

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN SEATTLE BRANCH

ARTICLE I – NAME

The name of this organization shall be the American Association of University Women, Seattle Branch (AAUW-Seattle), hereinafter called “The Branch.”

ARTICLE II – GOVERNMENT

The Bylaws of the American Association of University Women, herein called “AAUW”, shall govern this branch in all practices. The Bylaws of The Branch shall in no way conflict with the Bylaws of AAUW. In the event there is a conflict between the Bylaws of AAUW and the Bylaws of The Branch, the Bylaws of AAUW shall control. Every amendment to the Bylaws of AAUW shall automatically and immediately become effective and binding on The Branch.

ARTICLE III – PURPOSE

The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of The Branch shall be to further the mission of AAUW.

ARTICLE IV – USE OF NAME

Section 1. The policies and program of AAUW 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. Established channels may be used to change a policy or program.

Section 2. 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 of Article IV’s Use of Name policy shall result in action taken in accordance with AAUW policy.

ARTICLE V – MEMBERSHIP

Section 1. Eligibility

Individuals eligible to be admitted to membership to AAUW and The Branch are those holding an associate or equivalent baccalaureate or higher degree from a qualified educational institution, a degree from a foreign institution recognized by the International Federation of University Women (IFUW), or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the U.S.A. who have paid dues (AAUW, state, and branch dues) on or before July 1 annually.

The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership to AAUW and The Branch. Refusal to admit an eligible graduate to The Branch for membership shall result in loss of recognition of The Branch.

The Branch member shall be entitled to vote, hold office, and participate in all branch activities and programs and to receive the publications distributed to all members.

Section 2. Life Members.

- a. **Paid Life Members:** Any member of AAUW may become a life member upon a one-time payment of twenty (20) years' dues, based on the amount of AAUW dues the year that member elects to become a life member. Thereafter, the life member shall be exempt from payment of AAUW dues. Paid life members who are members of The Branch continue to pay annual state and The Branch dues.
- b. **Fifty-Year Honor Life Member:** Any member of The Branch who has paid AAUW dues for fifty (50) years shall become a life member and shall thereafter be exempt from payment of AAUW, state, and The Branch dues.

Section 3. Student Affiliates.

An undergraduate student enrolled in an accredited educational institution shall be eligible for student affiliation with The Branch upon payment of fees established by AAUW, state and branch boards of directors. Student affiliates shall be entitled to attend The Branch, state, and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 4. Suspension or Expulsion from Membership.

Any member who violates Article IV of these Bylaws (Use of Name) shall be suspended or expelled from membership by The Branch Board of Directors. At least three-fourths of the Board shall concur that a violation has occurred. Suspension shall be for a period of one year.

ARTICLE VI. FINANCIAL ADMINISTRATION

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

Section 2. The Branch dues shall be determined annually by The Branch board of directors.

Section 3. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped from membership.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

Section 5. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of one year or less in the U.S. may attend The Branch meetings without vote.

Section 6. New members may join at any time. Dues are payable upon joining. The AAUW portion of dues paid by new members between January 1 and March 15 shall be one-half the annual AAUW dues. The Branch dues will also be one-half for those joining between January 1 and March 15. The state dues will be set by the state.

Section 7. The annual budget shall be adopted by The Branch board of directors no later than August 1. The budget will be posted to the Member Section of the branch website when it has been finalized and branch members will be advised of its availability.

Section 8. The Branch shall provide for such review and control of its funds as are necessary for their safekeeping and complete accounting consistent with generally accepted accounting principles and Federal, state, and local laws. Three persons familiar with The Branch records and possessing knowledge of accounting procedures shall be appointed by The Branch president to review The Branch financial records. No indebtedness in excess of \$1,000.00 over amounts provided for in the budget shall be incurred by The Branch except upon a recommendation of The Branch board of directors, and a majority of the members at a regular meeting of The Branch at which a quorum is present.

ARTICLE VII. BRANCH OFFICERS

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

Section 2. Elected officers shall be president, vice president of program, vice president of membership, vice president of finance (treasurer), and secretary. Co-officers may be elected for any or all of these positions.

Section 3. There shall be appointed officers for public policy, AAUW Funds, and such other officers as shall be deemed necessary to carry on the work of The Branch. These shall be appointed by the president with the consensus of The Branch board of directors.

Section 4. Officers will be elected on a rotating basis 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. No elected officer may serve more than two consecutive terms in the same office.

Section 5. A vacancy in office, excluding the president, shall be filled by The Branch board of directors for the unexpired term. A vacancy in the office of president shall be filled by a vice president in the order they are listed in Article VII, Section 2.

Section 6. Two people may share any elected position and two or more any appointed position. All elected or appointed officers are entitled to vote on business conducted by the board.

ARTICLE VIII. DUTIES OF THE BRANCH OFFICERS

Section 1. The Branch Officers shall perform the duties prescribed by these bylaws and by the policies and procedures of The Branch

Section 2. The president shall be the official spokesperson for The Branch and shall be responsible for submitting such reports and forms as required by AAUW and the state (AAUW-WA).

Section 3. The secretary shall record and keep minutes of all business and special meetings.

Section 4. The vice president of finance shall be responsible for:

- a. collecting, distributing, and accounting for the funds of The Branch
- b. collecting dues and properly remitting them to AAUW and the state by the specified deadline
- c. sending monies for the AAUW funds by the specified deadlines, maintaining separate ledgers for each
- d. serving as chair of the finance committee of The Branch
- e. being the custodian of deeds, business papers, and the bonds and other securities belonging to The Branch
- f. with the approval of The Branch board of directors, making special arrangements with a recognized financial institution or institutions regarding investment of The Branch funds in securities and their safekeeping.

ARTICLE IX. NOMINATIONS

Section 1. There shall be a nominating committee of at least three with a maximum of five members appointed by the president with the consent of The Branch board of directors.

Section 2. The nominating committee will recommend candidates for offices, according to the rotation schedule.

Section 3. Members of the nominating committee will serve a one-year term with a maximum of three terms,

ARTICLE X. ELECTIONS

Section 1. The names of the nominees shall be published in the branch newsletter and sent to all members at least 30 days before the annual meeting.

Section 2. Nominations may be made from the floor prior to the election with the consent of the nominee. Nominations may also be submitted in writing or electronically to the president, with the consent of the person being nominated, within 10 days of the announcement of the candidates recommended by the nominating committee.

Section 3. Elections will be held at The Branch annual meeting.

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 at the annual meeting of The Branch.

ARTICLE XI. THE BRANCH BOARD OF DIRECTORS

Section 1. The Branch board of directors shall include the elected and appointed officers of The Branch.

Section 2. The Branch board shall have the general power to administer the affairs of The Branch, 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 Branch board shall be held at least eight 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 Branch 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. A written, telephonic or electronic vote may be taken at the request of the president on any question submitted to all voting members of the Branch 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 The Branch board meeting.

Section 5. The quorum of The Branch board shall be a majority of its voting members.

ARTICLE XII. MEETINGS

Section 1. There shall be at least eight general membership meetings each year.

Section 2. The annual meeting will be held during the May meeting of The Branch.

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, approving amendments to the bylaws, and giving directions to the board.

Section 4. Special membership 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 branch membership.

Section 5. The quorum shall be 20% of The Branch membership, attending in person or electronically.

ARTICLE XIII. COMMITTEES

Section 1. Standing committees shall be appointed by the president with the consent of the board.

Section 2. Standing committee chairs, except those provided for by election, shall be appointed by the president with the consent of the board.

Section 3. Standing committee members shall be appointed by the committee chair with the consent of the president.

Section 4. Special committees and/or task forces may be appointed by the president with the consent of the board.

ARTICLE XIV. CONVENTIONS

Delegates and alternates to state conventions, as described in state bylaws, shall be elected by The Branch and certified by the president. All members have a vote on national AAUW business. There will no longer be a delegate system for national AAUW meetings.

ARTICLE XV. PROPERTY

Section 1. The title for all property, funds and assets of The Branch 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 such property shall not be used for any purposes contrary to those of AAUW.

Section 2. In the event of the 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 provisions and conditions under which a branch may be discontinued.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

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

ARTICLE XVIII. INDEMNIFICATION

Every member of the board may 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 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 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 is entitled.

ARTICLE XIX. AMENDMENTS TO THE BYLAWS

Section 1. Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by its articles of incorporation.

Section 2. Prior to being voted on, all other proposed amendments to the branch bylaws shall be sent to the state bylaws chair for approval.

Section 3. Provisions of these bylaws not governed by AAUW *Bylaws* may be amended by a two-thirds vote of those present and voting, in person or electronically, at a general membership meeting provided written or electronic notice shall have been given to every member at least 30 days prior to the meeting.

ARTICLE XX. SUSPENSION OF MEMBERSHIP

Any member who engages in any of the conduct listed below may be suspended or expelled from membership in the branch by a 3/4 vote of the Board of Directors. The decision of the board to expel a member may be appealed to the membership within 30 days. A 3/4 vote of the membership is required to overturn a decision of the board to suspend or expel a member.

- a. Violation of Article IV "Use of Name"
- b. Harassment or defamation of another AAUW member
- c. Any illegal activity involving branch funds, property, meeting locations, members, guests or invitees
- d. Any conduct which significantly damages the ability of the branch to serve its mission, including repeated and willful violation of policies adopted by the board.

Final Amendments Approved by the Board: November 8, 2010