

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

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ARTICLE I. NAME

The name of this organization shall be the American Association of University Women of the state of Washington, a nonprofit corporation, hereinafter called AAUW-WA.

ARTICLE II. GOVERNMENT

The Charter and Bylaws of the American Association of University Women, hereinafter called the Association, along with the Articles of Incorporation of AAUW-WA and the Washington Nonprofit Corporation Act (RCW 24.03), shall govern this corporation in all practices. The bylaws of AAUW-WA shall in no way conflict with the Charter and Bylaws of the Association. Every amendment to the bylaws of the Association shall become effective and binding on AAUW-WA.

ARTICLE III. PURPOSE

The purpose of the American Association of University Women is to promote equity for women and girls, education and self-development over the lifespan, and positive societal change. The purpose of AAUW-WA shall be to further the Association purposes and policies within this state.

AAUW-WA shall organize new branches of the Association within the state, promote, encourage and coordinate the work of the branches throughout the state, and cooperate in AAUW and regional work.

ARTICLE IV. USE OF NAME

Section 1. The policies and program of the Association and AAUW-WA shall be binding on all members, branches, and states, and no member, branch, or state shall use the name of the Association to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Reference to membership in the Association by an individual shall be interpreted as use of name in Application of Section 1.

Section 4. On any national matter on which the Association has no policy, the only action which may be taken by a member, branch or state in the name of the Association is to use the established channels to effect the formulation of a policy.

Section 5. Violation of the use of the Association's name shall result in:

- a. a member's suspension for one year or expulsion from membership, or
- b. loss of recognition of a branch.

ARTICLE V. MEMBERSHIP

Section 1. All branches of the Association within the state shall be members of AAUW-WA.

Section 2. Individuals who meet the criteria for membership as described in the Association Charter and Bylaws, Article IV., **Section 3.a.** (1), (2) and (3) are eligible to be admitted to membership in AAUW-WA. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to state membership shall result in loss of recognition of a state. The state member shall be entitled to vote, hold office and participate in all state activities and programs and receive the publications distributed to all members.

Section 3. A member-at-large of the Association residing within the state may become a member-at-large of AAUW-WA upon payment of state dues.

Section 4. Life Members.

- a. Paid life member. Any member of the Association may become a life member of the Association upon a one-time payment of twenty years dues, based on the amount of Association dues the year that member elects to become a life member. Thereafter the life member shall be exempt from payment of Association dues. Paid life members who are members of branches continue to pay annual state and branch dues.
- b. Fifty-Year Honor. Any branch member who has paid Association dues for fifty (50) years shall become a life member, and shall thereafter be exempt from payment of Association dues, state and branch dues.

Section 5. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state and Association meetings and receive the publications distributed to all members of AAUW-WA and Association. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the Association Board of Directors. State and branch fees shall be established by the State and Branch Boards of Directors, respectively.

Section 6. A college or university within the state that is a college/university member of the Association shall also be a college/university member of AAUW-WA and shall be entitled to representation to all state conventions.

Section 7. A member whose dues remain unpaid after July 31 is dropped from membership by Association.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. The fiscal year shall correspond with that of the Association, and shall begin on July 1.

Section 2. Dues.

- a. The annual state dues for branch members shall be fixed by a two-thirds vote of those present and voting at the state convention upon recommendation of the state board of directors. The vote shall be by multiple-card vote. Such dues are payable to the state finance vice president on July 1. Notice of a proposed dues change shall be sent to each branch at least thirty (30) days prior to the convention. Dues of new members may be accepted at any time. Dues shall include a subscription to the state publication distributed to all members.
- b. Reciprocity. Washington shall have a reciprocal membership policy: Payment of any additional dues shall be waived for a transferring member whose current dues have been paid to another state.
- c. College/university members shall pay no state dues.
- d. A member-at-large belonging to AAUW-WA shall pay annual state dues of the same amount specified for branch members. Dues shall include a subscription to the state publication distributed to all members. Dues are payable on July 1 to the state finance vice president.
- e. A branch recognized by the Association between December 1 and June 30 shall pay state dues for each member at half the annual amount. Section 3. A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the U.S.A., may attend state meetings without a vote.

Section 4. Budget. The budget for AAUW-WA shall be prepared by the budget committee with the finance vice president as chair and approved by the board of directors no later than June 30. The executive committee shall have the authority to revise the budget within available income.

Section 5. 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.

ARTICLE VII. STATE BOARD MEMBERSHIP

Section 1. There shall be board members to fulfill the functions of administration, program, membership, public policy, finance, Educational Foundation, Legal Advocacy Fund, and communications.

Section 2. The elected state officers shall be president, vice presidents for finance, program and membership, communications and recording secretary, chosen with due regard for geographical representation.

Section 3. The president, with the approval of the executive committee, may appoint state board members, until there is a total of not more than 25 board members, not including branch presidents. The appointed board members fulfill the functions of public policy, Educational Foundation, Legal Advocacy Fund, communications and such other responsibilities as deemed necessary by the state board.

Section 4. The term of each elected state officer and appointed state board member shall begin on July 1; however, the incoming or continuing president may call meetings of the incoming executive committee and board of directors prior to July 1 for the purpose of approving appointments and making plans for the coming year. Elected state officers shall serve for a term of two (2) years or until their successors have been elected or appointed and have assumed office.

Section 5. No member shall be eligible to serve more than two (2) consecutive terms in the same office.

Section 6. Branch presidents shall be members of the state board.

Section 7. Vacancies.

- a. A vacancy in the office of president shall be filled for the unexpired term by the program vice president's assuming the presidency. If the program vice president is unable to serve the remaining term of office, the executive committee shall select a replacement subject to a vote of confirmation by the state board.
- b. A vacancy in any office other than president shall be filled for the unexpired term by a majority vote of the executive committee.

Section 8. Elected officers or other state board positions may be shared by not more than two persons. In the event two persons share an elected officer or other state board position, each shall be entitled to the full benefits of the position (i.e. notice, voting and cost reimbursement), but the total number of elected and appointed board members (other than branch presidents) shall not exceed 25 persons, including those sharing positions.

ARTICLE VIII. DUTIES OF ELECTED STATE OFFICERS

Section 1. Elected state 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.

Section 2. The president shall officially represent AAUW-WA in activities of the Association and shall be responsible for submitting such reports and forms as required by the Association.

Section 3. The vice presidents shall perform such duties as the president and board shall direct.

- a. Program Vice President. The program VP shall:
 1. serve as chair on the committee on program development;
 2. assume the duties of the president in the president's absence or inability to serve;
 3. succeed to the presidency in the case of the resignation of the president.
- b. Membership Vice President. The membership VP shall:
 1. serve as chair of the committee on membership;
 2. act as presiding officer in the absence of both the president and the program vice president.
- c. Finance Vice President. The Finance VP 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. Communications Vice President. The Communication Vice President shall:
 1. gain visibility for AAUW mission and programs among members and external audiences statewide.
 2. coordinate media relations, newsletter and website development.
 3. serve as a consultant to branch communications chairs.

Section 4. The recording secretary shall keep minutes of the meetings of the membership and of the board and the executive committee and shall perform such other duties as the president, executive committee and board shall direct.

ARTICLE IX. NOMINATIONS

Section 1. Nominating Committee.

- a. There will be a nominating committee of one member per district, elected by the following procedure: a chair shall be elected as in 1(b); and the other members, all of whom shall have served on the board of directors for a period of at least one year, shall be elected by the convention delegates at the biennial convention business meeting. Those elected will serve until the next convention.
- b. The chair of the nominating committee shall be nominated by the previous nominating committee from among its members and elected by majority vote of the board at the spring board meeting. No person shall serve as chair consecutively.
- c. Nominating committee members who vacate their position for any reason prior to completing their term may be replaced by another member of a branch in the same district by the Board of Directors.

Section 2. Nominations

- a. Nominations shall be submitted in writing to the chair of the nominating committee at least four (4) months prior to an election as specified in Article X. The chair shall report to the members of the committee all names received.
- b. The nominating committee shall present a list of nominees to each branch at least two months prior to the election as specified in Article X.

ARTICLE X. ELECTIONS

Section 1. The elected state officers shall be elected by duly accredited delegates.

Section 2. Elections shall be by ballot. Election ballots shall be mailed to the Presidents of each branch a minimum of 30 days prior to the voting deadline. Conduct of the mail in election and ballot authentication shall be determined by the Executive Board of Directors a minimum of three (3) months prior to the election and the process communicated to members by publication in established printed communication.

ARTICLE XI. ROTATION OF ELECTED STATE OFFICERS

Section 1. The program vice president, communications vice president and secretary shall be elected in odd numbered years. **Section 2.** The president, membership vice president and finance vice president shall be elected in even numbered years.

ARTICLE XII. BOARD OF DIRECTORS

Section 1. The board of directors shall include elected state officers, appointed state board members, and branch presidents or their proxies.

Section 2. Powers and Duties.

- a. State administration. In accordance with the bylaws and convention action, the board shall have the general power to administer the affairs of AAUW-WA and to initiate and carry out its programs and policies. It shall act for AAUW-WA between conventions. The board may adopt rules to govern its proceedings and it may also:
 1. approve the budget and accept the auditor's report;
 2. provide for the election of the chair of the nominating committee;
 3. provide for such additional standing committees as are considered necessary for the work of AAUW-WA;
 4. approve the establishment of special committees;
 5. fill a vacancy in any office except the office of the president;
 6. select delegates to Association conventions.
- b. Branch Supervision
 1. Creation. Upon recommendation of the state president, the state board of directors shall have the authority to approve in writing the application of any group of graduates qualified to form a branch within the state, under the AAUW Charter and Bylaws.
 2. Forfeiture. The state board of directors shall review the findings of any branch which shall appear to have forfeited its right to continue as a branch under the AAUW Charter and Bylaws and recommend action to be taken. A branch may be deemed to have forfeited its right to continue as a branch for any of the following reasons: a. has had fewer than fifteen members for twelve consecutive months; b. has not forwarded the required dues to the AAUW Finance Vice President for a period of two years; c. has violated the purpose of the Association or the provisions of its Bylaws; d. has maintained branch bylaws or practices in conflict with AAUW Charter and Bylaws; e. If AAUW-WA is unable to make contact with the branch, it may initiate the process of discontinuance of the branch.

Section 3. Meetings and Quorum.

- a. Regular Meetings. Regular meetings of the board of directors shall be held at least once per year.
- b. Special Meetings. Special meetings of the board may be called at any time by the president and shall be called upon written request of five (5) members of the board,

provided that at least five (5) days notice of such meeting and its agenda have been given to the members of the board.

- c. The quorum for a meeting of the board of directors shall be not less than one-third of the elected and appointed members of the board, including branch presidents.
- d. A majority of those voting at a duly constituted meeting at which a quorum is present shall be needed to approve a motion.

Section 4. Between meetings of the state board, a vote may be taken at the request of the president on any question submitted in writing, by telephone or any electronic means to all members of the board. If the question is provided in an electronic transmission, it must satisfy the requirements of applicable state law. Deadline for responses shall be five (5) days after the question has been submitted by electronic means or telephone, or by a later specified date when submitted by electronic means, telephone or in writing. When the vote is counted it shall have the same effect as if cast at a meeting of the board. The board shall be notified of the result. The same rules for quorum and passage as stated above in Section 3 c. and 3 d. shall apply.

ARTICLE XIII. EXECUTIVE COMMITTEE

Section 1. Composition: The executive committee shall include:

- a. the elected officers of AAUW-WA;
- b. a state public policy chair.

Section 2. Powers and Duties: The executive committee shall act for the board of directors in the interim between meetings of the board except to assume such duties as are specifically delegated to the board by these bylaws.

Section 3. Meetings and Quorum.

- a. Meetings. The executive committee shall meet at the call of the president or at the written request of three (3) members of the executive committee, providing that at least five (5) days notice of such a meeting and its agenda shall have been given to the executive committee.
- b. Quorum. A quorum shall be a majority of the members of the executive committee.

Section 4. Between meetings of the executive committee, a written, conference call or electronic vote may be taken at the request of the president on any question submitted by the previously mentioned means to all members of the executive committee. If the question is provided in an electronic transmission, it must satisfy the requirements of applicable state law. Deadline for responses shall be five (5) days after the question has been submitted by electronic means or phone, or by a later specified date. If a majority shall vote on a question, the vote shall be counted and shall have the same effect as if cast at a meeting of the executive committee.

ARTICLE XIV. COMMITTEES

Section 1. Standing Committees

- a. The state board shall authorize such committees as are deemed necessary to carry out the work of AAUW-WA within the limits of the budget and funds available.

- b. Standing committees shall be chaired by the state board member appropriate to the work of the committee.

Section 2. Special Committees and Qualifications.

- a. There may be established such special committees as shall be considered necessary by the board of directors or executive committee.
- b. Any member of AAUW may chair special committees.

Section 3. Terms of Chairs and Members.

- a. Standing committee chairs serve for the life of the committee or their board term, whichever is shorter.
- b. Committee chairs and committee members who are not state board members serve for the life of the committee or two years, whichever is shorter, and shall be eligible for a second two-year appointment.

Section 4. Duties of Committees

All committees established by the board shall be charged with those duties necessary to further the mission and work of AAUW-WA and the Association and to coordinate and assist both branches and the Association in that work.

ARTICLE XV. STATE CONVENTIONS

Section 1. Time, Place and Notification.

- a. AAUW-WA shall hold at least one (1) general meeting each year, to conduct the business of AAUW-WA. A biennial convention will be held in years which alternate with Association meetings and/or regional meetings.
- b. The time and place shall be determined by the executive committee in consultation with the program development committee.
- c. Special conventions may be called by the president, or shall be called by the president, on the written request of two-thirds of the members of the board of directors.
- d. Notice of convention shall be sent to all branches, members of the state board of directors, the director from the region, college/university members and state members-at-large at least thirty (30) days prior to the meeting.
- e. All state meetings, including meetings of the board of directors, shall be open and may be attended by any member of AAUW-WA.
- f. If circumstances prevent the holding of a state convention, the elected state officers shall provide for the conduct of necessary business.

Section 2. Representation.

- a. Voting Body. The voting body of any convention of the state shall be composed of:
 - 1. State Representatives, including the following:
 - a. elected state officers and appointed state board members;
 - b. past presidents of AAUW-WA so long as they are members of the Association;
 - c. regional director;

- d. president of each branch or any elected branch official appointed with the consent of the branch to act as the president's proxy. The proxy shall present the president's voting credentials duly authorized and signed by the president of the branch.

2. Branch and other delegates, including the following:

- e. one delegate for each 25 members of each branch or major fraction thereof. Each branch shall be entitled to at least one delegate in addition to the president.
- f. one delegate appointed by the president for each 25 paid-up members-at-large of AAUW-WA;
- g. one delegate from each college/university institutional member of AAUW-WA;
- h. Association committee chairs and members who are members of AAUW-WA. b. Voting. A member of the voting body shall cast no more than one vote; except when vote is by card count or by ballot, each voter present shall cast one vote, and the chair of each branch delegation may also cast the remaining votes not represented by registered delegates to which the branch is entitled. c. Quorum. A quorum shall be a majority of the accredited delegates attending the convention.

ARTICLE XVI. DELEGATES TO ASSOCIATION CONVENTION

AAUW-WA shall be entitled to a maximum of seventeen (17) delegates who shall be outgoing, continuing or incoming members of the state board of directors. Delegates shall be certified by the state president. In ballot elections, the chair of the state delegation may cast her/his one vote and also the remaining unrepresented votes to which AAUW-WA is entitled.

ARTICLE XVII. PROPERTY

Section 1. The title for all property, funds and assets of AAUW-WA, whether incorporated or not, shall at all times be vested in AAUW-WA for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. AAUW-WA shall have complete control over the acquisition, administration and disposition of its property without consent of the Association, except that such property shall not be used for any purposes contrary to those of the Association.

Section 2. In the event of the dissolution of AAUW-WA, all assets of AAUW-WA shall be transferred and delivered to an AAUW entity.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern AAUW-WA in all instances in which they are applicable and in which they are not inconsistent with these bylaws or the Washington Nonprofit Corporation Act.

ARTICLE XIX. INDEMNIFICATION

Every member of the state board or officer of AAUW-WA may be indemnified 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.

ARTICLE XX. AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by the Association Charter and Bylaws may be amended at any state convention by a two-thirds (2/3) vote of those present and voting, provided written notice shall have been sent to each branch in the state at least thirty (30) days prior to the meeting at which such amendment is to be acted upon; or, if previous notice has not been given, by unanimous vote of the convention and ratification of two-thirds (2/3) of the branches. Any amendment to the bylaws of AAUW-WA shall become effective and binding on all branches within the state.

Section 2. Prior to being voted on, proposed changes to the state bylaws shall be sent to the Association bylaws chair for concurrence.

Section 3. Changes required to bring the state bylaws into conformity with the Bylaws of the Association shall be made without the necessity of a vote of AAUW-WA.

Date adopted: April 22, 2006

Amended: April 26, 2008 – A. to elect a VP of Communications

B. to change frequency of state conventions