

# BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF 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 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. Amount. 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 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. NOMINATIONS AND ELECTIONS**

### Section 1. Nominations

a. The names of the nominees for elected office shall be published and sent to every member at least 14 days prior to the annual branch meeting.

b. Nominations may be made from the floor with the consent of the nominee.

### Section 2. Elections

a. Elections shall be held at the annual branch meeting.

b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be a voice vote. Election shall be by a majority vote of those present and voting if a quorum is present. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XIII, Section 5.

## ARTICLE IX. BOARD OF DIRECTORS

### Section 1. Composition

The board of directors shall include the elected officers and the appointed directors, including chairs of committees. The board shall have no fewer than five (5) and no more than nine (9) directors.

### Section 2. Officers

- a. The elected officers for the branch shall be president, vice-president (membership), secretary, and finance officer.
- b. Officers shall serve a term of two (2) years or until their successors are elected. Term of office shall begin July 1 of the year of election.
  - i. An incoming president may call a meeting of the incumbent and incoming board prior to July 1.
- c. No officer shall hold more than one office at a time. No officer shall be eligible to serve more than three (3) consecutive terms in the same office.
- d. Vacancies in elected office shall be filled by appointment for the unexpired term by the president with approval of the board, with the exception of a vacancy in the office of president, which shall be filled by the vice president. Each elected office may be filled by an officer or co-officers.
- e. The following officers shall be elected in even years: vice president and finance officer. The following officers shall be elected in odd years: president and secretary.

### Section 3. Directors

- a. Other members of the board shall be by appointment, to include but not limited to chairs of committees.
- b. Appointed members serve a term of one (1) year, commencing from July 1 of the year of their appointment, and renewable annually by appointment. There are no term limits for appointed board members.

### Section 4. Directors Duties

- a. All directors, both elected officers and appointed directors, shall facilitate and promote the purpose and mission of AAUW.
- b. Officers shall perform the duties prescribed by these bylaws and by the rules of policies and procedures adopted by the branch, by the financial procedures adopted by the board, and by the current edition of Robert's Rules of Order

Newly Revised.

- c. Offices shared by co-officers are entitled to one (1) vote on the board.
- d. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW.
- e. The vice president shall be responsible for membership records and shall serve as president pro-tem in the case of the absence of the president.
- f. The finance officer shall be responsible for the collection and distribution and accounting for the funds of the branch and for meeting specific deadlines in accord with the Board Financial Procedures.
- g. The secretary shall record and keep minutes of all board meetings and the branch **business** meetings. In the event of an absence by the secretary, the president will appoint an attendee to record the minutes for that meeting.

#### Section 5. Administrative Responsibilities

The board shall have the power to administer affairs of the branch and to carry out its own programs and policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article XIII, Financial Administration, and elsewhere in these bylaws.

#### Section 6. Meetings

Meetings of the board shall be held at least three (3) times a year, at a time and place agreed upon by the board.

#### Section 7. Special Meetings

Special meetings may be called by the president or shall be called upon written request of three (3) directors provided that at least ten (10) days notice of such meeting and its agenda have been given to the members of the board.

#### Section 8. Quorum

The quorum for a meeting of the board shall be three (3) or a majority of the directors, whichever is less. Co-officers shall be considered as one voting member of the board.

#### Section 9. Voting between Meetings

Between meetings of the branch 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, provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall

be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

#### Section 10. Removal from Office

A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by the branch.

### **ARTICLE X. COMMITTEES**

#### Section 1. Purpose

Activities of the branch depend on member interest and willingness to serve. Member committees may be formed or an individual appointed (“project leader”) to address specific needs and goals of the organization beyond the designated administrative functions of the elected officers. Needs may include branch leadership development, member recruitment and cultivation, and branch communications. Goals may include branch member programs, university relations, public policy advocacy, community outreach and partnerships, and mission projects.

#### Section 2. Description of Duties

The intent and scope of the work of any committee or project leader will be outlined in writing to the board and included in the board minutes at the time of appointment.

#### Section 3. Eligibility

Any branch member in good standing is eligible to be appointed by the president to serve the branch. In the case of more than one member willing to serve in a specific area of need, the president will name a committee, whose members will select their chair. The president will appoint the chair of said committee to the board. In the case of a sole member undertaking a branch function or project, the president will appoint that project leader to the board.

#### Section 4. Responsibilities

All committees, project leaders, and any other branch-affiliated activities report to the board and are subject to all the bylaws, policies, and procedures of the branch.

### **ARTICLE XI. 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 XII. 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 bylaws 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. Programs**

The branch may hold programs for members during the year, dependent on interested members developing said programming. The branch board shall approve the time, place, and content of these programs. Unless by appropriate notice as dictated elsewhere in these bylaws, no branch business will be decided at these gatherings.

### **Section 3. Special Meetings**

Special meetings 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 branch members at least ten (10) days prior to the meeting. Electronic communications are an acceptable form of notice.

### **Section 5. Quorum**

The quorum for all business meetings (Section 1, Section 3) shall be 15% of the branch membership at the time of the meeting. There is no quorum requirement for branch programs, as no branch business is conducted.

## **ARTICLE XIII. 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 XIV. AMENDMENTS TO THE BYLAWS

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. Electronic communications are an acceptable form of written notice.

*Adopted by unanimous vote at the March 16, 2019 annual business meeting of AAUW Tacoma Branch.*

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