

**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 to 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 to 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 March meeting and report their slate of nominees at the April meeting.
- b. Nominations may be made from the floor at the April 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 May.
- d. The term of service on the nominating committee shall be for two (2) years.

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

- a. Elections shall be held at the annual Affiliate meeting.
- b. Mail ballots or electronic voting will be used for elections decided by the number of members present at the April meeting.
- c. 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/administrator, finance vice president, and secretary.
- b. Appointed board members shall be determined by the president/administrator, to support Affiliate interests and programs.
- 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. Terms of office shall begin on July 1st.
- d. The president/administrator shall be elected in even numbered years and the secretary and finance vice president in odd numbered years. All vacancies in office, excluding the president/administrator or co-presidents, shall be filled for the unexpired term by the Board. A vacancy in the office of president/administrator or co-presidents shall be filled by the vice presidents in the order listed in paragraph 1a of this section.

### **Section 2. Duties**

- a. Officers shall perform the duties prescribed by these bylaws being in compliance with AAUW National Bylaws and Policy and Procedures, by the rules of policy and procedures adopted by the Affiliate board, and by the most current edition of *Robert's Rules of Order Newly Revised*.
- b. Officers will provide AAUW with designated contacts for administration and finance, and will designate a member other than the contacts for administration and finance to record the minutes of each Affiliate meeting. The secretary shall be the designated person to record and keep minutes of all membership and special meetings.
- c. The president/administrator 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 finance vice president(s) shall perform such duties as the president and the Board shall direct 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.

## **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 XII, Financial Administration.

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

**Section 4.** 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 5.** Removal from Office. A member of the Board 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. COMMITTEES**

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

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

#### **ARTICLE XII. 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 XIII. MEETINGS**

**Section 1.** Branch 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 proposed budget, establishing dues, amending bylaws, receiving reports, and giving directions to the board. This meeting shall be held during the month of May.

**Section 2.** Branch Membership Meetings. The Affiliate shall hold at least four (4) Membership Business meetings during the fiscal year. The Affiliate board shall determine the time and place for these meetings.

**Section 3.** Quorum. A quorum of Affiliate membership is required to conduct Affiliate business. The quorum at Affiliate business meetings shall be 30% of the Affiliate membership. Electronic voting will be used to conduct Affiliate business.

**ARTICLE XIV. 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 XV. AMENDMENTS TO THE BYLAWS**

**Section 1.** 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 Amended October 21, 2016 Kathi Pickett, Bylaws Chair

Date Amended June 14, 2021 Janet Cottingham, Bylaws Chair

Date Amended June 12th, 2024 Janet Cottingham, Bylaws Chair