

**BYLAWS of THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN of the
STATE of WASHINGTON. STANWOOD-CAMANO BRANCH**

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ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) of the state of Washington, Stanwood-Camano branch, hereinafter known as “the Affiliate”

Section 2. Affiliate. AAUW of the state of Washington, Stanwood-Camano branch is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The 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 II. PURPOSE

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

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

ARTICLE III. USE OF NAME

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

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

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

ARTICLE IV. MEMBERSHIP AND DUES

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

Section 2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

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

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

(4) Life Membership.

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

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

b. College/University Members.

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

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors. Stanwood-Camano student affiliates shall not pay branch dues.

Section 4. Dues.

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

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

c. Dues for partner members shall be set by the AAUW Board of Directors. AAUW provides for two partner representatives from each C/U with no AAUW dues. No dues will apply to partner member representatives; nor will they pay dues nor hold office.

d. The organization's dues shall include funding for operating budget expenditures.

e. Payment. AAUW member dues shall be payable in accordance with procedures established by AAUW.

f. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or AAUW-affiliated entity without payment of additional dues.

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

ARTICLE V. AAUW AFFILIATES

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

Section 2. Organization.

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

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

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

Section 3. Loss of Recognition of an Affiliate.

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

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

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

ARTICLE VI. PARLIAMENTARY AUTHORITY

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

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

Section 1. 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.

Section 2. Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended by a two-thirds (2/3) vote of those present and voting, after quorum is attained, provided written notice shall have been sent to members at least fourteen (14) days prior to the meeting and if the amendment and voting procedures are in compliance with state law.

ARTICLE VIII. FINANCIAL ADMINISTRATION

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

Section 2. Each member shall pay branch dues as established by the board, by a vote at a general membership meeting, by a majority vote of those present and voting, provided written notice has been given to all the members thirty days prior to the meeting and a quorum is present and voting.

Section 3. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after October 31 shall be dropped from affiliate membership.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

Section 5. New members may join at any time. Dues are payable upon joining. The AAUW portion of dues paid by new members between January 1 and March 15 shall be one-half the annual national, state and branch AAUW dues.

Section 6. The annual budget shall be adopted by the board of directors for presentation to the membership at the annual general meeting.

Section 7. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

Section 8. The vice president for finance shall be responsible to annually file a 990N form directly with the IRS with the assistance of a third-party CPA. The 990 form is due to the IRS in November; therefore, filing should occur in September of each calendar year.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. There shall be a nominating committee of three members. The chair of the nominating committee will be appointed by the board at the January board meeting; the other two will be volunteers from the general membership.

Section 2. Nomination committee members shall serve for one year for a maximum of two years consecutively.

Section 3. The names of the nominees shall be published and sent to every member a minimum of 10 days before the annual meeting. Members, who join the branch a minimum of 10 days before the vote, are eligible to vote (record day).

If notice is provided in a tangible medium, it may be transmitted by: mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice in a tangible medium described in this subsection are effective when received.

If notice is provided in an electronic transmission, it must satisfy the requirements of RCW 24.03.009.

Section 4. Nominations may be made from the floor with the consent of the nominee.

Section 5. All elections shall be held at the annual meeting. Votes will be by those present, represented in person and voting, Members holding 15% of the votes entitled to be cast represented in person shall constitute a quorum. A vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 6. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

ARTICLE X. OFFICERS

Section1.

a. The board shall consist of elected and appointed officers. The elected officers shall be a president, president-elect, vice-presidents for program, membership and finance, secretary, and vice president-elect of finance. The president-elect shall be elected every year for a one-year term and then shall become president for a one-year term. The president-elect shall assist the president in the performance of duties. The vice president-elect of finance shall be elected for a one year term and then become vice president of finance for a one year term. The vice president-elect of finance shall assist the vice president of finance in the performance of her duties.

The secretary shall be elected in odd numbered years for a two-year term. The vice presidents for program and membership shall be elected in even numbered years for two-year terms.

b. The appointed officers shall be: public policy chair and communications chair, with voting privileges. They are appointed by the president for a term of one year, and affirmed by the majority of the board with a quorum present.

c. Officers shall serve for a term of one year, except for the VP Program, Membership and the Secretary who will serve for two years, or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1, except where noted in Section 1, a.

d. No member shall be eligible to serve more than two consecutive terms in the same office, except for Public Policy and Communications appointments, who may serve more than two years at the choice of the president, and affirmed by a majority of the board with a quorum present.

e. The incoming president may call a meeting of the incoming officers prior to the beginning of their term.

f. A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the president-elect and then by the vice-presidents in the order listed in Section 1, c.

g. AAUW Stanwood-Camano President shall notify AAUW national and state of the slate of officers by July 15th each year.

Section 2.

a. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of Robert's Rules of Order, Newly Revised. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

b. All officers shall submit an annual written report to the president by July 1st of each year.

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

d. The vice presidents shall perform such duties as the president and board shall direct.

e. The secretary shall record and keep minutes of all board meetings and general business meetings.

f. The vice president for finance shall be responsible for collection, distribution, and accounting for the funds of the branch. The vice president for finance shall oversee the collection of dues and the proper remittance of them to AAUW and state by the specified deadline.

g. The vice president for finance shall be responsible to annually file a 990N form directly with the IRS with the assistance of a third-party CPA. The 990 form is due to the IRS in November; therefore, filing should occur in September of each calendar year

ARTICLE XI BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and the appointed officers of the branch. This Organization must have a minimum of two separate officers, one responsible for the management of the organization and one responsible for the financial affairs. In addition, the Organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting.

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Section 2. The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility as delegated by AAUW and AAUW State of Washington.

Section 3. Meetings of the board shall be held at least three times per year. Special meetings maybe called by the president and shall be called upon request of any member of the board.

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

ARTICLE XII COMMITTEES

Section 1. Standing committees shall be program, membership, finance, public policy, communications, bylaws, fundraising and AAUW Funds and shall include representation by the board member appropriate to the workings of the committee.

Section 2. Special committees may be appointed by the president with the consent of the board.

ARTICLE XIII MEETINGS

Section 1. There shall be at least nine general membership meetings each year.

Section 2. One general membership meeting held between September and June shall be designated the annual meeting, the exact date, time and place to be determined by the board.

Section 3. The annual meeting shall be to conduct business including but not limited to hearing officers' reports, approving the budget, electing officers and nominating committee, establishing dues, and giving directions to the board.

Section 4. The quorum shall be 15 percent of the branch members.

a. Notice of regular meetings other than annual shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by the bylaws.

b. If notice is provided in a tangible medium, it may be transmitted by: mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice in a tangible medium described in this subsection are effective when received.

c. If notice is provided in an electronic transmission, it must satisfy the requirements of RCW 24.03.009

ARTICLE XIV INDEMNIFICATION

Every member of the board may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the 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 in the indemnification herein shall apply only when the Affiliate board approved 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 board is entitled. State law takes precedence as applicable.

Adopted by the Board, November 30, 2016