

**POLICIES & PROCEDURES of the
AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN of the
STATE of WASHINGTON**

The following is a statement of policies and procedures derived from past administrative experience and compiled as a guide. This policy sheet should be a part of the permanent file of each branch and each state officer and committee chair. It should be reviewed periodically to ensure that it reflects current practices and procedures and is compliant with the AAUW Board of Directors Policy Book.

INDEX OF POLICIES & PROCEDURES

100	STATE ORGANIZATION AND STRUCTURE
110	STATE BOARD OF DIRECTORS
120	ELECTED STATE OFFICERS
130	EXECUTIVE COMMITTEE
140	APPOINTED STATE BOARD MEMBERS AND COMMITTEE CHAIRS
150	BRANCH PRESIDENTS
160	FORMING A NEW BRANCH
170	DISBANDING A BRANCH
200	ADMINISTRATION AND OPERATIONS
210	AFFILIATE ROSTERS AND OFFICER LISTS
220	DIVERSITY, EQUITY AND INCLUSION (DEI)
230	COMMUNICATIONS
240	PRIVACY POLICY FOR WEBSITE AND NEWSLETTER
250	RECORDS RETENTION & DESTRUCTION
300	FINANCE
310	STATE DUES
320	INDEMNIFICATION AND INSURANCE
330	BUDGET, RESERVES AND INVESTMENTS
340	EXPENDITURES & REIMBURSEMENTS
350	SMALL BRANCH SUBSIDY
360	COMPENSATION
370	CONFLICT OF INTEREST
380	FISCAL SPONSORSHIP AGREEMENT REVIEW
390	FINANCIAL REVIEW

400	EVENTS
410	DISTRICTS
420	LEADER-ON-LOAN
430	PRECONVENTION OR ANNUAL MEETING ACTIVITIES
440	STATE CONVENTION OR ANNUAL MEETING
450	RESOLUTIONS
500	POLITICAL ACTION
510	PUBLIC POLICY PROGRAM
520	CANDIDATE ENDORSEMENT
530	AFFILIATIONS WITH COORDINATING COUNCILS OR ACTION COALITIONS
600	AMENDMENTS TO THE POLICIES
610	PROPOSED CHANGES
620	VOTING

100 STATE ORGANIZATION AND STRUCTURE

110 STATE BOARD OF DIRECTORS

The board of directors shall have twelve (12) elected members, consisting of the three officers (president/administrator, finance vice president, and secretary) and nine (9) directors at large. Geographical representation shall be considered during the nominating process.

- A. The state board of directors shall fulfill the duties specified in the state bylaws.
- B. The state board of directors shall meet at least twice yearly. The president/administrator may choose to convene the board more frequently and on an emergency basis, as needed.

120 ELECTED STATE OFFICERS

A. QUALIFICATIONS

- 1. Nominees for state president/administrator shall have a) served on the state board for at least two years at the time of assumption of office; b) been active in state affairs; c) extensive branch experience; and d) demonstrated AAUW leadership abilities and dedication.
- 2. Nominees for secretary shall have a) experience as a recording secretary for a branch or comparable qualifying experience and b) demonstrated interest and dedication at branch or state level in AAUW.
- 3. Nominees for finance vice president shall have a) experience as finance vice president for a branch or comparable qualifying experience and b) demonstrated leadership abilities and dedication at branch or state level.

B. DUTIES

- 1. The president/administrator, as executive officer, shall:
 - a. preside at all meetings of the state, executive committee, board of directors, and leadership;
 - b. appoint, after consultation with the executive committee, all appointed state board members and chairs of all committees except the nominating committee and those otherwise provided in the bylaws;
 - c. serve as ex-officio member of all task forces and committees

- except the nominating committee;
 - d. update the names of incoming and continuing state board members in the AAUW Community Hub no later than June 1. Ensure that contact information is up to date for each board member listed.
 - e. ensure that the state bylaws are brought into conformity with any AAUW mandated bylaws changes and upload resulting state bylaws to the Community Hub.
 - f. represent the state in all work with other organizations and at meetings and conferences.
2. Vice president shall:
 - a. Be appointed by and from the elected directors on the board on an annual basis;
 - b. In the absence or disability of the president, performs all the duties of the president;
 - c. When acting as president have all the powers of the president;
 - d. Performs other duties as may be assigned
 3. Secretary shall:
 - a. Keep on file all written reports presented at state meetings;
 - b. Send a copy of the official minutes to the state board within twenty-one (21) days of state board meetings and state annual meetings;
 - c. Verify all board members' reimbursement vouchers and forward them to the state finance vice president within fourteen (14) days of receipt for payment.
 - d. Take the primary role in record retention, as all the minutes and supporting documents need to be archived at Western Washington University.
 4. Finance vice president shall:
 - a. Keep an itemized account of all receipts and disbursements;
 - b. Serve as chair of the budget committee of the state;
 - c. Provide member travel reimbursements only upon receipt of vouchers signed by the person incurring the bills and with associated receipts attached. If it is the secretary who has traveled, the president shall authorize. All other reimbursements are authorized by the president. Authorizations obtained by e-mail are acceptable;
 - d. Pay all other bills once authorized by the president, if the expenditure was budgeted or subsequently approved by the executive committee. If neither, the executive committee shall authorize payment. Authorizations obtained by e-mail are acceptable;
 - e. Prepare a monthly financial report for all accounts for the executive

- committee and present a detailed financial report to the board of directors at each board meeting;
- f. Prepare an annual report for the annual meeting which shows the finances at that point in time.
 - g. Submit a written financial report at the end of the fiscal year to the AAUW-WA state board;
 - h. Submit the records required to support the annual financial review;
 - i. File all required state and federal tax returns and other documents;
 - j. Review and renew annually all state insurance policies;
 - k. Assist branches with fiscal matters and training, as needed;
 - l. Arrange for a process for collecting payments of registration fees for all state meetings;
 - m. Keep the Finance Manual up to date and ensure a smooth transition to her successor.

130 EXECUTIVE COMMITTEE

The executive committee [president/administrator; vice president; finance vice president; secretary; and two (2) directors at large appointed by the remaining directors] shall:

- A. confirm the appointments of appointed state board members and chairs of special committees;
- B. provide for the proper control of funds and financial reviews at times specified in these policies;
- C. review all actions subject to executive committee approval under these state policies.
- D. determine the date, time and place of the state annual meeting.

140 APPOINTED STATE BOARD MEMBERS AND COMMITTEE CHAIRS

- A. Appointed state board members. The bylaws state that all state board members are elected, however in cases where a position is open, either because there was not a candidate identified at the time of the election, or because an elected member stepped down mid-term, the president/administrator in consultation with the executive committee shall appoint a member to fill the board position. The duties of appointed state board members shall be those assigned by the president/ administrator, the executive committee or the board of directors, state bylaws and policies, including updating their job description and providing a year-end report.

- B. Committee chairs. State committee chairs shall be appointed by the president/administrator in consultation with board. Committee members may be appointed by the president/administrator or by the committee chair, if approved by the president. Committee chairs and members of committees shall be chosen for their experience in or outside of AAUW and their special aptitude for the work of the committee, with due regard for diversity and geographical representation. Ad hoc or task force committees may be formed to work specific issues on a short-term basis and be disbanded when their work is complete. Standing committees may be formed to conduct specific mission-related projects or focus in specific areas over the longer-term.

The following standing committees are encouraged, but not mandatory unless noted, and may be combined at the discretion of the executive committee or the state board:

1. Tech Trek Project. The committee shall be responsible for the coordination, planning and conduct of the statewide Tech Trek project. The Tech Trek Camp Director shall be appointed by the president/administrator with the consent of the executive committee and shall be the Tech Trek Project committee chair. The Tech Trek Project chair shall appoint members to the committee as required to successfully carry out the Tech Trek camp(s) each year. The Tech Trek Project chair has the authority to set policies and practices and operate the annual Tech Trek WA STEM camps in compliance with AAUW regulations and standards. The Tech Trek chair shall also work closely with the president of the Special Projects Fund, which serves as the fiscal sponsor for Tech Trek. This committee is mandatory as long as AAUW-WA is the organizing affiliate for in Tech Trek in Washington State.
2. Program. The committee shall be responsible for promoting mission-based programming through the state and providing support and training for branch and district leaders. The chair shall be appointed by the president/administrator with the consent of the executive committee.
3. Membership. The committee shall include the program and the college/university relations chairs. It shall endeavor to increase membership in the state through the establishment of new branches and the suggestion of new methods to increase and retain membership. It shall assist branch membership chairs as outlined in

the list of duties. The chair shall be appointed by the president/administrator with the consent of the executive committee.

4. Communications. Members of the committee shall assist in producing the state newsletter, post relevant items on social media, keep the website current, and support other communication duties, as needed. The chair shall be appointed by the president/administrator with the consent of the executive committee.
5. Public Policy. The committee shall include the president, one branch public policy chair from each geographic region of the state, and other persons as shall be deemed appropriate by the executive committee. It shall formulate and implement state public policy in compliance with AAUW policy, following the priorities set by the state board. The chair shall be appointed by the president/administrator with the consent of the executive committee.
6. AAUW Funds. The committee shall plan and implement fundraising activities for the AAUW Greatest Needs Fund and other fundraising campaigns as may be established by AAUW. The chair shall be appointed by the president/administrator with the consent of the executive committee.
7. College/University Relations. The committee shall be responsible for planning and developing a mutually supportive relationship between institutions of higher education and the state and for establishing campus branches or satellites in conjunction with the membership vice president or as part of the membership committee. The chair shall be appointed by the president/administrator with the consent of the executive committee.
8. Bylaws and Resolutions. The committee shall be responsible for reviewing the state bylaws and recommending any proposed changes to the board in time to support a vote of the membership at the annual meeting. The committee shall also be responsible for ensuring that the most current version of the AAUW-mandated articles is incorporated into the state bylaws and for ensuring that the Policies & Procedures document is up to date and in compliance with the latest Bylaws. In addition, the committee shall be responsible for processing resolutions submitted by branches, committees or individual members, approving or rejecting them, as appropriate. The chair shall be appointed by the president/administrator with the consent of the executive committee.

9. Diversity, Equity and Inclusion (DEI). The committee shall be responsible for helping branches become more comfortable sharing their perspectives outside of diversity training and in addressing diversity, equity and inclusion (DEI), turning these conversations into actionable goals and strategies for each branch. The chair shall be appointed by the president/administrator with the consent of the executive committee.

150 BRANCH PRESIDENTS

The branch president shall:

- A. be the official representative of the branch in the activities of AAUW on all levels;
- B. update the Community Hub to provide the names of all applicable branch officers and chairs and ensure that contact information is correct. such other branch-related information as requested to AAUW and to the state president by June 1.
- C. ensure that the branch bylaws are brought into conformity with any AAUW mandated bylaws changes and are not in conflict with state bylaws. Provide a copy of updated bylaws to the state bylaws chair for review, and upload approved branch bylaws to the Community Hub.
- D. ensure that the branch finance vice president is processing dues and donations in accordance with AAUW systems and policies. In most cases, such transactions will be processed through the Community Hub, and state dues auto-deposited by AAUW on a monthly basis. For transactions outside of the Community Hub, state dues shall be sent directly to the state finance vice president as soon as possible after receipt.
- E. if there are “friends of the branch,” ensure that the branch has a policy in place defining the parameters of friends’ participation in branch activities that is in compliance with AAUW policy and also defines the financial contribution to the branch required to be considered a “friend of the branch.” A “friend of the branch” is a community member who is ineligible to join AAUW, but who wishes to support our mission at the branch level. Friends may not hold elected office or vote.

160 FORMING A NEW BRANCH

AAUW Policy 200 “Creating and Naming AAUW Affiliates” shall be followed in forming a new branch, as well as when existing branches merge.

- A. Forming a new branch. The state president/administrator, or her designee, shall evaluate the proposal of a petitioning group desiring to form a branch. This shall include a possible visit to the group, as well as reviewing its planned approach to carry out AAUW's mission, the benefits of organizing a new branch in the specific area, and assessing potential impact on existing branches in the area from which the petitioning group may draw membership. The state president shall make a recommendation to the state board of directors for their review and approval. If approved, the state president shall notify AAUW. If approved by AAUW, the state membership chair shall support the new branch in developing required documentation in the timeframe specified by AAUW, as required, and shall receive a copy of all documentation submitted to AAUW by the branch. These documents include:
1. finalizing the branch name in accordance with AAUW policy;
 2. obtaining an Employee Identification Number (EIN), or tax identification number and requesting tax-exempt status from the IRS;
 3. preparing a set of Branch Bylaws in compliance with AAUW Bylaws and the policies of AAUW and AAUW-WA for review by the state bylaws chair and approval by the branch board;
 4. signing an AAUW Affiliate Agreement; and
 5. preparing and approving Articles of Incorporation for submittal to the State of Washington Secretary of State to form a non-profit corporation. Being incorporated makes the branch a legal entity, meaning that corporation is liable for itself. In unincorporated branches, the officers can be held personally liable for what the branch does.
- B. Merging existing branches. AAUW affiliates may merge with other affiliates in their area. Each individual merging affiliate disbands and no longer exists as a separate entity. A new affiliate with a new name, structure, bylaws, affiliate agreement, and tax status is created as a result of the consolidation and must be approved according to the preceding process. This process shall be coordinated with state leadership and supported by the state membership chair. Both paragraph A above and Policy 170 below are to be followed when mergers are pursued.

170 DISBANDING A BRANCH

AAUW Policy 204 "Dissolution of an AAUW Affiliate" shall be followed when disbanding a branch.

A. If a branch, after communication and coordination with AAUW-WA, has determined that the branch is no longer sustainable, or if AAUW or AAUW-WA believes that the branch has forfeited its right to continue as a branch, the state membership chair shall support the branch in executing the required processes to disband the branch affiliate and shall receive a copy of all documentation submitted to AAUW by the branch. In accordance with AAUW policy, the branch's signed Affiliate Agreement on file with AAUW and the charter granted by AAUW to the branch shall remain in full force and effect unless and until recognition is removed and the branch is disbanded by AAUW. A branch may seek dissolution of its affiliation per AAUW Policy 204, including completing the "AAUW Affiliate Disbandment Form" to document that all of the required steps have been taken. These steps include:

1. transferring and delivering all branch funds and assets to AAUW;
2. archiving branch records;
3. terminating the branch's AAUW Affiliate Agreement;
4. if the branch is incorporated, dissolving the Washington State non-profit corporation in accordance with applicable Secretary of State procedures;
5. filing a final tax return and related forms with the IRS in accordance with IRS regulations; and
6. taking down the branch's website and social media pages, as applicable. The State webmaster shall remove references on its website to the discontinued branch.

200 ADMINISTRATION AND OPERATIONS

210 AFFILIATE ROSTERS AND OFFICER LISTS

State and Branch membership rosters and officer lists, which contain members names and contact information, shall be used only for AAUW purposes.

220 DIVERSITY, EQUITY AND INCLUSION (DEI)

- A. In principle and in practice, AAUW-WA values and seeks an inclusive membership, leadership team, and board of directors. There shall be no barriers to full participation in this organization on the basis of age, disability, ethnicity, gender, gender identity, geographical, location, national origin, race, religious beliefs, sexual orientation, or socioeconomic status. AAUW-WA shall comply with applicable Washington State statutes established to prevent discrimination regarding gender identity. The perceived gender identity of an individual shall not be the basis for any form of discrimination in any membership eligibility, program, or activity.
- B. AAUW-WA is firmly committed to providing equal access for its membership. The Americans with Disabilities Act (ADA) define a person with a disability as a person who has a physical or mental impairment that substantially limits one or more major life activity. This includes people who have a record of such impairment, even if they do not currently have a disability. It also includes individuals who do not have a disability but are regarded as having a disability. The ADA also makes it unlawful to discriminate against a person based on that person's association with a person with a disability.

230 COMMUNICATIONS

- A. Whenever communications or requests for reports are sent to branch board members, duplicate communications shall be sent to branch presidents.
- B. If branch board members are not listed in the directory, materials intended for them shall be sent to the branch president for forwarding to the appropriate person in the branch.
- C. Members shall be referred to by their first and last names in all state publications and at state meetings.

240 PRIVACY POLICY FOR WEBSITE AND NEWSLETTER

- A. Branch presidents will ensure that individual information posted in the public area of the AAUW-WA website as part of their branch information

respects the privacy concerns of the individual branch. No individual's e-mail address, mailing address or telephone number will be posted. To assist the webmaster in ensuring that privacy concerns are addressed, the branch president shall either send the branch information to the webmaster or identify to the webmaster the branch member authorized to send the information.

- B. The telephone numbers and mailing addresses of state board members are normally not included in the public area of the state board website. State board members may request that their telephone number and mailing address be included by e-mailing or writing to the state web master.
- C. The telephone number, mailing address, personal e-mail address or photograph of a member shall not be published in the EVERGREEN LEADER or on the state website without the permission of the member.

250 RECORDS RETENTION & DESTRUCTION

Federal and state laws require the retention of certain hardcopy and electronic records. The board is responsible for assuring that AAUW-WA is properly securing and retaining hardcopy and electronic records in accordance with this policy. The length of time that a particular record needs to be kept depends on the type of the record.

- A. Permanent Records. The following documents need to be retained permanently:
 - 1. Governance documents, such as AAUW Affiliate Agreements, Articles of Incorporation, Bylaws, and Policies and Procedures
 - 2. Year-end financial statements and Form 990 tax returns
 - 3. IRS correspondence, including EIN Verification letter, IRS Determination Letter, and Form 1024-A application for tax-exempt status
 - 4. Annual registration / filings with the Secretary of State
 - 5. Current insurance policies (policy number in effect) and claims
 - 6. Meeting minutes and supporting documentation from Board meetings and Annual meetings of the membership
 - 7. Legal documents
 - 8. Independent review or audit reports
- B. Impermanent Records. The following documents need to be retained for a minimum of the amount of time specified:
 - 1. Records of payments made / invoices (7 years)
 - 2. Lease agreements and contracts (7 years)

3. Bank statements, deposit slips, canceled checks and reconciliations (3 years)
4. Investment account statements (3 years)
5. General correspondence (3 years)
6. Canceled insurance policies (policy number no longer in effect) (3 years or until all outstanding claims are resolved)

For impermanent records, the board is also responsible for ensuring destruction of records at the appropriate time, unless the record needs to be retained longer to support an ongoing activity or dispute.

300 FINANCE

The fiscal affairs of AAUW Washington State shall be managed in accordance with the policies stated below. AAUW-WA uses the cash basis of accounting method.

310 STATE DUES

- A. The amount of state dues is established by a membership vote on a recommendation made by the state board. AAUW shall be notified of any change in state dues prior to the start of the fiscal year renewal cycle so that for the new amounts can be input into the Community Hub membership management prior to invoices being generated for any branches in the state. Should AAUW-WA change its bank account, AAUW shall be notified of the new routing number and account number to support auto-deposit of dues by AAUW.
- B. State dues paid by members or by branch officers through the Community Hub will be dispersed to the state via auto-deposits from AAUW monthly throughout the year. For transactions that cannot be processed through the Community Hub, state dues will be forwarded directly to the state finance vice president within 30 days of receipt of the member's dues by the branch finance officer. These transactions include dues for members joining or renewing with free Shape the Future national memberships and dual members whose primary branch is outside of Washington state.
- C. Dues of new members may be accepted at any time. Dues are not refundable for any member.
- D. State dues for Student Affiliate members shall be fifty percent (50%) of state dues amount paid by other branch members.
- E. State dues for Fifty-Year Honorary Life members shall be fifty percent (50%) of the state dues amount paid by other branch members.

320 INDEMNIFICATION AND INSURANCE

- A. The state finance vice president and any other member of the state board of directors who works with financial accounts must be indemnified through criminal liability insurance.
- B. 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. AAUW-WA shall purchase liability insurance to cover officers and directors of the organization.

330 BUDGET, RESERVES AND INVESTMENTS

- A. Annually, the President shall appoint a budget committee to be chaired by the Finance VP. The committee shall have an additional two AAUW-WA members at a minimum, one of them being a board member.
- B. When the budget committee presents the budget to the state board for approval, it shall show the previous year's budget for each line item, the current year's expenditures, and the following year's allocation.
- C. Prior executive committee approval is required for any unbudgeted expense.
- D. Prior to the budgeting process, the board may have designated a permanent reserve. During the budgeting process, the budget committee may choose to recommend a temporary reserve be established for funds to be held until a following year.
- E. Permanent and temporary reserves may be invested for an appropriate time period, per board approval. Allowable investments are no-risk or low risk, such as treasury bills, treasury bonds, CDs and savings accounts.

340 EXPENDITURES & REIMBURSEMENTS

This policy addresses all expenditures incurred by board members. These include use of the debit card, reimbursements, and payments to third parties.

- A. Debit Card Use
 - 1. President and Finance VP are authorized to have AAUW-WA debit cards
 - 2. For the Finance VP to use her debit card, it must be authorized in writing (email qualifies) by the president or executive committee.

3. For the President to use her debit card, minutes of the authorizing executive committee or board must include that authorization.
- B. Reimbursement Policy: The following persons qualify for state reimbursement to attend state board, state annual meetings and other official meetings as approved by the executive committee:
1. all elected state officers;
 2. all state board members;
 3. all other chairs/co-chairs of state committees and task forces doing work related to the agenda of the meeting, to the extent provided in the budget;
 4. the state representative in connection with organizing new branches;
 5. a state-designated resource person when approved as a leader-on-loan by the executive committee;
 6. a state executive committee member when specifically invited to support a branch meeting.
- B. State president/administrator:
1. Expenses shall be paid by the state for the state president/administrator at state workshops, board meetings, state annual meetings, district conferences and whenever the president is representing the state on official AAUW business.
 2. To the extent provided in the budget, the state president/administrator shall be allowed expenses not paid by National for attendance at any training event for state presidents.
 3. The state president/administrator or a designated representative shall be encouraged to participate in such non-AAUW meetings as are applicable to the AAUW purpose and program. The state executive committee shall use its discretion in allowing payment of the state president/administrator's expenses on a per diem basis as well as transportation.
 4. The president/administrator, shall be reimbursed for attendance at AAUW in-person meetings to the extent provided in the current budget, including but not limited to the registration fee, awards banquet costs,

and lodging up to \$100.00 per day.

C. Elected state officers and appointed state board members:

1. Expenses for elected state officers and appointed state board members shall cover travel costs to board meetings, annual meetings, and housing to whatever extent such expense shall be provided in the budget of the state duly approved each year.
2. Committees. Committee chairs may request reimbursement for expenses of committee members when the committee members have acted on behalf of the committee chair, consistent with the budget.

D. Reimbursement process:

1. June 1 is the deadline for presentation of prior bills. June bills must be presented by July 1. Payment after this deadline shall be at the discretion of the executive committee.
2. All requests for travel reimbursement must be submitted to the state secretary for approval on a Washington state expense voucher with receipts. This may be done via e-mail. The exception to this is the state secretary's requests, which will be submitted to the state president. Vouchers for travel reimbursement are available from the state finance vice president, the state secretary, or on the state website.
3. Other reimbursement requests must include a paid receipt. They must be submitted within thirty (30) days of the incurred expense to the finance VP. This may be done via e-mail.
4. Payment after the 30-day deadline shall be at the discretion of the executive committee.
5. The amount that may be reimbursed without receipts (except for mileage) is \$25.00 per person per year.
6. Bills from businesses or non-AAUW individuals shall be forwarded to the state finance VP with a voucher form prepared and signed by the member responsible for the expenditure. The president shall authorize payment, which may be done via e-mail.

E. Reimbursement Formula

1. Travel - Mileage will be reimbursed using the formula of 75% of the official IRS business rate rounded to the nearest half cent, plus ferry, toll bridge/road, and parking charges. If two or more officers travel together only the driver will be reimbursed. Persons choosing an alternative method of transportation may be reimbursed for actual transportation expenses not to exceed the lesser of the actual expenses or total reimbursement of round-trip automobile travel.
2. Lodging - actual cost up to a maximum of \$75.00 per day per person.
3. Meals - the actual cost of the meal not to exceed the following amounts: breakfast, \$5.00; lunch, \$10.00; dinner, \$20.00. Meal costs will not be reimbursed if they are included in the registration costs for state annual meetings, or other reimbursable conferences.
4. Child care - person on official AAUW-WA state business may be reimbursed for child care costs with a maximum of \$20.00 per day.
5. Registration - the full registration fee will be reimbursed for state meetings.

350 SMALL BRANCH SUBSIDY

Branches having fewer than 40 members (February count) qualify for a meeting subsidy of \$100 once per fiscal year (July 1-June 30) for attending an annual meeting. The branch president or a designated alternate must attend state business meetings. The state secretary shall record attendance.

360 COMPENSATION

- A. In addition to following applicable federal, state and IRS requirements when providing any monetary payment to an individual in exchange for their services to the organization, AAUW-WA shall abide by the following policies.
- B. The AAUW-WA organization is comprised of all members in good standing of AAUW branch affiliates in Washington State. The organization shall have no employees.
- C. Directors shall not receive compensation for service as directors or officers. Directors may, if authorized by the board, receive reimbursement for travel

and other actual expenses related to activities on behalf of AAUW-WA. (See policy 340 Reimbursement.)

- D. The board may retain the services of independent contractors, legislative consultants, accountants, legal counsel, or other professionals, from time to time, as it deems necessary or advisable, in the interest of the AAUW-WA. Compensation rates for such individuals or firms shall be within the standard market range for their profession within Washington State. For each individual or firm, specific responsibilities and compensation amounts shall be agreed, documented, and approved by the board prior to work commencing. The president shall sign all contracts.

370 CONFLICT OF INTEREST

- A. **Purpose.** The purpose of the conflict of interest policy is to protect the interest of the American Association of University Women of the State of Washington (AAUW-WA) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or committee member of AAUW-WA. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

B. Definitions.

1. Interested Person. Any director, officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family --
 - a. an ownership or investment interest in any entity with which AAUW-WA has a transaction or arrangement, or
 - b. a compensation arrangement with AAUW-WA or with any entity or individual with which AAUW-WA has a transaction or arrangement, or
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which AAUW-WA is negotiating a transaction or arrangement.
3. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

C. Procedures.

1. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest, the interested person shall leave the board or committee meeting while the financial interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
 - a. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - b. After exercising due diligence, the board or committee shall determine whether AAUW-WA can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
4. Violations of the Conflict of Interest Policy.
 - a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or

committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings. The minutes of the board and all committees with board-delegated powers shall contain –

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

E. Compensation.

1. A voting member of any committee who receives compensation, directly or indirectly, from AAUW-WA for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AAUW-WA for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AAUW-WA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. Annual Statements. Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person --

1. has received a copy of the conflicts of interest policy,
2. has read and understands the policy,

3. has agreed to comply with the policy, and
4. understands that AAUW-WA is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

At the start of each fiscal year, the secretary shall provide the Conflict of Interest Affirmation form to those required to sign it, and collect the signed statements returned.

G. Periodic Reviews. To ensure that AAUW-WA operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
2. Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further AAUW-WA's charitable purposes and do not result in inurement or impermissible private benefit.
3. Whether agreements to provide services further AAUW-WA's charitable purposes and do not result in inurement or impermissible private benefit.

H. Use of Outside Experts. In conducting the periodic reviews specified above, AAUW-WA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

380 FISCAL SPONSORSHIP AGREEMENT REVIEW

- A. If a Memorandum of Understanding (MOU) for AAUW Tech Trek has been signed by AAUW and the AAUW-WA president for the fiscal year, a current Tech Trek Fiscal Sponsorship Agreement must be in place between AAUW Washington State and the Special Projects Fund (SPF).
- B. The AAUW-WA president and the SPF president shall review the template Fiscal Sponsorship Agreement provided by AAUW, which may include mandated changes from the prior year.

- C. The presidents of AAUW-WA and the SPF shall each initiate a review of the Agreement, prior to the start of Tech Trek activities for the year. The review will identify any tailoring that is required for the fiscal year, whether it's carried over from prior years or unique to the particular year.
- D. The AAUW-WA president and the SPF president, along with their respective key support personnel, shall discuss any warranted revisions and tailoring to the document, reaching consensus on which shall be incorporated into the Agreement. For AAUW-WA, the finance VP and the Tech Trek project committee chair shall be involved in this activity.
- E. A final version of the Agreement shall then be signed and dated by both the AAUW-WA president and the SPF president, regardless of whether anything has changed from the prior year.
- F. A report of the Fiscal Sponsorship Agreement review shall be submitted to both the AAUW-WA and SPF boards and will be included in each of the board's minutes.

390 ANNUAL FINANCIAL REVIEW

- A. At the end of each fiscal year, a financial review shall be conducted. The President shall appoint the review committee.
 - 1. The Financial Review Committee will consist of a minimum of three AAUW-WA members, one being a board member. The committee does not include the Finance VP, who will provide material to the committee.
 - 2. The Financial Review Committee provides a report to the board by the end of the first quarter of the new fiscal year.
- B. At the end of the finance vice president's two-year term, the team shall conduct 1) a review of existing internal controls to determine if they are adequate with regard to segregation of duties and provision of sufficient financial management, and 2) a review of financial records to determine if financial management processes were followed during the review period.
- C. At the end of the first year of the FVP's term, the team shall conduct a review of financial records to determine if financial management processes were followed during the review period.

400 EVENTS

All statewide and district events shall be self-supporting.

Alcohol shall not be served at any AAUW event unless the event is specifically covered by liability insurance that covers the use of alcohol and unless all alcohol is served only by a licensed agent. In addition, non-alcoholic beverages must be readily available.

410 DISTRICTS

- A. Branches within the state shall be organized into districts for the purposes of conducting leadership training and other joint projects.
- B. The composition of districts shall be reviewed and updated at least every five years, effective 2013, or whenever more than one branch within a single district is activated or inactivated.
- C. District composition effective 2012:
 - East: Colville, Palouse-Garfield, Ritzville, Spokane
 - Central: Dayton, Tri-Cities, Walla Walla, Wenatchee
 - Northwest: Anacortes, Bellingham, Clallam, Everett, Mount Vernon, Port Townsend, Stanwood-Camano Island, Whidbey Island
 - North Puget Sound: Edmonds-SnoKing, Highline, Issaquah, Kirkland-Redmond, Lake Washington, Seattle, Southeast King County
 - South Puget Sound: Federal Way, Gig Harbor, Olympia, Puyallup Valley, Tacoma
 - Southwest: Cowlitz County, Hudson's Bay, Lewis County, Twin Harbors, Vancouver, Willapacific
- D. Branch presidents or their designated alternates within a district shall be responsible for organizing district conferences or activities. A chair shall be selected within the district. The chair need not be a current branch president.

420 LEADERS-ON-LOAN

The purpose of the leader-on-loan program is to provide mission support, leadership development and membership assistance to branches and districts.

- A. Branches and district conferences are entitled to one leader-on-loan, an

experienced member within the state who has skills appropriate to the needs of the host group on an annual basis.

- B. The branch or district may request a particular leader to be their leader-on-loan in consultation with the state executive committee. Whenever possible, the leader requested will be approved to work with the branch or district. If it is not possible, the state executive committee shall suggest another leader for branch or district approval who can meet the needs of the host group.
- C. The host district shall provide meals and lodging relevant to the event and shall waive registration fees for the leader-on-loan.
- D. The leader-on-loan shall follow state reimbursement policy when requesting mileage for attending the event.

430 PRE-CONVENTION OR ANNUAL MEETING ACTIVITIES

The purpose of pre-convention or pre-annual meeting activities is to provide continuing education to AAUW members and other people in the area as a community service project, and to increase the visibility of AAUW in the community. Any branch, task force, or other organized group of AAUW may host an activity. The organizing group is responsible for all arrangements, registration and expenses of the event.

440 STATE CONVENTION OR ANNUAL MEETING

- A. The convention or annual meeting committee will include the committee chair, the state president/administrator, the finance vice president and the state program and college/university chairs, and a chair person from the sponsoring branch(es).
 - 1. The sponsoring branch(es) will have responsibility for serving as a local liaison to the hosting college/university partner or convention center, coordinating local marketing and media activities, and providing staffing for the meeting.
 - 2. It is recommended a host college or university shall be in a strong relationship with the local branch(es) and/or AAUW WA, and offer adequate meeting space with April availability, and that there be adequate nearby lodging options.
 - 3. To obtain site proposals from branches, the executive committee will

publish selection criteria, request branch letters of interest that meet selection criteria, and select the sponsoring branch(es) by the summer leadership conference that precedes the next convention or annual meeting.

4. If no branch submits a plan that meets the selection criteria before the summer leadership conference, the state board of directors will become the sponsoring group for the next convention or annual meeting.
- B. Business. The state president/administrator and finance vice president are responsible for organizing the business aspects of the convention or annual meeting. All state meetings shall be budgeted to be self-supporting.

The president/administrator shall:

1. sign all facilities contracts;
2. appoint an experienced parliamentarian to be active at all business meetings to ensure that proper parliamentary procedure is followed;
3. preside at all general sessions and the board meeting unless the executive committee directs otherwise;
4. arrange for the recognition of and awards to branches and members.

C. Program. The program chair shall:

1. be responsible for organizing all convention programming including, but not limited to, workshops, speakers and panel discussions, and counterpart and mission sessions, subject to review by the executive committee.
2. serve as chair of the convention or annual meeting program development committee and may appoint other members including branch vice presidents of.
3. develop and maintain a convention or annual meeting schedule;
4. provide, with the assistance and cooperation of other state officers and board members (including but not limited to the nominating committee chair, AAUW Funds chair, and public policy chair), information related

to convention programming as needed for web posting and the printed program;

5. provide for a convention or annual meeting evaluation by participants.

D. Budget. The finance vice president shall:

1. arrange for payment of registration fees for all state meetings;
2. determine late fees to be assessed and set the timeline for them;
3. ensure that expenses for an AAUW leader-on-loan are included in the budget;
4. Non-AAUW speakers/panel members/workshop leaders who are not otherwise participating in the convention shall receive a stipend not to exceed \$200 plus transportation (mileage or airfare, whichever is less), and may be offered a complimentary meal before or after their presentation.
5. The sponsoring branch(es) may propose a special registration fee for non-delegate local members and full-time students to encourage their part-time participation in the event, subject to the approval of the committee.
6. AAUW-WA does not pay speaker fees, but a donation to a charitable organization of the speaker's choice may be made on behalf of the speaker or a small appreciation gift may be given to the speaker, at the discretion of the committee.

E. State Meeting Rules

1. Smoking laws shall be followed. Smoking will not be permitted at any session of a state meeting.
2. Registration for the event shall be required for any member seeking admittance to meetings.
3. Credentials. When a delegate voting system is in use, the credentials of a delegate shall be certified before the delegate may participate in the business sessions or vote at the polls.
 - a. Credentials shall not be processed in the half-hour preceding the opening of the polls.

- b. A credentials committee report shall be given at the beginning of the first business meeting of the day. This count shall establish the number of voting members.

F. Procedure

1. Only delegates may make motions or vote, but any member may participate in the business sessions.
2. Each member addressing the chair shall state her/his name and AAUW affiliation.
3. Debate shall be limited to two speeches of two minutes each for any member of the assembly on each issue unless further time is granted.
4. Whenever possible, debate on each issue shall be rotated between pro and con positions.
5. Any delegate may move to have a vote taken by card count. This motion requires a second and majority vote to adopt. The branch president or designated delegation chair may cast any remaining votes to which that branch is entitled.
 - a. The cards shall be raised and the person at the end of each row shall count the cards in that row.
 - b. Tellers, appointed by the chair, shall tally the row counts and total the vote.
6. Any delegate may move for a written ballot on a motion brought before the body. This motion requires a second and a majority vote to adopt.
7. When written ballots have been used, the elections committee shall, immediately after the elective ballots have been tabulated, place all ballots in a sealed envelope and deposit them with the state secretary for destruction after thirty (30) days.
8. Order of the day. The official convention program, as amended, shall constitute the order of the day.
9. Adoption of convention or annual meeting rules shall be one of the first orders of business at the first business meeting of the event.
10. Minutes approval. The minutes shall be approved by a committee appointed by the presiding officer.

11. Suspension of rules. These rules may be suspended by majority vote except for rules D.3 and D.5.

450 RESOLUTIONS

- A. Members of the state desiring to present proposed resolutions to the convention must submit them in writing to the resolutions committee at least two (2) months before the convention or annual meeting.
- B. If no Resolutions committee exists to receive the resolution, the bylaws committee shall receive it.
- C. The resolutions committee shall screen proposed resolutions based on the following criteria: appropriate emphasis or extension of AAUW goals and programs; statewide implications; timelines; strong member support; potential for distinctive AAUW contribution; practical/fiscal potential for implementation.
- D. The resolutions committee shall be authorized - after consultation with and with the consent of the presenter(s) - to reword, clarify or combine the resolutions presented to it.
- E. The committee is required to send resolutions to be presented at the convention or annual meeting to all branches for their consideration at least one (1) month before the convention or annual meeting.
- F. The resolutions shall be presented by the resolutions committee to the delegate body at the convention or annual meeting for a vote. A majority of the votes is required for the resolution to pass.
- G. Resolutions on policies, program, public policy, or other matters may be proposed from the floor only if two-thirds (2/3) of the delegates vote to hear the resolution. If the delegates vote to hear a resolution, it requires approval by three-fourths (3/4) vote of the delegates to pass.

500 POLITICAL ACTION

510 PUBLIC POLICY PROGRAM

The public policy program of AAUW-WA shall incorporate both the AAUW and the AAUW-WA public policy priorities.

The comprehensive public policy program will be reviewed and updated at least every six years.

Should there be any major change in the emphasis of the AAUW agenda, the AAUW-WA comprehensive public policy program can be reviewed earlier and may be added to on a temporary basis by the public policy committee with approval of the executive committee or the state leadership team between conventions or annual meetings.

A. Reviewing the Program

1. Items may be proposed to the public policy committee for consideration by a branch, acting by a majority vote at any regular meeting; by a member of the state board; or by any state member acting as an individual
2. The updating of the public policy priorities is a continuous process that consists of the following steps:
 - a. The call for change proposals is issued through the EVERGREEN LEADER and communicated electronically to members in the fall before a convention or annual meeting scheduled to review and update the document.
 - b. Proposals are reviewed, accepted or rejected and refined by the public policy chairs and public policy committee members in January. Originators of proposals are notified of the disposition of their proposal within one week after the decision is made. If a proposal has been modified or not accepted, the originator is given the committee's rationale and told how to bring a proposal to the floor of the convention should they so choose.
 - c. Accepted proposals are brought before the executive committee for further review and refinement before the deadline for the proposals to be published in the EVERGREEN LEADER.

- d. Proposals to be voted on are then published in the EVERGREEN LEADER issue that contains the call to convention or annual meeting. These are presented at convention for a vote.
- e. Members who intend to propose (1) major modifications to the redraft or any of its revisions as sent out by the committee, or (2) items that have not gone through the redrafting process, must make copies of their proposals with supporting documentation available to all delegates at the time of registration. The cost of these materials must be assumed by the members(s) making the proposals.

B. Adopting the Principles at the State Convention or Annual Meeting

1. The order of discussion of and vote on the sections of the redraft shall be determined by a random draw at the start of the public policy program sessions.
2. The public policy committee shall present the redraft for adoption, subject to discussion and amendment on the floor of the business session.
3. A revision that has gone through the process must be moved on the floor for consideration.
4. A motion for consideration of an item which has not gone through the redrafting process must receive a two-thirds (2/3) majority.
5. Final adoption shall be by floor vote of attending delegates.

C. Adopting Annual Public Policy Priorities

1. Each fall the public policy chair in consultation with the public policy committee shall evaluate issues that come under the adopted public policy principles and determine if they are of sufficient current importance and ripe for action.
2. A draft public policy priorities proposal shall be distributed to the full state board and made available to AAUW-WA members electronically for review and comment during a comment period of at least thirty (30) days ending on December 31.

3. The committee shall consider comments and submit a redraft to the executive committee for approval prior to the beginning of the regular legislative session.

520 CANDIDATE ENDORSEMENT GUIDELINES

- A. AAUW-WA is guided in the endorsement of candidates by rules adopted by the AAUW board of directors.
- B. AAUW policy #303 permits endorsement of candidates in non-partisan elections and permits endorsement of or opposition to candidates for appointive positions.
- C. AAUW shall not support or oppose any political party or partisan candidate.
- D. AAUW policy prohibits contributions to candidates.
- E. The endorsement process for use by AAUW-WA and its branches is available on the website.

530 AFFILIATIONS WITH COORDINATING COUNCILS OR ACTION COALITIONS

- A. The state may, by vote of the board of directors, become an affiliate of coordinating councils or action coalitions formed by organizations with comparable purposes and goals. The decision to affiliate shall be based on a study of documented information by the executive committee. This information shall include the following:
 1. Statement of purpose;
 2. Copies of any organizing agreements including constitution, bylaws, working rules or comparable documents;
 3. Description of the method for providing representation to the governing board;
 4. Description of the method for the exchange of information and educational materials.
- B. If, after the study of items A 1-4, the executive committee finds that there is no conflict with the AAUW bylaws and charter and AAUW-WA bylaws, the executive committee may recommend an affiliation to the board of

directors.

- C. When joining, we give permission to list us as a member, but additional uses must be authorized specifically by our representative who may or may not be a member of the coalition's governing board.
- D. If, after affiliation with a council or coalition, action is taken by the council or coalition which is in conflict with AAUW bylaws, the state must publicly announce that we cannot be a party to action that is in conflict with our bylaws. A decision to sever such an affiliation must be considered.
- E. Dues and membership fees for each affiliation shall be a separate budget item in the state operating budget. Contributions to special action groups shall be approved by the executive committee when taken from contingency, special project or regular budget categories. They shall be approved by the state board if taken from savings.

600 AMENDMENTS TO THE POLICY

610 PROPOSED CHANGES

- A. Changes may be proposed at any time by any member. All proposed changes must be in compliance with approved AAUW-WA and AAUW bylaws.
- B. Proposed changes to AAUW-WA policies and procedures shall be sent to the AAUW-WA bylaws committee for their review and consideration. Within thirty (30) days of receipt, the bylaws committee will determine if it recommends going forward with the proposed change for a vote by the state board. Feedback either way shall be provided to whomever proposed the change.
- C. Written or electronic notification of the proposed change(s) shall be sent to each member of the state board at least two weeks (14 days) prior to the state board meeting when it will be considered for voting.

620 VOTING

- A. Provided notice has been given in accordance with Policy 610 (above), provisions of these policies may be amended at any meeting of the state board by a simple majority vote of those present.
- B. In instances where notice has not been provided in accordance with Policy 610, provisions of these policies may be amended at any meeting of the state board by a two-thirds (2/3) vote to hear the proposal and a three-fourths (3/4) vote to adopt by vote of those present.

Document History

Adopted: 4/23/93; Renumbered 10/93; Revised 10/93, 4/95, 4/96, 10/96, 4/97, 9/97, 2/98, 4/98, 9/98, 2/99, 1/00, 8/00, 2/01, 4/01, 2/02, 4/02, 10/03, 4/04, 6/04, 9/04, 4/05, 8/05.

Revised and Renumbered, 8/24/2013.

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Amended 3/17/2022 with incorporation of policies 360 and 370.

Revised 12/15/2022 to reflect updates to sections 100, 200, 300 and 600. Changes bring policies into compliance with current state Bylaws, with current state and national practices, technology, and terminology, and incorporate recommendations made by the 2020 Financial Review team and the 2022 SPF Ad Hoc committee.