

**BYLAWS of ~~THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN of THE STATE~~
AAUW OF MASSACHUSETTS (AAUW-MA)**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be ~~the American Association of University Women (AAUW) of the State of Massachusetts (AAUW-MA)~~, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW ~~of the State~~ of Massachusetts (AAUW-MA) 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.

SPECIFIC AFFILIATE REVISIONS: AAUW OF THE STATE OF MASSACHUSETTS

Article VIII. PURPOSE.

Section 1. Purpose. ~~The American Association of University Women of the State of Massachusetts shall organize new branches of AAUW within the state, promote, encourage and coordinate the work of branches throughout the state, and cooperate in AAUW and regional work.~~ AAUW of Massachusetts (AAUW-MA) shall promote, encourage, and coordinate the work of branches throughout the state, and support the mission of AAUW.

Article IX. BASIS OF MEMBERSHIP.

Section 1. Categories of Membership

~~a.~~ All branches of the Association within the state shall be members of this state.

Section 2. Partner Member.

~~a.~~ A Representative^s of a college/university partner member ~~may choose~~ are welcome to affiliate with AAUW of Massachusetts.

Section 3. Student Affiliates.

~~a.~~ Fees for Student affiliates ~~shall be established by the State Board of Directors of AAUW of Massachusetts.~~ are welcome to participate in any and all activities of AAUW-MA.

Section 4. Dues

a. Amount.

~~(1)~~ Annual state dues for branch members and national members shall be determined by a ~~two-thirds~~ majority vote of those present and voting at the annual ~~convention~~ meeting. The annual fixed amount increase shall remain in effect until action of the voting membership at the annual meeting upon recommendation of the Executive Committee.

b. Payment.

~~4-(1)~~ AAUW-MA Massachusetts dues are payable on or before July 1. Dues of new members may be paid at any time. The Association portion of dues paid by new members between January 1 and March 16 shall be one half the annual Association dues. The State board of directors may set a reduction for state dues.

Section 5. Severance of Membership.

~~a.~~ A member whose dues remain unpaid after ~~July 31~~ November 1 shall be dropped from membership. Upon payment of dues, membership will be reinstated.

ARTICLE X. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

~~a.~~ There shall be a nominating committee of five members, two of whom plus an alternate shall be elected at each annual convention. The chair of the Nominating Committee shall be appointed by the president, after consultation with the Executive Committee, from members of the nominating Committee who have completed their first year. There shall be a nominating

committee of at least three members. The Nominating Committee shall be appointed by the president/administrator or the executive committee.

Section 2. Nominations.

~~a. Nominations from members for elected officers shall be submitted to the Nominating Committee in writing.~~

Section 3. Elections.

a. The names of the nominees for elected office and nominating committee shall be published and sent to every member with the call to ~~convention~~ the annual meeting.

b. Nominations may be made from the floor with the consent of the nominee. c. All elections shall be held at the annual ~~convention~~ meeting.

d. 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~~ acclamation. Elections shall be by majority vote of those present and voting.

~~**Section 4. Rotation of Officers.**~~

~~a. The president, or official representative, or co-presidents, the AAUW Funds vice-president, and the secretary shall be elected in even numbered years.~~

~~b. The vice presidents for program, membership, and the treasurer, shall be elected in odd numbered years.~~

ARTICLE XI. OFFICERS

~~**Section 1. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, AAUW Funds, and communications.**~~ **ELECTED OFFICERS** The elected officers shall be at the very least a President/ Administrator and a Finance Officer.

Section 2. APPOINTED OFFICERS ~~The elected officers shall be president, or official representative; president elect; vice presidents for program, membership, AAUW Funds, secretary and treasurer.~~ Other officers may include: President-elect; Committee Chairs for Program, Membership, AAUW Funds, Secretary, Public Policy, Diversity and Inclusion, and STEM. These officers shall be included in the Executive Committee.

~~**Section 3. The appointed officers shall be administrative coordinator, bulletin editor, historian, parliamentarian, and such other officers as may be considered desirable to carry on the work of the state. They shall be appointed by the president in consultation with the Executive Committee.**~~ **The Elected and Appointed Officers form the Executive Committee of AAUW of Massachusetts.**

Section 4. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1. **When possible**, the president elect will serve a one-year term followed by two years as president.

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

~~**Section 6.** The incoming president may call a meeting of the incoming officers prior to July 1.~~

Section 5. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the board of directors. ~~A vacancy in the office of president shall be filled by the vice presidents in the order listed (program, membership...)~~ by the president/administrator, except for the president/administrator. A vacancy in the office of president/administrator shall be filled by the board of directors.

Article XII. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed in 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. All officers shall submit an annual written report to the president/administrator.

Section 3. The president/administrator shall be the official spokesperson and representative for the state and shall be responsible for submitting such reports and forms required by the Association and region.

~~**Section 4.** The vice presidents shall perform such duties as the president and board shall direct.~~ The officers shall perform such duties as the president/administrator and the board shall deem necessary.

Section 5. The secretary or appointee shall record and keep minutes of all business meetings.

Section 6. The treasurer/finance officer shall be responsible for collecting, distributing, and accounting for the funds of the state and for meeting specified deadlines.

Article XIII . BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and appointed officers of this state and the presidents/administrators of all branches in the state. This organization must have a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs. In addition, the Organization 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. Duties of the Board

a. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

b. 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~~ **annual meetings**. The board shall establish policies and procedures consistent with general accepted accounting principles and federal, state and local laws to control the financial records of the state.

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

Section 3. Meetings of the Board

a. Meetings of the board shall be held at least twice a year, shall be open, and may be attended by any member of the state.

~~b. Special meetings may be called by the president and shall be called upon written request of five members of the board, provided that at least five days notice of such meeting and its agenda have been given to the members of the board.~~ **Special meetings may be called by the president/administrator or a member of the board of directors.**

c. The quorum for a meeting of the board shall be a majority of the members.

d. Between meetings of the state board, a vote may be taken at the request of the president/**administrator** on any question submitted in writing, conference call, or any electronic means to all members of the board. Deadline for responses shall be ~~ten~~ **three** 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.

Section 5. Executive Committee

a. The Executive Committee shall include the elected officers and the administrative coordinator.

b. The Executive Committee may act for the board of directors between board meetings and shall have such power and duties as may be delegated to it by the board.

c. The Executive Committee shall report its work and actions to the board.

d. The quorum shall be a majority of the members of the Executive Committee.

~~e. 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.~~

Article XIV. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, diversity, AAUW Funds, bylaws, communications, and college/university relations **and STEM**.

Section 2. ~~Members~~ **Chairs** of the standing committees may be appointed by the president/**administrator** with the consent of the board of directors.

Section 3. Special committees may be appointed by the president/**administrator** with the consent of the board of directors.

Section 4. With the approval of the board, each standing committee ~~shall~~ **may** formulate programs to carry forward 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 XV. MEETINGS OF THE STATE

Section 1. The state shall hold at least one regular meeting each year, to be known as the state ~~convention/~~annual meeting, 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 exact date, time, and place to be determined by the Executive Committee.

Section 3. Notice of **annual** meetings shall be sent to all members of the state at least 30 days prior to the meetings.

Section 4. Special meetings may be called by the president/**administrator**, or shall be called by the president/**administrator** at the written request of ~~five~~ **three** members of the board of directors.

Section 5. Notice of special meetings shall be sent to members of the state at least 15 days prior to the meetings.

~~**Section 5.** The voting body shall include:-~~

- ~~a. all elected and appointed officers-~~
- ~~b. chairs of all standing committees and issues task forces-~~
- ~~c. past presidents of the state-~~
- ~~d. branch presidents-~~
- ~~e. one branch delegate for each 25 members or major fraction thereof. Each branch shall be entitled to at least one delegate.-~~
- ~~f. one delegate appointed by the president for each 25 members at large of the state.-~~

Section 6. ~~A member of the voting body shall cast no more than one vote.~~ **Each member in good standing and present at the meeting shall have one vote at the annual or special meeting.**

Section 7. A quorum **for the annual meeting** shall be ~~a majority of the voting body registered as attending, providing that a majority of the branches are represented.~~ **5% of AAUW-MA members in good standing.**

Article XVI. FINANCIAL ADMINISTRATION

Section 1. 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.

Section 2. The annual budget and financial report shall be prepared at the direction of the board of directors for presentation at the ~~convention~~ annual meeting and for vote ~~at the summer board~~ to adopt at the annual meeting.

Section 3. The fiscal year shall correspond with that of the Association and shall begin July 1.

XVII. INDEMNIFICATION

Every member of the board may be indemnified by ~~the branch~~ AAUW-MA against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or officer 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 ~~branch~~ board, 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 ~~branch~~ board approves such settlement and reimbursement as being in the best interest of ~~the branch~~ AAUW-MA. 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.

XVIII. AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by AAUW Bylaws may be amended at the state ~~convention~~ annual meeting or by special meeting by a ~~two-thirds~~ majority vote of those present and voting, ~~provided~~ Written notice shall be sent to the members at least 30 days prior to the meeting.

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

Section 3. Amendments required by AAUW to bring state bylaws into conformity shall not require a vote of the members.

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