

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 Charter and Bylaws of the American Association of University Women, hereafter called the Association shall govern this state in all practices. The bylaws of this state shall in no way conflict with the *Charter and Bylaws* of the Association. Every amendment to the bylaws of the Association 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 and research. The purpose of the Arkansas AAUW shall be to further the Association purposes and policies within this state. The Arkansas AAUW shall organize new branches of the Association within the state, promote, encourage and coordinate the work of the branches throughout the state, and cooperate in AAUW and regional work.

ARTICLE IV. USE OF NAME

Section 1. The policies and program of the Association and the state shall be binding on all members, branches and states, and no member, branch or state shall use the name of the Association to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Reference to membership in the Association by an individual shall be interpreted as use of name in Application of Section 1.

Section 4. On any national matter on which the Association has no policy, the only action that may be taken by a member, branch or state in the name of the Association is to use the established channels to affect the formulation of a policy.

Section 5. Violation of the use of the Association's name shall result in:

- a. a member's suspension for one year or expulsion from membership, or
- b. a loss of recognition of a branch.

ARTICLE V. MEMBERSHIP

Section 1. All branches of the Association within the state shall be members of the Arkansas AAUW.

Section 2. Individuals who meet the criteria for membership as described in the *Association Charter and Bylaws* Article IV, Section 3 a. (1), (2), and (3), are eligible to be admitted to membership in this state. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to state membership shall result in loss of recognition of a state. The state member shall be entitled to vote, hold office and participate in all state activities and programs and receive the publications

distributed to all members.

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

Section 4. Paid life members of the Association, as defined in Association *Charter and 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 Association dues for fifty (50) years shall become a Fifty-Year Honor Life Member, and shall thereafter be exempt from payment of Association 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 the Association and state board of directors. Student affiliates may attend state and Association 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 VI. FINANCIAL ADMINISTRATION

Section 1. The fiscal year shall correspond with that of the Association 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 the 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. A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend state meetings without a vote.

Section 6. New members may join at any time. Dues are payable upon joining. The Association portion of dues paid by new members between January 1 and March 15 shall be one-half the annual Association dues. The state board of directors may set a reduction for state dues.

Section 7. The annual budget and financial report shall be prepared at the direction of the board of directors for presentation at the convention.

Section 8. 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 VII. OFFICERS

Section 1. There shall be officers or co-officers to fulfill the functions of administration, program, membership, public policy, finance, Educational Foundation, Legal Advocacy Fund, 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, Educational Foundation (EF) chair, Legal Advocacy Fund (LAF) 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 VIII. 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 the Association and region.

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 meetings.

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

ARTICLE IX. 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 X. 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 XI. ROTATION OF OFFICERS

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

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

ARTICLE XII. 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 Association 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 a 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 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 XIII. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, Educational Foundation (EF), Legal Advocacy Fund (LAF), 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 the Association within the state. Each standing committee shall cooperate with the appropriate Association committee and committees in the branches to initiate and promote projects of state wide and national scope.

ARTICLE XIV. 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 and the regional director at least thirty (30) days prior to the meetings.

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 of the state

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 XV. DELEGATES TO ASSOCIATION CONVENTION

The state shall be entitled to a maximum of 17 delegates who shall be incoming, continuing or outgoing state board members. The state president(s) shall certify delegates. If the state delegation is incomplete prior to convention, the state president(s) may certify other branch members from the state as state delegates if the member's branch delegation is filled.

ARTICLE XVI. PROPERTY

Section 1. The title for all property, funds and assets of the state, whether incorporated or not, shall at all times be vested in the state for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. The state shall have complete control over the acquisition, administration and disposition of its property without consent of the Association, except that such property shall not be used for any purposes contrary to those of the Association.

Section 2. In the event of the dissolution of the state, all assets of the state shall be transferred and delivered to an AAUW entity.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

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 XVIII. 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. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

ARTICLE XIX. AMENDMENTS TO THE BYLAWS

Section 1. Amendments required by the Association to bring state bylaws into conformity shall not require a vote of the members, except that an incorporated state shall take the necessary steps required by the state bylaws or their articles of incorporation.

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

Section 3. Provisions of these bylaws not governed by the *Association Charter and 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.