

**BYLAWS OF THE TACOMA, WASHINGTON, BRANCH  
OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of this organization shall be the Tacoma, Washington, Branch of AAUW, hereinafter called the branch.

**Section 2. Governance.** The AAUW Bylaws shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the Bylaws of AAUW.

**ARTICLE II. PURPOSE**

The purpose of this branch is to advance equity for women and girls through advocacy, education, philanthropy, and research.

**ARTICLE III. USE OF NAME**

**Section 1. AAUW Policy.** The policies and program of AAUW and the state shall be binding on all members and branches, and no member or branch shall use the name of AAUW to oppose such policies or program.

**Section 2. 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.

**Section 3. Violations** Violations of the Use of Name policy shall result in action taken in accordance with AAUW policy.

**ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. Membership.**

- a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (AAUW + state + branch dues) are eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch. The branch member shall be entitled to vote, hold office, and participate in all branch activities and programs and receive the publications distributed to all branch members.
- b. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch and state dues.
- c. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.
- d. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by the AAUW, state and branch. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote or hold office.

**Section 2. Dues**

- a. Changes in branch dues shall be determined at the annual meeting by a two-thirds vote of those present, provided notice has been given to all members thirty (30) days prior to the meeting. Raises in AAUW dues will be reflected in these bylaws without a vote of the branch membership.
- b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay state and branch dues.
- c. Fifty-year Honorary Members are exempt from paying AAUW, state, and branch dues
- d. A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the U.S.A., may attend branch meetings, but may not vote or hold office.
- e. New members may join at any time. Dues are payable upon joining. The AAUW and state portion of dues paid by new members for less than a full year is determined by AAUW and state policy. The branch board of directors may set a reduction of branch dues. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

**ARTICLE V. FINANCIAL ADMINISTRATION**

**Section 1. Fiscal Year** The fiscal year shall correspond with that of the AAUW and shall begin July 1. The branch 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 annual financial review.

**ARTICLE VI. OFFICERS**

**Section 1. Officers**

- a. The elected officers shall be the president-elect, vice presidents for program and membership, secretary, and treasurer. Any position may be shared by two (2) or more individuals.
- b. The appointed officers shall be the chairs of the standing committees.

**Section 2. Terms of office**

- a. Elected officers shall serve a term of two (2) years or until their successors have been elected and assume office. The president serves the first year as president-elect and the second year as president.
- b. Appointed members of the board of directors serve a one year term.
- c. Terms of office begin July 1.
- d. No member shall be eligible to serve more than two (2) consecutive terms in the same office.
- e. The incoming president may call a meeting of the incoming officers prior to July 1.
- f. Vacancies in offices and on the board of directors, other than the president, shall be filled for the unexpired term by appointment of the president with the approval of the board of directors. A vacancy in the office of president shall be filled by the president-elect, or if the president-elect is not able to serve, by appointment of the board of directors.

**Section 3. Duties of officers**

- a. Officers shall perform the duties prescribed by these bylaws, branch policies, and 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 such reports and forms as required by the AAUW and state.
- c. The vice presidents shall perform such duties as the president and board of directors shall direct.
- d. The secretary shall record and keep minutes of all business meetings.
- e. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. Dues shall be properly remitted to the AAUW and state by the specified deadline.

## **ARTICLE VII. NOMINATIONS AND ELECTIONS**

### Section 1. Nominating Committee *adopted 3/15/08*

- a. There shall be a Nominating Committee of three (3) members, all of whom shall be elected at the annual meeting. One of the committee shall be appointed chair by the President.
- b. Members shall serve a term of 1 year for a maximum of 2 consecutive terms.
- c. The responsibility of the Nominating committee is to propose candidates for each elected position—President Elect, Membership VP, Program VP, Secretary, Treasurer, and nominating committee members.
- d. Vacancies on the Nominating Committee shall be filled by appointment of the president with approval of the board of directors for the unexpired term.

### Section 2. Elections

- a. The names of the nominees for elected offices shall be published and sent to every member at least fourteen (14) days before the annual meeting.
- b. Nominations may be made from the floor with the consent of the nominee.
- c. All elections shall be held at the annual meeting.
- d. Elections shall be by secret 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 and voting.

## **ARTICLE VIII. ROTATION OF OFFICERS**

Section 1. The vice president for membership and the secretary shall be elected in even numbered years.

Section 2. The vice president for program and the treasurer shall be elected in odd numbered years.

Section 3. The president-elect shall be elected each year and automatically succeed to the office of president the following year.

## **ARTICLE IX. BOARD OF DIRECTORS**

Section 1. The Board of Directors shall include the elected officers and the chairs of the standing committees.

Section 2. The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control branch finances. It shall accept responsibilities assigned by AAUW and the state.

Section 3. Meetings of the board shall be held at least three (3) times per year. Special meetings may be called by the president and shall be called upon request of five (5) members of the board.

Section 4. The quorum of the board shall be 40% of the board positions.

Section 5. 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. *adopted 3/15/08*

#### **ARTICLE X. EXECUTIVE COMMITTEE**

Section 1. Members of the executive committee shall be the president, president-elect, program vice president, membership vice president, secretary, and treasurer.

Section 2. They shall perform duties as assigned by the president.

Section 3. They are to provide for an audit and proper control of funds, which includes approval of emergency expenditures, not to exceed \$150.00, between meetings of the board.

Section 4. They may make recommendations to the board of directors and the branch.

#### **ARTICLE XI. MEETINGS**

Section 1. There shall be at least seven (7) general membership meetings each year.

Section 2. The general membership meeting held between March 1 and March 31 shall be designated the annual meeting. The exact date, time and place will be determined by the board. The purpose of this meeting shall be to conduct the business of the branch including, but not limited to hearing officers' reports, reviewing the budget, electing officers and nominating committee members, establishing dues, amending the bylaws/policies and procedures, and giving direction to the board.

Section 3. The quorum shall be fifteen (15) percent of total branch members.

#### **ARTICLE XII. COMMITTEES**

Section 1. Standing committees shall be program, membership, public policy, finance, Educational ~~Foundation~~ Funds (EF), bylaws, communications, Legal Advocacy Fund, scholarship, education equity, diversity, Community Fund, and college/university relations.

Section 2. Chairs of the standing committees shall be appointed by the president with the consent of the board.

Section 3. Chairs of special committees shall be appointed by the president with the consent of the board.

Section 4. The chairs shall appoint the members of the committee.

### **ARTICLE XIII. CONVENTION**

Delegates and alternates to state conventions, as described in state bylaws, shall be elected by the branch and certified by the president.

### **ARTICLE XV. PROPERTY**

Section 1. The title for all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members, and no member or group of members shall have any severable right to all or any part of such property. The branch shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW except that property shall not be used for any purposes contrary to those of the AAUW.

Section 2. In the event of dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

### **ARTICLE XVI. FORFEITURE OF BRANCH STATUS**

Article XI Section 3 of the AAUW Bylaws contains the provision and conditions under which a branch may lose recognition.

### **ARTICLE XVII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of the state or AAUW.

### **ARTICLE XVIII. INDEMNIFICATION**

Every member of the board shall be indemnified by the branch 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 have become involved by reason of being or having been a member of the branch board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of such duties. 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 interests 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 shall be entitled.

### **ARTICLE XIX. AMENDMENTS TO THE BYLAWS**

Section 1. AAUW Mandated Amendments Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members.

Updated in compliance with 2009 AAUW Bylaws 10/09

**Section 2. Prior Approval** All proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote.

**Section 3. 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 providing written notice shall have been sent to the members at least fourteen (14) days prior to the meeting.

October 2009