

# BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE KIRKWOOD-WEBSTER GROVES, MISSOURI BRANCH 2016

## **ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of the organization shall be the American Association of University Women of the Kirkwood-Webster Groves Branch, hereinafter known as the "Organization."

**Section 2. Governance.** The Organization shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Organization 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 Organization is to further AAUW purposes and policies.

**Section 2. Policies and Programs.** In keeping with this purpose, the Organization 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 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. Use of the AAUW name and/or logo requires all AAUW states, multi state organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. 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 members' own name is not abridged.

## **ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. Composition.** The membership of AAUW shall consist of individual and partner members.

**Section 2. Qualified Institutions.** Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

**Section 3. Basis of Membership**

**a. Individual Member.**

**(1) Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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.

**(2) Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of any AAUW-affiliated entity or of AAUW 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 educational institution upon which qualification for membership was based.

**(4) Categories of Membership.**

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and to participate in all branch activities and programs of each branch where membership is maintained.

**(5) Life Membership**

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

(b) 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 AAUW dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity membership shall be entitled to national member privileges only.

**b. Partner Member.** College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW.

Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws. The procedures of the Organization are as follows: pay branch dues.

**c. Other Partner Members.** Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

**Section 4. Student Affiliates.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, multistate, comparable AAUW -affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors.

## **Section 5. Dues**

### **a. Amount**

(1) The annual dues for individual members 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. A change in the annual branch dues for individual members shall be determined at the annual branch meeting by two-thirds vote of those present and voting, provided notice has been given to the members 14 day prior to the meeting.

(2) Dues for partner members shall be set by the AAUW Board of Directors.

**b. Payment.** AAUW Member dues shall be payable in accordance with procedures established by AAUW policy.

**c. Reciprocity.** A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional 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.

**Section 6. Severance of Membership.** A member may be suspended or dropped 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.

## **ARTICLE V. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations**

- a. There shall be a nominating committee of three members, elected or appointed by the board of directors and/or branch members at least three months prior to the annual meeting.
- b. The term of service on the nominating committee shall be for two years for a maximum of two consecutive terms.
- c. The names of the nominees for elective office shall be published and sent to every member at least 14 days prior to the annual branch meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

## **Section 2. Elections**

- a. Elections shall be held at the annual branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XIV.

## **ARTICLE VI. OFFICERS**

### **Section 1. Officers**

- a. The elected officers for the branch shall be a president or administrative officer, a finance officer, and others deemed necessary by the board.
- b. The appointed officers shall be such officers as deemed necessary to carry on the work of the branch. They shall be appointed by the president.
- c. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than three consecutive terms in the same office.
- e. A vacancy in an office shall be filled for the unexpired term by the board of directors.
- f. Each office may be filled by an officer or co-officers.
- g. The following officers shall be elected in even years: vice president for membership, vice president for finance, and secretary. The following officers shall be elected in odd years: president and vice president for program.

### **Section 2. Duties**

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by the most current edition of *Robert's Rules of Order Newly Revised*. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the branch and for meeting specific deadlines.

## **ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Composition.** The elected and appointed officers and directors shall constitute the Board of Directors of this Organization. There must be 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 branch or affiliated entity meeting and board meeting.

**Section 2. Administrative Responsibilities.** The board shall have the power to administer affairs of the branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article XIII. Financial Administration, Section 2. It shall have the power to create special committees and task forces as deemed necessary and to participate in interbranch council, and shall perform such other duties as are specified by these bylaws.

**Section 3. Meetings.** Meetings of the board shall be held at least four times a year at a time and place agreed upon by the board.

**Section 4. Special Meetings.** Special meetings may be called by the president or shall be called upon written request of two 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.

**Section 5. Quorum.** The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the board.

**Section 6. Voting Between Meetings.** Between meetings of the branch board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

**Section 7. Removal From Office.** A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

## **ARTICLE VIII. EXECUTIVE COMMITTEE**

**Section 1. Composition.** The executive committee shall consist of the elected officers.

**Section 2. Duties.** The executive committee shall have the power to act for the board between meetings of the board and shall have such power and duties as may be delegated to it by the board. The committee shall report to the board its work and actions.

**Section 3. Meetings.** The executive committee shall meet as needed at an agreed-upon location, including e-mail and telephone, with each member being apprised of the opinions and preferences of all others before a final decision is made. The result of the vote shall be recorded in the minutes of the next board meeting.

**Section 4. Quorum.** The quorum of the executive committee shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

## **ARTICLE IX. COMMITTEES**

**Section 1. Establishing Committees.** The president may establish standing and special committees as needed with consent by the board.

**Section 2. Purpose.** With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

## **ARTICLE X. STATE OR MULTISTATE ORGANIZATIONS**

**Section 1. Structure.** Branches and or/comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AA UW Board of Directors. If such a state or multi state organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW affiliated entities determine that such an organization should no longer exist.

**Section 2. Contact.** All AAUW -affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches or comparable AAUW affiliated entities within a state or multi state organization elect not to have a state organization or not to be included in a multi state structure, the AAUW Board of Directors, in consultation with the branches or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

## **ARTICLE XI. BRANCHES.**

### **Section 1. Branches and Comparable AAUW-Affiliated Entities.**

- a. Branches and comparable AAUW affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

### **Section 2. Organization**

- a. Purpose. Branches and comparable AAUW- affiliated entities shall promote the purposes, program, and policies of AAUW.
- b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.
- c. Structure. Branches and comparable AAUW -affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the

minutes of each noticed meeting and board meeting.

**Section 3. Loss of Recognition of a Branch or comparable AAUW-Affiliated Entity.**

a. The AAUW affiliation status of a branch or comparable AAUW - affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.

b. The branch shall have the right to appeal to the AAUW Board of Directors within a within a designated period.

**Section 4. Property and Assets.** The title to all property, funds, and assets of a branch or comparable AAUW-affiliated entity is 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. The branch or comparable AAUW-affiliated entity 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.

**Section 5. Dissolution.** In the event of the dissolution of the branch or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the branch or AAUW-affiliated entity 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 XII. ADDITIONAL AAUW ENTITIES**

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW -affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

**ARTICLE XIII. FINANCIAL ADMINISTRATION**

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

**Section 2. Financial Policies.** The board shall 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 3. Budget.** The board shall adopt an annual budget for presentation to the branch.

**ARTICLE XIV. MEETINGS**

**Section 1. Annual Meeting.** The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to: electing officers, establishing dues, and amending bylaws. This meeting shall be held during the month of March or April.

**Section 2. Membership Meetings.** General membership meetings or other membership activities shall be held at least quarterly. These meetings will be determined by the focus of the branch and may include speakers, group discussions, or project

planning and implementation to address AAUW's mission. The branch board shall determine the time and place for these meetings.

**Section 3. Quorum.** The quorum shall be twenty (20%) of the branch membership.

#### **ARTICLE XV. PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of Missouri.

#### **ARTICLE XVI. INDEMNIFICATION**

According to **Revised Statutes of Missouri 1994,537.117**. Any officer or members of the governing body of an entity which operates under the standards of section 50 1 (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.

#### **ARTICLE XVII. AMENDMENTS TO THE BYLAWS**

Section I. AAUW-mandated amendments shall be adopted by the Organization's Board of Directors without a vote of the Organization's membership. Provisions of the Organization's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 14 days prior to the applicable meeting.

**Section 2. Prior Approval.** All other proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

#### **ARTICLE XVIII. SUSPENSION OF BYLAWS**

The bylaws of this branch *regarding business procedure only* may be temporarily suspended by a two-thirds vote at any general meeting.

Amended: October 2009, April 2010

Date last amended :April 2012

Amended: April 2016

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN**  
**Kirkwood-Webster Groves (Missouri) Branch**  
**Policies and Procedures**

I. Guests

- A. A person eligible for membership in AAUW may attend a total of no more than three study group meetings within a year without joining the branch.
- B. A person eligible for membership in AAUW who desires to participate in study groups only must be a member of the branch.
- C. A person who is not eligible for membership in AAUW is welcome to attend branch program and study group meetings.

II. Honorary Life Membership. Honorary life membership in the branch will be granted to any member of the Kirkwood-Webster Groves Branch who has been a member of AAUW for 50 years upon submission of an application to AAUW for honorary life membership.

III. Memorial Gifts. Upon the death of a member of the branch, the branch will contribute to AAUW Greatest Needs Fund #9110 the sum of \$25 from current funds as a memorial to that individual. Additional contributions may be made on an individual basis, the funds being given to the treasurer for transmittal.

IV. Sponsorship. The branch will lend its name and/or financial support as a sponsor or co-sponsor only to activities or organizations in the community that are related to the AAUW mission or to fund raising for AAUW Fund. Executive approval must be obtained.

V. Sales of Items at Meetings. Only *bona fide* AAUW items may be sold or promoted at meetings of the branch or study groups, with the exception of projects that serve as fund-raising activities for AAUW Funds, the branch Leadership Development Fund, the STEM Scholarships for High School Seniors, or branch operation.

VI. Travel Allowance and Reimbursement. The branch may hold annual fund-raising events to provide money for the Leadership Development Fund. This may include sending delegates to AAUW state and regional meetings and appropriate local conferences and purchasing leadership development material. The Board of Directors will allocate proceeds to cover representation at meetings scheduled for the next twelve months. The proceeds are to be distributed as outlined below, and the unused portion is to be kept in a separate account and may accumulate from year to year.

- A. For attendance at state meetings: The cost of gasoline or the equivalent will be provided for one car. The current branch president or an alternate will receive an amount equal to the registration fee.
- B. For attendance at regional meetings: The cost of gasoline or the equivalent will be provided for one car. The current branch president or an alternate will receive an amount up to the registration fee.
- C. For attendance at appropriate local conferences: Funds permitting, any member designated by a majority of the Board of Directors may receive an amount up to that member's registration fee.
- D. Funds may be approved by a majority vote of the Board of Directors for other leadership development resources such as books and videos, etc.

VII. Branch Budget

- A. The branch budget will be prepared by the Finance Committee, consisting of the finance vice president, branch president *ex officio*, and one branch member selected by the finance vice

president in consultation with the president. The finance vice president will serve as chair of the committee.

- B. The proposed budget will be presented to the Board of Directors in August of each year and to the branch in September for approval and acceptance.

#### VIII. Awards and Award Nominations

- A. **AAUW Metropolitan St. Louis Interbranch Council's Barbara Lackritz AAUW Service Award.** Each member branch may nominate one person per award cycle by submitting the appropriate information to the Award committee chair by the designated deadline. A copy of the IBC Guidelines should be obtained each year before making a nomination.

- 1. The nominee must have been an AAUW member for at least 5 years, be a member in good standing of a St. Louis IBC branch for at least one year, and be someone who upholds the mission of AAUW.

- B. **AAUW of Missouri's Woman of Distinction Award.** The Board of Directors may nominate a branch member for the Missouri Woman of Distinction Award given annually by AAUW of Missouri. Qualifications for the award include outstanding service to AAUW, to her profession, to her community and society, and to other women. The branch president shall coordinate or delegate obtaining, preparing, and submitting the nomination form to the state Woman of Distinction chair by the deadline set by the state.

- C. **AAUW of Missouri's Outstanding Member Award.** The Board of Directors may nominate a branch member for the Missouri Outstanding Member Award given annually by AAUW of Missouri. Qualifications for the award include significant contributions to the mission of AAUW of advocacy, education, and research, together with outstanding support of AAUW Missouri. The branch president shall coordinate or delegate obtaining, preparing, and submitting the nomination form to the state Membership Vice President by the deadline set by the state.

- D. **AAUW of Missouri's 10-STAR AWARD.** In that AAUW of Missouri recognizes branches that are models of excellence in accordance with the standards set by the state board, the president or her designee shall complete the 10-Star Award application provided in the Missouri State Directory and on the state website.

- IX. Designated Contacts. The branch president will provide AAUW with designated contacts for administration and finance and will designate a member other than the contacts for administration and finance to record the minutes of each meeting and branch board meeting.

- X. Changes in the policy sheet, by addition, deletion, or amendment, will be approved by the Board of Directors and passed by a majority vote of branch members present at a general meeting. Members will be notified in writing of proposed changes one month before the vote is to be taken.

Date: Adopted 1977

Revised 1986

Revised 1988

Revised 1991

Revised 1996

Revised 2002

Revised 2006

Revised 2012

Revised 2023