

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF THE PRESCOTT BRANCH
AAUW ARIZONA**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. **AAUW-Prescott, Arizona** 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. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW’s purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be, at all times, “organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes” as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association’s specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. Promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. Provide fellowships and grants to women and girls;
- c. Cooperate with other organizations having mutual interests;
- d. Take such other actions as are permitted in a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE III. USE OF NAME

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

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this Affiliate may be used only by Members and Affiliates-only according to policies and procedures established by the AAUW Board of Directors.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

ARTICLE IV. MEMBERS-OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members") as well as other membership categories determined by AAUW.

Section 2. Membership Qualification.

a. Individual Members.

(i) 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.

(ii) 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.

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.

c. Other Organizational Members. The AAUW Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

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 of Members.

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, and dues shall be payable in accordance with the procedures established by the AAUW Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership

- i. Paid. An individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in the prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national 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 national dues.

Section 5. Membership Decisions

- a. Appeals. Any potential Member that has been refused admission to membership may appeal to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.
- b. Removal. 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 purpose 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 -An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW's purpose at a state or local level and which has been given the right to use AAUW's name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

Section 2. Affiliates.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

~~b.~~ Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliate's needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet the Affiliate's needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. Any 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 this Affiliate is vested in this Affiliate. As an Affiliate, this 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 this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this-AAUW Affiliate 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 this Affiliate's board of directors without a vote of this Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. FINANCIAL ADMINISTRATION

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

Section 2. Amount of Dues.

a. Any change in the amount of branch dues shall be voted on at a branch board meeting at least two months prior to the effective change. The amount shall be brought before the general membership by publication and then voted on at a regularly scheduled general meeting of the branch.

b. 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 3. Payment of Dues.

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

b. New Members: Dues for new members may be paid at any time. The AAUW portion of dues paid by new members between January 1 and March 15 shall be one half of the annual dues. The branch board of directors may set a reduction for branch fees.

Section 4. Finances

a. Budget: The annual budget shall be adopted by the board of directors for presentation at the annual meeting, notice having been given in writing or electronically.

b. No indebtedness in excess of \$50 over amounts provided for in the budget shall be incurred by the branch except upon approval of the board of directors.

c. 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 IX. OFFICERS

Section 1. Officers. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, and communications. The names of the designated contacts for administration (president) and finance (treasurer) will be provided to AAUW.

Section 2. Duties. Officers shall perform the duties prescribed by these bylaws, branch policies, job descriptions and by the current edition of *Robert's Rules of Order, Newly Revised*. Additional duties may be requested by the president or the board. Elected and appointed officers shall perform other duties as the president and board shall request. Each officer shall submit an annual written report as requested by the president.

a. President: The president serves as the chief executive of the branch and shall officially represent the branch in the activities of AAUW. The president shall be responsible for submitting such reports and forms as required by AAUW and state.

b. President-Elect: The president-elect shall serve on the executive committee and board of directors as a voting member and shall assume the duties of the president in the absence of the president. She shall assume the presidency the following year.

c. Vice Presidents: There shall be at least two vice presidents of the branch, Program and Membership, who shall perform such duties as the president and board shall request. The offices may be held by two persons as co-vice presidents.

d. Recording Secretary: The recording secretary shall keep minutes of the meetings of the membership and of the board and shall perform such other duties as the president and board shall request.

e. Corresponding Secretary: The corresponding secretary shall have charge of such correspondence of the branch as is delegated by the president or by the board of directors and shall perform such other duties as the president and board shall request.

f. Treasurer: 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 at the time specified by AAUW. She shall be responsible for compliance with the requirements for tax reporting. She shall perform other duties as the president and board shall request.

Section 3. Terms of Office for Elected Officers

a. All officers shall take office on July 1.

b. The president-elect shall serve for one year in that office and one year as president.

c. All other officers shall serve for a term of two years or until their successors are elected or appointed and assume office.

d. No member shall hold the same elected office for more than two consecutive terms.

Section 4. Vacancies

a. A vacancy in office, except that of the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of the president shall be filled by the president-elect, or, if the president-elect is unable to serve, one or more candidates for the office of president shall be nominated by the board of directors and voted on by members of the branch.

b. Should a vacancy occur in the office of president-elect before January 1 of the current year, the board shall nominate one or more candidates for the position to be voted on by the membership.

Section 5. Rotation. The president-elect shall be elected annually. The secretaries and treasurer shall be elected in odd-numbered years. If the membership and program vice-presidents do not share duties as part of a two-person team, they shall be elected in even-numbered years. However, if two members share the position of membership vice-president or program vice-president, they shall be elected on a staggered basis so that the senior member and the junior member of the team are not up for election in the same year. They each will serve a two-year term.

ARTICLE X. NOMINATIONS

Section 1. Nominating Committee. A nominating committee of at least three (3) members shall be elected by the board of directors at least two months prior to the annual election. The committee shall prepare a list of nominees to be presented at the branch meeting one month prior to the election or in writing, or electronically, to each member at least two weeks before the election. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

Section 2. Terms on Nominating Committee. Members shall serve for one year for a maximum of two years consecutively.

ARTICLE X I. ELECTIONS

Elections shall be held at the annual meeting of the branch. A majority of the votes cast shall be necessary for election. When there is only one nominee for an office, the vote may be taken by voice. Special elections may be held at a regular branch meeting or by electronic vote.

ARTICLE X II. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors.

a. Membership. The board of directors shall be composed of the elected officers, chairs of standing committees, and appointed officers. In the event that an elected office is held jointly by two or more members, each member shall have one vote. In the event that an appointed office is held jointly by two or more members, each office represents one vote.

b. Duties. The board of directors shall manage and supervise the business and activities of the branch, subject to the instructions of the annual meeting. It shall accept responsibility for such matters as delegated by the Association and state board. 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.

c. Meetings. Meetings of the board shall be held at least three times a year. Special meetings may be called at any time by the president or upon the written or electronic request of two members of the board of directors or five members of the branch.

d. Quorum. Forty percent (40%) of the members of the board of directors shall constitute a quorum. In the interim between meetings of the board of directors, a written, conference call or electronic vote may be taken, at the request of the president or upon written or electronic request of two members of the board or five members of the branch. If the majority of the board members vote on any question so submitted, the vote shall be counted and shall have the same effect as if cast at a meeting of the board. Any such action shall be reported to the board at its next meeting.

Section 2. Executive Committee.

a. Membership. The executive committee shall be composed of the elected officers and shall act in the interim between board meetings. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board.

b. Meetings. Meetings of the executive committee shall be held at the call of the president or at the request of two (2) of its members, 2 days' notice having been given. The incoming president may call a meeting of the executive committee prior to July 1 for the purpose of approving appointments.

c. Quorum. A majority of the members of the executive committee shall constitute a quorum.

d. Other Actions. A written, conference call, or electronic vote may be taken, at the request of the president or upon written or electronic request of two members of the executive committee, two members of the board, or five members of the branch. If the majority of the executive committee members vote on any question so submitted, the vote shall be counted. Any such action shall be reported to the board at its next meeting.

ARTICLE X I I I. COMMITTEES

There may be such standing or special committees as deemed necessary, and they shall report to the board of directors.

ARTICLE X I V. BRANCH MEETINGS

Section 1. Meetings.

a. Annual Meeting. The annual meeting of the branch shall be held during the month of March or the month of April and shall be for the purpose of electing officers, receiving reports of officers, committees, and task forces, and for such other business as may properly arise.

b. Regular Meetings. The branch shall hold at least seven meetings during a year.

c. Special Meetings. Special meetings may be called by the president or by the written or electronic request of ten members of the branch. Notice of the date, time, place, and the business to be brought before the meeting shall be sent by the recording secretary to

the members in writing, or electronically, at least five (5) days in advance. Only business for which notice has been given shall be transacted.

Section 2. Quorum. Twenty percent (20%) of the members of the branch shall constitute a quorum. Each member present at the meeting shall have one vote.

ARTICLE XV. INDEMINIFICATION

Every member of the board or officer may be indemnified by the Prescott Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board or officer in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the board or officer of the branch, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. In the event of a settlement, the indemnification herein shall apply only when the Prescott Branch board approves such settlement and reimbursement as being in the best interest of the branch. 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 officer is entitled.

ARTICLE XVI. Amendments to the Bylaws

Section 1. Voting Requirements. Provisions of these bylaws not governed by the AAUW Bylaws may be amended by a two-thirds vote of those present and voting at a general membership meeting provided written or electronic notice shall have been given to every member at least two weeks prior to the meeting.

Section 2. Approval by State. Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

Modified January 2017 as prescribed by the AAUW Board of Directors.
Modified May 2019 to conform to the National Mission Statement.
Modified October 2024 as prescribed by the AAUW Board of Directors.