

BYLAWS
of the
AMERICAN ASSOCIATION of UNIVERSITY WOMEN
of the STATE of NEW MEXICO, Inc.

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the *American Association of University Women of the State of New Mexico, Inc.* hereinafter known as the “State” or “AAUW-NM.”

Section 2. Affiliate. The *American Association of University Women of the State of New Mexico, Inc.* is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. AAUW-NM shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of AAUW-NM 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 AAUW-NM is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, AAUW-NM 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 NATIONAL 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. 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 Branch 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 current edition of *Robert’s Rules of Order Newly Revised* shall govern AAUW-NM 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 AAUW-NM’s board of directors without a vote of AAUW-NM’s membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. AAUW-NM MEMBERSHIP AND DUES

Section 1. Basis of Membership.

- a. A branch member is a member of AAUW who is also a member of one or more AAUW branches. A branch member is also a member of the AAUW-NM affiliate. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of the branch where membership is maintained.
- b. All branches of AAUW within the State shall be members of AAUW-NM.
- c. Student associates shall be entitled to attend branch, AAUW-NM, and AAUW meetings and receive the publications distributed to all members of AAUW and AAUW-NM. Student associates may not vote or hold office.

Section 2. AAUW-NM Dues:

- a. The fiscal year shall correspond with that of AAUW and shall be July 1 through June 30.
- b. The annual AAUW-NM dues for branch members shall be fixed by a two-thirds vote at the State Convention, upon recommendation of the Leadership Team. A schedule of dues will be maintained in the Manual of Policies and Procedures.
- c. Member dues shall be payable as follows:
 - 1) Continuing members pay dues to AAUW, AAUW-NM and their local branch where applicable.
 - 2) Paid Life Members continue to pay dues to AAUW-NM and their local branch where applicable.
 - 3) Honorary Life Members are exempt from paying AAUW-NM dues.
 - 4) New members may join at any time. Dues are payable upon joining and shall be forwarded to AAUW immediately. The AAUW and AAUW-NM portions of dues paid by new members joining between January 1 and March 15 shall be one-half (1/2) the annual AAUW and AAUW-NM dues respectively. This also applies to members who rejoin AAUW after an absence of two years or more.
 - 5) Dues are payable on or before July 1 in accordance with procedures established by AAUW. Annual state dues from branch members are payable by each branch to the AAUW-NM Finance Chair on or before July 1.
 - 6) Reciprocity. Payment of state dues shall be waived for a transferring member whose current dues have been paid to a branch in another state.
 - 7) A new branch recognized by AAUW between December 1 and June 30 shall pay AAUW-NM dues for each member at half the annual amount.
- d. Fees for student associates shall be established by the AAUW-NM Leadership Team and detailed in the schedules of dues in the Manual of Policies and Procedures.
- e. College/university partner members (the institutions) shall pay no AAUW-NM dues. Their appointed representatives may choose to affiliate with a branch and pay State and branch dues if required by that branch's bylaws.
- f. Dues shall include AAUW and AAUW-NM publications distributed to all members electronically or by US mail.

ARTICLE IX. OFFICERS, NOMINATIONS, AND ELECTIONS

Section 1. Officers

- a. All offices, both elected and appointed, may be filled by one or two persons. If two persons hold an office, they shall be known as co-officers. The Manual of Policies and Procedures describes which offices are commonly held by co-officers.
- b. All officers shall be members of AAUW and AAUW-NM. Officers shall be chosen with due regard to geographical representation. Preferred qualifications for each position are described in the Manual of Policies and Procedures.
- c. The elected officers of AAUW-NM shall be elected at the State Convention by the voting delegates according to the following schedule:
 - 1) In even-numbered years:
 - i. President(s)
 - ii. Membership Chair(s) (Second Vice President)
 - iii. Secretary
 - iv. Academic Chair
 - v. Nominating Committee Chair
 - 2) In odd-numbered years:
 - i. Program Chair(s) (First Vice President)
 - ii. Finance Chair (Treasurer)
 - iii. Public Policy Chair(s)
 - iv. AAUW Funds Chair
- d. AAUW-NM shall have a minimum of seven (7) appointed officers. These officers may be Awards Chair, Diversity Chair, Governance Chair, Historian, International Interest Chair, Media Relations Chair, Newsletter Editor, STEM Chair, Parliamentarian, and Website Manager. Additional officers may be appointed as needed to carry out AAUW-NM activities. All appointed officers shall be appointed or re-appointed by the president(s) in even-numbered years and approved by the Leadership Team.

Section 2. The names of AAUW-NM officers shall be kept current in the AAUW Member Services Database. At all times there must be a name in the fields “President/Administrator” and “Finance” in the Database. This will meet the requirements of Article V. Section 2.c above to provide the contact names for finance and administration to AAUW.

Section 3. Duties of Officers.

- a. Officers shall perform the duties prescribed by the Manual of Policies and Procedures and by the current edition of *Robert’s Rules of Order, Newly Revised* as it relates to the duties of officers in connection with the orderly transaction of business at meetings.
- b. The co-presidents shall preside over meetings of the membership and the Leadership Team. In the absence of both co-presidents, the First Vice-President shall preside over the meeting.
- c. All officers and chairs shall submit annual reports to the Leadership Team.
- d. One of the officers shall have the duty to record the proceedings of the meetings of the members and Leadership Team in a book to be kept for that purpose.

Section 4. Nominations and Elections of Officers.

- a. There shall be a Nominating Task Force chaired by a member of the Leadership Team. The Nominating Task Force shall prepare a slate of officers for nomination as prescribed in the Manual of Policy and Procedures Volume II – Leadership Team, Committees, Task Forces, And Working Groups in the section titled: “Nominating Task Force Chair”.
- b. Elections.
 - 1) Elections shall be by secret ballot except when they are uncontested, in which case the elections may be by voice vote.
 - 2) Voting shall be as specified in Article X, Section 2 below.

Section 5. Terms of Office.

- a. The two year term of each officer shall begin on July 1; however, the incoming or continuing president(s) may call meetings of the incoming Leadership Team prior to July 1 to approve appointments and make plans for the coming year.
- b. No member shall hold the same office for more than three consecutive terms unless a candidate for the office cannot be found, in which case she may continue to serve as an interim officer until her successor is appointed or elected.
- c. No member shall serve as an officer on the Leadership Team 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.
- d. When an officer is replaced due to term limits, she must stay off the board for at least 1 year, at which time she can run for election or accept appointment.
- e. No elected officer shall lose the right to complete her term of office regardless of changes to this Article.

Section 6. Any elected officer may be removed by AAUW-NM membership whenever, in their judgment, the best interest of AAUW-NM will be served thereby. Any appointed officer may be removed by the board of directors whenever, in its judgment, the best interest of AAUW-NM will be served thereby.

Section 7. Vacancies.

- a. A vacancy in the office of president shall be filled by the Program Chair (First Vice-president).
- b. Vacancies in any other office shall be appointed by the president(s) and approved by the Leadership Team.
- c. An officer appointed to fill a vacancy shall be appointed for the unexpired term of her predecessor in office.
- d. Any office to be filled by reason of an increase in the number of officers may be filled by the Leadership Team for a term of office continuing only until the next election of the office of president.

ARTICLE X. MEETINGS OF AAUW-NM

Section 1. Meetings

- a. AAUW-NM shall hold an Annual Meeting called the “State Convention”.
 - 1) The exact date, time and place of the State Convention shall be determined by the Leadership Team. It is usually held between mid-April and mid-May
 - 2) The State Convention shall be to conduct the business of the organization, such as electing officers, establishing dues, approving the budget, amending bylaws and receiving reports.
- b. Special meetings may be called by the president(s), or shall be called by the president(s) on the written request of two-thirds of the members of the Leadership Team or a majority of the branches in AAUW-NM.
- c. All AAUW-NM meetings, including meetings of the Leadership Team, shall be open and may be attended by any member of AAUW-NM.
- d. If circumstances prevent the holding of an AAUW-NM meeting, the Leadership Team shall provide for the conduct of necessary business.

Section 2. Voting and Quorum.

- a. The voting body of the State Convention or a special meeting of AAUW-NM shall be composed of:
 - 1) AAUW-NM delegates, including the following:
 - i. Elected and appointed officers;
 - ii. Chairs of all standing committees, working groups, and task forces; and
 - iii. Past presidents of AAUW-NM who are members of AAUW-NM.
 - iv. Branch and other delegates, as follows: Each branch shall be entitled to at least seven (7) delegates with additional proportional representation of one delegate for each 25 certified members of each branch or major fraction thereof. Certification shall be based on the membership of the preceding February 1. Such certification shall be the responsibility of the AAUW-NM Membership Chair(s).
- b. Each delegate is entitled to one vote.
- c. The quorum at the State Convention or a special meeting shall be 20 delegates who represent a majority of the branches.
- d. Voting must be in person. No proxies are allowed.
- e. A majority of the votes taken is required for the approval of the action or choice being voted upon, except for amendments to the bylaws. Voting to amend the bylaws shall be as specified in Article XVI, Section 3 below.

Section 3. Notice of Meetings.

- a. All members of AAUW-NM will be notified of the place, date and time of the State Convention by notice published in the preceding AAUW-NM newsletter, on the AAUW-NM website, and/or by email.
- b. In the case of special meetings, at least 30 days notice of such meeting and its agenda shall be given to all of the branches and the members of the Leadership Team. Notice of such meetings shall be provided by email and/or US Mail, and shall also be posted on the AAUW-NM website.

- c. Attendance at any meeting by a member shall constitute a waiver of notice of the meeting, except where a member attends a meeting for the expressed purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

ARTICLE XI. BOARD OF DIRECTORS (LEADERSHIP TEAM)

Section 1. Membership.

- a. The Board of Directors, also known as the Leadership Team, shall include the elected officers, the appointed officers, the immediate past president(s) of AAUW-NM, and all New Mexico branch presidents/facilitators (or a branch representative appointed by that branch).
- b. For the purposes of these bylaws, the terms “officers,” “directors,” and “chairs” shall be synonymous.

Section 2. Powers and Duties. The Leadership Team shall:

- a. Have the general power to administer the affairs of the organization and to initiate and carry out its programs and policies;
- b. Act for the organization between the State Conventions;
- c. Set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles, and federal, state, and local laws, including a financial review at the end of each term of the Finance Chair;
- d. Have the power to amend the Manual of Policies and Procedures of AAUW-NM;
- e. Approve the appointment of members of all committees, working groups and task forces;
- f. Review, change as necessary, and recommend for adoption the following documents to the delegates to the State Convention:
 - 1) The proposed annual budget and any recommendation on changes to member and student associate dues as provided by the Finance Chair;
 - 2) The Public Policy Program and Priorities as provided by the Public Policy Chair(s); and
 - 3) Amendments to or revisions of the AAUW-NM Bylaws as provided by the Governance Chair.
- g. Revise the budget within available income during the year; and
- h. Recommend to AAUW the action to be taken in regard to the admittance of new branches or the discontinuance of current branches within AAUW-NM.

ARTICLE XII. LEADERSHIP TEAM OPERATIONS

Section 1. Meetings.

- a. Regular meetings of the Leadership Team shall be held at the call of the president(s) but at least twice a year.
- b. All members of the Leadership Team will be notified (at least 30 days in advance) of the place, date and time of meetings by one or more of the following methods:
 - 1) Newsletter;
 - 2) Email;
 - 3) US mail; and/or
 - 4) Phone call (voice or text).
- c. Special meetings of the Leadership Team may be called at any time by the president(s) or shall be called upon written request of two-thirds of the members of the Board. At least a 15-day notice of such meeting (using the methods shown in subsection b. above) and its agenda shall be given to the members of the Leadership Team.
- d. All meetings may be in person or via computer and/or telephone conference as per New Mexico state law. The key point is that all participants can hear each other at the same time.

Section 2. Quorum and Voting.

- a. The quorum in a meeting of the Leadership Team shall be one-third of the members of the Team with at least half being elected officers.
- b. A majority of votes will prevail as long as a quorum is present. A quorum once attained at a meeting, shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough directors to leave less than a quorum.
- c. All Leadership Team members present at the meeting in person or by electronic or telephonic means shall each have one vote. All officers shall have voting privileges. Co-officers shall have one vote each.

Section 3. Between meetings of the Leadership Team, a written or electronic vote of the Leadership Team may be taken at the request of the president(s) and confirmed by a majority of the Leadership Team, on any question submitted to them in writing provided that every member of the Leadership Team 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 by the president(s) and shall have the same effect as if at a Leadership Team meeting. The results of the vote shall be reported in the minutes of the next Board meeting.

Section 4. Committees

- a. The president(s) may establish standing and special committees, consisting only of members of the Leadership Team, as needed with consent of the Leadership Team. The Leadership Team must pass a resolution specifying the powers of each committee.
- b. With the approval of the Leadership Team, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW. Specific information about each committee's function will be in the Manual of Policies and Procedures.
- c. All committees shall provide written reports to the Leadership Team for the State Convention and at such other times as requested.

Section 5. Task Forces and Working Groups

- a. The president(s) may establish task forces and working groups as needed with consent by the Leadership Team. Members of these groups may be drawn from the general membership, and should be selected with due regard to geographical location.
- b. With the approval of the Leadership Team, each task force and working group shall formulate programs and activities to carry out the mission of AAUW. Specific information about the function of each task force and working group will be in the Manual of Policies and Procedures.
- c. All task forces, and working groups shall provide written reports to the Leadership Team for the State Convention and at such other times as requested.

ARTICLE XIII. LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS, AND LIABILITY OF THE ORGANIZATION

Liability and indemnification of officers and directors of AAUW-NM shall be governed by the New Mexico Nonprofit Corporation Act.

AAUW-NM shall obtain and keep in force liability insurance.

ARTICLE XIV. REGISTERED OFFICE AND REGISTERED AGENT

AAUW-NM shall have and continuously maintain a registered office and a registered agent. AAUW-NM will follow Sections 53-8-8, and 53-8-9 of the New Mexico Nonprofit Corporation Act with regard to changing its registered office and registered agent when necessary. Details about the current office and agent are to be kept in the Manual of Policies and Procedures.

ARTICLE XV. BOOKS AND RECORDS

AAUW-NM shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Leadership Team and committees having any of the authority of the Leadership Team. AAUW-NM shall keep at its registered office a record of the names and addresses of its members entitled to vote. All books and records of AAUW-NM may be inspected by any member, or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XVI. ARTICLES OF INCORPORATION AND BYLAWS

Section 1. AAUW-NM shall amend its Articles of Incorporation when needed to comply with AAUW or IRS requirements. If it is necessary to amend AAUW-NM's Articles of Incorporation, the Leadership Team shall follow the requirements of the New Mexico Nonprofit Corporation Act.

Section 2. The Registered Agent shall file with the New Mexico Office of the Secretary of State the Annual Report required by the New Mexico Nonprofit Corporation Act on or before November 15 in consultation with the AAUW-NM co-presidents.

Section 3. Amendments to and Revisions of Bylaws.

- a. Provisions of these bylaws not mandated by AAUW or the State of New Mexico Nonprofit Corporation Act may be amended or the entire bylaws may be revised by a

two-thirds (2/3) majority vote of members voting after a quorum is attained at any State Convention. Notice of proposed changes shall be published in the AAUW-NM newsletter at least 30 days prior to the meeting at which such changes are to be acted upon; or, if previous notice has not been given, by unanimous vote of the State Convention and ratification of two-thirds of the branches. The bylaws of AAUW-New Mexico and all subsequent amendments thereto and revisions thereof shall be forwarded to the national AAUW office.

- b. Any two elected officers are authorized to execute these bylaws and the Manual of Policies and Procedures.

Amended/Revised bylaws approved by AAUW-NM delegates at a scheduled State Convention on _____.

The Mandatory Conformance 2016 changes required by AAUW were incorporated into these bylaws as of _____.

The bylaws have been substantially revised to permit compliance with New Mexico State Statutes as of _____.

Date: _____
Printed Name _____
Title _____

Date: _____
Printed Name _____
Title _____

NOTE: Articles I-VII of these bylaws are mandated by AAUW. Articles VIII-XVI relate specifically to AAUW-NM. The font differs for these sets of Articles for clarity.