RATIONALE
AAUW-WA PROPOSED BYLAW CHANGES

BACKGROUND:
AAUW-WA became a Washington non-profit corporation in 2006. The Washington non-profit mutual benefit law mandates that non-profit corporations fix the number of board members and have, at minimum, a president, one or more vice presidents, a secretary and a treasurer. At the time of incorporating, few changes were made to the bylaws: fixing the board at no more than 25 elected and appointed members (plus the branch presidents). A board of over 50 members is not a very functional working board, especially since AAUW-WA bylaws require only one board of directors meeting annually. AAUW-WA had adopted the practice of having the elected and appointed officers, without the branch presidents, act between meetings of the entire board of directors. This structure, however, has never been codified in the bylaws.

Under current Washington non-profit mutual benefit law, a membership organization like AAUW-WA has a specific structure: 1) members, 2) directors on the board and 3) officers elected by and from among the directors. The current structure AAUW-WA uses – delegates directly electing the officers – is one that many old, non-profit organizations continue to use. However, that old structure is not in AAUW-WA’s best interest.

BEST PRACTICES
AAUW recently provided branches and states with a “Recommended 'Best Practices' Governance Guidance (http://www.aauw.org/files/2013/09/2013-Mandatory-Conformance-Memo-Attachment-1.pdf). These practices have been demonstrated to be effective in facilitating missions, protecting members, preventing unintended consequences, and facilitating good governance. This guide outlines seven issues affecting boards of directors: Number of members, appointed members, percentage of appointed members, officer titles and terms, board size, voting and executive committee. These best practice procedures have been considered in revising AAUW-WA bylaws.
WHAT’S THE HURRY?

Some members and branches have expressed their concern about the short time period involved in these proposals, that perhaps they are a knee-jerk reaction to a temporary situation (no candidates to stand for election in 2014). The general feeling is that these proposals are too much, too soon and too dramatic a change in overall structure.

Within the last 6 months, the President and Executive Committee of the Board of Directors became aware of the lack of candidates for election in 2014 and began exploring how to maintain the organization going forward. Once the discussion started, it was clear that any stop-gap measures would only postpone the resolution of the current situation and not truly address the overall structure of AAUW-WA to make it a fast, focused, flexible organization. Keeping our bylaws as they exist today increases the vulnerability of our member leaders to personal liability should the organization ever be sued (which has never happened).

OFFICERS AND DIRECTORS

Under current Washington non-profit mutual benefit law, a membership organization like AAUW-WA is required to have as officers, “a president, one or more vice presidents, a secretary and a treasurer, each of whom shall be elected or appointed at such time and in such manner for such terms as may be prescribed in the articles of incorporation or the bylaws. In the absence of any such provisions, all officers shall be elected or appointed annually by the board of directors.” Washington law also provides that the board of directors shall consist of one or more individuals and that the number of directors be fixed by the articles of incorporation or bylaws.

The officers of a corporation shall consist of a president, one or more vice presidents, a secretary, and a treasurer, each of whom shall be elected or appointed at such time and in such manner and for such terms as may be prescribed in the articles of incorporation or the bylaws. In the absence of any such provision, all officers shall be elected or appointed annually by the board of directors. If the articles or bylaws so provide, any two or more offices may be held by the same person, except the offices of president and secretary. Such other officers and assistant officers or agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the articles or bylaws.

Having only a minimum of four individuals run an organization the size of AAUW-WA is also not in AAUW-WA’s best interest since power would be constituted in such a small number of individuals. Fixing the maximum number of board members (going from 25 + branch presidents = 50+ in current bylaws to 12 maximum in the proposal) allows AAUW-WA not only to confirm to Washington non-profit code, but also to become an organization that can more expediently carry out the work of AAUW-WA.

Having both elected and appointed directors (to complement the three elected officers proposed) gives members and delegates the opportunity to elect (and the elected board to appoint) members with skills necessary to carry out the mission of AAUW and the work of AAUW-WA. Electing directors “without portfolio” means that their skills and expertise can be utilized wherever necessary while not diluting the mission and work of AAUW-WA, based on the current needs of the organization and what the state policies and procedures direct.
WHAT DOES IT MEAN TO ELECT “DIRECTORS” WITH NO JOB TITLE?

The question has repeatedly come up about what "without portfolio" means and how it would be implemented for AAUW. While there is no stock answer for this, the following explanation is provided.

AAUW, at the national level, as well as several states have embraced the current best practices for board structure. Best practice now is just to have board members and officers who, except for the very minimum, do not have specific job titles. AAUW requires states and branches to have at least three individuals, a president or administrative officer, a finance officer and one other to break the tie and take minutes, who can be a secretary. If there are more members on the board, there needs to be a fixed number with clear term limits (which also complies with Washington non-profit corporation law). Policy covers what, if any, of the traditional "jobs" (program, membership, finance, fundraising, governance, C/U, public policy, etc) are assigned to individual directors (either elected or appointed), including having each board member serve as a liaison to a committee of volunteer leaders.

In utilizing best practices, the limits for democratic purposes provide that the members control the board, not the board controls the board (the one member, one vote issue will be addressed at a later date). Therefore, best practice says no more than 1/3 of the board should be appointed. The proposal before us provides for three (3) elected officers, four (4) elected directors (or board members) and five (5) appointed directors (or board members). This proposal provides for slightly more than 1/3 of the board to be appointed and gives us an even number of board members (which is not necessarily good when it comes to tie-breaking votes), but it does have a majority of the board being elected by the members (or delegates as we currently have).

Under AAUW's current structure, the AAUW board has chosen to have certain committees because they feel they need them: finance, C/U, Governance, membership, nominating, and a couple more. These committees undertake much of the work that the board would like to be guided by member leaders, but any change in policy that they recommend is scrutinized by the Governance Committee and then sent to the board for their consideration and passing, changing or not passing.

The proposed new structure for AAUW-WA provides the opportunity for the incoming board to determine what functions traditional to the organization we want to continue and how exactly to make sure that happens. There are excellent examples of both bylaws and policy out there from other states and organizations that we can use as models. Washington State Law, RCW 24.03.075, Meetings of members and committees of members, provides the structure for the organization to form committees to accomplish the work of the group.
WHAT THE PROPOSED CHANGES DO NOT DO

The proposed bylaws do not do away with the current branch delegate system for voting. The proposed bylaws also do not change the use of a mail ballot for election (as adopted in 2012). The issue of one member, one vote will be addressed at a future date.

Once the proposed bylaws are approved, the Board of Directors will have to adopt policy to implement some of the provisions of the bylaws. It will be up to the Board of Directors to determine which issues will be addressed in policy.

EFFECT ON CURRENT AAUW-WA POLICY AND PROCEDURES (as adopted August 2013)

These proposed changes will not supplant the current AAUW-WA Policies and Procedure as these policies and procedures are adopted independently of the bylaws; the board of directors will continue to adopt state policies and procedures. There currently are no specified standing committees outlined in bylaws or policy; the board of directors will continue to have the ability to authorize standing and special committees as are deemed necessary to carry out the work of AAUW-WA.

EFFECT ON BRANCHES OR AAUW-WA’S PUBLIC POLICY ADVOCACY

At this time there will be little effect on the branch. Since branches are chartered by the Association (and execute the Affiliation Agreement with them), not the state, it is the Association who sets the parameters for the branches. Of course, the state leadership model could be implemented by branches but it would not be mandatory -- only another way of doing business.

The Association will still be setting mandated bylaws for the branches, with the state(s) adjusting those branch models (from the Association) to fit the needs of each individual state.

The new bylaws will not affect AAUW-WA's lobbying efforts because AAUW-WA is a 501(c)(4), not a (c)(3).

These proposed changes will not supplant the current AAUW-WA Public Policy Procedure as this procedure is adopted independently of the bylaws; members will continue to adopt our public policy program. There will be a standing advisory committee on public policy, and this committee will function much like our current public policy committee, making recommendations to the board and to the membership on public policy.