

**Bylaws of the American Association of University Women of  
Wasatch Branch of Salt Lake County, Utah  
Mandatory conformance May 2016**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of this organization shall be the American Association of University Women of Wasatch Branch of Salt Lake County, hereinafter called the "Organization" or the branch.

**Section 2. Governance.** The Branch shall comply with the requirements of AAUW and federal, state and local law. The bylaws of the Branch shall govern this branch in all practices, and 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 Wasatch Branch is to further AAUW purposes and policies.

**Section 2. Policies and Programs.** In keeping with this purpose, the Organization 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. AAUW Policies and Program.** The policies and program of the AAUW shall be binding on all members, and no member or the branch shall use the name of the 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 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 any AAUW-affiliated entity 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 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, participate in all branch activities and programs of each branch and receive the publication distributed to all branch members of each branch where membership is maintained.

#### **(5) Life Membership**

(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 other benefits that accrue to representatives of partner members. A representative of a college/university member may choose to affiliate with a state or multistate organization, or comparable AAUW-affiliate following the procedures set forth in the entity's bylaws. The procedures in the Wasatch Branch bylaws are to pay branch and state dues.

c. Other partner members. Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to hold office but may participate in AAUW activities and programs.

**Section 4. Student Affiliates.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW and state and branch

boards of directors. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members. Student affiliates may not vote nor hold office.

### **Section 5. Dues.**

#### **a. Amount.**

- (1) The annual dues for individual members 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,
- (2) Dues for partner members shall be set by the AAUW Board of Directors.
- (3) Changes to the annual Wasatch branch dues for individual members shall be determined at the annual meeting of the branch by two-thirds vote of those present and voting, provided notice has been given to the members 30 days prior to the meeting.
- (4) Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch dues to become members of the branch.
- (5) Fifty-year Honorary Members of AAUW are exempt from paying AAUW, state and branch dues.
- (6) Student Affiliates, as defined in AAUW policy, may become members of the branch upon payment of dues set by the branch board of directors.
- (7) 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.

b. Payment. AAUW Member dues shall be payable in accordance with procedures established by AAUW policy. Wasatch Branch dues payment procedures shall be established by the Organization's board policy

c. Reciprocity. 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 branch or AAUW 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 these bylaws, with action taken following policies and procedures adopted by the Board of Directors.

## **Article V. Nominations and Elections**

**Section 1. Nominating committee.** The Board Development Committee (defined in Article VI. Section 6) shall be the nominating committee.

**Section 2. Nominations.** The slate of officers is to be presented to the general membership one month before the April General Meeting or in writing to each member at least two weeks before the election. Nominations may be made from the floor at the time of the election, provided written consent of the nominee has been obtained.

**Section 3. Voting .** Voting shall be by ballot and a majority of the votes cast shall be necessary for election. When there is but one nominee for office, the vote may be taken by voice.

- (1) Election shall be by a majority of those present and voting or by the greatest number of votes cast, if there are three (3) or more candidates for a position.
- (2) Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for a meeting in Article X. Section 2.
- (3) Elections shall be held at the annual meeting of the branch.
- (4) The election format will be determined by the board consistent with state laws and determined by

AAUW's One Member, One Vote (OMOV) initiative.

(5) The record date for a member to be eligible to vote in an election shall be one day prior to the official notice date for the election.

## **ARTICLE VI. OFFICERS**

**Section 1. Organization.** The branch will provide AAUW with designated contacts for administration and finance, and they will designate a member other than the contacts for administration and finance to record the minutes of each branch meeting and each branch board meeting.

### **Section 2. Officers.**

- a. Elected Officers. The officers shall be President, President-elect, Vice Presidents of Membership, and Program, Secretary, and Treasurer.
- b. Appointed Officers. The appointed officers of the branch shall be the Newsletter Editor, Bylaws chair, AAUW Fund chair, AAUW Fund Legal Advocacy (LAF) chair, Public Policy, Public Information/communications, and such other officers as shall be deemed necessary to carry on the work of the branch. These officers shall be appointed by the president with the approval of the executive committee.
- c. Each office may be filled by an officer or co-officer.

### **Section 3. Duties.**

- a. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. The specific duties of each elected office shall be listed in the policies and procedures document of the branch.
- c. Appointed officers should receive a list of specific duties from the previous chair as early as the June joint board meeting. General duties are listed in the branch policies and procedures.
- d. All officers are directed to perform such other duties as requested by the president or by the board of directors.

**Section 4. Vacancies.** A vacancy in office, except that of president, shall be filled for the unexpired term by the executive committee. A vacancy in the office of president shall be filled by the president-elect. A special election may be held to fill the office of president-elect, if deemed necessary by the executive committee.

**Section 5. Terms.** All officers shall take office on July 1. All officers shall serve for a term of one year or until their successors are elected and assume office. They shall be eligible for re-election to the same office for one term only, with the exception of the president and president-elect, who shall serve one term only. The president-elect shall become president at the end of the term of office.

**Section 6. Board Development Committee.** Three members shall be appointed by the board of directors.

- 1) They shall be responsible for nominating a slate of officers to be presented to the general membership one month before the April General Meeting or in writing to each member at least two weeks before the election. Nominations may be made from the floor at the time of the election, provided written consent of the nominee has been obtained.
- 2) They shall also be a strategic planning committee to make sure the Board is compatible with future requirements of AAUW and the branch.
- 3) Continuity of Committee. One member of the Board Development Committee will continue to serve as committee chair the succeeding year.

## **ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Membership.** The board of directors shall be composed of the elected and appointed officers, and immediate past president. All elected officers shall be AAUW members. This Organization must have three directors and a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs

**Section 2. Organization.** The board of directors shall provide AAUW with designated contacts for administration and finance and shall designate a member other than the contacts for administration and finance to record the minutes of each branch meeting and branch board meeting and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting.

**Section 3. Powers and Duties.** 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 submit the annual budget to the branch. It shall accept responsibility for such matters as delegated by AAUW and state board. It shall have the power to create standing committees, special committees and task forces as deemed necessary, and shall perform such other duties as are specified by these bylaws. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

**Section 4. Meetings.** Meetings of the board shall be held at least three times a year. Special meetings may be called at any time by the president or upon the written request of two members of the board of directors or one-third of the membership of the branch.

**Section 5. Quorum.** A quorum of the board of directors shall be 40% of the elected and appointed members of the board, provided that 4 are elected members. A vote of a majority of those present at a specific board meeting shall carry a motion.

#### **ARTICLE VIII. EXECUTIVE COMMITTEE**

**Section 1. Membership.** The executive committee shall be composed of the elected officers of the branch.

**Section 2. Duties.** The executive committee shall:

- a. have emergency power to act for the board of directors between meetings of the board.
- b. provide for such audit and control of funds as are necessary to assure their safekeeping and complete accounting.
- c. perform such other duties as the board may deem necessary.

**Section 3. Meetings.** Meetings of the executive committee shall be held on the call of the president or two members of the executive committee. The incoming president may call a meeting of the executive committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

**Section 4. Quorum.** The quorum of an executive committee meeting shall be a majority of its members.

#### **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 purpose 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. 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 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 branches or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

## **ARTICLE XI. BRANCHES and PROPERTY**

**Section 1.** Branches and comparable AAUW-affiliated entities:

- a. shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. May be geographically based or may be virtual, on-line branches 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 the AAUW Bylaws or with controlling state law.
- c. Structure. 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 contact can be president and finance officer. 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 AAUW Board of Directors within a designated period.

**Section 4. Property and Assets.** The title of all property, funds and assets is vested in the AAUW Wasatch Branch of Salt Lake County, shall be 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. The branch shall have complete control over the acquisition, administration, and disposition of its property without consent of the AAUW, except that such property shall not be used for any purposes contrary to those of the AAUW.

**Section 5. Dissolution.** In the event of the dissolution of AAUW Wasatch Branch, or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from the local leaders before making a designation.

**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 member branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures established by the AAUW Board of Directors.

## **ARTICLE XIII. FINANCIAL ADMINISTRATION**

**Section 1. Administration.** The Organization'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 Organization's property and equipment in accordance with the bylaws;

- c. 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.  
[formerly Section 3.]

**Section 2. Fiscal Year.** The fiscal year for the Organization shall correspond with that of AAUW and shall begin on July 1. The AAUW Fund fiscal year will run from January 1 to December 31.

#### **ARTICLE XIV. MEETINGS OF THE MEMBERSHIP.**

##### **Section 1. Meetings**

- a. Branch Meetings. The branch shall hold at least seven meetings a year.
- b. Annual Meeting. An annual meeting of the branch shall be held during the month of April, the exact time and place determined by the board. The annual meeting shall elect officers, fix dues, amend bylaws if necessary, receive reports of officers and committees, and conduct such other business as may be necessary.

**Section 2. Special Meetings.** Special meetings may be called by the president, a majority of the members of the board of directors, or by the written request of one-third of the members of the branch. Notice of the date, time, place and the business to be brought before the meeting, shall be sent by the secretary to the members in writing at least seven days in advance. Only business for which notice has been given shall be transacted.

##### **Section 3. Voting.**

- a. Each member of the branch in good standing shall be entitled to vote on any item of business.
- b. **Quorum.** Twenty-five percent of the members of the branch shall constitute a quorum.

#### **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**

[Note: This section is broader in the Model Bylaws. We need to look at this section and determine if additions should be made and determine the legal and financial effects of such additions.]

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably 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 XVII. 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 will be according to procedures established by AAUW. An electronic copy of the updated bylaws must be sent to AAUW at [connect@aauw.org](mailto:connect@aauw.org) by May 15.

**Section 3. Branch Vote.** Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting at the annual meeting or any regular meeting of the branch, provided notice of proposed amendment shall have been given at the previous regular meeting or to every member in writing at least two weeks in advance of the meeting.

Adopted October 16, 1980.

Amended Nov. 1981, 1983, 1985, 1987, 1989, 1991, 1992, 2004, 2005, 2007, 2009 and 2012 to conform to AAUW amendments.

Dues amended 16 Apr. 1981, 20 May 1982, and 25 Apr. 1985. Amended to change officer structure 18 May 1985.

Amended Jan. 1987 to change branch name. Amended Oct. 1988 to add duties of president-elect.

Amended 2000 to include nominating committee continuity.

Amended 2004 to make bylaws more concise, and clarify branch policies and procedures.

Amended 2012, 2014, 2016 per mandatory conformance to amended AAUW Bylaws