

**BYLAWS OF THE AMERICAN ASSOCIATION OF  
UNIVERSITY WOMEN OF THE TACOMA, WA BRANCH.**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) Tacoma, WA. Branch, hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW Tacoma, WA. Branch is an Affiliate of AAUW as defined in Article V.

**Section 3.** Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

**ARTICLE II. PURPOSE**

**Section 1.** Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

**Section 2.** Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

**ARTICLE III. USE OF NAME**

**Section 1.** Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

**Section 2.** Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

**Section 3.** Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

**ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1.** Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

**Section 2.** Basis of Membership.

a. Individual Members.

1. Eligibility. An individual holding an associate’s (or equivalent, e.g., RN), bachelor’s, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an “Accredited Higher Education Institution”) or other qualified educational institution located outside of the

United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership.

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.

b. Life Membership.

1. 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.
2. 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.

c. College/University Members.

Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

**Section 3. Student Associates.**

The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

**Section 4. Dues.**

- a. Amount. Annual AAUW dues and Member benefits for any category of Member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.
- b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

**Section 5. Severance of Membership.**

Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

**Article V. AAUW AFFILIATES**

**Section 1. AAUW Affiliate Defined.**

An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

**Section 2. Organization.**

- a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
  
- b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.
  
- c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

**Section 3. Loss of Recognition of an Affiliate.**

- a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
  
- b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

**Section 4. Property and Assets.**

The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate’s affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

**ARTICLE VI. Parliamentary Authority**

The rules contained in the most current edition of Robert’s Rules of Order Newly Revised shall govern the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

**ARTICLE VII.** AAUW-mandated amendments to the bylaws  
AAUW-mandated amendments shall be implemented by the Affiliate’s board of directors without a vote of the Affiliate’s membership and as prescribed by the AAUW Board of Directors.

**ARTICLE VIII.** Executive committee

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

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

**Section 3.** Meetings. Meetings of the executive committee shall be held on the call of the president or by written request of three (3) of its members.

**Section 4.** Quorum. The quorum of the executive committee shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

**Section 5.** Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the president or any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

**ARTICLE IX. COMMITTEES**

**Section 1.** Standing Committees

a. Governance and Development Committee consists of 3 member selected at the annual meeting. Members will serve for staggered 2 year terms. The President shall appoint one of the members as chair who will serve as a member of the board. The committee shall oversee branch governance, review and recommend changes to Bylaws and Policies and Procedures, and develop leadership as well as serve as a nominating committee for elected officers. Vacancies on the committee shall be filled by appointment of the president with approval of the board for the unexpired term.

b. Communications Committee shall be responsible for maintaining the branch website, compiling the branch newsletter, and publishing the annual membership directory. The Chair shall be appointed by the president for a two year term and serve on the Board. The Communications Chair will select members of the committee.

c. Public Policy Committee shall implement branch public policy that complies with AAUW and state policy. The Chair shall be appointed by the president for a two year term and serve on the Board. The Public Policy chair will select members of the committee.

d. University Relations Committee shall be responsible for maintaining relations between partner members and the branch. The Chair shall be appointed by the

president for a two year term and serve on the Board. The University Relations Chair will select members of the committee.

**Section 2.** Special Committees and Task Forces. The president may establish special committees and task forces as needed with consent of the board.

**Section 3.** Purpose of Special Committees. With the approval of the board, each special committee shall formulate programs and activities to carry out the mission of AAUW.

**Section 4.** Purpose of Task Forces. Each Task Force shall carry out assignments approved by the board.

#### **ARTICLE X. FINANCIAL ADMINISTRATION**

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

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

#### **ARTICLE XI. MEETINGS**

**Section 1.** Annual Meeting. The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending by-laws and receiving reports. This meeting shall be held during the month of March according to the terms and conditions established by the board.

**Section 2.** Membership Meetings. The branch shall hold at least seven (7) meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

**Section 3.** Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of three (3) members of the board or 15% of the branch membership.

**Section 4.** Meetings Notice. Notice of meetings shall be sent to all members of the branch at least ten (10) days prior to the meeting.

**Section 5.** Quorum. The quorum shall be 15% of the branch membership.

#### **ARTICLE XII. PROPERTY AND ASSETS**

**Section 1.** Property and Assets. The title to all property, funds, and assets is vested in the AAUW Tacoma Branch 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. In the event of dissolution of AAUW Tacoma Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

#### **ARTICLE XIII. LOSS OF RECOGNITION**

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

#### **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

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

#### **ARTICLE XV. INDEMNIFICATION**

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board or committee member may have become involved by reason of being or having been a member of the board or committee, 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 branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

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

**Section 1.** AAUW Mandated Amendments. AAUW-mandated amendments shall be adopted by the branch without a vote of the branch membership, except that an incorporated branch shall take the necessary steps required by state law or its articles of incorporation.

**Section 2.** Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least fourteen (14) days prior to the meeting.