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President’s Message



Mary Williams
President

AAUW Washington

president@aauw-wa.org

As I write this, today is March 8th, International Women’s Day. I’m glad there is a day set aside to honor the many amazing women who have accomplished so much, but it really seems like something we should be doing every day. There are way too many women of excellence to be trying to celebrate them all on only one day. Wouldn’t it be more fitting to pick one incredible, inspirational, exceptional woman to honor every day. I’m sure the biggest challenge on many days would be narrowing it down to just one.

Sometimes I get these off the wall ideas. Right now, I’m thinking it would be so interesting if one of our historians decided to compile the stories of the nearly 1,500 women who make up AAUW-WA. I’ve learned enough about many of you in the last few months to know that we could write quite an anthology.



Rarely a day goes by that I don't learn something incredible about one of our colleagues. Anyone up to the challenge?

As March begins, we are diligently focused on all the activities that have to happen to bring you a productive and energizing Annual Meeting/Convention. We all know it's been a strange year. The words that have been the backdrop for all we've accomplished are not the words we expected to be using: zoom, quarantine, pivot, virtual – I could go on and on. We've learned to work together more effectively, even while remaining apart and distanced. We have two big events planned in the next few months: our annual meeting and convention, and the Women's Health Summit. I hope you are planning to join us. Please make sure to read Jeanie Glaspell's story about the many activities that will be happening at the convention.

I've spent many years working in education or for one government agency or another. Others who aren't on this cycle see spring as new beginnings – crocuses and daffodils are poking up through the nearly frozen earth, and the buds are beginning to appear on the trees. But for those of us on an academic calendar, spring represents a frantic rush toward the end of the year. Any goals we had at the beginning of the year had better be nearing completion, or we're going to end up not meeting them.

Even as the things that must be done multiply, I'm determined to take time to smell the roses, admire the tulips, and appreciate the beautiful blue skies when they decide to grace us with their presence. In so many ways, we've weathered the worst that Mother Nature has to throw at us. It's time to welcome a better day and a little sunshine in our lives.





2021 Convention and Annual Meeting

Jeanie Glaspell
Program Director
AAUW Washington
programs@aauw-wa.org

Whee! It's been a wild ride of a year!

We missed our much-anticipated Convention of April 2020, and Zoom has become our way of life. We are all looking forward to a future that more closely resembles our pre-Covid lives.

But for now, we have business to do and enjoyment to take from this organization that means so much to us--as people who care about advocacy, women's health, children's education and well-being, financial viability of families, equity and opportunity for women in all aspects of their/our lives.

You won't want to miss out on our April 17th Annual Meeting, so mark your calendars now! Our morning will be business oriented starting with registration at 8:15. Delegates will vote on proposed by-laws changes and public policy priorities. We will elect officer and board of director positions for the next biennium. Every AAUW-WA member is invited to join us, although only those designated as delegates will be voting. The meeting will keep all of us informed and energized about the good work being done on many fronts. For those newer members of AAUW, the business meeting will help you understand the workings of the state organization.

After an early lunch break, the 12:00 afternoon session will be an invigorating opportunity to hear about our successes and challenges. Our Keynote Speaker, Lisa Maatz, is known to many of us for her powerhouse leadership on a myriad of women's issues. Look for her bio later in this issue and also with registration materials. We will also hear from AAUW CEO Kim Churches, from an OSPI representative about the current state of education in Washington State, and from a

dynamic duo of historical fiction writers. See an article in these pages which introduces them and includes a title or two that you might want to read before you hear them speak. I'm certain we are in for an enjoyable experience.

You will be getting more registration information in your inbox soon, so this is just a teaser. April 17th will be a chance to celebrate together and for renewing our commitment to the work that still needs doing. And we are up for the challenge!



Our Annual Meeting Keynoter
LISA MAATZ

Jeanie Glaspell
Program Director
AAUW Washington
programs@aauw-wa.org

We are proud to have LISA MAATZ as our keynote speaker for the afternoon session of our April 17th Annual Meeting. Many of you know her from the days when she served as AAUW's VP of Government Relations, and when she worked on issues like pay equity as National's lobbyist on Capitol Hill. You don't want to miss her presentation.

Maatz has a long history of providing leadership to organizations working to advance opportunities for women and girls. Her distinguished career has led to her receipt of many awards honoring her as an advocate for the underserved, a trailblazer, a mentor, a researcher, and a legal rights champion. She is a nationally sought-after speaker, writer, and political analyst. I can't wait to hear about her latest ventures! Stay tuned.

Public Policy Principles and Priorities

Mary Williams
President
AAUW Washington
president@aauw-wa.org

Editor's Note: Our State Policies and Procedures require that our public policy program be reviewed and updated at least every six years. That has not happened since 2016. National revised their version a year or so ago and it is important that we keep our priorities in line with theirs. Below is a copy of what is in the official document. These changes will be up for approval at the annual meeting.

Our AAUW-WA Mission: To provide leadership and training to invigorate and inform local branches and affiliates, and to advocate as one voice to achieve our national mission and state objectives.

We support the AAUW mission which is to advance equity for women and girls through advocacy, education, and research. AAUW and AAUW-WA believe that democratic participation in governance and equal rights, benefits, and opportunities in all institutions of society—economic, social, educational, health, and political—are fundamental to women's empowerment and public well-being. For that reason, we:

- ✓ oppose all forms of discrimination,
- ✓ support policies that improve racial, ethnic, and gender diversity
- ✓ believe in the separation of church and state, and
- ✓ support a fair, balanced, and independent judiciary

The AAUW National 2019-2021 priorities include:

- ✓ Support for a strong system of public education that promotes gender fairness, equity, diversity and inclusivity, and that eliminates the barriers and implicit biases that hinder the advancement of women and girls,
- ✓ Access to high-quality healthcare
- ✓ The achievement of economic security for all women, and
- ✓ The guarantee of equality, individual rights, and social justice for a diverse and inclusive society.

For decades AAUW members across Washington State have examined and taken positions on the fundamental issues of the day. Basic to all of AAUW-WA's public policy efforts is the understanding that true equity requires women's empowerment as individuals and structural support for their full participation as responsible members of their communities.

Democratic political processes are crucial to women’s empowerment in public and private life. For that reason, we support strong protection for the right to vote and meaningful campaign finance reforms. These will elevate the voices of all citizens and therefore promote a government that represents the popular will and general interest more fully.

Therefore, our Public Policy Priorities are:

- 1) A strong system of public K-12 and higher education that:
 - a) Promotes a broadly based education that includes STEM education at all levels
 - b) Ensures equal access to that education for girls and women and underrepresented populations
 - c) Provides training for careers that provide a living wage
 - d) Reduces the costs of higher education
 - e) Promotes research and education on women’s status, health, and social contributions.

- 2) Economic security and gender and racial equity in the workplace that includes:
 - a) Access to ample paid sick and personal leave
 - b) Pay equity and a minimum wage that supports economic independence for all workers
 - c) Affordable child care so that women can enjoy rewarding work and look forward to a comfortable retirement
 - d) Student loan debt forgiveness.

- 3) **A healthcare system that:**
 - a) Provides affordable reproductive, prenatal and postpartum medical services
 - b) Removes gender, racial and other disparities in health access, treatment, and outcomes.

- 4) Adoption of a state budget that:
 - a) Fully funds basic education
 - b) Does not rely on local school levies
 - c) Is based on an equitable tax system that will provide a stable source of funds for necessary state programs and services while creating systemic fairness in the distribution of tax burdens.

- 5) Protection of women and girls from violence through legislation that:
 - a) Establishes Title IX compliant campus-based strategies and programs that provide protection from violence and safeguard survivors’ right to a safe educational environment.

- b) Provides increased transparency about reporting incidents of violence, securing victims' rights to respectful treatment and effective legal redress, and establishes fair standards for disciplinary actions in educational institutions.
- c) Restricts access to guns for perpetrators of domestic violence.
- d) Provides resources and legal tools to enable women to leave abusers safely.

Changes to the AAUW-WA Bylaws

Mary Williams
President
AAUW Washington
president@aauw-wa.org

There are significant changes proposed to the AAUW-WA Bylaws. Most of the changes we are suggesting are because the current bylaws don't work effectively, either because of our rapid pivot to a virtual world, because they just don't function very well for us, or because of a change in philosophy. These changes will be up for approval at the annual meeting.

Note: The first eight articles (Articles I - VIII) are mandated by National, must remain in our bylaws, and can't be changed. The proposed changes affect the rest of the document, except Articles XIII and XVII, which have no changes.

There are two version that are attached to end of this document, in the Appendix. The first version has the changes that were made and the rationale for the changes. It shows what was deleted and what was added. That version can be found [here](#).

The second version contains the exact text that will be the bylaws once the changes are approved. That version can be found [here](#).

If you would like to compare these bylaws to the current version, you can find it at:
<https://aauw-wa.aauw.net/files/2018/09/2016-18-AAUW-WA-BYLAWS.pdf>

2021 Board of Directors Election

Mary Williams
President
AAUW Washington
president@aauw-wa.org

The following individuals have been nominated to fill the board positions that are up for election this year:

Secretary -- Susie Johnson
Director at Large Position 1 -- Karen Anderson
Director at Large Position 2 -- Jeanie Glaspell

There will also be a call for nominations and nominations will be accepted from the floor at the Annual Meeting portion of the state convention, which will be held on the morning of April 17th.

National Bylaws Revision

Open Up AAUW More?

Gay Armsden
Board Member at Large
AAUW Seattle Branch
scholarships@aauw-seattle.org

AAUW members will vote once again this spring on whether to open our membership to people without college degrees. Fellow members I discussed this issue with the last time this came up for a vote insisted that the college-education requirement distinguishes AAUW from other women's organizations; others just wanted to hobnob with "like-minded" women. They – and I – suspected the move to open-up membership was just part of a survival strategy. When I joined AAUW I didn't question the education requirement. I looked forward to meeting highly educated, progressive women like myself. I gave only cursory consideration to those who were excluded from membership: people with terminal high-school degrees who were much more likely to be non-White and low-income. These are cringe-worthy recollections. Since then, our society has changed, AAUW has changed, and I have changed.

What does it mean to want to belong to an organization of "like-minded" people? Does it mean wanting to spend time with people who have similar values, intellects and lifestyles? That sounds a lot like a description of our circle of friends. But need it be a requirement for our fellow feminist activists? Besides, couldn't being an ardent advocate for gender equity be "like-minded" enough? A lot of us might have worked hard to get through college, but does that mean we can't work alongside someone who didn't have that opportunity, but who wants to fight for equity in education and opportunity?

People join AAUW because they believe in our mission. When we limit our membership, we limit our collective thinking and energy. Representation matters. One of the important messages of the Black Lives Matter movement is that people must be willing to step out of their comfort zones. For some of us AAUW members, that might mean opening ourselves more to getting to know feminists of all kinds as allies in our mission - challenging the edges of our comfort zone by interacting with diverse, differently educated people. Opening-up is not simply a survival strategy for an aging, outmoded organization; it is imperative to our mission of promoting gender equity for all. For success, AAUW's organizational priorities cannot continue be shaped by a relatively homogeneous group of college graduates. As Jamie Pardau, past president of AAUW Kona (HI), has written, "The strength of AAUW is its mission, not the background of individual members." And as to our losing our "specialness" by eliminating the higher-education requirement, AAUW

is unique in its comprehensive influence. Our highly respected legal advocacy, rigorous research reports, powerful political advocacy, and generous American and international fellowships, among other things, make us very special. We stand only to gain by becoming more inclusive.

Remembrance of AAUW Past

Karen Manelis
Tech Trek Director
AAUW Washington
techtrek@aauw-wa.org

This spring AAUW members will vote on proposed changes that would eliminate the degree requirement for membership. The rationale for this change is that AAUW's mission is to advance gender equity, yet the requirement for membership explicitly denies access to membership to those without college degrees. AAUW does not promote equity for all women and girls if the organization maintains exclusionary membership requirements. The membership requirement is not fair, is not right, and is not equity. This is simply the right thing to do.

To put this change into perspective, a long-time AAUW friend sent me this remembrance of when we were involved in the admission of men to AAUW membership in 1987. She also incorporates a little of the struggle to admit women of color, or more specifically, black women in the late 1940's.

How Adam Bridge became the second male member of AAUW

Janice Bridge, AAUW Davis (CA) member

A conversation with an AAUW sister caused me to reflect on the Bylaws change in 1987 to allow men to join AAUW.

I joined AAUW in 1977 and transferred my membership when I moved to Davis in 1980. At that time, the Equal Rights Amendment was in the last year of the attempts for ratification. In the spring of 1982 AAUW Davis actively marched for ERA. I remember Gail Johnson and me pushing our infants in strollers and carrying signs. But the sabotage of the ERA was successful and in June 1982 ERA died. We were thoroughly depressed and disgusted!!!

At that time, the Junior Chamber of Commerce of Yolo County was an all-male social/civic organization with lots of political power. AAUW member Debbie Nichols Poulos wanted to run for City Council but, of course, she was not eligible for JC membership which put her at a serious disadvantage in any political campaign. One night I was stomping around the house grumbling about how unfair it was for the JCs to exclude women when Adam stopped me with a simple statement. "Jan, you belong to AAUW which excludes men. How can you demand inclusion on one hand and maintain exclusion on the other?"

The seed was planted. I was a complete AAUW rookie and had three children under the age of six, so there was not a lot of soil for the seed but. . .

The Davis AAUW members who attended the 1983 AAUW convention came home to report the mood of AAUW leadership was "Men can be members when the ERA passes!" In June of 1984, Debbie Nichols Poulos was elected to Davis City Council in spite of not being allowed to be a member of the JCs. Davis delegates to the 1985 convention reported that the body had voted to place the issue of gender and membership as a Bylaw Change at the 1987 convention.

Locally opinions were mixed. The Branch would not endorse the change, but the Board said it would be okay if a few of us wanted to work to advocate for inclusion. So, we began. From National we received mailing addresses to contact the leadership of each state and from them we received contact information for all of the just over 2000 Branches in the US. (Pre-internet, each exchange was through USPS and took a week to 10 days if we were lucky.) By the time we had the addresses, we had developed our message and our strategy. We contacted every branch, provided our arguments and suggested that the Branch discuss the Bylaw change and provide guidance for their delegates to the convention. Davis AAUW voted, with a slim majority, to support the admission of men.

The 1987 convention was held in Houston. Gail Johnson and I were delegates. Branch member Karen Manelis was a delegate also through her position on the AAUW California Board. It was my first convention. I was overwhelmed. Gail Johnson was a veteran and knew practically everyone. Delegates sat by state, and after I sat down, on a chair on the aisle, a petite, prim and proper woman in her 70's asked if she could sit next to me. Of course, I said "yes". As the meeting convened, we were told that the seats we were in would be our seats for all of the active legislative sessions. The lovely woman, Meta McBride Haupt*, had been President of AAUW California in the mid-1950s; was a registered parliamentarian; and had been President of AAUW Los Angeles 1946-1948 when they "took up the issue of admitting colored women"!! Throughout the convention Meta coached and explained as the issues moved through the process. During the lulls when votes were being counted, she told me about the admission of Black women to AAUW in 1949**. It was an amazing few days.

Debate at an AAUW convention is well orchestrated. Each person gets no more than 2 minutes, regardless of status. Pros and Cons must alternate. Discussion continues until one side runs out of speakers. We spent time when the convention was in recess finding other delegates willing to speak on behalf of inclusion. About the middle of the third day, those opposed to inclusion ran out of speakers so the issue was called. It was overwhelming. . . over 95% of the delegates stood to approve.

As we had planned, I stepped to the microphone to announce that AAUW Davis had admitted Adam Bridge as its first male member. But the delegate from South Carolina was acknowledged and John Freeman***, husband of the president of AAUW South Carolina, became the first man to join AAUW.

Concurrent with the struggle in Washington DC, there was a challenge in the Los Angeles branch. Meta Haupt was elected Branch president in 1946, a young newlywed, she was excited about the challenge. But at her first meeting it was announced that "This is the year we will take up "the colored issue". For the next two years, the Branch wrestled with the issue - each side hired lawyers to come to the Branch meetings and the Board meeting. Meta was stunned - but her husband said, "Well Meta you better study up." . . . In the process of "studying up" she actually became a registered parliamentarian!

**It should be noted that the Bylaws of AAUW have always granted membership to any and all women graduates of approved institutions. In 1949 there was only one Black College that had received approval by AAUW. However, women of color were graduating from approved, previously all white, colleges and universities. The issue at the Seattle convention of 1949 was whether local Branches could deny membership to a qualified woman graduate and still maintain their status within AAUW.

***John Alderman Freeman, was a biology and zoology professor who taught many years at [Winthrop University](#). He previously had taught at [Wake Forest University](#), his alma mater. John Freeman was an author and ran a small independent publishing firm in Rock Hill. SC.

John Freeman was active in the [American Association of University Women](#) and was on the executive board of the [Rock Hill, South Carolina](#), Branch, 1961–1962. (Those dates are correct. the wording of the AAUW qualifications at the time was "a graduate of an approved college or university.) He was married to Grace Freeman who was active in the leadership of the Rock Hill Branch and the South Carolina AAUW. Grace Freeman was an author, journalist and in 1987 she was the Poet Laureate of South Carolina. The couple were parents of four children.

Grace Freeman died after a short illness on October 28, 2002, in [Asheville, North Carolina](#). John, died on January 5, 2007.



State News



Tech Trek

Still Needs a Few Good Women!

Karen Manelis
Tech Trek Director
AAUW Washington
techtrek@aauw-wa.org

With the virtual format for this year's camp, we need even more volunteers to act as Teaching Assistants throughout the week. Openings are for five mornings (Monday-Friday, July 12-16, 8 am-12:30 pm) OR afternoons (Monday-Thursday, July 12-15, 1-5 pm), OR BOTH! We are contacting Tech Trek alumnae who are now in college, but we're also looking for our members to participate. Check out the job description on our website [here](#).

Branches should also invite the teachers who nominate campers to participate to get a real feel for what the girls they nominate experience. Branches with STEM Recognition Scholar programs need to encourage their scholars to serve as teaching assistants at Tech Trek.

If you or others in your branch are interested, please complete the inquiry form on the Tech Trek WA website, techtrek-wa.aauw.net, at the link above. **Deadline to apply extended to March 31.** There will be plenty of technical help for those not completely computer savvy, so adjust those suspenders, pull up your bootstraps and be daring! We really need **YOU!** Our goal is **60 teaching assistants** and we're only about a third of the way there!

Plans continue to take shape for our Virtual Tech Trek camp in July, 2021. Dates are set for all campers as July 11-16. Girls from both 2020 and 2021 will attend this camp from every corner of Washington.

Core classes will include chemistry, climate change issues, cybersecurity, human physiology and robotics! Campers will select one core class from those offered (attended five mornings during week). The core classes will be taught by highly qualified middle school teachers, almost all veterans of in-person Tech Trek camps. Afternoon offerings will include hands-on labs in areas not specifically covered in the core classes. Just as each camper will be receiving a TOOL KIT, staff will have a TOOL KIT also to be able assistants for all the hands -on activities. The need for additional teaching assistants this year is because each class will have multiple breakout sessions which need to have moderators. We are engaging the same technology experts that were

successfully used by AAUW WA for last August's Summer Leadership Meeting and the recent Lobby Day, so there will be plenty of technical help.

Each camper will make a short video of her work in her core class. Friday, the last day of camp, will be devoted to the girls finalizing their videos and making an afternoon presentation to all campers and families able to attend. We will gladly provide the link for this closing session; just email your request to techtrek@aauw-wa.org.

As mentioned above, here's your chance to be daring and experience the Tech Trek experience like no other!

*AAUW-WA Special Projects Fund (SPF)
Board Openings*

Judy Rogers
President
AAUW-WA Special Projects Fund
specproj@aauw-wa.org

AAUW-WA SPF, the fiscal agent for Tech Trek and other approved projects has three board openings. The term of office is for two years (unless otherwise specified) starting June 30, 2021. Each board position has a maximum of serving 2 consecutive terms. All candidates must be AAUW members. The board typically meets 2 – 3 times a year unless matters occur requiring a special meeting.

Secretary – 2-year term; Responsibilities; Note: pertinent documents are uploaded to Dropbox

1. Assume the office of SPF President should a vacancy occur in that office.
2. Be responsible for the minutes of all board meetings, handle the official correspondence of the Special Projects Fund Affiliate, and file all related business with the Washington Secretary of State as defined by the rules governing nonprofit corporations under the laws of the State of Washington. (Currently the SPF President handles all the official correspondence and filings with WA Secretary of State).
3. Review the bylaws biennially, examine proposed amendments, and make recommendations to the Board of Directors for action.
4. Keep a roster of e-mail addresses and phone numbers for each member of the Board, in addition to their mailing address.
5. Record all mail and electronic votes and report the results at the next meeting of the Board of Directors.
6. Execute, with the President of the corporation, all legal documents of the Special Projects Fund Affiliate. (Currently the SPF President or Treasurer handles all legal documents.)

At Large Director – 2-year term; Responsibilities

1. Promote the purpose of SPF and the advantages to the branches.
2. Respond with opinions, recommendations and votes on matters that come before the board
3. Volunteer or be appointed by the SPF President to serve on single topic sub-committees.
4. Bring up matters that might affect SPF.

Treasurer – 1 year term to complete current Treasurer’s term of office; Responsibilities

1. Be knowledgeable with Quick Books.
2. Serve as the chief financial officer of the Special Projects Fund Affiliate and perform all legal financial activities as required by law.
3. Be responsible for the accounting of all monies and assets of the Special Projects Fund Affiliate, including the deposit and withdrawal, and investment of such monies in accordance with the policies set forth by the Board of Directors.
4. Be the custodian of all property and financial assets of the Special Projects Fund Affiliate, and with the approval of the Board of Directors make arrangements with a recognized financial institution, or institutions, regarding investments in securities and their safe keeping.
5. Provide an annual financial summary to the board at the annual meeting.
6. Work in conjunction with the bookkeeper to process all financial data and provide monthly reports to project leadership of SPF approved projects (at this time only Tech Trek is an active approved project).

If interested or know someone who would be a great candidate, please email Judy Rogers, AAUW-WA SPF President at specproj@aauw-wa.org along with a brief bio. Thanks.



Calendar and Upcoming Events

AAUW-WA State Calendar

MARCH

| | | |
|----|---------------------------------------|----------|
| 18 | State Board (Exec. Committee) Meeting | Noon |
| 29 | Branch Presidents Meeting | 10:30 AM |

APRIL

| | | |
|-------|---|----------|
| 10 | Vancouver Branch – <i>May's Vote</i> | 10:00 AM |
| 15 | State Board Meeting (Full Board) | Noon |
| 17 | CONVENTION | All Day |
| 22 | WA-Online Branch - Leadership, Philanthropy, and Diversity | |
| 23-25 | Port Townsend Branch – Home and Kitchen Tour | |
| 26 | Branch Presidents Meeting | 10:30 AM |

MAY

| | | |
|----|---------------------------------------|----------|
| 24 | Branch Presidents Meeting | 10:30 AM |
| 27 | State Board (Exec. Committee) Meeting | Noon |

JUNE

| | | |
|-----|---------------------------------------|----------|
| 12 | WOMEN'S HEALTH SUMMIT | All Day |
| 24 | State Board (Exec. Committee) Meeting | Noon |
| 28 | Branch Presidents Meeting | 10:30 AM |
| TBD | State Board Transition Meeting | |

Preview of Coming Attractions

AAUW-WA Women's Health Summit

Mary Williams
President
AAUW Washington
president@aauw-wa.org

When: Saturday, June 12, 2020
Where: Wherever you Zoom

As we were developing this year's public policy platform, we realized that there are so many issues related to women's health that we needed gather experts from across the state to help us understand and prioritize what we need to do personally and legislatively. Watch future Evergreen Leaders for details and how to register.

AAUW Vancouver Branch Program



Wanda Holmes
AAUW Vancouver
vancouver@aauw-wa.org

May's Vote is an original play about two amazing suffragists and their successful fight for the vote for Washington women in 1910. Join us for a free virtual celebration of women's suffrage.

Date: April 10, 2021
Time: 10:00 AM
On Zoom

To register: Email Pat Stryker at aauw.vancouver.info@gmail.com .

AAUW WA Online Branch Program

Kelvie Comer
AAUW-WA Online Branch
waonline@aauw-wa.org

Thursday, April 22, 2021
Leadership, Philanthropy, and Diversity

Plans are underway for a panel discussion featuring another group of extraordinary women. Planned participants include:

Gloria Blackwell, AAUW Executive Vice President and Chief Program Officer

Juliana Menasce Horowitz, Pew Foundation Research Center, 2018. Research on *Women and Leadership*

Melissa Johnsen – President, Planned Parenthood, Colorado; Colorado Philanthropist; Past AAUW Board Member

We are particularly interested in the intersections of these topics. All branches are invited to participate. More information in the next issue of the Evergreen Leader.

**AAUW Port Townsend Fund Raiser
Virtual Home and Kitchen Tour**

Leslie Roubal
Webmaster
AAUW Port Townsend Branch
webmistress@aauwpt.org



**APRIL 23-25, 2021
VIRTUAL 3-D VISITS
TO MANY LOCAL HOMES**



Virtually walk through homes, condos and boats
Enjoy interviews and workshops with experts all weekend
Proceeds from sales fund scholarships and local service projects



\$25 online registration
pt-wa.aauw.net -- AAUW Port Townsend

General Information

Publishing Schedule

Melinda Hearsey
Editor, *Evergreen Leader*
AAUW Washington
evergreenleader@aauw-wa.org

While we have been publishing monthly for the last few month, the *Evergreen Leader* will not be published in April. This is due to the proximity to the Annual Meeting.

The next issue will be published on Saturday, May 15, 2021. Articles submitted for publications are due by Saturday, May 8, 2021. Please send the articles to Mary Williams at president@aauw-wa.org, Judy Peasley at communications@aauw-wa.org, and/or Melinda Hearsey at evergreenleader@aauw-wa.org.

State Officers

The list of state officers can be found on the AAUW-WA website at:

<https://aauw-wa.aauw.net/about-aauw-wa/about-us/officers/>

Appendix

Changes to AAUW-WA Bylaws

CHANGES PROPOSED TO AAUW WASHINGTON BYLAWS

APRIL 2021

ARTICLE IX. FINANCIAL ADMINISTRATION

CURRENT BYLAWS:

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.

PROPOSED CHANGES

Strike and replace Article IX, Section 2 with following

Section 2. Budget. Upon recommendation of the President, the Board will appoint a budget committee in May of each year. Committee membership will be constituted following the guidelines set forth in the current AAUW-WA Policies and Procedures. If possible, the Board shall adopt a balanced annual budget at the June transition meeting, but in no case later than at the first regularly scheduled Board meeting in July. The Executive Committee shall be required to make budget adjustments when necessary due to changes to anticipated income, expenses, or unexpected circumstances. The Executive Committee also has the authority to amend the budget upon recommendation of the Finance Vice President or President as long as those changes are not in violation of existing AAUW-WA Policies and Procedure.

RATIONALE:

Streamlines the process for developing an annual budget and establishes timelines that encourage collaboration between outgoing and incoming leadership. Giving authority to the incoming board to start the budget process in May of even numbered years (rather than waiting until July 1 when the terms of office begin) will contribute to the financial health of AAUW-WA. Giving the executive committee (which meets more frequently than the board) the authority to revise the budget allows more flexibility in maintaining good fiscal management.

ARTICLE IX, Section 4 Dues

Amount (1): Amend by striking “state convention” and replace with “annual meeting” Delete sentence on multiple card count.

CURRENT BYLAWS

Section 4. Dues.

a. Amount.

(1) The annual AAUW WA state dues for individual members shall be established, upon recommendation of the state board of directors, by a two-thirds vote of those present and voting at the ~~state convention~~ **annual meeting**. ~~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.

PROPOSED CHANGES

Section 4. Dues.

a. Amount.

(1) The annual AAUW WA state dues for individual members shall be established, upon recommendation of the state board of directors, by a two-thirds (2/3) vote of those present and voting at the state annual meeting. Notice of a proposed dues change shall be sent to each branch at least thirty (30) days prior to the annual meeting

ART IX, Section 4 Dues a.(2) & (3) Strike in entirety; renumber subsequent sections:

~~(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.~~

RATIONALE:

Removing sections on allowing national AAUW individual and partner (college/university, other partner) members to join AAUW-WA as at-large state members

ART IX, SECTION 4 b. Amend by striking “established by policy” and inserting “set forth in Article IV, Section 4b of these Bylaws, and AAUW WA Policies and Procedures”

CURRENT BYLAWS

b. Payment. Member dues shall be payable in accordance with procedures ~~established by policy~~ **set forth in Article IV, Section 4b of these Bylaws, and AAUW-WA Policies & Procedure.**

PROPOSED CHANGES

b. Payment. Member dues shall be payable in accordance with procedures set forth in Article IV, Section 4b of these Bylaws, and AAUW-WA Policies & Procedures.

RATIONALE: Establishes payment in accordance with other bylaw articles.

ARTICLE X. NOMINATIONS AND ELECTIONS: Strike and replace entire Sections 1 and 2

CURRENT BYLAWS:

ARTICLE X. 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.

PROPOSED CHANGES:**ARTICLE X. NOMINATIONS AND ELECTIONS****Section 1. Nominations and Elections Committee.**

- a. No later than November 1st of each year the President shall recommend and the Executive Committee shall appoint a three (3) to five (5) member nominating committee consisting of eligible state members not currently on the board. The committee shall select a chair from among their membership.
- b. If it is not possible to identify three (3) members willing to accept appointment, the President will recommend for Executive Committee appointment enough members of the existing Board of Directors to constitute a committee of between three (3) and five (5) members.
- c. No later than ninety (90) days 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.
 - a) The names of the nominees for elected office shall be published and distributed to every member at least thirty (30) days prior to the election. Publication in the Evergreen Leader constitutes publication and distribution for the purposes of this provision.
 - b) 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.
 - c) Nominations will also be accepted from the floor at the time that the election of officers is formally conducted.

Section 2. Elections.

- a. Election procedures set forth in Article XV of these Bylaws, and in the Policies and Procedures of AAUW-WA will be adhered to.

RATIONALE: Establishing a nominating committee has been problematic in the last several years. Recognizes the difficulty experienced when trying to find a Nominating Committee chair and/or members. The proposed revision establishes a workable process if a chair is not identified and/or all committee members are not appointed in a timely manner.

ARTICLE XI. OFFICERS

Amend Article XI OFFICERS Section 1 a) by striking four (4) and inserting nine (9) in first sentence after “and secretry”. Amend second sentence by striking two (2) and inserting four (4) after “finance vice president” and five (5) after “secretary and”

Strike Section 1 c) and renumber remaining sections

Strike current Sections 1 d), e), f), and g) and replace with new section 1 c), d), e), f) and g)

**CURRENT WORDING
ARTICLE XI. 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.

PROPOSED CHANGES:

ARTICLE XI. OFFICERS

Section 1. Officers.

- a. The elected officers for the organization shall be a president/ administrator, finance vice president, and secretary, who shall hereafter be known as officers, and nine (9) directors at large, who shall hereafter be referred to as directors. The

president/administrator and finance vice president and four (4) directors are elected in even years, and the secretary and five (5) directors are elected in odd numbered years.

- b. A vice president shall be appointed by the board from among the elected directors.
- c. The president/administrator, finance vice president, and secretary shall serve for a term of two (2) years, or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- d. No officer shall hold more than one (1) office at a time. All officers are limited to no more than two consecutive terms in that office.
- e. Candidates for president are not subject to the limitation to four (4) consecutive terms of service as an officer or director.
- f. Each office may be filled by an officer or co-officers. Each office shall carry one (1) 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 association 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.

**ARTICLE XI, SECTION 2. Strike subsection e) and g)
CURRENT WORDING:**

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.~~

PROPOSED CHANGES

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:
 - a) Assume responsibility for the collection and disbursements of all state dues and other monies due AAUW-WA;
 - b) 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 may perform other duties as requested by the Board of Directors or President.
- e. AAUW-WA will annually provide AAUW with a designated contact for administration and finance.

RATIONALE (ARTICLE XI): Identifies officers of the Association, eliminates references in this section that relate to the at large directors, specifies the process for election of the officers, and summarizes their primary duties. Confirms that the State Board of Directors will consist of 3 elected officers and 9 elected directors.

ARTICLE XII. BOARD OF DIRECTORS

**Strike and replace current Article XII with new Article XII
CURRENT BYLAWS**

ARTICLE XII. 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.

PROPOSED CHANGES

Section 1. Composition.

- a. The board of directors shall have twelve (12) members, consisting of the elected officers and nine (9) elected directors. Every director shall be a voting member of the association in good standing.
- b. The directors shall be elected by the voting members of AAUW-WA. Four (4) directors at large shall be elected in even numbered years and five (5) directors at large shall be elected in odd numbered years.
- c. In addition, the board may appoint a parliamentarian who shall serve as a consultant to the board and to the executive committee.
- d. If, following the annual election, there continue to be vacancies on the board, the President will recruit and appoint members willing to fill the vacant positions, subject to ratification by the board. The president will consider geographic representation when recommending board members for ratification.

Section 2. Terms of Office. The term of office of each director shall be two (2) years and all directors shall serve until expiration of the term for which elected. No director, including

an officer, may serve on the board for more than four (4) consecutive two (2) year terms. Service for one-half (1/2) or more of a term is considered a full term. Once a director including an officer, has served four (4) consecutive 2-year terms, s/he may not be re-elected to the board or serve as an officer other than president until at least one year has passed.

Section 3. Administrative Responsibilities. The 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. 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 with 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 within a few days of 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 a time and place established by the board. A meeting schedule will be published in the Evergreen Leader and on the Association Website.
- b. **Board Meetings Using Technology.** Directors may participate in a meeting of the board through use of a telephone, electronic video screen communication, or electronic transmission. Participation in a meeting through use of electronic technology 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 provided to each director at least seven (7) days before the meeting if sent by mail or forty-eight (48) hours before the meeting if personally delivered, delivered by telephone (including a voice messaging system), or emailed. The notice need not specify the purpose of any meeting of the board.

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

RATIONALE (ARTICLE XII): Establishes that all nine directors will be elected, and provides a process to complete the board through the appointment process if vacancies remain following the annual election. Modifies term limits for serving on the board to four consecutive terms

ARTICLE XIII. EXECUTIVE COMMITTEE

ARTICLE XIII, Section 2: Strike “corporation” in first sentence and replace with “association”

Insert “or when the full board does not achieve a quorum at a regularly scheduled meeting” in the first sentence after “meetings of the board”

Strike last sentence and insert “The power and authority of the executive committee is not limited by the provisions of Article XIV, Section 2 of these Bylaws”

CURRENT BYLAWS:

ARTICLE XIII. EXECUTIVE COMMITTEE

Section 2. Duties. The executive committee shall have the power to make decisions and take actions relative to the operation of the ~~corporation~~ **association** for the board between meetings of the board **or when the full board does not achieve a quorum at a regularly scheduled meeting** 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.~~

PROPOSED CHANGES

ARTICLE XIII. EXECUTIVE COMMITTEE

Section 2. Duties. The executive committee shall have the power to make decisions and take actions relative to the operation of the association for the board between meetings of the board, or when the full board does not achieve a quorum at a regularly scheduled meeting 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. The power and authority of the executive committee is not limited by the provisions of Article XIV, Section 2 of these Bylaws.

RATIONALE: Clarifies the duties of the Executive Committee to include acting when a quorum of the board cannot be achieved and between meetings of the board.

ARTICLE XIV. COMMITTEES

Section 1: Strike last sentence and subsections (a) through (f) and insert “Committees of the board shall provide advice and recommendations to the board but shall not have the authority of the board or any final decision-making authority.”

Section 2: Insert “or executive committee” after “board” in second sentence.

CURRENT BYLAWS

ARTICLE XIV. 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.

PROPOSED CHANGES

ARTICLE XIV. COMMITTEES

Section 1. Committees of the Board. The board may create one (1) 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 confirmed by a majority vote of the board or executive committee. Committees of the board shall provide advice and recommendations to the board but shall not have the authority of the board or any final decision-making authority.

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 appointed by the president/administrator and ratified by the board or executive committee. 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.

RATIONALE: Authorizes Committees of the Board and Standing Committees and limits their authority. Clarifies that Board and Standing Committees (other than the Executive Committee) do not have board authority or final decision making authority

ARTICLE XV. ANNUAL MEETING

**Strike Art XV ANNUAL MEETING and replace with new Art XV ANNUAL MEETING
CURRENT BYLAWS**

ARTICLE XV. 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.

PROPOSED CHANGES

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.
- b. The time and place shall be determined by the executive committee in consultation with the board of directors.
- c. Notice of the annual meeting shall be sent to all branches and individual members at least thirty (30) days prior to the meeting.
- d. Special meetings of the membership may be called by the president/administrator, on the written request of two-thirds (2/3) of the members of the board of directors, or on the written request of five percent (5%) of the membership. Notice shall be delivered no fewer than ten (10) but no more than sixty (60) days before the date of the meeting to all individual members.
- e. The annual business meeting and all meetings of the board of directors shall be open and may be attended by any member of AAUW-WA at no cost.
- f. If circumstances prevent the holding of an annual meeting, the board of directors shall provide for the conduct of necessary business.

Section 2. Voting Body. All individual members in good standing duly registered and present either in person or electronically at the annual meeting at the time of voting will be eligible to vote.

Section 3. Quorum. A quorum shall be fifty percent (50%) of all those duly registered for either in person or electronic attendance at the annual meeting.

RATIONALE: Revises the process for planning and conducting the Annual Meeting. Allows for virtual meetings, requires that in person business meetings (including the Annual Meeting) also include the capability to attend virtually, establishes that there will be no fee required to attend the business meeting portion only either in-person or virtually. Removes most of the details regarding site selection and administration of the annual meeting from the Bylaws, and establishes the Executive Committee as the primary authority in site and program selection. Establishes that voting will be opened to any member attending either in person or virtually and sets the quorum for voting at 50% of those registered for either in person or virtual attendance

ARTICLE XVI. INDEMNIFICATION**Insert “AND INSURANCE” to title of Article XVI****Add Section title: Section 1. Indemnification. Add new Section 2. Insurance****CURRENT BYLAWS:****ARTICLE XVI. 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.

PROPOSED CHANGES**No change to Indemnification paragraph except to add the Section title.****Adding new Section 2. Insurance**

Section 1. Indemnification. Every member of the state board or officer of AAUW-WA may be indemnified and shall be insured 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.

Section 2. Insurance. AAUW-WA shall purchase Directors and Officers insurance coverage for all officers and directors of the organization. AAUW-WA sponsored events shall be insured for personal injury and property damage.

RATIONALE: Adds requirement that AAUW-WA purchase directors and officers insurance.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS NOT MANDATED BY AAUW

Strike “biennial AAUW-WA Convention” and insert “annual meeting”. Strike remaining paragraph after “of those present and voting”

CURRENT BYLAWS:

ARTICLE XVII. AMENDMENTS TO THE BYLAWS NOT MANDATED BY AAUW

Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the ~~biennial AAUW-WA convention~~ **annual meeting** 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, provided the amendment and voting procedures comply with state law.~~

PROPOSED REVISION

ARTICLE XVII. AMENDMENTS TO THE BYLAWS NOT MANDATED BY AAUW

Provisions of these bylaws not mandated by AAUW Bylaws may be amended at the annual meeting by a two-thirds majority of the votes cast.

RATIONALE: Provides for bylaw amendments to be proposed at the annual meeting. Removes provision for electronic or mail ballots and written notice.

[Return to Bylaws article](#)

Preview of the New Bylaws

ARTICLE IX. FINANCIAL ADMINISTRATION

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

Section 2. Budget. Upon recommendation of the President, the Board will appoint a budget committee in May of each year. Committee membership will be constituted following the guidelines set forth in the current AAUW-WA Policies and Procedures. If possible, the Board shall adopt a balanced annual budget at the June transition meeting, but in no case later than at the first regularly scheduled Board meeting in July. The Executive Committee shall be required to make budget adjustments when necessary due to changes to anticipated income, expenses, or unexpected circumstances. The Executive Committee also has the authority to amend the budget upon recommendation of the Finance Vice President or President as long as those changes are not in violation of existing AAUW-WA Policies and Procedure.

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.

Section 4. Dues.

a. Amount. The annual AAUW WA state dues for individual members shall be established, upon recommendation of the state board of directors, by a two-thirds (2/3) vote of those present and voting at the state annual meeting. Notice of a proposed dues change shall be sent to each branch at least thirty (30) days prior to the annual meeting.

b. Payment. Member dues shall be payable in accordance with procedures set forth in Article IV, Section 4b of these Bylaws, and AAUW-WA Policies & Procedures.

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

ARTICLE X. NOMINATIONS AND ELECTIONS

Section 1. Nominations and Elections Committee.

d. No later than November 1st of each year the President shall recommend and the Executive Committee shall appoint a three (3) to five (5) member nominating committee consisting of eligible state members not currently on the board. The committee shall select a chair from among their membership.

e. If it is not possible to identify three (3) members willing to accept appointment, the President will recommend for Executive Committee appointment enough members of the existing Board of Directors to constitute a committee of between three (3) and five (5) members.

f. No later than ninety (90) days 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 thirty (30) days prior to the election. Publication in the Evergreen Leader constitutes publication and distribution for the purposes of this provision.
- 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) Nominations will also be accepted from the floor at the time that the election of officers is formally conducted.

Section 2. Elections.

- b. Election procedures set forth in Article XV of these Bylaws, and in the Policies and Procedures of AAUW-WA will be adhered to.

ARTICLE XI. OFFICERS

Section 1. Officers.

- h. The elected officers for the organization shall be a president/ administrator, finance vice president, and secretary, who shall hereafter be known as officers, and nine (9) directors at large, who shall hereafter be referred to as directors. The president/administrator and finance vice president are elected in even years, and the secretary is elected in odd numbered years.
- i. A vice president shall be appointed by the board from among the elected directors.
- j. The president/administrator, finance vice president, and secretary shall serve for a term of two (2) years, or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- k. No officer shall hold more than one (1) office at a time. All officers are limited to no more than two consecutive terms in that office.
- l. Candidates for president are not subject to the limitation to four (4) consecutive terms of service as an officer or director.
- m. Each office may be filled by an officer or co-officers. Each office shall carry one (1) vote.
- n. 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 association 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

- f. 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.
- g. 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.
- h. Finance Vice President. The finance vice president shall:
 - c) Assume responsibility for the collection and disbursements of all state dues and other monies due AAUW-WA;
 - d) Serve as custodian of all funds and securities.
- i. Secretary. The secretary shall keep minutes of the meetings of the membership, the board of directors and the executive committee and may perform other duties as requested by the Board of Directors or President.
- j. AAUW-WA will annually provide AAUW with a designated contact for administration and finance.

ARTICLE XII. BOARD OF DIRECTORS

Section 1. Composition.

- e. The board of directors shall have twelve (12) members, consisting of the elected officers and nine (9) elected directors. Every director shall be a voting member of the association in good standing.
- f. The directors shall be elected by the voting members of AAUW-WA. Four (4) directors at large shall be elected in even numbered years and five (5) directors at large shall be elected in odd numbered years.
- g. In addition, the board may appoint a parliamentarian who shall serve as a consultant to the board and to the executive committee.
- h. If, following the annual election, there continue to be vacancies on the board, the President will recruit and appoint members willing to fill the vacant positions, subject to ratification by the board. The president will consider geographic representation when recommending board members for ratification.

Section 2. Terms of Office. The term of office of each director shall be two (2) years and all directors shall serve until expiration of the term for which elected. No director, including an officer, may serve on the board for more than four (4) consecutive two (2) year terms. Service for one-half (1/2) or more of a term is considered a full term. Once a director including an officer, has served four (4) consecutive 2-year terms, s/he may not be re-elected to the board or serve as an officer other than president until at least one year has passed.

Section 3. Administrative Responsibilities. The 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. 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 with 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 within a few days of 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.

c. Place and Time of Meetings. Meetings of the board shall be held at a time and place established by the board. A meeting schedule will be published in the Evergreen Leader and on the Association Website.

d. Board Meetings Using Technology. Directors may participate in a meeting of the board through use of a telephone, electronic video screen communication, or electronic transmission. Participation in a meeting through use of electronic technology 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 provided to each director at least seven (7) days before the meeting if sent by mail or forty-eight (48) hours before the meeting if personally delivered, delivered by telephone (including a voice messaging system), or emailed. The notice need not specify the purpose of any meeting of the board.

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

ARTICLE XIII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee is a standing committee of the board and shall consist of the 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 association for the board between meetings of the board, or when the full board does not achieve a quorum at a regularly scheduled meeting 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. The power and authority of the executive committee is not limited by the provisions of Article XIV, Section 2 of these Bylaws.

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 XIV. COMMITTEES

Section 1. Committees of the Board. The board may create one (1) 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 confirmed by a majority vote of the board or executive committee. Committees of the board shall provide advice and recommendations to the board but shall not have the authority of the board or any final decision-making authority.

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 appointed by the president/administrator and ratified by the board or executive committee. 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 XV. ANNUAL MEETING

Section 1. Time, Place and Notification.

- g. AAUW-WA shall hold at least one (1) annual meeting each year, to conduct the business of AAUW-WA.
- h. The time and place shall be determined by the executive committee in consultation with the board of directors.
- i. Notice of the annual meeting shall be sent to all branches and individual members at least thirty (30) days prior to the meeting.
- j. Special meetings of the membership may be called by the president/administrator, on the written request of two-thirds (2/3) of the members of the board of directors, or on the written request of five percent (5%) of the membership. Notice shall be delivered no fewer than ten (10) but no more than sixty (60) days before the date of the meeting to all individual members.
- k. The annual business meeting and all meetings of the board of directors shall be open and may be attended by any member of AAUW-WA at no cost.

- I. If circumstances prevent the holding of an annual meeting, the board of directors shall provide for the conduct of necessary business.

Section 2. Voting Body. All individual members in good standing duly registered and present either in person or electronically at the annual meeting at the time of voting will be eligible to vote.

Section 3. Quorum. A quorum shall be fifty percent (50%) of all those duly registered for either in person or electronic attendance at the annual meeting.

ARTICLE XVI. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. Every member of the state board or officer of AAUW-WA may be indemnified and shall be insured 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.

Section 2. Insurance. AAUW-WA shall purchase Directors & Officers insurance coverage for all officers and directors of the organization. AAUW-WA sponsored events shall be insured for personal injury and property damage.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS NOT MANDATED BY AAUW

Provisions of these bylaws not mandated by AAUW Bylaws may be amended at the Annual Meeting by a two-thirds majority of the votes cast.

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