

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
OF PORTLAND (OREGON) BRANCH
AMENDED AS OF MARCH 18, 2023**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW of Portland (Oregon) 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 20 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 50 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. AFFILIATE MEMBERSHIP

Section 1. Affiliate Membership. A qualified individual will become a member of the Affiliate upon payment of AAUW, state, and Affiliate dues. A Paid Life Member of the Affiliate continues to pay annual state and Affiliate dues. A Fifty-Year Honorary member of the Affiliate is exempt from state and Affiliate dues.

Section 2. Affiliate Dues

- a. Changes in the Affiliate dues amount shall be determined at the Annual Meeting by two-thirds vote of those present and voting, provided that prior notice was given to the members.
- b. Membership dues are payable in accordance with procedures established by AAUW and the Affiliate.

ARTICLES IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of three members, appointed annually by the leadership council early in the fiscal year. Every effort shall be made to appoint members who do not currently hold elective office.
- b. The names of the nominees for elective office shall be sent to every member in writing at least two weeks prior to the Annual Meeting.

Section 2. Elections

- a. Elections shall be held at the Affiliate's Annual Meeting.
- b. Nominations may be made from the floor at the time of the election, provided written consent of the nominee has been obtained.
- c. If there are five or fewer candidates for the leadership council, the election may be by voice vote, otherwise by ballot. Election shall be by a majority vote of those voting.

ARTICLE X. AFFILIATE OFFICERS

Section 1. Elected Officers

- a. The elected officers shall be a five-member leadership council, consisting of an administrative contact, a finance officer, and officers to fulfill the functions of programs, membership, and communications, who shall be selected by the council.
- b. Elected officers shall be members of AAUW, state, and the Affiliate.
- c. Elected officers shall serve for a term of approximately one year and may be re-elected without limit. Term of office shall begin on the day following their election until the next annual election.
- d. An officer may fulfill more than one function.
- e. All vacancies in elective office shall be filled for the unexpired term by council appointment until the next election.

Section 2. Duties of Elected Officers.

- a. The administrative contact shall be the official spokesperson and representative for the Affiliate and shall fulfill the duties of administration.
- b. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the affiliate and for meeting reporting deadlines.
- c. Appointments may be made by the leadership council to fulfill other functions as necessary, such as secretary, AAUW Funds, local scholarship, public policy, or diversity. These functions may be assumed by an elected officer.
- d. The council may establish standing and special committees. Each committee shall formulate programs and activities to carry out the mission of AAUW with approval of the council.

Section 3. Financial Administration.

- a. The fiscal year shall correspond with that of AAUW and shall begin on July 1.
- b. The council 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.
- c. The council shall adopt an annual budget for presentation to the Affiliate.

ARTICLE XI. LEADERSHIP COUNCIL

Section 1. Composition. The leadership council shall consist of the elected officers. Each officer shall have one vote.

Section 2. Administrative Responsibilities. The leadership council shall administer affairs of the Affiliate, carry out its programs and policies, and accept responsibilities delegated by AAUW and the state. It shall act for the Affiliate between Annual Meetings.

Section 3. Meetings. Meetings of the leadership council shall be held as needed and be open to all members of the Affiliate. Adequate prior notice of meetings and agendas shall be made available for all members.

Section 4. Removal from Office. A member of the leadership council may be removed for any reason by a two-thirds vote of the council in accordance with policies and procedures adopted by AAUW.

ARTICLE XII. MEETINGS

Section 1. Annual Meeting. The Affiliate shall hold an Annual Meeting to conduct the business of the Affiliate including, but not limited to electing officers, establishing dues, amending bylaws, and receiving reports. This meeting shall be held between March 1 and May 31. The quorum of a meeting of the Affiliate shall be those members present and entitled to vote.

Section 2. General Meetings. The Affiliate may hold at least four general meetings during the fiscal year. The council shall set the time and place for these meetings and members shall be informed through the usual communication methods. If Affiliate business will be conducted at the general meeting, the agenda items shall be made available to members at least two weeks prior to the event.

ARTICLE XIII. INDEMNIFICATION

The Affiliate 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 Affiliate) by reason of the fact that the person is or was an officer of the Affiliate, or serves or served at the request of the Affiliate as an officer. This indemnification is provided if the person proceeded in good faith, reasonably believed the conduct was in the Affiliate's best interest, and in the case of any criminal proceeding, the person has no reasonable cause to believe the conduct was unlawful. The right to and the amount of indemnification shall be determined by the Leadership Council, in accordance with the provisions of Oregon law in effect at the time of the determination.

ARTICLE XIV. AMENDMENTS TO THE BYLAWS NOT MANDATED BY AAUW

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. Proposed bylaws amendments shall be sent to the entire membership at least fourteen (14) days prior to the applicable meeting. See Article VII for AAUW-mandated amendments.

Date Amended: March 6, 2012
Date Amended: January 28, 2016

AAUW of Oregon approved: October 15, 2012
AAUW of Portland (Oregon) Branch
Board of Directors approved: March 2, 2016

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AAUW of Portland (Oregon) Branch Board of Directors approved: November 2, 2016
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