



BYLAWS
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
EUGENE-LANE BRANCH
(AAUW EUGENE-LANE)
Revised April 2024

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Eugene-Lane, hereinafter known as the "Affiliate."

Section 2. Affiliate. Eugene-Lane is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. 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 to 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 AAUW 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 as determined by AAUW.

Section 2. Member Qualification.

a. Individual Members.

(i.) Eligibility. An individual holding an associate (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 institution located outside of the United States, as determined by the 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 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 educational institutions located outside the United States, as determined by the 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 Board of Directors.

c. Other Organizational Members. The 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 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 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 Board of Directors for review. The decision of the 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 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. 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. Organization.

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 Affiliates' 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 this 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 AAUW 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 this Affiliate's affiliation with AAUW, all assets of this 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 the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. FINANCIAL ADMINISTRATION

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 submit an annual budget for presentation to the branch for their adoption.

ARTICLE IX. OFFICERS

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 secretary.

Section 2. Appointed Officers. The appointed officers shall be public policy, AAUW Funds 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, AAUW of Oregon and the Eugene-Lane Branch.

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 or appointed officer shall hold the same office for more than 2 consecutive 2-year 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).

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

e. Officers shall serve for a term of 2 years or until their successors have been elected or appointed and have assumed office; however, this provision may be waived if the member agrees and the board of directors concurs in having the member serve another term(s).

f. Each elected or appointed office may be filled by an officer or co-officers. Voting is determined by the office, not by the number of people holding the office.

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.

ARTICLE X. DUTIES OF OFFICERS

Section 1. Duties of Elected Officers

a. President 's Duties. The president shall:

- (1) be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as are required by AAUW and AAUW of Oregon;
- (2) preside at all meetings of the branch, the executive committee and the board of directors;
- (3) serve as an ex-officio member of all committees except the nominating committee; and
- (4) perform all other duties usually pertaining to this office, and those designated by the board of directors and as stated in the branch policies.

b. Finance Vice President Duties. The finance vice president shall:

- (1) Be responsible for collecting, distributing and accounting for the funds of the branch;
- (2) Remit state dues no later than July 1, unless otherwise authorized by the AAUW board of directors; and
- (3) Chair the budget committee that prepares the branch budget for the next fiscal year;

c. Membership Vice President Duties. The membership vice president shall:

- (1) serve as chair of the membership committee;
- (2) endeavor to increase and retain membership in the branch; and
- (3) perform all other duties usually pertaining to this office, and those designated by the board of directors and as stated in the branch policies.

d. Program Vice President Duties. The program vice president shall:

- (1) serve as chair of the program committee;
- (2) be responsible for arranging programs for branch meetings in accordance with AAUW and AAUW of Oregon program guidance; and
- (3) perform all other duties usually pertaining to this office, and those designated

by the board of directors and as stated in the branch policies.

e. Communications Vice President Duties. The communications vice president shall:

- (1) serve as chair of the communications committee;
- (2) coordinate all publications and media exposure for the branch and branch meetings; and
- (3) perform all other duties usually pertaining to this office, and those designated by the board of directors and as stated in the branch policies.

f. Secretary Duties. The secretary shall:

- (1) record minutes of all branch, executive committee and board of directors meetings and keep them on file;
- (2) have available at all meetings a copy of the current branch bylaws, and a list of branch officers and committees; and
- (3) perform all other duties usually pertaining to this office, and those designated by the board of directors and as stated in the branch policies.

Section 2. Duties of Appointed Officers.

- a. The public policy chair shall formulate and implement the state public policy program in compliance with AAUW policy, and the public policy of AAUW of Oregon.
- b. The AAUW Funds chair shall implement the AAUW Funds programs.
- c. Branch officers and committee chairs shall make reports as may be required by the executive committee, the board of directors or by a special committee chair.

ARTICLE XI. 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 up to 3 members and an alternate at least three months prior to the annual meeting.
- b. The members of the Nominating Committee will select a chair.
- c. The term of service on the nominating committee shall be for 2 years for a maximum of 2 consecutive terms; however, this maximum may be waived if the member agrees and the board of directors concurs in having the member serve another term(s).

Section 2. Nominations.

- a. The names of the nominees for elected office shall be provided 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. The president, program vice president and finance vice president shall be elected in even-numbered years.
- b. The membership vice-president, communications vice president and secretary shall be elected in odd-numbered years.
- c. Elections for elected officers of the branch shall be held at the annual branch meeting by branch members.
- d. Voting shall be by ballot unless there is only one nominee for a given office, in which case the election may be by oral vote.
- e. Notice of election meetings shall be provided to all members of the branch at least 14 days prior to the meetings.
- f. The quorum shall be 15% of the branch membership. A majority of those members present is the required vote for elections at the annual branch meeting.

ARTICLE XII. 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. Accept responsibilities delegated by AAUW and the state;
- c. Administer affairs of the branch and carry out its programs and policies;
- d. Submit an annual budget for presentation to the branch for adoption;
- e. Have fiscal responsibility as outlined in Article VIII, Financial Administration;

- f. Provide for the election of the required members of the nominating committee.
- g. Recommend to the branch such additional committees as are considered necessary for the work of the organization; and
- h. Create special committees and task forces, as deemed necessary; and perform such other duties as are specified by these bylaws and branch policies.

Section 3. Meetings and Quorum.

- a. Regular meetings of the board of directors shall be held as often as necessary, 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 3 members of the board provided that at least 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 a 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 XIII. 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. Standing committees may include bylaws, communications, finance, membership, program, AAUW Funds, public policy, college/university relations and such others as deemed necessary by the executive committee or the board of directors, and as listed in branch policies.

b. Special committees may include: newsletter, advertising, directory, hospitality sustainability, and such others as may be deemed necessary by the executive committee or the board of directors, and as listed in branch policies.

c. . Establishing committees. The president shall establish standing and special committees as needed with consent of the board of directors, and all such committees shall report to the president.

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

a. Committee chairs shall be members of AAUW, AAUW of Oregon and the Eugene-Lane Branch.

b. Standing and special committee chairs shall serve for a term of 2 years and shall be eligible for reappointment for one 2-year term; however, this provision may be waived if the member agrees and the board of directors concurs in having the member serve another term(s).

Section 3. Duties of Committees.

a. **Standing Committees.** Each standing committee shall be comprised of a chair or the appropriate vice president and other members as may be necessary, and shall formulate programs to carry forward the work of AAUW within the branch, and as stated in the branch policies.

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

ARTICLE XIV. MEETINGS OF THE BRANCH

Section 1. Annual Meeting. An annual meeting of the branch shall be held between April 1 and May 31, the exact time and place determined by the board. The annual meeting shall elect officers; fix dues; receive reports of officers and committees; approve the budget and conduct such other business as may be necessary.

Section 2. Membership Meetings. Branch meetings may be held from September through June. The board of directors 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 10 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 XV. 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 annual meeting and submitting them to the state governance chair; and
- d. Recommend to the state president candidates for state leadership roles.

Section 2. Duties of the Branch Financial Officer. The branch financial officer shall remit state dues no later than July 1, unless otherwise authorized by the AAUW board of directors.

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 XVI. INDEMNIFICATION

Section 1. Indemnification Overview. 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.

Section 2. Good Faith. 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.

Section 3. Determination. 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 XVII. AMENDMENTS TO THE BYLAWS

Section 1. Prior Approval. All proposed amendments to the branch bylaws shall be sent to the state governance committee for approval before the call for the branch vote.

Section 2. Member Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a 2/3 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 (changes mandated by AAUW): April 5, 2024; Approved: April 7, 2024, Branch Board. Member approval not required because changes were mandated by AAUW. Branch last informed, April 12, 2024.

Date Previously Amended: November 9, 2019; Approved: November 2019, Branch Board and Members

Date Previously Amended: February 7, 2017 Approved by Board February 2017

Date Previously Amended: November 14 2015 Approved: November 2015, Branch Board and Members

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