

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF HILO BRANCH

ARTICLE I. NAME AND GOVERNANCE Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Hilo Branch, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW Hilo 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 twenty 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 fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

(c) 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. NOMINATIONS AND ELECTIONS Section 1. Nominating Committee.

a. Composition and Appointment. There shall be (two) members on the Nominating Committee. The Board of Directors of the Organization shall appoint a chair and (one member) of the Nominating Committee.

b. Terms. The committee chair, alternate chair, and committee members shall be appointed by (July 1) and shall serve for two years.

c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the remaining member will become chair.

Section 2. Nominations.

a. The nominating committee shall present a report to the membership at least two weeks before election. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

Section 3. Elections.

a. Elections shall be held in which members of organization can vote. Elections shall be by majority vote of those present and voting.

b. The elections shall be held at Annual Meeting in May.

ARTICLE IX. OFFICERS AND DIRECTORS Section 1. Officers and Directors.

a. Elected Officers and Directors. The elected officers and directors shall be President, Vice President of Membership, Vice President of Programs, Vice President of Fundraising, Secretary and Treasurer.

b. Appointed Officers and Directors. The appointed officers and directors shall be University Liaison and Scholarship Chairperson.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

Section 3. Terms of Office.

a. Terms of Office. Board members shall serve for a term of (two years) or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for (one) additional terms, but no member shall hold the same office for more than (two) consecutive terms.

b. Beginning of Terms. The term of each officer and director shall begin on July 1st. The incoming or continuing administrative officer may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Committee prior to July 1st.

Section 4. Vacancies.

a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board of Directors.

ARTICLE X. BOARD OF DIRECTORS Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Organization. This Organization must have three directors and a minimum of two separate officers, one responsible for the management of the Organization and

one responsible for the financial affairs. In addition, the Organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to:

- a. provide oversight to ensure the proper administration of the affairs of the Organization; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;
- b. appoint standing committee members and such other board and committee members as may be designated;
- c. act for the Organization between meetings of the membership;
- d. adopt rules to govern its proceedings;
- e. establish task forces or special committees as needed;
- f. determine date and location for any official meetings of the Organization;

Section 3. Delegation of Power. The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least Eight (8) Times a year at the call of the administrative officer at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board. (If there is a co-president structure, the allocation of votes for each co-president should be stated [e.g., each co-president shares one vote or each gets one vote]).

b. Special Meetings. Special meetings of the board may be called by the administrative officer or shall be called upon the written request of any members of the Board of Directors.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the administrative officer on any question submitted to the board members in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all board members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at a board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be (majority) of its members.

ARTICLE XI. EXECUTIVE COMMITTEE Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected officials.

ARTICLE XII. COMMITTEES Section 1. Standing Committees.

a. There shall be the following standing committees: Nominating and Scholarship. There may be additional standing committees as shall be considered necessary by the Board of Directors.

b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors, as necessary. The chairs and members of such committees shall be appointed by the administrative officer and approved by the board or, as appropriate, by the Executive Committee.

Section 3. Reports. All committees shall provide written reports to the Organization's Board of Directors for the annual meeting and such other times as requested.

ARTICLE XIII. FINANCIAL ADMINISTRATION Section 1. Administration. The Organization's Board of Directors shall have responsibility to:

- a. oversee the administration of finances, including preparation of the budget;
- b. oversee the management, acquisition, and disposition of the Organization's property and equipment in accordance with the bylaws;
- c. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

ARTICLE XIV. MEETINGS OF THE MEMBERSHIP Section 1. Annual Meeting. The Organization shall have at least one regular meeting each year to be known as the Annual Meeting to conduct the business of the Organization. The Annual Meeting may include the election of (the incoming board); the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be set by the Organization's Board of Directors.

Section 2. There shall be at least eight (8) General Membership meetings each year.

Section 3. Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least 30 days before the date of the meeting to all members.

Section 4. Voting.

- a. The quorum shall be fifteen (15) percent of branch members.

ARTICLE XV. INDEMNIFICATION- The directors and all officers or other appointed representatives of AAUW HILO BRANCH may be indemnified and their liability shall be limited to the fullest extent authorized by the laws of Hawaii unless adjudged therein to be liable for negligence or misconduct in performance of duties.

ARTICLE XV1. NON-MANDATED AMENDMENTS TO THE BYLAWS Provisions of the Affiliate 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 14 days prior to the applicable meeting.

Adopted: November 20, 1954 Amended: November, 1964, October, 1967, December, 1969, January, 1972, November, 1973, November, 1975, November, 1979, December, 1981, October, 1983, December, 1985, November, 1987, October, 1989, January, 1990, October, 1991, April, 1998, November, 1999, March, 2006, January, 2012, May, 2014, February, 2016, January, 2017