

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF SEATTLE BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

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

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

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

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

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

Section 2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

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

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues.

a. Amount. The annual dues and Member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

Article V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

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

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In

the event of the dissolution of an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. No later than November 1st of each year, the Affiliate board of directors shall appoint a chair and two additional members to serve as the nominations and elections committee. Only the chair needs to be a member of the board.
- b. The term of service on the nominations and elections committee shall be for one year for a maximum of two consecutive terms, a third term being possible only as chair. No member shall serve more than two consecutive terms as chair.
- c. The nominations committee will recommend candidates for offices, according to the election rotation schedule specified in these bylaws.
- d. No later than three months prior to the election, the nominations committee chair shall notify all members of the open positions and request nominations.
- e. Additional nominations may also be submitted in writing or electronically to the president, with the consent of the nominee.
- f. In the event that any member of the nominations committee resigns or is proposed as a candidate for office and agrees to stand for nomination, that member must resign immediately from the committee, and the board shall fill the vacancy.

Section 2. Elections.

- a. Elections will be held at the Affiliate annual meeting.

- b. The names of the nominees shall be published in the Seattle Branch Affiliate's newsletter (*The Catalyst*) and sent to all members at least 14 days before the annual meeting.
- c. Prior to voting at the Affiliate annual meeting, nominations may be made from the floor with the prior consent of the nominee.
- d. Elections shall be by ballot unless there is only one nominee for a given office, when a voice vote may be taken.
- e. Election shall be determined by majority rule of members voting at the annual meeting.

ARTICLE IX. OFFICERS

Section 1. Officers.

- a. The elected officers for the Affiliate shall be president/administrator, vice president of programs/programs chair, vice president of membership/membership chair, vice president of finance/treasurer, and secretary. The president/administrator, vice president of programs/programs chair, and secretary will be elected in odd-numbered years. The vice president of finance/treasurer, and the vice president of membership/membership chair shall be elected in even-numbered years. Each elected officer shall serve for a term of two years, beginning July 1, and may not serve more than two consecutive terms. In the event that the Nominating Committee is unsuccessful in identifying a candidate for a particular office, and if the incumbent is willing to continue to serve, the board may authorize a third consecutive term for the incumbent. In no case shall a Board member serve more than 3 consecutive terms in the same office.
- b. The president/administrator, with the consensus of the elected officers, shall appoint six additional officers to fill positions deemed necessary to carry out the business of the Affiliate. Their functional areas of responsibility may include such roles as chairs of public policy, College-University Relations, AAUW Funds, Scholar Recognition, Tech Trek, and newsletter editor. The names and positions of appointed officers will be documented in the minutes of the first board meeting each year, but no later than October 30, and will also be reflected in the newsletter, the Affiliate directory, and on the Affiliate website.
- c. No elected or appointed officer may hold more than one office at a time.
- d. Each office may be filled by an officer or co-officers. Each office shall carry one vote.
- e. Committee members who are not otherwise elected or appointed members of the board, do not have a vote.
- f. All elected and appointed officers are expected to be active, participating members of the board. If a board member is unable to fulfill her duties, the president/administrator may request her resignation from the board.

- g. A vacancy in office, excluding the president/administrator, shall be filled by the Affiliate board of directors for the unexpired term. A vacancy in the office of president/administrator shall be filled by another elected officer, as listed in Article IX, Section 1 (a), at the discretion of the board.

Section 2. Duties.

- a. Officers shall perform the duties prescribed by these bylaws and by the policies and procedures of the Affiliate. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. The president/administrator shall be the official spokesperson for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW and the state Affiliate (AAUW-WA).
- c. The vice president of finance/treasurer shall ensure that all required financial documents and records are maintained, including those required by AAUW, the Internal Revenue Service, and the Secretary of State. The vice president of finance/treasurer shall also be responsible for overseeing the collection and disbursements of all Affiliate monies, and for serving as custodian of all funds and securities.
- d. The secretary shall record and keep minutes of all business and special meetings. The secretary shall also be responsible for ensuring that applicable Affiliate records are maintained and available for review, as per RCW 24.03.135, *Required documents in the form of a record*.
- e. The vice president of programs/programs chair is responsible for ensuring the planning and conduct of all Affiliate programs.
- f. The vice president of membership/membership chair maintains Affiliate membership records and performs other activities in support of Affiliate membership growth and sustainability.

ARTICLE X. BOARD OF DIRECTORS

Section 1. The Affiliate board of directors shall be comprised of the elected and appointed officers of the Affiliate. The Affiliate board of directors shall be comprised of eleven (11) elected and appointed officers of the Affiliate. The Affiliate shall have a minimum of two separate officers, one responsible for the administration of the Affiliate and one responsible 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 Affiliate or Affiliated entity meeting and board meeting.

Section 2. Administrative Responsibilities. The Affiliate board shall have the general power to administer the affairs of the Affiliate, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW.

Section 3. Meetings. Meetings of the Affiliate board shall be held at least seven times per year. Special board meetings may be called by the president and shall be called upon the request of three voting members of the Affiliate board. Meetings may be conducted in person, by conference call, or by any electronic means which allow participation by all board members wishing to be part of the meeting.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of 50% of members of the board provided that at least 5 days' notice of such meeting and its agenda have been given to the members of the board.

Section 5. Quorum. The quorum of the Affiliate board shall be a majority of its voting members (elected and appointed officers).

Section 6. Voting Between Meetings. A written, telephonic or electronic vote may be taken at the request of the president/administrator on any question submitted to all voting members of the Affiliate board provided that every voting member shall have an opportunity to vote on the question submitted. Voting will close by a specified time. The votes shall be returned to the secretary. If a majority shall vote on a question, the votes shall be counted and shall have the same effect as if cast at a board meeting. The result of the vote shall be recorded in the minutes of the next Affiliate board meeting.

Section 7. Removal from Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

ARTICLE XI. COMMITTEES

Section 1. Establishing Committees. The president/administrator may establish standing and special committees as needed, with consent by the board.

Section 2. Purpose. With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW. Each standing committee shall have a policy (and procedures) defining its roles and responsibilities in the Affiliate.

ARTICLE XII. FINANCIAL ADMINISTRATION

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

Section 2. Budget. The board shall adopt an annual budget for presentation to the Affiliate no later than September 30.

Section 3. Financial Policies. The Affiliate shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and Federal,

state, and local laws, including an independent financial review at least every five years, or sooner at the discretion of the board of directors.

Section 4. Seattle Branch Affiliate Dues. The annual dues for individual members of this Affiliate shall be proposed by the Affiliate board of directors. Any change to this Affiliate's dues must be approved by members at a meeting of this Affiliate or annual meeting upon the recommendation of the board. Notice of the vote shall be provided to members at least 14 days before the vote is taken. New members may join this Affiliate at any time. Reciprocity and prorating of dues paid by new members for less than a full year is determined by AAUW, state Affiliate, and branch Affiliate policies.

ARTICLE XIII. MEETINGS

Section 1. Annual Meeting. The Affiliate shall hold an annual meeting to conduct the business of the Affiliate, including but not limited to electing officers, amending bylaws, and receiving reports. This meeting will be held during the month of May. The board shall determine the time and place of these meetings.

Section 2. Membership Meetings. The Affiliate shall hold at least seven meetings during the fiscal year. The board shall determine the time and place of these meetings.

Section 3. Special Meetings. Special membership meetings may be called by the president or shall be called by the president on the written request of twenty-five percent of the voting members of the board of directors or ten percent of the Affiliate membership. The board shall determine the time and place of these meetings.

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

Section 5. Voting. Voting members entitled to vote at any meeting of members shall be all members in good standing as of the date of the meeting.

Section 6. Quorum. The quorum shall be fifteen percent of the Affiliate membership.

ARTICLE XIV. STATE OF WASHINGTON GOVERNANCE

The American Association of University Women (AAUW) Seattle Branch Affiliate is incorporated in the State of Washington. As such, the Washington Nonprofit Corporation Act (RCW 24.03) shall govern this corporation in all practices.

ARTICLE XV. INDEMNIFICATION

Every member of the board may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of

the Affiliate board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the Affiliate board approves such settlement and reimbursement as being in the best interest of the Affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

ARTICLE XVI. NON AAUW-MANDATED AMENDMENTS TO THE BYLAWS

Section 1. Other Mandated Amendments. Amendments required to bring Affiliate bylaws into conformity with the Washington Nonprofit Corporation Act (RCW 24.03) shall be adopted by the Seattle Branch Affiliate board of directors without a vote of the Affiliate membership.

Section 2. Prior Approval. All other proposed amendments to Affiliate bylaws shall be sent to the state Affiliate bylaws chair (bylaws@aauw-wa.org) for review prior to being sent to the branch Affiliate membership for a vote.

Section 3. Affiliate Vote. Provisions of Affiliate bylaws not mandated by AAUW or RCW 24.03 may be amended by a two-thirds vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 14 days prior to the meeting.

Date Last Amended: May 18, 2019 to revise the Seattle Branch specific bylaws (Articles VIII through XVI) in the following areas: 1) succession plan for filling a vacancy in the office of president, 2) minimum number of required board and branch meetings, and 3) requirements for financial review. In addition, several administrative clarifications and fixes were incorporated in this revision. Changes were approved by the membership via a vote at the annual meeting.

Note: Articles I through VII of these bylaws are as mandated by AAUW and are not to be revised in any way unless specifically directed by AAUW.