

BYLAWS OF AAUW OF THE STATE OF ARIZONA
Proposed Revisions February 28, 2010

ARTICLE I. NAME

The name of this organization shall be the AAUW of the state of Arizona, hereafter called the organization or AAUW-AZ.

ARTICLE II. GOVERNMENT

The bylaws of this organization shall in no way conflict with the Bylaws of AAUW. Every amendment to the Bylaws of AAUW shall become effective and binding on this organization.

ARTICLE III. PURPOSE

The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of AAUW-AZ shall be to ~~further~~ **advance** AAUW purposes and policies within Arizona. ~~AAUW-AZ shall promote, encourage and coordinate the work of AAUW branches and members throughout the state.~~

ARTICLE IV. USE OF NAME

Section 1. The policies and programs of AAUW and AAUW-AZ shall be binding on all members and branches, and no member or branch shall use the name of AAUW to oppose such policies or programs. 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. Violations. Violation of the Use of Name policy shall result in action taken in accordance with AAUW policy.

ARTICLE V. MEMBERSHIP

Section 1. All branches of AAUW within the state Arizona shall be members of this organization.

Section 2. Individuals who meet the criteria for membership as described in *AAUW Bylaws*, Article IV, Section 3, are eligible to be admitted to membership to AAUW-AZ. The provisions set forth in this section are the sole requirements of eligibility for membership. Refusal to admit an eligible ~~graduate~~ **person** to membership shall result in loss of recognition of the organization. The AAUW-AZ 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 AAUW residing within Arizona may become a member-at-large of the organization upon payment of AAUW-AZ dues.

~~Section 4. A college or university within the state which is a college/university member of AAUW shall also be a college/university member of the state and shall be entitled to representation at all state meetings.~~

Section 4. A partner member of AAUW, as defined in AAUW bylaws Article IV, Section 3, item b, within the state of Arizona shall also be considered a partner member of AAUW-AZ.

a. A college or university within the state which is a college/university partner member of AAUW shall also be a college/university member of AAUW-AZ and shall be entitled to representation at all state meetings.

b. Other institutions or organizations meeting the partner member criteria established by AAUW may participate in AAUW-AZ activities and programs but are not entitled to vote or hold office.

Section 5. Any **individual** member of AAUW may become a life member of AAUW upon a one-time payment of twenty years' dues, based on the amount of AAUW dues the year that member elects to become a life member. Thereafter the life member shall be exempt from payment of AAUW dues. Paid life members ~~who are members of branches~~ continue to pay annual state ~~and branch~~ dues.

Section 6. Any individual member who has paid AAUW dues for fifty (50) years shall become a Fifty Year Honorary Life Member and shall thereafter be exempt from payment of AAUW and AAUW-AZ dues.

Section 7. An undergraduate student enrolled in a ~~regionally accredited~~ qualified educational institution shall be eligible for student affiliation with the organization upon payment of fees established by AAUW and AAUW-AZ **governing** board ~~of directors~~. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote and may not hold office.

Section 8. A member whose dues remain unpaid after ~~July 31~~ **the date determined by the AAUW-AZ governing board** shall be dropped from membership.

ARTICLE VI. FINANCIAL ADMINISTRATION

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

Section 2. Annual AAUW-AZ dues for branch members and members-at-large shall be determined by a two-thirds vote of those present and voting at the annual convention, provided written notice has been given to all members thirty days prior to the convention.

Section 3. Dues are payable on or before July 1.

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

~~Section 5. A member of one of the national organizations of the federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend AAUW-AZ meetings without a vote.~~

Section 5. Dues of new members may be paid at any time. ~~The portion of dues paid by new members between January 1 and March 15 shall be one-half the annual AAUW and one-half of AAUW-AZ dues.~~
Proration of state dues paid by new members joining between January 1 and March 15 shall be determined by the AAUW-AZ governing board.

Section 6. The proposed annual budget and annual financial report shall be prepared at the direction of the outgoing governing board ~~of directors~~ for presentation at the convention. The incoming ~~state~~ **governing** board shall approve the proposed budget by July 1 and shall have the authority to revise the budget within available income.

Section 7. There shall be an annual financial review at the end of each fiscal year under the direction of the Finance Chair **financial review committee appointed by the president and approved by the board.**

Section 8. A minimum one-year reserve fund shall be maintained in the amount of the previous year's budget unless otherwise directed by a 2/3 vote of the **governing** board.

Section 9. The organization 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. OFFICERS

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

~~Section 2. The elected officers of this organization shall be a president, president-elect, in odd years, program vice president, membership vice president, corresponding secretary, recording secretary, and treasurer.~~

~~Section 3. The appointed officers of this organization shall be a public policy chair, an educational AAUW chair, a bylaws and policies chair, a communications chair, a finance chair, an international relations chair, and such other officers as may be considered necessary~~ **by the governing board** to carry on the work of the organization. They shall be appointed by the president in consultation with the executive committee. The parliamentarian shall serve *ex officio* without vote on the **governing** board.

Section 4. Elected officers shall be members of AAUW and of AAUW-AZ. **The president and president elect shall each serve for a term of one year or until their successors have been elected or appointed and assume office. The treasurer and secretary shall each** serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

Section 5. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive elected terms in the same office. The president-elect shall serve for one year in that office and ~~two years~~ **one year** as president.

Section 6. The incoming or continuing president may call meetings of the incoming executive committee and **governing** board of directors at the convention and at any time prior to July 1 for the purpose of approving the budget, approving appointments, and making plans for the coming year.

Section 7. Vacancies.

- a. A vacancy in the office of president shall be filled for the unexpired term by ~~the program vice president or, if the program vice president should be unable to serve, by the membership vice president.~~ **the president-elect. If the president-elect is unable to serve, the office of president shall be filled by the secretary until a special election is held or at the annual meeting if less than 90 days remain in the president's term.**
 - b. A vacancy in the office of president-elect **shall be filled by appointment by the governing board until a special election is held or at the annual meeting if less than 90 days remain in the president-elect's term.**
 - c. A vacancy in the office of treasurer, or secretary shall ~~not be filled~~ **be filled by appointment by the governing board until the next annual meeting of the membership.**
 - d. The nominating committee shall include a candidate for election to the office of president at the next election in the even-numbered year. **to fill any and each vacancy for election by the membership.**
- d.—The nominating committee shall submit to the board of directors for approval one or more candidates to fill the unexpired term of any other elected office that shall become vacant.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the **governing** board of directors, and by the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. **The elected officers shall serve on the executive committee.**

Section 3. All officers shall submit an annual written report to the president.

Section 4. The president, or official representative, shall represent the organization in activities of the AAUW and shall be responsible for submitting such reports and forms as required by AAUW. **The president shall serve on the executive committee and governing board as a voting member**

Section 5. The president-elect shall serve on the executive committee and **governing** board of directors as a voting member, **and shall perform such duties as are specified in the AAUW-AZ policies and as the president, executive committee, or governing board shall direct.**

~~Section 5.~~ The vice presidents shall perform such duties as are specified in the policies and as the president, board of directors and executive committee shall direct.

~~Section 6.~~ The recording secretary shall record and keep minutes of the meetings of the membership, board of directors, and executive committee and shall perform such other duties as the president, board of directors, or executive committee shall direct.

~~Section 7.~~ The corresponding secretary shall (a) be responsible for such correspondence of the organization as the president or the executive committee shall delegate; (b) notify the branches of all meetings of the state; (c) maintain a roster of branches, including branch officers and committee chairs; (d) be responsible for publication of the AAUW-AZ directory; (e) perform such other duties as shall be assigned by the president.

Section 6. The secretary shall maintain the minutes of the meetings of the membership, governing board, and executive committee, and perform such other duties as shall be assigned by the president, executive committee or governing board. The secretary shall serve on the executive committee and governing board as a voting member.

~~Section 8.~~ ***Section 7.*** The treasurer shall (a) serve as custodian of all funds, securities and business papers; (b) shall , be responsible for collecting all organization dues; (c) disburse money only as directed by the president or executive committee; (d) pay bills only upon receipt of Expense Claim Forms signed by the person incurring the bills; (e) meet specified deadlines, (f) , present all financial records for an annual financial review; and (g) serve as member, but not chair, of the finance committee. , ***and perform such other duties as shall be assigned by the president, executive committee or governing board. The treasurer shall serve on the executive committee and governing board as a voting member.***

ARTICLE IX. NOMINATIONS

~~Section 1.~~ ***Section 1. The governing board shall appoint a*** nominating committee consisting of a chair, alternate chair, four members and two alternates ~~and two branch representatives~~ shall be elected at the convention by the duly accredited delegates. ~~and to~~ serve for a term of one year.

~~Section 2.~~ No branch shall be represented by more than one member on the nominating committee.

~~Section 3.~~ Branches may suggest one nominee to serve on the next nominating committee by submitting a name in writing to the chair of the current nominating committee by January 15.

Section 3. Nominations for office may be made by individual members or by branches and shall be submitted in writing to the chair of the nominating committee by January 15 ***no later than 90 days prior to the AAUW-AZ annual meeting.*** The chair shall report to the committee all names received.

Section 4. In the event that an elected a member of the nominating committee is proposed for office and agrees to stand for nomination, that member's place on the nominating committee shall be assumed by the alternate next in line. ***filled by appointment by the president.***

Section 5. The nominating committee shall present a list of nominees to each branch at least one month prior to the organization's annual meeting.

Section 6. Nominations may be made from the floor at the time of the convention, provided the written consent of the nominee has been obtained.

ARTICLE X. ELECTIONS

Section 1. The names of the nominees for elected office ~~and nominating committee~~ shall be published and sent to every member with the call to convention.

Section 2. The elected officers ~~and nominating committee~~ shall be elected by ***current paid members attending and voting at the*** ~~at a AAUW-AZ annual meeting.~~ ~~convention of duly accredited delegates.~~

Section 3. Election shall be by ballot unless there is only one nominee for a given office in which case the election shall be by voice vote. A majority of the votes cast shall be necessary for election.

ARTICLE XI. ROTATION OF OFFICERS

Section 1. The ~~program vice president, corresponding secretary~~ ***and*** treasurer shall be elected in even-numbered years.

Section 2. The president-elect, ~~membership vice president, and recording secretary~~ shall be elected in ~~odd-numbered years.~~ ***each year.***

ARTICLE XII. GOVERNING BOARD OF DIRECTORS

Section 1. The ***AAUW-AZ governing*** board of directors shall include the ~~elected and appointed officers of the organization~~ ***Executive Committee and the Branch Council***; however, in the case of co-officers, the position has one vote.

- a. The Executive Committee shall include the elected officers and the appointed chairs of the standing committees for communications and public policy.***
- b. The Branch Council shall include the official representative or president of each branch within Arizona. The branch representative shall serve a term of one year.***

Section 2. The ***AAUW-AZ governing*** board of directors shall manage and supervise the business and activities of AAUW-AZ subject to the instructions of the organization ~~convention delegates~~ ***members***. It shall accept responsibility for such matters as delegated by AAUW. It shall have the power to create special committees as deemed necessary and shall perform such other duties as are specified by the bylaws and AAUW-AZ policies.

Section 3. The ***governing*** board of directors shall recommend to AAUW action to be taken in regard to admittance of new branches, or continuance or discontinuance of ~~present~~ branches ***within Arizona.***

- a. ~~Admittance.~~ Upon recommendation of the organization president, the AAUW-AZ 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 of Arizona, under *AAUW Bylaws*.
- b. ~~Discontinuance.~~ The AAUW-AZ board of directors shall review the findings of any branch which shall appear to have forfeited its right to continue as a branch under *AAUW Bylaws* and recommend action to be taken. A branch shall be deemed to have forfeited its right to continue as a branch for any of the following reasons:
- (1) ~~Has not forwarded the required dues to the AAUW Finance Vice President for a period of two years.~~
 - (2) ~~Has violated the purpose of AAUW or the provisions of its bylaws.~~
 - (3) ~~Has maintained branch bylaws or practices in conflict with the AAUW Bylaws. If there is no branch contact, the organization may initiate the process of discontinuance of the branch.~~

Section 4. Meetings of the **governing** board of directors shall be held at least once a year.

Section 5. The president may call special meetings. Special meetings may be called upon written request of five members of the board or five branches of the organization, provided that at least five **seven** days notice of such meeting and its agenda have been given to members of the board.

Section 6. The quorum for a meeting of the **governing** board of directors shall be a majority of the members of the board. **Executive Committee and majority of the members of the Branch Council.**

Section 7. In the interim between meetings of the state **governing** board, a written, conference call, or electronic vote may be taken at the request of the president on any question submitted to all members of the board by the previously mentioned means. Voting shall close fifteen days after the question has been submitted. A majority of responses shall be required for the vote to be counted; and when the vote is counted, it shall have the same effect as if cast at a meeting of the board of directors. The board shall be immediately notified of the result.

Section 8. Between meetings of the board, the board may delegate such authority as it deems necessary to the executive committee.

ARTICLE XIII. EXECUTIVE COMMITTEE

Section 1. The executive committee shall be composed of the elected officers of the organization **and the appointed chairs of the standing committees for communications and public policy.**

Section 2. The executive committee may act for the **governing** board of directors in the interim between board meetings and shall exercise such power and duties as may be delegated to it by the board of directors or specified in these bylaws.

Section 3. The executive committee shall meet at the call of the president or at the written request of three members of the executive committee.

Section 4. The executive committee shall report to the **governing** board ~~of directors~~ its work and actions.

Section 5. A quorum shall be a majority of the members of the executive committee.

Section 6. In the interim 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. Voting shall close fifteen days after the question is submitted. If two-thirds of the members vote on any question submitted, 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 shall be ~~bylaws/policies, college/university relations, community action, diversity, Educational Foundation, finance, membership, Presidents Council, program development,~~ **communications**, public policy, and such others as may be deemed necessary by the **governing** board ~~of directors~~ or to implement current programs of AAUW. The specific descriptions of these committees and chairs shall be as stated in the AAUW-AZ policies.

Section 2. Special committees, as shall be considered necessary by the **governing** board ~~of directors~~, may be appointed by the president with the consent of the board. Special committees report to the board ~~of directors~~ but do not vote.

Section 3. **Standing** committee chairs shall be members of AAUW, shall serve for a term of two years, shall be eligible to serve one additional term, and shall submit an annual report to the organization president for the membership.

Section 4. With the approval of the **governing** board, each standing committee shall formulate programs to carry forward the work of AAUW within the state. Each standing committee shall cooperate with the appropriate AAUW committee and committees in the branches to initiate and promote projects of a statewide and national scope.

ARTICLE XV. MEETING OF THE STATE

Section 1. The organization shall hold at least one meeting each year to conduct the business of the organization, including but not limited to electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports,

Section 2. The exact date(s), time and place shall be determined by the executive committee.

Section 3. Special meetings **of the voting membership** may be called by the president or *shall* be called by the president on the written request of ~~five members of the board~~ or twenty-five percent of the branches in the organization, **except in the case of petition for dissolution as specified in Article XVI, Section 1, herein.**

Section 4. Notice of statewide meetings shall be sent to all **AAUW-AZ** branch members of the organization, members of the AAUW-AZ board of directors, college/university members within the state, and organization members-at-large **by print or electronic media** at least thirty days prior to the meeting.

Section 5. All state meetings, including meetings of the **governing** board of directors, shall be open and may be attended by any member of the organization.

Section 6. The voting body of the annual meeting shall be composed of:

a. AAUW-AZ Delegates

- ~~_____ (1) Elected and appointed officers who vote on the organization board of directors.~~
- ~~_____ (2) Past presidents of the organization.~~
- ~~_____ (3) One delegate appointed by the membership vice president with the approval of the state president for each twenty-five paid-up members-at-large of the organization.~~
- ~~_____ (4) One delegate for each college/university member within the state of Arizona.~~

b. Branch Delegates

- ~~_____ (1) The president of each branch or the designated representative.~~
- ~~_____ (2) One additional delegate for each twenty-five members of each branch or major fraction thereof (each branch shall be entitled to at least one delegate, in addition to the president).~~

paid members and honorary life members of AAUW-AZ present at the meeting.

Section 7. A member of the voting body shall cast no more than one vote. The privilege of voting shall be suspended for **a member of** any branch whose bylaws are not in compliance with the *AAUW Bylaws*.

Section 8. A quorum shall be a majority of the voting body registered as attending, provided that a majority of the branches are represented.

ARTICLE XVI. DISSOLUTION

Section 1. Upon presentation of a petition for dissolution submitted by one-third or more of the branches, the governing board shall schedule a meeting of the membership within 120 days of receipt of the petition.

Section 2. A two-third (2/3) vote in favor of dissolution by the members present and voting at a properly called and noticed membership meeting where a quorum (as defined in Article XV, Section 8) is present shall be required for dissolution.

Section 3. When dissolution is approved, the Board shall promptly cease operations and proceed to conclude the business of and dissolve the organization in accordance with Arizona law and AAUW policies and procedures.

Section 4. Upon the dissolution of the corporation, all debts thereof shall be paid and AAUW-AZ affairs settled, and all remaining assets shall be distributed in accordance with Article XVIII, Section 2 of these bylaws.

ARTICLE XVII. MULTI-STATE ORGANIZATION

The branches of AAUW-AZ may establish, join, or officially participate in a multi-state AAUW organization, which meets AAUW bylaws, policies and procedures requirements, upon approval by a two thirds (2/3) vote of the voting members present and voting at a properly called and noticed membership meeting where a quorum is present.

ARTICLE XVIII. PROPERTY

Section 1. The title for all property, funds and assets of the organization, whether incorporated or not, shall at all times be vested in the organization 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. The organization shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. In the event of the dissolution of AAUW-AZ, all assets of the state shall be transferred and delivered to AAUW entity ***so long as such entity is another nonprofit entity, or if none shall exist, then to any nonprofit entity as determined at the time of dissolution by the Board in its sole discretion.***

ARTICLE XIX. INDEMNIFICATION

Every member of the board or officer may be indemnified by the organization 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 they may become involved by reason of their being or having been a member of the board or officer of the state, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties. In the event of a settlement the indemnification herein shall apply only when the AAUW-AZ board approves such settlement and reimbursement as being in the best interest of the organization. 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 XX. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order, Newly Revised* shall govern the state in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XXI. AMENDMENTS

Section 1. **AAUW Mandated Amendments.** Amendments required by AAUW to bring the organization into conformity shall not require a vote of the members, except that an incorporated state shall take the necessary steps required by state bylaws, its articles of incorporation, and state law.

Section 2. **Prior Approval.** All other proposed amendments to the organization bylaws shall be sent to the AAUW Governance Committee chair for approval before being voted upon.

Section 3. **Member Vote** Provisions of these bylaws not governed by the *AAUW Bylaws* may be amended at the annual organization meeting by a two-thirds vote of those present and voting, or by electronic or mail ballot, provided written notice of the proposed amendments shall have been sent to the members at least thirty days prior to the meeting.

ADOPTED: 1971.

AMENDED: 1993, 1994, 1995, 1996, 1997, 1999, 2000, 2003, 2004, 2006, 2008, 2009.