

# **AMENDED AND RESTATED BYLAWS OF AAUW SAINT GEORGE BRANCH**

## **ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of this organization shall be AAUW Saint George Branch, hereinafter called the “Branch.”

**Section 2. Governance.** The Bylaws of American Association of University Women (hereinafter “AAUW”) 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 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. States and branches that are delinquent in filing required tax, corporate and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further 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 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 other 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 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 other 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 partner member may choose to affiliate with the Branch under conditions as the Branch may determine, by paying state and Branch dues.

**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. State and Branch fees for student affiliates shall be established by the State and the Branch.

**Section 5. Other Affiliate Members.** The Branch may have one or more classes of nonvoting affiliate members, whose rights to vote and hold office shall be in accordance with the bylaws of AAUW.

#### **Section 6. Dues.**

**a. Amount.**

(1) The annual Branch dues for individual members shall be established at the annual meeting of the Branch by two-thirds vote of those present and voting, provided notice has been given to the members in the newsletter at least 10 days prior to the scheduled vote.

(2) The AAUW Board of Directors shall set the dues for partner members.

**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 or comparable AAUW-affiliated entity without payment of additional dues

**Section 7. 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. Nominations**

- a. A nominating committee of at least three members shall be appointed by the Board of Directors at least three months prior to the annual meeting. The immediate past president shall chair this committee.
- b. The report of the nominating committee shall be published in the newsletter and sent to every member of the Branch at least two weeks before the annual meeting.
- c. Nominations may be made from the floor at the time of the elections, provided consent of the nominee has been obtained.

#### **Section 2. Elections**

- a. Elections shall be held at the annual meeting of the Branch.
- b. Election shall be by ballot except that if there is only one nominee for an office, election may be by voice vote.
- c. Election shall be by majority vote of those voting.

## **ARTICLE VI. OFFICERS**

**Section 1. Elected Officers.** The Branch shall elect one member to serve in each of the following positions: President and, Vice President/President Elect, ~~and Communications Director~~, and two members to serve as co-officers in each of the following positions: Communications Director, Program Director, Membership Director, Secretary, ~~and Finance Officer~~, and Resource Development Director.

**Section 2. Terms of Office for Elected Officers.** All elected officers shall take office on July 1, and shall serve for two years or until their successors are elected or appointed and assume office, except that the Vice President/President Elect shall serve one year in that capacity and shall serve the following year as President, so that the terms of office of the President and the Vice President/President Elect are one year each, to be served consecutively. No member shall hold the same elected office for more than three consecutive terms.

**Section 3. Special Provisions for Co-Officers.** The terms of office for co-officers serving in each elected officer position shall be staggered so that one officer is elected for each position each membership year. Unless designated otherwise by the Board of Directors, the co-officer who has held the position longer shall be the senior co-officer in each case. As used herein and except where the context otherwise requires or where senior or junior co-officer is specified, the titles “Program Director,” “Membership Director,” “Secretary,” ~~and~~ “Finance Officer,” Communications Director and Resource Development Director shall be used to refer jointly to both co-officers serving in each such position. In the event that any office is held jointly by two members, each office shall collectively have one vote on the Board of Directors. In any case of disagreement between co-officers serving in a position, the decision of the senior co-officer shall be deemed to be the decision of the office.

**Section 4. Authority and Duties of Elected Officers.** Elected officers shall have the authority and shall exercise the powers and perform the duties prescribed by these Bylaws and the Branch Policies and Procedures. In addition:

- a. **President.** The President serves as the chief executive of the Branch and shall officially represent the Branch in all its activities. The President shall preside at all meetings of the Branch. The President shall be responsible for submitting such reports and forms as required by AAUW of the State of Utah and AAUW.
- b. **Vice President/President Elect.** The Vice President/President Elect shall preside at meetings at the direction of the President and in the absence of the President and act in the absence of the President, and shall perform such other duties as are requested by the President or by the Board of Directors. The Vice President/President Elect shall become the President during her second year in office.
- c. **Communications Director.** The Communications Director shall oversee communications of the Branch to the membership as well as to the community. Responsibilities shall include oversight of newsletter, website, and publicity, and advising the Board of Directors on related technology.
- d. **Program Director.** The Program Director shall preside at meetings in the absence of the President and the Vice President/President Elect and act in the absence of the President and

the Vice President/President Elect, and shall perform such other duties as are requested by the President or by the Board of Directors.

- e. **Membership Director.** The Membership Director shall preside at meetings in the absence of the President, the Vice President/President Elect and the Program Director, and shall perform such other duties as are requested by the President or by the Board of Directors.
- f. **Secretary.** The Secretary shall record minutes of the annual meeting of the Branch and any other meetings of the Branch membership at which Branch business is conducted and shall perform such other duties as the President or Board of Directors shall direct.
- g. **Finance Officer.** The Finance Officer shall be responsible for collecting, distributing and accounting for the funds of the Branch, presenting the Branch's books for an annual audit, and filing all tax forms and returns in a timely manner. In addition, the Finance Officer shall present a financial report and budget at the annual meeting of the Branch and at such other times as requested by the Board of Directors.
- h. **Resource Development Director.** The Resource Development Director shall oversee all fundraising efforts of the Branch and shall recommend to the Board an overall plan for resource development in support of the Branch's programs.

**Section 5. Removal.** Any officer may be removed for any reason by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the Branch will be served thereby.

**Section 6. Vacancies.** A vacancy in any elected office, except that of the President, shall be filled for the unexpired term by the Board of Directors. A vacancy in the office of the President shall be filled by the Vice President/President Elect, or, if the Vice President/President Elect is unable to serve, the office of President shall be filled by the Board of Directors from among the officers then serving. Should a vacancy occur in the office of Vice President/President Elect before October 1 of the membership year, a nominating committee shall be appointed by the Board of Directors to nominate one or more candidates for the position to be voted on at a special election within 30 days of the vacancy.

**Section 7. Appointed Officers.** The President may appoint such other officers and assistants as she may deem necessary.

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

**Section 1. Composition.** The Board of Directors shall include all of the elected officers and the immediate past president of the Branch, who shall be an *ex officio* member of the Board of Directors.

**Section 2. Administrative Responsibilities.** The Board of Directors shall have the power to administer affairs of the Branch and to carry out its programs and its policies and shall accept the responsibilities delegated by AAUW. It shall act for the Branch between membership meetings. It shall have fiscal responsibility as outlined in Article IX, Financial Administration, Section 2. It shall have the power to create special committees and task forces as deemed necessary and shall perform such other duties as are specified by these bylaws.

**Section 3. Meetings.** Meetings of the Board of Directors shall be held at least three (3) times a year at a time and place agreed upon by the Board of Directors.

**Section 4. Special Meetings.** Special meetings may be called by the president or shall be called upon written request of four (4) voting members of the Board of Directors.

**Section 5. Quorum.** The quorum for a meeting of the Board of Directors shall be a majority of the voting members. Co-officers shall be considered as one voting member of the Board of Directors.

**Section 6. Voting Between Meetings.** Between meetings of the Board of Directors, a written or electronic vote of the Board of Directors may be taken at the request of the President on any question submitted to the Board of Directors in writing, provided that every voting Board member 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.

## **ARTICLE VIII. COMMITTEES**

**Section 1. Establishing Committees.** The President may establish standing and special committees as needed with the consent of the Board of Directors.

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

**Section 3. Chairs.** The chairs of all special and standing committees, except the nominating committee, shall be appointed by the President with the approval of the Board of Directors.

## **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 of Directors 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.** The Branch will annually provide AAUW with a contact for administration and finance.

**Section 4. Budget.** The Board of Directors shall adopt an annual budget for presentation to the Branch.

## **ARTICLE X. MEETINGS**

**Section 1. Annual Meeting.** The Branch shall hold an annual meeting to conduct the business of the Branch, including but not limited to, electing officers, establishing dues, amending bylaws

and receiving reports. This meeting shall be held during the month of April of each year, subject to modification by the Board of Directors.

**Section 2. Branch Meetings.** The Branch shall hold at least five (5) meetings during the fiscal year. The Branch Board of Directors shall determine the time and place for these meetings.

**Section 3. Special Meetings.** Special meetings may be called by the President or shall be called by the President at the written request of a majority of members of the Board of Directors or four percent (4%) of the Branch membership.

**Section 4. Notice.** Notice of meetings shall be sent to all members of the Branch at least ten (10) days prior to the meeting.

**Section 5. Quorum.** A quorum shall be twenty percent (20%) of the members of the Branch.

## **ARTICLE XI. PROPERTY AND ASSETS**

The title to all property, funds, and assets is 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. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of the Branch or the termination of its affiliation with AAUW, all assets of the Branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

## **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 or those of the state.

#### **ARTICLE XIV. INDEMNIFICATION**

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 of Directors 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 XV. MISCELLANEOUS**

**Section 1. Insurance.** By action of the Board of Directors, the Branch may purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against her and incurred by her in her capacity of or arising out of her status as an agent of the Branch, whether or not the Branch would have the power to indemnify her against such liability under applicable provisions of law. The Branch may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Branch against any liability, including without limitation, any liability for the indemnifications provided in these Bylaws.

**Section 2. Conflicts of Interest.** If any person who is a director or officer of the Branch is aware that the Branch is about to enter into any business transaction directly or indirectly with herself, any member of her family, or any entity in which she has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within her knowledge that bear on the advisability of such transaction from the standpoint of the Branch, and (c) not be entitled to vote on the decision to enter into such transaction.

#### **ARTICLE XVI. ORGANIZATION**

**Section 1. Contacts.** The Branch will annually designate (i) an administrative contact to receive mail, emails and other communications related to Branch activities and AAUW programs; and (ii) a financial contact to receive membership, dues and donation information. The Branch will provide required contact information to AAUW for these designated contacts and endeavor to keep such information current at all times.

**Section 2. Recorded Minutes.** The Branch will designate a member other than the contact for administration and the contact for finance to record and make available upon request the minutes of each Branch meeting and Branch Board meeting.

#### **ARTICLE XVII. AMENDMENTS TO THE BYLAWS**



**Section 1. AAUW Mandated Amendments.** Amendments required by AAUW to bring these Bylaws into conformity with the AAUW Bylaws shall require a vote of Branch members only if required by state law or the Articles of Incorporation.

**Section 2. Other Amendments.** Provisions of these Bylaws not governed by the AAUW Bylaws may be amended by a two-thirds vote of those present and voting at a general, annual or special membership meeting, provided written or electronic notice shall have been given to every member at least ten days prior to the meeting.

Adopted September 8, 2014