

BYLAWS OF THE GRESHAM AREA (OREGON) BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the Gresham Area (Oregon) Branch of AAUW, hereinafter called the branch.

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

ARTICLE II. PURPOSE

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

ARTICLE III. USE OF NAME

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

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

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

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership

- a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (national + state + branch dues) are eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.
- b. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch and state dues.
- c. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.
- d. 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. Affiliates may not vote nor hold office.

Section 2. Dues

- a. Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members thirty days prior to the meeting.
- b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch dues to become members of the branch.
- c. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW dues but are not exempt from paying state and branch dues.
- d. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend branch meetings without vote.
- e. New members may join at any time. Dues are payable upon joining. The national portion of the dues paid by new members for less than a full year is determined by AAUW policy. The branch board of directors may set a reduction in branch dues.
- f. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations. The nominating committee, which shall be independent of the board of directors, shall consist of three (3) members elected by the branch board at least two months prior to the annual election. This committee shall prepare a list of nominees to be presented at the branch meeting one month prior to the election, 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 2. Elections. Elections shall be held at the annual meeting. Voting shall be by ballot and a majority of votes cast by those members present at the annual meeting shall be necessary for election. When there is but one nominee for office, the vote may be taken by voice.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. Duties. Officers shall perform the duties prescribed by these bylaws and by *Robert's Rules of Order Newly Revised*.

- a. **President.** The president of the branch shall:
 1. be the official representative of the branch in the activities of AAUW and state on all levels;
 2. appoint, subject to approval of the board of directors, all appointed officers and chairs of all committees except the nominating committee and those otherwise provided for in the bylaws;
 - (a) serve as an ex-officio member of all committees except the nominating committee;

- (b) fulfill such other duties as may be assigned by the board of directors.
- b. Vice-Presidents. There shall be the following vice-presidents of the branch: program vice-president, membership vice-president, communications vice-president, and finance vice-president. They shall perform such duties as are requested by the president or by the board of directors and in addition:
 - 1. Program Vice-President. The program vice-president shall provide policy and guidance of the program concerns of the branch and shall also consider future AAUW programs. The program vice-president shall preside at meetings in the absence of the president.
 - 2. Membership Vice-President. The membership vice-president shall be responsible for branch membership recruitment and orientation to the purpose and programs of AAUW. The membership vice-president shall preside at meetings in the absence of the president and program vice-president.
 - 3. Communications Vice-President. The communications vice president shall:
 - (a) keep in custody the minutes of all meetings of the branch, board of directors and the executive committee;
 - (b) have available for reference at all meetings a copy of the branch bylaws and a list of its officers, committee chairs, and members;
 - (c) have charge of such correspondence of the branch as is delegated by the president or by the board of directors;
 - (d) keep on file all communications received and copies of all letter sent.
 - 4. Finance Vice-President. The finance vice-president shall:
 - (a) be responsible for collecting annual dues and forwarding them to AAUW and to the state at the time specified by AAUW;
 - (b) receive all monies due the branch;
 - (c) pay all bills provided for in the budget or verified by the president;
 - (d) render a financial report at the annual meeting of the branch & such other times as is requested by the board of directors;
 - (e) serve on the budget committee.

Section 2. Duties of Appointed Officers.

- a. Bylaws. The bylaws chair shall be responsible for bringing the branch bylaws into conformity with the AAUW Charter and Bylaws after each AAUW Convention. The bylaws chair shall review and propose amendments to the bylaws and standing rules.
- b. AAUW Funds. The AAUW Funds chair shall be responsible for implementing AAUW's programs on fellowships, Research and Projects, and such others as may be established by AAUW.
- c. Historian. The historian shall maintain a history book of activities and act as records archivist.
- d. Parliamentarian. The parliamentarian shall perform those duties recommended in Robert's Rules of Order Newly Revised.

- e. Public Policy. The public policy chair shall be responsible for the public policy program in the branch.

ARTICLE VII. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors.

- a. Composition. The board of directors shall be composed of the elected and appointed officers. All officers shall be AAUW members.
- b. 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 accept responsibility for such matters as delegated by AAUW and state board. It shall have the power to create special committees as deemed necessary and to participate in interbranch council, and shall perform such other duties as are specified by these bylaws.
- c. Meetings. Regular meetings of the board of directors shall be held at least three (3) times a year. Special meetings may be called at any time upon the written request of three (3) members of the board of directors
- d. Quorum. A majority of the members of the board of directors shall constitute a quorum.
- e. Written Vote. Between meetings of the board of directors a written vote may be taken at the request of the president on any question submitted in writing or by electronic media, provided every member of the board of directors shall have an opportunity to vote on the question submitted. If a majority shall vote on a question sent to the members of the board of directors, the vote shall be counted and shall have the same effect as if cast at a meeting of the board of directors.

Section 2. The Executive Committee. The executive committee shall consist of the elected officers and shall act in the interim between board meetings. The executive committee shall exercise such power and authority as may be delegated to it by the board of directors and shall report to the board on all actions taken by it between regular meetings of the board.

ARTICLE VIII. 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 IX. FINANCIAL ADMINISTRATION

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

Section 2. Financial Policies. The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

Section 3. Budget. The board shall adopt an annual budget for presentation to the branch.

ARTICLE X. BRANCH MEETINGS

Section 1. Meetings.

- a. **Annual Meeting.** The annual meeting of the branch shall be held during the month of March and shall be for the purpose of electing officers, receiving reports of officers and committees, and for such other business as may properly arise.
- b. **Regular Meetings.** The branch shall hold at least seven (7) meetings a year.
- c. **Special Meetings.** Special meetings may be called by the president, or shall be called by the president on the written request of three (3) members of the board of directors or by written request of any five (5) members of the branch. Notice of the date, time, place and business to be brought before the meeting shall be sent by the communications vice-president to the members in writing or by electronic media at least seven (7) days in advance. Only business for which notice has been given shall be transacted.

Section 2. Quorum. Fifteen percent (15%) of the members of the branch shall constitute a quorum.

ARTICLE XI. PROPERTY

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

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

ARTICLE XII. LOSS OF RECOGNITION

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

ARTICLE XIII. PARLIAMENTARY AUTHORITY

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

ARTICLE XIV. INDEMNIFICATION

The organization shall indemnify to the fullest extent permitted by Oregon law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the organization) by reason of the fact that the person is or was an officer of the organization, or serves or served at the request of the organization as an officer. This indemnification is provided if the person proceeded in good faith, reasonably believed the conduct was in the organization's best interests, and in the case of any criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful. The right to and the amount of indemnification shall be determined by the board of directors in accordance with the provisions of Oregon law in effect at the time of the determination.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

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

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

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

Date Last Amended: October 16, 2009