

**BYLAWS OF THE SEASIDE BRANCH OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
Approved by State June 16, 2014**

ARTICLE I. NAME AND GOVERNANCE

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

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

ARTICLE II. PURPOSE

The purpose of this branch shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research.

ARTICLE III. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members, and no member 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. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse or name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual 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.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member:

- (1) **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition as a branch.
- (2) **Determination of Admissibility to membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the Board of Directors is final.
- (3) **Saving Clause.** No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.
- (4) **Categories of Membership:**
 - (a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state or multistate organization, or other AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.
 - (b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.
- (5) **Life Membership.**
 - (a) **Paid Life Members.** An individual member may become a life member of AAUW upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues. A paid life member who is a member of a branch continues to pay annual state dues.
 - (b) **Fifty-year Honorary Life Members.** An individual branch member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW and state dues.
 - © **Privileges.** A life member of AAUW who maintains a membership in one or more branches or other AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national-member privileges only.
- (6) **State Membership**
 - (a) Individuals who meet the criteria for AAUW membership are eligible to be admitted to membership in this state.
 - (b) The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the state. The state member shall be entitled to vote, hold office, participate in all activities and programs, and receive the publications distributed to all members.
 - © A national member of AAUW residing within the boundaries of the state may become a member-at-large of the state upon payment of state dues. That member shall be

entitled to vote and serve on state committees, the state executive committee, and the state board of directors.

- (d) 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 the AAUW policies and procedures.

b. Partner Member

- (1) College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or other AAUW-affiliated entity following the procedures set forth in the state or branch bylaws.
- (2) Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office, but may participate in AAUW activities and programs.
- (3) A college or university within the state which is a College/University Partner of AAUW shall also be a College/University Partner of the state and shall be entitled to representation at all state meetings.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors. State fees shall be established by the state board of directors.

Section 5. Dues

a. Amount

- (1) The annual dues for individual members 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.
- (2) Dues for partner members shall be set by the AAUW Board of Directors.
- (3) Dues shall include the AAUW publication distributed to all members electronically or by mail. State dues shall include a subscription to the state publication distributed to all members and an allocated amount for the public policy committee.
- (4) The annual state dues for branch members and national members shall be determined by a two-thirds (2/3) vote of the state convention upon recommendation of the state board of directors.
- (5) Notice of a proposed dues change shall be sent to each branch in the state at least thirty (30) days prior to the meeting at which such amendment(s) shall be acted upon: or if previous notice has not been given, by unanimous vote of the convention and ratification by two-thirds (2/3) of the branches.
- (6) Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the state, are required to pay annual state and branch dues. The life member shall be exempt from payment of AAUW dues.
- (7) Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and state dues.

- (8) College/University Partners shall pay no state dues.
- (9) A branch recognized by AAUW between December 1 and June 30 shall pay state dues for each member at half the annual amount.
- (10) Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 5 days prior to the meeting.

b. Payment

- (1) National membership dues shall be payable in accordance with procedures established by the AAUW Board of Directors.
- (2) New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy. The state shall conform to AAUW policy regarding dues for new members received between January 1 and June 30.
- (3) State dues are payable to the state finance vice president on or before July 1.

c. Reciprocity

- (1) A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.
- (2) Since all states and branches have a reciprocal membership policy, payment of any additional state dues shall be waived for a transferring member whose current dues have been paid to another branch or state.

Section 6. Severance of Membership. A member may be suspended or dropped 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.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of 3 members, appointed by the President in January, who shall report in February to the branch.
- b. The term of service on the nominating committee shall be for one year.
- c. The names of the nominees for elected office shall be published and sent to every member at least 5 days prior to the annual branch meeting.
- d. Nominations may be made from the floor, at the time of the election, with the consent of the nominee.

Section 2. Elections

- a. Elections shall be held at the annual branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article X.

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The elected officers for the branch shall be the President and treasurer.
- b. Appointed officers may include Public Policy, Bylaws, AAUW Funds, historian, publicity, secretary, membership chair, program chair, and others deemed necessary to carry on the work of the branch. They will be appointed by the president with the consent of the board.
- c. Officers shall serve for a term of 2 years or until their successors have been elected or appointed and assume office. President and treasurer shall be elected in uneven years. Secretary and Membership Chair shall be appointed in even years. Program Chair shall be appointed in uneven year. Term of office shall begin on July 1.
- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than 2 consecutive terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the board.
- f. Each office may be filled by an officer or co-officers.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by 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 submitting such reports and forms as required by AAUW.
- c. The vice presidents shall perform such duties as the president and the board shall direct and as specified in branch policies and job descriptions.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- e. The secretary shall record and keep minutes of all board, membership, and special meetings.
- f. All officers and chairs shall submit annual reports to the president.

Section 3. Organization

- a. The branch will provide AAUW annually with designated contacts for president (or administrative officer) and finance officer.
- b. The branch will designate a member other than the contacts for president and finance to record the minutes of each branch meeting and branch board meeting.

ARTICLE VII. BOARD OF DIRECTORS

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

Section 2. Administrative Responsibilities. The board shall have the power to administer affairs of the branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article IX, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least 3 times a year at a time and

place agreed upon by the board. Electronic meetings are acceptable.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon request of 2 members of the board provided that notice of such meeting and its agenda have been given to the members of the board. Electronic meetings are acceptable.

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

Section 6. Voting Between Meetings. Between meetings of the branch board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

Section 7. Removal From Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

ARTICLE VIII. COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with consent by the board.

Section 2. Purpose. With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

ARTICLE IX. FINANCIAL ADMINISTRATION

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

Section 2. Financial Policies. The board 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.

Section 3. Budget. The board shall adopt an annual budget for presentation to the branch.

ARTICLE X. MEETINGS AND CONVENTIONS

Section 1. Annual Meeting. The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers; fixing dues; amending bylaws if necessary; receiving report of officers, committees, and task forces; and conduct other such business as may deemed necessary. This meeting of the branch shall be held between January and December the exact time and place determined by the board.

Section 2. Membership Meetings. The branch shall hold at least 3 meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of 2 members of the board or 15 percent of the branch membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the branch at least 5 days prior to the meetings.

Section 5. Quorum. The quorum shall be 15 percent of the branch membership.

Section 6. Conventions. Delegates and alternates shall be elected by the branch and certified by the branch president. The number of delegates to which the branch is entitled shall be governed by the bylaws of the state or AAUW.

ARTICLE XI. PROPERTY AND ASSETS

The title to all property, funds, and assets is vested in the AAUW Seaside Branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of the dissolution of AAUW Seaside Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XII. LOSS OF RECOGNITION

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

ARTICLE XIII. 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 those of the state.

ARTICLE XIV. INDEMNIFICATION

The organization shall indemnify to the fullest extent permitted by Oregon law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the organization) by reason of the fact that the person is or was an officer of the organization, or serves or served at the request of the organization as an officer. This indemnification is provided if the person proceeded in good faith, reasonably believed the conduct was in the organization's best interests, and in the case of any criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful. The right to and the amount

of indemnification shall be determined by the board of directors, in accordance with the provisions of Oregon law in effect at the time of the determination.

ARTICLE XV. 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, except that an incorporated branch shall take the necessary steps required by state law or its articles of incorporation.

Section 2. Prior Approval. All other proposed amendments to the branch bylaws shall be sent to the state governance committee for approval before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

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 provided written notice shall have been sent to the members at least 5 days prior to the meeting.

Date Last Amended:

Revised November 2002

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