

**The AMERICAN ASSOCIATION of UNIVERSITY WOMEN
of the STATE of NEW MEXICO, INC.**

BYLAWS

ARTICLE I. NAME

The name of this organization shall be the American Association of University Women of the State of New Mexico, Inc., hereinafter called the state or AAUW New Mexico.

ARTICLE II. GOVERNMENT

The Charter and Bylaws of the American Association of University Women, hereinafter called the Association, shall govern this state in all its 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 AAUW New Mexico.

ARTICLE III. MISSION

The mission of the American Association of University Women is to promote equity for all women and girls, lifelong education, and positive societal change. The mission of AAUW New Mexico shall be to further the Association's purposes and policies within New Mexico. AAUW New Mexico shall organize new branches of the Association within the state, and promote, encourage and coordinate the work of the branches throughout the state.

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 of this article.

Section 4. On any national matter on which the Association has no policy, the only action which may be taken by 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;
- b. loss of recognition of a branch; or
- c. loss of recognition of a state.

ARTICLE V. MEMBERSHIP

Section 1. Branch. All branches of the Association within the state shall be members AAUW New Mexico.

Section 2. State Member. Individuals who meet the criteria for membership as described in the Association Charter and Bylaws are eligible to be admitted to membership in AAUW New Mexico. The provisions set forth in that document 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 the 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. Member-at-Large. A member-at-large of the Association residing within the state may become a member-at-large of AAUW New Mexico upon payment of state dues.

Section 4. College/University. 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 New Mexico and shall be entitled to send one voting representative to all state meetings.

Section 5. Life Members.

- a. *Paid Life Member.* Any member of the Association may become a life member of the Association upon a onetime payment of twenty years' dues, based on the amount of Association dues the year that member elects to become a life member. Thereafter the life member shall be exempt from payment of Association dues. Paid life members who are members of branches continue to pay annual state and branch dues.
- b. *Fifty-Year Honor.* 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, state, and branch dues.

Section 6. Student Affiliate. 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 state newsletter and publications distributed to all members of the Association. Affiliates may not vote nor hold office.

ARTICLE VI. FINANCES AND PROPERTY

Section 1. Fiscal Year. The fiscal year shall correspond with that of the Association and shall begin July 1 and end June 30.

Section 2. Dues.

- a. The annual state dues for branch members shall be fixed by a two-thirds vote of the State Convention upon recommendation of the state Board of Directors. The vote should be by multiple card vote. Dues shall include a subscription to the State newsletter. Such dues are payable by each branch to the state Finance Chair on or before July 1 and are in arrears unless postmarked by August 10. Dues of new members may be accepted at any time. Dues of new members paid after January 1 shall be at one half the annual rate in accordance with Association deadlines.

- b. Reciprocity. All states shall have a reciprocal membership policy: payment of any additional dues shall be waived for a transferring member whose current dues have been paid to another state.
- c. A member of one of the national organizations of the 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.
- d. College/university members shall pay no state dues.
- e. A member-at-large belonging to the state shall pay annual dues to the state Finance Chair. This amount shall include an annual subscription to the state newsletter. Dues are payable on or before July 1 and are in arrears unless postmarked by July 31.
- f. A branch recognized by the Association between December 1 and June 30 shall pay state dues for each member at half the annual amount.
- g. A branch whose state dues are in arrears (after October 1) forfeits the right to participate in state activities or receive state communications until dues are paid to the state Finance Chair.

Section 3. Student affiliate fees. Association fees for student affiliates shall be established by the Association Board of Directors, state fees by the state Board of Directors, and branch fees by the branch boards of directors.

Section 4. Budget. The annual budget for the state shall be prepared by the Budget Committee, reviewed by the state Board of Directors, and approved by the delegates to the annual convention. The Board of Directors shall have the authority to revise the budget within available income.

Section 5. Review. 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 6. Property

a. The title for all property, funds, and assets of AAUW New Mexico, whether incorporated or not, shall at all times be vested in AAUW New Mexico 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 New Mexico 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.

b. In the event of the dissolution of AAUW New Mexico, all assets of AAUW – New Mexico remaining after compliance with the New Mexico Nonprofit Corporation Act and any other applicable laws shall be transferred and delivered to an AAUW entity.

ARTICLE VII. OFFICERS

Section 1. Elected officers. The officers of the state shall be elected at the State Convention by the voting delegates according to the following schedule:

- a. In even-numbered years:

- (1) President
- (2) Membership Coordinator (Second Vice President)
- (3) Recording Secretary
- (4) Academic Coordinator
- (5) Media Relations Coordinator
- (6) Educational Foundation Chair

b. In odd-numbered years:

- (1) Program/Issues Coordinator (First Vice President)
- (2) Finance Chair
- (3) Outreach Coordinator
- (4) Public Policy Coordinator
- (5) Newsletter Editor
- (6) Legal Advocacy Fund Chair

c. The chair of the nominating committee, an off-board position, shall be elected at the State Convention in even-numbered years.

Section 2. Appointees. Appointees of AAUW New Mexico shall be any additional persons, such as bylaws chair and historian, needed to carry out state activities. They shall be appointed by the President and approved by the Board of Directors. Such off-board appointments will have termination dates.

Section 4. Terms of Office. The term of each officer shall begin on July 1; however, the incoming or continuing president may call meetings of the incoming Executive Committee and Board of Directors prior to July 1 to approve appointments and make plans for the coming year. Officers shall serve for a term of two years or until their successors have been elected or appointed and have assumed office. No member shall hold the same office for more than three consecutive terms. No member shall serve on the Board of Directors in the same or in different capacities for more than eight consecutive years, except that the office of president may be filled without regard to previous consecutive service in any other office.

Section 5. Vacancies.

- a. A vacancy in the office of president shall be filled for the unexpired term by the Program/Issues Coordinator (First Vice President).
- b. A vacancy in any office other than president shall be filled for the unexpired term by the state Board of Directors upon recommendation of the state President.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Duties. Officers shall perform the duties prescribed by these bylaws and by the current edition of Robert's Rules of Order Newly Revised.

- a. *President.* The president shall
 - (1) officially represent the state in activities of the Association;
 - (2) be responsible for submitting such reports and forms as required by the Association;
 - (3) appoint the following off-board positions subject to Board approval: corresponding secretary, historian, bylaws chair, Grace Barker Wilson Award chair, and others deemed necessary to carry on the work of the state;

- (4) disburse funds in the absence of the Finance Chair.
- b. *Program/Issues Coordinator (First Vice President)*. The program/issues coordinator shall:
 - (1) chair the program task force, coordinating with the public policy, media relations, outreach, and academic coordinators;
 - (2) chair the workshop and convention program committees;
 - (3) assume the duties of president in the president's absence or inability to serve;
 - (4) perform such duties as the president and Board shall direct.
 - c. *Membership Coordinator (Second Vice President)*. The membership coordinator shall
 - (1) chair the membership task force, coordinating with the Finance Chair and academic coordinator;
 - (2) assist branch membership chairs in the development of membership orientation programs, including qualifications for membership;
 - (3) be responsible for submitting such reports as required by the Association, the Region, and the state;
 - (4) act as presiding officer in the absence of both the president and the program/issues coordinator;
 - (5) perform such other duties as the president and Board shall direct.
 - d. *Recording Secretary*. The recording secretary shall
 - (1) keep minutes of the meetings of the membership and of the Board and coordinate with the historian;
 - (2) perform such other duties as the president and Board shall direct.
 - e. *Finance Chair*. The Finance Chair shall
 - (1) be responsible for the collection of all state dues and other money due the state;
 - (2) serve as custodian of all funds and securities, except those of the Educational Foundation and Legal Advocacy Fund;
 - (3) certify the voting body for the State Convention.
 - f. *Outreach Coordinator*. The outreach coordinator shall
 - (1) be responsible for all collaborative efforts, including those with other local and state organizations;
 - (2) resolve questions on the use of the AAUW name and other relevant policy areas;
 - (3) chair the outreach task force;
 - (4) perform such duties as the president and Board shall direct.
 - g. *Academic Coordinator*. The academic coordinator shall
 - (1) chair the education task force, which includes college/university relations and efforts related to all phases of education from kindergarten through college/graduate school;
 - (2) assist the membership coordinator in providing information about AAUW and IFUW to college students and faculties.
 - h. *Public Policy Coordinator*. The public policy coordinator shall
 - (1) chair the public policy task force;
 - (2) prepare a public policy program to be approved annually at the convention;
 - (3) implement the state public policy program in compliance with Association policy;

- (4) ensure that proper resolutions are prepared for and presented to the State Convention.
- i. *Media Relations Coordinator*. The media relations coordinator shall chair the task force that handles public information for all activities of the state and assists branches with publicity.
- j. *Newsletter Editor*. The newsletter editor shall assume responsibility for the quarterly publication of the state newsletter.
- k. *Legal Advocacy Fund Chair*. The legal advocacy fund chair shall be responsible for the collection and custody of the Legal Advocacy Funds.
- l. *Educational Foundation Chair*. The educational foundation chair shall
 - (1) implement the Foundation programs on Fellowship, Research and Projects, and such others as may be established by the Association and/or Foundation;
 - (2) be responsible for the collection and custody of Educational Foundation funds.
- m. *Historian*. The historian shall
 - (1) collect, collate, and prepare for archives the state AAUW records;
 - (2) receive the records of discontinued branches.
- n. *Bylaws Chair*. Must keep bylaws up-to-date.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. There shall be a nominating committee of at least three members determined by the following procedure: an elected chair and at least two members from different areas of the state appointed by the Board of Directors.
- b. The chair of the nominating committee shall have had previous experience on either the nominating committee or the state Board of Directors.

Section 2. Nominations.

- a. Suggestions from the branches for nominees shall be submitted in writing to the chair of the nominating committee at least four months prior to the State Convention. The chair shall report to the members of the committee all names received.
- b. The nominating committee shall present a list of nominees to each branch at least one month prior to the State Convention.
- c. Nominations shall be presented at the first business session of the convention.
- d. Nominations may be made from the floor at the times of the presentation of the proposed slate, provided the written consent of the nominee has been obtained.

Section 3. Elections.

- a. The elected officers shall be elected at the second or any subsequent regularly scheduled business session of the State Convention.
- b. Election shall be by ballot except when there is only one candidate for an office in which case the election may be by voice vote.
- c. A majority of the votes cast shall be necessary for election.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall include the elected officers, the immediate past president of the state, any branch president (or designated alternate) in attendance, and such others as deemed necessary.

Section 2. Powers and Duties.

- a. *State Administration.* In accordance with the bylaws and convention action, the Board of Directors 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 may adopt rules to govern its proceedings. It shall also:
 - (1) select, for funding purposes, an alternate delegate to represent the state at Association conventions when an outgoing, continuing, or incoming president cannot attend.
 - (2) review the budget and accept the auditor's/reviewer's report;
 - (3) provide for the appointment of the required members of the nominating committee;
 - (4) approve the programs for state meetings;
 - (5) recommend to the State Convention such additional standing committees and task forces as are considered necessary fill a vacancy in any office except the office of president.
- b. *Branch Supervision.*
 - (1) *Creation.* Upon recommendation of the state President, the state Board of Directors shall have the authority to approve in writing the application of any group of graduates qualified to form a branch within the State, under the AAUW Charter and Bylaws.
 - (2) *Forfeiture.* The state Board of Directors shall review the findings of any branch which shall appear to have forfeited its right to continue as a branch under the AAUW Charter and Bylaws and recommend action to be taken. If there is no branch contact, the state may initiate the process of discontinuance of the branch. Upon discontinuance of any branch, the branch records shall be forwarded to the state Historian within 60 days. A branch shall be deemed to have forfeited its right to continue as a branch for any of the following reasons:
 - (a) has had fewer than fifteen members for twenty-four consecutive months;
 - (b) has not forwarded the required dues to the AAUW Finance Vice President for a period of two years;
 - (c) has violated the purpose of the Association or the provisions of its Bylaws;
 - (d) has maintained branch bylaws or practices in conflict with the AAUW Charter and Bylaws;

(e) has exceeded the twenty percent limitation on associate members.

Section 3. Meetings and Quorum.

- a. *Regular Meetings.* Regular meetings of the Board of Directors shall be held at the call of the President but at least twice a year.
- b. *Special meetings.* Special meetings of the Board shall be called at any time by the President or upon written request of two thirds of the members of the Board, provided that at least a 15-day notice of such meeting and its agenda shall have been given to the members of the Board.
- c. *Quorum.* The quorum in a meeting of the Board of Directors shall be a majority of the elected officers. Positions held jointly (co-chairs) shall have one vote for the position. Appointed officers (such as historian, bylaws, lobbyist, choice coordinator, gender equity coordinator, college-university relations) may vote but shall not be included in the quorum. Branch presidents (or designated alternates) in attendance shall have but one vote and shall not be included in the quorum.

Section 4. Written or Electronic Vote. In the interim between meetings of the state Board, a written and/or electronic vote may be taken at the request of the President on any question submitted in writing, including e-mail transmission, to each Board member. Voting shall close by a time specified in the writing. The vote shall be returned to the President (or her representative named in the writing). If a majority of the Board shall vote on a question so submitted, the vote shall be counted by the President who shall determine the outcome of the vote, and the vote shall have the same effect as if cast at a meeting of the Board. A report of all such actions shall be made at and included in the minutes of the next regular Board meeting.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall be composed of these five officers of the state President, two vice presidents (Program and Membership Coordinators), Recording Secretary, and Finance Chair.

Section 2. Powers and Duties. The Executive Committee shall act for the Board of Directors in the interim between meetings of the Board except to assume such duties as are specifically delegated to the Board by these Bylaws.

Section 3. Meetings and Quorum.

- a. *Meetings.* The Executive Committee shall meet at the call of the President or at the written request of two members of the Executive Committee.
- b. *Quorum.* A quorum shall be a majority of the members of the Executive Committee.

Section 4. Written or Electronic Vote. In the interim between meetings of the Executive Committee, a written and/or electronic vote may be taken at the request of the President on any question submitted in writing, including e-mail transmission, to each Committee member. Voting shall close by a time specified in the writing. The vote shall be returned to the President (or her representative named in the writing). If a majority of the Committee shall vote on a question so

submitted, the vote shall be counted by the President who shall determine the outcome of the vote, and the vote shall have the same effect as if cast at a meeting of the Committee. A report of all such actions shall be made at and included in the minutes of the next regular Board meeting.

ARTICLE XII. COMMITTEES AND TASK FORCES

Section 1. *Standing Committees and Task Forces.*

- a. There shall be standing committees or task forces on, or persons concerned with, the work of appropriate Association standing committees, including bylaws, college/university relations, Educational Foundation, Legal Advocacy Fund, public policy, membership, and program development.
- b. There shall be such other standing committees and task forces as the state shall authorize upon recommendation of the Board of Directors.

Section 2. *Special Committees.* There may be established such special committees as shall be considered necessary by the Board of Directors.

Section 3. *Qualifications and Terms of Chairs and Members.*

- a. Committee and task force chairs shall be members of the Association.
- b. Members of standing and special committees shall be chosen for their experience and work in AAUW and/or their special aptitude for the work of the committee with due regard for geographical representation and rotation in membership.
- c. Committee chairs shall serve for a term of two years, and shall be eligible for reappointment for one term only in the same position.
- d. Task force chairs shall serve until the completion of the assigned task but no longer than two years.

Section 4. *Composition and Duties of Committees and Task Forces.*

- a. *Standing committees and task forces.* With the approval of the Board, each standing committee or task force shall formulate programs to carry forward the work of the Association within the state. Each standing committee and task force shall cooperate with the appropriate Association committee and committees in the branches to initiate and promote projects of a statewide and national scope.
 - (1) The *Bylaws Committee*, chaired by the bylaws chair, shall, by December 1 following the Association Convention,
 - (a) revise the state bylaws to conform with the current AAUW Charter and Bylaws,
 - (b) receive and review the biennial amendments of all branch bylaws to ensure they conform with the current AAUW Charter and Bylaws.
 - (2) The *Public Policy Task Force*, with the approval of the executive committee, shall have the authority between conventions to take a stand on issues, in the name of the organization, on which the Association or state AAUW has a policy.

- b. *Special Committees.* Special committees shall perform such duties as are assigned by the Board of Directors.

ARTICLE XIII. MEETINGS OF THE STATE

Section 1. *Time, Place and Notification.*

- a. The state shall hold at least one meeting each year to be known as the State Convention to conduct the business of the state, including election of officers and receiving of reports.
- b. The time and place shall be determined by the Executive Committee.
- c. Special meetings may be called by the President, or shall be called by the President on the written request of two thirds of the members of the Board of Directors.
- d. Notice of meetings shall be sent to all branches, members of the state Board of Directors, the Regional Director, AAUW headquarters, college/university members, and state members-at-large at least 15 days prior to the meeting.
- e. All state meetings, including meetings of the Board of Directors, shall be open and may be attended by any member of the state.
- f. If circumstances prevent the holding of a state meeting, the Board of Directors shall provide for the conduct of necessary business.

Section 2. *Representation.*

- a. *Voting Body.* The voting body of any meeting of the state shall be composed of:
 - (1) *State delegates*, including the following:
 - (a) elected and appointed officers
 - (b) chairs of all standing committees and task forces
 - (c) past presidents of the state who are members of the Association
 - (2) *Branch and other delegates*, including the following:
 - (a) Each branch shall be entitled to at least seven (7) delegates with additional proportional representation of one delegate for each 25 members of each branch or major fraction thereof: Certification shall be based on the membership of the preceding March 1. Such certification shall be the responsibility of the state Finance Chair.
 - (1) Associate members serving as delegates shall constitute no more than 20% of the branch delegates. If associate members present as delegates should exceed 20% of the delegates of the voting body of a state meeting, a sufficient number chosen by lot shall be disqualified as delegates.
 - (b) One delegate appointed by the President for each 10 paid-up members-at-large of the state.
 - (c) One delegate for each college/university member of the state.

- (d) Chairs and members of Association committees and task forces who are also members of the state.
- b. *Voting.* A member of the voting body shall cast no more than one vote, except when the vote is by card count or by ballot, each voter present shall cast one vote and the chair of each branch delegation may also cast the remaining votes not represented by voting delegates to which the branch is entitled.
- c. *Quorum.* Delegates representing a majority of the branches shall constitute a quorum.

ARTICLE XIV. REGIONAL CONFERENCE

The state may send the president or an alternate to the biennial regional conference.

ARTICLE XVI. DELEGATES TO ASSOCIATION CONVENTION

The state shall be entitled to a maximum of seventeen delegates, who shall be outgoing, continuing, or incoming members of the state Board of Directors. If the state delegation is incomplete prior to convention, other state branch members may be certified by the state President as state delegates, provided that the member's branch delegation is filled. Delegates shall be certified by the Executive Director. In ballot elections, the chair of the state delegation may cast her/his one vote and also the remaining unrepresented votes to which the state is entitled.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the state in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XVII. INDEMNIFICATION

Directors and all officers or other appointed representatives of the state may be indemnified and their liability shall be limited to the fullest extent authorized by New Mexico law, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties.

ARTICLE XVIII. AMENDMENTS TO THE BYLAWS

The provisions of these bylaws not governed by the AAUW Charter and Bylaws may be amended at any State Convention by a two-thirds vote of those present and voting, provided notice of the proposed amendments shall have been sent to each branch in the state at least 30 days prior to the meeting at which such amendment is to be acted upon; or, if previous notice has not been given, by unanimous vote of the convention and ratification of two-thirds of the branches. Any amendment to the bylaws of the state shall become effective and binding on all branches within the state. Changes required to bring the state bylaws into conformity with the bylaws of the Association shall be made without the necessity of a vote of the state. The bylaws of AAUW New Mexico and all subsequent amendments thereto shall be forwarded to the Chair of the AAUW Committee on Bylaws for approval.

Carol Ann Council, Co-President

Nancy L. Scheer, Co-President

Dixie Trebbe, Recording Secretary

This copy of the AAUW-NM bylaws is current through April 30, 2006.