

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

BYLAWS

ARTICLE I. NAME AND GOVERNANCE

Section 1. 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, AAUW-New Mexico, or AAUW-NM.

Section 2. Governance. The bylaws of this organization shall in no way conflict with the AAUW Bylaws. Every amendment to the Bylaws of AAUW shall become effective and binding on AAUW-NM.

ARTICLE II. PURPOSE

The purpose of AAUW is to advance equity for women and girls through education, advocacy, philanthropy, and research. The purpose of AAUW-NM shall be to further the AAUW mission, program, and policies within the State and promote, encourage, and coordinate the work of the branches within New Mexico.

ARTICLE III. PROPER USE OF NAME AND LOGO

Section 1. The policies and program of AAUW and AAUW-NM shall be binding on all members, branches, and states and no member, branch, or state 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. 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. State and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further 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. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 4. Reference to membership in AAUW by an individual shall be interpreted as use of name in application of Section 1 & 2 of this article.

Section 5. On any national matter on which AAUW has no policy, the only action which may be taken by a member, branch, or state in the name of AAUW is to use the established channels to effect the formulation of a policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members. All branches of AAUW within the state shall be members of AAUW-NM.

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 a branch or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the 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 other 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 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 branches or other AAUW-affiliated entities on an annual basis shall be entitled to all

branch rights and privileges. A life member of AAUW who does not maintain branch 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 AAUW-NM.

c. Other Partner Members.

Other partner members include educational or other institutions and organizations meeting criteria established by the 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, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW-NM Leadership Team.

Section 5. Dues.

a. Amount.

(1) The annual AAUW-NM dues for branch members shall be fixed by a two-thirds vote at the Annual Convention, upon recommendation of the Leadership Team. Such dues are payable by each branch to the AAUW-NM Finance Chair on or before July 1. 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 AAUW deadlines.

(2) College/university partner members shall pay no AAUW-NM dues.

(3) Dues shall include the AAUW-NM publication distributed to all members electronically or by mail.

b. Payment. Member dues shall be payable in accordance with procedures established by 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. A branch recognized by AAUW between December 1 and June 30 shall pay AAUW-NM dues for each member at half the annual amount.

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 Board of Directors.

ARTICLE V. FINANCES

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

Section 2. Budget. The annual budget for AAUW-NM shall be prepared by the Budget Committee, reviewed by the Leadership Team, and approved by the delegates to the Annual Convention. The Leadership Team shall have the authority to revise the budget within available income.

Section 3. Financial Policies. AAUW-NM shall 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.

ARTICLE VI. OFFICERS

Section 1. Elected officers. All elected offices may be filled by electing more than one person to serve. If more than one person holds the office, they shall be known as “co-officers”. The officers of AAUW-NM shall be elected at the Annual Convention by the voting delegates according to the following schedule:

- a. In even-numbered years:
 - (1) President
 - (2) Membership Chair (Second Vice President)
 - (3) Secretary
 - (4) Academic Chair
 - (5) Nominating Committee Chair

- b. In odd-numbered years:
 - (1) Program Chair (First Vice President)
 - (2) Finance Chair
 - (3) Public Policy Chair
 - (4) AAUW Funds Chair

Section 2. Appointees. AAUW-NM shall have a minimum of seven (7) appointed officers. These officers shall be Bylaws Chair, Parliamentarian, Newsletter Editor, Web Page Contact, Media Relations Chair, Diversity Chair and Historian. Additional officers may be appointed as needed to carry out AAUW-NM activities. All officers shall be appointed by the President(s) and approved by the Leadership Team. Such appointments shall be for two years and will have voting privileges. When necessary, two people may be appointed to fill an office. These appointees shall be known as co-officers (and both will have voting privileges).

Section 3. Qualifications for Office. The elected officers and appointees shall be members of AAUW and AAUW-NM. Officers shall be chosen with due regard to geographical representation.

Section 4. Terms of Office. The 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. 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 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. No elected officer shall lose the right to complete his/her term of office regardless of changes to this Article.

Section 5. Vacancies.

- a. A vacancy in the office of President shall be filled for the unexpired term by the Program Chair (First Vice President).
- b. A vacancy in any office, other than President, shall be filled for the unexpired term by the Leadership Team upon recommendation of the President(s).

ARTICLE VII. DUTIES OF OFFICERS

Section 1. Duties. Officers shall perform the duties prescribed by these bylaws, by the Manual of Policies and Procedures adopted by the Leadership Team and by the current edition of Robert's Rules of Order Newly Revised.

- a. The President(s) shall:
 - (1) officially represent AAUW-NM in activities of AAUW and be the administrative contact person to AAUW;
 - (2) be responsible for submitting such reports and forms as required by AAUW and the State of New Mexico Public Regulation Commission; and
 - (3) disburse funds in the absence of the Finance Chair.
- b. The Vice Presidents shall perform such duties as the President(s) and the Leadership Team shall direct and as specified in the Policies and Procedures Manual. The Vice Presidents shall also act as presiding officer in the absence of the President(s).
- c. The Public Policy Chair and members of the Lobby Corps will represent AAUW-NM at the State of New Mexico Legislature.
- d. The Finance Officer and AAUW Funds Chair shall be responsible for collecting, distributing and accounting for the funds of the State and for meeting specific deadlines, including those of the IRS, the State of New Mexico and AAUW. The Finance Officer shall be the finance contact person to AAUW.
- e. The Secretary shall record and keep minutes of all Leadership Team, membership, and special meetings. The Secretary shall be the records contact person to AAUW.

Section 2. Reports. All officers and chairs shall submit annual reports to the President(s).

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. There shall be a nominating committee of at least three members. The chair shall be elected at the Annual Meeting by the voting delegates. The remaining members

shall be appointed by the Leadership Team and should be from a variety of locations throughout the state.

- b. The chair of the nominating committee shall have had previous experience on either the nominating committee or the Leadership Team.

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 Annual Meeting. The chair shall report to the members of the committee all names received.
- b. The nominating committee shall publish the list of nominees in the AAUW-NM newsletter issue immediately preceding the Annual Meeting.
- c. Nominations shall be presented during a scheduled business session at the Annual Meeting.
- d. Nominations may be made from the floor at the time 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 Annual Meeting.
- b. Elections shall be by ballot except when they are uncontested, in which cases the elections may be by voice vote.
- c. A majority of the votes cast shall be necessary for election.

ARTICLE IX. LEADERSHIP TEAM

Section 1. *Composition.* The Leadership Team, also known as the Board of Directors, shall include the elected officers, the appointed officers, the immediate past President(s) of AAUW-NM, and all Branch Presidents/Facilitators.

Section 2. *Administrative Responsibilities.* The Leadership Team shall have the general power to administer the affairs of the organization and to initiate and carry out its programs and policies, and shall accept responsibilities delegated by AAUW. It shall act for the organization between the Annual Conventions. The Leadership Team shall have fiscal responsibilities as outlined in Article V, Finances, Section 5. The Leadership Team shall have the power to amend the Manual of Policies and Procedures of AAUW-NM.

Section 3. *Branch Recommendations.* The Leadership Team shall 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.

Section 4. *Meetings and Quorum.*

- a. *Regular Meetings.* Regular meetings of the Leadership Team shall be held at the call of the President(s) but at least twice a year.

- b. *Special meetings.* 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, provided that at least a 15-day notice of such meeting and its agenda shall have been given to the members of the Leadership Team.
- c. *Quorum and Voting.* The quorum in a meeting of the Leadership Team shall be 10 members of the board with at least 5 being elected officers. All members present shall have one vote each.

Section 5. *Voting Between Meetings.* 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 result of the vote shall be in the minutes of the next Board meeting.

ARTICLE X. COMMITTEES AND TASK FORCES

Section 1. *Establishing Committees.* The President(s) may establish standing and special committees and task forces as needed with consent by the Leadership Team.

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

ARTICLE XI. MEETINGS OF AAUW-NM

Section 1. *Time, Place and Notification.*

- a. AAUW-NM shall hold an Annual Meeting, also called “the Annual or State Convention”, to conduct the business of the organization, such as electing officers, establishing dues, approving the budget, amending bylaws and receiving reports. The exact date, time and place of the Convention shall be determined by the Leadership Team and notice provided in the winter and spring AAUW-NM newsletters and on the AAUW-NM Web site.
- 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-New Mexico, provided that at least 30 days notice of such meeting and its agenda have been given to all of the branches and the members of the Leadership Team. Notice of such meetings shall also be posted on the AAUW-NM Web site.
- 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. *Representation.*

- a. *Voting Body.* The voting body of the Annual Convention or a special meeting AAUW-NM shall be composed of:
 - (1) *AAUW-NM 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 AAUW-NM.
 - (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 February 1. Such certification shall be the responsibility of the AAUW-NM Finance Chair.
 - (b) One delegate appointed by the President(s) for each 10 paid-up AAUW members of the State.
 - (c) One delegate for each college/university member of AAUW-NM.
- b. *Voting.* A member of the voting body shall cast no more than one vote.
- c. *Quorum.* Delegates from a majority of the branches shall constitute a quorum.

ARTICLE XII. PROPERTY

Section 1. The title for all property, funds, and assets of AAUW-NM, whether incorporated or not, shall at all times be vested in AAUW-NM 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-NM shall have complete control over the acquisition, administration, and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. In the event of the dissolution of AAUW-NM, all assets of AAUW-NM remaining after compliance with the New Mexico Nonprofit Corporation Act and any other applicable laws shall be transferred and delivered to AAUW or to an AAUW affiliated entity designated by AAUW.

ARTICLE XIII. 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 XIV. INDEMNIFICATION

Directors and all officers or other appointed representatives of AAUW-NM 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 XV. AMENDMENTS TO THE BYLAWS

The provisions of these bylaws not governed by the AAUW Bylaws may be amended at any Annual Convention by a two-thirds vote of those present and voting, provided notice of the proposed amendments shall have been published in the AAUW-NM newsletter 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 AAUW-NM shall become effective and binding on all branches within the state. Changes required to bring AAUW-NM bylaws into conformity with the bylaws of AAUW shall be made without the necessity of a vote of the membership. The bylaws of AAUW-New Mexico and all subsequent amendments thereto shall be forwarded to the National AAUW office.

/s/ Shelley Rossbach
Michelle "Shelley" Rossbach, Co-President

/s/ Karyl Lyne
Karyl Lyne, Co-President