



BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE STATE OF UTAH
Mandatory changes reported and proposed amendments adopted on April 30, 2016

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name

The name of the organization shall be AAUW of the State of Utah, hereafter AAUW of Utah or the Organization.

Section 2. Governance

The Organization shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Organization shall in no way conflict with AAUW bylaws and/or policies. The bylaws of this organization shall in no way conflict with the AAUW Bylaws.

ARTICLE II. PURPOSE

The purpose of AAUW is to advance equity for women and girls through education, advocacy, philanthropy, and research. The purpose of this Organization is to further the AAUW mission, program, and policies within the organization and promote, encourage, and coordinate the work of the branches within the organization.

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 program. 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 individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS." Sanctions for misuse of the name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual 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.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions.

Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member

(1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a *branch*.

(2) Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or state of AAUW 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 educational institution upon which qualification for membership was based.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) Life

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues; based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

(b) Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more branches or comparable AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

b. Partner Member

College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any comparable benefits that accrue to representative of partner members. A representative of a college/university partner member may choose to affiliate with AAUW of Utah, a multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or AAUW-affiliated entity bylaws.

Section 4. Student Affiliates.

An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. AAUW Utah fees for student affiliates shall be established in state policies and procedures.

Section 5. Dues

a. Amount

(1) The amount of annual dues for state members shall be determined by a two-thirds vote of the board of directors of the state provided notice has been given to the members 30 days prior to the board meeting.

(2) Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the state are required to pay annual *state* and branch dues.

(3) Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and state dues.

(4) The AAUW Board of Directors shall set the dues for partner members. Partner members are exempt from state dues. A representative of a college/university partner member who chooses to affiliate with the state is required to pay annual state and branch dues.

(5) New members may join at any time. Dues are payable upon joining. The AAUW and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy.

b. Payment. Member dues shall be payable in accordance with procedures established by policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch without payment of additional dues.

Section 6. Severance of Membership.

A member may be suspended or dropped 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 the Bylaws, with action taken following policies and procedures adopted by the Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee of 3 members appointed by the president approximately 3 months prior to the convention.
- b. The term of service on the nominating committee shall be for 2 years with a maximum of 2 consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the annual meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections.

- a. Elections shall be held at the annual meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those present and voting or by plurality if there are three (3) or more candidates for a position.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article X. and the voting provisions in Article X. Section 4.

ARTICLE VI. OFFICERS.

Section 1. Officers.

- a. The elected officers for the *state* shall be president, treasurer, and secretary.
- b. The appointed officers shall be membership chair and program chair. They will be

appointed by the president with the consent of the board.

- c. Officers shall serve for a term of 2 years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- d. No elected officer shall hold more than one elected office at a time, and no elected officer shall be eligible to serve more than 2 consecutive terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the board.
- f. Each office may be filled by an officer or co-officer.

Section 2. Duties.

- a. 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.
- b. The president shall be the official spokesperson and representative for the state and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The appointed officers shall perform such duties as the president and the board shall direct and as specified in the state's policies and job descriptions.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the state and for meeting specific deadlines.
- e. The secretary shall record and keep minutes of all board, membership, and special meetings.
- f. All officers and chairs shall submit annual reports to the president.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition.

- a. The board of directors shall include the elected officers, branch presidents, the immediate past president and the following appointed officers: membership chair and program chair.
- b. Committee Chairs may be appointed as needed and will be members of the board.

Section 2. Administrative Responsibilities. The board shall have the general power to administer the affairs of the state and to initiate and carry out its programs and policies, and shall accept responsibilities delegated by AAUW. It shall act for the state between annual meetings. The board shall have fiscal responsibilities as outlined in Article IX, Financial Administration, Section 2.

Section 3. Branch Recommendations. The board shall recommend to AAUW action to be taken in regard to the admittance of new branches or the discontinuance of current branches within the state.

Section 4. Meetings. Meetings of the board shall be held at least 2 times per year. Electronic meetings may be conducted if all participants are able to have simultaneous aural communication.

Section 5. Special Meetings. Special meetings may be called by the president or shall be called upon written request of a majority of the board or a majority of the branches of the state, provided that at least 5 days' notice of such meeting and its agenda have been given to the members of the board.

Section 6. Quorum. The quorum for a meeting of the board shall be a majority of the members of the board.

Section 7. Voting Between Meetings. Between meetings of the board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

Section 8. 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 the state.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall be the elected officers: president(s), secretary (secretaries), treasurer, and the immediate past president.

Section 2. Authority. The Executive Committee shall have the authority to act between meetings of the board of directors. Such actions shall be reported by the executive committee at the next meeting of the board of directors.

Section 3. Meetings. Electronic meetings may be conducted.

Section 4. Quorum. The quorum shall be a majority of the members of the committee.

ARTICLE IX. COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with consent by the board.

Section 2. Purpose. With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

ARTICLE X. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches 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 branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Purpose. These organizations shall further AAUW purposes, program, and policies within their respective areas. Bylaws of such organizations shall not be in conflict with the AAUW Bylaws.

Section 3. 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 organization's structure. If the branches 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 branches in the state, will appoint an administrative contact.

Section 4. Recorded Minutes. Each AAUW-affiliated entity shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed AAUW-affiliated entity meeting and board meeting. (If this member is not an officer, then an officer must be assigned to supervise the designated member.)

Section 5. Property and Assets. The title to all property, funds, and assets is vested in the Organization's 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 6. Dissolution. In the event of dissolution of an AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the Organization 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. All assets shall be used to promote the mission and activities that fulfill the intent of AAUW donors.

ARTICLE XI. BRANCHES AND COMPARABLE ENTITY RESPONSIBILITIES TO THE STATE

Section 1. Dues. Branches and Comparable AAUW-Affiliated Entities. Branches and comparable AAUW-affiliated entities shall submit organization dues, if applicable, by any means stipulated in Organization policy by July

Section 2. Leadership Structure and Contacts. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. 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. 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.

ARTICLE XII. 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 XIII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1 through June 30.

Section 2. Financial Policies.

- a. 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 review.
- b. The state shall present a proposed budget for the approval of the membership at the Annual Meeting.

ARTICLE XIV. MEETINGS

Section 1. Annual Meeting. The state shall hold an annual meeting to conduct the business of the state, such as electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports. The exact date, time, and place of the meeting shall be determined by the board.

Section 2. Special Meetings. Special meetings may be called by the president or shall be called by the president on the written request of a majority of the board or a majority of the branches of the state.

Section 3. Meetings Notice. Notice of meetings shall be sent to all members at least 30 days prior to the meeting.

Section 4. Voting. The following shall be considered regularly accredited delegates with the responsibility of voting at the annual or biennial general meeting of AAUW of Utah.

- a. All members of the state board which include all branch presidents.
- b. One branch delegate for each ten members or major fraction thereof,
- c. Others as determined by state policies.

Section 5. Quorum. The Quorum shall be 35% of the eligible accredited delegates.

ARTICLE XV. 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 or with the requirements of AAUW or the laws of the state of Utah.

ARTICLE XVI. INDEMNIFICATION

Every board or committee member may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or committee 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 organization, 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 organization board approved such settlement and reimbursement as being in the best interest of the organization. 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 XVII. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring the organization 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. Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the annual organization meeting by a two-thirds vote of those present and voting, or by electronic or mail ballot, in accordance with Article X, Section 4, provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.

Amended May 20, 2012

Amended May 17, 2014

Amended April 25, 2015

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