

BYLAWS OF AAUW OF THE STATE OF UTAH

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name

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

Section 2. Governance

The bylaws of this organization 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 the organization shall be to further the AAUW mission, program, and policies within the organization and promote, encourage, and coordinate the work of the branches within the organization.

ARTICLE III. USE OF NAME

Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members, branches and organizations; and no member, branch or organization 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. 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.

Section 3. Violations. Violation of the Use of Name policy shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership.

- a. All branches of AAUW within the boundaries of the organization shall be members of the organization.
- b. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV are eligible to be admitted to membership in this organization. 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 organization. The organization member shall be entitled to vote, hold office and participate in all activities and programs and receive the publications distributed to all members.
- c. A member-at-large of AAUW residing within the boundaries of the organization may become a member-at-large of the organization upon payment of state [*or* multi-state] dues.

- 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.
- e. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with this organization upon payment of fees established by AAUW and this organization's board of directors. Student affiliates shall be entitled to attend meetings of AAUW and this organization and to receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 2. Dues.

- a. The annual dues for organization members and members-at-large shall be determined by a two-thirds vote of the board of directors of the organization, provided notice has been given to the members 30 days prior to the meeting.
- b. Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the organization, are required to pay annual organization and branch dues.
- c. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW dues.
- d. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend organization meetings without vote.
- e. New members may join at any time. Dues are payable upon joining. The national and organizational portion of the dues paid by new members for less than a full year is determined by AAUW and state policy.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. There shall be a nominating committee of five members elected by the board of directors at the first board meeting of the fiscal year.
- b. At the same meeting the chair of the nominating committee shall be elected by the board of directors from the five committee members.
- c. Members shall serve for one (1) year for a maximum of three (3) years consecutively.

Section 2. Nominations.

- a. Suggestions from the branches or any member thereof for nominees shall be submitted in writing to the chair of the nominating committee at least two months prior to the state convention. The chair shall report to the members of the committee all names received.
- b. The nominating committee shall present a list of the names of one or more nominees for each office to be filled to each branch at least one month prior to the state convention. The committee shall obtain the consent of the nominees concerned.
- c. Nominations may be made from the floor at the time of the election, provided the written consent of the nominee has been obtained.

Section 3. Elections.

- a. The elected officers shall be elected at a state convention of duly accredited delegates.
- b. Elections shall be by ballot except when there is only one candidate for an office in which case the election shall be by voice vote.

- c. A majority of the votes cast shall be necessary for election.
- d. The membership vice president and secretary shall be elected in even-numbered years, and the president-elect, program vice president and treasurer shall be elected in odd-numbered years.

ARTICLE VI. OFFICERS

Section 1. Duties of Elected Officers.

Officers shall perform the duties prescribed by these bylaws and by *Robert's Rules of Order Newly Revised*.

a. President.

(1) As the executive officer, the president shall:

- (a) file the names and addresses of incoming and continuing officers and chairs with AAUW no later than June 1;
- (b) preside at all meetings of the organization, the board of directors, and the executive committee;
- (c) serve as an *ex-officio* member of all task forces and committees except the nominating and distinguished woman award committees;
- (d) appoint, with the confirmation of the executive committee, all appointed officers and chairs of all task forces and committees except the nominating committee and those otherwise provided for in these bylaws;
- (e) approve members of standing and special committees, which includes task forces, in consultation with the respective chairs;
- (f) perform all other duties usually pertaining to the office.

(2) As the official representative of the organization in the activities of AAUW on all levels, the president shall:

(a) visit a petitioning group desiring to form a branch and discuss with it the program of AAUW and the desirability of organizing a branch. The president may designate an official representative to act in the president's stead. After advising the existing branch or branches in the area from which the petitioning group may draw membership, the organization president shall make a recommendation to the board of directors.

((1)) When state board approval is given, the president shall notify AAUW and direct the organization membership chair to continue organizing activities with the petitioning group, including the preparation of the bylaws.

((2)) In the event the board of directors fails to give approval to the petitioning group of graduates qualified to organize a branch, the president shall send a written report to the AAUW Board of Directors.

(b) notify a branch which appears to have forfeited the right to continue as a branch and request it to present its view in writing to the board of directors within a designated period of time of reasonable length.

(3) As the official representative of the organization, the president or the president's designated representative shall represent the organization in all work with other organizations and at all meetings and conferences.

b. President-Elect. The president-elect shall be an active aid to the president, become acquainted with the office of president so that the president-elect may efficiently discharge the duties of the

office upon succeeding thereto. The president-elect shall assume the duties of the president in the president's absence or inability to serve.

c. Vice Presidents. There shall be at least two vice presidents of the organization; a vice president to serve as chair of the committee on program development and a vice president to serve as chair of the committee on membership.

(1) Program Vice President. The program vice president shall:

- (a) serve as chair of the committee on program development;
- (b) assume the duties of the president in the president's or president-elect's absence or inability to serve;
- (c) become president if a vacancy in that office occurs;
- (d) assist branch program development chairs in general program planning.

(2) Membership Vice President. The membership vice president shall:

- (a) serve as chair of the committee on membership;
- (b) continue organizing activities with a petitioning group, including preparation of bylaws at the direction of the organization president;
- (c) act as the presiding officer in the absence of the president, president-elect, and program vice president;
- (d) perform such other duties incident to the office.

d. Secretary. The secretary shall record and keep the minutes of the business meetings of the organization, board of directors, and executive committee, and shall perform the following duties:

- (1) file all written reports presented at state meetings;
- (2) have available at all meetings a copy of the current AAUW Charter and Bylaws, the organization Bylaws, organization Policies and Procedures, and a list of organization officers, committees and task forces;
- (3) assume responsibility for correspondence of the organization and the executive committee as the president or executive committee shall delegate;
- (4) notify the branches and members of the organization's board of directors of all meetings of the organization;
- (5) notify committee and task force members of their appointments;
- (6) maintain a roster of the branches, including branch officers, committee and task force chairs, and a list of all organization members-at-large;
- (7) perform such other duties as shall be assigned by the president.

e. Treasurer. The treasurer shall:

- (1) assume responsibility for the collection of all state dues and other money due the organization unless otherwise authorized by the AAUW Board of Directors;
- (2) serve as custodian of all funds, securities, and business papers;
- (3) keep an itemized account of all receipts and disbursements;
- (4) present a detailed financial report to the executive committee and board of directors at each meeting and upon the request of the president at other times;
- (5) submit an annual written financial report to the organization;
- (6) submit the records for audit at the close of the fiscal year;
- (7) disburse money only as directed by the president or executive committee;
- (8) serve as chair of the finance committee.

Section 2. Duties of Appointed Officers.

The duties of appointed officers shall be such as are assigned by the president and approved by the board of directors.

- a. The bulletin editor shall be accountable for preparation and distribution of all state publications.
- b. The communications chair shall:
 - (1) be responsible for all publicity of the organization; and
 - (2) keep a scrapbook of activities and material of AAUW and the organization that pertaining to members of the organization.
- c. The parliamentarian shall interpret the governing rules of the organization and advise on their execution.

Section 3. Reports. All officers shall submit annual reports of their work to the organization president and/or the membership.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition.

The board of directors shall include the elected and appointed officers, the chairs of the committees on college/university relations, task forces and bylaws; the immediate past president; the president of each branch; and the members of the AAUW board of directors or AAUW committees. The immediate past president shall serve on the board of directors for a period of one-year following completion of the term of office.

Section 2. Powers and Duties.

a. State Administration.

In accordance with the bylaws and convention action, the board of directors shall have the general power to administer the affairs of the organization and to initiate and carry out its program and policies. It shall act for the organization between conventions. The board shall establish policies and procedures consistent with generally accepted accounting principles and federal, state and local laws to control the financial records of the organization, and may adopt rules to govern its proceedings. It also shall:

- (1) approve the budget prepared by the finance committee and accept the auditor's report;
- (2) elect the nominating committee for elected officers of the organization and name the chair;
- (3) select the time and place of the state convention;
- (4) select the time and place of the state workshop;
- (5) approve the programs for organization meetings;
- (6) fill any vacancy in office except that of president; and
- (7) establish such additional standing committees as may be deemed necessary.

b. Branch Supervision.

- (1) the board shall recommend to AAUW action to be taken in regard to new branches, admittance or discontinuance of present branches.
- (2) Formation. Upon recommendation of state president, the organization's board of directors shall approve in writing the application of any group of graduates qualified to form a branch within the organization, under the AAUW Charter and Bylaws.

(3) Forfeiture. The organization's board of directors shall review the findings of any branch which shall appear to have forfeited its right to continue as a branch under the AAUW Charter and Bylaws and recommend action to be taken. A branch shall be deemed to have forfeited its right to continue as a branch for any of the following reasons:

- (a) has not submitted the required dues to the AAUW finance vice president in accordance with Article X Section 3 of these bylaws for a period of two years;
- (b) has violated the purpose of AAUW or provisions of its Bylaws;
- (c) has maintained branch bylaws and practices in conflict with the AAUW Charter and Bylaws.

If there is no person serving as branch contact, the organization's board of directors may initiate the process of dissolution of the branch.

Section 3. Meetings and Quorum.

- a. Regular Meetings. Regular meetings of the board of directors shall be held at least twice a year at the call of the president. One of those meetings shall be held in conjunction with the annual workshop and the other in conjunction with the annual convention.
- b. Special Meetings. Special meetings of the board of directors may be called at any time by the president and shall be called upon written request of five (5) members of the board or thirty (30) percent of the branches of the organization, provided that at least ten (10) days notice of such meeting and its agenda shall have been given to the members of the board.
- c. Quorum. The quorum for a meeting of the board of directors shall be one-third (1/3) of the members.

Section 4. Written Vote.

Between meetings of the board of directors, a written vote may be taken at the request of the president on any question submitted in writing, conference call, or any electronic means, to all members of the board. Voting shall close seven (7) days after the question has been submitted. If a majority shall vote on a question sent to the members of the board of directors, the vote shall be counted and shall have the same effect as if cast at a meeting of the board of directors. The board shall be immediately notified of the result.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition.

The executive committee shall be composed of the elected officers of the organization.

Section 2. Powers and Duties.

The executive committee shall:

- a. between meetings of the board, transact any business of the organization except that specified in Article VII, Section 2 b (1) and 2 b (2);
- b. perform such duties as may be assigned by the board of directors;
- c. determine the special committees necessary for the work of the organization;
- d. confirm the appointments of chairs of committees and task forces, and appointed officers;
- e. provide for an audit and the proper control of funds;
- f. appoint four members of the finance committee;

- g. make recommendations to the board of directors;
- h. report its activities and actions to the board of directors;
- i. give advice and counsel to the president.

Section 3. Meetings and Quorum.

- a. Meetings. The executive committee shall meet at the call of the president; and at other times at the written request of three (3) members of the executive committee.
- b. Quorum. The quorum shall be a majority of the members of the executive committee.

Section 4. Written Vote.

Between meetings of the executive committee, a written, conference call or electronic vote may be taken at the request of the president on any question submitted in writing or by the previously mentioned means to all members of the executive committee. Voting shall close seven (7) days after the question has been submitted. If a majority shall vote on a question sent to the members of the executive committee, the vote shall be counted and shall have the same effect as if cast at a meeting of the executive committee.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees.

- a. There shall be standing committees on, or persons concerned with, the work of appropriate AAAUW standing committees, including bylaws, college/university relations, finance, public policy, membership, communications, and program development.
- b. There shall be such other standing committees as shall be deemed necessary by the board of directors.

Section 2. Special Committees and Task Forces.

- a. There may be established such special committees as shall be deemed necessary by the executive committee.
- b. There shall be task forces as considered necessary by the board of directors.

Section 3. Qualifications and Terms of Chairs and Members.

- a. Committee chairs shall be members of the AAUW.
- b. Chairs of standing committees except those otherwise provided for in these bylaws shall be selected by the president and confirmed by the executive committee.
- c. Committee chairs shall serve for a term of two years. No chair shall serve more than two consecutive terms in the same position.
- d. Members of standing committees shall be appointed by the president in consultation with the respective chairs. Only AAUW members may be selected for the personnel of standing committees.
- e. Chairs and members of special committees and task forces shall be appointed by the president with the consent of the executive committee.
- f. Members of standing and special committees shall be chosen for their experience and work in the AAUW and/or their special aptitude for the work of the committee with due regard for geographical representation and rotation in membership.

Section 4. Composition and Duties of Committees.

a. Standing Committees. Each standing committee shall formulate a program for the organization in its particular field. The approval of the board of directors shall be necessary before such program shall be carried into effect. Each standing committee shall cooperate with the appropriate AAUW committee and committees in the branches to initiate and promote projects of a state-wide and national scope.

(1) The committee on bylaws shall receive and review the biennial amendments to all branch bylaws by December 1 following the AAUW convention to ensure they conform to the current AAUW Charter and Bylaws. The chair shall forward all reviewed branch bylaws to the AAUW Committee and Bylaws.

(2) The committee on college/university relations shall be responsible for planning and developing a mutually supportive relationship between institutions of higher education and AAUW of Utah.

(3) The committee on education funds shall implement the AAUW programs on Fellowships, Research and Projects, and such others as may be established by AAUW.

(4) The committee on public policy shall formulate and implement a state public policy program in compliance with AAAUW policy. It shall be composed of the chair and a member from each issues task force. This committee shall also receive the resolutions for presentation to the membership at state convention.

(5) The committee on membership shall assist branch membership chairs in problems of qualifications for membership and in the development of membership orientation programs. The program development and the college/university relations chairs shall be ex-officio members. The membership vice president shall serve as chair.

(6) The committee on program development shall be responsible for providing policy guidance for program direction in the program areas and issues of AAUW and for the continuing program concerns of the organization. It shall consider future AAUW program issues. The program vice president shall serve as chair. The committee shall include other members as deemed necessary.

(7) The committee on finance shall consist of the treasurer, who shall be chair, and four members of the board of directors. These four shall be appointed by the executive committee. The finance committee shall prepare the annual budget which shall be presented for approval at the first state board meeting following the state convention.

b. Special Committees and Task Forces.

(1) Special committees shall perform such duties as are assigned by the president or executive committee

(2) Task forces shall implement the current program issues of AAUW.

Section 5. Reports.

The chair of each committee shall submit an annual report to the president and/or the membership and, when required, to the appropriate staff member at AAUW.

ARTICLE X. 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 organization 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. Remittance of dues to the organization. Each branch shall collect state dues from their members in accordance with Article IIV, Section 2 of these bylaws and remit them to the organization's finance vice president no later than 60 days after receiving them.

ARTICLE XI. MEETINGS

Section 1. Time, Place, and Notification.

- a. The organization shall hold at least two regular meetings each year to be known as the state convention and the state workshop. The state convention shall be to conduct the business of the organization, including but not limited to electing officers, establishing dues, amending bylaws, and receiving reports of officers and committee chairs.
- b. The exact date, time and place shall be determined by the board of directors.
- c. 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 of directors or thirty (30) percent of the branches in the organization.
- d. Notice of meetings shall be sent to all branches, members of the board of directors, college/university members, and state members-at-large at least 30 days prior to the meeting.
- e. All state meetings, including meetings of the board of directors, shall be open and may be attended by any member of the organization. Only members of the board of directors shall be entitled to offer motions, debate or vote at a meeting of the board of directors.
- f. If circumstances prevent the holding of an organization meeting, the elected officers of the board of directors shall provide for the conduct of necessary business.

Section 2. Representation.

- a. Voting Body. The voting body of any meeting of the organization shall be composed of:
 - (1) State Representatives, including the following:
 - (a) elected and appointed officers;
 - (b) chairs of all standing committees, special committees and taskforces;
 - (c) past presidents of the organization, provided they are paid members of AAUW.
 - (d) presidents of the branches.
 - (2) Branch and Other Delegates, including the following:
 - (a) one delegate for each ten (10) members of each branch or major fraction thereof, provided that each branch shall have at least two delegates;
 - (b) one delegate appointed by the president for each ten (10) paid members-at-large of the organization; and
 - (c) one delegate for each college/university member of the organization.
- b. Each delegate shall be a member of AAUW.
- c. Voting. A member of the voting body shall cast no more than one vote.

d. Quorum. A quorum shall be a majority of the voting body registered as attending, provided that a majority of the branches are present.

ARTICLE XII. PROPERTY

Section 1. Title. The title for all property, funds and assets of the organization, whether incorporated or not, shall at all times be vested in the organization for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. The organization shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

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

ARTICLE XIII. PARLIAMENTARY AUTHORITY

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

ARTICLE XIV. INDEMNIFICATION

Every board or committee member may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or committee in connection with any threatened, pending or completed action, suit or proceeding to which the board or committee member may become involved by reason of being or having been a member of the organization, 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 organization board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

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

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

Section 3. Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the annual organization meeting by a two-thirds vote of those present and voting,

or by electronic or mail ballot, provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.

Date last amended: October 25, 2009