

**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 the organization shall be the American Association of University Women (AAUW) of the State of Washington, Inc. hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW of the State of Washington is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member's own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members ("Individual Members") and college/university members ("College/University Members").

Section 2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW

dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues.

a. The annual dues and Member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote." .

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

ARTICLE V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate’s affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate

designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. NON-PROFIT CORPORATION COMPLIANCE

The Washington Nonprofit Corporation Act (RCW 24.03) shall govern this corporation in all practices. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

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.

(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.

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.

- 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.
 - 1) 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.
 - 2) 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.
 - 3) 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.

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.

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.

ARTICLE XII. BOARD OF DIRECTORS

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.

ARTICLE XIII. 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 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.

- 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.

ARTICLE XVI. INDEMNIFICATION AND INSURANCE

Section 1. 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.

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 governed by the AAUW Bylaws may be amended at the Annual Meeting by a two-thirds (2/3) majority of the votes cast 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.

Adopted: April 22, 2006

Restated April, 2014

Amended May 1, 2015

Updated January 8, 2017 (AAUW mandated changes)

Restated April, 2021