

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF FAIRBANKS, ALASKA BRANCH
FOUNDED MARCH 24, 1937**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Fairbanks Alaska Branch hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Fairbanks Alaska 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.

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 Programs. 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 programs.

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”).

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 dues.

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.

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 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. INDEMNIFICATION

To the maximum extent allowable by law, the Organization 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, or committee member of the Organization. Every member of the Board of Directors, officer, or committee member of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, 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, or committee member of the Organization, 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 the Organization 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 foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled.

ARTICLE IX. AFFILIATE MEMBERSHIP AND DUES

Section 1. Composition. The membership of Fairbanks Affiliate AAUW shall consist of individual and partner members as defined by AAUW.

Section 2. Affiliate Categories of Membership. The membership shall be consistent with AAUW guidelines as defined in Article IV.

Section 3. Dues. The annual dues for individual members and partner members shall be established by a two-thirds vote of the AAUW Affiliate Board of Directors. Changes in Affiliate dues shall be established at the annual meeting by a two-thirds vote of those present and voting. Local dues shall be waived for Partner Members.

Section 4. Payment of Dues. AAUW Member dues shall be payable to the AAUW Membership Service Database or in person to the Affiliate Financial Officer.

- a. Dues are payable by July 1. After notification of nonpayment, a member still in arrears after November 30 shall be dropped from membership.
- b. New members may join at any time. Dues are payable upon joining. The Affiliate portion of dues paid by new members between January 1 and March 15 shall be one-half the annual Affiliate dues.

ARTICLE X. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. Composition and Appointment. There shall be 3 members on the Nominating Committee who shall be elected by the Affiliate members at the annual meeting. One of the committee shall be appointed chair by the President at the time of their election.

b. Terms. The term of a nominating committee member shall be two years. Members shall serve no more than two (2) consecutive terms.

Section 2. Nominations. The names of the nominees shall be published and sent to every member at least fourteen (14) days before the annual meeting. Nominations may be made from the floor with the consent of the nominee.

Section 3. Elections. All elections shall be held at the annual meeting. 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 vote of those branch members present and voting.

ARTICLE XI. OFFICERS AND BOARD OF DIRECTORS

Section 1. Elected Officers

a. The elected officers shall be a president, president-elect, and vice president for program, vice president for membership, secretary, and financial officer. The immediate past president and the elected officers comprise the board of directors.

Section 2. Duties. The elected directors shall facilitate and promote the purpose and mission of AAUW.

a. Officers shall perform the duties prescribed by these bylaws.

b. The president shall be the official spokesperson and representative for the Affiliate and shall be responsible for ensuring that reports and forms as required by AAUW are submitted.

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

d. The secretary shall record and keep minutes of all business and special meetings. A permanent paper and an electronic file of minutes shall be maintained for archive purposes.

e. The financial officer shall be responsible for collecting, distributing, and accounting for the funds of the Affiliate. The financial officer shall collect dues and properly remit them to AAUW by the specified deadline. The financial officer shall send moneys for the Educational Foundation and the Legal Advocacy Fund by the specified deadlines.

Section 3. Terms of Office.

a. Officers shall serve for a term of one (1) year, with the exception of the secretary who shall be elected in odd numbered years and the financial officer who shall be elected in even numbered years, or until their successors have been elected or appointed and assume office. **The financial officer shall be limited to two (2) consecutive terms.**

b. **Beginning of Terms.** The term of each officer and director shall begin on July 1. The incoming president may call a meeting of the incoming officers prior to July 1. No incoming member shall be entitled to vote in that body until July 1.

Section 4. Vacancies. A vacancy in an elected office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the president-elect.

Section 5. Board Powers and Duties. The board shall have the general power to administer the affairs of the Affiliate in accordance with the bylaws. In addition, the Board of Directors shall have these general powers:

- a. Provide oversight to ensure the proper administration of the financial affairs of the Affiliate
- b. Appoint standing committee members
- c. Act for the Affiliate between meetings of the membership
- d. Adopt rules to govern its proceedings
- e. Establish task forces or special committees as needed
- f. Determine date and location for any official meetings
- g. Hold at least 6 board meetings per year
- h. Hold special meetings upon the request of four members of the board and inform the general membership of the special meeting
- i. In case of emergency, board members may cast an electronic or written vote by a specified and stated time. A record of the circumstances and action will be added to the Affiliate Board minutes.
- j. The quorum of the board shall be a majority of its members. Co-officers shall be considered as one voting member of the board.

ARTICLE XII. AFFILIATE COMMITTEES

a. Affiliate committees may include program, membership, public policy, finance, Educational Foundation Fund, scholarships, House Tour, bylaws, communications, and club historian. Additional committees or task forces may be formed.

ARTICLE XIII. AFFILIATE FINANCIAL ADMINISTRATION. The Affiliate Board oversees the administration of finances, including the adoption of the budget to be presented to the membership. The Board sets policies and procedures that maintain financial records as required by AAUW and are consistent with generally accepted accounting principles and federal, state, and local laws. The fiscal year shall be July 1 through June 30.

ARTICLE XIV. MEETINGS OF THE MEMBERSHIP

Section 1. There shall be at least six general membership meetings each year.

Section 2. Annual Meeting . The annual meeting shall be the general membership meeting held either in March or April. The board shall determine the exact date, time and place. The annual meeting shall be to conduct business reviewing the budget and the financial report, electing officers, establishing dues, amending bylaws, and giving directions to the board.

Section 3. Special Meetings. Special meetings of the Affiliate may be called by the president or shall be called by the president on the written request of 25% of the voting members of the board of directors or 10% percent of the Affiliate membership.

Section 4. Notice. Written, printed, or electronic notice, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least 14 days before the date of the meeting to all members.

Section 5. Voting.

- a. Each member of the Affiliate in good standing shall be entitled to vote on any item of business.
- b. 20% percent of the members entitled to vote shall constitute a quorum.
- c. The affirmative vote of majority of the votes cast shall be necessary for the adoption of noticed business.
- d. Two-thirds vote shall be required to adopt amendments to these bylaws or to change the amount of dues.

December 27, 2016