

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
OF THE STATE OF MISSOURI**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name.

The name of this organization shall be the AAUW of the state of Missouri, hereinafter called the state.

Section 2. Governance.

The bylaws of this state shall in no way conflict with the AAUW Bylaws.

ARTICLE II. PURPOSE

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

ARTICLE III. USE OF NAME

Section 1. AAUW Policy.

The policies and program of AAUW 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. Freedom of Speech.

The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Violations.

Violation of the Use of Name policy shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership.

- a. All branches of AAUW within the boundaries of the state shall be members of the state.
- b. Individuals who meet the criteria for membership as described in AAUW Bylaws, Article IV are eligible to be admitted to membership in this state. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the state. The state member shall be entitled to vote, hold office and participate in all activities and programs and receive the publications distributed to all members.
- c. A national member of AAUW residing within the boundaries of the state may become a member of the state upon payment of state dues.
- d. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to the AAUW policies and procedures.

Section 2. Dues.

- a. The annual dues for state members and national members shall be determined by a two-thirds vote of members of the state at an annual meeting, provided notice has been given to the members 30 days prior to the meeting.
- b. Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the state, are required to pay annual state and branch dues.
- c. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and state dues.
- d. New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy.
- e. A college or university within the boundaries of the state which is a college/university member of AAUW shall also be a college/university member of the state and shall be entitled to send one voting representative to all state annual meetings.
- f. An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation with the state upon payment of fees established by the AAUW and state board of directors. Student affiliates may attend state and AAUW meetings and receive the publication distributed to all members. Affiliates may not vote nor hold office.

Section 3. Budget.

The annual budget and financial report shall be prepared by the state executive committee and approved by the board of directors for presentation at the annual meeting.

Section 4. Financial Review.

The board has fiduciary responsibility to the members of the state. The executive committee shall appoint a committee or certified public accountant to review the financial records of the state to ensure that they are consistent with generally accepted accounting principles and federal, state, and local laws.

ARTICLE V. NOMINATIONS AND ELECTIONS**Section 1. Nominations.**

- a. There shall be a nominating committee of five members elected in odd-numbered years by the board of directors at its first meeting of the fiscal year. At least one member shall be a member of the board of directors, one member shall be a past president of the state, and at least one member shall be from the general membership of the state. The committee shall elect its own chair.
- b. The term of service on the nominating committee shall be for two years for a maximum of six years consecutively.
- c. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the annual meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections.

- a. Elections shall be held at the annual meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office in which case the election may be by voice vote. Elections shall be by a majority vote of members present and voting or by plurality if there are three (3) or more candidates for a position.

ARTICLE VI. OFFICERS

Section 1. Officers.

- a. The elected officers, or co-officers, shall be president, president elect, vice-president for program, vice-president for membership, secretary and treasurer.
- b. The appointed officers, or co-officers, shall be education & equity funds, public policy, newsletter editor, communications, web manager, college/university relations, bylaws/parliamentarian, and historian. They shall be appointed by the president. Additional officers may be appointed by the president in consultation with the executive committee. The immediate past president shall serve as an officer in the capacity of advisor.
- c. Elected officers, except the president-elect, shall serve a term of two years or until their successors have been elected or appointed and assume office. The president-elect will serve one year.
- d. Appointed officers shall serve a term of two years and may be reappointed to serve up to two additional consecutive terms in the same position.
- e. No member shall hold more than one elected office at a time, and no member shall be eligible to serve more than one two-year term in the same elected office, except the treasurer who may serve for up to three two-year terms. A member may be elected to the same office previously held, only if the member has been out of that office for at least one two-year term. An officer serving thirteen months of a term shall be credited with having served that complete term.
- f. The president and president-elect shall have served on the board of directors a minimum of one year at some time prior to being elected. The vice-president for program, vice-president for membership, secretary, and treasurer shall have served on the board in the past, served as a state committee chair, or have had past comparable branch experience for their board position.
- g. All vacancies in office, excluding the president and president-elect, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the president-elect or the vice-president for program, with the board of directors filling the vacancy in the office of the vice-president for program. In case of a vacancy in the office of president-elect between the report of the nominating committee and the annual meeting, or between the elections as president-elect and assuming office, the nominating committee shall search and present a presidential candidate or candidates for election at the next annual meeting.
- h. The following officers shall be elected in even years: vice-president for membership and treasurer. The following officers shall be elected in odd years: president-elect, vice-president for program, and secretary.

Section 2. Duties.

- a. The officers shall perform the duties prescribed by these bylaws, by the policies adopted by the board of directors, and by the current edition of *Robert's Rules of Order, Newly Revised*.
- b. The president shall be the official spokesperson and representative for the state and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The president-elect shall perform such duties as the president and board shall direct.
- d. The vice presidents shall perform such duties as the president and board shall direct and as specified in the state's policies and job descriptions.
- e. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the state and for meeting specified deadlines.
- f. The secretary shall record and keep minutes of all business meetings.
- g. All officers and chairs shall submit annual written reports to the president.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition.

The board of directors shall include the elected officers and appointed officers of the state.

Section 2. Administrative Responsibilities.

The board shall have the general power to administer the affairs of the state and to initiate and carry out its program and policies, and shall accept responsibilities delegated by AAUW. It shall act for the state between annual meetings. The board shall have fiscal responsibilities as outlined in Article X, Financial Administration, Section 2.

Section 3. Branch Recommendations.

The board shall recommend to AAUW action to be taken in regard to the admittance of new branches or discontinuance of current branches within the state.

Section 4. Meetings.

Meetings of the board shall be held at least two times per year at the call of the president at such time and place as the president shall designate.

Section 5. Special Meetings.

Special meetings may be called by the president or shall be called upon written request of five members of the board or five branches of the state, provided that at least fourteen days notice of such meeting and its agenda have been given to the members of the board. Only that business of which notice has been given shall be transacted.

Section 6. Quorum.

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

Section 7. Voting Between Meetings.

Between meetings of the board, a vote may be taken at the request of the president on any question submitted to the board provided that every member of the board shall have the opportunity to vote

upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The voting may be in writing, conference call, or any electronic means. Deadline for responses shall be ten 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 and the result of the vote shall be in the minutes of the next board meeting.

Section 8. Removal From Office.

In the event of nonperformance of the duties of an officer or committee chair, the president, with board approval, may request the resignation of that individual. In the event of nonperformance of the duties of the president, the vice presidents with majority vote of the board may request the resignation of that individual. If the resignation of such officer is not forthcoming, the presiding officer with 2/3 vote of the board may declare the office vacant.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition.

The executive committee shall be composed of the elected officers.

Section 2. Duties.

The executive committee shall:

- a. give advice and counsel to the president;
- b. make recommendations to the board of directors and act for the board in the interim between meetings of the board except to assume duties specifically delegated to the board by these bylaws;
- c. perform such duties as may be assigned by the board;
- d. shall report to the board its work and actions.

Section 3. Meetings.

Meetings of the executive committee shall be held on the call of the president or by written request of three of its members.

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

Section 5. Voting Between Meetings.

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 ten 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 IX. COMMITTEES

Section 1. Establishing Committees.

The president may establish standing and special committees as needed with consent of the executive committee. The president may appoint chairs as needed.

Section 2. Purpose.

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

ARTICLE X. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year.

The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 2. Financial Policies.

The state shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

ARTICLE XI. MEETINGS

Section 1. Annual Meeting.

The state shall hold an annual state assembly to conduct the business of the state, including but not limited to electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports. The exact time and place shall be determined by the board of directors. In even-numbered years, the state assembly shall be part of a leadership conference. In odd-numbered years, the state assembly shall be part of a state convention.

Section 2. Special Meetings.

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 on the written request of five branches.

Section 3. Meetings Notice.

Notice of meetings shall be sent to all members of the state at least thirty days prior to the meeting.

Section 4. Voting.

Each voting member in good standing as of the official notice of the meeting may attend and be entitled to one vote at any annual or special meeting of members.

Section 5. Quorum.

The quorum shall be representation of one-fourth of the branches.

ARTICLE XII. PROPERTY

Section 1. Title.

The title for all property, funds and assets of the state, whether incorporated or not, shall at all times be vested in the state 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. The state 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. Dissolution.

In the event of the dissolution of the state, all assets of the organization shall be transferred and delivered to an AAUW entity.

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

According to Revised Statutes of Missouri 1994, 537.117: Any officer or members of the governing body of an entity which operates under the standards of Section 501(c) of the Internal Revenue Code of 1986, who is not compensated for his services on a salary or prorated equivalent basis, shall be immune from personal liability for any civil damages arising from acts performed in his official capacity. The immunity shall extend only to such actions for which the person would not otherwise be liable, but for his affiliation with such an entity. This immunity shall not apply to intentional conduct, wanton or willful conduct, or gross negligence. Nothing herein shall be construed to create or abolish immunity in favor of the entity itself.

ARTICLE XV. AMENDMENTS

Section 1. AAUW Mandated Amendments.

Amendments required by AAUW to bring state bylaws into conformity shall not require a vote of the members.

Section 2. Prior Approval.

All other proposed amendments to the state bylaws shall be sent to the AAUW Governance Committee chair for approval before being voted upon.

Section 3. Member Vote.

Provisions of these bylaws not governed by AAUW Bylaws may be amended at the annual state meeting by a two-thirds vote of those present and voting, provided written notice shall have been sent to the members at least thirty days prior to the meeting.

Bylaws Adopted: November 1975
Bylaws Chair Lorraine Whittington completed updates to the bylaws as adopted by the delegate Assembly April 21, 2007; and completed updates to the bylaws as adopted by AAUW in June of 2009.
The bylaws were last revised by the state assembly in May 2010.

A copy of these bylaws may be found on disc in the Bylaws files and in the President's files.