

# **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. This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

## **ARTICLE II. PURPOSE**

**Section 1.** Purpose. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

## **ARTICLE III. USE OF NAME**

**Section 1.** Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

**Section 2.** Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

**Section 3.** Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

#### **ARTICLE IV. MEMBERS OF THE ASSOCIATION**

**Section 1.** Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

**Section 2.** Member Qualification.

a. Individual Members.

- (i) Eligibility. An individual holding an associate (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 institution located outside of the United States, as determined by the 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- (ii) 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.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

**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 of Members.**

a. Amount. 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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Honorary Life Membership.

(i) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(ii) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

#### **Section 5. Membership Decisions.**

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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.** An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW's purpose at a state or local level and which has been given the right to use AAUW's name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

#### **Section 2. Organization.**

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates' needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall

be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

## **ARTICLE VIII. AAUW EAST MESA (AZ) MEMBER INCLUSION**

**Section 1.** An individual not complying with the AAUW Arizona educational qualifications (Article XV, Section 2a) may join the AAUW East Mesa (AZ) Affiliate as a Friend of the AAUW East Mesa (AZ) Affiliate.

**Section 2.** Friend of the AAUW East Mesa (AZ) Affiliate. An individual who supports the AAUW mission and wishes to associate with the AAUW East Mesa (AZ) Affiliate is invited to become a Friend of the AAUW East Mesa (AZ) Affiliate. Although Friend of the AAUW East Mesa (AZ) Affiliate shall not vote or hold an Affiliate elected office, they may participate in all events, activities and Special Interest Groups of the Affiliate.

**Section 3.** Friend of the AAUW East Mesa (AZ) Affiliate Dues. The annual dues for the Friend of AAUW East Mesa (AZ) Affiliate shall be Affiliate dues only as established by the Affiliate Executive Committee.

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

**Section 1.** Nominating Committee. The President or Executive Committee shall solicit volunteers or appoint members for the Nominating Committee prior to the January General Meeting. A Nominating Committee of three (3) Affiliate members shall appoint their own chair. The term of the Nominating Committee shall last until the slate of officers to be elected has been filled.

**Section 2.** If a member of the Nominating Committee is proposed for office and agrees to stand for nomination, that member's replacement on the Nominating Committee shall be appointed by the President with the approval of the Executive Committee.

**Section 3.** Nominees. 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 4.** Elections. Elections shall be held in which all eligible AAUW East Mesa (AZ) Affiliate 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.

**Section 5.** The elections shall be held at the Annual Meeting of the Affiliate in March with officer installation in April of the election year.

## **ARTICLE X. OFFICERS AND DIRECTORS**

**Section 1.** Elected Officers. The elected officers and directors shall be President (Administrative Officer), President-elect, who becomes President the following year, Program Vice President, Membership Vice President, Treasurer (Finance), Secretary, Scholarship Chair and Scholarship Chair-elect. The President-elect shall have previously served as a member of any AAUW board.

**Section 2.** Appointed Officers. The appointed officers and directors shall be for Public Policy/D&I, and other appointed officers as deemed necessary to carry on the work of the Affiliate. They will be appointed by the President with the approval of the Executive Committee.

**Section 3.** Elected officers shall be members of AAUW and the AAUW East Mesa (AZ) Affiliate. Officers shall serve for a term of two years or until their successor has been elected or appointed and assume office. The term of office shall begin July 1 of the year elected until June 30 two years later.

**Section 4. Terms.** No member shall hold more than one elected office at time, and no member shall be eligible to serve more than two consecutive terms in the same elected office. The President-elect shall serve one year in that office and two years as President. The Scholarship Chair-elect shall serve one year in that office and two years as Scholarship Chair.

**Section 5.** The incoming or continuing officer may call and hold a meeting of the incoming Board of Directors and/or the Executive Committee prior to July 1 as long as any vote taken at the meeting includes only those officers entitled to vote on the day of the meeting. No incoming officer shall be entitled to vote prior to July 1.

**Section 6. Removal.** 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 7. Duties.** Officers and directors shall perform the duties described by these bylaws and those in the Affiliate's Job Description document. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

**Section 8. President.** The President (Administrative Officer) shall officially represent the Affiliate in all activities of the Affiliate. 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 National and AAUW State.

**Section 9. President-elect.** The President-elect shall serve on the Executive Committee and the Board of Directors as a voting member.

**Section 10. Program and Membership Vice Presidents.** The Vice Presidents shall perform such duties as the Affiliate President and the Board of Directors and Executive Committee direct.

**Section 11. Treasurer (Finance).** The Treasurer (Finance) shall perform such duties as the Affiliate 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.

**Section 12. Secretary.** The Secretary shall keep minutes of all General Meetings, the Annual Meeting of the membership in March, all Board meetings and have them available for inspection by the Affiliate members. The Secretary shall perform such other duties as the President and the Board of directors direct.

**Section 13. Scholarship Chair.** The Scholarship Chair will create a committee from the membership to participate in the review process with Arizona Community Foundation (ACF) personnel to select the annual 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 throughout their participation in the scholarship program.

**Section 14.** Scholarship Chair-elect. The Scholarship Chair-elect shall perform such duties as the Affiliate President, the Board of Directors, Executive Committee and/or Scholarship Chair direct.

**Section 15.** Vacancies. All vacancies in officers, 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 where a quorum is present. The officer appointed must have majority vote of those present.

**Section 16.** A vacancy on the office of administrative officer (President) shall be filled by the elected Program Vice President.

## **ARTICLE XI. BOARD OF DIRECTORS**

**Section 1.** Members. The elected and appointed officers and directors shall constitute the Board of Directors of the Affiliate. The Affiliate must have five (5) directors with 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 Affiliate Board Meeting and General Meeting.

**Section 2.** Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to 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 the bylaws; appoint standing committee members and such other board and committee members as may be designated; act for the Affiliate between meetings of the membership; adopt rules to govern its proceedings; establish task forces or special committees as needed; determine date and location for any official meetings of the Affiliate.

**Section 3.** The Board may delegate to the Executive Committee such authority as it deems necessary with law.

**Section 4.** 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 as such time and place as may be designated. The Board of Directors may permit any or all of the 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 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.

**Section 5.** Special meetings of the Board may be called by the administrative officer or shall be called upon written request of a quorum of the Board of Directors.

**Section 6.** 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 7.** Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its members.

## **Article XII. 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 XIII. COMMITTEES**

**Section 1.** Standing Committees. There shall be the following standing committees: Public Policy/D&I, Violet Larney Trust Committee and Scholarships. There may be additional standing committees as shall be considered necessary by the Board of Directors.

**Section 2.** 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 as adopted by the board.

**Section 3.** 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 Job Descriptions for the Affiliate.



**Section 4.** The qualifications, duties, and terms of committee members shall be listed in the Job Descriptions for the Affiliate.

**Section 5.** 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 6.** All committees shall provide written reports to the Affiliate's Board of Directors for the annual meeting and such other times as requested.

**Section 7.** Quorum. The quorum for a meeting of any committee shall be a majority of its members.

#### **ARTICLE XIV. FINANCIAL ADMINISTRATION**

**Section 1.** Administration. The Affiliate's Board of Directors shall have responsibility to oversee the administration of finances, including preparation of the budget; oversee the management, acquisition, and disposition of the Affiliate's property and equipment in accordance with the bylaws; 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; adopt an annual Spending Plan for presentation to the Affiliate members.

**Section 2.** Dues. AAUW East Mesa (AZ) Affiliate dues are payable on or before June 30 annually.

**Section 3.** Payment of additional dues shall be waived for a transferring member whose correct dues have been paid to another state or branch organization.

**Section 4.** Dues for new members may be paid at any time.

**Section 5.** The Affiliate shall submit state dues, as applicable, by June 30 of each year.

**Section 6.** The proposed annual budget and annual financial report shall be prepared at the direction of the Board of Directors for their approval and presentation at the Affiliates Annual Meeting.

**Section 7.** There shall be an annual financial review of the Affiliates at the end of the financial year completed by members appointed by the President. Financial review results shall be communicated to the Board of Directors and Affiliate membership.

**Section 8:** Larney Trust Administration. The funds for the AAUW East Mesa (AZ) Affiliate from the Violet Larney Trust are held in three separate accounts managed by

Arizona Community Foundation (ACF): Corporate Advised Fund (CAF), Scholarship Fund and Reserve Fund.

- a. The Corporate Advised Donor Fund and the Scholarship Fund fall under ACF's 501 (c) (3) non-profit status as "component funds of ACF," which allows inter-fund transfers between these two funds. Excess Reserve Fund monies may be rolled into the corpus of the Trust. Approval by the Larney Trust Committee and Board of Directors is required prior to any changes in the funds or distributions from these three funds. All fund changes will be communicated to and conducted by ACF.
- b. The Corporate Advised Fund contains funds utilized for branch donations to 501(c)(3) organizations. Corporate Advised Fund can only grant to other non-profit organizations and cannot grant to themselves. Annually, unlimited distributions over \$250 per distribution are allowed from the CAF to qualified organizations.
- c. The Reserve Fund contains funds that are part of the annual distribution in excess of scholarship needs. They fall under the AAUW East Mesa AAUW Affiliate 501(c) (3) status and are subject to IRS restrictions for short form filing. It can be accessed twice a year and the fund should not exceed the IRS dollar limit for short form tax filing.
- d. The Scholarship Fund contains funds utilized exclusively for scholarships supported by the branch. Once distributed in the Scholarship Fund, monies cannot be moved to the Reserve Fund or the CAF. Distributions are made by Arizona Community Foundation directly to the colleges which the scholars attend.
- e. Operating Funds for the branch are held in a locally federally insured bank.

## **ARTICLE XV. 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 Affiliate 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 3.** Each member of the Affiliate in good standing shall be entitled to vote on any item of business. 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. 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 XVI. 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 XVII. 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.

Adopted by AAUW Requirement Changes

Presented to BOD: 1-9-2024

Emailed to AAUW AZ: 1-12-2024

Emailed to AAUW: 1-15-2024

Approved by membership 1-10-2024

AAUW East Mesa (AZ) Affiliate Committee: Janice Dill, Beverly Byrd