



## BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF UTAH

### MANDATORY COMPLIANCE LANGUAGE

#### ARTICLE I. NAME AND GOVERNANCE

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

**Section 2.** Affiliate. AAUW of Utah 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.

(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.

**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.

## **AAUW OF UTAH-SPECIFIC BYLAWS**

## **ARTICLE VIII. AAUW of Utah Dues**

### **Section 1.** Amount

a. 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

## **ARTICLE IX. 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.

## **ARTICLE X. OFFICERS.**

### **Section 1. Officers.**

- a. The elected officers for the state shall be president, president-elect, 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. The president-elect assumes the office of president the following year and also completes a year as immediate past president.
- 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.

### **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 XI. 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 XII. 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 XIII. 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 XIV. 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 XV. 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. The annual meeting is typically held in conjunction with the state convention of AAUW of Utah.

**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.** Each member registered and in attendance at the convention/annual meeting may vote.

**Section 5. Quorum.** The Quorum shall be a majority of the members registered and present at the annual meeting/state convention.

## **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**

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 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

Mandatory changes reported and proposed amendments adopted on April 30, 2016

Mandatory conformance amendments January 14, 2017

July 2017 outdated prior mandatory language removed

Amended June 22, 2018