

THE UNIVERSITY WOMEN'S FOUNDATION of JEFFERSON COUNTY, an Affiliate of
THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN

BYLAWS

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. This corporation shall be named the University Women's Foundation of Jefferson County, State of Washington, hereinafter called "this organization", "the Foundation" "the Affiliate" or "UWF".

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

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW to all extents not inconsistent with the Affiliate's purposes below, and with 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's purposes as set out below.

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 exercise their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members engaged in AAUW activities and no member shall use the name of AAUW or this organization to oppose such policies or program.

Section 2. Proper Use of AAUW Name and Logo. The name and logo of AAUW may be used only by members (as defined below) and Affiliates 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. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership. The membership of this organization shall consist of individuals who are members of the Port Townsend branch of AAUW, who shall automatically be members of the Foundation, entitled to vote and to hold office, unless dues have been fixed under the Section below and a member has failed to pay Foundation dues by the stipulated due date.

Section 2. Dues. The annual dues for this organization, if any, shall be fixed by the Foundation Board of Directors.

Section 3. 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 non-profit 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 logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

- a. Purpose. Affiliates shall promote the purposes, program and policies of AAUW.
- b. Bylaws. Affiliates shall develop Bylaws as meet their needs. However, 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 dissolution of this Foundation or the termination

of its affiliation with AAUW, the Foundation's assets shall be disposed of as provided in Article XVI below, Dissolution.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern this organization in all instances in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Foundation may adopt.

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. LOCAL PURPOSE AND USE OF NAME

Section 1. The purpose of the Foundation is to promote education and equity for women and girls in East Jefferson County, State of Washington, and any other charitable or educational purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended ("the Code"). The University Women's Foundation of Jefferson County is the philanthropic organization through which the members of AAUW Port Townsend in Jefferson County, another Affiliate of AAUW, may carry out their charitable, educational and public service endeavors.

Section 2. Member Use of Name. No member of this organization shall use the name "AAUW", "AAUWPT" or "UWF" as part of a member's individual electronic address without the prior approval of the Board of this organization, which in the case of anticipated use of the name "AAUW" or "AAUWPT" shall consult with the Board of AAUW Port Townsend before authorizing the use.

Section 3. The Washington Nonprofit Corporation Act (RCW 24.03) shall govern this corporation in all practices.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. There shall be a Nominating Committee composed of three members appointed by the President with the approval of the Board of Directors of this organization. The Board shall specify the number of positions to be filled in any election so as to preserve the staggering of the terms of the elected directors. The Nominating Committee Chair shall be the immediate past president of the Foundation if she is willing and able to serve or failing her, another past president; or failing any prior president, any member (but not a Director) of the Foundation.

Section 2. Nominations. The Nominating Committee shall be empowered to seek and to propose qualified candidates for officers and other elected officials of this organization (if any) pursuant to Articles X and XI below.

- a. The Nominating Committee shall notify the entire voting membership of this organization of the names of these nominees with their credentials in an approved publication at least two weeks prior to the Foundation Annual Meeting.
- b. The Chair of the Nominating Committee at the next Annual Meeting shall nominate the proposed nominees for each elected position to be filled in the Foundation. Additional nominations may be made from the floor at the time of the election, provided the consent of the nominee has been obtained.

Section 3. Elections. Elections shall be conducted at this organization's Annual Meeting held in accordance with Article XIV below; and may be held at any Special Meeting subject to the latter having been called in accordance with the other Articles of these Bylaws and to the proposed nominees (all of whom must have consented to serve) having been notified to the membership at least two weeks before the Special Meeting.

ARTICLE X. OFFICERS

Section 1. Officers.

- a. The elected officers of this organization shall be the President, Vice President of Development, Vice President of Finance, Vice President of Scholarships and Secretary, who shall serve as provided below as the organization's Board of Directors.
- b. The appointed officers of the Foundation shall be such persons with such titles and duties as may be approved by the Board.
- c. All officers shall serve for a term of two years each, or until their successors are elected (or appointed as the case may be) and take office. No member shall be eligible to serve in a given position more than two consecutive terms. For those officers who are Board members, which is to say the elected officers, service on the Board for one-half or more of the term shall be considered a full term.
- d. The term of each officer shall begin on the first day of the fiscal year, which (unless otherwise set by the Foundation) is the first day of July.
- e. All office-holders shall be voting members of this organization. No member shall hold more than one office, elected or appointed, at any given time.
- f. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the Foundation Board of Directors.
- g. A vacancy in the office of President shall be filled by the Vice President of Development or the Vice President of Finance, selected by lot if both are willing to serve. In the event the office of President is filled in this manner, the new President's term shall be for the balance of the term of the former President.

Section 2. Duties. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the Board of Directors, and by the current edition of *Robert's Rules of Order Newly Revised*.

- a. The President shall be the official spokesperson and representative for the organization.
- b. The President shall be an ex-officio non-voting member of all Foundation committees except the Nominating Committee.
- c. The Vice President of Development shall serve as chair of the Development Committee and shall assume the office of President in the event of a vacancy in that office, and shall perform the duties of the President in all cases in which the President is unable to serve.
- d. The Vice President of Finance shall serve as the Chief Financial Officer of this organization and chair of the Finance Committee. The Vice President of Finance shall be responsible for collecting, disbursing and accounting for the assets of this organization and for timely financial reporting to members and regulating bodies. Foundation accounting records must be made available to any director upon request.
- e. The Vice President of Scholarships shall be responsible for managing the Scholarship Programs of the organization.
- f. The Board Secretary shall serve as corporate secretary and shall be responsible for the recording and safekeeping of minutes of the Foundation and for issuing notices of meetings.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be not less than five persons namely the elected officers (but not the appointed officers) referred to in Article VII Section 1(a) above. The elected officers shall simultaneously serve in the officer functions to which they have been elected. The Board may be increased to not more than seven persons by vote of the membership at any meeting, either by the addition of elected officers with specified functions or by the addition of “at-large” elected Directors. The Board shall by resolution confirm the specific number of Directors set by the membership. All directors shall serve as uncompensated volunteers.

Section 2. Powers and Duties.

- a. The Board shall have the general power to administer the affairs of the Foundation and to carry out its programs and policies, and shall act for the Foundation between Annual Meetings.
- b. The Board shall have fiscal responsibility as outlined in Article XIII, Financial Administration.
- c. The Board may delegate to Board committees such authority as it deems necessary and with such limitations as may be prescribed by the Board and by Washington law.

Section 3. Regular Meetings. Regular meetings of the Board shall be held at least four times a year, and at the call of the President, at a time and place agreed by the Board.

Section 4. Special Meetings. Special meetings of the Board may be called by the President and shall be called upon the written request of any three members of the Board

provided that at least 10 days' notice of such meeting and its agenda have been given to the members of the Board.

Section 5. Quorum and Voting. The quorum of a meeting of the Board shall be the majority of its members (regardless of whether elected or appointed). Decisions shall be made by a majority of those present. A Director may be counted as present for the purposes of quorum calculation and voting if by written proxy delivered to the President prior to a meeting, and incorporated in the minutes, the absent Director shall name another Director (who must be physically present) to exercise the absent Director's vote on the questions set forth in the proxy and on all procedural questions. No Board proxy shall be "perpetual" nor of more than 30 days duration from the date of its delivery. Any Board proxy may be cancelled at any time by writing of the absent Director, delivered to the President; and shall be cancelled automatically if the giver elects to attend a Board meeting in respect of which the proxy was given.

Section 6. Voting between Meetings. Between meetings of the Board, a written or electronic vote of the Board may be taken at the request of the President on any question submitted to the Board in writing provided that every member of the Board shall have the opportunity to vote upon the question submitted. If all of the members of the Board shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a Board meeting. The result of the vote shall be in the minutes of the next Board meeting, and the written email consents of all the Board members shall be collected and kept with this organization's records.

Section 7. Open Meetings. Regular and special meetings of the Board shall be open to all members, not only directors. The Board, may, with the approval of a majority of a quorum of its members, adjourn a meeting and reconvene in executive session. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 8. Removal from Office. A member of the Board of directors may be removed for any reason by a two-thirds vote of the Board members or by a majority of the voting members present at any duly called, noticed and held Annual or special meeting of this organization.

Section 9. Notice of Board Meetings. Unless the date, time and location of a Board meeting has been previously set by the Board and recorded in the Minutes, notice of a Board meeting shall be given to a Director in writing or by personal communication with the Director not less than five days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of regular meetings. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice in an electronic transmission is effective only with respect to those Directors who have consented, in the form of a record, to receive electronically

transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

ARTICLE XII. COMMITTEES

Section 1. Committees.

- a. The Board may create Advisory Committees who shall have such powers and duties, and shall serve for such periods, as the Board may specify. The Board may also create Committees of the Board to which may be delegated specific powers of the Board for limited or unlimited duration.
- b. Only Committees of the Board may have and exercise the authority of the Board in the management of this organization. Board Committees are established by resolution of the Board, and shall consist of two or more persons who are directors, and no persons who are not directors.
- c. There shall be the following standing committees: Development, Scholarship, Finance, Audit, and Nominating (all being Advisory Committees for the purpose of this section of these Bylaws).

Section 2. Qualifications. Only voting members of this organization shall be chairs and members of Advisory, standing and special committees unless expressly approved by the Board of Directors.

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of this organization shall begin on July 1 and end on June 30.

Section 2. Financial Policies. The Board shall set and maintain policies and procedures to control and account for the organization's resources and maintain financial records adequate to report to regulating bodies and the members.

Section 3. Budget. The Board shall adopt an annual budget for presentation to the membership.

Section 4. Scholarship Endowment Fund. The Foundation has established the Scholarship Endowment Fund which shall be exclusively for the purpose of awarding scholarships to women scholars living in East Jefferson County, WA for continuing education toward the completion of an undergraduate or graduate degree.

- a. The first Endowed Named Scholarship shall be the Elmira K. Beyer Scholarship awarded annually in perpetuity in an amount to be set from time to time by the Board subject to the availability of investment income.
- b. The second and third endowed scholarships shall be the Academic Endowed Scholarship established in 2014; and the Lisa T. Painter Endowed Scholarship

established in 2015, each in amounts set from time to time by the Board subject to the availability of investment income.

- c. Additional Endowed Named Scholarships may be established on such terms and for such duration as the Board may approve.
- d. The funds in the Scholarship Endowment Fund shall not be co-mingled with any other funds of this organization.
- e. The Finance Committee's supervision of the Endowment Fund shall focus on preserving the principal by selecting investments that are investment grade or better and by re-investing ten percent of the income generated from interest and dividends each year in said fund. Ninety percent of the income generated from interest and dividends shall be set aside for endowed scholarships.
- f. The Finance Committee shall monitor the Scholarship Endowment Fund and shall submit a written report to the Board and to the membership annually.

ARTICLE XIV. MEETINGS

Section 1. Annual Meeting. Place, Date, Notification. This organization shall hold an Annual Meeting to conduct the organization's business, including but not limited to, electing officers, amending bylaws, and receiving reports, and may hold special meetings whenever the Board considers necessary. The Annual Meeting shall be held in the fourth quarter of the fiscal year.

Section 2. Notice. Notice stating the place and time of the Annual or any special meeting and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered to all voting members at least ten days prior to the date of the meeting on the call of the President or Secretary. Notice shall be sent by mail or private carrier, and may be included in the publication or newsletter regularly sent to members. If mailed, the notice shall be deemed properly delivered to a member on the day it is deposited in the United States mail addressed to such member at his or her address as it appears in the records of this organization or AAUW Port Townsend branch. Notice may also be given by electronic means satisfying the requirements of RCW 24.03.009 and shall be deemed effective when received.

Section 3. Conduct of Meetings. All meetings of this organization shall be chaired by the President, or in the absence or inability of the President, by the Vice President of Development.

Section 4. Voting; Electronic Voting. The annual meeting and all special meetings properly called shall be open to all members entitled to vote, and all such members shall be entitled to vote when present in person at a meeting. Votes may also be taken by mail or electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or containing the notice of the meeting. An election may be conducted by electronic transmission if this organization has designated an address, location, or system to which the ballot may be electronically transmitted, and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record on or before the time

and date stated in the notice. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting.

Section 5. Quorum. The quorum for transaction of business at an Annual or special Meeting of this organization shall be twenty percent of its qualified members.

Section 6. Meetings on Call of the Membership. Whenever at least twenty percent of the qualified members acting together shall in a written request call for a Special Meeting of the Foundation, identifying the matters they wish to be considered, the Board shall cause a Special Meeting to be called within ninety days of its receipt of the request, and such meeting shall consider the matters identified by the requesting members; such meeting shall be conducted in all respects in accordance with these Bylaws, and the associated cost (if any) shall be borne by the requesting members.

ARTICLE XV. PROPERTY

The title to all funds and assets of this organization, including the Scholarship Endowment Fund, shall at all times be vested in the Foundation for the joint use of members and for the legal purposes of the Endowment, and no member or group of members shall have any severance right to all or any part of such property. The Foundation shall have complete control over the acquisition, administration and disposition of its property.

ARTICLE XVI. DISSOLUTION

Section 1. Use of Assets. Property and assets shall not be used for any purpose contrary to those of AAUW.

Section 2. Dissolution. In the event that either by vote of the membership of this organization or by legal action or otherwise, this Foundation is dissolved or its affiliation with AAUW terminated, then the Scholarship Endowment Fund shall be administered in accordance with the requirements of the laws of the State of Washington, the Bylaws and policies of the Foundation and the intent of the donors to such Endowment; and after the payment of all outstanding obligations, its non-endowment assets shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW which satisfies the requirements of Section 501(c)(3) of the Code, in order to carry out, as near as may be practicable, the purposes and policies set forth in the Articles of Incorporation of this organization and Article II of these Bylaws.

Section 3. No Individual Rights. In any event, no part of the Scholarship Endowment Fund or other remaining assets shall inure to the benefit of any individual member of this organization.

ARTICLE XVII. INDEMNIFICATION

Section 1. Individual Indemnification. Every Board or committee member may be indemnified by this organization against all expenses and liabilities, including counsel

fees, reasonably incurred or imposed upon such Board or committee members in connection with any threatened, pending or completed action, suit or proceeding to which the Board or committee member may become involved by reason of being or having been a member of the Board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties.

Section 2. Settlements. In the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of this organization. The foregoing right of indemnification is in addition to and not exclusive of all other rights to which the member of the Board or committee is entitled.

ARTICLE XVIII. AMENDMENT TO THE BYLAWS

Section 1. Amendment at Annual Meeting. These Bylaws may be amended at any Annual Meeting of this organization by a two-thirds vote of the voting members present and voting. All proposals for amendments originating with a member of the Foundation shall be sent to the Board of Directors not less than one hundred days prior to the Foundation Annual Meeting; or may be originated by the Board itself subject to Section 2 below.

Section 2. Review Committee. Except in the case of AAUW-mandated amendments implemented by the Board, the Board shall appoint a special Bylaws Committee to advise, review and report to the Board on any proposed amendments. The report of this committee together with the amendments proposed shall be sent to the entire membership at least thirty days prior to the Annual Meeting. If the Committee recommends against the amendments, its report giving reasons shall likewise be sent to the membership a reasonable time (taking into account the date on which the proposals were made) prior to the Annual Meeting.

Section 3. Bylaw Amendment at Other Meetings. These Bylaws may also be amended at any other Foundation meeting by a three fourths vote of the members present, provided the amendment has been sent to the entire voting membership at least thirty days prior to the vote.

Section 4. Effectiveness. Every amendment to the Foundation Bylaws shall become effective and binding on all members when passed.

Section 5. AAUW-Mandated Amendments to the Bylaws. AAUW-mandated amendments not inconsistent with the purposes of this Foundation shall be implemented by the Foundation's Board of Directors without a vote of the membership and as prescribed by the AAUW Board of Directors, effective when adopted by the Foundation's Board.

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