



BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF PORT TOWNSEND (WA) BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW of Port Townsend (WA) 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. 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.

ADDITIONAL BYLAWS OF AAUW PORT TOWNSEND (WA) BRANCH ARE AS FOLLOWS:

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of 3 members appointed by the board in January.
- b. The term of service on the nominating committee shall be for 1 year for a maximum of 2 consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the annual branch meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

- a. Elections shall be held at the annual branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum of 20 percent of the branch membership, as stated for meetings in Article XVI, section 5.

ARTICLE IX. OFFICERS

Section 1. Officers

- a. The elected officers for the branch shall be: President, Vice-President for Programs, Vice- President for Membership, Board Secretary, and Vice-President for Finance/Treasurer.
- b. The appointed officers shall be: Director of Public Policy and Communications Director. They shall be appointed by the President with the consent of the board.
- c. Officers shall serve for a term of 2 year(s) or until their successors have been elected

- or appointed and assume office. Term of office shall begin on July 1.
- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than 2 consecutive terms in the same office.
 - e. All vacancies in office shall be filled by board appointment for the unexpired term.
 - f. Each office may be filled by one officer or two co-officers.

Section 2. Duties

- a. 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*.
- b. The President shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The Vice President(s) shall perform such duties as the President and the board shall direct and as specified in branch policies and job descriptions.
- d. The Finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- e. The Board Secretary shall record and keep minutes of all board, and special meetings. Minutes of branch meetings will be published in the branch newsletter.
- f. All officers and chairs shall submit annual reports to the President.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and the following appointed officers: Director of Public Policy and Communications Director. These are the voting members of the board. The University Women's Foundation president serves as a non-voting member of the board by virtue of her elected UWF position.

Section 2. Administrative Responsibilities. The board shall have the power to administer affairs of the branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article IX, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least 4 times a year at a time and place agreed upon by the board.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of 3 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. The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the board.

Section 6. Voting Between Meetings. Between meetings of the branch 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 a majority 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.

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 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.

ARTICLE XII. FINANCIAL ADMINISTRATION

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

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, the members and the national AAUW organization.

Section 3. Budget. The board shall adopt an annual budget for presentation to the branch. The annual budget will be published in the branch newsletter and voted on by the membership at the following meeting.

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 these AAUW Bylaws.

Section 3. Contact. Each state or multistate organization 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 state or multistate 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 state or multistate 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.

Section 5. Property and Assets. The title to all property, funds, and assets is vested in the state or multistate 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. In the event of dissolution of an affiliated state or multistate organization or the termination of its affiliation with AAUW, all assets of the state or multistate 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.

ARTICLE XIV. 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 XV. MEETINGS

Section 1. Annual Meeting. The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held between the months of March and June.

Section 2. Membership Meetings. The branch shall hold at least 6 meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of 3 members of the board or 20 percent of the branch membership.

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

Section 5. Quorum and Voting Procedures. The quorum shall be 20 percent of the branch membership. Branch voting will take place only in person following ten days

notice to the membership. Voting by proxy is not permitted.

ARTICLE XVI. INDEMNIFICATION

Every board or committee member may be indemnified by the branch 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. In the event of a settlement the indemnification herein shall apply only when the branch board approves such settlement and reimbursement as being in the best interest of the branch. 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 committee is entitled.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Section 1. Prior Approval. All proposed amendments to the branch bylaws (other than AAUW-mandated amendments) shall be sent to the state bylaws which for approval before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Which.

Section 2. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least 30 days prior to the meeting.

Date Last Amended: January 4, 2017 (To conform with National AAUW mandated changes, which do not require a membership vote.)

Amended by Lynn Meyer, Jean Stastny and Michael Kubec

Previous Amendment: January 20, 2016