

BYLAWS
of the
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW) of
LAS CRUCES, NEW MEXICO BRANCH, Inc.

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be The American Association of University Women (AAUW) Of Las Cruces, New Mexico Branch, Inc., hereinafter known as the “Branch.”

Section 2. Affiliate. American Association of University Women (AAUW) Of Las Cruces, New Mexico Branch, Inc., is an Affiliate of AAUW as defined in Article V.

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

Section 2. Policies and Programs. In keeping with this purpose, the Branch 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.

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.

- (1) 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.

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.

b. 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.

- c. 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.
- d. 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 the Branch 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 Branch’s board of directors without a vote of the branch’s membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. BRANCH 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-New Mexico (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. The Branch shall be a member 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. Branch Dues.

- a. The fiscal year shall correspond with that of AAUW and shall be July 1 through June 30.
- b. Changes in Branch dues shall be established by a two-thirds majority vote at the annual meeting upon the recommendation of the Branch board of directors. A change to the amount of dues will become effective on July 1 of the fiscal year for which it is approved.
- c. Member dues shall be payable as follows:
 - 1) Continuing Members pay Branch, AAUW-NM and AAUW National dues.
 - 2) Paid Life Members continue to pay Branch and AAUW-NM dues.
 - 3) Honorary Life Members are exempt from paying Branch and 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, AAUW-NM, and Branch portions of dues paid by new members joining between January 1 and March 15 shall be one-half (1/2) the annual dues. 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 for the upcoming fiscal year.
 - 6) Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another Branch.
- d. Student associate dues (if any) for the Branch shall be established by the Branch board.
- e. The appointed representative(s) of a college/university partner member may choose to affiliate with the Branch by paying State and Branch dues.
- f. Dues shall include publications from AAUW, AAUW-NM, and AAUW-Las Cruces which shall be distributed to all members electronically or by USmail.

NOTE: Articles I-VIII of these bylaws (above) are mandated by AAUW. Articles IX-XVIII relate specifically to the Branch. The font differs for these sets of Articles for clarity.

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 people share an office, they shall be known as co-officers. A member may not be elected to more than one office simultaneously. A member may be appointed to more than one office simultaneously.
- b. An officer may hold more than one position at a time with the exception that the president and the secretary or president and treasurer shall not be the same person.
- c. There shall be at least three elected officers at all times: President, Secretary, and Treasurer.
- d. All elected and board appointed officers shall be members of AAUW, AAUW-NM and the Branch. The Immediate Past President shall serve on the board with vote.
- e. Elections shall be held in which all members at the time of the meeting notice may vote. The Board of Directors shall determine the method(s) of voting in compliance with NM Statutes: 53 Corporations,

Article 8 Nonprofit Corporations, Section 53-8-15 (2019)

- 1) In even-numbered years:
 - i. Co-President
 - ii. Co-Vice President for Membership
 - iii. Co-Vice President for Program
 - iv. Treasurer
 - 2) In Odd-numbered years:
 - i. Co-President
 - ii. Co-Vice President for Membership
 - iii. Co-Vice President for Program
 - iv. Secretary
- f. The Branch will have appointed officers, which includes Academic chair, Communications chair, Public Policy chair, and Special Projects chair who shall serve on the board with vote. Additional officers with vote may be appointed as needed to carry out Branch activities.
- g. All non-elected officer appointments shall be made by the president. Appointments must be approved by a majority of the Branch board either during a regular board meeting or by an e-vote.

Section 2. The names of the Branch 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 contact names for administration and finance to AAUW.

Section 3. Officers shall perform the duties prescribed by these bylaws, the Branch 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.

- a. The president shall:
 - 1) Be the official spokesperson and representative for the Branch;
 - 2) Be the presiding officer at member and board meetings;
 - 3) Be responsible for submitting such reports and forms as required by AAUW and AAUW-NM;
 - 4) Be responsible for ensuring that the Branch bylaws conform with AAUW and AAUW-NM bylaws, and New Mexico state law;
 - 5) Disburse funds in the absence of the Treasurer; and
 - 6) Automatically be a member of the AAUW-NM Leadership Team.
- b. The secretary shall record, keep, and make available upon request the minutes of each noticed Branch membership meeting, board meeting, and special meeting. Minutes are to be kept in a book maintained for this purpose.
- c. The treasurer shall be responsible for collecting, distributing and accounting for the funds of the Branch, Chair the Budget Task Force, and serve as Registered Agent for the Branch (Article XVI below). She shall also file the annual 990 report required by the IRS, and shall serve as Finance Officer and Chair the Budget Task Force. The treasurer shall also file the Annual Report with the NM Secretary of State pursuant to the "Nonprofit Corporation Act"
- d. All officers shall submit annual reports to the Branch board.

Section 4. Nominations and Elections of Officers

- a. Nominating Task Force. The chair of the nominating Task Force shall be elected by the board at least 3 months prior to the annual meeting. Additional Task Force members shall be appointed by the board. The Task Force shall include at least 2 members of the board. The nominations slate shall be distributed to the Branch members at least 2 weeks before the election at the annual meeting.
- b. Nominations for elected officers may be made from the floor at the time of the election provided

consent of the nominee has been obtained. Elections shall be by secret ballot unless there is only one nominee for a given office, and then a voice vote may be taken. Voting shall be as specified in Article X, Section 3. A majority of the votes cast shall be necessary for election.

Section 5. Terms of Office. The two-year term of each elected officer and one year term of each appointed officer shall begin on July 1. However, the incoming or continuing President may call meetings of the incoming Branch board prior to July 1 to consider appointments and make plans for the coming year. Members are eligible to hold the same (or different) officer position(s) simultaneously other than as specified in Article IX, Section 1.b

- a. No member shall hold the same elected 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 elected.
- b. No member shall serve as an officer on the board in the same or different capacity 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.
- c. When an officer is replaced due to term limits, she must stay off the board for at least one year, at which time she can run for election or accept an appointment.
- d. No elected officer shall lose the right to complete her term of office regardless of changes to this Article unless removed according to Article IX, Section 6.

Section 6. Removal of Officers. Any officer of the Branch may be removed when the membership (in the case of an elected officer) or the board (in the case of an appointed officer) believes that, in their judgment, the best interest of the Branch will be served thereby.

- a. To remove an elected officer, 14 days' notice shall be given for a special membership meeting, stating this purpose. Once a quorum is attained, a majority vote of those present shall be sufficient to remove the officer.
- b. To remove an appointed officer, 14 days' notice shall be given for a special board meeting, stating this purpose. Once a quorum is attained, a two-thirds majority vote of the Branch board shall be sufficient to remove the officer.

Section 7. Vacancies.

- a. A vacancy in an office may be filled for the unexpired term by a majority vote of the board at a regular meeting or by e-vote.
- b. Any elected officer position to be filled by reason of an increase in the number of officers may be filled by the board for a term of office continuing only until the next election of officers.

ARTICLE X. BRANCH MEMBERSHIP MEETINGS

Section 1. Meetings

- a. There shall be at least 6 general membership meetings each year.
- b. A general membership meeting held between April 1 and June 30 shall be designated the annual meeting.
 - 1) The date, time and place shall be determined by the board; and
 - 2) The annual meeting shall be to: conduct business; review and approve the budget; review the financial report; elect officers; change dues; receive reports of officers, task forces and working groups; and give directions to the board.
- c. Special meetings may be called by the president, a majority of the board, or by the written request of at least 25% of the Branch membership.

Section 2. Notice of Meetings

- a. All members of the Branch shall be notified of the place, date and time of meetings at least 10 days prior to the meeting by one or more of these methods:
 - 1) Newsletter;
 - 2) Yearbook;
 - 3) Email;
 - 4) US Mail; and/or
 - 5) Phone call (voice or text).
- b. In the case of special meetings, the meeting notice shall include the purpose for which the meeting is called, and only business specified in the notice shall be transacted. Meeting notice shall be provided at least seven days prior to the meeting, other than a meeting called for the removal of an elected officer, in which case 14 days' notice is required (Article IX, Section 6.a)
- 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.

Section 3. Voting and Quorum

- a. All Branch members are eligible to vote at Branch meetings. Each member is entitled to one vote.
- b. Voting shall be in person. Voting by proxy is not allowed.
- c. If any business is to be conducted at the meeting, then a quorum must be attained. The quorum shall be 25% of the Branch membership.
- d. A majority of the votes taken is required for the approval of the action or choice being voted upon, except to change Branch dues, remove officers or amend the bylaws. Voting to:
 - 1) Change dues shall be as specified in Article VIII, Section 2.b above
 - 2) Remove officers shall be as specified in Article IX, Section 6 above
- e. If voting in person for the purpose of electing the Board of Directors is not feasible, a mail vote may suffice providing the ballot is returned by 25% of the membership.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Membership

- a. The board shall include elected and specified appointed officers (Article IX, Section 1.f) and the immediate past president. The number of elected officers shall exceed the number of appointed officers serving on the board with vote.
- b. For the purposes of these bylaws, the terms "officers" and "directors" shall be synonymous.

Section 2. Powers and Duties. The board shall:

- a. Have the general power to administer the affairs of the Branch in accordance with the policies and programs of AAUW and AAUW-NM
- b. Develop the budget for the upcoming fiscal year and recommend any need for a change in dues for the following fiscal year. The board shall present these items to the Branch membership for approval at the annual meeting;
- c. Have the power to create Board committees, special task forces and working groups, as deemed necessary to carry out the work of the Branch;
- d. Have the power to approve Interest Groups to be organized by Branch members;
- e. Have the power to approve co-sponsorship of functions with other organizations;

- f. Have the power to amend the Branch Manual of Policies and Procedures, including those actions
- g. needed to safeguard Branch funds and control financial records consistent with generally accepted accounting principles and Federal, New Mexico and local laws;
- h. Oversee an annual financial review; and
- i. Oversee the review and revision of Bylaws as necessary and recommend adoption by the Membership at a regular meeting.

ARTICLE XII. BOARD OF DIRECTORS OPERATIONS

Section 1. Meetings of the Board.

- a. Regular meetings of the board shall be held at least six times a year.
- b. Board meetings are open to all Branch members.
- c. Special meetings shall be called by the president upon the written request of 3 members of the board at least 3 days prior to the date of the meeting.
- 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. All members who participate electronically are considered to be present at the meeting in person.

Section 2. Notice of Meetings.

All members of the board shall be notified of the place, date and time of meetings at least 7 days in advance by one or more of these methods:

- a. Email;
- b. Newsletter;
- c. Yearbook;
- d. US Mail; and/or
- e. Phone call (voice or text)

Section 3. Quorum and Voting

- a. The quorum of the board shall be a majority of the board including at least three elected officers.
- b. A majority of votes shall 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 officers to leave less than a quorum.
- c. All board members present at the meeting, in person or by electronic or telephonic means, shall have one vote. Voting by proxy is not allowed. Co-officers shall each have one vote.

Section 4. Between meetings of the board, a written or e-vote of the board may be taken at the request of the president on any question submitted to the board in writing, or electronically, provided that every member of the board shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if cast at a board meeting. The results of the e-vote shall be reported in the minutes of the next board meeting.

Section 5. Task Forces and Working Groups

- a. Task forces and/or working groups may be appointed by the president with approval by the board for such purposes as the board may specify.
- b. All task forces and working groups shall provide written reports to the board for the annual meeting and at such other times as requested.

ARTICLE XIII. COMMITTEES

Committees consisting only of members of the board may be created by the board. The board must pass a resolution specifying the powers of each specific committee.

All committees shall provide written reports to the board for the annual meeting and at such other times as requested.

ARTICLE XIV. AAUW-NM STATE CONVENTION/ANNUAL MEETINGS

Delegates and alternates to state conventions, as described in the AAUW-NM bylaws, shall be chosen as follows: the board shall ask members if they are planning to attend the business meetings at the state convention. Those who answer yes shall be the official Branch delegates as long as there are fewer than the Branch's allotted number. State bylaws provide that each Branch is allotted 7 delegates plus one for each 25 members (or major fraction thereof), in addition to any Branch members who are state officers. If more than this number from the Branch plan to attend, the board shall select its official delegates from this "pool" of members.

ARTICLE XV. INDEMNIFICATION OF OFFICERS AND DIRECTORS, AND LIABILITY.

Liability and indemnification of officers and directors of this Branch shall be governed by the New Mexico Nonprofit Corporation Act [Chapter 53, Article 8, Sections 25 and 26, NMSA 1978]. The Branch shall obtain and keep in force liability insurance to cover all events the Branch sponsors.

ARTICLE XVI. REGISTERED OFFICE, REGISTERED AGENT

Section 1. The Branch shall have and continuously maintain a registered office and a registered agent. The Branch shall follow Sections 53-8-8, and 53-8-9 of the New Mexico Nonprofit Corporation Act [Chapter 53, Article 8-9, NMSA 1978] with regard to changing its registered office and registered agent when necessary.

Section 2. The Registered Agent (or other officer) shall file the Annual Report required by the New Mexico Nonprofit Corporation Act on or before November 15 in consultation with the Branch president.

ARTICLE XVII. BOOKS AND RECORDS

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

ARTICLE XVIII. ARTICLES OF INCORPORATION AND BYLAWS

Section 1. The Branch shall amend its Articles of Incorporation when needed to comply with AAUW or IRS requirements. If it is necessary to amend the Branch's Articles of Incorporation, the board shall follow the requirements of the New Mexico Statutes 53 Corporations, Article 8 Nonprofit Corporations, Section 53-8-15 (2019).

Section 2. Amendments to Bylaws.

- a. Provisions of these bylaws not mandated by AAUW or the State of New Mexico Nonprofit Corporation Act [Chapter 53, Article 8, NMSA 2019] may be amended by a two-thirds majority vote of members voting after a quorum is attained at a regular membership meeting. Notice of a proposed bylaws amendment or revision shall be sent to the entire membership no fewer than ten but no more than sixty days prior to the applicable meeting where the amendment or revision is to be acted upon.
- b. If voting in person for the purpose of amending or revision is not feasible, a mail vote may suffice providing the ballot is returned by two-thirds (2/3rds) of the membership.
- c. The bylaws of the Branch and all subsequent amendments thereto shall be forwarded to the national AAUW office.

d. The President and the Secretary are authorized to execute these bylaws.

These substantially revised bylaws, which include 2016 AAUW mandatory language and are in compliance with the New Mexico State Statutes were approved by Branch members at a regularly scheduled Branch meeting on October 9, 2020

Laura Bernis 5-14-2021
President Date

Murray Lewis 05-14-2021
Secretary Date

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