

## **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF HUDSON'S BAY BRANCH**

### **ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) Hudson's Bay Branch, hereinafter known as the "Affiliate."

**Section 2.** Affiliate. AAUW Hudson's Bay 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. 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. There shall be a nominating committee of three members who shall be appointed at the January meeting and report their slate of nominees at the February meeting.
- b. Nominations may be made from the floor at the February Affiliate meeting with the consent of the nominee.
- c. The names of the nominees for elected office shall be published and sent to every member at least one month prior to the annual Affiliate meeting in March.
- d. The term of service on the nominating committee shall be for one (1) year. A member may serve on the committee no more than two (2) years consecutively.

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

- a. Elections shall be held at the annual Affiliate meeting.
- b. Elections shall be by secret ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those present and voting, provided that a quorum is present. If a quorum is not present, electronic voting will be used to conduct the election.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XV Meetings.
- d. Confidentiality of electronic votes shall be maintained by the member tallying the votes.

#### **ARTICLE IX. OFFICERS AND APPOINTED BOARD MEMBERS**

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

- a. The elected officers for the Affiliate shall be president(s), program vice president(s), membership vice president(s), finance vice president, and secretary.

- b. The appointed board members shall be determined by the president, to support Affiliate interests and program. They may include a Funds chair, Public Policy chair, newsletter editor, historian, special project chair(s) and others as needed. They shall be appointed by the president with the consent of the executive committee.
- c. Officers and appointed board members shall serve for a term of two years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1st.
- d. No elected officer shall be eligible to serve more than two (2) consecutive terms in the same office.
- e. The president, program vice president(s), and secretary shall be elected in even-numbered years. The membership vice president(s) and finance vice president shall be elected in odd-numbered years.
- f. All vacancies in office, excluding the president (or official representative) or co-presidents, shall be filled for the unexpired term by the executive committee. A vacancy in the office of president (or official representative) or co-presidents shall be filled by the vice presidents in the order listed in paragraph 1a of this section.
- g. The incoming president may call a meeting of the incoming officers before July 1st.

**Section 2. Duties.**

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the Affiliate board of directors, and by the most current edition of *Robert's Rules of Order Newly Revised*.
- b. Officers (a) will provide AAUW with designated contacts for administration and finance, and (b) will designate a member other than the contacts for administration and finance to record the minutes of each Affiliate meeting and Affiliate board meeting. The secretary shall be the designated person to record and keep minutes of all board, membership, and special meetings.
- c. The president shall be the official spokesperson and representative for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW.
- d. The program and membership vice president(s) shall perform such duties as the president and the executive committee shall direct and as specified in Affiliate policies and job descriptions.
- e. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the Affiliate and for meeting specific deadlines.

f. All officers and chairs shall submit annual reports to the president in June.

#### **ARTICLE X. AFFILIATE BOARD OF DIRECTORS**

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

**Section 2.** Administrative Responsibilities. The board shall have the power to administer affairs of the Affiliate and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and AAUW of Washington State. It shall act for the Affiliate between membership meetings. The board shall have fiscal responsibility as outlined in Article XIV, Financial Administration, Section 2.

**Section 3.** Meetings. Meetings of the board shall be held as needed.

**Section 4.** Special Meetings. Special meetings may be called by the president or shall be called upon written or e-mail request of twenty five percent (25%) of the members of the board.

**Section 5.** Quorum. The quorum for a meeting of the board shall be a majority of its members. Co-officers shall be considered as one voting member of the board.

**Section 6.** Voting between Meetings. 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 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 7.** 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 AAUW.

#### **ARTICLE XI. AFFILIATE 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 Affiliate 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 to it by the board.

**Section 3.** Meetings. Meetings of the executive committee shall be held on the call of the president or by written or e-mail request of twenty-five (25)% 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 on 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 XII. COMMITTEES**

**Section 1. Establishing Committees.** The president may establish standing and special committees as needed with consent of the executive committee.

**Section 2. Purpose.** With the approval of the executive committee, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

## **ARTICLE XIII. AFFILIATE STRUCTURE**

**Section 1. Structure**

- a. The Affiliate shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. The Affiliate may be geographically based or may be virtual, online organization not tied to a geographic area.
- c. The Affiliate 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. The Affiliate shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting. (If this member is not an officer, then an officer must be assigned to supervise the designated member.)

## **ARTICLE XIV. 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 Affiliate 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.

**Section 3. Budget.** The board shall adopt an annual budget for presentation to the Affiliate.

## **ARTICLE XV. MEETINGS**

**Section 1. Annual Business Meeting.** The Affiliate shall hold an annual meeting, to conduct the business of the Affiliate, including but not limited to, electing officers, reviewing the budget,

establishing dues, amending bylaws, receiving reports, and giving directions to the board. This meeting shall be held during the month of March.

**Section 2.** Membership Business Meetings. The Affiliate shall hold at least four (4) general membership meetings during the fiscal year. The Affiliate 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 25% of members of the board or 25% percent of the Affiliate membership.

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

**Section 5.** Quorum. A quorum of Affiliate membership is required to conduct Affiliate business. The quorum at Affiliate business meetings shall be 51% of the Affiliate membership. If a quorum is not present, electronic voting will be used to conduct Affiliate business.

#### **ARTICLE XVI. INDEMNIFICATION**

Every board or committee member may be indemnified by the Affiliate 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 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 Affiliate board approves such settlement and reimbursement as being in the best interest of the Affiliate. 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 XVII. AMENDMENTS TO THE BYLAWS**

**Section 1.** Prior Approval. With the exception of AAUW-mandated amendments, all proposed amendments to the Affiliate bylaws shall be sent to the AAUW-WA bylaws committee for approval before the call for the Affiliate vote.

**Section 2.** Affiliate Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at an Affiliate meeting by a two-thirds vote of Affiliate membership, provided written notice shall have been sent to the members at least fifteen (15) days prior to the meeting. If two-thirds of Affiliate members are not present, electronic voting will be used to amend the bylaws.

Date Last Amended: October 21, 2016

Kathi Pickett, Bylaws Chair