

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF SEASIDE, OREGON

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Seaside, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW Seaside 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. There shall be a nominating committee of 3 members, appointed by the President in January, who shall report in March to the Affiliate.
- b. The term of service on the nominating committee shall be one year.

Section 2. Nominations

- a. The names of nominees for elected office shall be published and sent to every member at least 5 days prior to the annual Affiliate meeting.
- b. Nominations may be made from the floor, at the time of the election, with the consent of the nominee.

Section 3. Elections

- a. Elections shall be held at the annual Affiliate meeting (between March and July).
- 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 provided the number of members voting meets the quorum.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Officers and Directors

- a. The elected officers for the Affiliate shall be the President, Financial VP, Program VP, Membership VP, and Secretary.

b. Appointed officers will include Public Policy, WINGS Representative, Scholarship Foundation Representative and Past President.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws and by the procedures and policies adopted by the board of directors.
- b. The president shall be the official spokesperson and representative for the Affiliate 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 Affiliate policies and job descriptions.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the Affiliate and for meeting specific deadlines.
- e. The secretary shall record and keep minutes of all board, membership, and special meetings.

Section 3. Terms of Office.

- a. Officers shall serve for a term of 2 years or until their successors have been elected or appointed and assume office. President, Membership VP, and Secretary will be elected on the uneven year. Financial Officer and Program VP will be elected on the even year. 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.
- b. Beginning of terms. Terms of office shall begin on July 1.
- c. Removal from Office. An officer or director of the Affiliate may be removed for any reason or no reason by a 20% vote at an in-person meeting of the Board of Directors.

Section 4. Vacancies

- a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board of Directors.
- b. A vacancy in the office of the administrative officer shall be filled by the elected Membership VP. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single 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 eight 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 Affiliate membership and board meeting. An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer.

Section 2. Powers and Duties 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 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 hear 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. If there is a co-officer structure, the allocation of votes for each co-officer will be one vote for the office.
- 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 majority of the members 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, provided that every member of the board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. 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 president, financial officer, and program VP.

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 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. Meetings. The Executive Committee shall meet as necessary at the call of the administrative officer and at other times at the call of the administrative officer or at the written request of two members of the Executive Committee. The Executive Committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting (see state law). A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Executive Committee will take effect if passed by the majority of its members.

Section 4. Voting between Meetings. Between meetings of the Executive Committee, a vote may be taken at the request of the administrative officer on any question submitted to the committee in writing, provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all Executive Committee 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 an Executive Committee meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be two of its members.

ARTICLE XII. COMMITTEES

Section 1. Standing Committees.

- a. There shall be the following standing committees: Scholarship Foundation and WINGS. 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.
- c. Qualifications, Duties, and Terms of Committee Chairs.
- d. Qualifications, and Terms of Committee Members

Section 2. Special Committees and Task Forces Special committees and task forces may be authorized by the Board of Directors, as necessary. 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 as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall be a majority of those present.

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.

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

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 Seaside, OR Annual Meeting to conduct the business of the Affiliate. The Annual Meeting may include the election of officers; the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be 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 10% of the membership.

Section 3. Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least 5 days before the date of the meeting to all members.

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 paper, electronic, or oral vote. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.
- c. 20 percent of the members entitled to vote shall constitute a quorum.
- d. The affirmative vote or majority of the votes cast shall be necessary for the adoption of noticed business and to adopt amendments to these bylaws.

ARTICLE XV. 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, sit, or proceeding by or in the right of the Affiliate) by reason of the fact that the person is or was an officer of the Affiliate, or serves or served at the request of the Affiliate as an officer. This indemnification is provided if the person proceeded in good faith, reasonably believe the conduct was in the Affiliate's best interests, and in the use 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 XVI. ADMENDMENTS TO THE BYLAWS

Provision of these bylaws not governed by the AAUW bylaws may be amended at an Affiliate 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.

Approved as amended and revised:
November 3, 2016