

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) State of Washington, Stanwood-Camano Branch, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW State of Washington, Stanwood-Camano Branch 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. 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 the schedule established by AAUW. After notification of nonpayment, a member still in arrears shall be dropped from branch 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.

Section 6. The annual operating budget shall be adopted by the Board of Directors for presentation to the membership for approval at the annual general meeting.

Section 7. The annual scholarship budget shall be adopted by the Board of Directors for presentation to the membership for approval.

Section 8. 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 9. The Vice President for Finance shall be responsible to annually file a 990N/990EZ form directly with the IRS with the assistance of a third-party CPA. The 990N/EZ 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; at least one of the other two volunteers shall be from the general membership.

Section 2. Nominating 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.

If notice is provided in an electronic transmission, it must satisfy the requirements of RCW 24.03A.410.

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 general meeting. Votes will be by those present and voting.

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

Section 1.

- a. The Board shall consist of elected and appointed officers. The elected officers shall be 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 shall be appointed by the President for a term of one year and affirmed by the Board.
- c. Officers shall serve for a term of one year, except for the Vice President of Program, Vice President of Membership and the Secretary who shall 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 who may serve more than two years at the choice of the President and affirmed by the Board.
- 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. The President shall notify AAUW and AAUW-WA 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. 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 AAUW-WA.
- c. The Vice Presidents shall perform such duties as the President and Board shall direct.
- d. The Secretary shall record and keep minutes of all Board meetings and general business meetings.
- e. 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 payment of dues to AAUW and AAUW-WA.

ARTICLE XI BOARD OF DIRECTORS

Section 1. The Board of Directors shall include the elected and the appointed officers of the branch. This branch must have a minimum of three separate officers, one responsible for the management of the organization (President) and one responsible for the financial affairs (Vice President for Finance). In addition, the branch shall designate a Secretary to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and Board meeting.

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-WA.

Section 3. Meetings of the Board shall be held at least three times per year. Special meetings may be 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 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. Examples include Bylaws, AAUW Funds, Scholarships, Fundraising.

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 business of the annual meeting shall be to conduct business including but not limited to approving the budgets and electing officers.

Section 4. The quorum at all meetings at which business is conducted shall be 15 percent of the branch membership.

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 an electronic transmission, it must satisfy the requirements of RCW 24.03A.410.

Section 5. Meetings of members or officers may be held either fully or partly by videoconference or phone.

ARTICLE XIV INDEMNIFICATION

The Branch shall purchase Directors & Officers insurance coverage to protect the personal assets of all officers and directors in the event that they are sued as a result of their role in the organization.

ARTICLE XV. AMENDMENTS TO THE BYLAWS NOT MANDATED BY AAUW

Provisions of these bylaws not mandated by AAUW Bylaws may be amended at any meeting at which a quorum is present by a two-thirds majority of the votes cast, provided notice shall have been sent to the membership at least thirty (30) days prior to the meeting. If notice is provided in an electronic transmission, it must satisfy the requirements of RCW 24.03A.410.

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