

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN**  
**Bylaws of the State of Tennessee**

**ARTICLE I. NAME**

**Section 1. Name**

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

**Section 2. Governance**

The Bylaws of this organization shall in no way conflict with the Bylaws of AAUW. Every amendment to the Bylaws of AAUW shall become effective and binding on this state.

**ARTICLE II. PURPOSE**

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

**ARTICLE III. USE OF NAME**

**Section 1. Policies and Program.** The policies and program of AAUW and the state shall be binding on all members and no member 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. Proper Use of Name and Logo.** 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. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. 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. Individual 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.

**ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. Composition of Membership.**

The membership of AAUW shall consist of individual and partner members.

**Section 2.** **Qualified Institutions.** Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and have full regional accreditation or appropriate professional association approval.

### **Section 3.** **Basis of Membership**

**(1) Individual Member 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 state of AAUW 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 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 comparable 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 organization 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. Paid life members of AAUW who are branch members within the boundaries of the state, are required to pay annual state and branch dues.
- (c) **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 payment of AAUW and state dues. (NOTE: They must pay branch dues unless the branch bylaws specify otherwise.)

- (d) **Privileges.** A life member who maintains a membership in one or more branches or comparable AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member who does not maintain branch membership shall be entitled to national membership 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 a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state or branch bylaws.

**Section 4. Student Affiliates.**

An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with this organization upon payment of fees established by AAUW and this organization's boards of directors. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publication distributed to all members of AAUW. Affiliates may not vote or hold office. State and Branch fees for student affiliates shall be established by state or branch rules.

**Section 5. Dues.**

- a. **Amount.**
- (1) The annual state dues for individual members shall be determined by a two-thirds vote of those present and voting at the annual meeting, provided written notice has been given to all the members thirty days prior to the convention.
  - (2) The AAUW Board of Directors shall set the dues for partner members.
  - (3) 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.
- 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.

**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 the AAUW bylaws, with action taken following policies and procedures adopted by

the Board of Directors.

## **ARTICLE V. NOMINATIONS AND ELECTIONS**

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

- a. There shall be a nominating committee of three members appointed by the president and approved by the board of directors for a term of two years. When possible the committee members should represent the three Grand Divisions (East, West and Middle) of the state and include a branch president and a past state president.
- b. The chair of the nominating committee shall be appointed by the president.
- c. Qualifications for elected officers should be publicized by November 1, and nominations from members for elected officers shall be submitted to the Chair of the Nominating Committee in writing by December 1 prior to the annual meeting. The chair shall report to the members of the committee all names and background information received.
- d. The nominating committee shall present a list of nominees to each member of the organization at least 60 days prior to the annual meeting.
- e. Nominations may be made from the floor at the time of the election, provided the written consent of the nominee has been obtained.

### **Section 2. Elections.**

- a. All elections shall be held at a state convention/annual meeting.
- b. Elections shall be by ballot except when there is only one candidate for an office in which case the election may be by voice vote. Election shall be by a majority vote of those present and voting.

## **ARTICLE VI. OFFICERS**

### **Section 1. Officers.**

- a. The elected officers for the organization shall include a president, president-elect and a finance officer. These officers and the immediate past-president shall constitute the executive committee. Each position may be filled by co-officers.
- b. The appointed officers of this state shall be an independent recorder of minutes, a communications team, and other officers as needed. The independent recorder of minutes shall be appointed by the president at each meeting. The communications team shall include a web master and a newsletter editor and shall be appointed by the president in consultation with the Board.
- c. There shall be an advisory committee comprised of one representative from each branch. The branch representative shall be the President or his/her designate.

- d. Officers shall be chosen with due regard to requirements for the office. While qualified persons shall be given priority, geographical representation will be considered.
- e. The president and president-elect shall serve for a term of one year or until their successors have been elected or appointed and have assumed office. The finance officer shall serve for two years. The term of each officer shall begin on July 1.
- f. No member shall hold more than one elected office at a time, and no member shall be eligible to serve the same elected office for more than two consecutive terms.
- g. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the Executive Committee. A vacancy in the office of president shall be filled by the president-elect.
- h. The president and president-elect shall be elected every year. The finance officer shall be elected in odd-numbered years.

## **Section 2, Duties.**

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the board of directors, and by the current edition of *Robert's Rules of Order, Newly Revised*.
- b. The president or official representative shall be the official spokesperson and representative for the organization and shall be responsible for submitting such reports and forms as required by AAUW, including providing AAUW with designated contacts for administration and finance.
- c. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the organization and for meeting specific deadlines.
- d. The independent recorder of minutes shall record and keep minutes for that meeting, making them available to members upon request.
- e. All officers shall submit annual reports of their work to the state president and/or the membership.

## **ARTICLE VII. BOARD OF DIRECTORS**

**Section 1, Composition.** The board of directors shall include the elected officers, appointed officers, members of the advisory committee, and such others as deemed necessary.

**Section 2, Administrative Responsibilities.** The board of directors shall have the general power to administer the affairs of the organization and to initiate and carry out its program and policies. It shall act for the state between conventions/meetings. The board shall establish policies and procedures consistent with generally accepted accounting principles and federal, state and local

laws to control the financial records of the state. The board may adopt rules to govern its proceedings.

**Section 3. Branch Recommendations.** The board shall recommend to AAUW action to be taken in regard to admittance of new branches or discontinuance of present branches. (For specifics see the *AAUW Bylaws*, Article XI).

**Section 4. Meetings.** Regular meetings of the board of directors shall be held at least twice a year at the call of the president at such time and place, as the president shall designate. At least one of these meetings shall be face-to-face.

**Section 5. Special Meetings.** Special meetings of the board of directors shall be called at any time by the president or upon written request of one-third of the board, provided that at least fifteen days notice of such meeting and its agendas are given to the members of the board.

**Section 6. Quorum.** The quorum for a meeting shall be a majority of the members of the board of directors. Co-officers shall be considered as one voting member of the board.

**Section 7. Voting Between Meetings.** In the interim between meetings of the state board of directors, a written, conference call or electronic vote may be taken at the request of the president on any question submitted to all members of the board in writing or by the previously mentioned means. Voting shall close thirty days after the question has been submitted. If a majority shall vote on a question sent to the members of the board, the vote shall be counted and shall have the same effect as if cast at a meeting of the board. The board shall be immediately notified of the result.

**Section 8.** Between meetings of the board, the board may delegate such authority as it deems necessary to the executive committee.

## ARTICLE VIII. EXECUTIVE COMMITTEE

**Section 1. Composition.** The executive committee shall be composed of the elected officers and the immediate past president.

**Section 2. Duties.** The executive committee shall act for the board of directors in the interim between meetings of the board except to assume such duties as are specifically delegated to the board by these bylaws. The executive committee shall report to the board its work and actions.

**Section 3. Meetings.** Meetings of the executive committee shall be held at least once a year at the call of the president or at the written request of three members of the executive committee. Meetings may be either face-to-face or electronic.

**Section 4. Voting Between Meetings.** In the interim 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 or by previously mentioned means, to all

members of the executive committee. Voting shall close thirty days after the question has been submitted. If a majority shall vote on a question sent to the members of the executive committee, 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 committees or task forces to accomplish specific tasks with consent of the board.

**Section 2. Purpose.** Each committee or task force is appointed for the coordination and completion of one specific goal. The policy sheet will contain additional details.

## **ARTICLE X. STATE**

**Section 1. Structure.** Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they deem necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization may remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

**Section 2. Contact.** Each state or multistate organization shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the state or multistate organization's structure. If the branches within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact.

**Section 3. Recorded minutes.** Each state or multistate organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed state or multistate meeting and board meeting.

## **ARTICLE XI. BRANCHES**

**Section 1. Organization.** Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting.

## **ARTICLE XII. ADDITIONAL AAUW ENTITIES**

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

## **ARTICLE XIII. FINANCIAL ADMINISTRATION**



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

**Section 2. Financial Policies.** The organization shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws.

#### **ARTICLE XIV. MEETINGS OF THE STATE**

**Section 1. Annual Meeting.** The state shall hold at least one meeting each year to be known as the annual meeting to conduct the business of the organization, including the election of officers and the receiving of reports. The date, time and place shall be determined by the Executive Committee.

**Section 2. Special Meetings.** Special meetings may be called by the president, or shall be called by the president on the written request of one-third of the board of directors.

**Section 3. Meetings Notice.** Notice of meetings shall be sent to all members of the organization at least sixty days prior to the meeting. All state meetings, including meetings of the board of directors, shall be open and may be attended by any member of the state.

**Section 4. Voting.** Each 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.** Meeting attendees representing a majority of the branches shall constitute a quorum.

#### **ARTICLE XV PROPERTY**

**Section 1. Title.** The title to all property, funds and assets is vested in the state for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW.

**Section 2. Dissolution.** In the event of the dissolution of AAUW of Tennessee or the termination of its affiliation with AAUW, all assets of the state shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

#### **ARTICLE XVI. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

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

Every member of the board may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the state board approves such settlement and reimbursement as being in the best interest of the state. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

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

**Section 1. AAUW Mandated Amendments.** Amendments required to bring the organization bylaws into conformity shall not require a vote of the members, except that an incorporated state shall take the necessary steps required by the state bylaws, its articles of incorporation, and state law.

**Section 2. Prior Approval.** All other proposed amendments to the organization bylaws shall be sent to the AAUW Governance Committee Chair for approval before being voted upon by the organization membership.

**Section 3. Member Vote.** Provisions of these bylaws not governed by AAUW *Bylaws* may be amended at the annual organization meeting by a two-thirds vote of those present and voting, provided written notice shall have been sent to the members at least 30 days prior to the meeting

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