

**BYLAWS OF THE  
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
OF THE STATE OF IDAHO  
Updated September 2015**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name**

The name of this organization shall be AAUW of the state of Idaho, hereafter called the state.

**Section 2. Governance**

The bylaws of this state shall in no way conflict with the AAUW Bylaws.

**ARTICLE II. PURPOSE**

The purpose of AAUW is to advance equity for women and girls through education, advocacy, philanthropy, and research. The purpose of AAUW of Idaho shall be to further the AAUW mission, program, and policies within the state and promote, encourage, and coordinate the work of the branches within the state.

**ARTICLE III. USE OF NAME**

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

**Section 2. Proper Use of Name and Logo.** The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

**Section 3. Individual Freedom of Speech.** The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

**ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. Composition.** The membership of AAUW shall consist of individual and partner members.

**Section 2. Qualified Institutions.** Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

**Section 3. Basis of Membership**

- a. Individual Member

- (1) **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.
- (2) **Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or state of AAUW may present credentials to the AAUW Board of Directors for review. The decision of AAUW Board of Directors shall be final.
- (3) **Saving Clause.** No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.
- (4) **Categories of Membership.**
  - (i) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.
  - (ii) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.
- (5) **Life Membership.**
  - (i) **Paid.** An individual member may become a life member upon a one-time payment of 20 years' dues; based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.
  - (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 dues and state dues.
  - (iii) **Privileges.** A life member of AAUW who maintains a membership in one or more branches or comparable AAUW-affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.
  - (iv) **Partner Member.** College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member is also a member of the state.

**Section 4. Student Affiliates.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. State dues for student affiliates shall be established by the state board of directors.

## **Section 5. Dues**

### **a. Amount**

- (1) The annual state dues for individual members shall be established by a two-thirds (2/3) vote of those present and voting at the state convention upon recommendation of the

state board of directors.

(2) The AAUW Board of Directors shall set the dues for partner members. The state board of directors shall set the dues for college/university representative members.

- b. Payment. Member dues shall be payable in accordance with procedures established by policy.
- c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

**Section 6. Severance of Membership.** A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these Bylaws, with action taken following policies and procedures adopted by the Board of Directors. (See AAUW Affiliation Review Policy 208.)

## **ARTICLE V. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations.**

- a. There shall be a nominating committee of three (3) members, selected as follows:
  - (1) The chair elected by the voting body at each state convention;
  - (2) Two (2) members appointed by the board of directors at the first meeting of the state board after the election of state officers.
- b. The term of service on the nominating committee shall be for 2 years for a maximum of 2 consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the state convention.
- d. Nominations may be made from the floor with the consent of the nominee.

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

- a. Elections shall be held at the state convention.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those present and voting or by plurality if there are three (3) or more candidates for a position.

## **ARTICLE VI. OFFICERS**

### **Section 1. Officers.**

- a. The elected officers shall be president, or official representative; vice-presidents for membership services and public policy; AAUW Funds chair; communications officer; and financial officer, chosen with due regard to geographical representation. AAUW shall be provided annually with a designated contact for administration and finance.
- b. Other officers shall be appointed by the president with the consent of the board of directors as may be considered desirable to carry on the work of the state.
- c. Each office may be filled by an officer or co-officers.

### **Section 2. Terms and Vacancies.**

- a. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- b. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than 3 consecutive terms in the same office.

- c. All vacancies in office shall be filled for the unexpired term by the board with the exception of a vacancy in the office of president which shall be filled by the membership services vice-president.

**Section 3. Duties.**

- a. 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*.
- b. To comply with IRS requirements, the communications officer or designee shall record and make available upon request the minutes of each meeting and board meeting.
- c. All officers and chairs shall submit annual reports to the president.

**ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected officers, the appointed officers, the presidents of all branches within the state, chairs of standing committees, and the immediate past president. In the event that a president of a branch is unable to attend a meeting of the board of directors or is serving in an elected or appointed position on the state board, the president's vote may be cast by a delegate appointed by the branch board of directors.

**Section 2. Administrative Responsibilities.** The board shall have the general power to administer the affairs of the state and to initiate and carry out its programs and policies, and shall accept responsibilities delegated by AAUW. It shall act for the state between state conventions. The board shall have fiscal responsibilities as outlined in **Article X, Financial Administration, Section 2.**

**Section 3. Branch Recommendations.** The board shall recommend to AAUW action to be taken in regard to the admittance of new branches or the discontinuance of current branches within the state.

**Section 4. Meetings.** Meetings of the board shall be held at least two (2) times per year.

**Section 5. Special Meetings.** Special meetings may be called by the president or shall be called upon written request of five (5) members of the board provided that at least five (5) days notice of such meeting and its agenda have been given to the members of the board.

**Section 6. Quorum.** The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the board.

**Section 7. Voting Between Meetings.** Between meetings of the board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

**Section 8. Removal From Office.** A member of the board of directors may be removed for any reason by a two-thirds (2/3) vote of the board in accordance with policies and procedures adopted by AAUW.

**ARTICLE VIII. EXECUTIVE COMMITTEE**

**Section 1. Composition.** The executive committee shall consist of the elected officers.

**Section 2. Duties.** The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

**Section 3. Meetings.** Meetings of the executive committee shall be held on the call of the president or by written request of two (2) of its members.

**Section 4. Quorum.** The quorum shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

**Section 5. Voting Between Meetings.** A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

#### **ARTICLE IX. COMMITTEES**

**Section 1. Establishing Committees.** The president may establish standing and special committees as needed with consent by the board.

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

#### **ARTICLE X. STATE OR MULTISTATE ORGANIZATIONS.**

**Section 1. Structure.** Branches and/or comparable AAUW-affiliated entities may establish a state or 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. Purpose.** These organizations shall further AAUW purposes, program, and policies within their respective areas. Bylaws of such organizations shall not be in conflict with these AAUW Bylaws.

**Section 3. 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 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 in the state, will appoint an administrative contact.

**Section 4. Recorded Minutes.** Each state or multistate organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed state or multistate meeting and board meeting.

#### **ARTICLE XI. 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 geographically based or may be a virtual, online branch 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 these AAUW Bylaws or 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-affiliate entity shall provide AAUW with designated contacts for administration and finance. These contacts can be 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 contact for administration and finance to record the minutes of each noticed meeting and board meeting.

**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 Board of Directors within a designated period.

**Section 4. Property and Assets.** The title of all property, funds, and assets of a branch 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. In the event of the dissolution of the branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. Aauw may solicit and consider recommendations from local leaders before making a designation.

**Article XII. 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 proposes following procedures and policies established by the AAUW Board of Directors.

**ARTICLE XIII. FINANCIAL ADMINISTRATION**

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

**Section 2. Financial Policies.** The state 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.

## **ARTICLE XIV. MEETINGS OF THE STATE**

**Section 1. State Convention.** The state shall hold a biennial convention to conduct the business of the state, such as electing officers, establishing dues, amending bylaws, and receiving reports. The exact date, time, and place of the convention shall be determined by the state board of directors.

**Section 2. Special Meetings.** Special meetings may be called by the president or shall be called by the president on the written request of five (5) members of the board.

**Section 3. Meetings Notice.** Notice of meetings shall be sent to all branches, members of the state board of directors, college/university partners, and state members-at-large at least thirty (30) days prior to the meeting.

**Section 4. Voting.** The voting body of any meeting of the state shall be composed of:

- a. State representatives including:
  1. elected and appointed officers;
  2. chairs of all standing committees;
  3. past presidents of the state; and
  4. presidents of the branches.
- b. Branch and other delegates including:
  1. one delegate for each five (5) members of each branch or major fraction thereof;
    - (i) each branch shall be entitled to at least two (2) delegates;
    - (ii) any satellite of a branch shall be entitled to one (1) delegate from among the sponsoring branch's allotted number of delegates.
  2. one (1) delegate appointed by the president for each ten (10) members-at-large of the state;
  3. one (1) delegate for each college/university partner member.

**Section 5. Quorum.** Delegates representing a majority of branches shall constitute a quorum.

## **ARTICLE XV. ELECTRONIC MEETINGS**

The board of directors, executive committee, standing committee, and special committees are authorized to meet by telephone conference or through other electronic communications media.

## **ARTICLE XVI. PROPERTY AND ASSETS**

The title for all property, funds and assets of AAUW Idaho for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of AAUW Idaho or the termination of its affiliation with AAUW, all assets of the state or multi-state organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

## **ARTICLE XVII. PARLIAMENTARY AUTHORITY**

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

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

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

**Section 2. Prior Approval.** All other proposed amendments to the state 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 state convention by a two-thirds (2/3) vote of those present and voting provided written notice shall have been sent to each branch in the state at least thirty (30) days prior to the meeting at which such amendment is to be acted upon; or, if previous notice has not been given, by unanimous vote of the convention and ratification of three-fourths (3/4) of the branches.

Date Adopted:

May 1, 2010; Mandatory Update March, 2012; Mandatory Update March 2014; Mandatory Update September, 2015.