

**BYLAWS OF AAUW OF THE STATE OF ARIZONA**  
***Proposed February 28, 2010***

**ARTICLE I. NAME**

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

**ARTICLE II. GOVERNMENT**

The bylaws of this organization shall in no way conflict with the Bylaws of AAUW. Every amendment to the Bylaws of AAUW shall become effective and binding on this organization.

**ARTICLE III. PURPOSE**

The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of AAUW-AZ shall be to advance AAUW purposes and policies within Arizona.

**ARTICLE IV. USE OF NAME**

Section 1. The policies and programs of AAUW and AAUW-AZ shall be binding on all members and branches, and no member or branch shall use the name of AAUW 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. Violations. Violation of the Use of Name policy shall result in action taken in accordance with AAUW policy.

**ARTICLE V. MEMBERSHIP**

Section 1. All branches of AAUW within the state Arizona shall be members of this organization.

Section 2. Individuals who meet the criteria for membership as described in *AAUW Bylaws*, Article IV, Section 3, are eligible to be admitted to membership to AAUW-AZ. The provisions set forth in this section are the sole requirements of eligibility for membership. Refusal to admit an eligible person to membership shall result in loss of recognition of the organization. The AAUW-AZ 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 AAUW residing within Arizona may become a member-at-large of the organization upon payment of AAUW-AZ dues.

Section 4. A partner member of AAUW, as defined in AAUW bylaws Article IV, Section 3, item b, within the state of Arizona shall also be considered a partner member of AAUW-AZ.

- a. A college or university within the state which is a college/university partner member of AAUW shall also be a college/university member of AAUW-AZ and shall be entitled to representation at all state meetings.
- b. Other institutions or organizations meeting the partner member criteria established by AAUW may participate in AAUW-AZ activities and programs but are not entitled to vote or hold office.

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

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

Section 7. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the organization upon payment of fees established by AAUW and AAUW-AZ governing board. 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 and may not hold office.

Section 8. A member whose dues remain unpaid after the date determined by the AAUW-AZ governing board shall be dropped from membership.

## **ARTICLE VI. FINANCIAL ADMINISTRATION**

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

Section 2. Annual AAUW-AZ 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 organization.

Section 5. Dues of new members may be paid at any time. Proration of state dues paid by new members joining between January 1 and March 15 shall be determined by the AAUW-AZ governing board.

Section 6. The proposed annual budget and annual financial report shall be prepared at the direction of the outgoing governing board for presentation at the convention. The incoming state governing board shall approve the proposed budget by July 1 and shall have the authority to revise the budget within available income.

Section 7. There shall be an annual financial review at the end of each fiscal year under the direction of the financial review committee appointed by the president and approved by the board.

Section 8. 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 governing board.

Section 9. The organization 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, finance, public policy, and communications.

Section 2. The elected officers of this organization shall be a president, president-elect, secretary, and treasurer.

Section 3. The appointed officers of this organization shall be a public policy chair, a communications chair, and such other officers as may be considered necessary by the governing board to carry on the work of the organization. They shall be appointed by the president in consultation with the executive committee. The parliamentarian shall serve *ex officio* without vote on the governing board.

Section 4. Elected officers shall be members of AAUW and of AAUW-AZ. The president and president elect shall each serve for a term of one year or until their successors have been elected or appointed and assume office. The treasurer and secretary shall each 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 one year as president.

Section 6. The incoming or continuing president may call meetings of the incoming executive committee and governing board 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 president-elect. If the president-elect is unable to serve, the office of president shall be filled by the secretary until a

special election is held or at the annual meeting if less than 90 days remain in the president's term.

- b. A vacancy in the office of president-elect shall be filled by appointment by the governing board until a special election is held or at the annual meeting if less than 90 days remain in the president-elect's term.
- c. A vacancy in the office of treasurer, or secretary shall be filled by appointment by the governing board until the next annual meeting of the membership.
- d. The nominating committee shall include a candidate for election to fill any and each vacancy for election by the membership.

## **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 governing board, and by the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. The elected officers shall serve on the executive committee.

Section 3. All officers shall submit an annual written report to the president.

Section 4. The president, or official representative, shall represent the organization in activities of AAUW and shall be responsible for submitting such reports and forms as required by AAUW. The president shall serve on the executive committee and governing board as a voting member

Section 5. The president-elect shall serve on the executive committee and governing board as a voting member, and shall perform such duties as are specified in the AAUW-AZ policies and as the president, executive committee, or governing board shall direct.

Section 6. The secretary shall maintain the minutes of the meetings of the membership, governing board, and executive committee, and perform such other duties as shall be assigned by the president, executive committee or governing board. The secretary shall serve on the executive committee and governing board as a voting member.

Section 7. The treasurer shall serve as custodian of all funds, securities and business papers, be responsible for collecting all organization dues, present all financial records for an annual financial review, and perform such other duties as shall be assigned by the president, executive committee or governing board. The treasurer shall serve on the executive committee and governing board as a voting member.

## **ARTICLE IX. NOMINATIONS**

Section 1. The governing board shall appoint a nominating committee consisting of a chair, and two branch representatives to 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. 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 no later than 90 days prior to the AAUW-AZ annual meeting. The chair shall report to the committee all names received.

Section 4. In the event that a 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 filled by appointment by the president.

Section 5. The nominating committee shall present a list of nominees to each branch at least one month prior to the organization's annual meeting.

Section 6. 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 shall be published and sent to every member with the call to convention.

Section 2. The elected officers shall be elected by current paid members attending and voting at the AAUW-AZ annual meeting.

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 secretary and treasurer shall be elected in even-numbered years.

Section 2. The president-elect, shall be elected each year.

#### **ARTICLE XII. GOVERNING BOARD**

Section 1. The AAUW-AZ governing board shall include the Executive Committee and the Branch Council; however, in the case of co-officers, the position has one vote.

- a. The Executive Committee shall include the elected officers and the appointed chairs of the standing committees for communications and public policy.
- b. The Branch Council shall include the official representative or president of each branch within Arizona. The branch representative shall serve a term of one year.

Section 2. The AAUW-AZ governing board shall manage and supervise the business and activities of AAUW-AZ subject to the instructions of the organization members. It shall accept responsibility for such

matters as delegated by AAUW. 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 governing board shall recommend to AAUW action to be taken in regard to admittance of new branches, or continuance or discontinuance of branches within Arizona.

Section 4. Meetings of the governing board 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, provided that at least seven 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 governing board shall be a majority of the members of the Executive Committee and majority of the members of the Branch Council.

Section 7. In the interim between meetings of the **governing** board, 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. 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 organization and the appointed chairs of the standing committees for communications and public policy.

Section 2. The executive committee may act for the governing board in the interim between board meetings and shall exercise such power and duties as may be delegated to it by the board 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 governing board 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 communications, public policy, and such others as may be deemed necessary by the governing board or to implement current programs of AAUW. 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 governing board, may be appointed by the president with the consent of the board. Special committees report to the board but do not vote.

Section 3. Standing committee chairs shall be members of AAUW, shall serve for a term of two years, shall be eligible to serve one additional term, and shall submit an annual report to the organization president for the membership.

Section 4. With the approval of the governing board, each standing committee shall formulate programs to carry forward the work of AAUW within the state. Each standing committee shall cooperate with the appropriate AAUW 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 organization shall hold at least one meeting each year to conduct the business of the organization, 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 of the voting membership may be called by the president or *shall* be called by the president on the written request of twenty-five percent of the branches in the organization, except in the case of petition for dissolution as specified in Article XVI, Section 1, herein.

Section 4. Notice of statewide meetings shall be sent to all AAUW-AZ members by print or electronic media at least thirty days prior to the meeting.

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

Section 6. The voting body of the annual meeting shall be composed of paid members and honorary life members of AAUW-AZ present at the meeting.

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

Section 1. Upon presentation of a petition for dissolution submitted by one-third or more of the branches, the governing board shall schedule a meeting of the membership within 120 days of receipt of the petition.

Section 2. A two-third (2/3) vote in favor of dissolution by the members present and voting at a properly called and noticed membership meeting where a quorum (as defined in Article XV, Section 8) is present shall be required for dissolution.

Section 3. When dissolution is approved, the governing board shall promptly cease operations and proceed to conclude the business of and dissolve the organization in accordance with Arizona law and AAUW policies and procedures.

Section 4. Upon the dissolution of AAUW-AZ, all debts thereof shall be paid and AAUW-AZ affairs settled, and all remaining assets shall be distributed in accordance with Article XVIII, Section 2 of these bylaws.

#### **ARTICLE XVII. MULTI-STATE ORGANIZATION**

AAUW-AZ may establish, join, or officially participate in a multi-state AAUW organization, which meets AAUW bylaws, policies and procedures requirements, upon approval by a two thirds (2/3) vote of the voting members present and voting at a properly called and noticed membership meeting where a quorum (as defined in Article XV, Section 8) is present.

#### **ARTICLE XVIII. PROPERTY**

Section 1. The title for all property, funds and assets of the organization, whether incorporated or not, shall at all times be vested in the organization 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 organization shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

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

#### **ARTICLE XIX. INDEMNIFICATION**

Every member of the board or officer 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 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 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 officer is entitled.

## **ARTICLE XX. 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 XXI. AMENDMENTS**

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

Section 2. **Prior Approval.** All other proposed amendments to the organization bylaws shall be sent to the AAUW Governance Committee chair for approval before being voted upon.

Section 3. **Member Vote** 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, or by electronic or mail ballot, provided written notice of the proposed amendments shall have been sent to the members at least thirty days prior to the meeting.

ADOPTED: 1971.

AMENDED: 1993, 1994, 1995, 1996, 1997, 1999, 2000, 2003, 2004, 2006, 2008, 2009.