

## **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF ARIZONA**

### **ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2. Affiliate.** AAUW of Arizona, 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. Nominating Committee.** The president or executive committee shall solicit volunteers for the nominating committee from the several branches. A committee of five shall be selected from these volunteers by the executive committee. The committee of five members shall select the chairman. Their term shall last until the slate of officers to be elected has been filled.

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

**Section 3. Nominations.** 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 on nominees to each branch at least one month prior to the organization's annual meeting.

Section 6. The names of the nominees for elected offices shall be published and sent to every member at least 30 days before the election is to be held.

Section 7. 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 Organization's convention. A majority of votes cast shall be necessary for election.

#### ARTICLE IX OFFICERS AND DIRECTORS

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 or co-president in odd years, program vice-president, membership vice president, corresponding secretary, recording secretary, and treasurer.

Section 3. The appointed chairs 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 Organization. Officers shall 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 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. In the case of co-presidents, the term would be two years and there would be no president-elect.

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. Officers shall perform the duties prescribed by these bylaws. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

Section 8. All officers shall submit an annual written report to the president.

**Section 9.** 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. This official shall also be responsible to provide the annual notification to AAUW of the designated contact for administration and finance.

**Section 10.** The co-president or president-elect shall serve on the executive committee and board of directors as a voting member.

**Section 11.** 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 12.** 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 13.** 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 Organization's convention program/business booklet; and (e) perform such other duties as shall be assigned by the president.

**Section 14.** 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.

**Section 15. Vacancies**

- a. A vacancy in the office of the president shall be filled for the unexpired term by the co-president or president- elect if available, otherwise 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 X BOARD OF DIRECTORS**

**Section 1. Members.** The elected and appointed officers and directors shall constitute the Board of Directors of this Organization. This Organization must have a minimum of two (2) directors and a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs. In addition, the Organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed state or multistate meeting and board meeting. (Note: An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer.)

**Section 2. Powers and Duties.** The board of directors shall manage and supervise the business and activities of Organization, 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 Organization policies.

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 Organization 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 Organization 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 3. Delegation of Power.**

The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

**Section 4. Meetings.** 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.

#### **ARTICLE XI. 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 XII. COMMITTEES**

**Section 1. Standing Committees.**

a. There may be additional standing committees as shall be considered necessary by the Board of Directors.

b. **Committee Functions.** Committees shall perform duties as may be assigned by the Board of Directors. Duties of the committees shall be stated in policies and/or working rules adopted by the board.



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 stated in the Organization's 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. Special committee chairs appointed from non-board status shall have a vote during the time of their committee activity.

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 XIII. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Purpose. These organizations shall further AAUW purposes, program, and policies within their respective areas. Bylaws of such organizations shall not be in conflict with the AAUW Bylaws.

Section 3. Contact. All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact.

Section 4. Recorded Minutes. Each AAUW-affiliated entity shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed AAUW-affiliated entity meeting and board meeting.

Section 5. Property and Assets. The title to all property, funds, and assets is vested in the Organization's structure 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 6. Dissolution.** In the event of dissolution of an AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the Organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation. All assets shall be used to promote the mission and activities that fulfill the intent of AAUW donors.

#### **ARTICLE XIV. BRANCH AND COMPARABLE AAUW ENTITY RESPONSIBILITIES TO THE STATE**

##### **Section 1. Branches and Comparable AAUW-Affiliated Entities.**

- a. Branches and comparable AAUW-affiliated entities shall submit organization dues, if applicable, by any means stipulated in Organization policy by (insert date).
- b. (List other responsibilities that have been approved by the branches or comparable AAUW-affiliated entity membership. Note: The Organization has no authority to grant approval of the formation or dissolution of branches and comparable AAUW-affiliated entities.)

#### **ARTICLE XV. ADDITIONAL AAUW ENTITIES**

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

#### **ARTICLE XVI. FINANCIAL ADMINISTRATION**

**Section 1. Fiscal Year.** The fiscal year shall be July 1 through June 30.

**Section 2. Annual Organization's 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 Organization's dues.**

**Section 6. The proposed annual budget and annual 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 XVII. MEETINGS OF THE MEMBERSHIP

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 meetings shall be sent to all branch members of the organization, members of the Organization's 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 the Organization's 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 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 Organization's 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. AMENDMENTS TO THE BYLAWS**

Provisions of the Affiliate's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least thirty (30) days prior to the applicable meeting.

**ADOPTED: 1971. AMENDED: 1993,1994, 1995, 1996, 1997, 1999, 2000, 2003, 2004, 2006, 2008, 2009, 2010.**

**REVISED AND APPROVED 4/9/11.**

**REVISED WITH AAUW REQUIRED CHANGES 03/29/2012**

**REVISED AS AMENDED BY MEMBERSHIP VOTE 04/30/2014**

**REVISED MANADATORY BYLAWS 03/6/2016 and 1/31/2017**