

AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
Bylaws of the Whidbey Island, Washington Branch

ARTICLE I.
NAME AND GOVERNANCE

Section 1. Name: The name of this organization shall be the Whidbey Island, Washington Branch of the American Association of University Women, hereinafter called AAUW.

Section 2. Governance: The Bylaws of AAUW shall govern this branch in all practices. The Bylaws of this branch shall in no way conflict with the Bylaws of AAUW. Every amendment to the Bylaws of AAUW shall become effective and binding on this branch.

Section 3. Non-profit: The branch is a non-profit corporation of the State of Washington

ARTICLE II.
PURPOSE

The purpose of this branch shall be to advance equity for women and girls through advocacy, education, philanthropy, and research. The branch shall:

Section 1. Contribute to the growth and advancement of AAUW, the AAUW Action Fund, and the AAUW Funds;

Section 2. Participate in development and promotion of AAUW policies and program through study, action, and public policy advocacy in areas related to its purpose, including community, cultural interests, education, and international relations;

Section 3. Support branch needs and promote positive societal change in the community;

Section 4. Cooperate in AAUW state work.

ARTICLE III.
USE OF NAME

Section 1. AAUW Policy: The policies and program of the AAUW shall be binding on all members, branches, and states, and no member, or branch, or state shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Freedom of Speech: The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Violations: Violation of Use of Name policy shall result in action taken in accordance with AAUW policy.

ARTICLE IV.
MEMBERSHIP AND DUES

Section 1. Membership:

A. INDIVIDUAL MEMBER. A graduate holding an associate or equivalent, baccalaureate or higher degree from a regionally accredited educational institution, a degree from a foreign institution recognized by the International Federation of University Women (IFUW), or a foreign degree acceptable as a basis for admission by graduate schools at regionally accredited universities of the U.S.A. shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of dues (AAUW + state + branch dues).

The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in all branch activities and programs.

- B. DUAL MEMBER is a member holding AAUW and state membership as well as membership in another branch.
- C. MEMBER AT LARGE (MAL) is a member of AAUW who has not elected to become a member of a branch.
- D. IFUW ASSOCIATE MEMBER (International Federation of University Women) is a member of one of the national associations or federations of IFUW. If in the USA for a period of less than a year this “associate member” may attend branch meeting without a vote.
- E. LIFE MEMBER. Any branch member of the AAUW may become a Life Member of the AAUW upon a one-time payment of twenty years’ dues, based on the amount of AAUW dues the year that member elects to become a Life Member.
- F. HONORARY LIFETIME MEMBER. Any branch member who has paid the AAUW dues for fifty (50) years (contiguous or non-contiguous) shall upon application to AAUW become an Honorary Life Member.
- G. STUDENT AFFILIATE. An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation. Student Affiliates shall be entitled to attend branch, state, and the AAUW meetings and receive the publication distributed to all members of the AAUW. Affiliates may not vote nor hold office. The AAUW Board of Directors shall establish fees for Student Affiliates. The branch Board of Directors will establish branch fees.

Section 3. Dues:

- A. INDIVIDUAL MEMBER. Dues for AAUW members shall include those for AAUW, state, and branch and shall include a subscription to the publication distributed to all members.
- B. DUAL MEMBERS. Dues for Dual Members shall include those for AAUW, those for each state and each branch to which they belong.

- C. MEMBER AT LARGE (MAL) dues are limited to AAUW dues until such time the MAL elects to become a member of a branch. At such time the MAL pays both state and branch dues in addition to the AAUW dues paid.
- D. IFUW ASSOCIATE MEMBER whose current dues have been paid to their respective host organizations and who is spending a period of a year or less in the USA, may attend branch meetings with out payment of dues. Associate members who remain in the USA for a period of more than one year must join AAUW by paying AAUW dues.
- E. LIFE MEMBER. Life Member who has made the one-time payment of AAUW dues is required to pay state and branch dues to become a member of the branch.
- F. HONORARY LIFETIME MEMBER. An Honorary Life Member is exempt from payment of the AAUW, state, and branch dues.
- G. STUDENT AFFILIATE. Fees for student affiliates shall be established by the AAUW Board of Directors and shall include a subscription to the AAUW publication distributed to all members. An additional fee may be set by the state and by the branch Board of Directors.
- H. CHANGES IN BRANCH DUES shall be determined at the Annual Meeting by two-thirds vote of those present and voting, providing notice has been given to members thirty days prior to the meeting.

Section 3. Payment of Dues:

- A. INDIVIDUAL MEMBER. Dues are payable on or before July 1; The branch VP of Finance shall immediately forward all AAUW dues to AAUW and all state dues to the state VP of Finance. Dues shall be postmarked by the date specified by the AAUW.
- B. NEW MEMBER. Dues of new members are payable upon joining and shall be forwarded to the AAUW and state immediately. Dues paid between January 1 and March 15 shall be one-half the annual dues.

Section 5. Reciprocity:

A branch member of AAUW who has paid current dues shall be eligible to transfer membership to another branch. Payment of any additional dues shall be waived for a transferring branch member whose current dues have been paid in another branch.

Section 3.

Severance of

Membership:

- A. A member whose dues remain unpaid after Nov 30 shall be dropped from membership.
- B. A member may be suspended or severed 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 by the Board of Directors. At least three-fourths of the board shall concur that a violation has occurred. Suspension shall be for a period of one year.

ARTICLE V.
NOMINATIONS AND ELECTIONS

Section 1. Nominations:

- A. The President shall appoint a nominating committee of three members after soliciting volunteers and recommendations from the general membership.
- B. The nominating committee appointment shall be completed at least 90 days prior to the Annual Meeting.
- C. The report of the nominating committee in the form of a slate of nominees for elected positions shall be presented to the Board for acceptance at least six weeks before the election.
- D. Upon approval by the Board, the slate of nominees shall be published and sent to every member at least 30 days prior to the Annual Meeting.
- E. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

Section 2. Elections:

- A. Election shall be held at the Annual Meeting.
- B. Elections shall be by ballot unless there is only one nominee for a given office, in which case election may be by voice vote. Election shall be by a majority of those voting.
- C. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum requirement of 20% of the membership.

ARTICLE VI.
OFFICERS

Section 1. Elected Officers: There shall be a president, vice president, secretary, vice president of finance, vice-president of membership and vice-president of programs. Two members of the branch may share an elected office. Each officer shall have a vote on Board decisions.

Section 2. Appointed Officers: There shall be appointed officers for Public Policy, Legal Advocacy and the Educational Opportunities Fund each of whom shall have vote on Board decisions. Additional, non-voting officers may be appointed by the president as deemed necessary to carry out the work of the branch.

Section 3. Duties: Officers shall perform the duties prescribed by these Bylaws and by *Robert's Rules of Order Newly Revised*, and as outlined in the individual Job Descriptions.

- A. **PRESIDENT.** The President shall officially represent the branch in activities of AAUW. The President shall be responsible for submitting such reports and forms as required by AAUW and state.

- B. VICE PRESIDENT. The Vice-President shall preside at meetings in the absence of the President, shall act of Chair of the Communications Committee and (see Article IX, Section 2) shall perform such duties as the President and Board of Directors shall direct.
- C. VP MEMBERSHIP AND VP PROGRAMS. The Vice-Presidents shall perform such duties as the President and Board of Directors shall direct.
- D. SECRETARY. The Secretary shall keep minutes of the meetings of the membership and of the Board and shall perform such other duties as the President and Board shall direct.
- E. VP OF FINANCE. The VP of Finance shall be responsible for collecting annual dues and forwarding them to AAUW and to the state at the time specified by AAUW. The VP of Finance shall submit to the AAUW Finance Vice-President all qualifying applications, with dues, made to the branch.

Section 4. Terms: All officers shall take office by July 1. All officers will serve for a term of two years or until their successors are elected and assume office. The President, Vice President, Secretary, one VP of Membership, one VP of Programs shall be elected in even years. The VP of Finance, the second VP of Membership and the second VP of Programs shall be elected in odd years.

Section 5. Term Limits: An elected or appointed officer is limited to two consecutive terms. A member may return to an elected or appointed office after sitting out of that office for one term.

Section 6. Vacancies:

- A. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by vote of the Board of Directors.
- B. A vacancy in the office of the president shall be filled by the elected vice president.

ARTICLE VII.

BOARD OF DIRECTORS

Section 1. Composition: The Board of Directors shall include the elected and following appointed officers: Chair, Public Policy, Chair, Legal Advocacy Funds (LAF), and Chair, Educational Opportunities Funds (EOF). The immediate past president and branch members who hold a state office are non-voting members of the Board.

Section 2. Duties: The Board of Directors shall have the power to administer affairs of the branch and to carry out its programs and its policies, subject to the instructions of the annual meeting. It shall accept responsibility for such matters as delegated by AAUW and state board. It shall have the power to create special committees and task forces as deemed necessary, to participate in inter-branch council, and shall perform such other duties as are specified by these Bylaws.

Section 3. Meetings: Meetings of the board shall be held up to nine times a year.

Section 4. Special Meetings: Special meetings of the board may be called by the president or upon written request of four members of the board.

Section 5. Quorum: The quorum of a meeting shall be a majority of the Board's voting members.

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 questions 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 4. 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 VIII.
EXECUTIVE COMMITTEE

Section 1. Composition: The Executive Committee shall consist of the elected officers and shall act in the interim between Board meetings.

Section 2. Duties: The Executive Committee shall exercise such power and authority as may be delegated to it by the Board and shall report to the Board on all actions taken by it between regular meetings of the Board.

Section 3. Meetings: Meetings of the Executive Committee shall be held on the call of the president.

Section 4. Quorum: The quorum of the Executive Committee shall be a majority of the voting members.

Section 6. 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 provided that every member of the executive committee 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 executive committee meeting. The result of the vote shall be in the minutes of the next executive committee meeting.

ARTICLE IX.
COMMITTEES

Section 1. Purpose of Committees: With the approval of the Board of Directors, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

Section 2. Establishing Committees: The president may establish additional standing and special committees as needed with consent by the Board of Directors.

Section 3. Standing Committees: The Executive Committee (see Article VIII), the Audit Committee (see Article X, Section 4) and the Communications Committee are considered standing committees.

Section 4. Communications Committee, led by the vice president of the branch, is comprised of the Publicity Chair, Public Policy Chair, the Newsletter Editor, the Directory Editor and the Historian.

ARTICLE X.

FINANCIAL ADMINISTRATION

- Section 1. Fiscal Year:** The fiscal year shall correspond with that of the AAUW and shall begin July 1.
- Section 2. Finance 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. necessary for their safekeeping and complete accounting. Except upon a recommendation of the Board of Directors the branch shall incur no indebtedness in excess of \$100.00 over amounts provided for in the budget.
- Section 3. Budget:** The VP of Finance shall present the annual budget for approval to the Board of Directors at the October Board Meeting.
- Section 4. Annual Audit:** There shall be an Audit Committee comprised of three members of the branch. Members of the Audit committee are to serve for three years. The President is to appoint one replacement member of the committee in July of each year. The committee shall conduct the audit during the months of August and September and shall report its findings to the Board of Directors at the October Board meeting.

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 Bylaws and receiving reports and conduct other business as may be necessary. This meeting shall be held between March and May, the exact time and place determined by the board.
- Section 2. Membership Meetings:** There shall be up to nine meetings of branch members each year.
- Section 3. Special Meetings:** Special meetings may be called by the president, officers or committee chairs or by ten percent of the branch membership to conduct the business of the branch.
- Section 4. Meeting Notice:** A notice of meetings shall be sent to all members of the branch at least ten days before the meeting
- Section 5. Quorum:** Twenty percent (20%) of the members of the branch shall constitute a quorum at general membership meetings and the Annual Meeting.
- Section 6. State Convention Representation:** The branch president or any elected branch official appointed with the consent of the branch to act as the president's proxy shall attend the state convention. The proxy shall present the president's voting credentials duly authorized and signed by the president of the branch. In addition, the branch will be represented by one delegate for every 25 branch members or major fraction thereof.

ARTICLE XII.
PROPERTY

Section 1. Title: The title of all property, funds and assets of the branch, whether incorporated or not, shall at all times be invested in the branch for the joint use of members, and no member or group of members shall have any severable right to all or any part of such property. The branch shall have complete control over the acquisition, administration, and disposition of its property without consent of the AAUW, except that such property shall not be used for any purposes contrary to those of the AAUW.

Section 2. Dissolution of Branch: In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

ARTICLE XIII
LOSS OF RECOGNITION

Section 1. Forfeiture of branch status: A branch shall be deemed to have forfeited its right to continue as a branch for any of the following reasons:

- A. Has violated the Use of Name Policy (Article III);
- B. Has refused to admit an eligible graduate to branch membership (Article IV, 1 ,A):
- C. Has not forwarded the required dues to the AAUW finance vice-president for a period of two years;
- D. Has violated the purpose of AAUW or the provisions of its Bylaws;
- E. Has maintained branch Bylaws or practices in conflict with the *AAUW Bylaws*;
- F. Has exceeded the 20% limitation on IFUW associate members.

If a branch appears to have forfeited its right to continue as a branch, the president of the state in which the branch is located, or the president of the AAUW, shall notify the branch and shall request it to present its views in writing to the state Board of Directors within a designated period of time. The state and AAUW Board of Directors shall review the branch status.

Section 2. Discontinuance of a Branch: A branch shall be discontinued only in accordance with the following procedure: In the event that a branch is unable to continue to function, the branch president shall notify the state president and the state membership vice-president. The state president shall promptly notify the AAUW. The AAUW Board of Directors shall have final authority to withdraw recognition of the branch. If there is no branch contact, the state may initiate the process.

ARTICLE XIV.
PARLIAMENTARY AUTHORITY

The rules contained in the most 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.

ARTICLE XV.
INDEMNIFICATION

Every member of the board or officer may be indemnified by the Whidbey Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or officer in connection with any threatened, pending, or completed action, suit, or proceeding to which she/he may become involved by reason of her/his being or having been a member of the board or officer of the Branch, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. In the event of a settlement the indemnification herein shall apply only when the Whidbey Island 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 officer is entitled. State law takes precedence as applicable.

ARTICLE XVI
AMENDMENTS TO THE BYLAWS

- Section 1. AAUW Mandated Amendments:** Amendments required by AAUW to bring branch Bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by state laws or its articles of incorporation.
- Section 2. Amendments to Bylaws Governed by AAUW:** Prior approval is required for all amendments to articles governed by the AAUW Bylaws. The proposed amendment shall be sent to the state Bylaws committee for approval before the call for the branch vote. If there is not a state structure, amendments will be sent for approval to the AAUW Governance Committee.
- Section 3. Amendments Not Governed by AAUW Bylaws.** Provisions of these Bylaws not governed by the Bylaws of the AAUW may be amended at the Annual Meeting or any regular meeting of the branch by a two-thirds vote of those present provided the proposed amendments have been presented to the branch Board of Directors for review and notice of the proposed amendments shall have been given in writing to every member at least thirty days in advance of the meeting.

Date Amended by Whidbey Island Branch: March 13, 2010

Date Approved by AAUW - Washington State: March 16, 2010