

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF EAST MESA (AZ)

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the Organization shall be the American Association of University Women (AAUW) East Mesa (AZ), hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW East Mesa (AZ) 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.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. Composition and Appointment. There shall be three (3) members on the Nominating Committee. The Board of Directors of the Affiliate shall appoint the members of the Nominating Committee, who select their own chair.
- b. Terms. The committee members shall be appointed prior to the January meeting and shall serve until the slate is filled.
- c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the president, with the approval of the Board of Directors, may appoint a new member.

Section 2. Nominations.

- a. The Nominating Committee shall prepare a slate of nominees to be presented at the February general meeting of the Affiliate. Nominations may be made from the floor at the time of the election, provided written consent of the nominee has been obtained.

Section 3. Elections.

- a. Elections shall be held in which all members may vote. The election shall be by ballot except when there is only one nominee for an office; then it shall be by voice vote. A majority vote shall constitute an election.
- b. The elections shall be held at the annual meeting of the Affiliate in March.

Section 4. Rotation of Elected Officers.

- a. The president, program vice- president, secretary, and Scholarship Chair shall be elected in odd- number years.
- b. The president- elect, membership vice- president, treasurer (finance), and Scholarship Chair-elect shall be elected in even- number years.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. Elected Officers and Directors. The elected officers and directors shall be a President, a President-elect, who becomes President the following year, Program Vice President, Membership Vice President, Treasurer (Finance), Secretary, and Scholarship Chair. The President-elect shall have previously served as a member of any AAUW board.
- b. Appointed Officers and Directors. The appointed officers and directors shall be for Public Policy/D&I, ~~LA~~, and such other appointed officers as shall be deemed necessary to carry on the work of the Affiliate.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws and also in the Affiliate's Position Description document. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

- a. President. The President shall officially represent the Branch in all activities of the Branch. The President shall act as the designated contact to AAUW National and State and shall be responsible for submitting such reports and forms as required by AAUW and State.
- b. President-elect. The President-elect shall serve on the Executive Committee and the Board of Directors as a voting member.
- c. Program and Membership Vice Presidents. The Vice Presidents shall perform such duties as the branch President and the Board of Directors direct.
- d. Treasurer (Finance). The Treasurer (Finance) shall perform such duties as the branch President and Board of Directors direct. The Treasurer (Finance) shall act as a designated contact to AAUW National and State and shall be responsible for submitting such reports and forms as required by AAUW and the State.
- e. Secretary. The Secretary shall keep minutes of all general meetings and the Annual Meeting of the membership in March and all Board meetings and shall have them available for inspection by the branch members. The Secretary shall perform such other duties as the President and the Board of Directors direct.
- f. Scholarship Chair/Scholarship Chair-elect. The Scholarship Chair will create a Committee from the membership to participate in the review process along with ACF to select the scholarship recipients. She will apprise the Executive Committee, the Board, and the membership of the recipients, the amount of funds to be awarded for approval, and write articles for the branch newsletter and website. The committee will track the scholars for a reasonable amount of time.

Section 3. Terms of Office.

- a. Terms of Office. Board members shall serve for a term of two (2) years or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for one additional two-year term, but no member shall hold the same office for more than two (2) consecutive terms. A full term is considered service in office from July 1 of the year elected to June 30, two years later. No member shall hold more than one board position, elected or appointed, at any given time.
- b. Beginning of Terms. The term of each officer and director shall begin on July 1. The incoming or continuing administrative officer may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Committee prior to July 1, so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1. (Note: New board members are not permitted to vote until after the term start date, as they are not officially board members until that date.)
- c. Removal from Office. An officer or director of the Affiliate may be removed for any reason or no reason by a majority vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

Section 4. Vacancies.

- a. All vacancies in office, excluding the administrative officer (President), shall be filled for the unexpired term by the Board of Directors. The appointment shall take place at a board meeting at which there is a quorum present, and the officer to be appointed must have a majority vote of those present.
- b. A vacancy in the office of the administrative officer (President) shall be filled by the elected Program Vice President.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Affiliate. This Affiliate must have five (5) directors and a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed Affiliate meeting and board meeting.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to

- a. provide oversight to ensure the proper administration of the affairs of the Affiliate; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;
- b. appoint standing committee members and such other board and committee members as may be designated;
- c. act for the Affiliate between meetings of the membership;
- d. adopt rules to govern its proceedings;
- e. establish task forces or special committees as needed;
- f. determine date and location for any official meetings of the Affiliate;

Section 3. Delegation of Power.

The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

- a. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least three (3) times a year at the call of the administrative officer at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously contact each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board.
- b. **Special Meetings.** Special meetings of the board may be called by the administrative officer or shall be called upon the written request of a quorum of the Board of Directors.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the administrative officer on any question submitted to the board members in writing or electronically, provided that every member of the board shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. If all board members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at a board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its members.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected officers of the Affiliate.

Section 2. Powers and Duties. Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on all fiduciary matters of the Affiliate and all other matters that may properly come before the Board of Directors in the interim between board meetings and report to the board its work and actions.

Section 3. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of its members.

ARTICLE XII. COMMITTEES

Section 1. Standing Committees.

- a. There shall be the following standing committees: Public Policy/D&I, Violet Larney Trust Committee and Local Scholarships. There may be additional standing committees as shall be considered necessary by the Board of Directors.
- b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors. Duties of the committees shall be stated in policies and/or working rules adopted by the board.
- c. Qualifications, Duties, and Terms of Committee Chairs. The Committee members shall choose the Chair of the committee with the approval of the Board of Directors. The duties and terms shall be stated in the Position Descriptions for the Affiliate.
- d. Qualifications, Duties, and Terms of Committee Members. The qualifications, duties, and terms of committee members shall be listed in the Position Descriptions for the Affiliate.

Section 2. Special Committees and Task Forces. The Board of Directors, as necessary, may authorize special committees and task forces. The chairs and members of such committees shall be appointed by the administrative officer and approved by the board or, as appropriate, by the Executive Committee.

Section 3. Reports. All committees shall provide written reports to the Affiliate's Board of Directors for the annual meeting and such other times as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Administration. The Affiliate's Board of Directors shall have responsibility to

- a. oversee the administration of finances, including preparation of the budget;
- b. oversee the management, acquisition, and disposition of the Affiliate's property

- and equipment in accordance with the bylaws;
- c. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws.
- d. adopt an annual Spending Plan for presentation to the Affiliate members.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

Section 3. Financial Administration. The funds for East Mesa Branch are held in two separate places:

- a. the Larney Trust Funds are held in perpetuity by the Arizona Community Foundation (ACF) for the use of the scholars supported by the branch. The Larney Trust Funds established at ACF are funds of the Arizona Community Foundation.
- b. A Reserve Account also exists at ACF. It contains funds annually determined by the Trust Committee and recommended to the Board. These funds are part of the annual distribution in excess of what is needed for scholarships. These funds may be accessed once a year for Branch projects that fulfill the guidelines of the Trust. Excess funds may also be rolled into the corpus of the Trust.
- c. Operating funds for the branch are held in a local federally insured bank.

ARTICLE XIV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Affiliate shall have at least one regular meeting each year to be known as the AAUW East Mesa branch Annual Meeting to conduct the business of the Affiliate. The Annual Meeting may include the election of officers; the fixing of dues; the receiving of reports of officers, directors, and committees; the amending of bylaws; and the transaction of any other business as may properly come before it. The Annual Meeting shall be held during the month of March, the exact time and place set by the Affiliate's Board of Directors.

Section 2. Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors and/or administrative officer or at the request of 25% of the membership.

Section 4. Voting.

- a. Each member of the Affiliate in good standing shall be entitled to vote on any item of business.
- b. Members shall be entitled to vote on noticed business items by being present at the meeting. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business.
- c. Twenty-five (25%) percent of the members entitled to vote shall constitute a

quorum.

The affirmative vote of the majority of the votes cast shall be necessary for the adoption of noticed business, except that two-thirds vote shall be required to adopt amendments to these bylaws.

ARTICLE XV. INDEMNIFICATION

To the maximum extent allowable by law, the Affiliate may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of the Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the board, officer, or committee member of the Affiliate, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Affiliate and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled.

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

The Affiliate's Board of Directors without a vote of the Affiliate's membership shall adopt AAUW-mandated amendments. Provisions of the Affiliate's bylaws not mandated by AAUW may be amended by a two-thirds vote of members voting after a quorum is attained.

Proposed bylaw amendments shall be given to the entire membership at least thirty (30) days prior to the applicable meeting.

ARTICLE XVII. HONORARY LIFE MEMBER DUES

A member who has attained the status of Honorary Life member as defined in ARTICLE IV, Section 2, (4) (b) shall be exempt from all affiliate dues.