

BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN,
BOISE AREA BRANCH, INC.
EIN 46-4988858
Boise, Idaho
Updated October 2016

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Boise Area Branch, 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 the Affiliate shall in no way conflict with the AAUW bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

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

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

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

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members ("Individual Members") and college/university members ("College/University Members").

BYLAWS OF THE
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BOISE AREA BRANCH, INC.
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Section 2. Basis of Membership.

a. Individual Members.

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

(2) Appeals of Refusals of Admission to Membership. Any potential individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No individual member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national, state, and branch dues.

BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN,
BOISE AREA BRANCH, INC.
EIN 46-4988858
Boise, Idaho
Updated October 2016

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

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.

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. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. 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 mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW 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. AAUW Affiliate Defined. An AAUW Affiliate ("Affiliate") is an organization affiliated with AAUW for the purpose of supporting AAUW's mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)3 or 501(c)4 organizations under the Internal Revenue Code. An Affiliate may use AAUW's name and/or logo only if approved by the AAUW Board of Directors.

BYLAWS OF THE
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EIN 46-4988858
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Section 2. Organization.

- a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.
- c. Structure. Affiliates may create such leadership structures as meet their needs. Each 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 an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. The 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 an Affiliate is vested in the Affiliate. An 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 an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the 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 the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW bylaws or with the requirements of AAUW or the laws of the state of Idaho.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. AMENDMENTS TO THE AFFILIATE'S BYLAWS

Provisions of the Affiliate's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained.

BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN,
BOISE AREA BRANCH, INC.
EIN 46-4988858
Boise, Idaho
Updated October 2016

Proposed bylaws amendments shall be sent to the entire membership at least 14 days prior to the applicable meeting. Prior to being voted on, proposed changes to the affiliate's bylaws shall be sent to the state bylaws chair for approval.

ARTICLE IX. MEETINGS AND VOTING

Section 1. There shall be at least seven (7) general membership meetings each year.

Section 2. The general membership meeting held between February and May shall be designated the Annual Meeting, the exact date, time and place to be determined by the board.

Section 3. The annual meeting shall be to conduct business including, but not limited to: hearing officers' reports, reviewing the budget, electing officers and nominating committee, establishing dues, amending bylaws, and giving directions to the board.

Section 4. Voting requirements. The quorum shall be 15 percent of branch membership. Each member is entitled to one vote.

Section 5. Unless spoken to in these bylaws, votes may be conducted on any issue at general membership meetings, provided notice has been given. If a quorum does not exist, the board may bring the issue to membership for vote by telephone, post or electronic communication media.

Section 6. Meeting Notice. Notice of meetings shall be sent to all members of the branch at least fourteen (14) days prior to the meeting.

ARTICLE X. FINANCIAL ADMINISTRATION

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

Section 2. Each member shall pay branch dues established at the annual meeting by two-thirds (2/3) of those present and voting, provided written notice has been given to all members fourteen (14) days prior to the meeting.

Section 3. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped.

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

Section 5. Dues of new members may be paid at any time. The portion of national and state dues paid by new members for less than a full year is determined by AAUW and state policy. The branch board of directors may set a reduction for branch fees.

BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN,
BOISE AREA BRANCH, INC.
EIN 46-4988858
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Section 6. The annual budget shall be adopted by the board of directors and presented at the fall meeting.

Section 7. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

ARTICLE XI. OFFICERS

Section 1. There shall be a minimum of eight (8) officers to fulfill the functions of president, president-elect, program, membership, secretary, treasurer, public policy and AAUW Funds.

Section 2. The six (6) elected officers shall be a president or co-presidents, president-elect, vice presidents for program and membership, secretary and treasurer.

Section 3. The president shall appoint at least two (2) officers; one for public policy, AAUW Funds, and any other officers as shall be deemed necessary to carry on the work of the branch.

Section 4. Officers shall serve for a term of one year 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 be eligible to serve more than two (2) consecutive terms in the same office.

Section 6. The incoming president may call a meeting of the incoming officers prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 7. A vacancy in office, excluding the president or co-presidents, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president or co-presidents shall be filled by the president-elect, or if the president-elect is unable to serve, by the vice president for program, or if the vice president program is unable to serve, by the vice president for membership.

ARTICLE XII. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of *Robert's Rules of Order, Newly Revised*. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

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

Section 3. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and

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BOISE AREA BRANCH, INC.
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Updated October 2016

state. The president shall also be responsible for additional duties, detailed in branch policies, II A.

Section 4. The president-elect shall attend branch and board of directors' meetings in preparation for the automatic assumption of presidential duties the following year. The president-elect shall preside at meetings in the absence of the president, act in the absence or disability of the president, and perform such other duties as are requested by the president or by the board of directors.

Section 5. The vice presidents shall perform such duties as the president and board shall direct.

a. The program vice president shall serve as chair of the committee on program development and shall preside at meetings in the absence of the president and president-elect, act in the absence or disability of the president and president-elect, and perform such other duties as are requested by the president or by the board of directors. The program vice president shall also be responsible for additional duties, detailed in branch policies, II B.

b. The membership vice president shall serve as the chair of the committee on membership, preside at meetings in the absence of the president, president-elect and program vice president and perform such other duties as are requested by the president or by the board of directors.

Section 6. The secretary shall record and keep minutes of all business meetings and prepare correspondence as directed by the president and the board of directors. The secretary shall also be responsible for additional duties, detailed in branch policies, II C.

Section 7. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to AAUW and state by the specified deadline. The treasurer shall direct the AAUW Funds chair to send moneys to the AAUW Funds by the specified deadlines, or will submit such funds herself, and shall keep separate ledgers for each type of account. The treasurer shall also be responsible for additional duties, detailed in branch policies, II D.

ARTICLE XIII. NOMINATIONS

Section 1. There shall be a nominating committee of three members to be elected at the annual meeting.

Section 2. Members shall serve one year with a maximum of two years consecutively.

BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN,
BOISE AREA BRANCH, INC.
EIN 46-4988858
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ARTICLE XIV. ELECTIONS

Section 1. The names of the nominees shall be published and sent to every member at least fourteen (14) days prior to the annual meeting.

Section 2. Nominations may be made from the floor with the consent of the nominee.

Section 3. All elections shall be held at the annual meeting.

Section 4. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority of those present and voting.

ARTICLE XV. BOARD OF DIRECTORS

Section 1. Members. The board of directors shall include the six (6) elected and the following two (2) appointed officers of the branch: public policy and AAUW Funds chairs. The chair of standing committees, representatives of areas of interest, and such others as are deemed necessary may be included. This Organization must have a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs. In addition, the 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 branch or affiliated entity meeting and board meeting.

Section 2. Powers and Duties. The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and state. It shall have the power to create special committees and task forces as deemed necessary and shall perform such other duties as are specified by these bylaws.

Section 3. Meetings. Meetings of the board shall be held at least three (3) times per year. Special meetings may be called at any time by the president or upon the written request of four members of the board.

Section 4. Policies. The board shall review the policies of the AAUW Boise Area Branch each year and modify as needed.

Section 5. Quorum. The quorum of the board shall be a majority of its members. Offices that have co-officers or co-chairs will be entitled to one (1) vote.

Section 6. Voting Between Meetings. Between meetings of the branch 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

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BOISE AREA BRANCH, INC.
EIN 46-4988858
Boise, Idaho
Updated October 2016

submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

ARTICLE XVI. EXECUTIVE COMMITTEE

Section 1. Members. The executive committee shall consist of the six (6) elected officers: president, president-elect, vice presidents of program and membership, secretary and treasurer.

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

Section 3. Quorum. The quorum of the executive committee shall be a majority of its members. Offices that have co-officers will be entitled to one (1) vote.

Section 4. 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 XVII. CONVENTIONS

Delegates and alternates to the state convention, as described in state bylaws, shall be suggested by the Affiliate and certified by the president.

ARTICLE XVIII. INDEMNIFICATION

Every member of the board may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the Affiliate board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the Affiliate board approves such settlement and reimbursement as being in the best interest of the Affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

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