and voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 30 days prior to the applicable meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. Composition and Appointment. There shall be a Nominating Committee of five (5) members elected in odd-numbered years by the Board of Directors of the Affiliate at its first meeting of the fiscal year. At least one member shall be a member of the Affiliate's Board of Directors, one member shall be a past president of the Affiliate and at least one member shall be from the general membership of the Affiliate. The committee shall elect its own chair.

b. Terms. The term of service on the Nominations Committee shall be for two years for a maximum of six years consecutively.

Section 2. Nominations.

a. The names of the nominees for elected office shall be submitted to the state Board of Directors for its approval in time to be published and sent to every member at least 30 days prior to the annual meeting.

b. Nominations may be made from the floor of the annual meeting with the consent of the nominee.

Section 3. Elections.

a. The elections shall be held at the annual meeting.

b. Every member will receive notice of the annual meeting at least 30 days in advance of the meeting. The notice shall include the names of candidates for election and any item of business to be voted at the annual meeting, stating the time, date, and location of the meeting.

c. Elections shall be by ballot unless there is only one nominee for a given office in which case the election may be by voice vote. Elections at a meeting in which a quorum is present shall be by a majority vote of members present and voting or by plurality if there are three (3) or more candidates for a position.

ARTICLE X. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

a. Elected Officers. The six (6) elected officers, or co-officers, shall be president, president-elect, vice-president for program, vice-president for membership, secretary, and finance officer.

b. The following officers shall be elected in even years: vice-president for membership and finance officer. The following officers shall be elected in odd years: president-elect, vice-president for program, and secretary.

c. The president and president-elect shall have served on the state Board of Directors a minimum of one year at some time prior to being elected. The vice-president for program, vice-president for membership, secretary, and finance officer shall have served on the state board in the past, served as a committee chair, or have had past comparable branch experience for their branch board position.

d. Elected officers, except the president-elect, shall serve a term of two years or until their successors have been elected or appointed and assume office. The elected officers may serve two consecutive terms, except the president and president-elect. No member shall hold more than one elected office at a time.

e. Appointed Officers. The four (4) appointed officers, or co-officers, of the state board shall be AAUW Fund, public policy, communications, and college/university relations. They shall be appointed by the president and confirmed by a majority of the elected officers.

f. Appointed officers shall serve a term of two years and may serve two consecutive terms in the same position. A member may be appointed to the same office previously held, only if the member has been out of that office for at least one two-year term.

Section 2. Duties. Officers shall perform the duties described by these bylaws, by the policies adopted by the state board of directors, and by the current edition of *Robert's Rules of Order, Newly Revised*, consistent with the AAUW Bylaws and laws of the state of Missouri. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

a. The president shall be the official spokesperson and representative for the state and shall be responsible for submitting such reports and forms as required by AAUW.

b. The president-elect shall perform such duties as the president and state board shall direct.

c. The vice presidents shall perform such duties as the president and state board shall direct and as specified in the state's policies and job descriptions.

d. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the state and for meeting specified deadlines.

e. The secretary shall record and make available upon request the minutes of each meeting and state board meeting.

f. All officers and chairs shall submit annual written reports to the president.

Section 3. Terms of Office.

a. Terms of Office. Board members shall serve for a term of two years or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for one additional term, but no member shall hold the same office for more than two consecutive terms. A member may be elected to the same office previously held, only if the member has been out of that office for at least one two-year term. An officer serving thirteen months of a term shall be credited with having served that complete term. No member shall hold more than one elected board position at any given time.

b. Beginning of Terms. The term of each officer and director shall begin on the beginning of the fiscal year.

c. Removal from Office. An officer elected by members may be removed by the members only at a meeting called for the purpose of removing the officer and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the officer. In the event of nonperformance of the duties of an appointed officer of the state board or a committee chair, the president, with majority vote of the state board, may request the resignation of that individual.

Section 4. Vacancies.

a. All vacancies in office, excluding the president and president-elect, shall be filled for the unexpired term by a majority vote of the state Board of Directors. In the event of a vacancy in the office of president, the president-elect or the vice-president for program shall succeed to the

position, with the state board of directors filling the vacancy in the office of the vice-president for program.

b. In case of a vacancy in the office of president-elect between the report of the nominating committee and the annual meeting, or between the elections as president-elect and assuming office, the nominating committee shall search and present a presidential candidate or candidates for election at the next annual meeting.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Members. The Board of Directors of this Affiliate shall include the elected officers and appointed officers, (with voting rights,) and the appointed chairs, and immediate past president, (with non-voting rights.) This Affiliate must have nine (9) officers including a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed state or multistate meeting and board meeting.

Section 2. Branch Recommendations.

The state board shall recommend to AAUW action to be taken in regard to the admittance of new branches or discontinuance of current branches within the state.

Section 3. Delegation of Power.

The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least two times a year at the call of the president at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board.

b. Special Meetings. Special meetings of the Board of Directors may be called by the president or shall be called upon the written request of five members of the Board of Directors or five branches, provided that at least fourteen (14) days' notice of such meeting and its agenda have been given to the members of the state board. Only that business of which notice has been given shall be transacted.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a written, conference call or electronic vote may be taken at the request of the president on any question submitted in writing, by the previously mentioned means, to all members of the state board. Voting shall close ten days after the question has been submitted. If a majority shall vote on a question, the vote shall be counted and shall have the same effect as if cast at a meeting of the Board of Directors. The state board shall be immediately notified of the result and the result of the vote shall be noted in the minutes of the next state board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its voting members. Co-officers shall be considered as one voting member of the state board.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected officers: president, president-elect, vice-president for program, vice-president for membership, secretary, and finance officer.

Section 2. Powers and Duties. The Executive Committee shall:

- a. give advice and counsel to the president;
- b. make recommendations to the state board of directors and act for the state board in the interim between meetings of the state board except to assume duties specifically delegated to the state board by these bylaws;
- c. perform such duties as may be assigned by the state board;
- d. shall report to the state board its work and actions.

Section 3. Meetings. The Executive Committee shall meet on the call of the president or by written request of three of its members.

Section 4. Voting between Meetings. Between meetings of the executive committee, a written, conference call or electronic vote may be taken at the request of the president on any question submitted in writing, by the previously mentioned means, to all members of the executive committee. Voting shall close ten days after the question has been submitted. If a majority shall vote on a question, the vote shall be counted and shall have the same effect as if cast at a meeting of the executive committee. The state board shall be immediately notified of the result and the result of the vote shall be noted in the minutes of the next state board meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of the members of the executive committee. Co-officers shall be considered as one voting member of the executive committee.

ARTICLE XIII. COMMITTEES

Section 1. Standing Committees Chairs.

The president shall appoint the Newsletter Editor, Web Manager, Governance/Parliamentarian, Historian, Administrative Assistant, AAUW MO Branch Incentive Program Chair, and National History Day in Missouri Chair. They will serve on the Board of Directors as non-voting members of the board.

Section 2. Special Committees and Task Forces. The president may establish standing and special committees as needed with consent of the executive committee. The president may appoint chairs as needed. The committee chairs will serve as non-voting members of the state Board of Directors.

Section 3. With the approval of the state board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

ARTICLE XIV. BRANCH AND COMPARABLE AAUW ENTITY RESPONSIBILITIES TO THE STATE

Branches and comparable AAUW-affiliates entities shall submit affiliate dues, if applicable, by any means stipulated in Affiliate policy by July 1.

ARTICLE XV. FINANCIAL ADMINISTRATION

Section 1. Administration. The Board of Directors shall have responsibility to 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 2. Fiscal Year. The fiscal year shall correspond with that of AAUW, and be July 1 through June 30.

ARTICLE XVI. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The state shall hold an annual state meeting to conduct the business of the state organization, including but not limited to electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports. The exact time and place shall be determined by the Board of Directors. In even-numbered years, the state meeting shall be part of a leadership conference. In odd-numbered years, the state meeting shall be part of a state convention.

Section 2. Special Meetings. Special meetings of the membership may be called by the president, or shall be called by the president on the written request of five members of the state Board of Directors, or on the written request of five branches.

Section 3. Notice. Notice of meetings shall be sent to all members of the state at least thirty (30) days prior to the meeting.

Section 4. Voting.

a. Each voting member of the Affiliate in good standing by the record date, which is one day preceding the postmark date of the official notice of the meeting, may attend and be entitled to one vote at an annual or special meeting of members.

b. The quorum shall be five percent (5%) of the members of the Affiliate as set by the AAUW official February 1 count, preceding the meeting.

ARTICLE XVII. INDEMNIFICATION

According to Revised Statutes of Missouri 2016, 537.117: Any officer or member of the governing body of an entity which operates under the standards of Section 501(c) of the Internal Revenue Code of 1986, who is not compensated for his services on a salary or prorated equivalent basis, shall be immune from personal liability for any civil damages arising from acts performed in his official capacity. The immunity shall extend only to such actions for which the person would not otherwise be liable, but for his affiliation with such an entity. This immunity shall not apply to

intentional conduct, wanton or willful conduct, or gross negligence. Nothing herein shall be construed to create or abolish an immunity in favor of the entity itself.

Bylaws Adopted: November 1975

Mandatory Changes: March 2012. October 2013. April 2016. November 2016

Revised by the state assembly in May 2014.

A copy of these bylaws may be found on disc in the Bylaws files and in the President's files.