

# American Association of University Women

(AAUW)

Walla Walla, Washington Branch

Bylaws

## ARTICLE I.

### Name and Governance

**Section 1. Name.** The name of this organization shall be the Walla Walla, Washington Branch of AAUW, hereinafter called the branch.

**Section 2. Governance.** The Bylaws of AAUW shall govern this branch in all practice. The bylaws of this branch shall in no way conflict with the Bylaws of AAUW. Every amendment to the Bylaws of AAUW shall become effective and binding on this branch.

**Section 3. Office.** The principal office of the organization shall be located at PO Box 12, Walla Walla, Washington 99362.

## ARTICLE II.

### Purpose

The purpose of this branch shall be to promote equity for women and girls through advocacy, education, philanthropy, and research and other purposes not inconsistent with the Washington Non-profit Corporation Act.

## ARTICLE III.

### Use of Name

**Section 1. Policies and Program.** The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

**Section 2. Proper Use of Name and Logo.** The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

**Section 3. Individual Freedom of Speech.** The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

## **ARTICLE IV.**

### **Membership and Dues**

#### **Section 1. Membership.**

- a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (national + state + branch) are eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. *Refusal to admit an eligible person shall result in loss of recognition of the branch.*
- b. A branch member is a national member who is also a member of Walla Walla branch. The branch member shall be entitled to vote, hold office and participate in activities and programs and receive the publication distributed to all branch members.
- c. Any national member of AAUW may become a member of the branch upon payment of branch and state dues.
- d. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.
- e. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW and state and branch boards of directors. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

#### **Section 2. Dues.**

1. Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members ten days prior to the meeting.
2. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay state and branch dues to become members of the branch.
3. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW state and Branch dues.
4. New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full

year is determined by AAUW (and state) policy. The branch board of directors may set a reduction in branch dues.

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

### **Section 3. Basis of Membership.**

#### **1. Individual Member**

- a. **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

#### **2. Categories of Membership.**

- a. A branch member is a national member who is also a member of the AAUW Walla Walla Branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

## **ARTICLE V.**

### **Nominations and Elections**

**Section 1. Nominations.** A nominating committee of three members shall be selected by the Board Of Directors at least two months prior to the annual election. The committee shall prepare a slate of nominees to be mailed or sent electronically to every member at least ten days prior to the election. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained. The nominating committee shall serve one year.

#### **Section 2. Elections.**

- a. Elections shall be held at the annual branch meeting.
- b. 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 vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article X.

## ARTICLE VI.

### Officers

#### Section 1. Officers

- a. Officers Enumerated - Election. The officers of the organization shall be co-Presidents, co-VicePresidents-Membership, co-Vice-Presidents-Programs, a Secretary, a Treasurer, and a Treasurer-Elect, all of whom shall be elected by the members at the annual meeting thereof, to hold office for a term as specified herein below and until their successors are elected and qualified. The offices of Secretary and Treasurer may be combined and filled by one person.
- b. Qualifications. All of the officers of AAUW Walla Walla Branch must be members in good standing of the Branch. The co-Presidents shall have had at least one year of previous board experience.

#### Section 2. Job Descriptions.

- a. Co-Presidents. There shall be co-Presidents, each holding office for a term of two (2) years, each individually elected on alternating years and each individually exercising the usual executive powers pertaining to the office of President. The President shall preside at the meetings of officers, directors, and the membership and shall perform such duties as the Board of Directors may from time to time designate.
- b. Co-Vice Presidents - Programs. The Program Vice-Presidents shall be responsible for the development and coordination of mission-based branch programs The Vice Presidents shall perform such other duties as the Directors may from time to time designate. Each Vice President shall serve for a term of two (2) years, each individually being elected on alternating years.
- c. Co-Vice-Presidents - Membership . The Membership Vice Presidents shall be responsible for membership recruitment, development and retention. The Vice Presidents shall perform such other duties as the Directors may from time to time designate. Each Vice President shall serve for a term of two (2) years, each being elected on alternating years.
- d. The Secretary. It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors; to sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments in the name of the organization; and to perform such other duties as the Board may from time to time designate. The Secretary shall serve for a term of two (2) years.
- e. The Treasurer. The Treasurer shall have the care and custody of, and be responsible for, all funds and securities of the organization, and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited

all funds and other valuable effects in the name of the organization in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall serve for a term of two (2) years.

- f. The Treasurer may sign in the name of and on behalf of the organization for all collections, checks, notes, and other obligations as the Board of Directors may designate under the appropriate resolutions.
- g. Appointed Officers. There shall be appointed officers for Public Policy and AAUW Funds, and such other officers as shall be deemed necessary to carry on the work of the branch. These officers shall be appointed by the president with approval of the board and shall hold their office for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
- h. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting thereof.
- i. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the organization will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal of a person as an officer shall not be cause for removal of such person as a director.
- j. Election or appointment of an officer or agent shall not of itself create contract rights. Any removal shall require a majority vote of the Board of Directors, exclusive of the officer in question.

### **Section 3. Election Cycle**

- a. All officers shall take office on or about July 1.
- b. The officers including co-Presidents, co-Vice-Presidents – Membership, and co-Vice Presidents – Programs, Secretary, and Treasurer each shall serve for a term of two (2) years or until their successors have been elected and assume office.

### **Section 4. Duties.**

- a. Officers shall perform the duties prescribed by these by-laws, by the rules of policies and procedures adopted by the board of directors, and by Robert's Rule of Order, Newly Revised.
- b. The president, or official representative, shall officially represent the branch in activities of AAUW. The president shall be responsible for submitting such reports and forms as required by AAUW.

- c. The Program Vice-Presidents shall be responsible for the development and coordination of the branch programs. The Membership Vice-Presidents shall be responsible for membership recruitment/development. Additionally, the vice-presidents shall perform such duties as the president and board shall direct.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- e. The Walla Walla branch of AAUW (a) will provide AAUW with designated contacts for administration and finance, and (b) will designate a member other than the contacts for administration and finance to record the minutes of each branch meeting and branch board meeting.

## **ARTICLE VII.**

### **Board of Directors**

**Section 1. Composition.** The Board of Directors shall be composed of the elected officers, appointed officers, and the immediate past president. All elected officers shall be members in good standing of the AAUW Walla Walla Branch.

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

**Section 3. Executive Committee.** The executive committee shall consist of the elected officers and shall act in the interim between board meetings. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board.

**Section 4. Meetings.** Meetings of the board shall be held at least eight times a year.

**Section 5. Special Meetings.** Special meetings may be called by the president or upon the written request of four members of the board provided that at least 10 days notice of such meeting and its agenda have been given to the members of the board.

**Section 6. Voting Between Meetings.** Between meetings of the branch board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

**Section 7. Quorum.** The quorum of a meeting shall be a majority of its voting members.

**Section 8. Voting.** All elected and appointed officers shall each have one vote. The Past-President and any state board members shall serve in an advisory capacity only and not have a vote except when serving as a proxy for an officer with voting privileges.

**Section 9. Proxies.** At all meetings a member may vote in person or by proxy executed in writing by a member or the member's duly authorized attorney in fact. Such proxy may be filed with the Secretary of the AAUW Walla Walla Branch before or at the time of the meeting.

## ARTICLE VIII.

### Committees

**Section 1. Establishing Committees.** The president may establish standing and special committees as needed with consent by the board.

**Section 2. Purpose.** With the approval of the board, each standing committee shall formulate programs and activities to carry out the mission of AAUW.

## ARTICLE IX.

### Financial Administration

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

**Section 2. Financial Policies.** The 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 board shall adopt an annual budget for presentation to the branch.

## ARTICLE X.

### Meetings

**Section 1. Branch Meetings.** There shall be at least 7 meetings of branch members each year, including programs.

**Section 2. Annual Meeting.** An annual meeting of the branch shall be held between April 1 and May 31, the exact time and place determined by the board. The annual meeting shall elect officers, fix dues, amend bylaws if necessary, receive reports of officers, committees, and task forces, and conduct business as may be necessary.

**Section 3. Special Meetings.** Special meetings may be called by the president, by the Board of Directors, or by the written request of five members of the branch. Notice of the date, time, place and the business to be brought before the meeting shall be sent by the secretary to the members in writing at least ten days in advance. Only business for which notice has been given shall be transacted.

**Section 4. Meeting Notice.** Notice of meetings shall be sent to all members of the branch at least 10 days prior to the meeting.

**Section 5. Quorum.** Fifteen percent of the members of the branch shall constitute a quorum.

## **ARTICLE XI.**

### **Property**

**Section 1. Title.** The title to all property, funds and assets is vested in the AAUW Walla Walla Branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW.

**Section 2. Dissolution of Branch.** In the event of dissolution of AAUW Walla Walla Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

## **ARTICLE XII.**

### **Loss of Recognition**

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

## **XIII.**

### **Parliamentary Authority**

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of AAUW (or those of the state).

## **ARTICLE XIV.**

### **Indemnification**

Every member of the board or officer may be indemnified by the Walla Walla Branch against all expenses and liabilities, including counsel fees, reasonable, 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 the Branch, 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 Walla Walla Branch Board approves such settlement and reimbursement as being in the best interest of the branch. 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.

## ARTICLE XV.

### 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 state law or its articles of incorporation.

**Section 2. Prior Approval.** All other proposed amendments to the branch 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. Branch Vote.** Provisions of these bylaws not governed by the Bylaws of AAUW may be amended by a two-thirds vote of those present and voting at the annual meeting or any regular meeting of the branch, provided notice of the proposed amendments shall have been given at the previous regular meeting or in writing to the members at least ten days in advance of the meeting.

This is to certify that the foregoing Bylaws were regularly adopted by the Board of Directors of the Walla Walla Washington Branch of AAUW on this \_\_\_\_\_ day of \_\_\_\_\_, 2012.

\_\_\_\_\_  
Secretary