

# BYLAWS — AAUW OF ARIZONA

## ARTICLE I. NAME

The name of this organization shall be the AAUW 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 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 program 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 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 of 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 in AAUW-AZ. The provisions set forth in this section are the sole requirements of eligibility for membership. Refusal to admit an eligible graduate 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 5. Any 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 educational institution shall be eligible for student affiliation with the organization upon payment of fees established by AAUW and AAUW-AZ 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 shall be dropped from membership.

## **ARTICLE VI. FINANCIAL ADMINISTRATION**

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

Section 2. Annual AAUW-AZ dues for branch members and members-at-large shall be determined by a two-thirds vote of all votes cast prior to, and at the annual convention, provided 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 correct dues have been paid to another state organization.

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.

Section 6. The proposed annual budget and financial report shall be prepared at the direction of the outgoing board of directors for presentation at the convention. The incoming state board of directors 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 year under the direction of the board of directors.

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 board of directors.

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, AAUW Funds, 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 public policy, AAUW Funds, bylaws/policies, Newsletter Editor, Webmaster, community action, and such others as considered necessary to carry on the work of the organization. They shall be appointed by the president with the approval of the executive committee. The parliamentarian shall serve *ex officio* without a vote on the board of directors.

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

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

Section 6. The incoming or continuing president may call meetings of the incoming executive committee and 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 the 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.
- b. A vacancy in the office of president–elect shall not be filled. The nominating committee shall include a candidate for election to the office of president at the next election in the even-numbered year.
- c. 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 board of directors and by the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. All officers shall submit an annual written report to the president.

Section 3. 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.

Section 4. The president-elect shall serve on the executive committee and board of directors as a voting member.

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 8. 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, and (f) present all financial records for an annual financial review.

## **ARTICLE IX. NOMINATIONS**

Section 1. A nominating committee chair shall be elected by vote of all members prior to or at the annual convention, and serve for a term of one year. Four committee members shall be appointed by the president with the approval of the executive committee and shall 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. Nominations for office may be made by individual members or branches and shall be submitted in writing to the chair of the nominating committee.

Section 4. In the event that a member of the nominating committee is proposed for office and agrees to stand for nomination, that member's replacement on the nominating committee shall be appointed by the president with the approval of the executive committee.

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 offices and nominating committee chair shall be published and sent to every member with the call to convention.

Section 2. The elected officers and nominating committee chair shall be elected by vote of all members prior to or at an AAUW-AZ convention.

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 at the AAUW-AZ convention. A majority of votes cast shall be necessary for election.

## **ARTICLE XI. ROTATION OF OFFICERS**

Section 1. The program vice-president, corresponding secretary, 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.

## **ARTICLE XII. BOARD OF DIRECTORS**

Section 1. The board of directors shall include the elected officers of the organization, the appointed officers and a representative of each branch in Arizona. Each branch representative shall be appointed by her branch to serve one year. An elected or appointed officer may also serve as the representative of her branch if the branch chooses not to send a separate representative.

Section 2. The board of directors shall manage and supervise the business and activities of AAUW-AZ subject to the instructions of the organization convention. 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 board of directors shall recommend to AAUW action to be taken in regard to admittance of new branches or continuance of present branches.

- 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 may 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 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 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 board of directors shall be a majority of the members of the board.

Section 7. In the interim between meetings of the state board of directors, 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.

Section 2. The executive committee may act for the 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 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. Special committees may be college/university relations, diversity, membership, program development, international relations, and such others as may be deemed necessary by the board of directors or to implement current programs as state in the AAUW-AZ policies.

Section 2. Special committees considered necessary by the board of directors, may be appointed by the president with the consent of the board. Special committee chairs appointed from the branch representatives already on the board have a vote.

Section 3. Special committee chairs shall be members of AAUW and shall submit a report to the membership.

Section 4. With the approval of the board of directors, 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 may be called by the president or *shall* be called by the president on the written request of five members of the board of directors or twenty-five percent of the branches in the organization.

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

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

Section 6. Each member in good standing as of the official notice of the meeting shall be entitled to cast one vote prior to or at any annual or special meeting of members as prescribed in AAUW-AZ policies.

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

Section 1. The title of all property, finds, 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 purpose 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 an AAUW entity.

## **ARTICLE XVIII. 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 such 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 XIX. 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 XX. 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, or by electronic or mail ballot, provided written notice of the proposed amendments shall have been sent 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, 2010.

REVISED AND APPROVED 4/9/11.