

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN of the
STATE of WASHINGTON**

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ARTICLE I. NAME AND GOVERNANCE

Section 1. Name: The name of this organization shall be the American Association of University Women of the state of Washington, a nonprofit corporation, hereinafter called AAUW-WA.

Section 2. Governance The bylaws of AAUW-WA shall in no way conflict with the AAUW bylaws. In addition, the Washington Nonprofit Corporation Act (RCW 24.03) shall govern this corporation in all practices.

ARTICLE II. PURPOSE

The purpose of AAUW is to advance equity for women and girls through education, advocacy, philanthropy, and research. The purpose of AAUW-WA shall be to further the AAUW mission, program, and policies within the

State of Washington and promote, encourage, and coordinate the work of the branches of AAUW-WA.

ARTICLE III. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members, and no member 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. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board

of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual 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.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

(1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or state of AAUW 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 educational institution upon which qualification for membership was based.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or other AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) Life Membership.

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues; based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

(b) Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more branches or other AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

b. Partner Member.

College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/ university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a

college/university partner member may choose to affiliate with AAUW-WA under the following conditions: Payment of current state dues.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. AAUW WA fees for student affiliates shall be established by the board of directors

Section 5. Dues.

a. Amount.

(1) The annual AAUW WA state dues for individual members shall be established by a two-thirds vote of those present and voting at the state convention upon recommendation of the state board of directors. The vote shall be by multiple-card vote. Notice of a proposed dues change shall be sent to each branch at least thirty (30) days prior to the annual meeting

(2) A national AAUW member belonging to AAUW-WA shall pay annual state dues of the same amount specified for branch members. Dues shall include a subscription to the AAUW-WA publication distributed to all members.

(3) The AAUW Board of Directors shall set the dues for partner members. AAUW partner member representatives may become members of AAUW WA with the payment of state dues for individual members.

b. Payment. Member dues shall be payable in accordance with procedures established by policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW AAUW-affiliated entity without payment of additional dues

Section 6. Severance of Membership. A member may be suspended or dropped 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 Board of Directors. [See AAUW Affiliation Review Policy 208.]

ARTICLE V. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW, and shall begin on July 1.

Section 2. Budget. The budget for AAUW-WA shall be prepared by the budget committee with the finance vice president as chair on a biennial basis and approved by the board of directors no later than September 30 of even numbered years. The board of directors, upon recommendation of the finance vice president, may make budget adjustments no later than September 30 of odd numbered years. The executive committee shall have the authority to revise the budget within available income.

Section 3. Financial Policies. AAUW-WA 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 VI. NOMINATIONS AND ELECTIONS

Section 1. Nominations and Elections Committee.

- a) The board shall appoint a chair for the ensuing nominations and elections committee from applicants who have served in any position on a previous nominations and elections committee. The board shall also appoint an additional three (3) to five (5) members. Geographical representation should be considered.

- b) The nominations and elections committee chair and members shall be appointed no later than July 1. The term of service on the nominations and elections committee shall be for one year (July 1-June 30) for a maximum of two consecutive terms, a third term being possible only as chair. No member shall serve more than two consecutive terms as chair.
- c) No later than six months prior to the election, the nominations and elections chair shall notify all members of the director and officer positions open for election and request nominations.
- d) The names of the nominees for elected office shall be published and distributed to every member at least 30 days prior to the election.
- e) After the slate of nominees has been announced, additional nominations may be made from the membership according to established policy, with the consent of the nominee.
- f) In the event that any member of the nominations and elections committee resigns or is proposed as a candidate for office and agrees to stand for nomination, that member must resign immediately from the committee, and the board shall fill the vacancy if the number of committee members fall below the minimum number

Section 2. Elections

- a) The elected state officers shall be elected by duly accredited delegates.
- b) Elections shall be by ballot.
- c) Conduct of a mail-in election and ballot authentication shall be determined by the board of directors a minimum of sixty (60) days prior to the election and the process communicated to members by publication in an established printed media.
- d) Election ballots for a mail-in election shall be mailed to the Presidents of each branch a minimum of 30 days prior to the voting deadline.

ARTICLE VII. OFFICERS

Section 1. Officers.

- a) The elected officers for the organization shall be a president/administrator, finance vice president, secretary and four (4) directors at large. The president/administrator, finance vice president and two (2) directors at large are elected in even numbered years, and the secretary and two (2) directors at large are elected in odd-numbered years
- b) The elected officers and directors shall appoint five (5) additional directors at the first meeting of incoming officers, two (2) appointed in even numbered years and three (3) appointed in odd numbers years.
- c) A vice president shall be appointed by the board from among the elected directors.
- d) All elected officers and directors 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 1
- e) No officer shall hold more than one office at a time. All officers are limited to no more than three consecutive terms in that office.
- f) Each office may be filled by an officer or co-officers. Each office shall carry one vote.
- g) Except for vacancies created by removal of an officer by the members, vacancies in the office of an officer may be filled by a majority vote of the remaining directors on the board at any properly called board meeting, whether or not less than a quorum, or by a sole remaining director. The voting members may fill any vacancy or vacancies not filled by the directors. Any individual filling a vacancy pursuant to this section shall be a voting member of the corporation in good standing. Except as provided herein, individuals appointed to fill a vacancy shall serve until the end of the term of the officer whose vacancy they are filling.

Section 2 Duties

- a) Elected officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the board of directors, and by the current edition of Robert's Rules of Order, Newly Revised.
- b) President/Administrator. The president/administrator shall officially represent AAUW-WA in activities of AAUW and shall be responsible for submitting such reports and forms as required by AAUW.
- c) Finance Vice President. The finance vice president shall:
 - (1) assume responsibility for the collection and disbursements of all state dues and other monies due AAUW-WA;
 - (2) serve as custodian of all funds and securities.
- d) Secretary. The secretary shall keep minutes of the meetings of the membership, the board of directors and the executive committee and shall perform such other duties as the other elected officers shall direct.
- e) Directors. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW-WA
- f) AAUW-WA will annually provide AAUW with a designated contact for administration and finance.
- g) The elected and appointed directors shall collectively fulfill the responsibilities associated with strategic statewide initiatives. Specific assignments will be made by the elected officers in accordance with the strategic plan for each AAUW fiscal year.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall have twelve (12) members, consisting of the elected officers, four (4) elected directors and five (5) directors appointed with geographical representation considered. Every director must be a voting member of the corporation in good standing. The directors shall be elected by the voting members of AAUW-WA. In addition, the board may appoint a parliamentarian who shall serve as a consultant to the board and to the executive committee.

Section 2. Terms of Office. The term of office of each director shall be two years and all directors shall serve until expiration of the term for which elected or until a successor has been elected and qualified. No director, including an officer, may serve on the board for more than three consecutive 2-year terms. Service for one-half or more of a term is considered a full term. Once a director, including an officer, has served three consecutive 2-year terms, s/he may not be re-elected to the board or serve as an officer until at least one year has passed.

Section 3. Administrative Responsibilities. The board shall have the general power to adopt policies related to the general operation of the organization and to initiate and carry out its programs and policies, and shall accept responsibilities delegated by AAUW. It shall act for the organization between annual meetings. The board shall have fiscal responsibilities as outlined in Article V, Section 3.

Section 4. Branch Recommendations. The board shall recommend to AAUW action to be taken in regard to the admittance of new branches or the discontinuance of current branches within the organization.

Section 5. Meetings. An annual meeting of the board shall be held on the same day as, or the day before or after, the annual meeting of AAUW-WA. Other special meetings of the board may be held from time to time on the call of the president or the number of directors equal to at least one-fourth (1/4) of the number of directors then serving on the board. The time and purpose for any special meeting shall be set by the person(s) calling such meeting.

a. Place and Time of Meetings. Meetings of the board shall be held at whatever place and time is designated from time to time by the board or persons calling the meeting and, in the absence of any designation, shall be held at the principal office of the corporation.

b. Board Meetings by Telephone or Video Conference or by Electronic Transmission. Directors may participate in a meeting of the board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation if in accordance with RCW 24.03.009. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Section 6. Notice. Notice of meetings of the board, specifying the time and place of the meeting, shall be given to each director at least seven (7) days before the meeting if sent by first class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered or delivered by telephone (including a voice messaging system), or by electronic transmission by the corporation (RCW 24.03.009). Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, or when received if delivered personally or by telephone, or on its confirmation of delivery if by electronic transmission. A notice, or waiver of notice, need not specify the purpose of any meeting of the board.

Section 7. Quorum. A majority of the authorized number of directors shall constitute a quorum of the board for the transaction of business.

ARTICLE IX. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee is a standing committee of the board, and shall consist of the elected and appointed officers: president/administrator; vice president; finance vice president; secretary; and two (2) directors at large appointed by the remaining directors.

Section 2. Duties. The executive committee shall have the power to make decisions and take actions relative to the operation of the corporation for the 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. Without diluting the general authority granted to the executive committee by this provision, the executive committee shall oversee and have final decision making authority with respect to personnel matters, if any, and any other employees of the corporation.

Section 3. Meetings. Meetings of the executive committee shall be held on the call of the president/administrator or by written request of two of its members.

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

ARTICLE X. COMMITTEES

Section 1. Committees of the Board. The board may create one or more committees of the board, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by a majority vote of the board. Any such committee, to the extent provided in the board resolution creating the committee, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) Fill vacancies on the board or on any committee that has the authority of the board;
- (b) Amend or repeal bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the board that by its express terms cannot be amended or repealed;
- (e) Create any other committees of the board or appoint the members of committees of the board; or

(f) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as allowed by the Washington Corporations Code.

Section 2. Standing Committees. The board may establish standing committees composed of any number of directors and non-directors. All standing committees shall have a chair selected by the president/administrator in consultation with the board. Standing committees shall provide advice and recommendations to the board but shall not have the authority of the board or any final decision making authority.

ARTICLE XI. ANNUAL MEETING

Section 1. Time, Place and Notification.

- a) AAUW-WA shall hold at least one (1) annual meeting each year, to conduct the business of AAUW-WA. A biennial convention will be held in years which alternate with AAUW meetings.
- b) The time and place shall be determined by the executive committee in consultation with the board of directors.
- c) Special meetings may be called by the president/administrator, or shall be called by the president/administrator on the written request of two-thirds of the members of the board of directors.
- d) Notice of the annual meeting shall be sent to all branches, branch members, members of the state board of directors, college/university members and state members-at-large at least thirty (30) days prior to the meeting.
- e) All state meetings, including meetings of the board of directors, shall be open and may be attended by any member of AAUW-WA.
- f) If circumstances prevent the holding of an annual meeting, the elected officers shall provide for the conduct of necessary business.

Section 2: Representation

- a) Voting Body. The voting body of any annual meeting of the state shall be composed of:
 1. State Representatives, including the following:
 - a. elected state officers and appointed state board members;
 - b. past presidents of AAUW-WA so long as they are members of AAUW;
 - c. president of each branch or any branch member appointed with the consent of the branch to act as the president's proxy. The proxy shall present the president's voting credential duly authorized and signed by the president of the branch.
 2. Branch and other delegates, including the following:
 - a. one delegate for each 25 members of each branch or major fraction thereof. Each branch shall be entitled to at least one delegate in addition to the president
 - b. One delegate appointed by the president/administrator for each 25 paid-up state members-at-large
 - c. One delegate from each college/university partner of AAUW-WA
 - d. AAUW-WA members serving as AAUW committee chairs or members
 3. Voting. A member of the voting body shall cast no more than one vote, except when vote is by card count or by ballot, each voter present shall cast one vote and the chair of each

branch delegation may also cast the remaining votes not represented by registered delegates to which the branch is entitled.

4. Quorum. A quorum shall be a majority of the accredited delegates attending the meeting.

ARTICLE XII. PROPERTY AND ASSETS

Section 1. Title The title to all property, funds, and assets is vested in AAUW-WA for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW.

Section 2. Dissolution In the event of dissolution of AAUW-WA or the termination of its affiliation with AAUW, all assets of the state or multi-state organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern AAUW-WA in all instances in which they are applicable and in which they are not inconsistent with these bylaws or the Washington Nonprofit Corporation Act.

ARTICLE XIV. INDEMNIFICATION

Every member of the state board or officer of AAUW-WA may be indemnified by AAUW-WA 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 AAUW-WA, 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 AAUW-WA approves such settlement and reimbursement as being in the best interest of AAUW-WA. 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 XV. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring AAUW-WA bylaws into conformity shall not require a vote of the members, except that an incorporated state shall take the necessary steps required by the state bylaws, its articles of incorporation, and state law.

Section 2. Prior Approval. All other proposed amendments to AAUW-WA bylaws shall be sent to the AAUW Governance Committee chair for approval before being voted upon.

Section 3. Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the biennial AAUW-WA convention by a two-thirds (2/3) vote of those present and voting, or by electronic or mail ballot, provided written notice shall have been sent to each branch in the state at least thirty (30) days prior to the meeting and provided that the amendment and voting procedures are in compliance with state law.

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