

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF AAUW ARIZONA

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Arizona is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that for which the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any is organized and for which it shall at all times be operated are exclusively religious, charitable, scientific, literary and educational within the meaning of Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

ARTICLE IV. MEMBERS OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

Section 2. Member Qualification.

a. Individual Members.

- (i.) Eligibility. An individual holding an associate (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 institution located outside of the United States, as determined by the 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- (ii.) 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.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

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 of Members.

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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

(i.) Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(ii.) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

Section 5. Membership Decisions.

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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. An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates’ needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate’s

bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this 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 nominative 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 of nominees to each branch at least one month prior to Affiliate'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 electronic or paper ballot as determined by the Executive Committee unless there is only one nominee for a given office in which case the election shall be by voice at the Affiliate's annual meeting.

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 Affiliate shall be a president, president-elect or co-president in odd years, program vice-president, membership vice-president, communications director, recording secretary, and treasurer.

Section 3. The appointed chairs of this Affiliate shall be bylaws/policies, parliamentarian, public policy, AAUW AZ for Education, newsletter editor, webmaster, college/university relations, AAUW funds, community action,, and such others as considered necessary to carry on the work of this Affiliate. 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 the Affiliate. 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 office 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 Affiliate in activities of 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 contacts 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 and executive committee shall direct.

Section 13. The communications director shall

- a. edit and oversee publication of the state directory each year by the deadline set by the president;
- b. distribute directories online to state board members, past state presidents, and all branches;
- c. communicate state news and announcements to branch presidents for dissemination to their membership;
- d. maintain the state calendar on the website;
- e. act as liaison between the state board officers and webmaster.

Section 14. The treasurer shall

- a. serve as custodian of all funds, securities and business papers;
- b. keep an itemized account of all receipts and disbursements, making timely deposit and disbursements;
- c. present a detailed financial statement to the executive committee and board of directors at each meeting and upon request of the president at other times, and include the most recent monthly report for the state meetings;
- d. have available on the website required financial forms;
- e. submit an annual written financial statement to be published in *The Arizona Sun*;
- f. submit the financial records for audit or review at the close of the fiscal year;

g. maintain detailed records for all reserve fund categories and show them on each meeting report.

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 the Affiliate. This Affiliate must have a minimum of two (2) directors and a minimum of two (2) separate officers, one responsible for the management of the Affiliate and one for the financial affairs. In addition, the Affiliate 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 and 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 the Affiliate, subject to the instructions of the Affiliate's annual meeting. 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 Affiliate policies. The board of directors shall recommend to the Affiliate action to be taken in regard to admittance of new branches or continuance of present branches.

a. Admittance. Upon recommendation of the Affiliate president, the Affiliate's 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 Affiliate's 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.
- (4) If there is no branch contact, the Affiliate 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 and 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 Affiliate, 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 Affiliate.

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. 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 Affiliate's policies.

c. **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.

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. BRANCH RESPONSIBILITIES TO THE STATE

Section 1. Branches shall submit State dues, if applicable, by June 30 of each year.

ARTICLE XIV. FINANCIAL ADMINISTRATION

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

Section 2. Annual Affiliate (State) 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 meeting.

Section 3. Dues are payable on or before June 30.

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.

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 annual meeting. 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 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 Affiliate shall set and maintain policies and procedures to control financial records consistent with generally accepted principles and federal, state, and local laws.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

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

Section 2. The exact date(s), time, and place shall be determined by the executive committee. This annual meeting may be held as a part of another event (i.e. Spring Forum).

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 (25) percent of the branches in the Affiliate.

Section 4. Notice of statewide meetings, including the annual meeting, shall be sent to all branch members of the Affiliate, members of the Affiliate's board of directors, college/university members within the state, and Affiliate members-at-large at least thirty (30) days prior to the meeting.

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

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 Affiliate'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. There shall be no proxy voting.

Section 9. A quorum shall be a majority of the voting body registered as attending, provided that a majority of the branches are represented.

ARTICLE XVI. INDEMNIFICATION

Every member of the board or officer may be indemnified by the Affiliate 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 the Affiliate's 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 XVII. AMENDMENTS TO THE BYLAWS

Provisions of the Affiliate's bylaws not mandated by AAUW may be amended by 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 membership at least thirty (30) days prior to the applicable meeting.

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

REVISED AND APPROVED 04/09/11.

REVISED WITH AAUW REQUIRED CHANGES 03/29/2012

REVISED AS AMENDED BY MEMBERSHIP VOTE 04/30/2014

REVISED MANDATORY BYLAWS 03/06/2016 and 01/31/2017

REVISED AS AMENDED BY MEMBERSHIP VOTE AND APPROVED BY BOARD
6/26/2020

REVISED AS AMENDED WITH AAUW REQUIRED CHANGES AND BY BOARD
9/20/2023