

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

**ARTICLE I. NAME**

The name of this organization shall be the American Association of University Women of the state of Colorado, hereafter called the state.

**ARTICLE II. GOVERNMENT**

The Charter and Bylaws of the American Association of University Women, hereafter called the Association, shall govern this state in all practices. The bylaws of this state shall in no way conflict with the Charter and Bylaws of the Association. Every amendment to the bylaws of the Association shall become effective and binding on this state.

**ARTICLE III. PURPOSE**

The purpose of the American Association of University Women is to promote equity for women and girls, education and self-development over the lifespan, and positive societal change. The purpose of the state of Colorado shall be to further the Association purposes and policies within this state. The state of Colorado shall organize new branches of the Association within the state, promote, encourage and coordinate the work of the branches throughout the state, and cooperate in AAUW and regional work.

**ARTICLE IV. USE OF NAME**

**Section 1.** The policies and program of the Association and the state shall be binding on all members, branches and states; and no member, branch or state shall use the name of the Association to oppose such policies or program. Established channels may be used to change a policy or program.

**Section 2.** The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

**Section 3.** Reference to membership in the Association by an individual shall be interpreted as use of name in application of Section 1.

**Section 4.** On any national matter on which the Association has no policy, the only action which may be taken by a member, branch or state in the name of the Association is to use the established channels to effect the formulation of a policy.

**Section 5.** Violation of the use of the Association's name shall result in:

- a. a member's suspension for one year or expulsion from membership, or
- b. a loss of recognition of a branch.

**ARTICLE V. MEMBERSHIP**

**Section 1. Branches.** All branches of the Association within Colorado shall be members of this state.

**Section 2. Individuals.** Individuals who meet the criteria for membership as described in the Association Charter and Bylaws, Article IV., Section 3.a. (1), (2) and (3), 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 graduate to state membership shall result in loss of recognition of a state. The state member shall be entitled to vote, hold office and participate in all state activities and programs and receive the publications distributed to all members.

**Section 3. Members-at-Large.** A member-at-large of the Association residing within the state may become a member-at-large of the state upon payment of state dues.

**Section 4. College/University.** A college or university within Colorado which is a college/university member of the Association shall also be a college/university member of the state.

**Section 5. Life Members.**

a. Paid Life Member. Paid life members of the Association, as defined in Association Charter and Bylaws, Article IV, Section 3a. (5)(a) who are members within the state are required to pay annual state and branch dues.

b. Fifty-Year Honor Life Member. Any branch member who has paid Association dues for fifty (50) years shall become a Fifty-Year Honor Life Member, and shall thereafter be exempt from payment of Association and state dues.

**Section 6. Associate Members.** Associate members shall not be admitted after July 1, 1957. Associate members shall not be Association members. To maintain Associate status, Associate members shall hold continuous membership in a branch without a break.

**Section 7. Student Affiliates.** 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 Association. State fees shall be the same as state fees for branch members. Branch fees shall be established by the branch board of directors. Student affiliates may attend state and Association meetings and receive the publication distributed to all members. Affiliates may not vote nor hold office.

**Section 8. Termination of membership.** A member whose dues remain unpaid after July 31 shall be dropped from membership.

## ARTICLE VI. FINANCIAL ADMINISTRATION

**Section 1. Fiscal year.** The fiscal year shall correspond with that of the Association and shall begin on July 1.

**Section 2. State Dues.** Annual state dues for branch members and members-at-large shall be determined by a two-thirds vote of those present and voting at the annual convention when a motion for change has been presented by the state board of directors. Dues shall include a subscription to the state publication distributed to all members.

**Section 3. Date.** Dues are payable on or before July 1 and shall be considered in arrears after that date.

**Section 4. Reciprocity.** All states shall have a reciprocal membership policy. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another state.

**Section 5. Members-at-Large.** A member-at-large who wishes to be a state member shall pay the state treasurer annual dues equal to that for other members. Such membership includes an annual subscription to the state publication sent to all members. Such dues are payable on July 1 and shall be considered in arrears unless paid to the state treasurer postmarked no later than July 31.

**Section 6. IFUW Members.** A member of one of the national organizations of the federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend state meetings without a vote.

**Section 7. New Members.** Dues of new members may be paid at any time. The Association portion of dues paid by

new members between January 1 and March 15 shall be one half the annual Association dues. The state board of directors may set a reduction for state dues.

**Section 8. New Branches.** A new branch recognized by the Association between December 1 and June 30 shall pay state dues for each member at half the annual state dues for that fiscal year.

**Section 9. Annual Financial Report.** The annual financial report shall be prepared at the direction of the board of directors for presentation at the convention.

**Section 10. Annual Budget.** The annual budget shall be prepared by the finance committee with the state treasurer as a member. It shall be presented to the executive committee and adopted by the board of directors.

**Section 11. Audit.** The state executive committee shall provide for such audit and control of funds as are necessary to assure safekeeping and complete accounting.

**Section 12. Policies and Procedures.** 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.

## ARTICLE VII. OFFICERS

**Section 1. Functions to be Fulfilled.** There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, Educational Foundation, and communications.

**Section 2. Elected Officers.** The elected officers of the state shall be president, president-elect, program development vice president, membership vice president, secretary, treasurer, director for Public Policy Program, director for Educational Foundation, director for Legal Advocacy Fund, and district directors. All elected officers shall be chosen with due regard for geographic representation when feasible. Co-officers may be elected.

**Section 3. Appointed Officers.** The appointed officers of the state shall be historian; archivist; parliamentarian; college/university representative; publications editors; lobby corps directors; chairs of the following committees: issue task forces, bylaws, finance, and public information; and any other officers as shall be appointed by the president with the approval of the executive committee. Co-officers may be appointed.

**Section 4. Qualifications for Office.** All officers, elected or appointed, shall be members of the Association and the state, and shall be chosen with regard to geographical representation when feasible. The president-elect shall have served on the state board of directors in a capacity other than that of a branch president.

**Section 5. Terms of Office.**

- a. Elected Officers. Elected officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.
- b. Appointed Officers. Appointed officers shall serve at the pleasure of the president.
- c. President. The president shall not be eligible for re-election to an immediately successive term.
- d. President-Elect. The president-elect shall serve in that capacity for one year only and shall automatically become the president.
- e. Tenure. No member shall hold the same elected office for more than two consecutive terms unless no other qualified candidate is available.

**Section 6. Vacancies.** The executive committee shall fill a vacancy occurring in any office except the office of president, which, if vacated, shall be assumed by the president-elect, or in the year when there is no president-elect, by the program development vice president, who shall serve the remainder of the unexpired term. If the term served exceeds one half of the term of office, it shall be considered a full term and shall be subject to the tenure stated in Section 5.

## ARTICLE VIII. DUTIES OF ELECTED OFFICERS

**Section 1. Duties.** 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*.

**Section 2. President.** As executive officer, the president shall:

- a. be the official spokesperson and representative for the state and shall be responsible for submitting such reports and forms as required by the Association and region;
- b. appoint, with approval of the executive committee, all appointed officers and chairs of committees except chair of the nominating committee and those provided for otherwise in these bylaws;
- c. serve as ex-officio member of all standing and special committees and task forces;
- d. issue the call to convention at least 30 days prior to convention, and submit a president's report to each annual convention;
- e. follow Association Charter and Bylaws regarding formation and continuance of branches and loss of recognition of a branch.

**Section 3. President-Elect.** The president-elect shall, by actively aiding the president, become acquainted with the office of president so that the president-elect may efficiently discharge the duties of that office upon succeeding thereto. The president-elect shall assume the duties of president in the president's absence or inability to serve.

**Section 4. Vice Presidents.** The vice presidents shall perform such duties as the president and board shall direct.

- a. Program Vice President. The program vice president shall:
  - (1) serve as chair of the program development committee;
  - (2) with the program development committee and the approval of the president, be responsible for planning the programs for the state convention;
  - (3) assume the duties of the president in the president's absence or inability to serve, in the year when there is no president-elect.
- b. Membership Vice President. The membership vice president shall:
  - (1) serve as chair of the membership committee and endeavor to increase membership;
  - (2) act as the presiding officer in the absence of the president when the president-elect and/or the president are not available;
  - (3) pursue organizing activities with a petitioning group, including preparation of bylaws, at the direction of the president.

**Section 5. Secretary.** The secretary shall:

- a. maintain a record of the proceedings of the state, of the board of directors, and of the executive committee, and shall keep on file all written reports presented at state meetings.
- b. have available at all meetings a copy of the Association Bylaws, the Colorado Bylaws, Policies and Working Rules, an updated Colorado Leadership Manual, and a listing of current resolutions in force;
- c. compile a complete roster of state and branch officers for distribution to all branches and state officers.

**Section 6. Treasurer.** The treasurer shall:

- a. be responsible for the collection of all dues, funds for the Educational Foundation and Legal Advocacy Fund, and due the state;
- b. make disbursements as directed by the board of directors or executive committee, and for vouchers that have been certified by the person incurring expense and signed by the president;

- c. keep a proper set of books;
- d. render a report at each meeting of the executive committee and the board of directors, and an annual report to the state;
- e. be a member of the finance committee and serve as adviser to the convention credentials committee;
- f. be bonded and insured in an amount to be determined by the executive committee, with fees to be paid by the state;
- g. submit the accounts of the state for audit.

**Section 7. Other Elected and Appointed Officers.** The duties of all other elected and appointed officers shall be to plan and recommend to the state board of directors policies, program, and action within their areas of responsibility, and to perform those duties listed in Colorado policies and working rules, duties as may be assigned by the state board of directors, and duties required by the Association.

## ARTICLE IX. NOMINATIONS AND ELECTIONS

### Section 1. Nominations.

- a. Nominating Committee. There shall be a nominating committee of five members and at least four alternates. Two members and at least one alternate from the board shall be elected by the board of directors at its pre-convention meeting. Each district shall elect one of its members and one alternate to serve on the nominating committee. No two members shall be from the same branch, and one member shall have served on the previous nominating committee. No member shall serve more than two consecutive years. Any member of the committee desiring to seek an office shall resign from the committee prior to selection of nominees by the committee.
- b. Nominating Committee Chair. Immediately following the election of the nominating committee, the committee shall meet at the direction of the president to elect its chair.
- c. Nominations. At least four months before state convention, branches shall submit to the nominating committee suggestions for nominees for offices to be filled. The suggestions for nominations shall be accompanied by vitae. At least one month prior to the state convention, the nominating committee shall present to each branch a list of the nominees the committee proposes. Except the president-elect, all elected personnel shall be chosen with due regard for geographic representation, when feasible. Nominations may be made from the floor provided written consent of the nominee has been obtained.

### Section 2. Elections.

- a. Elected officers shall be elected at the state convention by the duly accredited delegates.
- b. Election shall be by secret ballot; if there is only one nominee for an office, it may be by voice vote.
- c. A plurality of votes shall elect.
- d. Rotation of Officers. In odd-numbered years the president-elect, the program development vice president, the secretary, the treasurer, and the director for Legal Advocacy Fund shall be elected. In even-numbered years the membership vice president, the district directors, and the director for Educational Foundation shall be elected. Each year one co-public policy director shall be elected.

## ARTICLE X. BOARD OF DIRECTORS

**Section 1. Composition.** The board of directors shall include the elected and appointed officers, branch representatives, and

such others as deemed necessary.

**Section 2. Powers and Duties.** The board of directors shall:

- a. have the general power to administer the affairs of the state and to initiate and carry out its programs and policies;
- b. transact business of the state in the interval between conventions, except that of modifying action of the state;
- c. establish policies and procedures consistent with generally accepted accounting principles and federal, state and local laws to control the financial records of the state, adopt the budget, and accept the auditor's report;
- d. recommend to the Association action to be taken in regard to new branches, admittance of or discontinuance of present branches;
- e. elect two members and at least one alternate to the nominating committee;
- f. select the second delegate and two alternates of the state to represent the state at Association conventions;
- g. recommend to the state convention such additional standing committees and task forces as are considered necessary for the work of the state;
- h. adopt all state policies and working rules;
- i. supervise branches as provided in Association Bylaws regarding formation and continuance of branches.

**Section 3. Meetings and Quorum.** The board of directors shall meet at least twice a year. Special meetings may be called by the president or upon written request of five members, provided at least five days' notice of such meeting is given. A quorum shall consist of twenty (20) members of the board of directors.

**Section 4. Interim Vote.** Between meetings of the board of directors, a vote may be taken at the request of the president on any question submitted in writing, conference call, or any electronic means to all members of the board. Deadline for responses shall be fifteen calendar 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.

## ARTICLE XI. EXECUTIVE COMMITTEE

**Section 1. Composition.** The executive committee shall be composed of the president, program vice president, membership vice president, treasurer, secretary, and either the president-elect or a past president.

**Section 2. Duties.**

- a. Transact business of the state in the interim between meetings of the board of directors, except that otherwise specified by these bylaws, and shall perform other duties designated by the board of directors;
- b. Serve in an advisory capacity to the president;
- c. Provide for a finance committee, one member of which shall be the state treasurer;
- d. Confirm the appointed officers.

**Section 3. Meetings and Quorum.** The executive committee shall meet on call of the president or on written request of four members of the committee. A majority of the committee shall constitute a quorum.

## ARTICLE XII. DISTRICTS

**Section 1.** Colorado shall be divided into districts composed of areas as determined by the state executive committee.

**Section 2. District Directors.** Each district shall elect a district director who shall be an elected officer of the state board of directors. Each district director shall serve as an advocate for and deliver services to the branches in that district.

**Section 3. Role and Functions.** Districts shall provide branches with a means of communicating, interacting, training, and furthering Association and state policies and programs.

## ARTICLE XIII. COMMITTEES AND TASK FORCES

**Section 1. Standing Committees.** There shall be standing committees on the work of bylaws, college/university relations, finance, public policy program, membership, program development and lobby corps. In addition, there shall be standing committees on Educational Foundation, Legal Advocacy Fund, public information, and such others as the board of directors shall deem necessary.

**Section 2. Composition.** The composition of committees shall be determined by the state board of directors and described in policies and working rules.

**Section 3. Duties.** Each committee shall plan and recommend to the state board of directors policies, program, and action within the areas of responsibility, and shall perform such other duties as may be required by the state policies and working rules, and such other duties as may be assigned by the board.

**Section 4. Issues Task Forces.** There shall be issues task forces to implement the current program issues of the Association for study and/or action as directed by the Association. Composition and duties shall be provided in policies and working rules adopted by the state board of directors.

**Section 5. Special Committees.** There may be established such special committees as shall be considered necessary by the board of directors or the membership. Special committees shall perform such duties as are assigned by the board of directors or the membership.

## ARTICLE XIV. MEETINGS OF THE STATE

**Section 1. General Meetings.** All general state and board meetings shall be open to any AAUW member in good standing.

**Section 2. Time, Purpose, and Place.** The state shall hold at least one meeting each year, to be known as the state convention, to conduct the business of the state including the election of officers and the receiving of reports of officers and committee chairs, and at least one workshop, the times and places to be determined by the executive committee.

**Section 3. Special Meetings.** Special meetings may be called by the president or shall be called by the president or on the written request of one third of the members of the board of directors.

**Section 4. Notification of Meetings.** Notices of all meetings shall be sent to all members of the state, the regional director, college/university members, and the Association at least thirty days prior to the meeting. In the event of an emergency, the executive committee shall establish procedure for carrying on the business of the state.

**Section 5. Voting Body.** Each member of the voting body shall be entitled to only one vote. The voting body of any meeting of the state shall be composed of:

- a. the elected and appointed officers,
- b. the immediate past president,
- c. branch delegates,
- d. college/university representatives,
- e. any Association, Educational Foundation or Legal Advocacy Fund officers or appointees residing in the state.

### **Section 6. Selection of Delegates.**

a. Branches. Regardless of size, every branch shall have at least two delegates, one of whom shall be the president or a designated alternate. In addition, branches shall be entitled to one additional delegate for each twenty-five members or fraction thereof above the first twenty-five members (i.e., 1-25 = 2 delegates; 26-50 = 3 delegates; 51-75 = 4 delegates; 76-100 = 5 delegates, etc.).

b. Associate Members. Associate members as delegates to the state convention may not constitute more than twenty percent of the delegation of a branch. If associate members present as delegates should exceed twenty percent of the voting body of a state meeting, a sufficient number, chosen by lot, shall be disqualified as delegates.

c. Members-at-Large. There shall be one delegate for each twenty-five state members-at-large appointed by the state president on nomination of the membership vice president.

**Section 7. Quorum.** A majority of the branch delegates registered at convention and representing at least one third of the branches shall constitute a quorum for the state convention.

## ARTICLE XV. RESPONSIBILITIES OF BRANCHES TO THE STATE

### **Section 1.** Each branch shall:

- a. designate an official representative of the branch to represent the branch in activities of the Association and the state;
- b. send to the state president the names and addresses of all officers and appointed chairs no later than June 1;
- c. file annual reports as directed by the state president or other state officers;

- d. update branch bylaws after each Association convention and report such updating as directed by the state bylaws chair;
- e. bring branch bylaws into conformity with the bylaws of the state after each state convention;
- f. submit revised branch bylaws to the state bylaws committee for review of conformity to Association and state bylaws, and file adopted copy with state bylaws chair;
- g. send to the state nominating committee a list of candidates for state offices together with a statement of their qualifications;

**Section 2.** Unless otherwise authorized by the state board of directors, each branch shall send state dues to the state treasurer, as required by these bylaws. (See Article VI. Section 2.)

## **ARTICLE XVI. DELEGATES TO ASSOCIATION CONVENTION**

**Section 1. Number and Certification.** The state shall be entitled to a maximum of seventeen delegates who shall be incoming, continuing or outgoing state board members. Delegates shall be certified by the state president. If the state delegation is incomplete prior to convention, other branch members from the state may be certified by the state president as state delegates if the member's branch delegation is filled.

**Section 2. Chair of Delegation.** The chair of the state delegation shall be the state president or designated alternate.

**Section 3. Selection of Delegates.**

- a. One of the delegates shall be the state president or the incoming state president; the state board of directors shall elect the second delegate. The state board of directors shall elect alternates for these two delegates.
- b. The remaining fifteen delegates and their alternates may be selected from the remaining incoming, continuing or outgoing elected or appointed state officers. If the state delegation is incomplete prior to convention, other branch members from the state may be certified by the state president as state delegates if the member's branch delegation is filled.

## **ARTICLE XVII. PROPERTY**

**Section 1.** 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 the Association, except that such property shall not be used for any purposes contrary to those of the Association.

**Section 2.** In the event of the dissolution of the state, all assets of the state shall be transferred and delivered to an AAUW entity.

## ARTICLE XVIII. 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 XIX. INDEMNIFICATION

The directors and all officers or other appointed representatives of the American Association of University Women of the state of Colorado may be indemnified and their liability shall be limited to the fullest extent authorized by Colorado law, unless adjudged therein to be liable for negligence or misconduct in performance of their duties.

## ARTICLE XX. AMENDMENTS

**Section 1.** Provisions of these bylaws not governed by the Association Charter and Bylaws may be amended at any state convention by a two-thirds vote of those present and voting thereon, provided notice of the proposed amendment has been sent to each branch in the state at least thirty days prior to the meeting at which such amendment is to be acted upon; or, if previous notice has not been given, then by unanimous vote of the convention, or by a majority vote of the convention ratified by three fourths of the branches.

**Section 2.** Prior to being voted on, proposed changes to the state bylaws shall be sent to the Association bylaws chair for concurrence.

**Section 3.** Amendments required by the Association to bring state 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 or their articles of incorporation.

**Section 4.** Every amendment to the bylaws of the state shall become effective and binding on all branches within the state.

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