

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

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Note: Articles I through VII of these bylaws are as mandated by AAUW and are not to be revised in any way unless specifically directed by AAUW. **AAUW-mandated articles appear in dark blue font**; Articles specific to AAUW of Washington State appear in black font.

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) of the State of Washington, Inc., hereinafter known as the "Affiliate."

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

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

ARTICLE II. PURPOSE

Section 1. Purpose. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE III. USE OF NAME

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

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

ARTICLE IV. MEMBERS OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

Section 2. Member Qualification.

a. Individual Members.

- (i.) Eligibility. An individual holding an associate (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an "Accredited Higher Education Institution") or other qualified institution located outside of the United States, as determined by the Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- (ii.) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

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

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the

AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues of Members.

a. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

(i.) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(ii.) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

Section 5. Membership Decisions.

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

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

ARTICLE V. AAUW AFFILIATES

Section 1. An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW's purpose at a state or local level and which has been given the right to use AAUW's name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

Section 2. Organization.

- a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates' needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.
- c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

- a. The AAUW affiliation status of any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. Any Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW's purposes. In the event of the dissolution of this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

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

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

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

ARTICLE VIII. NON-PROFIT CORPORATION COMPLIANCE

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

ARTICLE IX. FINANCIAL ADMINISTRATION

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

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

Section 3. Financial Policies. AAUW-WA shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. This shall include the conduct of a financial review at the end of the Finance VP's term, or sooner at the discretion of the board of directors.

Section 4. Dues.

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

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

Section 5. Relationship to AAUW-WA Special Projects Fund (SPF). The AAUW-WA Special Projects Fund is a 501(c)(3) organization that was formed to receive and distribute contributions from individuals and corporations for programs and projects that further the mission of AAUW-WA. For all programs and projects for which the AAUW-WA SPF serves as a fiscal sponsor (eg, Tech Trek), AAUW-WA shall abide by the Fiscal Sponsorship Agreement signed by the presidents of both AAUW-WA and the AAUW-WA SPF, after approval by both boards.

ARTICLE X. NOMINATING COMMITTEE

Section 1. Composition. The nominating committee is a standing committee of the board and shall consist of at least three (3) and no more than five (5) members in good standing of the organization. At least one of the members shall be a board member, who will chair the group and report status to the board. Committee members shall be recommended by the president and appointed by the board.

Section 2. Purpose and Duties. The purpose of the nominating committee is to identify candidates to stand for election to the board in accordance with the requirements detailed in Article XI. The election shall be held in accordance with Article XV. The following timeline details the duties of the nominating committee.

- a. The nominating committee's duties begin with their appointment no later than November 1st of each year and conclude when a slate of candidates has been identified and members have been provided notification of such for the election to be held at the Annual Meeting.
- b. No later than ninety (90) days prior to the election, the nominating committee shall notify all members of the director and officer positions open for election and request nominations. The nominating committee shall also discuss potential candidates amongst themselves and ask members in good standing to consider serving on the board.
- c. The names of the nominees for elected office shall be published and distributed to every member at least thirty (30) days prior to the election. Publication in the Evergreen Leader constitutes publication and distribution for the purposes of this provision.
- d. After the slate of nominees has been announced, additional nominations may be made from the membership according to established policy, with the consent of the nominee.
- e. Nominations will also be accepted from the floor at the time that the election of officers is formally conducted with the consent of the nominee.

ARTICLE XI. OFFICERS

Section 1. Officers.

- a. The elected officers for the organization shall be a president/administrator, finance vice president, and secretary, who shall hereafter be known as officers, and nine (9) directors at large, who shall hereafter be referred to as directors. The president/administrator, secretary and four (4) directors are elected in odd numbered years, and the finance officer and five (5) directors are elected in even numbered years.
- b. A vice president shall be appointed by the board from among the elected directors.

- c. The president/administrator, finance vice president, secretary, and all nine directors shall serve for a term of two (2) years, or until their successors have been elected or appointed and assume office. Terms of office shall begin on July 1.
- d. Each office may be filled by an officer or co-officers. Each office shall carry one (1) vote.
- e. No officer shall hold more than one (1) office at a time. Officers may take on additional responsibilities on the board, but doing so does not entitle them to more than one vote.
- f. Elected officers are limited to no more than two consecutive terms in that office. Directors are limited to no more than two consecutive terms fulfilling the same role (eg, Programs, Membership, Public Policy).
- g. All officers and directors, other than candidates for president, are subject to the limitation of serving no more than four (4) consecutive terms of service as an officer and/or director.
- h. Except for vacancies created by removal of an officer by the members, vacancies in the office of an officer may be filled by a majority vote of the remaining directors on the board at any properly called board meeting, whether or not less than a quorum, or by a sole remaining director. The voting members may fill any vacancy or vacancies not filled by the directors. Any individual filling a vacancy pursuant to this section shall be a voting member of the association in good standing. Except as provided herein, individuals appointed to fill a vacancy shall serve until the end of the term of the officer whose vacancy they are filling.

Section 2. Duties

- a. Elected officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the board of directors, and by the current edition of Robert's Rules of Order, Newly Revised.
- b. President/Administrator. The president/administrator shall officially represent AAUW-WA in activities of AAUW and shall be responsible for submitting such reports and forms as required by AAUW.
- c. Finance Vice President. The finance vice president shall:
 - 1) Assume responsibility for the collection and disbursements of all state dues and other monies due AAUW-WA;
 - 2) Serve as custodian of all funds and securities.
- d. Secretary. The secretary shall keep minutes of the meetings of the membership, the board of directors and the executive committee and may perform other duties as requested by the Board of Directors or President.

- e. AAUW-WA will annually provide AAUW with a designated contact for administration and finance by inputting their names and positions in the Community Hub

ARTICLE XII. BOARD OF DIRECTORS

Section 1. Composition.

- a. The board of directors shall have twelve (12) members, consisting of the elected officers and nine (9) elected directors. Every director shall be a voting member of the association in good standing.
- b. The directors shall be elected by the voting members of AAUW-WA. Four (4) directors at large shall be elected in even numbered years and five (5) directors at large shall be elected in odd numbered years.
- c. The board shall include the AAUW-WA Special Projects Fund (SPF) president as a non-voting ex officio member. Nothing precludes the SPF president from being elected to the Board by the membership or appointed to the board by the president subject to ratification by the Board.
- d. The president may appoint a parliamentarian who shall serve as a non-voting consultant to the board and to the executive committee.
- e. If, following the annual election, there continue to be vacancies on the board, the President will recruit and appoint members willing to fill the vacant positions, subject to ratification by the board. The president will consider geographic representation when recommending board members for ratification.

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

Section 3. Administrative Responsibilities. The directors shall collectively fulfill the responsibilities associated with strategic statewide initiatives. Specific assignments will be made by the elected officers in accordance with the strategic plan for each AAUW fiscal year. The board shall have the general power to adopt policies related to the general operation of the organization and to initiate and carry out its programs and policies and shall accept responsibilities delegated by AAUW. It shall act for the organization between annual business meetings. The board shall have fiscal responsibilities as outlined in Article V, Section 3.

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

Section 5. Board Meetings. The board shall meet at least 4 times per year to conduct its business. The president shall decide if the board will convene regularly on a more frequent basis. The president may also call special or emergency meetings of the board, as required or based on the request of at least one-fourth (1/4) of the directors then serving on the board. The date, time and purpose for any special or emergency meeting shall be communicated ahead of time.

- a. Date, Time and Venue of Meetings. Meetings of the board shall be held at a date, time and venue established by the board. Board meetings may be held in person or virtually. A meeting schedule will be published in the Evergreen Leader and on the AAUW-WA website.
- b. Board Meetings Using Technology. Directors may participate in a meeting of the board through use of a telephone, electronic video screen communication, or electronic transmission. Participation in a meeting through use of electronic technology constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Section 6. Notice. Notice of meetings of the board, specifying the date, time and venue for the meeting, shall be provided to each director via e-mail or phone at least forty-eight (48) hours before the meeting. The notice need not specify the purpose of any meeting of the board.

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

ARTICLE XIII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee is a standing committee of the board and shall consist of the president/administrator, vice president, finance vice president, and secretary.

Section 2. Purpose and Duties. The purpose of the executive committee shall be to act in lieu of the full board at such times as a time-critical decision needs to be made, or a time-critical action needs to be taken, and it is not possible to convene the board as a whole in the timeframe required. The executive committee shall also have the authority to make decisions or take action on time-critical items when the full board does not achieve a quorum at a regularly scheduled meeting. When a separate executive committee meeting is held, the executive committee shall report on all actions taken by it at the next full board meeting so that they can be captured in the board meeting minutes. The executive committee's duties shall be limited to the above; routine duties of the board shall be not be assigned to the executive committee. The power and

authority of the executive committee is not limited by the provisions of Article XIV, Section 1 of these Bylaws.

Section 3. Meetings. Meetings of the executive committee shall be held on the call of the president/administrator or board member acting in their stead.

Section 4. Quorum. The quorum shall be a majority of the voting members, or at least three of the four committee members.

ARTICLE XIV. COMMITTEES

Section 1. Standing Committees. The board may establish standing committees composed of any number of directors and other AAUW-WA members in good standing. All standing committees shall have a chair appointed by the president/administrator and ratified by the board. The chair shall be an AAUW-WA voting member. Standing committees shall provide advice and recommendations to the board but shall not have the authority of the board or any final decision-making authority unless granted by the president and explicitly documented in policy.

Section 2. Ad Hoc Committees and Task Forces. Ad hoc committees or task forces may be established by the board to work a specific issue, or set of issues, to resolution. All ad hoc committees and task forces shall be comprised of AAUW members in good standing and shall have a chair appointed by the president/administrator and ratified by the board. The chair shall be an AAUW-WA voting member. When complete with their assignments, these committees or task forces shall report their results and recommendations to the board and then be disbanded.

ARTICLE XV. ANNUAL BUSINESS MEETING AND CONFERENCE

Section 1. Date, Time & Venue, Notification and Content.

- a. AAUW-WA shall conduct an annual business meeting each spring 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 members to participate.
- b. The date, time and venue of the annual business meeting and conference shall be determined by the board of directors.
- c. Notice of the annual business meeting and conference shall be sent to all branches and individual members at least thirty (30) days prior to the meeting. Publication in the Evergreen Leader constitutes notification.
- d. The content of the annual business meeting and conference may be twofold.

- 1) The annual business meeting shall be conducted to execute the business of the organization including election of officers, review of proposed changes to the bylaws, consideration of any resolutions put forth by the membership, and any other business directed by the board of directors. The annual business meeting may be attended by any registered member of AAUW-WA at no cost.
- 2) 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.

Section 2. Voting Body. All individual members in good standing duly registered and present either in person or electronically at the annual business meeting at the time of voting will be eligible to vote. Student members of AAUW do not have a vote.

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

ARTICLE XVI. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. Every member of the state board or officer of AAUW-WA may be indemnified and shall be insured by AAUW-WA against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or officer in connection with any threatened, pending or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the board or officer of AAUW-WA, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. In the event of a settlement the indemnification herein shall apply only when the AAUW-WA approves such settlement and reimbursement as being in the best interest of AAUW-WA. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or officer is entitled. State law takes precedence as applicable.

Section 2. Insurance. AAUW-WA shall 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.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS NOT MANDATED BY AAUW

Provisions of these bylaws not mandated by AAUW Bylaws may be amended at the annual business meeting by a two-thirds majority of the votes cast provided written notice shall have been sent to each branch in the state at least thirty (30) days prior to the meeting provided the amendment and voting procedures comply with state law.

BYLAWS REVISION HISTORY

Adopted April 22, 2006

Restated April, 2014

Amended May 1, 2015

Updated January 8, 2017 (AAUW mandated changes)

Restated April, 2021

Updated April 9, 2022

Updated April 15, 2023

Revised April 21, 2024 to incorporate the latest version of AAUW-mandated Articles I through VII, and to incorporate other changes to reflect how the organization is operating. Unanimously approved at the annual membership meeting.