

**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.

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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 or in a branch leadership role; b) a familiarity with and support for the mission and priorities of AAUW and AAUW-WA; and c) demonstrated leadership capabilities and experience.
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 1st. 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 the state annual business meeting;
 - 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 state record retention, as all the minutes and supporting documents that need to be archived at Western Washington University.
 - e. maintain a list of where the branches have archived their own records.
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 business 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 business 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 Program 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 president shall grant the Tech Trek Project committee chair the authority to plan and conduct 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 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 business 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 1st.
- 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. 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.

- B. Insurance. AAUW-WA shall carry three types of insurance.
 - a. Liability insurance coverage for the organization as a whole, including all AAUW-WA sponsored meetings, events, and projects. Liability insurance protects the organization financially from someone else's injury or property damage. For AAUW-WA sponsored projects (eg, Tech Trek), the project itself shall be responsible for payment of the premium from project funds, even though, as the project's organizing affiliate, AAUW-WA is the insured.
 - b. Directors & Officers insurance coverage to protect the personal assets of all officers and directors in the event they are sued as a result of their role in the organization.
 - c. Crime insurance to protect against dishonesty and fraud.

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 per the reimbursement formula documented below.
- 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 lodging, per the reimbursement formula documented below. These formulas shall be used in developing the state budget to be 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 1st is the deadline for presentation of prior bills. June bills must be presented by July 1st. 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 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 for State Board Members

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 \$150 per day per person.
3. Meals. The actual cost of the meal not to exceed the following amounts: breakfast, \$5; lunch, \$10; dinner, \$20. Meal costs will not be reimbursed if they are included in the registration costs for state annual business meeting, or other reimbursable conferences.
4. Child care. A person on official AAUW-WA state business may be reimbursed for child care costs with a maximum of \$20 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 1st -June 30th) for attending an annual business meeting and conference. 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. After approval by both the AAUW-WA and SPF boards, a final version of the Agreement shall be signed and dated by both the AAUW-WA president and the SPF president, regardless of whether anything has changed from the prior year's agreement.
- F. A copy of the signed Fiscal Sponsorship Agreement shall be submitted to both the AAUW-WA and SPF boards and will be included in each of the board's permanent records.

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 MEETINGS AND EVENTS

AAUW Washington State shall conduct statewide meetings and events each year and shall provide some leadership support to district and branch meetings, as requested and agreed.

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, or whenever more than one branch within a single district is formed or disbanded.

C. District composition:

Central & East: Colville, Dayton, Spokane, Walla Walla

Northwest: Anacortes, Bellingham, Port Townsend, Stanwood-Camano 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 SUPPORT TO BRANCH AND DISTRICT MEETINGS AND EVENTS

The state shall provide mission support, leadership development, and membership assistance to branches and districts.

- A. On an annual basis, branches and districts are entitled to one state leader, an experienced member within the state who has skills appropriate to the needs of the host group.
- B. The branch or district may request a particular leader 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 branch or district shall provide meals and lodging relevant to the event and shall waive registration fees for the visiting state leader.
- D. The visiting state leader shall follow state reimbursement policy when requesting mileage for attending the event.

430 STATEWIDE MEETINGS AND EVENTS

Per AAUW-WA's bylaws, a statewide annual business meeting shall be conducted each spring. Further, to support AAUW-WA's mission, additional statewide programs shall be held as determined by the Board. Such meetings may include Lobby Day and a Summer Leadership Conference, as well as leadership training conducted in concert with the annual business meeting.

- A. Meetings and events may be held either in person or virtually, circumstances depending, as determined by the board.
- B. Meetings and events shall be self-supporting, when possible, although the Board may elect to provide a subsidy from the treasury as it sees fit. A budget shall be developed for each, including estimated expenses and proposed registration fees.
- C. Meetings and events shall be conducted in accordance with the following rules:
 - 1. Registration for the meeting or event shall be required for any member seeking admittance.
 - 2. Smoking laws shall be followed. Smoking will not be permitted at any session of a state meeting or event.
 - 3. Alcohol shall not be served at any AAUW-WA meeting or event unless the event is specifically covered by liability insurance that covers the use of alcohol. In addition, non-alcoholic beverages must be readily available.

In addition to the meeting or event itself, pre-meeting activities may also be scheduled. Such activities may be 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 ANNUAL BUSINESS MEETING AND CONFERENCE

AAUW-WA shall conduct an annual business meeting and may choose to do so in conjunction with a conference. The annual business meeting and conference may be held in person or virtually. If the event is in person, the annual business meeting will be offered on a hybrid basis to ensure the opportunity for all.

The annual business meeting may be attended by any registered member of AAUW-WA at no cost. The meeting is generally held in April so that new officers can be elected prior to the start of the new fiscal year on July 1st.

A conference may be offered in conjunction with the annual business meeting, if the board so decides. The director for programs will recommend a venue and theme for the annual conference in collaboration with, and subject to ratification by the board. A registration fee may be charged for the program portion of the annual conference.

- A. Date, format and host / venue. Prior to the end of the preceding calendar year, the board of directors shall set the date(s) for the annual business meeting, determine whether the meeting will be held in-person or virtually, and, if in person, determine the host and venue. The board will evaluate solicited and unsolicited proposals from branches to host the annual meeting. Proposals from a branch to host may include them doing so in conjunction with a college/university partner of the branch. The board will host the annual business meeting when it is virtual or if no host proposals are received or feasible. For in-person meetings:
1. The host branch(es) will have the responsibility of working closely with the state board of directors on all logistical aspects of the meeting.
 2. The host branch(es) will have responsibility for serving as a local liaison to the venue (eg, convention center, college/university facility or hotel) and for ensuring there are adequate nearby lodging options for attendees.
 3. The host branch will have the responsibility of coordinating local marketing and media activities, and providing staffing for the meeting.
- B. Responsibilities. The state president/administrator is responsible for organizing the annual business meeting. The program chair is responsible for organizing all programming including, but not limited to, workshops, speakers and panel discussions, and counterpart and mission sessions, subject to review by the executive committee. The finance vice president is responsible for all financial matters associated with the business meeting and other sessions.

1. The president/administrator shall:
 - a. sign all facilities contracts;
 - b. appoint an experienced parliamentarian to be active at all business meetings to ensure that proper parliamentary procedure is followed;
 - c. preside at all general sessions and the board meeting unless the executive committee directs otherwise;
 - d. arrange for the recognition of and awards to branches and members.

2. The program chair shall:
 - a. serve as chair of the annual business meeting and conference development committee and may appoint other members including branch vice presidents of programs.
 - b. develop and maintain an annual business meeting and conference schedule;
 - c. 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 meeting programming as needed for web posting and the printed program;
 - d. provide for an annual business meeting and conference evaluation by participants.

3. The finance vice president shall:
 - a. ensure that a budget is developed reflecting all anticipated annual business meeting and conference expenses and that conference registration fees are established, both for approval by the board;
 - b. arrange for payment of registration fees for all state meetings;
 - c. determine late fees to be assessed and set the timeline for them;
 - d. speakers, panel members, and/or workshop leaders who are *not* AAUW members may be paid an honorarium for their services. The honorarium may be paid to the speaker or to the charitable organization on whose behalf the presenter is speaking, if applicable. Such speakers may also be reimbursed for their transportation (mileage or airfare, whichever is less) and offered a

complimentary meal(s) at the meeting or event.

C. Business Meeting Procedure

1. Any registered member may participate fully in the business meeting sessions, including making motions or voting.
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. Order of the day. The official meeting program, as amended, shall constitute the order of the day.
6. Adoption of meeting rules shall be one of the first orders of business at the first business meeting of the event.
7. Suspension of rules. These rules may be suspended by majority vote.
8. Minutes approval. The minutes shall be approved by a committee appointed by the presiding officer.

450 RESOLUTIONS

- A. Members of the state desiring to present proposed resolutions to the membership must submit them in writing to the bylaws and resolutions committee at least two (2) months before the annual business meeting.
- B. The bylaws and resolutions committee shall screen proposed resolutions based on the following criteria: appropriate emphasis or extension of AAUW-WA goals and programs; statewide implications; timelines; strong member support; potential for distinctive AAUW contribution; practical/fiscal potential for implementation.
- C. The bylaws and 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.
- D. The committee is required to send resolutions to be presented at the annual business meeting to all branches for their consideration at least one (1) month before the annual business meeting.
- E. The resolutions shall be presented by the bylaws and resolutions

committee to the members in attendance at the annual business meeting for a vote. A majority of the votes in favor of the resolution is required for the resolution to pass.

- F. Resolutions on policies, program, public policy, or other matters may be proposed from the floor only if two-thirds (2/3) of the members present vote to hear the resolution. If the members vote to hear a resolution, it requires approval by three-fourths (3/4) vote of the members present 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 public policy program should 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 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.

A. Program Review

1. Changes 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. Proposals for changes should be documented with a timely response from the public policy committee to the branch or member requesting the change. Changes will be considered by the public policy committee during the regular review process. Adequate notice should be given to Branches and general membership about the review timeline and process using best practices for communication with members
3. The public policy committee final proposed updates to the public policy program should be approved by the Executive Committee.
4. Changes to the public policy principles and priorities should be approved by the membership in a similar procedure used for approving by-laws.

520 CANDIDATE ENDORSEMENT GUIDELINES

AAUW-WA is guided in the endorsement of candidates by rules adopted by the AAUW board of directors. AAUW Policy 301 permits endorsement of candidates in non-partisan elections and permits endorsement of or opposition to candidates for appointive positions.

530 AFFILIATIONS WITH COORDINATING COUNCILS OR ACTION COALITIONS

The state may, by vote of the board of directors, become an ally member of coordinating councils or action coalitions formed by organizations with comparable purposes and goals. The decision to ally member should be approved by the executive committee. Any dues or expenses related to an allyship must be approved by the

Board. Additional approval is required for AAUW-WA to join in any specific public action such as signing a letter of support, or using AAUW-WA name or logo on documents or electronic communications. AAUW-WA should remove itself from allyships when they directly conflict with AAUW-WA principles and mission. This may include a public statement to clarify AAUW-WA's position.

600 SPONSORED STATE PROJECTS

In addition to projects conducted by AAUW branches in Washington State, there are projects conducted at the state level. These include AAUW projects, such as Tech Trek, where AAUW-WA is the “organizing affiliate.”

610 TECH TREK

AAUW Tech Trek is a national program conducted around the country by branch or state organizations. Through hands-on problem solving and encounters with women role models in science, technology, engineering, and math (STEM), AAUW Tech Trek helps girls see their futures while also having fun. The week-long residential summer camp, held on a college campus, is backed by AAUW’s research and designed to make STEM fields exciting and accessible to girls in middle school — the age when girls’ participation in these fields statistically drops. For many girls, their Tech Trek experience sparks their curiosity and places them on a path toward success.

In order to host Tech Trek camps in Washington State, AAUW-WA must agree to the terms and conditions specified by AAUW (national) in its annual Tech Trek Memorandum of Understanding (MOU). Upon receipt of the MOU, AAUW-WA shall review, sign, and return the completed MOU to AAUW.

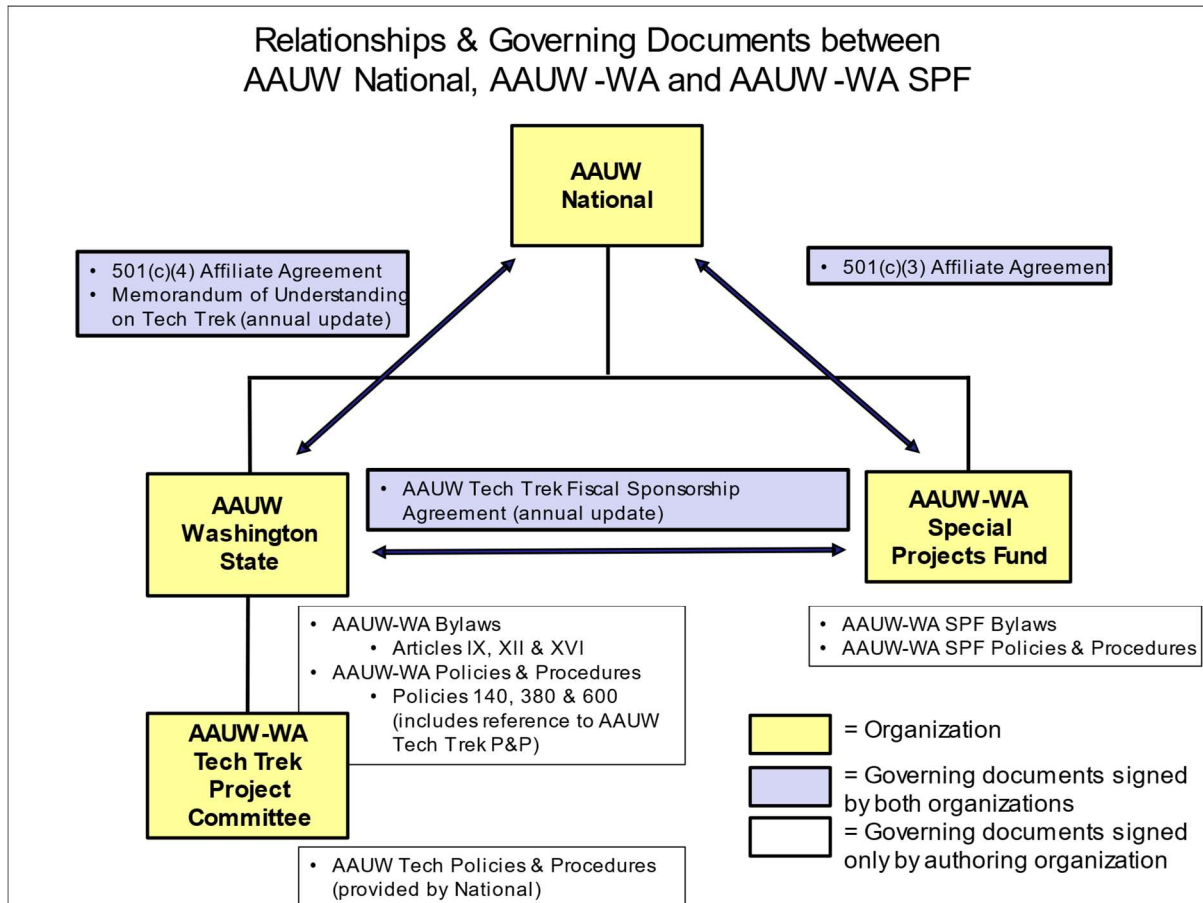
The Tech Trek MOU specifies that, as “organizing affiliate” of Tech Trek, AAUW-WA shall be fiscally and legally responsible for Tech Trek, including, but not limited to, execution of a fiscal sponsorship agreement with a 501(c)(3) AAUW Affiliate. AAUW-WA shall work with the AAUW Washington Special Projects Fund (SPF), a 501(c)(3) AAUW Affiliate. Per the MOU, AAUW-WA shall also be responsible for documenting and tracking staff and volunteer adherence to AAUW Tech Trek Policies and Procedures provided by AAUW national.

AAUW further requires that AAUW-WA and the SPF shall review and tailor (as appropriate) a template AAUW Tech Trek Fiscal Sponsorship Agreement. The Fiscal Sponsorship Agreement sets forth the roles of and responsibilities of each party with regard to the Sponsor’s (SPF) support of the AAUW Tech Trek program implemented by Organizing Affiliate (AAUW-WA). The Agreement also specifies the sponsor’s administrative fee and describes use of funds. The completed agreement shall be approved by the board of both organizations, as detailed in Policy 380 - Fiscal Sponsorship Agreement Review.

AAUW-WA shall implement its Tech Trek through a standing Tech Trek Project Committee, as specified in Policy 140. The AAUW-WA president shall appoint the chair of this committee. The Tech Trek Committee Chair is responsible for all coordination required for planning and conduct of the Tech Trek camps, ensuring that requirements of the MOU, Fiscal Sponsorship

Agreement, and Tech Trek Policies and Procedures are met, and for reporting status to the AAUW-WA board. The Tech Trek Committee Chair shall attend board meetings when Tech Trek is on the agenda and shall receive notification of such ahead of time.

The following diagram illustrates the relationship between the parties, as per the applicable governing documents.



To ensure compliance with AAUW Tech Trek policies, the Tech Trek Committee Chair shall ensure that the camp has an active membership in the American Camp Association (ACA) and follow its best practices. The Tech Trek Committee Chair shall also ensure that everyone over the age of 18 undergoes a background check. First year volunteers do an FBI background check; returning volunteers do an annual screening (through OneSource).

To ensure that participating branches understand their roles and responsibilities in the overall process, and to ensure that camper selection policies are followed, the Tech Trek Committee Chair shall share the AAUW-WA Tech Trek Toolkit on an annual basis, updating it as required.

To ensure a strong partnership among the parties, the Tech Trek project chair shall:

- A. Prepare an annual Tech Trek budget documenting expected fixed and variable expenses and contributions required to fund them, along with planned per student cost. This budget, along with its underlying assumptions, shall be presented to the SPF and AAUW-WA boards for their review and risk assessment. In its role as fiscal sponsor, SPF shall familiarize themselves with what's expected for the year and make any recommended revisions based on their experience with prior camps. In its role as organizing affiliate, with fiscal responsibility for Tech Trek, the AAUW-WA shall review and approve the budget. The approved budget shall be provided to all parties, and periodic reports provided as status and possible risk to the organization.
- B. Provide all contracts to the AAUW-WA president and finance vice president for their review prior to the president signing and committing the organization.
- C. Include the AAUW-WA president and finance vice president in coordination and finalization of the Tech Trek liability insurance policy. In its role as organizing affiliate with fiscal and legal responsibility for Tech Trek, AAUW-WA shall be the "insured" and shall determine if any additional coverage is required for the organization.
- D. Support an annual internal review conducted by AAUW-WA personnel tasked with ensuring Tech Trek staff and volunteer adherence to AAUW Tech Trek Policies & Procedures.

620 FUTURE SPONSORED PROJECTS

In the future, AAUW-WA may agree to sponsor additional statewide projects. For any such projects, AAUW-WA shall ensure that any required changes or additions to Bylaws and Policies & Procedures are made, and that the relationship between the parties is well documented.

700 AMENDMENTS TO THE POLICY

710 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.

720 VOTING

- A. Provided notice has been given in accordance with Policy 710 (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 710, 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.

800 DOCUMENT REVISION 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.

Revised and Amended 1/28/2018.

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.

Revised 2/16/2023 to reflect updates to sections 400 and 500. Changes bring policies into compliance with state Bylaws, with current state and national practices, technology, and terminology. Section 600 was added and Policies 140 and 380 were also revised to reflect the final outcome of decisions regarding Tech Trek and the Special Projects Fund. Policy 320 was revised to reflect current insurance requirements and practices. Policy 340 was revised to correct lodging reimbursement.

Revised 6/22/2023 to correct terminology used in Policy 140, Section B, item 1 regarding Tech Trek Project committee chair.