

BYLAWS OF THE NORTHWEST VALLEY BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)

ARTICLE I. NAME AND GOVERNANCE

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

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

ARTICLE II. PURPOSE

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

ARTICLE III. USE OF NAME

Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members and the branch and no member or the branch shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Violations. Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership

- a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (national+state+branch dues) are eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.
- b. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch (and state) dues.
- c. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.

Section 2. Dues

- a. Changes in branch dues shall be determined at the annual meeting by two-thirds (2/3rds) vote of those present and voting, provided notice has been given to the members fourteen (14) days prior to the meeting.
- b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch dues to become members of the branch.

- c. Fifty-year Honorary Members of AAUW are exempt from paying AAUW dues. They are required to pay branch dues.
- d. A member of one of the national associations of federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend branch meetings without vote.
- e. 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 branch board of directors may set a reduction in branch dues.
- f. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of five (5) members and one (1) alternate appointed by the president with the approval of the board of directors by November 1. The term of service on the nominating committee shall be for one (1) year. The committee shall elect a chairman who shall report to the board of directors.
- b. The nominating committee shall prepare a slate of nominee officers and present this slate at the February branch meeting - one (1) month before the March annual meeting - or present the slate in writing or by electronic notice to each branch member at least fourteen (14) days before the election.
- c. Nominations may be made from the floor at the time of election, provided written consent of the nominee has been obtained.
- d. In the event that a member of the nominating committee is proposed for an office and agrees to stand for nomination, that member's place on the nominating committee shall be assumed by the alternate.

Section 2. Elections

- a. Elections shall be held at the annual branch meeting in March.
- b. Elections shall be by ballot except if there is only one nominee for an office the election shall be by voice vote. A majority vote of those present shall constitute an election

ARTICLE VI. OFFICERS AND CHAIRS

Section 1. Officers. No officer or chair shall hold more than one (1) elected or appointed office at any given time. No elected officer or chair shall be eligible to serve more than two (2) consecutive terms in the same office. If a position is unfilled, an interim officer or chair may be appointed with approval of the board of directors. Each office and chair may be filled by an officer/chair or co-officers/co-chairs.

- a. ELECTED OFFICERS These shall be president, president elect, program vice president, membership vice president, finance vice president, recording secretary, corresponding secretary.
- b. APPOINTED CHAIRS These shall include web master, web editor, directory editor, parliamentarian, chairs for publicity ,finance, special interests. Chairs shall be appointed by the president with the approval of the executive committee.

- c. ADDITIONAL APPOINTED CHAIRS These may include chairs for local book grants, bylaws and policy, community action project, fund-raising, diversity, hospitality, public policy. Other chairs/standing and special committees may be appointed by the president with consent of the board of directors.

Section 2. Duties. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by the current edition of *The New Robert's Rules of Order and Updated Edition*.

- a. PRESIDENT The President, or President's delegate, shall officially represent the branch in activities of AAUW. The President shall be governed by branch bylaws and policies and be responsible for submitting such reports and forms as required by AAUW and the state.
- b. PRESIDENT-ELECT The President-Elect shall perform the duties of the president in cases when the president is unable to serve and shall assist in such matters as may be delegated by the president or as suggested by the executive committee. The President-Elect shall serve on any committee, other than nominating, whenever designated by the president and shall assume the office of president the second year.
- c. PROGRAM VICE PRESIDENT The Program Vice President shall serve as chair of the program development committee and shall perform such duties as the president and board of directors shall direct.
- d. MEMBERSHIP VICE PRESIDENT The Membership Vice President shall serve as chair of the membership committee and perform such duties as the president and the board of directors shall direct.
- e. FINANCE VICE PRESIDENT The Finance Vice President shall be responsible for collecting annual dues and forwarding required amounts to AAUW and the state respectively at the time specified by AAUW, prepare monthly financial statement for the board of director meetings, and prepare a complete financial report for audit at the close of each fiscal year – June 30. The Finance Vice President shall submit to AAUW all qualifying applications along with qualifying members' AAUW dues.
- f. RECORDING SECRETARY The Recording Secretary shall record and keep in custody the minutes of all meetings of the branch, board of directors, and the executive committee. The Recording Secretary shall have available for reference at all meetings a copy of the Branch Bylaws and Policies, a list of its elected officers and appointed chairs, representatives of areas of interest, task force and committee chairs and branch members as well as shall perform such other duties as requested by the president and the board of directors.
- g. CORRESPONDING SECRETARY The Corresponding Secretary shall be responsible for such correspondence as the president shall delegate, shall write a note of welcome to each new member immediately after application is sent to AAUW and state, maintain a file of all correspondence, take minutes in absence of recording secretary as well as shall perform such other duties as requested by the president and the board of directors.

Section 3. Vacancies

- a. A vacancy in the office of president shall be filled by the president-elect.
- b. A vacancy in the term of an elected officer other than the president shall be filled for the un-expired term by the president in consultation with the board of directors.

Section 4. Terms. All officers shall take office on July 1. The term of the president shall be one (1) year. The president-elect shall serve a term of one (1) year and assume the office of president the following year. All other officers, elected or appointed, shall serve for a term of two (2) years. The nominating committee may name a candidate for a one-year term and a candidate for a two-year term for each of the following elected officers: Program Vice President, Membership Vice President, Finance Vice President, Recording Secretary, and Corresponding Secretary.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the seven elected officers and the appointed chairs listed but not limited to those in Article VI. Section 1 b. Each member of the board shall have one vote.

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 AAUW 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. It shall approve the branch annual budget by June 30. No indebtedness in excess of \$50 over amounts provided for in the total budget shall be incurred by the branch, its officers, or its committees except upon recommendation of the executive committee.

Section 3. Meetings of the board of directors shall be held prior to each branch meeting and at other times as needed. Special meetings may be called by the president or upon the written request of four (4) board members or ten (10) branch members. Seven (7) board members present and voting at any duly announced meeting shall constitute a quorum.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. The executive committee shall consist of seven elected officers and shall act in the interim between meetings of the board of directors. The executive committee shall exercise such power and authority as may be delegated to it by the board of directors and shall report to the board of directors on all actions taken by it between regular meetings of the board of directors. The majority of the members of the executive committee present and voting shall constitute a quorum.

Section 2. Meetings of the executive committee shall be held at the call of the president or by written request of three (3) of its members. The incoming president may call a meeting of the executive committee and/ or the board of directors prior to July 1 for planning purposes

ARTICLE IX. MEETINGS AND MEMBER OBLIGATIONS

Section 1. Branch Meetings. There shall be a minimum of eight meetings of the branch each year.

Section 2. Annual Meeting. An annual meeting of the branch shall be held in March, the exact time and place determined by the board of directors. At the annual meeting the branch shall elect officers, determine dues, amend bylaws and policies if necessary, receive report of officers, committees and task forces, and conduct such other business as may be necessary.

Section 3. Quorum. The members present and voting at any duly announced meeting shall constitute a quorum.

Section 4. Meeting Notice. Written or electronic notice of branch meetings shall be sent to all branch members at least fourteen (14) days prior to each meeting.

Section 5. Amount of Dues

- a. Dues for AAUW members shall include those for AAUW, state, and branch. The branch annual dues shall be fixed by two-thirds (2/3rds) vote of the members present at the branch annual meeting upon recommendation from the branch board.

- b. An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings. Affiliates may not vote nor hold office. Fees for student affiliates shall be established by the AAUW board of directors; an additional fee may be set by the state and the branch.

Section 6. Payment of Dues

- a. Dues of all continuing members are payable on or before July 1 to be included in the Directory.
- b. Dues of new members may be paid at any time.

ARTICLE X. FINANCIAL ADMINISTRATION

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

Section 2. Financial Policies. The branch 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 XI. PROPERTY

Section 1. Title. The title for all funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severance right to all or any part of such property. The branch shall have complete control over the acquisition, administration and disposition of its property without the consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. Dissolution of Branch. In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

ARTICLE XII. LOSS OF RECOGNITION

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

ARTICLE XIII. PARLIAMENTARY AUTHORITY

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

ARTICLE XIV. INDEMNIFICATION

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonable incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

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

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

Section 3. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by two-thirds (2/3rds) vote of those present and voting provided written or electronic notice shall have been sent to the members at least fourteen (14) days prior to the meeting.

Date Last Amended: October 2010

Note: Articles I, II, III, IV, X, XI, XIII, XIV, XV have been mandated by AAUW after Convention 2009.
Northwest Valley Branch inserted fourteen (14) days in Article IV, Section 2 a. and in Article XV, Section 3.