

**BYLAWS of THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
Oregon Online Branch**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be American Association of University Women Oregon Online Branch, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Oregon Online Branch 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.

Section 4. Governance. The AAUW Bylaws shall govern this Affiliate in all practices, and the bylaws of this organization shall in no way conflict with the AAUW Bylaws.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance gender equity for women and girls through research, education, and advocacy. Vision: Equity for all. Values: Nonpartisan, fact-based, integrity, inclusion and intersectionality.

Section 2. Policies and Programs. 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 Procedures. 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 procedures.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below in **Article IV, Section 2. Basis of Membership (1) Eligibility**) and Affiliates (as defined below in **Article V, Section 1**) 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 the AAUW Oregon Online Branch are members of AAUW.

Section 2. Basis of Membership.

(1) Eligibility. An individual holding an associate’s (or equivalent, e.g., RN), bachelor’s, or higher degree from an “Accredited Higher Education Institution” recognized by the U.S Department of Education 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 Oregon Online Branch dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Oregon Online 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 member or who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Oregon Online Board of Directors for review. The decision of the AAUW Oregon Online 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 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 dues.

Section 3. Student Associates. The AAUW Oregon Online Board of Directors shall 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 or without fees (eStudent Affiliates - eSAF) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues

a. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Oregon Online 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 Oregon Online 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.

ARTICLE V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW 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. The AAUW Oregon Online Branch is a 501(c)(4).

Section 2. 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. See **Article XV. Loss of Recognition.**

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 applicable laws.

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. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of three members, elected or appointed as follows: one current officer and two branch members in good standing.
- b. The term of service on the nominating committee shall be for two years for a maximum of two consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member via e-mail at least thirty days prior to the annual branch meeting.
- d. Nominations may be made during a branch meeting conference call with the consent of the nominee.

Section 2. Elections

- a. Elections and appointments of officers shall be held at the annual branch meeting in May.
- b. Elections shall be by voice or electronic vote at branch meetings. Election shall be by a majority of those voting.
- c. An electronic meeting for voting shall be used for elections, provided the number of members voting meets the quorum for meetings in **Article XIII, Section 5. Quorum.** Electronic voting shall be used in accordance with ORS 65.341.

ARTICLE IX. OFFICERS

Section 1. Officers

- a. The elected officers for the branch shall be President and Financial Vice President.
- b. The President shall be elected in even years. The Financial Vice President shall be elected in odd years.
- c. The appointed officers shall be added as needed. Appointed officers shall be nominated by the president and confirmed by the consent of the board.
- d. Elected and appointed officers shall serve for a term of two years or until their

successors have been elected or appointed and assume office. Terms of office shall begin on July 1. Elected and appointed officers shall be Affiliate members.

- e. No officer elected shall hold more than one elected office at a time.
- f. All vacancies in offices shall be filled for the unexpired term by board appointment.
- g. Each branch office shall be filled by an officer or co-officers.
- h. Appointed and elected officers shall seek a second two-year term if they choose.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. 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.
- c. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the branch and for meeting specific deadlines.
- d. All officers and chairs shall submit annual reports to the president.
- e. If there is a secretary, this officer shall record and keep minutes of all board, membership, and special meetings. If there is no secretary, the branch shall designate a member other than the president (or administrative officer) and finance officer to record the minutes of each branch meeting and branch board meeting.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members. The elected officers for the branch shall be President and Financial Vice President. The appointed officers shall be added as needed. Appointed officers shall be nominated by the president and confirmed by the consent of the board.

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

Section 3. Meetings. Meetings of the board shall be held at least four times a year, electronically, at a time agreed upon by the board.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of two members of the board provided that at least fourteen days' notice of such meeting and its agenda have been given to the members of the board.

Section 5. 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 6. Voting Between Meetings. Between meetings of the branch board, an electronic vote of the board shall 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 unanimously counted and shall have the same effect as if held at a board meeting. The result of the vote shall be in the minutes of the next board meeting. **See ORS 65.341.**

Section 7. Removal From Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by the AAUW Oregon Online Branch.

ARTICLE XI. COMMITTEES

Section 1. Special Committees and Task Forces.

Special committees and/or task forces shall be appointed and established by the AAUW Oregon Online Board of Directors as needed and/or necessary.

Section 2. Reports.

All committees shall provide written reports to the President as requested.

Section 3. Quorum. The quorum for a meeting of any committee shall be the majority of its members.

ARTICLE XII 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 board 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.

Section 3. Budget. The AAUW Oregon Online Board of Directors shall adopt an annual budget for presentation to the branch.

ARTICLE XIII. MEETINGS

Section 1. Annual Meeting. The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the month of May.

Section 2. Membership Meetings. The branch shall hold at least four meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of two members of the board or fifteen percent of the branch membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the branch at least ten days prior to the meetings.

Section 5. Quorum. The quorum shall be fifteen percent of the branch membership.

ARTICLE XIV. PROPERTY AND ASSETS

The title to all property, funds, and assets is vested in the AAUW Oregon Online 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. Property and assets shall not be used for any purpose contrary to AAUW. In the event of the dissolution of the AAUW Oregon Online 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.

ARTICLE XV. LOSS OF RECOGNITION

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

ARTICLE XVI. INDEMNIFICATION

The organization shall indemnify to the fullest extent permitted by Oregon law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the organization) by reason of the fact that the person is or was an officer of the organization, or serves or served at the request of the organization as an officer. This indemnification is provided if the person proceeded in good faith, reasonably believed the conduct was in the organization's best interests, and in the case of any criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful. The right to and the amount of indemnification shall be determined by the board of directors, in accordance with the provisions of Oregon law in effect at the time of the determination.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

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

Section 2. Prior Approval. All other proposed amendments to the branch bylaws shall be sent to the state governance committee for approval before the call for the branch vote.

Section 3. Branch Vote. Provisions of these bylaws not mandated by AAUW may be amended at a branch meeting by a two-thirds vote of those present and voting, provided proposed bylaws amendments shall have been sent to the entire membership at least sixty days prior to the meeting.

Date Last Amended: Approval (State Governance Committee):

April 9, 2012
May 25, 2014

October 15, 2012
June 19, 2014
January 2, 2023
May 9, 2023

Brought Into Compliance with AAUW Requirements:

July 19, 2016

May 2019

September 13, 2016

May 2020

October 6, 2016

January 2023

October 17, 2016

May 9, 2023

We expect a substantial national bylaws revision in 2023. These bylaws are currently in compliance.

Betsy McDowell, AAUW Governance Chair. January 2, 2023.