



BYLAWS
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
EUGENE-LANE BRANCH
(AAUW EUGENE-LANE)
Revised: October 8, 2015

ARTICLE I. NAME AND GOVERNANCE

a. Section 1. Name.

The name of this organization shall be the Eugene-Lane Branch of AAUW hereafter called the "branch."

Section 2. Governance.

The bylaws of this branch shall in no way conflict with the AAUW Bylaws and or Policies. The branch shall comply with the requirements of AAUW and federal, state and local law.

ARTICLE II. PURPOSE

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

ARTICLE III. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members and the branch and no member or the branch shall use the name of AAUW to oppose such policies or programs. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures.

Use of the AAUW name and/or logo requires all AAUW branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations.

This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual 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.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1: Composition.

a. The membership of AAUW shall consist of individual and partner members.

b. All branches of AAUW within the boundaries of the state shall be members of the state. A branch member is one who maintains AAUW membership through a branch.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member:

- (1) **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition as a branch.

(2) **Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the Board of Directors is final.

(3) **Saving Clause.** No individual member shall lose membership due to any change in the status of the educational institution

(4) **Categories of Membership:**

(a.) A **national member** is an individual who pays annual AAUW dues and who may or may not belong to a branch, state or multistate organization, or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A **branch member** is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) **Life Membership**

(a) **Paid Life Members.** An individual member may become a life member of AAUW upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues. A paid life member who is a member of a branch is required to pay annual state and branch dues.

(b) **Fifty-Year Honorary Life Members.** This is an AAUW designation. An individual branch member who has paid AAUW dues for 50 years shall become a life member and shall

thereafter be exempt from the payment of AAUW, state and branch dues, providing that the member's application for such designation has been submitted to then acknowledged by receipt of a letter and certificate from AAUW.

(c) **Privileges.** A life member of AAUW who maintains a membership in one or more branches, or comparable AAUW – affiliated entities on an annual basis shall be entitled to all branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

(6) State Membership

(a.) Individuals who meet the criteria for AAUW membership are eligible to be admitted to membership in this state.

(b.) 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 state. The state member shall be entitled to vote, hold office, participate in all activities and programs, and receive the publications distributed to all members.

(c.) A national member of AAUW residing within the boundaries of the state may become a member-at-large of the state upon payment of state dues. That member shall be entitled to vote and to serve on state committees, the state executive committee, and the state board of directors.

(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.

b. Partner Member

(1.) College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other

benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or other affiliated-entity's bylaws.

(2.) Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office, but may participate in AAUW activities and programs.

(3.) A college or university within the state which is a College/University Partner Member of AAUW shall also be a College/University Partner of the state and shall be entitled to representation at all state meetings.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors. State fees shall be established by the state board of directors.

Section 5. Due

a. Amount

(1) The annual dues for individual members 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.

(2) Dues for partner members shall be set by the AAUW Board of Directors.

(3) Dues shall include the AAUW publication distributed to all members electronically or by mail. State dues shall include a subscription to the state publication distributed to all members

and an allocated amount for the public policy committee.

(4) The annual state dues for branch and national members shall be determined by a two-thirds (2/3) vote of the state convention upon recommendation of the state board.

(5) Notice of a proposed dues change shall be sent to each branch in the state at least thirty (30) days prior to the meeting at which such amendment(s) shall be acted upon; or if previous notice has not been given, by unanimous vote of the convention and ratification by two-thirds (2/3) of the branches.

(6) Paid life members of AAUW, as defined in AAUW policy, who are branch members within the boundaries of the state, are required to pay annual state and branch dues. The life member shall be exempt from payment of AAUW dues.

(7) Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW, state and branch dues, providing that the member's application for such designation has been submitted to then acknowledged by receipt of a letter and certificate from AAUW.

(8) College/University Partner Members shall pay no state dues but is required to pay branch dues.

(9) A branch recognized by AAUW between December 1 and June 30 shall pay state dues for each member at half the annual amount.

b. Payment

(1) Branch member dues shall be payable in accordance with procedures established by policy.

(2) National membership dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

(3) New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy. The state shall conform to AAUW policy regarding

dues for new members received between January 1 and June 30.

(4) State dues are payable to the state finance vice president on or before July 1.

c. Reciprocity:

(1) 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.

(2) Since all states and branches have a reciprocal membership policy, payment of any additional state dues shall be waived for a transferring member whose current dues have been paid to another branch or state.

Section 6. Severance of Membership. A member may be suspended or dropped 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 Board of Directors.

ARTICLE V. FINANCIAL AFFAIRS

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

Section 2. Financial Policies. The board 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. Budget. The board shall adopt an annual budget for presentation to the branch.

ARTICLE VI. OFFICERS

Voting is determined by the office, not by the number of people holding the office.

Section 1. Officers. The elected officers for the branch shall be President, Program Vice President, Membership Vice President, Finance Vice President, Communications Vice President, and Recording Secretary.

Section 2. Appointed Officers. The appointed officers shall be Public Policy, AAUW Funds & Fund Raising and other officers as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the President, in consultation with the board or executive committee.

Section 3. Qualifications for Office. The elected and appointed officers shall be members of AAUW and AAUW of Oregon.

Section 4. Terms of Office and Rotation.

a. The term of each officer shall begin on July 1; however, the incoming or continuing president may call meetings of the incoming executive committee and board of directors prior to July 1 for the purpose of approving appointments and making plans for the coming year

b. No elected officer shall hold the same office for more than two (2) consecutive two-year terms.

c. No elected officer shall hold more than one office at a time.

d. An appointed officer shall not hold the same office for more than two consecutive terms; however, this provision may be waived if the member agrees and the board of directors concurs in having the member serve another term(s).

e. Officers shall serve for a term of two years or until their successors have been elected or appointed and have assumed office.

f. Each elected or appointed office may be filled by an officer or co-officers.

Section 5. Vacancies.

a. All vacancies in elected and appointed offices shall be filled for the unexpired term by a vote of the Board of Directors.

b. A vacancy in the office of President shall be filled for the remainder of the term from among the Board of Directors by a vote of the Board of Directors. The resulting Board vacancy shall be filled by a vote of the Board of Directors.

c. The following officers shall be elected in even years: President, Program Vice President, and Finance Vice President. The following officers shall be elected in odd years: Membership Vice President, Communications Vice President, and Recording Secretary.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. Duties of Elected Officers

a. President 's Duties

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

(a) Appoint, after consultation with the board, all appointed officers and chairs of committees except the nominating committee and those otherwise provided for in the bylaws;

(b.) Select members of standing and special committees, in consultation with the respective chairs;

(c) Submit reports as required by the state and AAUW;

(d) Be responsible for the updating of branch bylaws to conform with the AAUW Bylaws, and submitting them to the state governance chair;

(e) Preside at all meetings of the branch and its board of directors;

(f) Serve as an ex-officio member of all committees except the nominating committee;

(g) Perform all other duties usually pertaining to this office or those designated by the board of directors;

(h) Be responsible for ensuring that AAUW is annually provided with a designated contact for administration and finance.

(i) As the official representative of the branch, the president or the president's designated substitute shall represent the branch

in all work with other organizations and at meetings and conferences.

(j) The president will provide AAUW annually with designated contacts for president (or administrative officer) and finance officer.

(k) The president will designate a member other than the contacts for president (or administrative officer) and finance officer to record the minutes of each branch meeting and branch board meeting.

b. Vice Presidents

There shall be four (4) vice presidents of this branch: finance, membership, program and communications. The vice presidents shall perform such duties as these bylaws, the branch and state policies, the president or the board of directors shall direct. No ranking or succession is implied by the listing of these officers.

(1) Finance Vice President

(a) The Finance Vice President shall be responsible for collecting, distributing and accounting for the funds of the branch;

(b) Unless otherwise authorized by the AAUW board of directors, the branch financial officer shall send state dues to the state dues treasurer postmarked no later than July 1; dues received after July 1 for late renewals or new members shall be forwarded immediately.

(c) The Finance Vice President chairs the Budget Committee that prepares the branch budget for the next fiscal year;

(d) The Finance Vice President presents the proposed budget for approval at a meeting of the branch board of directors, after which it is published in the next issue of the newsletter. The budget is voted upon at the May annual meeting of the branch.

(2) Membership Vice President shall endeavor to increase membership in the branch and suggest methods to increase and maintain membership; assist in problems of qualifications for membership and participate in the development of membership orientation programs.

(3) Program Vice President shall be responsible for arranging programs for branch meetings in accordance with AAUW and State AAUW program guidance.

(4) Communications Vice President shall be responsible for distributing information about the branch to the public.

c. Recording Secretary. The Recording Secretary shall:

(1) Be responsible for the recording of the minutes of the meetings of the branch and the meetings of the board of directors.

Section 2. Duties of Appointed Officers.

a. Public Policy shall formulate and implement state public policy program in compliance with AAUW policy.

b. AAUW Funds shall implement the AAUW programs Fellowships, Research, and Projects--and such others as may be established by AAUW or the AAUW Funds Committee.

c. Branch officers and committee chairs shall make reports as may be required by a member of the branch, executive board, board of directors or by a special committee chair.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The nominating committee, which shall be independent of the executive committee and of the board of directors, shall be elected by the following procedures:

a. Branch members will elect three (3) members and an alternate elected by at least three months prior to the annual meeting.

b. **A member of the board, appointed by the board, shall serve as the Nominating Committee Chair. DELETE – REPLACE WITH:** The members of the Nominating Committee will select a Chair.

c. The term of service on the nominating committee shall be for two years for a maximum of two consecutive terms.

Section 2. Nominations

a. The names of the nominees for elected office shall be published

and sent to every member at least 14 days prior to the election
b. Nominations may be made from the floor with the consent of the nominee

Section 3. Elections.

a. Elections- Elected officers of the branch shall be held at the annual branch meeting by branch members.

b. Ballots & Voice - Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by voice vote.

c. Meeting Notice. Notice of meetings shall be sent to all members of the branch at least 14 days prior to the meetings.

d. Quorum - The quorum shall be 15 percent of the branch membership. A majority of those members present is the required vote for elections at the annual branch meeting.

e. The president, the program vice president, and the finance vice president shall be elected in even-numbered years.

f. The finance vice president, the membership vice-president, communications vice president and the secretary shall be elected in odd-numbered years.

ARTICLE IX. BOARD OF DIRECTORS

The board of directors shall initiate and carry out the branch's programs and policies, and shall act for the branch between meetings.

Section 1. Composition. The Board of Directors shall include :

a. The elected and appointed officers.

b. Members fulfilling such other functions as deemed necessary by the board of directors.

Section 2. Duties. The board of directors shall:

a. Manage and supervise the business and activities of the branch

subject to the instruction of the annual meeting.

- b. Shall accept responsibilities delegated by AAUW and the state.
- c. Administer affairs of the branch and to carry out its programs and its policies
- d. Approve the budget;
- e. Have fiscal responsibility as outlined in Article X, Financial Administration
- f. Provide for the election of the required members of the nominating committee, including the election of a chair;
- g. Recommend to the branch such additional committees as are considered necessary for the work of the organization.
- h. Create special committees and task forces, as deemed necessary; to participate in the Inter-Branch Council; and shall perform such other duties as are specified by these bylaws.

Section 3. Meetings and Quorum

- a. Regular meetings of the board of directors shall be held at least eight times a year at a time and place agreed upon by the board and called by the president. These meetings are open to all branch members.
- b. Special meetings may be called by the president or shall be called upon written request of three (3) members of the board provided that at least fourteen (14) days notice of such meeting and its agenda have been given to members of the board.
- c. The quorum for a meeting of the board of directors shall be majority of the voting members. Co-officers shall be considered as one voting member of the board of directors.

Section 4. Voting Between Meetings. Between meetings of the branch board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted

and shall have the same effect as if at a board meeting. The results of the vote shall be in the minutes of the next board meeting.

Section 5. Removal from Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board, in accordance with policies and procedures adopted by AAUW.

ARTICLE X. COMMITTEES

With the approval of the board, each Standing and Special Committee shall formulate programs and activities to carry out the mission of AAUW.

Section 1. Standing and Special Committees.

- a. AAUW Standing Committees may include committees such as: governance, college/university relations, communications, AAUW Funds, membership, program development, public policy, and such others as deemed necessary by the branch members, the executive committee, or the board of directors.
- b. Special Committees may include committees and/or Chairs such as the Budget Committee, Advertising, Branch Fundraiser, Book Exchange, Branch Brochure, Bylaws, Calling Committee, Directory, Records Reviewer, Hospitality, Newsletter, Website, Reader Board and other such as may be deemed necessary by the branch members, the executive committee, or the board of directors.
- c. Standing and Special Committee Chairs shall report to the President.

Section 2. Qualifications and Terms of Standing and Special Committee Chairs

- a. Committee and Committee Chairs shall be members of AAUW.
- b. Standing and Special Committee Chairs shall serve for a term of two (2) years and shall be eligible for reappointment for one (1) term only in the same position.

Section 3. Composition and Duties of Committees.

a. **Standing Committees.** With the approval of the executive board, each standing committee shall formulate programs to carry forward the work of AAUW within the branch.

Each standing committee shall cooperate with the appropriate AAUW committee and with committees in state to initiate and promote projects of a statewide and national scope. The committees shall be comprised of a chair or the appropriate vice president and other members as described in the branch policies.

(1) The Committee on Governance shall be responsible for Bylaws, Policies, and Resolutions. It will submit for review the biennial amendments of branch bylaws by December 1 following the AAUW convention, to ensure that they conform with the current AAUW Bylaws. Following the AAUW convention, the committee shall also review the state bylaws to ensure conformity with the AAUW 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 the branch.

(3) The Committee on Communications shall be responsible for editing and publishing branch publications, coordinating public information, and providing information to the branches.

(4) The Committee on AAUW Funds shall implement the AAUW programs on Fellowships, Research, and Projects--and such others as may be established by AAUW or the AAUW Funds Committee.

(5) The Committee on Membership shall endeavor to increase membership in the branch through suggestion of methods to increase and maintain membership. It shall assist with branch problems of qualifications for membership and in the development of membership orientation programs.

(6) The Committee on Program Development shall be responsible for providing policy guidance for program direction in the program areas and issues of the state and AAUW and for the continuing program concerns of the branch and shall consider future AAUW program issues. The program committee shall include all members of the board of directors.

(7) The Committee on Public Policy shall formulate and implement branch public policy program in compliance with state and AAUW policy.

b. **Special Committees** shall perform such duties as are assigned by the branch, the executive committee, or the board of directors.

(1) **Historian:** The Historian shall serve for no more than two consecutive two-year terms.

ARTICLE XI. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Contact. All AAUW -affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches or comparable AAUW-affiliated entities within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

ARTICLE XII. MEETINGS OF THE BRANCH

Section 1. Annual Meeting. An annual meeting of the branch shall be held during the month of May, the exact time and place determined by the board. The annual meeting shall elect officers; fix dues; receive reports of officers and committees; approve budget; and conduct such other business as may be necessary.

Section 2. Membership Meetings. Branch meetings shall be held each month from September through June. The branch board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of three members of the board or ten percent of the branch membership.

Section 4. Meeting Notice. Notice of meetings shall be sent to all members of the branch at least 14 days prior to the meetings.

Section 5. Quorum. The quorum shall be 15 percent of the branch membership.

ARTICLE XIII. BRANCHES

Section 1. Branches and Comparable AAUW-Affiliated Entities.

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be a virtual, online branch not tied to a geographic area.

Section 2. Organization.

- a. **Purpose.** Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.
- b. **Bylaws.** Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with these AAUW Bylaws or with controlling state law.
- c. **Structure.** Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for

administration and finance to record the minutes of each noticed meeting and board meeting. If appointed by the President w board approval and this member is not an officer then this officer will report to the President.

ARTICLE XIV. BRANCHES' RESPONSIBILITIES TO THE STATE

Section 1. Duties of the Branch President. The branch president shall:

- a. Submit such reports and forms as are required by the state and AAUW;
- b. Be responsible for the updating of branch bylaws to conform with the AAUW Bylaws, and submitting them to the state governance chair;c. be responsible for bringing the branch bylaws into conformity with the state bylaws after every state convention and submitting them to the state governance chair;
- c. Recommend to the state president candidates for state appointive offices.

Section 2. Duties of the Branch Financial Officer. Unless otherwise authorized by the AAUW Board of Directors, the branch financial officer shall send state dues to the state dues treasurer postmarked no later than July 1; dues received after July 1 for late renewals or new members shall be forwarded immediately.

Section 3. Duties of Other Officers and Chairs. Branch officers and committee chairs shall make reports as may be required by a member of the state board of directors or by a special committee chair.

ARTICLE XV. ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or

comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE XVI. PROPERTY AND ASSETS

Section 1. Title. The title to all property, funds, and assets is vested in the AAUW Eugene-Lane Branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. The branch or comparable AAUW affiliated entity 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.

Section 2. Dissolution. In the event of the dissolution of AAUW Eugene-Lane Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation

ARTICLE XVII. 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 AAUW or the state.

ARTICLE XVIII. LOSS OF RECOGNITION

a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.

b. The branch shall have the right to appeal to the Board of Directors within a designated period.

ARTICLE XIX. INDEMNIFICATION

The organization 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 organization) by reason of the fact that the person is or was an officer of the organization, or serves or served at the request of the organization as an officer.

This indemnification is provided if the person proceeded in good faith, reasonably believed the conduct was in the organization's best interests, and in the case of any criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful. The right to and the amount of indemnification shall be determined by the board of directors, in accordance with the provisions of Oregon law in effect at the time of the determination.

ARTICLE XX. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. 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 state law or its articles of incorporation.

Section 2. Prior Approval. All other proposed amendments to the branch bylaws shall be sent to the state governance committee for approval before the call for the branch vote. All other proposed amendments to the state bylaws shall be sent to either the AAUW-Oregon or AAUW Governance Committee Chair, as directed, for approval before being voted on.

Section 3. Member Vote

Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those

present and voting provided written notice shall have been sent to the members at least 14 days prior to the meeting.

Date Amended: November 14 2015 Approved: November 2015,
Branch Board & Members

Date Previously Amended: April 3, 2014 Approved: June 16, 2014
Branch Bd & Bylaws Committee