

Bylaws of the American Association of University Women Whatcom Branch

Article I. Name and Governance

Section 1. Name. The name of this organization shall be the American Association of University Women (AAUW) Whatcom, hereinafter known as the “Affiliate.”

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

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

Article II. Purpose

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

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

Article III. Use of Name.

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

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

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

Article IV. Membership and Dues

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

a. Individual Members

- (1) Eligibility. An individual holding an associate’s (or equivalent, *e.g.*, RN), bachelor’s, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the US Department of Education (an “Accredited Higher Education Institution”) or other qualified education institution located outside the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to

AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

- (2) Appeals of Refusal of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.
- (3) Saving Clause. No Individual Member shall lose membership due to any change in status of the higher education institution upon which original qualification for membership was based.
- (4) Life Membership.
 - (a) Paid. An Individual Member may become a life member (“Life Member”) upon a one-time payment of twenty years’ annual AAUW dues, based on the amount of annual AAUW dues the year the member elects to become a Life Member. Thereafter, the Life Member shall be exempt from payment of AAUW national dues.
 - (b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from payment of AAUW national dues.

b. College/University Members.

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

Section 3. Student Associates.

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

Section 4. Dues.

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

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

eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

Article V. AAUW Affiliates

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

Section 2. Organization

- a. **Purpose.** Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. **Bylaws.** Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable laws.
- c. **Structure.** Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

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

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

Article VI. Parliamentary Authority

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

Article VII. AAUW-Mandated Amendments to the Bylaws

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

Article VIII. Whatcom Affiliate Financial Administration

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

Section 2. Financial Policies. The Affiliate board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws, including an annual financial review.

Section 3. Budget. The Affiliate board shall adopt an annual budget for presentation to the branch.

Section 4. Dues.

- a. Paid Life Members of AAUW, as defined in the AAUW Bylaws, are required to pay branch dues to become members of the branch.
- b. Fifty-Year Honorary Members are exempt from paying branch dues.
- c. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

Article IX. Nominations

Section 1. There shall be a nominating committee of three to five (3-5) members, of whom at least one shall be elected by the branch members at a regularly scheduled branch meeting. The remaining members may be elected by the Affiliate board of directors. One member of the nominating committee shall be appointed chair.

Section 2. The term of a committee member shall be one year.

Article X. Affiliate Elections

Section 1. The names of nominees shall be published and sent to every member at least fourteen (14) days before the annual meeting.

Section 2. Nominations may be taken from the floor with the consent of the nominee.

Section 3. All elections shall be held at the annual Affiliate meeting.

Section 4. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice or hand vote. Election shall be by a majority vote of those voting.

Section 5. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XVI. Section 5.

Article XI. Officers

Section 1. There shall be officers or co-officers to fulfill the functions of administration, program, membership, public policy, finance, AAUW funds, and communications. The Affiliate branch will provide AAUW with designated contacts for administration and finance.

Section 2. The elected officers or co-officers shall be a president (or official representative); vice president(s) for membership; vice president(s) for programs; and secretary and treasurer or secretary/treasurer.

Section 3. The appointed officers shall be public policy, AAUW funds, communication, newsletter editor and such other officers and committee chairs as deemed necessary to carry on the work of the affiliate. They shall be appointed by the president(s).

Section 4. Officers shall serve a term of two years or until their successors have been elected or appointed and assume office. The term of each office shall begin on July 1.

Section 5. No elected officer shall be eligible to serve more than three consecutive terms in the same office.

Section 6. The incoming president may call a meeting of the incoming officers prior to July 1.

Section 7. A vacancy in office, excluding the president, shall be filled for the unexpired term by the Affiliate board of directors. A vacancy in the office of president shall be filled by the president-elect or by the vice presidents in the order listed in Section 2.

Article XII. Duties of Officers

Section 1. Officers shall perform the duties prescribed by these bylaws, Affiliate policies, and by the most recent edition of *Roberts Rule of Order Newly Revised*.

Section 2. All officers shall submit an annual written or electronic report to the president.

Section 3. The president shall be the official spokesperson and representative for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW and the state.

Section 4. The vice presidents shall perform such duties as the president and Affiliate board shall direct and as specified in Affiliate policies and job descriptions.

Section 5. The secretary shall record and keep minutes of all Affiliate membership and special meetings.

Section 6. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the Affiliate. The treasurer shall collect dues and properly remit them to AAUW and the state by the specified deadline. The treasurer shall send moneys for AAUW Funds, including the Legal Advocacy Fund, by the specified deadlines and shall keep separate ledgers for each type of account.

Article XIII. Rotation of Officers

Section 1. The treasurer and vice president(s) for membership shall be elected in even numbered years.

Section 2. The president(s), vice president(s) for programs, and the secretary shall be elected in odd numbered years.

Article XIV. Board of Directors

Section 1. The Affiliate board of directors shall include the elected officers and the following appointed officers of the branch: communications, AAUW Funds, public policy, newsletter, and others deemed necessary by the president.

Section 2. The Affiliate board shall have the power to administer the affairs of the Affiliate and carry out its programs and its policies and shall accept responsibilities delegated by AAUW (and the state). It shall act for the Affiliate between membership meetings. The Affiliate board shall have fiscal responsibility as outlined in Article VIII, Financial Administration.

Section 3. Meetings of the Affiliate board shall be held at least eight (8) times per year. Special membership meetings may be called by the president and shall be called upon the request of five (5)

members of the board. Notice of a special membership meeting shall be sent to the membership at least fourteen (14) days before the meeting.

Section 4. The quorum of the Affiliate board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the Affiliate board.

Article XV. Executive Committee

Section 1. The executive committee shall consist of the elected officers.

Section 2. The executive committee shall have the power to act for the Affiliate board between meetings of the Affiliate board and shall report to the Affiliate board on all actions taken by it. It shall perform such other duties as may be delegated by the Affiliate board.

Section 3. Meetings of the executive committee shall be held on the call of the president or by written request of three of its members.

Section 4. The quorum of the executive committee shall be a majority of its voting members. Co-officers shall be considered as one voting member of the executive committee.

Article XVI. Meetings

Section 1. There shall be at least seven (7) general membership meetings each year.

Section 2. The general membership meeting held between March 1 and March 31 shall be designated the annual meeting, the exact date, time, and place to be determined by the Affiliate board.

Section 3. The annual meeting shall be to conduct business, including but not limited to hearing officers' reports, reviewing the budget and the financial report, electing officers, establishing dues, amending bylaws, and giving directions to the board.

Section 4. Special meetings may be called by the president or shall be called by the president on the written request of twenty-five percent (25%) of the voting members of the Affiliate board of directors or ten percent (10%) of the branch membership.

Section 5. The quorum shall be twenty percent (20%) of the branch membership.

Article XVII. Committees

Section 1. Standing committees shall be program, membership, public policy, finance, AAUW funds, bylaws, communications, nominating, and any others deemed necessary by the president.

Section 2. Standing committees shall be appointed by the president for terms of varying lengths.

Section 3. Special committees and/or task forces may be appointed by the president with consent of the Affiliate board.

Article XVIII. Indemnification

Every Affiliate board or committee member may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Affiliate board in connection with any threatened, pending, or completed action, suit, or proceeding to which the

Affiliate board member may become involved by reason of being or having been a member of the Affiliate board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the Affiliate board approves such settlement and reimbursement as being in the best interest of the Affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Affiliate is entitled.

Article XIX. Amendments to the Bylaws

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by its articles of incorporation.

Section 2. Prior Approval. Proposed amendments to the Affiliate bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

Section 3. Affiliate Vote. Provisions of these bylaws not governed by AAUW Bylaws may be amended by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least 30 days prior to the meeting. A member may vote if their date of record (date they joined the branch) is at least 30 days before the designated vote.

Date previously amended: January, 2017

Date current amendments proposed for Art I, Sec 1 and 2 and Art VIII title only: October, 2019