

**Bylaws of the
American Association of University Women
of Santa Fe, New Mexico Inc.**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women of Santa Fe, New Mexico Inc., hereinafter known as the “Branch.”

Section 2. Affiliate. American Association of University Women of Santa Fe, New Mexico 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.

- (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. 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. At the discretion of the Branch board, Branch dues may be changed or waived in special circumstances, such as membership campaigns or hardship cases.
- e. Student associate dues for the Branch will be established by the Branch board.
- f. The appointed representative(s) of a college/university partner member may choose to affiliate with the Branch by paying State and Branch dues.
- g. Dues shall include AAUW and AAUW-NM publications distributed to all members electronically or by US mail.

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.
- b. An officer may hold more than one position at a time.
- c. There must be at least three officers of the Branch: President, Finance Chair, and

Secretary.

- d. All officers shall be members of AAUW and the Branch.
- e. The elected officers of the Branch shall be elected at the annual meeting according to the following schedule:
 - 1) In even-numbered years:
 - i. Membership (2nd) Vice President
 - ii. Secretary
 - iii. Funds Chair
 - iv. AAUW UNM Scholarship Endowment Chair
 - 2) In odd-numbered years:
 - i. President
 - ii. Program (1st) Vice President
 - iii. Public Policy Chair
 - iv. Finance Chair
- f. The Branch may have appointed officers, which may include Website Manager, Newsletter Editor, Directory Manager, and Historian. Additional officers may be appointed as needed to carry out Branch activities. All officers shall be appointed by the President(s) and approved by the Board.

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 the contact names for finance and administration to AAUW.

Section 3. Officers shall perform the duties prescribed by these bylaws, the Branch 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(s) shall:
 - 1) Be the official spokesperson and representative for the Branch;
 - 2) Be the presiding officer at meetings;
 - 3) Be responsible for submitting such reports and forms as required by AAUW, AAUW-NM, and the State of New Mexico;
 - 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 become a member of the AAUW-NM Leadership Team.
- b. The Program Vice Chair shall:
 - 1) Serve as Chair of the Program Working Group; and
 - 2) Preside at meetings and take necessary actions for the Branch in the absence or disability of the president(s).

- c. The Membership Vice President shall:
 - 1) Serve as Chair of the Membership Working Group; and
 - 2) Preside at meetings and take necessary actions for the Branch in the absence or disability of the president(s) and the Program Vice President.
- d. 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.
- e. The Finance Chair shall:
 - 1) Be responsible for collecting, distributing and accounting for the funds of the Branch;
 - 2) Ensure the Santa Fe, New Mexico Branch of AAUW Certificate of Incorporation is maintained by the registered agent; and
 - 3) Submit forms and fees as required by the State of New Mexico.
- f. The AAUW Funds Chair shall:
 - 1) Solicit funds and oversee a Branch Fundraising Working Group;
 - 2) Distribute funds as designated at the fundraising activities; and
 - 3) Be responsible for reminding Branch members about AAUW Funds and encouraging them to contribute.
- g. The Public Policy Chair is responsible for development of programs/presentations for the Branch that support AAUW, State and Branch public policy initiatives.
- h. The UNM Scholarship Endowment Chair is responsible for collecting, distributing, and accounting for AAUW/UNM Scholarship Endowment Funds and oversight of the Scholarship Program and shall:
 - 1) Keep the Branch members informed about the Scholarship Fund;
 - 2) Coordinate with UNM Graduate School and the UNM Foundation, and Chair the Working Group for application review; and
 - 3) Coordinate the recipient's presentation at a Branch meeting.
- i. All officers shall submit annual reports to the Branch Board.

Section 4. Nominations and Elections of Officers.

A Nominating Working Group of at least three members should be appointed by the Board in February. The working group shall publish a list of nominees to all members before the annual meeting where the voting will take place.

Nominations 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, then a voice vote may be taken. Voting shall be as specified in Article X, Section 3 below. A majority of the votes cast shall be necessary for election.

Section 5. Terms of Office. All elected and appointed officers shall serve for a term of two years and shall be eligible for reelection or reappointment to the same office for two additional terms. The terms of office shall begin on July 1, However, the incoming or continuing President(s) may call meetings of the incoming Branch Board prior to July 1 to approve

appointments and make plans for the coming year. No member shall serve in the same or different office(s) for more than 3 terms unless a candidate for the office cannot be found, in which case she may continue to serve until her successor takes office. When an officer is replaced due to term limits, she must stay off the Board for at least 1 year, at which time she can run for election or accept appointment. This limit (or rule) does not apply to Branch Presidents or Facilitators.

Section 6. Removal of Officers (section required by state law). 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, two weeks' notice shall be given for a special 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, two weeks' 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 person may be appointed to fill a vacancy in office for the unexpired term by a majority vote of the Board.
- b. Any office to be filled by reason of an increase in the number of offices 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 2 general membership meetings each year.
- b. The general membership meeting held during the month of May shall be designated the annual meeting.
 - 1) The exact date, time and place will be determined by the Board; and
 - 2) The annual meeting shall be to: conduct business; review the financial report; elect officers; change dues; receive reports of officers, committees, 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 10 members of the Branch.

Section 2. Notice of Meetings.

- a. All members of the Branch will be notified of the place, date and time of meetings at least 7 days prior to the meeting by one or more of these methods:
 - 1) Calendar or annual program list distributed at first membership meeting of the fiscal year;
 - 2) Newsletter;
 - 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 7 days prior to the meeting.
- 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. Officer elections may be in person or by U.S. Mail. All other voting must be in person. Proxy voting is not allowed.
- c. If any business is to be conducted at a meeting, then a quorum must be attained. The quorum shall be 15% 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; and
 - 3) Amend the bylaws shall be as specified in Article XVIII, Section 2 below.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Membership.

- a. The Board shall include all elected and appointed officers.
- b. For the purposes of these bylaws, the terms “officers,” “directors,” and “chairs” 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;
- b. Establish any need for a change in dues for the following fiscal year. If a change is deemed necessary, it shall be presented to the Branch membership for approval at the annual meeting;
- c. Develop and approve the budget, which will be made available on the Branch website for comments and questions;
- d. Have the power to create special committees, working groups, and task forces as deemed necessary to carry out the work of the Branch;
- e. Have the power to approve Interest Groups to be organized by Branch members;
- f. Have the power to approve co-sponsorship of functions with other organizations;
- g. Have the power to create/amend the Branch Manual of Policies and Procedures, including those actions 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.

ARTICLE XII. BOARD OF DIRECTORS OPERATIONS

Section 1. Meetings of the Board.

- a. Regular meetings of the Board shall be held at least 3 times per year.
- b. Special meetings may be called by the president and shall be called by the President, upon the request of 7 Board members, or written request of 10 members of the Branch at least 7 days prior to the date of the meeting.
- c. 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 will be notified of the place, date and time of meetings at least 7 days in advance by one or more of these methods:

- a. Calendar or annual program list distributed at first membership meeting of the fiscal year;
- b. Newsletter;
- c. Email;
- d. US Mail; and/or
- e. Phone call (voice or text).

Section 3. Quorum and Voting

- a. The quorum of the Board shall be one-third of the members with 3 being elected officers.
- b. A majority of votes will 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. All officers shall have voting privileges. Co-officers shall have one vote each.

Section 4. Between meetings of the Board, a written or electronic 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 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 vote shall be reported in the minutes of the next Board meeting.

Section 5. Task Forces and Working Groups.

- a. Working groups and/or task forces 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 will ask members if they are planning to attend the business meetings at the state convention. Those who answer yes will be the official Branch delegates as long as there are fewer than the Branch's allotted number. AAUW-NM bylaws provide that each branch is allotted 7 delegates plus 1 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 will 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 will 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 shall file the Annual Report required by the New Mexico Nonprofit Corporation Act on or before November 15 in consultation with the Branch president(s).

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

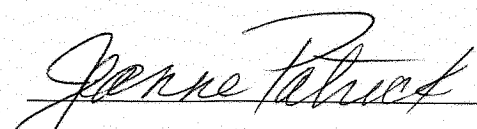
Section 1. The Branch shall amend its Articles of Incorporation when needed to comply with AAUW or IRS requirements. If it is necessary to amend the Branch's Articles of Incorporation, the Board shall follow the requirements of the New Mexico Nonprofit Corporation Act [Chapter 53, Articles 8-35 and 8-36, NMSA 1978].

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 1978] may be amended by a two-thirds majority vote of members voting after a quorum is attained at a regular membership meeting. Written notice of the proposal to amend the bylaws shall be sent to the entire membership at least 30 days prior to the meeting at which such action is to be taken.
- b. The bylaws of the Branch and all subsequent amendments thereto shall be forwarded to the national AAUW office.
- c. The President (or a Co-President) and either of the Vice Presidents are authorized to execute these bylaws.

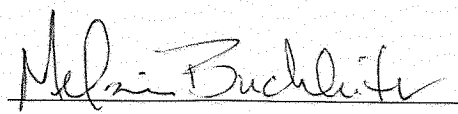
These substantially revised bylaws, which include 2016 AAUW mandatory language and are in compliance with the New Mexico State Statutes, were approved by Branch members at a regularly scheduled Branch meeting on May 6, 2017.

These bylaws are duly executed by the following two elected officers:



Printed Name Jeanne Patrick
Title Co-President

Date: 5-27-17



Printed Name Melanie Buchleiter
Title Program (1st) Vice President

Date: 5/27/2017

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