

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF THE STATE OF HAWAII**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Hawaii, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Hawaii 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.

b. 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. 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 to 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 to 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.

SPECIFIC AFFILIATE PROVISIONS

ARTICLE VIII. 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. Contacts. Each state or multistate organization 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 state or multistate organization's structure. If the branches 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 in the state, will appoint an administrative contact. AAUW Hawaii will provide AAUW with designated contacts for administration and finance.

Section 3. Recorded Minutes. Each state or multistate 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 state or multistate meeting and board meeting. AAUW Hawaii will direct a member other than the contacts for administration and finance to record and maintain the minutes of each State meeting and State board meeting

ARTICLE IX. MEMBERSHIP AND DUES OF AAUW HAWAII

Section 1. Branch. All branches of AAUW within the State of Hawaii shall be members of AAUW Hawaii.

Section 2. Dues.

- a. Amount. (1) The annual AAUW Hawaii dues for individual members shall be established by the members prior to the state conference/annual meeting using the "one member, one vote" system.
(2) The AAUW Hawaii Board of Directors shall set the State dues for College/University Members.
(3) State fees for student affiliates shall be established by the State Board of Directors. Branch fees (for student affiliates) shall be established by the Branch Board of Directors.
- b. Payment. Member dues shall be payable in accordance with procedures established by policy.
- c. Reciprocity. 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

ARTICLE X. FISCAL AFFAIRS

Section 1. Fiscal Year.

The fiscal year shall correspond with that of AAUW and shall begin July 1.

Section 2. Budget. The annual budget for the State shall be prepared by the finance committee and approved by the State Board of Directors. The executive committee shall have the authority to revise the budget within available income.

Section 3. Financial Review. The elected officers of the State shall provide for an annual financial review and control of funds as are necessary to assure their safekeeping and complete accounting.

Section 4. Property and Assets. The title for all property, funds and assets is vested in AAUW Hawaii 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. AAUW Hawaii 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 the Association.

Section 5. Dissolution of State Organization. In the event of the dissolution of AAUW Hawaii or the termination of its affiliation with AAUW, all assets of the state organization shall be transferred and delivered to AAUW or to an AAUW affiliated entity designated by AAUW.

ARTICLE XI OFFICERS

Section 1. Elected Officers, Appointed Officers

- a. Elected Officers. The elected officers of the State shall include a president, a secretary and a finance officer.
- b. Appointed Officers. The appointed officers of this State may be the Leadership Chair, Public Relations/Media Chair, Membership Communications Chair, and Program Resources Chair and any others deemed necessary by the board.

Section 2. Terms of Office. 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. Officers shall serve for a term of two years or until their successors have been elected or appointed and have assumed office. No member shall hold the same office for more than two consecutive terms.

Section 3. Vacancies.

- a. A vacancy in the office of president shall be filled for the unexpired term by one of the other elected officers.
- b. A vacancy in any office other than president shall be filled for the unexpired term by the Board of Directors.

Section 4. Removal from Office. An Officer or Director may be removed for any reason by a two-thirds vote of the Board of Directors at a meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

ARTICLE XII. DUTIES OF OFFICERS

Section 1. Duties. Officers shall perform the duties prescribed by these Bylaws The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

- a. President: The president, or official representative, shall officially represent the State in activities of AAUW. The president shall be responsible for submitting such reports and forms as required by AAUW.

- b. Secretary: The secretary shall keep minutes of the membership and of the board and shall perform such other duties as the president and board shall direct
- c. Treasurer: The treasurer shall assume responsibility for the collection of all State dues and other money due the State and shall serve as custodian of all funds and securities. It does not preclude the state and branches joining the AAUW Membership Payment Program (MPP) and proceeding to utilize online payment and collection.
- d. Officers shall perform their duties in accordance with these Bylaws, Robert's Rules of Order, Newly Revised and the laws of the State of Hawaii.

ARTICLE XIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. There shall be a nominating committee consisting of a representative from each branch.
- b. The chair of the nominating committee shall be appointed from among the members of the committee.
- c. The term of office is one year
- d. The nominating committee shall be responsible for conducting the nomination process according to current policies and procedures.

Section 2. Elections

- a. Elections shall be held prior to the state conference/annual meeting using the "one member, one vote" system.
- b. Elections will be conducted as stipulated by the voting procedures in the Policy and Procedures Manual and approved by the AAUW Hawaii Board of Directors.
- c. A quorum of no less than 10% of eligible voters shall be required for a valid election.
- d. Newly elected officers may be installed at the conference/annual meeting.

ARTICLE XIV. BOARD OF DIRECTORS

Section 1. Members. This Organization must have 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 notified state or multistate meeting and board meeting.

Section 2. Composition. The board of directors shall include the elected officers, branch presidents, and appointed officers.

Section 3. Powers and Duties.

- a. State Administration: In accordance with the bylaws and conference/annual meeting action, the Board of Directors shall have the general power to administer the affairs of the State and to initiate and carry out its programs and policies. It shall act for the State between conferences/annual meetings. The board may adopt rules to govern its proceedings. It also shall:
 - (1) Approve the budget and accept the annual financial review report.
 - (2) Provide for the election of the required members and the chair of the nominating committee.
 - (3) Approve the programs for State meetings.
 - (4) Recommend to the State conference/annual meeting such additional committees and task forces as are considered necessary for the work of the State.
 - (5) Approve the establishment of committees. and
 - (6) Recommend to membership during its conference/annual meeting, the annual State dues to be paid by each branch.
- b. Branch Supervision:
 - (1) Creation: Upon recommendation of the State president, the State Board of Directors shall have the authority to approve in writing the application of any group of graduates qualified to form a branch within Hawaii, under the AAUW Bylaws.
 - (2) Forfeiture: The State Board of Directors shall review the findings of any branch, which shall appear to have forfeited its right to continue as a branch under the AAUW Bylaws and recommend action to be taken. Conditions for loss of recognition of a branch are located in Article XI, Section 3, of the AAUW bylaws.

Section 3. Meetings and Quorum

- a. Regular Meetings: Regular meetings of the Board of Directors shall be held twice a year at the call of the president at such time and place, as the president shall designate.
- b. Special Meetings: Special meetings of the Board of Directors shall be called at any time by the president or upon written request of five members of the Board, provided that at least five days' notice of such meeting and its agenda shall have been given to the members of the Board.
- c. Quorum: The quorum for a meeting of the Board of Directors shall be a majority of the members of the board. Unless the Hawaii Nonprofit Corporations Act, articles or bylaws require a greater vote, a majority of members present at a meeting at which a quorum is present will be the decision of the Board. Each director shall be entitled to (1) vote.

Section 4. Action without meeting. In the interim between meetings of the State Board of Directors, a written vote may be taken at the request of the president on any question submitted in writing or by email.

- a. Action to be taken at a board of directors' meeting may be taken without a meeting if the action is approved by a 2/3 majority of board members. The action must be evidenced by written or email consents describing the action taken and included in the minutes filed with the records reflecting the action taken.
- b. Action taken under this section is effective when a 2/3 majority is reached as evidenced by email replies, unless the consent specifies a different effective date.
- c. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE XV. COMMITTEES

Section 1. Committees of the Board. There may be established such committees and task forces as shall be considered necessary by the Board of Directors.

- a. The responsibilities of the committees are delineated in the AAUW Hawaii Policies and Procedures.
- b. Members of any such committees will be appointed by the president and approved by the Board.
- c. Each committee shall include at least one board member.
- d. Actions of any committee shall be reported to the board for its approval, and the board will specify the extent to which each committee may exercise the board's authority in fulfilling its duties.
- e. A committee of the board may not, however:

1. Authorize distributions;
2. Approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
3. Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
4. Adopt, amend, or repeal the articles or bylaws.

ARTICLE XVI. MEETINGS OF AAUW HAWAII

Section 1. Time, Place and Notification. AAUW Hawaii shall hold at least one regular meeting each year to be known as the Annual Meeting to conduct the business of the State, including installation of officers and receiving of reports of officers and committees.

- a. The time and place shall be determined by the executive committee.
- b. Special meetings may be called by the president, or shall be called by the president on the written request of five members of the Board of Directors.
- c. Notice of the Annual Meeting shall be sent to all members of AAUW Hawaii at least 30 days prior to the meeting.
- d. All State meetings, including meetings of the Board of Directors, shall be open and may be attended by any member of the State.

Section 2. Voting. Voting shall be conducted by the One Member One Vote method under the guidelines determined by the board of directors and published in the AAUW Policies and Procedures at least 30 days prior to elections.

ARTICLE XVII. INDEMNIFICATION

The directors and all officers or other appointed representatives of AAUW Hawaii shall 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 their duties.

ARTICLE XVIII. AMENDMENTS TO THE BYLAWS

The provisions of these bylaws not governed by the AAUW Bylaws may be amended at any AAUW Hawaii state conference/annual meeting by a 2/3 vote of those present and voting, or during the designated voting period by means of the One Member One Vote

procedure stipulated by the Board of Directors and in accordance with AAUW Hawaii policies and procedures.

- a. provided that notice of the proposed amendments shall have been sent to each AAUW Hawaii member at least 30 days prior to the meeting at which such amendment is to be acted upon or,
- b. if previous notice has not been given, by unanimous vote of the annual meeting and ratification by two-thirds of the members.
- c. The quorum for confirmation of the AAUW Hawaii bylaws amendments at a meeting of the members will be 10% of the AAUW Hawaii members.
- d. The quorum for confirmation of the AAUW Hawaii bylaws amendments through a One Member One Vote procedure will be 10% of the AAUW Hawaii members.
- e. Any amendment to the bylaws of AAUW Hawaii shall become effective and binding on all members. Changes required to bring the AAUW Hawaii bylaws into conformity with the bylaws of AAUW shall be made without the necessity of a vote

The Bylaws were adopted originally in 1962. In 1992 the Bylaws were revised to conform to the "model" bylaws made available by the AAUW for guidance. In 2002 the Hawaii-Pacific Bylaws were reviewed and approved by the AAUW Bylaws Committee Chair.

Since its adoption, the Bylaws have been amended in the following years:

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| 1980 (May) | 1996 (May) |
| 1982 (September) | 1999 (September) |
| 1984 (April and December) | 2002 (August) |
| 1985 (April and September) | 2005 (September) |
| 1987 (December) | 2006 (March) |
| 1989 (April and December) | 2009 (October) |
| 1992 (Unknown) | 2010 (September) |
| 1993 (September) | 2012 (May) |
| 1994 (April) | 2014 (April) |

- 2016 (April) AAUW mandated sections
- 2016 (June) Brought into compliance with AAUW bylaws
- 2017 (January) RESTATED
- 2018 (April)
- 2022 (June) Changed "audit" to "financial review"