

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
OF THE STATE OF ARIZONA**

**ARTICLE I. NAME**

The name of this organization shall be the American Association of University Women of Arizona, hereafter called the state or AAUW-AZ.

**ARTICLE II. GOVERNMENT**

The *Charter and Bylaws of the American Association of University Women*, hereafter called the Association, shall govern this state in all practices. The bylaws of this state shall in no way conflict with the Charter and Bylaws of the Association. Every amendment to the Bylaws of the Association shall become effective and binding on this state.

**ARTICLE III. PURPOSE**

The purpose of the American Association of University Women is to promote equity for women and girls, education and self-development over the life span, and positive societal change. The purpose of the AAUW-AZ shall be to further the Association purposes and policies within Arizona. The AAUW-AZ shall organize new branches of the Association within the state, promote, encourage and coordinate the work of the branches throughout the state, and cooperate in AAUW and regional work.

**ARTICLE IV. USE OF NAME**

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

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

Section 3. Reference to membership in the Association by an individual shall be interpreted as use of name in application of Section 1.

Section 4. On any national matter on which the Association has no policy, the only action which may be taken by a member, branch or state in the name of the Association is to use the established channels to effect the formulation of a policy.

Section 5. On any state matter on which the state has no policy, the only action which may be taken by a member or branch in the name of the state is to use established channels to effect the formulation of a policy.

Section 6. Violation of the use of the Association's name shall result in (a) a member's suspension for one year or expulsion from membership; or (b) a loss of recognition of a branch.

## **ARTICLE V. MEMBERSHIP**

Section 1. All branches of the Association within the state shall be members of this state.

Section 2. Individuals who meet the criteria for membership as described in the *Association Charter and Bylaws*, Article IV, Section 3, are eligible to be admitted to membership to this state. The provisions set forth in this section are the sole requirements of eligibility for membership. Refusal to admit an eligible graduate to state membership shall result in loss of recognition of a state. The state member shall be entitled to vote, hold office and participate in all state activities and programs and receive the publications distributed to all members.

Section 3. A member-at-large of the Association residing within the state may become a member-at-large of the state upon payment of state dues.

Section 4. A college or university within the state which is a college/university member of the Association shall also be a college/university member of the state and shall be entitled to representation at all state meetings.

Section 5. Any member of the Association may become a life member of the Association upon a one-time payment of twenty years' dues, based on the amount of Association dues the year that member elects to become a life member. Thereafter the life member shall be exempt from payment of Association dues. Paid life members who are members of branches continue to pay annual state and branch dues.

Section 6. Any branch member who has paid Association dues for fifty (50) years shall become a Fifty Year Honorary Life Member and shall thereafter be exempt from payment of Association and state dues.

Section 7. An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation with the state upon payment of fees established by the Association and state board of directors. Student affiliates shall be entitled to attend branch, state, and Association meetings and receive the publications distributed to all members of the Association. Affiliates may not vote and may not hold office.

Section 8. A member whose dues remain unpaid after July 31 shall be dropped from membership.

## **ARTICLE VI. FINANCIAL ADMINISTRATION**

Section 1. The fiscal year shall correspond with that of the Association and shall begin July 1.

Section 2. Annual state dues for branch members and members-at-large shall be determined by a two-thirds vote of those present and voting at the annual convention, provided written notice has been given to all members thirty days prior to the convention.

Section 3. Dues are payable on or before July 1.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another state.

Section 5. A member of one of the national organizations of the 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 state meetings without a vote.

Section 6. Dues of new members may be paid at any time. The portion of dues paid by new members between January 1 and March 15 shall be one-half the annual Association and one-half of state dues.

Section 7. The proposed annual budget and annual financial report shall be prepared at the direction of the outgoing board of directors for presentation at the convention. The incoming state board of directors shall approve the proposed budget by July 1 and shall have the authority to revise the budget within available income.

Section 8. There shall be an annual audit/financial review at the end of each fiscal year under the direction of the Finance Chair.

Section 9. A minimum one-year reserve fund shall be maintained in the amount of the previous year's budget unless otherwise directed by a 2/3 vote of the board of directors.

Section 10. 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.

## **ARTICLE VII. OFFICERS**

Section 1. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, Educational Foundation and Legal Advocacy Fund, and communications.

Section 2. The elected officers of this state shall be a president, president-elect in odd years, program vice president, membership vice president, corresponding secretary, recording secretary, and treasurer.

Section 3. The appointed officers of this state shall be a public policy chair, an educational foundation chair, a bylaws and policies chair, a communications chair, a finance chair, an international relations chair, and such other officers as may be considered necessary to carry on the work of the state. They shall be appointed by the president in consultation with the executive committee. The parliamentarian shall serve *ex officio* without vote on the board of directors.

Section 4. Elected officers shall be members of the Association and of AAUW-AZ. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

Section 5. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive elected terms in the same office. The president-elect shall serve for one year in that office and two years as president.

Section 6. The incoming or continuing president may call meetings of the incoming executive committee and board of directors at the convention and at any time prior to July 1 for the purpose of approving the budget, approving appointments, and making plans for the coming year.

Section 7. Vacancies.

- a. A vacancy in the office of president shall be filled for the unexpired term by the program vice president or, if the program vice president should be unable to serve, by the membership vice president.
- b. A vacancy in the office of president-elect shall not be filled. The nominating committee shall include a candidate for election to the office of president at the next election in the even-numbered year.
- c. The nominating committee shall submit to the board of directors for approval one or more candidates to fill the unexpired term of any other elected office that shall become vacant.

## **ARTICLE VIII. DUTIES OF OFFICERS**

Section 1. Officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the board of directors, and by the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. All officers shall submit an annual written report to the president.

Section 3. The president, or official representative, shall represent the state in activities of the Association and shall be responsible for submitting such reports and forms as required by the Association and region.

Section 4. The president-elect shall serve on the executive committee and board of directors as a voting member.

Section 5. The vice presidents shall perform such duties as are specified in the policies and as the president, board of directors and executive committee shall direct.

Section 6. The recording secretary shall record and keep minutes of the meetings of the membership, board of directors, and executive committee and shall perform such other duties as the president, board of directors, or executive committee shall direct.

Section 7. The corresponding secretary shall (a) be responsible for such correspondence of the state as the president or the executive committee shall delegate; (b) notify the branches of all meetings of the state; (c) maintain a roster of branches, including branch officers and committee chairs; (d) be responsible for publication of the state directory; (e) perform such other duties as shall be assigned by the president.

Section 8. The treasurer shall (a) serve as custodian of all funds, securities and business papers; (b) shall be responsible for collecting all state dues; (c) disburse money only as directed by the president or executive committee; (d) pay bills only upon receipt of Expense Claim Forms signed by the person incurring the bills; (e) meet specified deadlines, (f) present all financial records for an annual audit/financial review; and (g) serve as member, but not chair, of the finance committee. .

## **ARTICLE IX. NOMINATIONS**

Section 1. A nominating committee consisting of a chair, alternate chair, four members and two alternates shall be elected at the convention by the duly accredited delegates and serve for a term of one year.

Section 2. No branch shall be represented by more than one member on the nominating committee.

Section 3. Branches may suggest one nominee to serve on the next nominating committee by submitting a name in writing to the chair of the current nominating committee by January 15.

Section 4. Nominations for office may be made by individual members or by branches and shall be submitted in writing to the chair of the nominating committee by January 15. The chair shall report to the committee all names received.

Section 5. In the event that an elected member of the nominating committee is proposed for office and agrees to stand for nomination, that member's place on the nominating committee shall be assumed by the alternate next in line.

Section 6. The nominating committee shall present a list of nominees to each branch at least one month prior to the state convention.

Section 7. Nominations may be made from the floor at the time of the convention, provided the written consent of the nominee has been obtained.

## **ARTICLE X. ELECTIONS**

Section 1. The names of the nominees for elected office and nominating committee shall be published and sent to every member with the call to convention.

Section 2. The elected officers and nominating committee shall be elected at a state convention of duly accredited delegates.

Section 3. Election shall be by ballot unless there is only one nominee for a given office in which case the election shall be by voice vote. A majority of the votes cast shall be necessary for election.

## **ARTICLE XI. ROTATION OF OFFICERS**

Section 1. The program vice president, corresponding secretary, treasurer shall be elected in even-numbered years.

Section 2. The president-elect, membership vice president, and recording secretary shall be elected in odd-numbered years.

## **ARTICLE XII. BOARD OF DIRECTORS**

Section 1. The board of directors shall include the elected and appointed officers of the state; however, in the case of co-officers, the position has one vote.

Section 2. The board of directors shall manage and supervise the business and activities of the state subject to the instructions of the state convention delegates. It shall accept responsibility for such matters as delegated by the Association. It shall have the power to create special committees as deemed necessary and shall perform such other duties as are specified by the bylaws and AAUW-AZ policies.

Section 3. The board of directors shall recommend to the Association action to be taken in regard to admittance of new branches, or discontinuance of present branches.

- a. Admittance. Upon recommendation of the state president, the state board of directors shall have the authority to approve in writing the application of any group of graduates qualified to form a branch within the state, under the *AAUW Charter and Bylaws*.
- b. Discontinuance. The state board of directors shall review the findings of any branch which shall appear to have forfeited its right to continue as a branch under the *AAUW Charter and Bylaws* and recommend action to be taken. A branch shall be deemed to have forfeited its right to continue as a branch for any of the following reasons:

- (1) Has had fewer than fifteen members for twenty-four consecutive months.
- (2) Has not forwarded the required dues to the AAUW Finance Vice President for a period of two years.
- (3) Has violated the purpose of the Association or the provisions of its bylaws.
- (4) Has maintained branch bylaws or practices in conflict with the *AAUW Charter and Bylaws*.

If there is no branch contact, the state may initiate the process of discontinuance of the branch.

Section 4. Meetings of the board of directors shall be held at least once a year.

Section 5. The president may call special meetings. Special meetings may be called upon written request of five members of the board or five branches of the state, provided that at least five days notice of such meeting and its agenda have been given to members of the board.

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

Section 7. In the interim between meetings of the state board of directors, a written, conference call, or electronic vote may be taken at the request of the president on any question submitted to all members of

the board by the previously mentioned means. Voting shall close fifteen days after the question has been submitted. A majority of responses shall be required for the vote to be counted; and when the vote is counted, it shall have the same effect as if cast at a meeting of the board of directors. The board shall be immediately notified of the result.

Section 8. Between meetings of the board, the board may delegate such authority as it deems necessary to the executive committee.

### **ARTICLE XIII. EXECUTIVE COMMITTEE**

Section 1. The executive committee shall be composed of the elected officers of the state.

Section 2. The executive committee may act for the board of directors in the interim between board meetings and shall exercise such power and duties as may be delegated to it by the board of directors or specified in these bylaws.

Section 3. The executive committee shall meet at the call of the president or at the written request of three members of the executive committee.

Section 4. The executive committee shall report to the board of directors its work and actions.

Section 5. A quorum shall be a majority of the members of the executive committee.

Section 6. In the interim between meetings of the executive committee, a written, conference call, or electronic vote may be taken at the request of the president on any question submitted by the previously mentioned means to all members of the executive committee. Voting shall close fifteen days after the question is submitted. If two-thirds of the members vote on any question submitted, the vote shall be counted and shall have the same effect as if cast at a meeting of the executive committee.

### **ARTICLE XIV. COMMITTEES**

Section 1. Standing committees shall be bylaws/policies, college/university relations, community action, diversity, educational equity, Educational Foundation, finance, leadership development, Legal Advocacy Fund, membership, program development, public policy, and such others as may be deemed necessary by the board of directors or to implement current programs of the Association. The specific descriptions of these committees and chairs shall be as stated in the AAUW-AZ policies.

Section 2. Special committees, as shall be considered necessary by the board of directors, may be appointed by the president with the consent of the board. Special committees report to the board of directors but do not vote.

Section 3. Committee chairs shall be members of the Association, shall serve for a term of two years, shall be eligible to serve one additional term, and shall submit an annual report to the state president for the membership.

Section 4. With the approval of the board of directors, each standing committee shall formulate programs to carry forward the work of the Association within the state. Each standing committee shall cooperate with the appropriate Association committee and committees in the branches to initiate and promote projects of a statewide and national scope.

## **ARTICLE XV. MEETING OF THE STATE**

Section 1. The state shall hold at least one meeting each year to conduct the business of the state, including but not limited to electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports,

Section 2. The exact date(s), time and place shall be determined by the executive committee.

Section 3. Special meetings may be called by the president or *shall* be called by the president on the written request of five members of the board of directors or twenty-five percent of the branches in the state.

Section 4. Notice of statewide meetings shall be sent to all branch members of the state, members of the state board of directors, regional director, college/university members and state members-at-large at least thirty days prior to the meeting.

Section 5. All state meetings, including meetings of the board of directors, shall be open and may be attended by any member of the state.

Section 6. The voting body of the annual meeting shall be composed of:

a. State Delegates

- (1) Elected and appointed officers who vote on the state board of directors.
- (2) Past presidents of the state.
- (3) One delegate appointed by the membership vice president with the approval of the state president for each twenty-five paid-up members-at-large of the state.
- (4) One delegate for each college/university member of the state.

b. Branch Delegates

- (1) The president of each branch or the designated representative.
- (2) One additional delegate for each twenty-five members of each branch or major fraction thereof (each branch shall be entitled to at least one delegate, in addition to the president).

Section 7. A member of the voting body shall cast no more than one vote. The privilege of voting shall be suspended for any branch whose bylaws are not in compliance with the *AAUW Charter and Bylaws*.

Section 8. A quorum shall be a majority of the voting body registered as attending, provided that a majority of the branches are represented.

#### **ARTICLE XVI. DELEGATES TO ASSOCIATION CONVENTION**

The state shall be entitled to a maximum of seventeen delegates, who shall be outgoing, continuing, or incoming members of the state board of directors. Delegates shall be certified by the state president. If the state delegation is incomplete prior to convention, other branch members from the state may be certified by the state president as state delegates if the member's branch delegation is filled. In ballot elections, the chair of the state delegation may cast one vote and also the remaining unrepresented votes to which the state is entitled.

#### **ARTICLE XVII. PROPERTY**

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

Section 2. In the event of the dissolution of the state, all assets of the state shall be transferred and delivered to the AAUW entity.

#### **ARTICLE XVIII. INDEMNIFICATION**

Every member of the board or officer may be indemnified by the state against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or officer in connection with any threatened, pending, or completed action, suit or proceeding to which they may become involved by reason of their being or having been a member of the board or officer of the state, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties. In the event of a settlement the indemnification herein shall apply only when the AAUW-AZ board approves such settlement and reimbursement as being in the best interest of the state. 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 officer is entitled.

#### **ARTICLE XIX. PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of *Robert's Rules of Order, Newly Revised* shall govern the state in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

## **ARTICLE XX. AMENDMENTS**

Section 1. The provisions of the bylaws not governed by the *AAUW Charter and Bylaws* may be amended at any state convention by a two-thirds vote of those present and voting, provided written notice of the proposed amendments shall have been sent to each branch in the state at least thirty days prior to the meeting at which such amendments is to be acted upon; or, if previous notice has not been given, by unanimous vote of the convention and ratification of two-thirds of the branches.

Section 2. Prior to being voted on, proposed changes to the state bylaws shall be sent to the Association bylaws chair for concurrence.

Section 3. Any amendment to the bylaws of the state shall become effective and binding on all branches within the state. Changes required to bring state bylaws into conformity with the bylaws of the Association shall be made without the necessity of a vote of the state.

ADOPTED: 1971. AMENDED: 1993, 1994, 1995, 1996, 1997, 1999, 2000, 2003, 2004, 2006.