

**BYLAWS OF THE AMERICAN ASSOCIATION OF  
UNIVERSITY WOMEN OF BALLWIN-CHESTERFIELD, MISSOURI BRANCH**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) Ballwin-Chesterfield, Missouri Branch, hereinafter known as the "Affiliate."

**Section 2.** Affiliate. AAUW Ballwin-Chesterfield, Missouri Branch is an Affiliate of AAUW as defined in Article V.

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

**Section 2.** Policies and Programs. In keeping with this purpose, the Affiliate 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 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. Amount. 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 Affiliate 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 most current edition of *Robert's Rules of Order Newly Revised* shall govern the Affiliate 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 the Affiliate's Board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

#### **ARTICLE VIII. RIGHTS AND OBLIGATIONS OF BRANCH MEMBERS**

**Section 1.** Membership. A branch member shall be entitle to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

##### **Section 2.** Dues

a. Amount. A change in the annual branch dues for individual members shall be determined at the annual branch meeting by a two-thirds vote of those present and voting, provided notice has been given to the members 14 days prior to the meeting.

b. Payment. Branch dues payment procedures shall be established by the branch's policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliate may transfer membership to another branch or comparable AAUW-affiliate without payment of additional dues.

#### **ARTICLE IX. NOMINATIONS AND ELECTIONS**

##### **Section 1.** Nominations

a. A nominating committee of three (3) members shall be appointed by the branch Board of Directors at least three (3) months prior to the annual meeting. The committee as a whole will select the chair. A vacancy created by resignation of a committee member for any reason shall be filled by the branch Board of Directors.

b. The length of term shall be one (1) year for a maximum of two (2) years consecutively.

c. The report of the nominating committee shall be presented to the members at a prior branch meeting or in writing to each member at least (2) weeks before the election.

d. Nominations may be made from the floor at the time of the elections with the consent of the nominee.

## **Section 2. Elections**

a. Elections are held at the annual meeting.

b. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XV.3.

## **ARTICLE X. OFFICERS AND DIRECTORS**

### **Section 1. Officers**

a. The elected officers for the branch shall be co-presidents (hereinafter referred to as the president), co-vice presidents (hereinafter referred to as the vice president) of program, co-vice presidents (hereinafter referred to as the vice president) of membership, a secretary/archivist, a finance officer, and the immediate past-president, ex officio. Each elected officer shall have one vote.

b. There shall be two leadership positions. Each position will consist of two co-directors. These positions shall be as follows:

(1)AAUW Fund. This position shall consist of two elected co-directors, sharing one vote, and having overlapping terms. (Note: one will be elected initially for one year; the other for two years, both with the option for term renewal.)

(2)Public Policy. This position shall consist of two elected co-directors, sharing one vote, for a two year term.

(c)There shall be appointed directors for Branch Fundraising, Directory, Dollars for Scholars, Governance, Hospitality, Newsletter, Special Events, STEM, University Liaison, and Web Manager. (Note: one UL will be appointed initially for one year; the other for two years, both with the option for term renewal.) These directors shall be appointed by the President with the approval of the Board. Each position shall have one vote.

d. Terms. Elected officers and elected and appointed directors shall serve a term of two (2) years or until their successors have been elected or appointed and assumed office. The term of each officer or director shall begin on July 1.

e. Succession. All elected officers, elected directors, and appointed directors shall serve no more than two (2) consecutive terms in the same office. There shall be, thereafter, a lapse of four (4) years before an elected officer may serve again in the same office, and a lapse of one (1) year before an elected or appointed director may serve again in the same office.

f. The incoming president may call a meeting of the incoming officers prior to July 1.

g. A vacancy in the office of an elected officer or director, excluding the president, shall be filled for the unexpired term by the branch Board of Directors. A vacancy in the office of president shall be filled by the vice presidents in the order listed:

Second Year Vice president - programs

Second Year Vice president - membership

First Year Vice president - programs

First Year Vice president - membership

h. If the vacancy still exists, the branch Board of Directors will appoint someone to serve until the following annual elections.

i. A president, a vice president for membership, and a vice president for program shall be elected each year to succeed the corresponding officers whose terms are ending. The secretary/archivist shall be elected in even numbered years. The finance officer shall be elected in odd numbered years.

## **Section 2. Duties**

a. Officers, elected and appointed directors shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of Robert's Rules of Order, Newly Revised. Officers, elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

b. The president shall officially represent the branch in activities of AAUW. The president shall be responsible for submitting such reports and forms as required by AAUW, and the state, including the names of designated contacts for administration and finance of this branch.

c. The vice presidents shall perform such duties as the president and branch Board of Directors shall direct and as specified in branch policies and job descriptions.

d. The secretary/archivist shall keep minutes of the meetings of the membership and of the branch board, shall act as branch

archivist, and shall perform such other duties as the president and branch Board of Directors shall direct.

e. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the branch and for meeting specific deadlines.

f. The immediate past-president, ex-officio, shall act as advisor to the president, branch representative to AAUW St. Louis Metro Area Interbranch Council and shall be responsible for completion of branch Recognition Forms.

g. All officers, directors and chairs shall submit annual reports to the president.

## **ARTICLE XI. BRANCH BOARD OF DIRECTORS**

**Section 1.** Composition. The branch board of directors shall be composed of the elected officers, elected directors and appointed directors. All members of the branch board of directors shall be AAUW members. The board of directors must include a minimum of two separate officers, one responsible for the management of the organization and one responsible for the financial affairs. In addition, the branch shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each notice branch and board meeting.

**Section 2.** Administrative Responsibilities. The branch board of directors shall manage and supervise the business and activities of the branch subject to the instruction of the annual meeting. It shall accept the responsibility for such matters as delegated by AAUW and the state board. It shall have the power to create special committees, and task forces as deemed necessary and to participate in Interbranch Council, and shall perform such other duties as are specified by these bylaws. The branch board shall have fiscal responsibility as outlined in Article XIV, Financial Administration, Section 2.

**Section 3.** Meetings. Meetings of the branch board of directors shall be held at least six (6) times a year. Special meetings may be called by the president or upon the written request of four (4) members of the branch board.

**Section 4.** Quorum. A quorum of a branch Board of Directors shall be a majority of those entitled to vote. Each elected officer has one vote. Elected directors and appointed directors shall share one vote per position in any board action. A member of the branch board is entitled to have only one vote, regardless of the number of positions that the person holds.

**Section 5. Electronic Voting.** Electronic voting between meetings of the branch Board of Directors and/or the Executive Committee may be taken at the request of the President provided every member of the branch Board or Executive Committee shall have an 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 branch board meeting. The result of the vote shall be in the minutes of the next branch board meeting.

**Section 6. Removal from Office.** An officer or director elected by members may be removed by the members only at a meeting called for the purpose of removing the officer or director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the officer or director. In the event of nonperformance of the duties of appointed directors of the branch board or a committee chair, the president, with majority vote of the branch board, may request the resignation of that individual.

## **Article XII. EXECUTIVE COMMITTEE**

**Section 1. Composition.** The executive committee shall consist of the elected officers.

**Section 2. Duties.** The executive committee shall have the power to act for the branch board between meetings of the branch board and shall report to the branch board on all actions taken by it. It shall perform such duties as may be delegated to it by the branch board.

**Section 3. Meetings.** Meeting of the executive committee shall be held on the call of the president or by written request of one of its members. Notification to the members must be given at least one day before the meeting.

**Section 4. Quorum.** The quorum of the executive committee shall be a majority of its elected officers.

## **ARTICLE XIII. COMMITTEES**

**Section 1. Standing Committees.** Standing Committees shall be Program, Membership, AAUW Fund, Public Policy, Finances, Governance, College/ University Relations, University Liaison, International Relations, Care Notes, and any others deemed necessary by the branch Board of Directors.

**Section 2. Appointments.** Standing Committees shall be chaired as



designated by election or appointment by the president or as deemed necessary by the branch Board of Directors.

**Section 3.** Special Committees. Special committees may be appointed by the president with the consent of the branch Board of Directors.

**Section 4.** Committee Appointments. Members of the committee may be selected by the chair with the consent of the president.

#### **ARTICLE XIV. 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 branch board 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. No indebtedness in excess of \$100 over amounts provided for in the budget shall be incurred by the branch except upon approval by the branch board of directors. Any additional expenditure, not covered by a line item in the budget, up to \$500, must be approved by the branch board of directors. Any additional expenditure, not approved by a line item in the budget, in excess of \$500, must be approved by the branch board of directors and voted on by the membership.

**Section 3.** Budget. The branch board shall adopt an annual budget for presentation to the branch at the October branch meeting.

#### **ARTICLE XV. MEETINGS**

**Section 1.** Branch Meetings. There shall be at least seven (7) daytime meetings of branch members during the fiscal year. The branch board shall determine the time and place for these meetings.

**Section 2.** Annual Meeting. The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers and directors, establishing dues, amending bylaws, and receiving reports. This meeting shall be held between March and May, with the exact time and place to be determined by the branch board of directors.

**Section 3.** Quorum. Fifteen (15) percent of the members of the branch shall constitute a quorum.

**Section 4.** Special Meetings. Special meetings may be called by the

president, four (4) members of the branch Board of Directors, or by the written request of seven (7) members of the branch. Notice of the date, time, place, and the business to be brought before the meeting shall be sent by the secretary, in writing, to the branch members at least five (5) days in advance. Only business for which notice has been given shall be transacted.

#### **ARTICLE XVI. ELECTRONIC MEETINGS**

Any meeting of the membership, board, executive committee, task forces, or other AAUW Ballwin-Chesterfield groups may be conducted in whole or part by electronic means as long as all persons participating, whether in person or electronically, may hear each other and communicate in real time. Participation in an electronic meeting constitutes attendance and any official actions shall be recorded in the minutes.

#### **ARTICLE XVII. INDEMNIFICATION**

According to the Revised Statutes of Missouri, 2016, 537.117, " Any officer or member 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 an immunity in favor of the entity itself."

#### **ARTICLE XVIII. AMENDMENTS TO THE BYLAWS**

a) AAUW-mandated amendments shall be adopted by the Branch's Board of Directors without a vote of the Branch's membership.

b) Provisions of the Branch's bylaws not mandated by AAUW may be amended by a two-thirds vote of members voting after a quorum is attained.

c) Written notice of proposed bylaws amendments shall be sent to the entire membership at least 14 days prior to the applicable meeting.

d) All non-mandated proposed amendments to the branch bylaws shall be sent to the state governance chair for approval before

the call for the branch vote.

Mandatory Amendment January 5, 2017  
Amended July 23, 2021