



Bylaws

Contents

Bylaws of the Gresham Area Branch of AAUW, Inc.

Article I	Name and Governance	1
Article II	Purpose	1
Article III	Use of Name	1
Article IV	Membership and Dues	4
Article V	AAUW Affiliates	5
Article VI	Parliamentary Authority	6
Article VII	AAUW-Mandated Amendments to the Bylaws	6
	Specific Affiliate Provisions	6
Article VIII	Nominations and Elections	9
Article IX	Officers and Directors	9
Article X	Meetings and Actions of the Board of Directors	13
Article XI	Executive Committee	14
Article XII	Committees	14
Article XIII	State or Multistate Organizations.....	15
Article XIV	Branches.....	15
Article XV	Additional AAUW Entities.....	16
Article XVI	Financial Administration.....	16
Article XVII	Membership Meetings and Voting	17
Article XVIII	Parliamentary Authority	18
Article XIX	Indemnification	18
Article XX	Amendments to the Bylaws	18
Article XXI	Amendments to the Articles of Incorporation	19

BYLAWS OF THE GRESHAM AREA BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, INC.

An Oregon Public Benefit Corporation

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the Gresham Area Branch of the American Association of University Women (AAUW), Inc., hereinafter known as the "Affiliate."

Section 2. Affiliate. The Gresham Area Branch of AAUW, Inc. 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 this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law.

In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own

name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

ARTICLE IV. MEMBERS OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

Section 2. Member Qualification.

a. Individual Members.

- (i.) Eligibility. An individual holding an associate (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 institution located outside of the United States, as determined by the 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- (ii.) 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.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

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 of Members.

a. Amount. 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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

- (i.) **Paid.** An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.
- (ii.) **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 national dues.

Section 5. Membership Decisions.

- a. **Appeals.** Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.
- b. **Removal.** 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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. An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

Section 2. Organization.

- a. **Purpose.** Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. **Bylaws.** As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates’ needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate’s bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate’s state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.
- c. **Structure.** As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate’s needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

SPECIFIC AFFILIATE PROVISIONS

Name: The name of this organization shall be the "Gresham Area Branch of the American Association of University Women, Inc.," also known as "Gresham Area Branch of AAUW, Inc.," and informally known as "AAUW-GAB," and is hereafter called the "Affiliate" or "Corporation."

Governance:

- a. The Gresham Area Branch of the American Association of University Women, Inc. is an Oregon public benefit corporation and 501(c) (3) public charity.
- b. The Bylaws of the Gresham Area Branch of the American Association of University Women, Inc. shall govern this Corporation in all practices.

Purpose:

- a. The purpose of the Gresham Area Branch of the American Association of University Women, Inc. shall be to unite individuals who support advancing equity for women and girls through advocacy, education, philanthropy, and research; to participate as an independent AAUW Branch Affiliate (AAUW branch sub-unit) in the development and promotion of the purposes, policies, and programs of the American Association of University Women, Inc., hereinafter known as AAUW; to contribute to its growth and advancement; to cooperate in its state work and to be an integral part of AAUW's Affiliate Oregon state association (AAUW state sub-unit).
- b. In addition, the purpose of this Corporation shall be to hold the property, funds, and assets of the Gresham Area Branch of the American Association of University Women, Inc. for the joint use of all the members as long as the Branch shall be recognized by AAUW. No member or group of members shall have any severable right to all or any part of such property. Gresham Area Branch of the American Association of University Women, Inc. 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.

Policies and Programs. All AAUW board policies, directives, procedures, handbooks, and other guidance for ranch sub-units shall be binding on members of the Corporation; and no member nor the Branch shall use the name of AAUW or the Branch name to oppose or interpret for their own benefit such policies or programs or otherwise use the name of AAUW in violation of AAUW Bylaws.

Corporation's Activities. In keeping with its charitable purposes, the Corporation shall:

- a. develop programs and provide activities that promote equity, education, well-being, and opportunities for women and girls that empower them to realize their full potential;
- b. provide scholarships, grants, awards, and other recognitions and opportunities to women;
- c. participate with other organizations and foundations with mutual interests; and
- d. solicit contributions, conduct fundraisers, do business, and take such other actions as are permitted to an Oregon nonprofit public benefit corporation consistent with its purposes, the Articles, and Bylaws.

Nonprofit Nature. The Corporation is organized exclusively for charitable purposes.

Prohibited Distributions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, staff, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Section 1 and "Purpose" found in these Specific Affiliate Provisions.

Restricted Activities. No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Prohibited Activities. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described by Section 501(c) (3) of the Internal Revenue public as a charity with contributions deductible under section 509 (a) (1) or 170 (b) (1) (A) (vi), or the corresponding section of any future federal tax code.

Branch Member. The Corporation is an AAUW Affiliate Branch whose branch members are also members of AAUW and AAUW of Oregon and whose branch members can also be members of other branches.

Life Member Dues. A paid life member who is a member of a branch continues to pay annual state dues.

Fifty-Year Honorary Dues. An individual branch member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW and state dues.

State Membership.

- a. Individuals who meet the criteria for AAUW membership are eligible to be admitted to membership in this state.
- b. 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 state. The state member shall be entitled to vote, hold office, participate in all activities and programs, and receive the publications distributed to all members.
- c. A national member of AAUW residing within the boundaries of the state may become a member-at-large of the state upon payment of state dues. That member shall be entitled to vote and to serve on state committees, the state executive committee, and the state board of directors.

- d. 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 the AAUW policies and procedures.

College/University Members.

- a. A College/University Member may choose to affiliate with the Gresham Area Branch of AAUW, Inc. and choose a representative to serve as a nonvoting liaison to the board of directors. A representative who is also a branch member shall have all membership rights except voting or lobbying on branch matters that are actual or perceived as direct or indirect benefits to the College/University Member.
- b. A college or university within the state which is a College/University Member of AAUW shall also be a College/University Member of the state and shall be entitled to representation at all state meetings.

Student Associates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student associate. Student associates shall be entitled to attend branch, state, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student associates may not vote or hold office. Fees for student associates shall be established by the AAUW Board of Directors. State fees shall be established by the state board of directors.

Dues.

a. Amount.

- 1) Dues shall include the AAUW publication distributed to all members electronically or by mail. State dues shall include a subscription to the state publication distributed to all members and an allocated amount for the public policy committee.
- 2) The annual state dues for branch members and national members shall be determined by a two-thirds (2/3) vote of the state convention upon recommendation of the state board of directors.
- 3) Notice of a proposed dues change shall be sent to each branch in the state at least thirty (30) days prior to the meeting at which such amendment(s) shall be acted upon; or if previous notice has not been given, by unanimous vote of the convention and ratification by two-thirds (2/3) of the branches.
- 4) Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the state, are required to pay annual state and branch dues. The life member shall be exempt from payment of AAUW dues.
- 5) Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and state dues but are not exempt from paying Branch dues.
- 6) College/University Members shall pay no state dues.
- 7) A branch recognized by AAUW between December 1 and June 30 shall pay state dues for each member at half the annual amount.
- 8) Branch dues shall be established or proposed changes shall be ratified at a meeting by a two-thirds vote of those present and voting, provided that there is a quorum of thirty (30) percent of the membership, and that notice has been given to the members thirty days prior to the meeting. Branch dues are tax-deductible charitable contributions.

b. Payment.

- (1) New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy. The state shall conform to AAUW policy regarding dues for new members received between January 1 and June 30.
- (2) State dues are payable to the state finance vice president on or before July 1.

c. Reciprocity.

- (1) 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.

- (2) Since all states and branches have a reciprocal membership policy, payment of any additional state dues shall be waived for a transferring member whose current dues have been paid to another branch or state.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. The nominating committee shall consist of two (2) or more members and the Branch membership vice president who shall serve as the committee chair.
- b. No later than two months prior to elections, membership vice president as the chair of the Nominating Committee shall notify the entire Branch membership of the officer positions to be elected by the membership and request nominations. All members may propose qualified candidates, including submitting their own names for consideration. The Nominating Committee shall be empowered to seek and propose qualified candidates.
- c. The Nominating Committee shall submit recommendations to the board of directors for its approval and announcement of the names of one or more nominees for each elected position to be filled. The names of these nominees shall be published for the entire membership at least 30 days prior to the election.
- d. Nominations of qualified members may be made from the floor at the time of the election with the consent of the nominee.

Section 2. Elections.

- a. **One member-one vote.** Voting members, as described in Article XVII, Section 7 of these bylaws, shall elect the Corporation's officers. There shall be no proxy voting.
- b. **Annual Meeting elections.** Elections shall be held at the Corporation's annual members' meeting in March wherein members may vote in person or by any means permitted under current Oregon laws, the procedures to be delineated by the Board of Directors six months in advance of the vote of the members, if there is a quorum of thirty (30) percent of the eligible membership of record voting as described in Article XVII, Section 7 of these bylaws.
- c. **Elections for vacancies in office.** In the case of vacancies in office, elections may be held as needed at regular membership meetings in accord with the notice and record requirements delineated in Article VIII, Section 2a, 2b, and 2c of these bylaws.
- d. **Election ballot.** Voting shall be by ballot or by written ballot delivered electronically or by mail in accordance with Article XI, Section 5 of these bylaws, but when there is but one nominee for office, the vote may be taken by voice at meeting in which a quorum is present and voting. A majority of votes cast shall be necessary for election unless there are more nominees than positions to be filled for members of the board of directors, in which case a plurality shall elect.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Officers, Directors, and Committee Chairs of the Board of Directors

- a. **Elected Officers.** All members in good standing are qualified to serve as elected officers, appointed directors and appointed committee chairs of the board of directors. There shall be five (5) officers elected by the membership. The elected offices for the Corporation shall be: President, Vice President of Programs, Vice President of Membership, Vice President of Finance, and Vice President of Communications. Each elected office may be filled by an elected officer or co-officers. Additional elected offices may added to meet current needs but only if approved by a two-third vote of the membership in a bylaws amendment at the annual meeting or at a regular membership meeting after a 30-day notice to all members, if there is a quorum of thirty (30) percent of members present and voting.

- b. **Appointed Directors.** There shall be three (3) voting directors appointed by the president and approved by a majority of the board. Permanent appointed director positions are Director of Public Policy, Director of Funds Development, and Director of Governance. Additional director positions may be added to meet current needs but only if the number of elected offices simultaneously increases by a sufficient number needed to ensure membership representation with the majority of voting board positions held by elected officers.
- c. **Appointed Non-Voting Committee Chairs of the Board.** All non-voting committee chairs of the board shall be appointed by the president and approved by a majority of the board. Appointed non-voting committee chairs of the board shall perform their duties under the direction of the president or executive committee and serve on the board of directors in advisory capacities. Positions and job descriptions for appointed, non-voting committee chairs of the board may change as needed, but the permanent, nonvoting committee chair positions will include, but not are not limited to, Chair of AAUW Funds, Historian, Chair of College/University Relations and Scholarships, and Chair of Hospitality.
- d. **Structure.** This Corporation must have the board structure indicated in this section and a minimum of two separate officers, one responsible for the management of the Corporation and one responsible for the financial affairs. In addition, the Corporation shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting. (Note: An officer must supervise the recording and maintaining of the minutes if the designated members is not an officer.)

Section 2. Terms.

- a. Elected officers shall serve for terms of two (2) years or until their successors have been elected or appointed and assume office. Terms of office shall begin on July 1 and end on June 30.
 - (1) No elected officer shall be eligible to serve more than two (2) consecutive terms in the same office.
 - (2) All vacancies in office shall be filled for the unexpired term by the board of directors who may delegate the duties of office among them or appoint a replacement to serve Pro Tem.
 - (3) Despite the expiration of an elected officer's term, the officer will continue to serve until the officer's successor assumes office.
- b. Appointed voting directors and appointed, non-voting committee chairs of the board shall serve for two years and shall comprise, along with the elected officers, the board of directors and shall assume office after appointment by the president and approval by a majority of the board.

Section 3. Authority of the Elected Officers and Appointed Voting Directors.

- a. Elected officers and appointed voting directors shall perform the duties prescribed by these bylaws and are vested with the authority pursuant to Article IX, Section 4 of these bylaws, by the rules and policies and procedures adopted by the board of directors in compliance with these bylaws, or by direction of an elected officer authorized by the board of directors to prescribe the duties of other elected officers. If the matter is not specified by the board or policy, the current edition of *Robert's Rules of Order Newly Revised* shall be consulted.
- b. Each elected officer and appointed voting directors shall have one vote on all matters before the board of directors. However, co-officers shall be entitled to one vote between them and counted as one present member for a quorum.

Section 4. Duties of Elected Officers and Appointed Voting Directors.

- a. **President.** The board president shall lead and supervise the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, perform all other duties incidental to the office or properly required by the board of directors, and shall:
 - (1) act in the capacity of chief executive officer and oversee the Corporation's program planning and development, activities, program area and general management, and operations;
 - (2) act as the official spokesperson and Branch representative, contracting agent, the Corporation's registered agent, official Branch representative for the activities of AAUW and AAUW of Oregon; be responsible for

annual corporate filings and IRS filings;

- (3) appoint, subject to the approval of the board of directors, all appointed voting directors, non-voting committee chairs of the board, and chairs of all standing committees--except the nominating committee and those otherwise provided for in the bylaws;
- (4) serve as an ex-officio member of all committees, except the nominating committee;
- (5) be responsible for submitting such reports and forms as required by AAUW;
- (6) delegate necessary duties and responsibilities to elected officers, appointed voting directors, non-voting committee chairs of the board, and skilled branch members;
- (7) perform such other duties as requested by the board of directors.

b. **Vice Presidents.** In the absence or disability of the board president, the ranking vice president or vice president designated by the board of directors shall perform the duties of the board president. When so acting, the vice president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice presidents of the Corporation shall perform such duties as the president and the board shall direct and as specified in Branch policies and job descriptions.

- (1) **Program Vice President.** The program vice president serves as chair of the board committee on program development; oversees community programs, projects and activities, public information meetings, and event programs. The program vice president shall preside at meetings and serve as President Pro Tem in the absence of the president; delegate duties.
- (2) **Membership Vice President.** The membership vice president shall serve as chair of the board committee on membership and oversee membership outreach programs, member awards, and recognitions; preside at meetings in the absence of the president and program vice president; chair the nominating committee; delegate duties approved by the board.
- (3) **Finance Vice President.** The finance vice president shall serve as the chief financial officer and treasurer of the Corporation and chair of the board budget committee; be responsible for collecting, distributing and accounting for the funds of the branch meeting specific deadlines; submitting all applicable tax forms; chairing the budget committee; and presenting the branch financial records for an annual audit. With the approval of the board, the Finance Vice President may delegate such duties as may provide assistance in performance of finance duties to qualified fiscal agents or skilled members of the Branch.
- (4) **Communications Vice President.**
The communications vice president shall serve as the Secretary for the Corporation and chair of the board committee on communications. As the Secretary of the Corporation, the communications vice president shall record and keep minutes of all board, membership, and special meetings; and have available for reference at all meetings a copy of the branch bylaws and a list of branch officers including chairs of committees and task forces; shall be the verifier of the Corporation's records Branch.

Section 5. Duties of Appointed Voting Directors.

- a. Appointed voting directors shall have full voting rights and perform the duties prescribed by these bylaws, by the rules and policies and procedures adopted by the board of directors in compliance with these bylaws, or by direction of an elected officer authorized by the board of directors to prescribe the duties of other elected officers. If the matter is not specified by the board or policy, the current edition of *Robert's Rules of Order Newly Revised* shall be consulted. Terms of appointed directors are two years.
- b. Appointed Voting Directors of the board include:
 - (1) **Director of Public Policy.** The public policy director shall be responsible for an AAUW Public Policy program to advance research-based, priority equity issues through Branch community outreach and development activities; serve as the chair of the board committee on public policy; monitor Branch public policy and the activities of this Corporation to ensure IRS compliance with lobbying, grass roots lobbying,

and political interference regulations.

- (2) **Director of Funds Development.** The fund development director shall be responsible for the development of AAUW Funds and Branch Funds for local, AAUW mission-based programs and activities; fundraiser events and ways and means fundraisers; serve as chair of the board fundraising committee; oversee Branch awards and recognition programs to individuals and other nonprofit, community organizations; oversee all Branch and AAUW Funds solicitation activities and ensure donor intentions.
- (3) **Director of Governance.** The director of governance shall perform the duties of parliamentarian as recommended in the current edition of *Robert's Rules of Order Newly Revised*; be responsible for bringing the Branch bylaws into conformity with the AAUW Bylaws and AAUW of Oregon Model Branch Bylaws; serve as chair of the compliance review committee to oversee compliance with IRS regulations and State laws concerning activities; review and propose membership resolutions, amendments to the bylaws and articles of incorporation, policies, and standing rules.

Section 6. Duties of Appointed Non-Voting Committee Chairs of the Board.

- a. Appointed non-voting committee chairs of the board shall perform the duties prescribed by these bylaws, by the rules and policies and procedures adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*. Terms of appointed non-voting committee chairs are two years, and these appointed chairs may be reappointed by different presidents with the approval of the board for successive terms without term limits. Appointed chairs of the board have no voting rights but make recommendations to the board of directors.
- b. Permanent committee chairs of the board are:
 - (1) **Chair of AAUW Funds.** The AAUW Funds Chair promotes contributions to national AAUW that include Educational Opportunities Funds (EOF) and Legal Advocacy Funds (LAF) as well as other national funds; serves as liaison between the Branch and the State/National Funds Chairs; attends program development committee meetings.
 - (2) **Historian.** The historian shall maintain the archives of activities, Branch awards and recognitions; will oversee the photographing, videotaping, and reporting of events for the timely use of the communications team and for filing in scrapbooks and/or and stored electronically.
 - (3) **Chair of College/University Programs and Scholarships.** The C/U Chair will implement the AAUW college/university partner member program, oversee the Branch's college/university programs, oversee scholarships, serve as the chair of the scholarship committee, and be responsible for scholarship fund development. The chair shall oversee all C/U Branch Liaisons.
 - (4) **Chair of Hospitality.** The Hospitality Chair shall be responsible for hospitality arrangements for hosted events, meetings, and socials; serve as chair of the Sunshine Program to provide outreach to members with personal challenges; and provide extra support at meetings and events for members with special needs, including a contact list for carpooling.

Section 7. No Compensation for Directors.

- a. The board of directors and any member representatives shall serve without compensation, provided that they may be reimbursed for reasonable out-of-pocket expenses incurred in rendering services for the Corporation. In accordance with the charitable contributions policy, unreimbursed out-of-pocket expenses incurred in the service of duties and responsibilities to the organization shall be considered charitable, tax-deductible donations to the Corporation.
- b. An otherwise qualified elected officer, director, committee chair of the board, or any other member representative shall not be considered to be compensated for personal services for payments only for actual expenses incurred in attending meetings or performing Branch duties or stipends which are paid only to compensate the director for average expenses incurred over the course of a year.

Section 8. Resignation from Office.

- a. An elected officer, appointed voting director, or appointed non-voting committee chair may resign at any time by delivering notice to the president or ranking vice president.
- b. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

Section 9. Removal from Office. An elected officer may be removed by a two-thirds vote of the board of directors in accordance with National AAUW policies and procedures.

Section 10. Removal of appointed voting directors and non-voting committee chairs.

- a. An appointed voting director and non-voting committee chair positions may be removed by an amendment to the articles or bylaws deleting or changing the designation.
- b. Appointed voting directors and non-voting committee chairs may be removed with or without cause by the president with the approval of the board.

Section 11. Organization.

- a. The Corporation annually shall provide AAUW National with designated contacts for administration and finance.
- b. The Corporation shall designate a member other than the contacts for administration and finance to record the minutes of each Branch member's meeting and Branch board meeting.

ARTICLE X. MEETINGS AND ACTIONS OF THE BOARD OF DIRECTORS

Section 1. Regular 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.

Section 2. Special Meetings. Special meetings may be called by the president or shall be called upon written request of three (3) members of the board of directors.

Section 3. Regular and Special Meetings.

- a. If the time and place of a director's meeting is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.
- b. The board of directors may hold regular or special meetings in or out of Oregon.

Section 4. Action Without Meeting.

- a. The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication, including electronic, in compliance with Oregon law and as specified in the Branch Policies and Procedures.
- b. Action required or permitted to be taken at the board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors eligible to vote. The action shall be evidenced by one or more or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.
- c. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.
- d. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.
- e. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 5. Waiver of Notice. An elected officer or director's attendance at or participation in a meeting waives any required notice of the meeting unless an elected officer or appointed director, at the beginning of the meeting,

or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting and whose objection is recorded in the minutes of the meeting for filing.

Section 6. Voting of the Board of Directors. The majority vote of the board of directors, if there is a quorum as specified in Article XIV, Section 7, shall be needed for action consents, resolutions, and approvals of all board director and board member appointments. All officers and directors of the board of directors, except the appointed committee chairs, shall exercise one vote. Co-officers shall be considered as one voting member of the board. There shall be no ballot voting or proxy voting.

Section 7. Quorum. The quorum of the board of directors shall be the majority of the board eligible to vote.

Section 8. Conflict of Interest. The board shall follow the current conflict of interest policy. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to 501(c) (3) public charity corporations.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers. Co-officers will be represented by one of the co-officers to be determined by the co-officers or, if necessary, by the president.

Section 2. Duties. The executive committee shall have the power to act for the board of directors between meetings of the board and shall report to the board on all actions taken by it, including the general supervision over the corporate and legal affairs of the Branch in conformity with the Certificate of Incorporation, resolutions, and the laws of Oregon.

Section 3. Meetings. Meetings of the executive committee shall be held on the call of the president or by the request of three (3) of its members.

Section 4. Voting. All executive committee members shall exercise one vote. Co-officers shall be considered as one voting member of the executive committee. There shall be no ballot voting or proxy voting.

Section 5. Quorum. The quorum of the executive committee shall be a majority of the elected officers in accordance with Article XV, Section 4 of these bylaws. There shall be no proxy or ballot voting.

ARTICLE XII. COMMITTEES

Section 1. Establishing Committees. The president may establish standing, ad hoc, and special committees, as needed, with the approval of the board.

Section 2. Committees. The board of directors may form committees of the board, as necessary. The creation of a committee and appointment of appointed voting directors and appointed non-voting committee chairs to the committee or designation of a method of selecting committee members must be approved by the board.

Section 3. Purpose of Committees.

a. With the approval of the board, each committee of the board, standing, ad hoc, and special committee shall formulate programs and activities to carry out the Branch AAUW mission.

b. Each committee shall not:

(1) speak for the board without prior approval;

(2) engage in activities outside the committee's purpose as approved by the board;

- (3) authorize distributions or execute contracts or make any other binding agreements;
 - (4) act in contradiction to the direction of the president or the board of directors;
 - (5) approve or recommend the dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets to the members;
 - (6) elect, appoint, or remove directors or fill vacancies on the board of directors;
 - (7) fill vacancies on any of its committees, except with the permission of the president;
 - (8) adopt, amend, or repeal the articles or bylaws or board policies and procedures.
- c. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in State law.
 - d. Committees shall keep minutes of their meetings and forward them to the board of directors for the Corporation's recordkeeping requirements.

ARTICLE XIII. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Contact. Each state or multistate organization shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the state or multistate organization's structure. If the branches or comparable AAUW-affiliated entities within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

ARTICLE XIV. BRANCHES

Section 1. Branches and Comparable AAUW-Affiliated Entities.

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

Section 2. Organization.

- a. **Purpose.** Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.
- b. **Bylaws.** Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.
- c. **Structure.** Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting. (If this member is not an officer, then an officer must be assigned to supervise the designated member.)

Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity.

- a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for

cause through the affiliation review procedures specified by AAUW policy.

- b. The branch 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 a branch or comparable AAUW-affiliated entity 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. The branch or comparable AAUW-affiliated entity 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.

Section 5. Dissolution.

- a. In the event of the dissolution of the branch or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the branch or AAUW-affiliated entity shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.
- b. If, however, upon the time of dissolution of the Corporation, American Association of University Women, Inc. (AAUW) does not qualify as a 501(c)(3) public charity, all remaining assets, of every nature and description whatsoever, shall be distributed, in accordance with the general laws of Oregon, to one or more organizations exempt from federal tax under section 501(c)(3) of the Code and described in section 170(b)(1)(A) (other than in clauses (vii) and (viii) of the Code) or the corresponding provisions of any future United States internal revenue law, each of which has been in existence and so described for a continuous period of at least 60 calendar months immediately preceding the distribution. To the maximum extent allowable by law, such organization(s) shall be selected by the board of directors.

ARTICLE XV. ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE XVI. FINANCIAL ADMINISTRATION

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

Section 2. Financial Stewardship. The board of directors shall

- (1) oversee the management, acquisition, and disposition of the Corporation property and equipment in accordance with Branch and AAUW bylaws, AAUW mission and purposes, the requirements of Oregon law, IRS code, and the intent of the asset donors;
- (2) approve all investments and all disbursements of funds;
- (3) approve annual reports of the finance vice president and reviewer in the annual report;
- (4) oversee the acceptance or declining of funds and other gifts, bequests, and devises for the general purposes of the Corporation.

Section 3. 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 according to the board policies. AAUW Affiliate dues collection service and distributions to AAUW and its Affiliate Oregon state association, AAUW of Oregon, shall be separately accounted for but not considered when determining gross income for 990-N filings.

Section 4. Budget. The board shall adopt an annual budget for presentation to the branch.

ARTICLE XVII. MEMBERSHIP MEETINGS AND VOTING

Section 1. Annual Meeting. The Corporation shall hold an annual meeting to conduct its business. The president, and any other officer that the board of directors or the president may designate, shall report on the activities and financial condition of the Corporation; and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of State law. This meeting shall be held during the month of March at a meeting time and place determined by the board of directors wherein members may vote in person or by any means permitted under current Oregon laws, the procedures to be delineated by the Board of Directors six months in advance of the vote of the members, if there is a quorum of thirty (30) percent of the membership of record as described in Article XVII, Section 7 of these bylaws. Failure to hold an annual meeting at a time and place stated does not affect the validity of any Corporation action.

Section 2. Regular Members' Meetings. The Corporation shall hold an annual meeting and at least five (5) regular meetings for a total minimum of six (6) membership meetings during the fiscal year. One or more members' meetings will be designated to conduct the business of the branch. The board of directors shall determine the time and place for these meetings. At regular meetings, the members shall consider and act upon any noticed business in which a quorum is present except as otherwise stipulated in these bylaws.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of three (3) members of the board of directors or five (5) members of the Corporation. 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.

Section 4. Notice of meeting. The Corporation shall give official notice to members entitled to vote at the meeting, as described in Article XVII, Section 7 of these bylaws, in a fair and reasonable manner, in accordance with State law and those parameters established by board policy.

Section 5. Action without a Meeting. Any action which may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Corporation delivers, either electronically or by mail in accordance with current Oregon law, a written ballot to every member entitled to vote on the matter, according to the parameters established by board policy.

Section 6. Quorum. The quorum for annual meetings and all regular and special membership meetings shall be thirty (30) percent of the Branch membership eligible to vote. If a quorum is present and voting, the affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a two-thirds vote shall be required to adopt an amendment to the Bylaws or Articles.

Section 7. Voting Requirements.

- a. All Corporation members in good standing at the date of any membership meeting shall be entitled to one vote on each matter unless official membership notice was given. If notice was given, only those members who joined the day before the official notice date (the record date) shall be eligible to vote on the noticed matter.
- b. Members shall be entitled to vote on noticed business items by paper or electronic ballot according to the conditions set forth in the voting policy. Members voting by these methods are considered to be present at the meeting.
- c. There shall be no proxy voting.
- d. The Corporation shall make the list of members available at the meeting. Failure to prepare or make available the membership list does not affect the validity of action taken at the meeting.

- e. To determine the members entitled to exercise any rights in respect to any other lawful action, the record date shall be the day on which the board adopts the resolution relating thereto.
- f. A record date fixed under this section is the day before the notice of the meeting is issued.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

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

ARTICLE XIX. INDEMNIFICATION

To the maximum extent allowable by law, AAUW may (as determined from time to time by the Board of Directors) indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, committee member, executive director, employee, or agent of AAUW. Every member of the Board of Directors, officer, committee member, or executive director of AAUW shall be indemnified by AAUW against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, committee member, executive director, or employee in connection with any threatened, pending, or completed action, suit or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, committee member, executive director, or employee of AAUW, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of AAUW and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that she/he reasonably believed to be in, or not opposed to, the best interests of AAUW, was negligent, engaged in misconduct, or, with respect to any criminal proceeding, had reasonable cause to believe that her/his conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board, officer, committee member, executive director, or employee is entitled.

ARTICLE XX. AMENDMENTS TO THE BYLAWS

Section 1. Bylaw Amendment. These Bylaws may be amended, altered, suspended, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided, however, that”

- (1) no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt corporation under Section 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (2) an amendment does not affect the voting rights of the members and/or directors. An amendment that does affect the voting rights of members and/or directors further requires ratification by a two-thirds vote of a quorum of members at a members' meeting or the directors at a board meeting – provided that written notice shall have been sent to the members and/or directors at least 30 days prior to the meeting.
- (3) all amendments be consistent with the articles of incorporation and AAUW National bylaws.

Section 2. AAUW Mandated Amendments. AAUW-mandated amendments required by AAUW to bring Branch bylaws and articles into conformity with the AAUW bylaws and any revisions necessitated by the State of Oregon or the Internal Revenue Service shall not require a vote of the Branch members, except that the

incorporated Branch board of directors shall take the necessary steps required by state law or its articles of incorporation.

Section 3. Prior Approval. All other proposed amendments to the Branch bylaws and articles shall be sent to the AAUW of Oregon Governance Committee for approval before the call for the Branch vote. If there is no state structure, approval of amendments to Branch bylaws and articles will be according to procedures established by the AAUW Governance Committee.

ARTICLE XXI. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. Amendment by members. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the members present at the meeting, if there is a quorum -- provided that written notice shall have been sent to the members at least 30 days prior to the meeting.

Section 2. Amendment by directors. The board may adopt one or more amendments to the Corporation's articles without member approval:

- (1) To update filing information, the names and addresses of directors and registered agent or contact name, registered address of record and office of the Corporation.
- (2) To delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the Office of the Secretary of State;
- (3) To delete the mailing address if an annual report has been filed with the Office of the Secretary of State.

Section 3. Filing of amendments. Any amendments to the Articles will be filed with and approved by the Oregon Secretary of State or the Attorney General.

Section 4. Dissolution by Members and Third Parties. Dissolution of this Corporation, other than forced dissolution by AAUW withdrawing the Branch's AAUW Affiliate Agreement or by any other governing entity, must be approved by a two-thirds vote of the current Branch members who are on the membership roster and who respond within a 60-day notice, either by written ballot mailed to the board of directors or returned electronically by email from their primary email addresses listed on the membership roster.

Date Adopted:	Rationale:	Approved in 2013 by:
August 15, 2013	Adopted by Board of Directors as 501 (c) (3)	AAUW & AAUW of Oregon
Date last amended:	Rationale:	Approved by AAUW of Oregon:
June 25, 2014	Adopted by the AAUW Gresham Area Branch	June 29, 2014
January 25, 2017	Brought into compliance with AAUW	January 28, 2017
November 14, 2023	Mandatory Amendments, Articles I-V, brought into compliance with AAUW	August 28, 2024

