



AMERICAN ASSOCIATION OF UNIVERSITY WOMEN BYLAWS OF AAUW OF OREGON April 2019

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW of Oregon 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 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 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 programs. 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 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 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 20 years of annual AAUW dues, based on the amount of annual AAUW dues in 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 (50) 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.** Annual AAUW dues and Member benefits for any category of Member shall be set by 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 sixty (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.

- A. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate.
- B. 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.
- C. 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.
- D. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. SPECIFIC AFFILIATE PROVISIONS

- A. **Governance:** AAUW of Oregon is a 501(c)(4) mutual benefit organization.
- B. **State member-at-large:** 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 to serve on state committees, the state executive committee, and the state board of directors.
- C. **College/University Member:** A college or university within the state which is a College/University Member of AAUW shall also be a College/University Member of the state and shall be entitled to representation at all state meetings.
- D. **Dues:** Fifty-year Honorary Life Members of AAUW are exempt from payment of AAUW and state dues. College/University Members shall pay no state dues. A branch recognized by AAUW between December 1 and June 30 shall pay state dues for each member at half the annual amount.
- E. **Payment:** 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. State dues are payable to the state finance vice president on or before July 1.
- F. **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.

ARTICLE VII. 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 VIII. 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 IX. FINANCIAL AFFAIRS

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

Section 2. Financial Policies. The state 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 examination. The state executive committee shall provide for such financial examination and control of funds as are necessary to assure their safekeeping and complete accounting.

Section 3. Budget. The annual budget for the state shall be prepared by the finance vice president and the president, with review by the executive committee, and approval by the state board of directors. The executive committee shall have the authority to revise the budget within available income.

ARTICLE X. OFFICERS:

Voting is determined by the office, not by the number of people holding the office: each office is entitled to only one vote, regardless of the number of members holding that office.

Section 1. Elected Officers.

The elected officers of this state shall include a president, four vice presidents (for communications, finance, membership, and program), a secretary, and a director from each district. There shall be a president-elect, elected in odd-numbered years, serving for a term of one year. The president-elect shall automatically assume the office of president at the end of the one-year term as president-elect.

Section 2. Appointed Officers.

The appointed officers of this state shall be a parliamentarian, AAUW Funds chair, public policy chair, governance chair, historian, college/university relations chair, local arrangements committee chair, dues/data manager, *Oregon News* editor, web manager and such other officers as may be considered necessary to carry on the work of the state. They shall be appointed by the president, in consultation with the executive committee. In making such appointments, the president shall have due regard for geographical representation and rotation of members.

Section 3. Qualifications for Office.

- A. The elected and appointed officers shall be members of AAUW and AAUW of Oregon.
- B. Any member of the state who has served on the Oregon Board of Directors shall be eligible to hold the office of president and president-elect.

Section 4. Terms of Office, Rotation, and Removal.

- A. The term of each officer shall begin on July 1; however, the incoming or continuing president may call meetings of the incoming executive committee and board of directors prior to July 1 for the purpose of approving appointments and making plans for the coming year.
- B. Officers shall serve for a term of two years or until their successors have been elected or appointed and have assumed office.
- C. No elected officer shall hold the same office for more than two consecutive terms.
- D. An appointed officer shall not hold the same office for more than two consecutive terms; however, this provision may be waived if the member agrees and the board of directors concurs in having the member serve another term(s).
- E. An officer or director may be removed for any reason by a two-thirds (2/3) vote at an in-person meeting of the board of directors in accordance with policies and procedures adopted by the board of directors.

Section 5. Vacancies.

- A. A vacancy in the office of president shall be filled by the following procedures:
 - 1. In the event of a temporary absence or short-term vacancy, the president-elect will assume the duties of the presidency. If there is no president-elect, the four vice-presidents (communications, finance, membership, and program) will select one of themselves to assume the duties of the presidency.
 - 2. In the event of a long-term or permanent vacancy, the president-elect will assume the duties of the presidency. In the event of a long-term or permanent vacancy and if there is not a president-elect, the executive committee shall direct the nominating committee to initiate a process for receiving nominations; the executive committee shall establish a policy for voting upon such nominees.
- B. In the case of a vacancy in the office of the communications, finance, membership or program vice presidents or the secretary for one year or longer:

1. The executive committee shall direct the nominating committee to initiate a process for receiving nominations and presenting nominees to the executive committee.
 2. The executive committee shall establish a policy for voting upon such nominees.
 3. A vacancy in any of these officer positions shall be filled for any unexpired term of less than one year by a replacement who will be appointed by the executive committee.
- C. In the case of a vacancy in the office of a district director:
1. The executive committee shall direct the nominating committee to initiate a process for receiving nominations from the branches within the affected district and shall present nominees to the executive committee.
 2. The executive committee shall establish a policy for voting upon such nominees.
 3. A vacancy in the office of any district director shall be filled for any unexpired term of less than one year by a replacement from the affected district who will be appointed by the executive committee.
- D. A vacancy in any appointed office shall be filled for the unexpired term by a replacement who shall be appointed by the president, in consultation with the executive committee.
- E. A vacancy in the nominating committee shall be filled by the elected alternate of that committee. If more than one vacancy occurs it shall not be filled.

ARTICLE XI. DUTIES OF OFFICERS

Section 1. Duties of Elected Officers. Officers and directors shall perform the duties described by these Bylaws, AAUW or Oregon policies, and the parliamentary authority adopted by AAUW of Oregon.

A. President.

1. As the executive officer, the president shall:
 - a. Appoint, after consultation with the executive committee, all appointed officers, and chairs of committees except the nominating committee and those otherwise provided for in the bylaws;
 - b. Select members of standing and special committees, in consultation with the respective chairs;
 - c. Submit reports as required by AAUW;
 - d. Be responsible for bringing the state bylaws into conformity with the AAUW bylaws;
 - e. Preside at all meetings of the state, executive committee, and the board of directors;
 - f. Serve as an ex-officio member of all committees except the nominating committee;
 - g. Perform all other duties usually pertaining to this office or those designated by the executive committee or the board of directors; and
 - h. Be responsible for ensuring that AAUW is annually provided with a designated contact for administration and finance plus make available minutes upon request.
2. As the official representative of the state, the president or the president's designated substitute shall represent the state in all work with other organizations and at meetings and conferences.

B. President-Elect.

1. The president-elect shall:
 - a. Assume the office of the president in the event of a vacancy in that office;
 - b. Perform the duties of the president in all cases in which the president is unable to serve;
 - c. Assist in such matters as may be delegated by the president, the executive committee, or the board of directors; and
 - d. Serve as a member of any committee, except the nominating or audit committees, whenever designated by the president.
2. The president-elect will assume the office of president upon the completion of the president's two-year term of office.

C. Vice Presidents. There shall be four (4) vice presidents of this organization: communications, finance, membership, and program. The vice presidents shall perform such duties as these bylaws, the state policies, the president, the executive committee, or the board of directors shall direct. No ranking or succession is implied by the listing of these officers.

D. Secretary. The secretary shall:

1. Be responsible for the recording of the minutes of the meetings of the state, the executive committee, and the board of directors;
2. Be designated by the state organization to make available upon request the minutes of the meetings of the state, the executive committee, and the board of directors; and
3. Perform such other duties as may be assigned by the president, the executive committee, or the board of directors, or as specified in these bylaws.

Section 2. Duties of District Directors: The district directors shall perform such duties as are specified in the state policies and in these bylaws.

Section 3. Duties of Appointed Officers.

- A. The dues treasurer shall perform such duties as are specified in the state policies.
- B. The historian shall perform such duties as are specified in the state policies.
- C. The parliamentarian shall perform those duties recommended in the latest edition of Robert's Rules of Order Newly Revised.

Section 4. Duties of Immediate Past President of the State. The immediate past president of the state shall:

- A. Serve as an advisor and resource to the state president, the executive committee, and the board of directors in developing, implementing, and overseeing all AAUW activities in the state;
- B. Ensure a smooth transition from office, to include providing the president-elect with a thorough orientation and organized president's historical files;
- C. Be available for special requests from the president; and
- D. Serve as a mentor

ARTICLE XII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The nominating committee, which shall be independent of the executive committee and of the board of directors, shall be elected by the following procedures:

- A. The annual meeting attendees shall elect a nominating committee of five (5) plus one alternate all of whom must be members of the state.
- B. One member must be a continuing member from the previous year's committee and one a past state president to serve for the following term (until the next annual meeting).
- C. The chair of the nominating committee shall be elected by the members of the committee.
- D. Nominees for the next nominating committee shall be presented by the current nominating committee.

Section 2. Nominations.

- A. Suggestions from the branches and from individual members shall be submitted in writing to the chair of the nominating committee at least two (2) months prior to the annual meeting; the chair shall report all names received to the members of the committee.
- B. The nominating committee shall present a slate of nominees to the board of directors and notify the branches through the state-wide publication at least thirty (30) days prior to the annual meeting, naming at least one candidate for each office to be filled.
- C. Nominations may be made from the floor at the time of the election, provided the written consent of the nominee has been obtained.

Section 3. Elections.

- A. The elected officers of the state shall be elected at the annual meeting by the duly-accredited delegates.
- B. Delegates from each district shall elect the director from their district.
- C. Elections shall be by ballot except when there is only one candidate for an office, in which case the election may be by voice vote.
- D. A majority of the votes cast shall be necessary for election.

- E. The president, the communications vice president, and the membership vice president shall be elected in even-numbered years. The finance vice president, the program vice-president, and the secretary shall be elected in odd-numbered years. The president-elect shall be elected in odd-numbered years for a one-year term.
- F. The board of directors shall designate which district directors shall be elected in even- and in odd-numbered years.

ARTICLE XIII. BOARD OF DIRECTORS

The board of directors shall initiate and carry out the state's programs and policies and shall act for the state between annual meetings.

Section 1. Composition. The board of directors shall include:

- A. The executive committee;
- B. The parliamentarian, AAUW funds chair, public policy chair, and the governance chair;
- C. District directors; and
- D. Members fulfilling such other functions as deemed necessary by the board of directors.

Section 2. Duties. The board of directors shall:

- A. Adopt rules to govern its procedures;
- B. Approve the budget;
- C. Receive the report of the examiner of the financial records;
- D. Approve the programs for state meetings; and
- E. Recommend at the annual meeting such additional committees as are considered necessary for the work of the organization.

Section 3. Meetings and Quorum.

- A. Regular meetings of the board of directors shall be held at least two (2) times a year at the call of the president at such time and place as the president shall designate; these meetings are open to all state members.
- B. Special meetings of the board of directors may be called at any time upon the written request of five (5) members of the board of directors, provided that at least five (5) days' notice of such meeting and its agenda shall have been given to the members of the board of directors.
- C. The quorum for a meeting of the board of directors shall be a majority of the directors.
- D. Voting shall be by directors

Section 4. Voting Between Meetings.

- A. Between meetings of the board of directors, a written and/or an electronic vote may be taken at the request of the president on any question.

- B. Voting shall close ten (10) days after the question has been submitted to the board of directors.
- C. Responses must be received from 2/3 of the members of the board of directors, and the response from each member of the board of directors must be filed with the minutes of the board of directors' meeting.
- D. The resulting vote will have the same effect as if the votes were cast at a meeting of the board of directors.

Section 5. 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 XIV. EXECUTIVE COMMITTEE: In accordance with the bylaws and annual meeting action, the executive committee shall have the general power to administer the affairs of the state and shall act for the board of directors between its meetings.

Section 1. Composition. The executive committee shall be composed of the elected officers of the state: the president, the vice presidents for communications, finance, membership and program, and the secretary; the president-elect shall be a member of the executive committee during her/his one-year term.

Section 2. Duties. The executive committee shall:

- A. Adopt rules to govern its procedures;
- B. Act for the board of directors in the interim between meetings of the board of directors except to assume such duties as are specifically delegated to the board of directors by these bylaws;
- C. Determine the special committees necessary for the work of the state and recommend their establishment to the board of directors;
- D. Confirm the appointments of chairs of committees and appointed officers;
- E. Provide for the examination of funds;
- F. Determine the time and place of the annual meeting;
- G. Make recommendations to the board of directors;
- H. Report its activities and actions to the board of directors;
- I. Approve the agenda for state meetings; and
- J. Perform such duties as may be assigned by the board of directors or specified in these bylaws and in the state policies.

Section 3. Branch Supervision

- A. **Branch Recommendations.** Upon recommendation of the state president, the state executive committee shall recommend to AAUW action to be taken in regard to the admittance of new branches or the discontinuance of current branches within the organization.
- B. **Loss of Recognition of a Branch.**
 - 1. The state executive committee shall review the findings of any branch which shall appear to have forfeited its right to continue as a branch under the AAUW Bylaws and recommend action to be taken.
 - 2. A branch shall be deemed to have forfeited its right to continue as a branch if the branch has violated the purpose of AAUW or maintained branch bylaws or practices that conflict with the Bylaws or Policies of AAUW.
 - 3. The branch shall have the right to appeal to the executive committee within a designated period.
 - 4. The state may initiate the process of branch discontinuance if there is no branch response or effort to comply.

Section 4. Meetings and Quorums.

- A. **Meetings.** The executive committee shall meet at least once a year at the call of the president, and at other times at the call of the president or at the written request of two (2) members of the executive committee.
- B. **Quorums.** A quorum shall be a majority of the members of the executive committee.

Section 5. Voting Between Meetings.

- A. Between meetings of the executive committee, a written and/or an electronic vote may be taken at the request of the president on any question.
- B. Voting shall close ten (10) days after the question has been submitted to the executive committee.
- C. Responses must be received from 2/3 of the members of the executive committee.
- D. The response from each executive committee member must be filed with the minutes of the executive committee's meeting.
- E. The resulting vote will have the same effect as if the votes were cast as a meeting of the executive committee.

ARTICLE XV. COMMITTEES

Section 1. Standing Committees. There may be standing committees on the work of appropriate AAUW standing committees, including governance, college/university relations, communications, AAUW Funds, membership, program development, public policy, and such others as deemed necessary by the annual meeting body, the executive committee, or the board of directors.

Section 2. Special Committees. There may be established such special committees as shall be deemed necessary by the annual meeting attendees, the executive committee, or the board of directors.

Section 3. Qualifications and Terms of Committee Chairs and Members.

- A. Committee chairs shall be members of AAUW.
- B. Members of standing and special committees shall be chosen for their experience and work in AAUW and/or their special aptitude for the work of the committee, with due regard for geographical representation and rotation in membership.
- C. Standing committee chairs shall serve for a term of two (2) years and shall be eligible for reappointment for one (1) term only in the same position.
- D. Special committee chairs shall serve for a period of time determined by the appointing body.

Section 4. Composition and Duties of Committees.

- A. **Standing Committees.** With the approval of the executive committee, each standing committee shall formulate programs to carry forward the work of AAUW within the state. Each standing committee shall cooperate with the appropriate AAUW committee and with committees in branches to initiate and promote projects of a statewide and national scope. The committees shall be comprised of a chair or the appropriate vice president and other members as described in the state policies.
 - 1. **The Committee on Governance** shall be responsible for bylaws, policies, and resolutions. It will receive for review the biennial amendments of all branch bylaws by December 1 following the AAUW convention, to ensure that they conform with the current AAUW Bylaws. Following the AAUW convention, the committee shall also review the state bylaws to ensure conformity with the AAUW Bylaws.
 - 2. **The Committee on College/University Relations** shall be responsible for planning and developing a mutually supportive relationship between institutions of higher education and the state.
 - 3. **The Committee on Communications** shall be responsible for editing and publishing state publications, coordinating public information, and providing information to the branches.
 - 4. **The Committee on AAUW Funds** shall implement the AAUW programs on Fellowships, Research, and Projects, and such others as may be established by AAUW or the AAUW Funds Committee.
 - 5. **The Committee on Membership** shall endeavor to increase membership in the state through the establishment of new branches and the suggestion of methods to increase and maintain membership. It shall assist branch membership chairs in problems of qualifications for membership and in the development of membership orientation programs.
 - 6. **The Committee on Program Development** shall be responsible for providing policy guidance for program direction in the program areas and issues of AAUW and for the continuing program concerns of the state and shall consider future AAUW program issues. The program committee shall include all members of the board of directors.

7. **The Committee on Public Policy** shall formulate and implement state public policy program in compliance with AAUW policy.
8. **Special Committees** shall perform such duties as are assigned by the annual meeting body, the executive committee, or the board of directors.

ARTICLE XVI. DISTRICTS

Section 1. Districts. Oregon shall be divided into districts composed of areas, as determined by the state board of directors.

Section 2. District Directors. Each district shall elect a district director. Each district director shall be a member of the state board of directors and shall serve as an advocate for and deliver services to the branches in that district.

Section 3. Role and Functions. Districts shall provide branches with a means of communicating, interacting, training and furthering AAUW and state policies and programs.

ARTICLE XVII. BRANCHES

Section 1. Branches and Comparable AAUW-Affiliated Entities.

- A. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- B. Branches and comparable AAUW-affiliated entities may be geographically based or may be a virtual, online branch not tied to a geographic area.

Section 2. Organization.

- A. **Purpose.** Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.
- B. **Bylaws.** Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with these AAUW Bylaws or with controlling state law.
- C. **Structure.**
 1. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs.
 2. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance; these contacts can be the president and finance officer if that is consistent with the entity's structure.
 3. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting.

Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity.

- A. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- B. The branch shall have the right to appeal to the Board of Directors within a designated period.

Section 4. Property and Assets.

- A. The title to all property, funds, and assets of a branch is vested in the 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.
- B. The branch or comparable AAUW affiliated entity 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.
- C. In the event of the dissolution of the 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.
- D. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE XVIII. BRANCHES' RESPONSIBILITIES TO THE STATE

Section 1. Duties of the Branch President. The branch president shall:

- A. Submit such reports and forms as are required by the state and AAUW;
- B. Be responsible for the updating of branch bylaws to conform with the AAUW Bylaws, and submitting them to the state governance chair;
- C. Be responsible for bringing the branch bylaws into conformity with the state bylaws after every state convention and submitting them to the state governance chair; and
- D. Recommend to the state president candidates for state appointive offices.

Section 2. Duties of the Branch Financial Officer. Unless otherwise authorized by the AAUW Board of Directors, the branch financial officer shall send state dues to the state dues treasurer postmarked no later than July 1st; dues received after July 1st for late renewals or new members shall be forwarded immediately.

Section 3. Duties of Other Officers and Chairs. Branch officers and committee chairs shall make reports as may be required by a member of the state board of directors or by a special committee chair.

ARTICLE XIX. MEETINGS OF THE STATE (Annual Meeting)

Section 1. Time, Place and Notification.

- A. The state shall hold at least one (1) regular meeting each year to be known as the annual meeting to conduct the business of the state, including the election of officers and the nominating committee and the receiving of reports of officers and committee chairs.
- B. The time and place shall be determined by the executive committee.
- C. Special meetings may be called by the president or shall be called by the president on the written request of five (5) members of the board of directors, representing at least three (3) branches.
- D. Notice of meetings shall be sent to all branches, members of the state board of directors, college/university members of AAUW within the state, the AAUW membership office, and state members-at-large at least thirty (30) days prior to the meeting.
- E. All meetings of the state, including meetings of the board of directors, shall be open and may be attended by any member of the state.
- F. If circumstances prevent the holding of a state meeting, the executive committee shall provide for the conduct of necessary business.

Section 2. Representation.

- A. **Voting body.** The voting body of any meeting of the state shall be composed of:
 - 1. state representatives, including the following:
 - 2. elected and appointed officers;
 - 3. chairs of all standing and special committees;
 - 4. past presidents of the state so long as they are members of AAUW; and
 - 5. Oregon members serving at the AAUW national level;
 - 6. branch and other delegates, including the following:
 - 7. branch presidents;
- B. **Delegates**
 - 1. one (1) delegate for each twenty-five (25) members of each branch or major fraction thereof, the number being determined by branch membership totals
 - 2. Each branch shall be entitled to at least one delegate, in addition to the president. Each branch president may rotate delegates and alternates as necessary, as long as those voting have registered with the credentials desk, and the total branch delegates voting at any one time does not exceed the number allotted to the branch.
 - 3. A branch recognized after February 1 shall be entitled to be represented by one (1) delegate.
 - 4. No delegate shall represent more than one (1) branch. (c) one (1) delegate appointed by the president for each twenty-five (25) paid-up members-at-large of the state; and (d) one (1) delegate of each college/university partner member of the state.
- C. **Voting.** A member of the voting body shall cast no more than one (1) vote.
- D. **Quorum.** Delegates representing a majority of the branches shall constitute a quorum.

ARTICLE XX. ADDITIONAL AAUW ENTITIES:

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE XXI. PROPERTY AND ASSETS

Section 1. Title. The title for all property, funds, and assets is vested in AAUW of Oregon or multistate structure 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.

Section 2. Dissolution. In the event of the dissolution of AAUW of Oregon or the termination of its affiliation with AAUW, all assets of the state shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW; AAUW may solicit and consider recommendations from local leaders before making a designation

ARTICLE XXII. PARLIAMENTARY AUTHORITY:

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws, the requirements of AAUW, or the laws of the State of Oregon.

ARTICLE XXIII. INDEMNIFICATION

- A. 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, 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.
- B. This indemnification is provided if the person proceeded in good faith, reasonably believed the conduct was in the organization's best interests, and the person had no reasonable cause to believe the conduct was unlawful.
- C. The right to and the amount of indemnification shall be determined by the executive committee, in accordance with the provisions of Oregon law in effect at the time of the determination.

ARTICLE XXIV. AMENDMENTS TO THE BYLAWS

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

Section 2. Prior Approval. All other proposed amendments to the state bylaws shall be sent to the AAUW Governance Committee Chair for approval before being voted on.

Section 3. Member Vote.

- A. The provisions of these bylaws not governed by the AAUW Bylaws may be amended at any annual meeting by a two-thirds (2/3) vote of those present and voting thereon, provided notice of the proposed amendments shall have been 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 annual meeting and ratification by two-thirds (2/3) of the branches.
- B. An amendment to the bylaws of this organization shall become effective and binding on all branches.

History of Amendments to this document:

February 2006 Amended and brought into conformity with *AAUW Charter and Bylaws*

April 2007 Amended at state convention

April 2008 Amended at state convention

November 2009 Amended and brought into conformity with *AAUW Bylaws*

April 2010 Amended and brought into conformity with *AAUW Bylaws*

July 2010 Amended and brought into conformity with *AAUW Bylaws*

April 2011 Amended at state convention

May 2012 Amended and brought into conformity with *AAUW Bylaws*

April 2013 Amended at state convention

February 2014 Amended and brought into conformity with *AAUW Bylaws*

April 2014 Amended at state convention

April 2015 Amended and brought into conformity with *AAUW Bylaws*

April 2016 Amended at state convention

January 2017 Amended for conformance with mandatory *AAUW Bylaws* changes

April 2018 Amended at state convention

April 2019 Amended at state convention/annual meeting

Edited by Marie Mueller – October 2019