BYLAWS of THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN (aauw)

WASHINGTON ONLINE Branch

**ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2.** Affiliate**.** AAUW Washington Online ~~Affiliate~~ 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.** NATIONAL Dues.

a. The annual national 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.

1. 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. OFFICERS AND DIRECTORS ONLINE AFFILIATE

**Section 1.** There shall be officers or co-officers to fulfill the functions of administration, program, membership, public policy, finance, and communications.

**Section 2.** The elected officers shall be president, vice president/secretary, and vice president/finance.

**Section 3.** The appointed officers shall be communications chair, advocacy/public policy chair and education/program chair. They shall be appointed by the executive committee.

**Section 4.** Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

**Section 5.** No elected officer shall be eligible to serve more than three consecutive terms in the same office. No appointed officer, with the exception of communications chair, shall be eligible to serve more than three consecutive terms in the same office.

**Section 6.** The incoming president may call a meeting of the incoming officers prior to July 1.

**Section 7.** A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the vice president/secretary. If the vice president/secretary is unable to serve, the position will be filled by the vice president/finance.

**Section 8.** Two people may share any elected or appointed position, but they shall also share the vote to which the person holding the office is entitled.

**Section 9.** The Affiliate will annually provide national AAUW a designated contact for administration and finance. A member other than the contacts for administration and finance shall record and make available upon request the minutes of each meeting and board meeting.

ARTICLE IX. NOMINATIONS

**Section 1.** There shall be a nominating committee of 3-5 members, selected as follows: The chair will be appointed by the president and the remaining members will be elected by the membership, in a vote which may be conducted by mail or electronic means.

**Section 2**. Members shall serve a term of one year for a maximum of 3 consecutive terms.

**ARTICLE X**. **ELECTIONS**

**Section 1.** The names of the nominees shall be published and sent by mail or electronically to every member at least 30 days before the annual meeting.

**Section 2.** Nominations may be made from the floor with the consent of the nominee. Nominations may also be submitted in writing or electronically, with the consent of the person being nominated, within 10 days of the announcement of the recommendations from the nominating committee.

**Section 3.** All elections shall be held at the annual meeting, but provision will be made for voting by mail and/or by electronic means.

**Section 4.** Elections shall be by ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present, in person or electronically, and voting, plus those submitting votes by mail.

**ARTICLE XI. DUTIES OF OFFICERS**

**Section 1.** Officers shall perform the duties prescribed by these bylaws, Affiliate policies, and by the current edition of *Robert's Rules of Order Newly Revised*. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

**Section 2**. All officers shall submit an annual written report to the president.

**Section 3.** The president shall be the official spokesperson and representative for the

Affiliate and shall be responsible for submitting such reports and forms as required by AAUW and the state.

**Section 4.** The vice president/secretary shall record and keep minutes of all business and special meetings and perform such other duties as directed.

**Section 5.** The vice president/finance shall be responsible for collecting, distributing, and accounting for the funds of the Affiliate. The vice president/finance shall collect dues and properly remit them to AAUW and the state by the specified deadline. The treasurer shall send moneys for the AAUW funds by the specified deadlines and shall keep separate ledgers on all accounts. The Vice President/Finance will serve as Membership Chair.

**ARTICLE XII.** **ROTATION OF OFFICERS**

**Section 1.** The President shall be elected in even-numbered years; the vice president/finance and the vice president/secretary shall be elected in odd numbered years.

**Section 2.** The appointed officers shall begin their terms as designated by the executive committee.

ARTICLE XIII. BOARD OF DIRECTORS

**Section 1.** The elected and appointed officers and directors shall constitute the board of directors of this Affiliate: president, vice president/secretary, vice president/finance, communications chair, education/program chair and advocacy/public policy chair. In the event two people share an office, they shall also share the vote to which the person holding the office is entitled.

**Section 2.** The 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 and the state.

**Section 3**. Meetings of the board shall be held at least four 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 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. If the meeting is in person, an effort will be made to allow electronic participation by those not physically present.

**Section 4.** A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the 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 so submitted, 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 board meeting.

**Section 5.** The quorum of the board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the board.

**ARTICLE XIV**. **EXECUTIVE COMMITTEE**

**Section 1.** The executive committee shall consist of the elected officers. If any elected office is shared by two people, both will be considered members of the executive committee, but they will have one shared vote and count as one person for purposes of a quorum.

**Section 2.** The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such other duties as may be delegated to it by the board.

**Section 3.** Meetings of the executive committee shall be held on the call of the president or by written request of two of its members. Meetings may be held in person or by electronic means.

**Section 4.** A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every voting member of the committee 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 so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

**Section 5.** The quorum of the executive committee shall be a majority of its voting members. Co-officers shall be considered as one voting member.

**ARTICLE XV.** **MEETINGS**

**Section 1**. There shall be at least two general membership meetings each year. Provision will be made for electronic participation in the business portion of the meetings.

**Section 2.** The general membership meeting held between January 1 and May 1 shall be designated the annual meeting, the exact date, time and place to be determined by the board.

**Section 3**. The annual meeting shall be to conduct business including but not limited to receiving reports, reviewing the budget and the financial report, electing officers, amending bylaws, and giving directions to the board.

**Section 4**. Special meetings may be called by the president or shall be called by the president on the written request of 25% of the voting members of the board of directors or 25% of the Affiliate membership.

**Section 5**. The quorum shall be 20% of the Affiliate membership, attending in person or by electronic means.

**ARTICLE XVI**. **COMMITTEES**

**Section 1.** Standing committees shall be education/program, membership, advocacy/public policy, finance, bylaws, and communications. Standing committee chairs, except those provided for by election, shall be appointed by the president with the consent of the executive committee. Standing committee members shall be appointed by the committee chair with the consent of the president.

**Section 2.** The president may appoint special committees and/or task forces with the consent of the board.

**ARTICLE XVII**. **FINANCIAL ADMINISTRATION**

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

**Section 2**. Affiliate dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after November 1 shall be dropped from membership. Annual dues for Affiliate members shall be established by the BOARD.

**Section 3.** New members may join at any time. Dues are payable upon joining. Life members will pay full branch dues. The state dues will be as set by the state.

**Section 4**. If the board develops an annual budget, it shall be adopted, no later than April 1, for distribution to the Affiliate.

**Section 5.** The Affiliate board of directors shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

**Section 6**. The Affiliate shall conduct a financial review at the end of the term of the finance Vice President.

**ARTICLE Xviii. 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 XIX. FRIEND OF THE BRANCH

The Affiliate Board may from time to time designate an individual or an organization as a “Friend of the Branch.”

ARTICLE XX. AMENDMENTS TO THE AFFILIATE BYLAWS

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

First adopted: April 27, 2008

Amended: October 8, 2009 by Judy Rogers (mandatory amendments)

Amended: May 5, 2012 by Carolyn Hayek (mandatory amendments)

Amended: March 17, 2014 by Florence Vining & Carolyn Hayek (mandatory amendments)

Amended: April 4, 2016 by Ann Dennis, Carolyn Hayek, and Florence Vining (mandatory amendments)

Amended: January 31, 2017 by Ann Dennis and Dorothy McBride (mandatory amendments)

Amended: March 26, 2022 by WA Online branch at annual meeting.