

## **BYLAWS**

### **AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF LOUISIANA**

#### **ARTICLE I. NAME**

The name of this organization shall be the American Association of University Women of Louisiana, hereafter referred to as AAUW-LA.

#### **ARTICLE II. GOVERNMENT**

The Charter and Bylaws of the American Association of University Women, hereafter called the Association, shall govern AAUW-LA in all its practices. The bylaws of AAUW-LA 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 AAUW-LA.

#### **ARTICLE III. PURPOSE**

The purpose of AAUW-LA shall be to unite graduates of regionally accredited educational institutions in order to promote equity, education, intellectual growth, individual worth, and development of opportunities for women and girls.

AAUW-LA shall:

- a. contribute to the growth and advancement of the Association, the AAUW Educational Foundation, and the AAUW Legal Advocacy Fund;
- b. participate in development and promotion of AAUW policies and program through study, action and public policy advocacy in areas related to its purpose, including community, cultural interests, education, and international relations;
- c. support AAUW-LA needs and promote positive societal change in the state;
- d. cooperate in AAUW regional and association 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 the state 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 which may be taken as a member, branch or state in the name of the Association is to use the established channels to effect 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 AAUW within Louisiana shall be members of AAUW-LA.

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 AAUW-LA. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to AAUW-LA membership shall result in loss of recognition of a state. The AAUW-LA member shall be entitled to vote, hold office and participate in all AAUW-LA activities and programs and receive the publications distributed to all members.

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

Section 4. A college or university within the state which is a college/university member of the Association shall also be a college/university member of AAUW-LA.

Section 5. Life Members of the Association who are members of AAUW-LA are required to pay AAUW-LA dues.

Section 6. An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and Association meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office. Fees for student affiliates shall be waived.

Section 7. Any branch member who has paid Association dues for fifty (50) years shall become a Life Member, and shall be exempt thereafter from payment of AAUW-LA dues.

Section 8. 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 AAUW-LA 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 at least 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 vote.

Section 6. Dues of new members may be paid at any time. 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. AAUW-LA 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 to fulfill the functions of administration, program, membership, public policy, finance, Educational Foundation, and communications.

Section 2. The elected officers shall be a president, or official representative, or co-presidents, vice presidents for Program, Membership, Educational Foundation, and Legal Advocacy Fund, secretary and treasurer. These officers shall be included in the executive committee.

Section 3. The appointed officers shall be chairs of the standing committees and parliamentarian. They shall be appointed by the President with the advice of the executive committee.

Section 4. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The president elect serves one year prior to election as president. The term of each elected officer shall begin 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 consecutive terms in the same office.

Section 6. Officers shall be members of the Association and AAUW-LA.

Section 7. The incoming or continuing president may call a meeting of the incoming officers prior to July 1.

Section 8. 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.

## 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. All officers shall submit annual written reports to the president for inclusion in the Convention booklet.

Section 3. The president shall be the official spokesperson and representative for AAUW-LA and shall be responsible for submitting such reports and forms as required by the Association and region.

Section 4. The vice presidents shall perform such duties as the president and board shall direct.

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

Section 6. The treasurer shall be responsible for collecting, distributing, and accounting dues for the funds of AAUW-LA and for meeting specific deadlines.

#### ARTICLE IX. NOMINATIONS

Section 1. There shall be a nominating committee consisting of five members, three of whom shall be elected at the annual convention. Two shall be elected by the board at the first board meeting of the fiscal year, one of whom shall be elected to serve as chair of the committee.

Section 2. No member shall serve on the nominating committee more than two out of five years and no more than two in succession.

Section 3. Nominations from members may be submitted to the nominating committee in writing at least three months prior to the annual convention.

#### ARTICLE X. ELECTIONS

Section 1. The names of the nominees for elected office and nominating committee shall be published and sent to every member with the call to convention.

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

Section 3. All elections shall be held at the annual convention.

Section 4. 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. Election shall be by a majority vote of those present and voting.

Section 5. The president, program vice president, Foundation vice president, and secretary shall be elected in even years.

Section 6. The president elect, membership vice president, Legal Advocacy Fund (LAF) vice president, and treasurer shall be elected in odd years.

#### ARTICLE XI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall include the elected and appointed officers and branch Presidents.

Section 2. The board shall have the general power to administer the affairs of AAUW-LA and to initiate and carry out its programs and policies. It shall act for AAUW-LA 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 AAUW-LA.

Section 3. The board shall recommend to the Association action to be taken in regard to new branches, maintenance of, or dismissal of present branches.

Section 4. Meetings of the board shall be held at least twice a year.

Section 5. Special meetings may be called by the president and shall be called upon written request of five members of the board or two branches of AAUW-LA, provided that at least five days notice of such meeting and its agenda have been given to the members of the board.

Section 6. The quorum for a meeting of the board shall be a majority of the members.

Section 7. Between meetings of AAUW-LA board, a vote may be taken at the request of the president on any question submitted in writing, conference call, or any electronic means to all members of the board. Deadline for responses shall be five 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 8. Between meetings of the board, the board may delegate such authority as it deems necessary to the executive committee.

## ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. The executive committee shall include the elected officers and parliamentarian of AAUW-LA.

Section 2. The executive committee may act for the board of directors of AAUW-LA between board meetings and shall have such power and duties as may be delegated to it by the board.

Section 3. The executive committee shall report to the board its work and actions.

Section 4. The quorum shall be a majority of the members of the executive committee.

Section 5. 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 five 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 XIII. COMMITTEES

Section 1. Standing committees of AAUW-LA shall be: Program, Membership, Educational Foundation (EF), College/University Relations, Public Policy, Communications, Bylaws, Finance and Legal Advocacy Fund (LAF).

Section 2. Standing committees shall be appointed by the president.

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

Section 4. There shall be task forces of AAUW-LA as considered necessary by the board of directors.

Section 5. With the approval of the board, each standing committee shall formulate programs to carry forward the work of the Association within AAUW-LA. 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 AAUW-LA

Section 1. AAUW-LA shall hold a meeting every year in March or April, 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 exact date, time and place to be determined by the Executive Committee.

Section 3. Special meetings may be called by the president, or shall be called by the president on the written request of five members of the board of directors or two branches in the state.

Section 4. Notice of meetings shall be sent to all members of AAUW-LA, the Regional Director, and College/University members, at least thirty (30) days prior to the meeting.

Section 5. The voting body shall include:

- a. all officers
- b. all branch presidents
- c. one branch delegate for each fifteen (15) members or major fraction thereof
- d. one delegate from each College/University member
- e. one delegate appointed by the president for each fifteen (15) members-at-large of AAUW-LA.

Section 6. A member of the voting body shall cast no more than one 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

AAUW-LA shall be entitled to a maximum of 17 delegates who shall be incoming, continuing or outgoing state board members. Delegates shall be certified by the state president. If AAUW-LA delegation is incomplete prior to convention, other branch members from the state may be certified by the state president 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 AAUW-LA, whether incorporated or not, shall at all times be vested in AAUW-LA 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. AAUW-LA 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 AAUW-LA, all assets of the state and branches 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 AAUW-LA in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

#### ARTICLE XVIII. INDEMNIFICATION

The directors and all officers or other appointed representatives of AAUW-LA shall be indemnified and their liability shall be limited to the fullest extent authorized by Louisiana Non-Profit Corporation law, as it now exists or hereafter may be amended.

#### ARTICLE XIX. AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by the Association Charter and Bylaws may be amended at AAUW-LA 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.

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

Section 3. Amendments required by the Association to bring AAUW-LA 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.

Mandatory Updates, July 2002

Amended, March 15, 2003, Annual Conference, Ruston

## AMERICAN ASSOCIATION OF UNIVERSITY WOMEN LOUISIANA

### RULES OF PROCEDURE

The Purpose of these rules is to clarify the duties and to systematize the work of the board, as well as to perpetuate procedures which will strengthen and further the purposes of AAUW-LA as delineated in the Association and state bylaws.

These rules may be amended or rescinded. The vote required shall be a majority of the members of the board without previous notice, or a two-thirds vote of those members present, previous notice having been given thirty (30) days in advance. A particular rule may be suspended by a two-thirds vote.

1. Each Board member shall receive a copy of the Association and AAUW-LA bylaws and these rules upon election or appointment.
2. Each Board member shall receive a copy of the board meeting minutes with the agenda for the following meeting.
3. Each Board member shall keep records and files of activities, keep the state president informed of the status of committee work, and shall submit a written progress report to the president at least (30) days prior to the Convention. A final written report shall be submitted to the president at the end of the fiscal year and no later than June 30.
4. Program Committee, chaired by the Program Vice President, shall coordinate and assess the general program of the Association for AAUW-LA. It shall consider and recommend future issues to the AAUW-LA board and to the Association. It shall develop programs for statewide meetings and assist the branches with their programs when requested to do so. The chair shall be a member of the Membership Committee.
5. Membership Committee, chaired by the Membership Vice President, shall plan and implement membership recruitment and orientation. It shall assist the branches in solving recruitment, orientation, and retention plans when requested to do so. The chair shall be a member of the Program Committee.
6. Education Foundation Committee, chaired by the Educational Foundation Vice President, shall implement the Foundation programs by raising funds for the Foundation, as well as publicizing EF's purposes and goals. It shall publicize the Foundation's Fellowships, Research Projects and Grants on the state campuses. It shall assist the branches with their plans, when requested to do so. The committee shall collect funds from the branches to be transmitted to the Foundation. The College/University Chair shall be a member of the EF Committee.
7. College/University Relations Committee shall be responsible for planning and developing a mutually supportive relationship between institutions of higher education and AAUW-LA, for strengthening the connection, for increasing AAUW-LA's visibility on campuses, for increasing College/University membership and recruitment efforts. The EF Chair shall be a member of this committee.
8. Public Policy Committee shall implement Association policies at the state government when applicable, and promote action for equity and advancement for women. The chair shall serve on the Program and Membership Committees.

9. Communications Committee shall be responsible for the publication of the newsletter and other internal newsletters which the board of directors may request. The committee shall also have the responsibility of external communications with the media.
10. Bylaws Committee shall review all branch bylaws by December 1, following the Association Convention, to ensure that they conform with the current AAUW Charter and Bylaws. The committee shall receive from members proposed bylaws changes and report them to the membership at least thirty days prior to the Convention.
11. Finance Committee shall develop an annual budget to be approved by the board and presented to the delegates at the annual convention. The treasurer shall be a member ex officio. The chair of the committee shall serve on the EF Committee.
12. Retiring Board members shall pass on to their successors all relevant materials and correspondence and place records in State archives at LSU, Baton Rouge.
13. Money budgeted to the president for expenses shall be issued on July 1. The president shall submit an itemized account to the treasurer thirty (30) days prior to the annual convention with an addendum at the end of the fiscal year.
14. Money allocated to other Board members is to be used for program development and service to branches. It is not to be used for travel unless specified in the budget. When budgeted, Board members shall be reimbursed at the rate of twenty-one cents a mile (\$.21/mi.) for authorized visits to branches.
15. Board members who have received all money shall submit to the treasurer a written statement of expenses thirty (30) days prior to the annual convention with an addendum at the end of the fiscal year.
16. All reimbursement requests shall be sent to the president for authorization and transmittal to the treasurer by June 1st. No money shall be paid out after the end of the fiscal year.
17. The Board shall provide for an annual audit.
18. Interest from the Savings Account shall be withdrawn annually and shall be used to defray the cost of memberships at large for outstanding graduating college seniors nominated by the branches. Allocations, one to each branch, shall be made to branches in the order of the receipt of their requests. On April 15, any unallocated monies shall be transferred to the Educational Foundation.

STATE CONVENTION: (Bylaws Article XIII):

19. Branches should take turns hosting the annual convention. Invitations from the branch should be issued more than a year in advance so that the Executive Committee may select the time and site for the convention and announce this at the previous convention.
20. The Program Committee is responsible for planning the program.
21. The host branch, after consulting with the state president and program vice president, shall send the pre-registration and housing information to the branches and state president and Communications chair by February 1 so that it may be included in the branch newsletters and the state newsletter.

22. The State shall pay for the programs and the expenses of speakers who are not Association members. These expenses shall be considered when determining registration fees. The Association defrays the expense of the Leader on Loan.

23. The convention income of registration fees and meals shall defray the expenses of the host branch. The branch shall pay the expenses of any honoree invited by the branch. An accounting of all monies shall be sent to the state treasurer and president within sixty (60) days after the convention adjourns.

24. The registration fee shall be determined by the executive committee in consultation with the host branch after a tentative budget has been agreed upon.

25. The membership vice president shall notify each branch of the number of delegates it is entitled to no later than thirty (30) days prior to the convention.

26. The state shall send as delegates to the Association convention and regional conference the president and others and will defray their expenses, as the budget allows.

July 2002

Approved March 15, 2003 at State Conference, Ruston, LA