

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN TREASURE STATE, MONTANA BRANCH

ARTICLE I. NAME

The name of this organization shall be the American Association of University Women, Treasure State, Montana Branch, hereinafter called the branch.

ARTICLE II. GOVERNMENT

The *Charter and Bylaws of the American Association of University Women*, hereinafter called the Association or AAUW, shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the *AAUW Charter and Bylaws*. Every amendment to the bylaws of the Association shall become effective and binding on this branch.

ARTICLE III. PURPOSE

The purpose of this branch shall be to unite graduates of different educational institutions in order to promote equity, education, intellectual growth, individual worth, and development of opportunities for women and girls. Additionally, the purpose shall be to facilitate membership in AAUW-Montana for those who do not live in communities with established branches.

The branch shall:

- a. contribute to the growth and advancement of the Association and the AAUW Educational Foundation;
- b. participate in the development and promotion of AAUW policies and program through study, action and public policy advocacy in areas related to its purpose, including community, cultural interests, education, and international relations;
- c. support branch needs and promote positive societal change throughout the state of Montana;
- d. cooperate in AAUW regional, state, and inter-branch work.

ARTICLE IV. USE OF NAME

Section 1. The policies and program of the Association and the state shall be binding on all members and branches, and no member or branch shall use the name of the

Association to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Reference to membership in AAUW by an individual shall be interpreted as use of name in application of Section 1.

Section 4. On any matter on which the Association has no policy, the only action that may be taken by a member or branch in the name of the Association is to use the established channels to effect the formulation of a policy.

Section 5. Violation of the use of name shall result in

- a. a member's suspension for one year or expulsion from membership or
- b. loss of recognition of a branch.

ARTICLE V. MEMBERSHIP

Section 1. Individuals eligible to be admitted to membership are those who meet the criteria for membership as described in the *AAUW Charter and Bylaws*, Article IV, Section 3. a (1), (2), and (3). The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, participate in all branch activities and programs, and receive the publications distributed to all members.

Section 2. Paid life members of AAUW, as defined in the *AAUW Charter and Bylaws*, Article IV Section 3.a.(5)(a), who are branch members are required to pay annual state and branch dues.

Section 3. Any branch member who has paid Association dues for fifty (50) years shall become a Fifty Year Honor Life Member and shall thereafter be exempt from payment of Association dues and branch dues and may be exempt from state dues.

Section 4. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by the Association, state, and branch boards of directors. Student affiliates may attend branch, state, and Association meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 5. Any member who holds membership in more than one branch is referred to as a dual member. Payment of the specified branch dues of each branch is required.

Section 6. Branch members living within twenty-five (25) miles of an established

community-based branch may not hold their primary membership in the Treasure State Branch. Dual members of the Treasure State Branch and a Montana community-based branch shall designate the community-based branch as their primary branch.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. The fiscal year shall correspond with that of the Association and shall begin on July 1.

Section 2. The dollar amount of branch dues shall be established or changed at the biennial meeting by a two-thirds vote of those present and voting, provided written or electronic notice has been given to all the members 30 days prior to the meeting.

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

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

Section 5. A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the U.S.A., may attend branch meetings without vote.

Section 6. New members may join at any time. Dues are payable upon joining. The Association portion of dues paid by new members between January 1 and March 15 shall be one-half the annual Association dues. The branch board of directors may set a corresponding reduction for branch dues. After March 15 dues of new members shall be applied to the following fiscal year.

Section 7. The biennial budget shall be adopted by the board of directors for presentation to the branch.

Section 8. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. In order to assure the safekeeping and complete accounting of branch funds, the elected officers of the branch shall provide for a financial review every six years, when the treasurer leaves office, and/or upon direction of the board of directors.

ARTICLE VII. OFFICERS

Section 1. There shall be officers or co-officers to fulfill the functions of administration, program, membership, public policy, finance, Educational Foundation, and communications.

Section 2. The elected officers shall include a president—or official representative—vice presidents for program and membership, a secretary and a treasurer or secretary/treasurer.

Section 3. The appointed officers shall include any other officers deemed necessary by the board of directors. They shall be appointed by the branch president.

Section 4. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1 of even-numbered years.

Section 5. No elected officer, except the treasurer, shall be eligible to serve more than two (2) consecutive terms in the same office. Appointed officers shall be eligible to serve as many consecutive terms in the same office as they are re-appointed.

Section 6. The incoming president may call a meeting of the incoming officers prior to July 1 of even-numbered years.

Section 7. A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the president-elect or by the vice presidents in the order listed in Section 2.

ARTICLE VIII. DUTIES OF OFFICERS

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

Section 2. All officers shall submit a biennial written or electronic report to the president.

Section 3. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by the Association and the state.

Section 4. The other officers shall perform such duties as the president and board shall direct.

Section 5. The secretary shall record and keep minutes of all meetings.

Section 6. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch and shall serve as custodian of all funds and securities. The treasurer shall collect dues and properly remit them to the Association and the state by the specified deadline. The treasurer shall send moneys for the Educational Foundation, including the Legal Advocacy Fund, by the specified deadlines and shall maintain a separate accounting for each type of fund.

ARTICLE IX. NOMINATIONS

Section 1. There shall be a nominating committee of three (3) members elected by the branch members at a scheduled branch meeting. One of the committee shall be elected as chair by the newly elected nominating committee.

Section 2. The term of a committee member shall be no more than two (2) years. Members shall serve no more than two (2) consecutive terms.

ARTICLE X. ELECTIONS

Section 1. Written or electronic notice of the names of the nominees shall be given to every member at least thirty (30) days before the biennial meeting.

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

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

Section 4. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

Section 5. At any election for which there is no nominee for a branch office, that office shall be filled by the corresponding state officer.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. The board of directors shall be comprised of the elected and appointed officers of the branch including any state officers serving in lieu of elected or appointed branch officers.

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

Section 3. There shall be at least one (1) face-to-face meeting of the board each biennium. That meeting shall be held in even-numbered years in conjunction with the state convention. Other face-to-face, electronic, or telephone meetings may be called by the president at any time and shall be called upon the request of three (3) members of the board. Written or electronic notice of such meetings shall be sent to the membership of the board at least seven (7) days before the meeting.

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

officers shall be considered as one voting member of the board.

ARTICLE XII. MEETINGS OF THE BRANCH MEMBERSHIP

Section 1. There shall be at least one (1) general membership meeting each biennium. That meeting shall be held in even-numbered years in conjunction with the state convention.

Section 2. The general membership meeting held in the spring of each even-numbered year shall be designated the biennial meeting, the exact date, time and place to be determined by the board.

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

Section 4. Other meetings may be called by the president at any time and shall be called by the president on the written or electronic request of twenty-five (25) percent of the voting members of the board of directors or ten (10) percent of the branch membership.

Section 5. The quorum shall be fifteen (15) percent of the branch membership.

Section 6. Branch members residing in or near local communities may meet at any time but may not conduct branch business except for preparing and voting on requests for funding of community AAUW activities as specified in Article XV, Section 2.

ARTICLE XIV. CONVENTIONS

Section 1. Delegates and alternates to AAUW and state conventions, as described in Association and state bylaws, shall be elected by the branch and certified by the president.

Section 2. The branch delegation chair at the AAUW and state convention shall be elected from among those branch members who hold their primary membership in the Treasure State Branch.

ARTICLE XV. PROPERTY

Section 1. The title for all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severable right to all or any part of such property except as noted in Section 2. The branch shall have complete

control over the acquisition, administration and disposition of its property without consent of the Association or the state, except that such property shall not be used for any purposes contrary to those of the Association and the state.

Section 2. If any community-based AAUW-Montana branch shall dissolve and assign its property, funds and assets to the Treasure State Branch, fifteen (15) percent of such property, funds and assets shall be vested in the Treasure State Branch for the joint use of its members as specified in Section 1. The other eighty-five (85) percent of such property, funds and assets shall be available for AAUW-sponsored activities, scholarships and/or community programs in the dissolved branch's community as requested by a majority of the current Treasure State Branch members from that dissolved branch's community for a period of five (5) years from the date of the transfer of the property, funds, and assets. At the end of the 5-year period, any remaining "community" property, funds and assets shall become the joint property of the Treasure State Branch as specified in Section 1.

Section 3. In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

ARTICLE XVI. FORFEITURE OF BRANCH STATUS

Article XII of the *AAUW Charter and Bylaws* contains the provisions and conditions under which a branch may be discontinued.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

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

ARTICLE XVIII. INDEMNIFICATION

Every member of the board may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

ARTICLE XIX. AMENDMENTS TO THE BYLAWS

Section 1. Amendments required by the Association or the state 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 its articles of incorporation.

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

Section 3. Provisions of these bylaws not governed by the *Association Charter and Bylaws* may be amended by a two-thirds vote of those present and voting at a general membership meeting provided written or electronic notice shall have been given to every member at least 30 days prior to the meeting.

Section 4. Any amendment to these bylaws shall become effective and binding on the branch immediately upon passage unless otherwise specified in the amendment itself.

Adopted : May 15, 2007

Last Amended (date)