

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF WALLA WALLA, WA
JANUARY 2017**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Walla Walla, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW, Walla Walla 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 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.

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 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.

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

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. 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 affiliate 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 IX. OFFICERS

Section 1. Officers

Elected Officers. The elected officers of the organization shall be President, President-elect, Vice President - Membership, Vice President - Programs, Secretary, and Treasurer, all of whom shall be elected by the members at the annual meeting to hold office for a term as

specified below or until their successors are elected and qualified. *Unfilled offices may be left vacant at the discretion of the Board.*

- a. **Qualifications.** All of the elected officers of AAUW Walla Walla must be members in good standing of the Affiliate. The President shall have had at least one year of previous board experience.

Section 2. Job Descriptions and Duties.

- a. **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.

The President shall review the monthly statement and appoint an annual audit committee to review financial records as required by Article XIII, Section 2.

The president shall be responsible for submitting such reports and forms as required by AAUW.

- b. **President-elect.** The President-elect shall perform duties as assigned by the President and preside over meetings in the absence of the President.
- c. **Vice President-Programs.** The Program Vice-President shall be responsible for the development and coordination of mission-based affiliate programs. The Vice President shall perform such other duties as the Board of Directors may from time to time designate.
- d. **Vice President-Membership.** The Membership Vice President shall be responsible for membership dues, recruitment, and development. The Vice President shall perform such other duties as the Board of Directors may from time to time designate.
- e. **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 be elected in even-numbered years and serve for a term of two (2) years.
- f. **Treasurer.** The Treasurer shall be responsible for all funds and securities of the organization, and shall keep regular books. The Treasurer shall deposit-all funds in the name of the organization in such depositories as may be designated by the Board of Directors. The Treasurer shall be elected in odd-numbered years and serve for a term of two (2) years.

The Treasurer shall make monthly financial reports to the Board of Directors.

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. **Past President.** The immediate Past President shall serve as a non-voting member of the Board of Directors and chair the nominating committee for new officers.
- h. **Appointed Officers.** There shall be appointed officers for Communications, Public Policy, and AAUW Funds and such other officers as shall be deemed necessary to carry on the work of the affiliate. These officers shall be recommended by the nominations committee for approval by the Board of Directors and shall hold their office for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors.
- i. **Vacancies.** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting thereof.
- j. **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.

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

All officers shall take office on July 1.

ARTICLE X. 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 officers shall be members in good standing of AAUW Walla Walla.

Section 2. Administrative Responsibilities. The board shall have the power to administer affairs of the affiliate and to 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 board shall have fiscal responsibility as outlined in Article XIII, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least eight (8) times a year.

Section 4. 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 5. Voting Between Meetings. Between meetings of the affiliate 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 6. Quorum. The quorum of a board meeting shall be a majority of its voting members.

Section 7. 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 8. Proxies. At all meetings a member may vote in person or by proxy executed in writing by a member. Such proxy may be filed with the Secretary of the AAUW Walla Walla Affiliate before or at the time of the meeting.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers and shall act in the interim between board meetings.

Section 2. Meetings. Meetings of the executive committee shall be held at the discretion of the president. 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 3. Quorum. The quorum of an executive committee shall be a majority of its voting members.

ARTICLE XII. 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 XIII. 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 affiliate.

Section 3. Mailing Address. The mailing address of the organization shall PO Box 12, Walla Walla, Washington 99362.

ARTICLE XIV. AFFILIATE MEETINGS

Section 1. There shall be at least 7 meetings of affiliate members each year, including programs and interest groups.

Section 2. An annual meeting of the affiliate 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 may be called by the President, by the Board of Directors, or by the written request of five members of the affiliate. Notice of the date, time, place and the business to be brought before the meeting shall be sent to the members in writing at least ten days in advance. Only business for which notice has been given shall be transacted.

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

Section 5. Fifteen percent of the members of the affiliate shall constitute a quorum.

ARTICLE XIV. INDEMNIFICATION

Every member of the board or officer may be indemnified by the Walla Walla Affiliate 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 Affiliate, 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 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 board or officer is entitled.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

Section 1. Amendments. All proposed amendments to the affiliate bylaws shall be sent to the state bylaws committee for approval before the call for the affiliate vote. If there is no state structure, approval of amendments to affiliate bylaws in those states will be according to procedures established by the AAUW Governance Committee.

Section 2. Affiliate 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 affiliate, 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 Affiliate of AAUW on this 11th day of January, 2017.