

AAUW Idaho  
Proposed Substitute Bylaws

**AAUW Idaho Board of Directors is recommending the adoption of the following proposed substitute Bylaws at the 2010 Idaho State Convention to replace the current AAUW Idaho Bylaws.**

**Rationale:** During the past two national conventions AAUW has streamlined the national Bylaws and moved administrative details not necessary in the Bylaws to policies and procedures; has provided more flexibility on all levels (branch, state, and national); and has provided all members more avenues for participation, particularly the one member one vote on national business.

With the recently approved national Bylaws, AAUW now has a more flexible and streamlined structure. AAUW is encouraging states to adopt bylaws that support the state's method of operation – either as it exists now or as the state would like it to become.

Bylaws are the basic governance structure for an organization; in this case a state organization that is part of a national organization. One should think of bylaws as the foundation upon which the organization is built. For the state certain pieces of the architecture are mandatory in order to bring the state bylaws into conformance with the national AAUW Bylaws and do not take a vote of the state membership. Other pieces are ones of preference or need and must be voted on by the members.

Over the years AAUW Idaho has added bits and pieces to the Idaho bylaws as the need arose—it is time to streamline and simplify the AAUW Idaho Bylaws using the model provided by AAUW. The proposed substitute bylaws are based on the Model State Bylaws produced by AAUW. They simplify by leaving out huge portions more properly found in policies or operating procedures. Bylaws describe what must be, not what can be.

Beyond basic simplification, a number of changes are being proposed:

1. While the national AAUW has changed to one member, one vote this is not being proposed for Idaho at this time. Detailed procedures for implementing one member, one vote on the national level have yet to be presented.
2. Art. V. Sec. 1 Nominations--proposal is to reduce the Nominating Committee from 5 to 3 members since it has been a struggle to get 5 members to serve.
3. Art. VI. Officers.Sec. 1 drops Vice-President for Programs as a required officer as it was felt that the position is no longer relevant for our state.
4. Art. VI. Officers, Sec.3 Duties—drops detailed duties and leaves it to policy,etc.
5. Art. XI. Sec. 1 Convention—date, place, and time is set by Board instead of Executive Committee.
6. Art. XI. Sec. 4 b. 1 Voting—proposes 1 branch delegate for every 5 members instead of every 10 members to accommodate a reasonable voting body for Convention.
7. Art. XV Indemnification has been deleted entirely since it implies that AAUW Idaho purchases Officers and Directors Insurance. Due to cost AAUW Idaho has never provided this insurance.

**PROPOSED SUBSTITUTE BYLAWS OF THE  
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
OF THE STATE OF IDAHO**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name**

The name of this organization shall be AAUW of the state of Idaho, hereafter called the state.

**Section 2. Governance**

The bylaws of this state shall in no way conflict with the AAUW Bylaws.

**ARTICLE II. PURPOSE**

The purpose of AAUW is to advance equity for women and girls through education, advocacy, philanthropy, and research. The purpose of AAUW of Idaho shall be to further the AAUW mission, program, and policies within the state and promote, encourage, and coordinate the work of the branches within the state.

**ARTICLE III. USE OF NAME**

**Section 1. AAUW Policy.** The policies and program of AAUW shall be binding on all members, branches and states; and no member, branch or state 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. 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.

**Section 3. Violations.** Violation of the Use of Name policy shall result in action taken in accordance with AAUW policy.

**ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. Membership.**

- a. All branches of AAUW within the state shall be members of the state.
- b. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV are eligible to be admitted to membership in this state. 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 and participate in all activities and programs and receive the publications distributed to all members.
- c. A member-at-large of AAUW residing within the state may become a member-at-large of the state upon payment of state dues.
- 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.
- e. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation in the state upon payment of fees established by AAUW and the state board of directors. Student affiliates shall be entitled to attend meetings of AAUW and the state and to receive the publications distributed to all members. Affiliates may not vote nor hold office.

**Section 2. Dues.**

- a. The annual dues for state members and members-at-large shall be determined by a two-thirds (2/3) vote of those present and voting at the state convention upon recommendation of the state board of directors.
- b. Paid life members of AAUW, as defined in AAUW policy, who are branch members within the state, are required to pay annual state and branch dues.
- c. Fifty-Year Honorary Life Members of AAUW are exempt from payment of AAUW and state dues.
- d. 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 state meetings without vote.
- e. 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.

## **ARTICLE V. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations.**

- a. There shall be a nominating committee of three (3) members, selected as follows:
  - (1) The chair elected by the voting body at each state convention;
  - (2) Two (2) members appointed by the board of directors at the first meeting of the state board after the election of state officers.
- b. The term of service on the nominating committee shall be for two (2) years for a maximum of two (2) consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the state convention.
- d. Nominations may be made from the floor with the consent of the nominee.

### **Section 2. Elections.**

- a. Elections shall be held at the state convention.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those present and voting or by plurality if there are three (3) or more candidates for a position.

## **ARTICLE VI. OFFICERS**

### **Section 1. Officers.**

- a. The elected officers shall be president, or official representative; vice-presidents for membership services and public policy; AAUW Funds chair; communications officer; and financial officer, chosen with due regard to geographical representation.
- b. Other officers shall be appointed by the president with the consent of the board of directors as may be considered desirable to carry on the work of the state.
- c. Each office may be filled by an officer or co-officers.

### **Section 2. Terms and Vacancies.**

- a. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- b. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than 3 consecutive terms in the same office.
- c. All vacancies in office shall be filled for the unexpired term by the board with the exception of a vacancy in the office of president which shall be filled by the membership services vice-president.

### **Section 3. Duties.**

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. All officers and chairs shall submit annual reports to the president.

## **ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected officers, the appointed officers, the presidents of all branches within the state, chairs of standing committees, and the immediate past president. In the event that a president of a branch is unable to attend a meeting of the board of directors or is serving in an elected or appointed position on the state board, the president's vote may be cast by a delegate appointed by the branch board of directors.

**Section 2. Administrative Responsibilities.** The board shall have the general power to administer the affairs of the state and to initiate and carry out its programs and policies, and shall accept responsibilities delegated by AAUW. It shall act for the state between state conventions. The board shall have fiscal responsibilities as outlined in **Article X, Financial Administration, Section 2.**

**Section 3. Branch Recommendations.** The board shall recommend to AAUW action to be taken in regard to the admittance of new branches or the discontinuance of current branches within the state.

**Section 4. Meetings.** Meetings of the board shall be held at least two (2) times per year.

**Section 5. Special Meetings.** Special meetings may be called by the president or shall be called upon written request of five (5) members of the board provided that at least five (5) days notice of such meeting and its agenda have been given to the members of the board.

**Section 6. Quorum.** The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the board.

**Section 7. Voting Between Meetings.** Between meetings of the 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 result of the vote shall be in the minutes of the next board meeting.

**Section 8. Removal From Office.** A member of the board of directors may be removed for any reason by a two-thirds (2/3) vote of the board in accordance with policies and procedures adopted by AAUW.

## **ARTICLE VIII. EXECUTIVE COMMITTEE**

**Section 1. Composition.** The executive committee shall consist of the elected officers.

**Section 2. Duties.** The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

**Section 3. Meetings.** Meetings of the executive committee shall be held on the call of the president or by written request of two (2) of its members.

**Section 4. Quorum.** The quorum shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

**Section 5. Voting Between Meetings.** A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

## **ARTICLE IX. COMMITTEES**

**Section 1. Establishing Committees.** The president may establish standing and special committees as needed with consent by the board.

**Section 2. Purpose.** With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

## **ARTICLE X. FINANCIAL ADMINISTRATION**

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

**Section 2. Financial Policies.** The state 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.

## **ARTICLE XI. MEETINGS OF THE STATE**

**Section 1. State Convention.** The state shall hold a biennial convention to conduct the business of the state, such as electing officers, establishing dues, amending bylaws, and receiving reports. The exact date, time, and place of the convention shall be determined by the state board of directors.

**Section 2. Special Meetings.** Special meetings may be called by the president or shall be called by the president on the written request of five (5) members of the board.

**Section 3. Meetings Notice.** Notice of meetings shall be sent to all branches, members of the state board of directors, college/university partners, and state members-at-large at least thirty (30) days prior to the meeting.

**Section 4. Voting.** The voting body of any meeting of the state shall be composed of:

- a. State representatives including:
  1. elected and appointed officers;
  2. chairs of all standing committees;
  3. past presidents of the state; and
  4. presidents of the branches.
- b. Branch and other delegates including:
  1. one delegate for each five (5) members of each branch or major fraction thereof;
    - (i) each branch shall be entitled to at least two (2) delegates;
    - (ii) any satellite of a branch shall be entitled to one (1) delegate from among the sponsoring branch's allotted number of delegates.
  2. one (1) delegate appointed by the president for each ten (10) members-at-large of the state;
  3. one (1) delegate for each college/university partner member.

**Section 5. Quorum.** Delegates representing a majority of branches shall constitute a quorum.

## **ARTICLE XII. ELECTRONIC MEETINGS**

The board of directors, executive committee, standing committee, and special committees are authorized to meet by telephone conference or through other electronic communications media.

## **ARTICLE XIII. PROPERTY**

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

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

## **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XV. AMENDMENTS TO THE BYLAWS**

**Section 1. AAUW Mandated Amendments.** Amendments required by AAUW to bring the state bylaws into conformity shall not require a vote of the members, except that an incorporated state shall take the necessary steps required by the state bylaws, its articles of incorporation, and state law.

**Section 2. Prior Approval.** All other proposed amendments to the state bylaws shall be sent to the AAUW Governance Committee chair for approval before being voted upon.

**Section 3. Member Vote.** Provisions of these bylaws not governed by the AAUW Bylaws may be amended at the state convention by a two-thirds (2/3) vote of those present and voting provided written notice shall have been sent to each branch in the state at least thirty (30) days prior to the meeting at which such amendment is to be acted upon; or, if previous notice has not been given, by unanimous vote of the convention and ratification of three-fourths (3/4) of the branches.

Date Adopted:

