

BYLAWS OF
THE BAKER BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN

***ARTICLE I. NAME AND GOVERNANCE**

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

Section 2. Affiliate. This branch is an affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. This branch shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this branch 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 this branch is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, this branch shall promote equity, education, and development 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 programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name 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 this branch (as defined below in Article V, Section I) 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. 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. 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. [SEP]
- c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance. [SEP]

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.

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ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominations

A nominating committee of three(3) members shall be elected by the board of directors and/or branch members at least three months prior to the annual meeting, one of whom shall be appointed chair of the committee. The report of the nominating committee shall be sent to members at least two weeks before the election. Nominations can be made from the floor at the time of the election, provided consent of the nominee has been obtained.

Section 2. Elections

- a. Elections shall be held at the annual Branch meeting.
- b. Election shall be by secret ballot except that if there is only one nominee for an office it shall be by

voice vote. Election shall be by a majority vote of those present and voting.

ARTICLE IX OFFICERS

Section 1. One co-president, vice president for membership, and the secretary shall be elected in odd-numbered years.

Section 2. One co-president, the vice president for program and the treasurer shall be elected in even-numbered years.

Section 3. Other officers appointed by a co-president to do the work of the branch.

Section 4. Qualification for office: The elected and appointed officers shall be members of AAUW, AAUW of Oregon, and the Baker Branch.

ARTICLE X BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the elected and following appointed officers of the branch: public policy, communications, AAUW Funds, and such other appointed officers the co-presidents have appointed to do the work of the branch.

Section 2. The Board of Directors shall manage and supervise the business and activities of the branch subject to the instructions of the annual meeting. It shall accept responsibility for such matters as delegated by the Association and the state board. It shall have the power to create special committees and task forces as deemed necessary, and shall perform such other duties as are specified by these bylaws

Section 3. Meetings of the board of directors shall be held at least three times a year. Special meetings may be called by a co-president or upon the written request of four members of the board.

Section 4. The quorum of a board meeting shall be a majority of its members.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the elected officers and shall act in the interim between meetings.

Section 2. The committee may act for the board between meetings of the board and shall have such power and authority as may be delegated to it by the board. The committee shall report to the board of its work and action.

Section 3. The committee shall meet at the call of one of the co-presidents.

Section 4. QUORUM The quorum of the executive committee shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

ARTICLE XII. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, AAUW Funds, bylaws, communication, and others as deemed necessary for the work of the branch.

Section 2. Special committees may be appointed by the co-presidents with the consent of the board.

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 branch.

ARTICLE XIV. MEETINGS

Section 1. There shall be at least seven (7) meetings of branch members each year.

Section 2. An annual meeting of the branch shall be held between March 1 and May 31, the exact time

and place to be determined by the board. At the annual meeting members shall elect officers, fix dues, amend bylaws if necessary, receive reports of officers, committees and task forces, and conduct such other business as may be necessary.

Section 3 Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of a board member or by 10% of the branch membership.

Section 4 Notice of the special meeting must be made to the branch members at least 10 days before the scheduled meeting.

Section 5. Twenty-five percent (25%) of the members of the branch shall constitute a quorum.

ARTICLE XV. PROPERTY AND ASSETS

The title to all property, funds, and assets is vested in the AAUW Baker 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 Baker 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. LOSS OF RECOGNITION

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

ARTICLE XVII. 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 XVIII INDEMNIFICATION

(The following reflects the Oregon state code.)

Section 1. 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) 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 proceedings, 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 XIX AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring branch bylaws into conformity(as defined in Article VII) 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. Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

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 two weeks prior to the meeting.

Last updated: March 9, 2020 by Karen Zimmer, Baker Branch

