

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF PHOENIX ARIZONA

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be American Association of University Women Phoenix, Arizona hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW Phoenix, Arizona is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member's own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members ("Individual Members") and college/university members ("College/University Members").

Section 2. Basis of Membership.

a. Individual Members.

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(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.

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Section 4. Dues.

- a. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.
- b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

Article V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

- a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.
- c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

- a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In the

event of the dissolution of an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. Composition and Appointment. There shall be 3 members on the Nominating Committee. The Board of Directors of the Affiliate shall appoint a chair and 2 members of the Nominating Committee at least two months prior to the annual election.
- b. Resignation or ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate and agrees to stand for Nomination, the Affiliate Board of Directors will appoint a replacement.
- c. The Nominating Committee shall prepare a list of nominees to be presented at the Affiliate meeting one month prior to the election or in writing to each member at least two weeks before election. Nominations may be made from the floor at the time of election provided written consent of the nominee has been obtained.

Section 2. Elections.

Elections shall be held at the annual business meeting of the Affiliate. Voting shall be by ballot and a majority of the votes shall be necessary for election. When there is but one nominee for an office the vote may be taken by voice.

ARTICLE IX. OFFICERS

Section 1. Officers and Directors.

- a. Elected Officers and Directors shall be president, president-elect, vice-president for program, vice-president for membership, recording secretary, corresponding secretary, and treasurer. Only members of AAUW shall be president, vice-presidents, secretaries and treasurer of the Affiliate.
- b. Appointed Officers and Directors of the Affiliate shall be public policy chair, education foundation chair, legal advocacy fund chair, bulletin editor, bylaws chair, parliamentarian, and such others as shall be deemed necessary to carry on the work of the Affiliate. These officers shall be appointed by the President with the approval of the Executive Committee.
- c. Any office may be shared by two or more members.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

a. President. The president of the Affiliate shall:

- (1) Be the official representative of the Affiliate in activities
- (2) Submit a list of the incoming and continuing Affiliate officers and chairs to the president of the state and to the executive director at the Educational Center no later than June 1.
- (3) Submit a biennial report of the Affiliate to the persons designated on forms provided by the AAUW no later than June 1.
- (4) Be responsible for bringing the Affiliate Bylaws into conformity with the AAUW Bylaws after a AAUW Convention
- (5) Be responsible for bringing the Affiliate Bylaws into conformity with The State Bylaws after a State Convention.
- (6) Perform the following duties:
 - Preside at all meetings of the Affiliate, the Board of Directors, and the Executive Committee
 - Serve as an ex-officio member of all committees except the Nominating Committee
 - Call special meetings of the Affiliate in accordance with provisions of the Affiliate Bylaws
 - Appoint, with the approval of the Executive Committee, the appointed officers, and the chairs of all other committees except the Nominating Committee and those provided for by election, and any additional officers authorized by the Affiliate Bylaws.

b. President-Elect. There shall be a president-elect, who shall have served on the board and who shall serve as an ex-officio member of all the committees except the Nominating Committee.

c. Vice-Presidents. There shall be at least two vice-presidents of the Affiliate. One vice president shall serve as chair of the committee on program development and one shall serve as chair of the committee on membership.

- 1) Program Vice president. The program vice president shall serve as chair of the committee on program development and shall also perform the following duties:
 - (a) Preside at meetings in the absence of the president and act in the absence or disability of the president;
 - (b) Perform other such duties as are requested by the president or the Board of Directors.
- 2) Membership Vice President. The membership vice president shall serve as chair of the committee on membership and shall also perform the following duties:
 - (a) Preside at meetings in the absence of the president and vice president;
 - (b) Obtain member interest information to be used by officers and committee chairs;

- (c) Maintain records of past members;
- (d) Serve on the program committee
- (e) Perform such other duties as are requested by the president or by the Board of Directors.

d. Recording Secretary. The recording secretary shall:

- (1) Record and keep in custody minutes of all meetings of the Affiliate, Board of Directors and the Executive Committee;
- (2) Have available for reference at all meetings a copy of the Affiliate Bylaws and a list of its officers, committee chairs, and members;
- (3) Perform such other duties as are requested by the president or by the Board of Directors.

e. Corresponding Secretary. The corresponding secretary shall:

- 1) Have charge of such correspondence of the Affiliate as is delegated by the president or by the Board of Directors;
- 2) Keep on file all communications received and copies of all letters sent

f. Treasurer. The treasurer, with an assistant if necessary, shall:

- (1) Be responsible for collecting all annual dues;
- (2) Forward all dues collected for AAUW members to the AAUW treasurer and all state dues to the state treasurer. Dues of continuing members shall be forwarded to the AAUW treasurer and the state treasurer at the time specified by the AAUW;
- (3) Transmit to the AAUW treasurer all applications, with dues, made to the Affiliate by graduates who qualify for membership in the AAUW
- (4) The treasurer will perform the following additional duties:
 - (a) Receive all monies due to the Affiliate;
 - (b) Pay all bills provided for in the budget or verified by the president;
 - (c) Keep a proper set of books;
 - (d) Render a monthly financial report at Board meetings and annual report at the annual meeting of the Affiliate, as well as any other time that the Board of Directors requests such a report;
 - (e) Serve on the budget committee;
 - (f) Present the books for an annual audit.

Section 3. Vacancies A vacancy in office, except that of the president, shall be filled for the unexpired term by vote of the Board of Directors. A vacancy in the office of president shall be filled by the president-elect or program vice-president if there is no president-elect.

Section 4. Tenure All officers shall take office on July 1. All officers except the president-elect shall serve for a term of two (2) years or until their successors are elected and assume office. They shall be eligible for re-election to the same office for two (2) consecutive terms. The president-elect shall serve a one (1) year term. The incoming or continuing president may call a

meeting of the Board of Directors or the Executive Committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 5. Election Schedule. The president-elect, vice-president for membership and the corresponding secretary shall be elected in the odd years.

The vice-president for program, the treasurer and the recording secretary shall be elected in the even years. The president-elect shall assume the office of president in the even years.

Section 6. Nominations. A nominating committee of three (3) members shall be selected by the Board of Directors at least two months prior to the annual election and shall prepare a list of nominees to be presented at the Affiliate meeting one month prior to the election or in writing to each member at least two weeks before election. Nominations may be made from the floor at the time of election provided written consent of the nominee has been obtained.

Section 7. Elections. Voting shall be by ballot and a majority of the votes shall be necessary for election. When there is but one nominee for an office the vote may be taken by voice. Elections shall be held at the annual meeting of the Affiliate.

Section 8. Removal from Office. An officer or director of the Affiliate may be removed for any reason or no reason by a majority vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Membership. The elected and appointed officers and directors shall be composed of the elected officers, educational programs chair, public policy chair, legal advocacy fund chair, chairs of other standing committees listed in ARTICLE X, and such others as deemed necessary. The Affiliate must have a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate shall designate a member, other than the contacts for administration and finance, to record and make available upon request the minutes of each noticed Affiliate or affiliated entity meeting and board meeting.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to

- a. Provide oversight to ensure the proper administration of the affairs of the Organization; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;
- b. Appoint standing committee members and such other board and committee members as may be designated;
- c. Act for the Affiliate between meetings of the membership;
- d. Adopt rules to govern its proceedings;
- e. Establish task forces or special committees as needed;
- f. Determine date and location for any official meetings of the Organization;

Section 3. Delegation of Power. The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings. Regular meetings of the Board of Directors shall be held at least three (3) times a year at the call of the administrative officer at such time and place as may be designated.

Section 5. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its members.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee of the Board of Directors shall consist of the elected officers of the Affiliate.

Section 2. Powers and Duties. Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the board its work and actions.

Section 3. Meetings. The Executive Committee may be called by the President, two (2) members of the board of directors, or by the written request of five (5) members of the Affiliate. The Executive Committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Executive Committee will take effect if passed by the majority of its members.

Section 4. Quorum. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE XI. COMMITTEES

Section 1. The Budget Committee.

a. Composition. The budget committee shall be made up of the immediate past president and treasurer, and one member appointed by the president to serve as chair.

b. Function. The budget committee shall meet before the end of June and prepare a proposed budget to be presented to the board of directors for its approval at its first meeting.

Section 2. Audit. An auditor shall be appointed by the president.

Section 3. Directory. The chair of the directory committee shall be appointed by the president. The committee shall include the vice-president for membership and the treasurer.

ARTICLE XIII. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Affiliates and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member Affiliates and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Contact. All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the Affiliate's structure. If the Affiliates or comparable AAUW-affiliated entities within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the Affiliates or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

ARTICLE XIV. AFFILIATEES

Section 1. Affiliates and Comparable AAUW-Affiliated Entities.

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

Section 2. Organization.

- a. Purpose. Affiliates and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.
- b. Bylaws. Affiliates and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.
- c. Structure. Affiliates and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each Affiliate 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. Each Affiliate 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 Affiliate or Comparable AAUW-Affiliated Entity.

- a. The AAUW affiliation status of a Affiliate or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- 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 a Affiliate or comparable AAUW-affiliated entity is vested in the 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. The Affiliate 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.

Section 5. Dissolution. In the event of the dissolution of the Affiliate or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the Affiliate or AAUW-affiliated entity 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 XVI. 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, Affiliates, 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 XVII. FINANCIAL ADMINISTRATION

Section 1. Administration. The Affiliates's Board of Directors shall have responsibility to

- a. Oversee the administration of finances, including preparation of the budget;
- b. Oversee the management, acquisition, and disposition of the Affiliate's property and equipment in accordance with the bylaws;
- c. Set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws.

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

ARTICLE XVIII. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Affiliate shall have at least one regular meeting each year to be known as the AAUW Phoenix Affiliate Annual Meeting to conduct the business of the Affiliate. The Annual Meeting may include the election of officers; the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be set by the Affiliate's Board of Directors.

Section 2. Special Meetings. Special meetings of the membership may be called by the President, two (2) members of the Board of Directors, or by written request of five (5) members of the Affiliate.

Section 3. Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least seven (7) days before the date of the meeting to all members.

Section 4. Voting.

- a. Each member of the Affiliate in good standing shall be entitled to vote on any item of business.
- b. Members shall be entitled to vote on noticed business items by voice or paper. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.
- c. Ten percent (10 %) of the members entitled to vote shall constitute a quorum law.)
- d. The affirmative vote of the majority of the votes cast shall be necessary for the adoption of noticed business.

ARTICLE XV. 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 these bylaws or with the requirements of AAUW or the laws of the state of Arizona.

ARTICLE XVI. INDEMNIFICATION

To the maximum extent allowable by law, the Affiliate may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of the Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the board, officer, or committee member of the Affiliate, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Affiliate and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is

adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled.

According to Arizona Revised Statutes 10-1017, nonprofit corporations, paragraph D, "Any person who serves as a director or who serves on a board or council in an advisory capacity to the nonprofit corporation or board of directors of a nonprofit corporation shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such person. Nothing in this subsection shall limit or modify in any manner the duties or liabilities of a director or person serving in an advisory capacity/ to the corporation or the corporation's members. "Official capacity" as used in this subsection is any decision, act or event undertaken by the nonprofit corporation in furtherance of the purpose or purposes for which such organization is organized."

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be adopted by the Affiliate's Board of Directors without a vote of the Affiliate's membership. Provisions of the Affiliate's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 14 days prior to the applicable meeting.

Amended: 1981

Amended: 1992

Amended: 1996

Amended: 1998

Amended: 2003

Amended: 2006

Amended: 2007

Amended: 2009

Amended: 2010

Amended: 2012

Grammatical corrections: 7/2014

Amended: 2016

Amended: 2017