

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
2009-2011**

Boise Area, Idaho BRANCH
Boise, Idaho

ARTICLE I. NAME

The name of this organization shall be the Boise Area Branch of AAUW, hereinafter called the Branch.

ARTICLE II. GOVERNMENT

The AAUW Bylaws shall govern this branch in all practices, and the bylaws of this branch shall in no way conflict with the AAUW bylaws.

ARTICLE III. PURPOSE

The purpose of this branch shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research.

ARTICLE IV. USE OF NAME

Section 1. The policies and program of AAUW shall be binding on all members and branches, and no member or branch 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. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Violation of the use of AAUW's name shall result in action taken in accordance with AAUW Policy.

ARTICLE V. MEMBERSHIP

Section 1. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (national + state + branch dues) are eligible to be admitted to membership of this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person to branch membership shall result in loss of recognition of a branch. The branch member shall be entitled to vote, hold office and participate in all branch activities and programs and receive the publications distributed to all members.

Section 2. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch (and state) dues.

Section 3. Paid life members as defined in the AAUW Bylaws, are required to pay branch dues to become members of the branch.

Section 4. Any branch member who has paid AAUW dues for fifty (50) years shall become a Fifty Year Honorary Life Member, and shall thereafter be exempt from payment of AAUW, state and branch dues.

Section 5. 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 branch meetings without vote.

Section 6. An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW, state and branch boards of directors. Student affiliates may attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 7. A member whose dues remain unpaid after July 31 shall be dropped from membership.

Section 8. 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 AAUW policies and procedures.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. The fiscal year shall correspond with that of AAUW, and shall begin on July 1.

Section 2. Each member shall pay branch dues established at the annual meeting by a two-thirds vote of those present and voting provided written notice has been given to all the members thirty days prior to the meeting.

Section 3. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

Section 5. Dues of new members may be paid at any time. The national and state portion of dues paid by new members for less than a full year is determined by AAUW and state policy. The branch board of directors may set a reduction for branch fees.

Section 6. The annual budget shall be adopted by the board of directors for presentation at the fall meeting.

Section 7. 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 VII. OFFICERS

Section 1. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, AAUW Funds, and communications.

Section 2. The elected officers shall be a president or co-presidents, vice presidents for program and membership, secretary and treasurer.

Section 3. The president shall appoint officers for public policy, AAUW Funds, and such other officers as shall be deemed necessary to carry on the work of the branch.

Section 4. Officers shall serve for a term of one year or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

Section 5. No member shall be eligible to serve more than two consecutive terms in the same office.

Section 6. The incoming president may call a meeting of the incoming officers prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 7. A vacancy in office, excluding the president or co-presidents, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president or co-presidents shall be filled by the vice president for program, or if the vice president program is unable to serve, by the vice president for membership.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. All officers shall submit an annual written report form to the president.

Section 3. 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 and state. The president shall also be responsible for the following:

- a. submitting a list of the incoming and continuing branch officers and chairs to the state president and to AAUW Member Records Office no later than June 1;
- b. submitting officer report forms to the state president by June 30 and December 31;
- c. submitting the affiliates checklist and branch survey to AAUW by March;
- d. be responsible for bringing the branch bylaws into conformity with AAUW Bylaws after each AAUW convention and for submitting revised bylaws for review to the chair of the state committee on bylaws by December 1 following the biennial AAUW convention;
- e. preside at all meetings of the branch and the branch board of directors;
- f. call special meetings of the branch in accordance with provisions of the branch bylaws;
- g. appoint, with the approval of the board of directors, representatives of areas of interest, the chair of all task forces and committees except for those chosen by election, and any additional officers authorized by the branch bylaws;

h. serve as ex-officio member of all task forces and committees except the nominating committee.

Section 4. The vice presidents shall perform such duties as the president and board shall direct.

a. The program vice president shall serve as chair of the committee on program development and shall preside at meetings in the absence of the president, act in the absence or disability of the president, and perform such other duties as are requested by the president or by the board of directors.

b. The membership vice president shall serve as the chair of the committee on membership, preside at meetings in the absence of the president and program vice president and perform such other duties as are requested by the president or by the board of directors.

Section 5. The secretary shall record and keep minutes of all business meetings and prepare correspondence as directed by the president and the board of directors. The secretary will also perform the following tasks:

a. have available for reference at all meetings a copy of the branch bylaws and a list of its officers, representatives of areas of interest and task force and committee chairs and members;

b. have charge of branch correspondence as delegated by the president and board of directors and keep on file all such communications sent and received;

c. perform such other duties as requested by the president.

Section 6. 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 the Association and state by the specified deadline. The treasurer shall direct the AAUW Funds chair to send moneys to the AAUW Funds by the specified deadlines, or will submit such funds herself, and shall keep separate ledgers for each type of account.

ARTICLE IX. NOMINATIONS

Section 1. There shall be a nominating committee of three members, two of whom shall be elected at the fall meeting. One shall be elected by the board of directors at the first board meeting of the fiscal year and shall be appointed chair of the committee.

Section 2. Members shall serve for one year for a maximum of two years consecutively.

ARTICLE X. ELECTIONS

Section 1. The names of the nominees shall be published and sent to every member at least 14 days before the annual meeting.

Section 2. Nominations may be made from the floor with the consent of the nominee.

Section 3. All elections shall be held at the annual meeting.

Section 4. 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 present and voting.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and the following appointed officers of the branch: public policy and AAUW Funds chairs. The chair of standing committees, representatives of areas of interest, and such others as are deemed necessary may be included.

Section 2. The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and state. 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.

Section 3. Meetings of the board shall be held at least three times per year. Special meetings may be called at any time by the president or upon the written request of four members of the board.

Section 4. The quorum of the board shall be a majority of its members.

ARTICLE XII. MEETINGS

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

Section 2. The general membership meeting held between February and May shall be designated the Annual Meeting, the exact date, time and place to be determined by the board.

Section 3. The annual meeting shall be to conduct business including but not limited to hearing officers' reports, reviewing the budget, electing officers and nominating committee, establishing dues, amending bylaws, and giving directions to the board.

Section 4. The quorum shall be 15 percent of the branch members.

ARTICLE XIII. CONVENTIONS

Delegates and alternates to the state convention, as described in state bylaws, shall be suggested by the branch and certified by the president.

ARTICLE XIV. PROPERTY

Section 1. The title for all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch 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 branch 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 AUW.

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

ARTICLE XV. LOSS OF RECOGNITION

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

ARTICLE XVI. PARLIAMENTARY AUTHORITY

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

ARTICLE XVII. INDEMNIFICATION

Every member of the board may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch board, 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 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 is entitled.

ARTICLE XVIII. AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by AAUW Bylaws may be amended by a two-thirds vote of those present and voting at a general membership meeting provided written notice shall have been given to every member at least 14 days prior to the meeting.

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

Section 3. 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 their articles of incorporation.

Amended October 10, 2005; Updated October, 2009.