

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF
TIGARD AREA (OREGON) AFFILIATE**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the American Association of University Women (AAUW) Tigard Area Branch, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Tigard Area Branch 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 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 Program. The policies and program 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 program.

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 education 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 and 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 AAUW 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 an 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 the member loses 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 Boards 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 Affiliates'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 Affiliates's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. AFFILIATE MEMBERSHIP, DUES, AND PRIVILEGES

Section 1. Individual Membership, Dues, and Privileges

a. Eligibility: An individual shall be granted membership in the Affiliate upon payment of AAUW, state and Affiliate dues. A paid Life Member who is a member of the Affiliate continues to pay annual state and Affiliate dues. A Fifty-Year Honorary member who is a member of the Affiliate shall thereafter be exempt from the payment of state and Affiliate dues.

Section 2. Dues

a. Amount

(1) The annual dues for individual members shall be established by a two-thirds vote of the 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 Affiliate 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 in 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 affiliates.

(6) Paid life members of AAUW, as defined in AAUW policy, who are affiliate 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) An Affiliate recognized by AAUW between December 1 and June 30 shall pay state dues for each member at half the annual amount.

(10) Changes in affiliates 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 thirty (30) days prior to the meeting.

b. Payment

(1) National membership dues shall be payable in accordance with procedures established by the AAUW Board or 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 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.

ARTICLES IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of three members. One shall be elected by the Board of Directors at the first board meeting of the fiscal year. This person will be a carry-over from the previous year and serve as committee chair. The two other members shall be elected by the affiliate membership two months before the annual election meeting.
- b. The term of service of the nominating committee shall be for one year for a maximum of two consecutive years.
- c. The names of the nominees for elected office shall be presented at the affiliate meeting at least one month prior to the annual meeting or sent to every member in writing at least two weeks prior to the annual meeting.

Section 2. Elections

- a. Elections shall be held at the annual affiliate meeting, which shall be in April.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by 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 of 20 % of the affiliate members.

ARTICLE X. OFFICERS

Section 1. Officers

- a. There shall be officers to fulfill the functions of administration, programs, membership, finance, and communications.
- b. The elected officers shall be a president, vice presidents for program, vice president for membership, secretary, and finance officer. The position of president, vice president for

program and secretary shall be elected on odd number years and vice president for membership and finance chair elected on even number years.

- c. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- c. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office.
- d. All vacancies in office shall be filled for the unexpired term by the board.
- e. 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 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 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.
- f. All officers and chairs shall submit annual reports when requested by the president.

Section 3. Organization

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

ARTICLE XI. 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 affiliate and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the affiliate between membership meetings. The board shall have fiscal responsibility as outlined in Article VII, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least three times per year at a time and place agreed upon by the board.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of 20% of the board provided that at least seven days notice of such meeting and its agenda have been given to the members of the board.

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 affiliate 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 XII. 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.

Section 3. Local Scholarship Committee. It shall be composed of a chair and committee of at least two members for the purpose of selecting the scholarship recipient.

ARTICLE XIII. 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 affiliate.

ARTICLE XIV. MEETINGS

Section 1. Annual Meeting. The affiliate shall hold an annual meeting to conduct the business of the affiliate, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the month of April.

Section 2. Membership Meetings. The affiliate shall hold at least seven general membership meetings during the fiscal year. The affiliate board shall determine the time and place for these meetings. Notification shall be in the bi-monthly newsletter and will specify the day, place, and hour of the meeting.

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

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

Section 5. Quorum. The quorum shall be twenty percent of the current affiliate membership.

ARTICLE XV. PROPERTY AND ASSETS

The title to all property, funds, and assets is vested in the AAUW Tigard Area Affiliate 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 dissolution of AAUW Tigard Area 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 XVI. PARLIAMENTARY AUTHORITY

The rules contained in the 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 these bylaws or those of the state.

ARTICLE XVII. 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 XVIII. AMENDMENTS TO THE BYLAWS

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

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

Section 3. Affiliate Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a affiliate meeting by two-thirds vote of those present and voting provided written notice shall have been sent to the members at least two weeks prior to the meeting.

Date last amended:

Approved by State Governance Committee:

April 2, 2012

June 7, 2014

Oct. 27, 2015

Nov. 10, 2016