



**COLORADO SPRINGS BRANCH
BYLAWS
WORKING RULES AND POLICIES**

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Bylaws last revised March 16, 2021
Working Rules & Policies last revised March 16, 2021
Additional AAUW National and Branch Policies

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BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN COLORADO SPRINGS BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Colorado Springs 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. 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. AFFILIATE NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee of six members, elected or appointed as follows: three elected by the Affiliate each year.
- b. The term of service on the nominating committee shall be for two year(s).
- c. The names of the nominees for elected office shall be published and sent to every member at least two weeks prior to the annual Affiliate meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

- a. Elections shall be held at the annual Affiliate meeting.
- 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 voting provided the number voting meets the quorum and voting requirements in Article XIV Meetings of the Affiliate Membership. All members in good standing one day before the notice of election are eligible to vote.

ARTICLE IX. AFFILIATE OFFICERS

Section 1. Officers

- a. The elected officers for the Affiliate shall be president, (administration required by AAUW) president-elect, vice presidents of Community Outreach, Programs, Membership, and the secretary, (recorder of minutes required by AAUW) and treasurer (finance required by AAUW).
- b. The appointed officers shall be for public policy, AAUW Funds, communications, scholarships, interest group coordinator, and such other officers as shall be deemed necessary to carry on the work of the Affiliate. They shall be appointed by the president with the consent of the board and documented in the minutes of the board meeting and Affiliate Working Rules and Policies.
- c. Officers shall serve for a term of two year(s) or until their successors have been elected or appointed and assume office with the exception of the president and president elect. Term of office shall begin on July 1.
- d. Any position other than the president may be shared.
- e. Only Affiliate members are eligible to hold elected or appointed officer positions.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by Affiliate Working Rules and Policies adopted by the Affiliate board of directors, by the position descriptions approved by

the Affiliate board and by the current edition of Robert's Rules of Order Newly Revised.

- b. The PRESIDENT shall be the official spokesperson and representative for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW and AAUW Colorado State.
- c. The PRESIDENT-ELECT and VICE PRESIDENTS shall perform such duties as the president and the board shall direct and as specified in Affiliate policies and position descriptions.
- d. THE TREASURER shall be responsible for collecting, distributing and accounting for the funds of the Affiliate and for meeting specific deadlines.
- e. THE SECRETARY shall record and keep minutes of all Affiliate board, membership, and special meetings.

ARTICLE X. AFFILIATE BOARD OF DIRECTORS

Section 1. Composition. The Affiliate board of directors shall be composed of the elected and appointed officers.

Section 2. Administrative Responsibilities. The Affiliate board of directors shall have the power to administer affairs of the branch and to carry out its programs and its policies and shall accept responsibilities delegated by AAUW and AAUW Colorado State. It shall act for the Affiliate between membership meetings. The board shall have fiscal responsibility as outlined in Article XIII, Financial Administration, Section 2. It shall have the power to create special committees and task forces as deemed necessary and shall perform such other duties as are specified in these bylaws and the Affiliate Working Rules and Policies.

Section 3. Meetings. Meetings of the Affiliate board shall be held at least three (3) times a year. Special meetings may be called by the president or upon the request of four (4) members of the board. All members of the board shall be notified of the meeting at least three (3) days in advance and only business for which notice was given shall be transacted. Meetings may be held through the use of any means of communication, as determined by the Affiliate board, by which all members participating may simultaneously hear each other during the meeting. Board members participating by this means shall be considered to be present in person at the meeting.

Section 4. Quorum. The quorum for a meeting of the Affiliate board shall be a majority of the elected and appointed officers voting. A majority vote is required for a valid vote. The Affiliate board shall determine the method of voting in accordance with Colorado law.

Section 5. Voting Between Meetings. Between meetings of the Affiliate board, a 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. The Affiliate board shall determine the method of voting in accordance

with Colorado law. 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. A majority vote is required for a valid vote. The result of the vote shall be in the minutes of the next board meeting.

ARTICLE XI. AFFILIATE EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers and shall act in the interim between Affiliate board meetings.

Section 2. Duties. The executive committee shall have the power to act for the Affiliate 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 Affiliate board.

Section 3: Meetings: Meeting of the executive committee shall be held on the call of the Affiliate president or two members of the executive committee. Meetings may be held through the use of any means of communication, as determined by the executive committee, by which all members participating may simultaneously hear each other during the meeting. Executive committee members participating by this means shall be considered to be present in person at the meeting.

Section 4: Quorum: A majority of the members of the executive committee shall constitute a quorum. A majority vote is required for a measure to pass. The executive committee shall determine the method of voting in accordance with Colorado law.

ARTICLE XII. AFFILIATE COMMITTEES

Section 1. Establishing Committees. The Affiliate president may establish standing and special committees as needed with consent by the Affiliate board. The Affiliate president is an ex-officio member of all committees, except the nominating committee, and may attend any or all committee meetings.

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

ARTICLE XIII. AFFILIATE 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 Affiliate board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws. A financial review shall be conducted by a qualified third party when a new treasurer is appointed or elected, and in no event shall there be more than two fiscal years between reviews.

Section 3. Budget. The Affiliate board shall adopt an annual budget for presentation to the Affiliate.

Section 4. Dues.

a. Amount

- (1) The annual Affiliate dues for individual members shall be established at the annual meeting by two-thirds vote of those members present and voting, provided notice has been given to the members thirty days prior to the meeting, A dues increase is a recommendation from the Affiliate Board.
- (2) The annual AAUW Colorado State dues for individual members shall be established at the Colorado State Convention upon recommendation of the Colorado State Board.
- (3) The AAUW Board of Directors shall set the dues for partner members.

b. Paid Life Members, as defined in the AAUW, Inc. Bylaws, are required to pay AAUW Colorado State and Affiliate dues to become members of the Affiliate.

c. Fifty-year Honorary Members, as defined in the AAUW, Inc. Bylaws, are exempt from paying AAUW National, Colorado State and Affiliate dues.

d. New members may join at any time and dues are payable upon joining. New member dues paid starting March 16 will cover the following year's annual dues requirement for AAUW National, Colorado State and Affiliate.

e. AAUW National dues are reduced by 50% for new members who join at an AAUW public event in accordance with the Shape the Future new member campaign.

f. All Affiliate members must also be members of AAUW National and Colorado State.

g. Payment. Member dues shall be payable in accordance with procedures established by policy of AAUW National, Colorado State and Affiliate.

h. Reciprocity. A current paid member of an affiliate or comparable AAUW-affiliated entity may transfer membership to another affiliate or comparable AAUW-affiliated entity without payment of additional dues.

i. College/University Membership (C/U): Any accredited higher education institution is eligible to become a C/U member. (See Article IV Membership and Dues). AAUW Colorado State and Affiliate dues are payable.

j. Memberships for Students of Non-AAUW College/University Members: Undergraduates or degree-seeking graduates enrolled full-time or part-time are eligible to join and renew at the established AAUW National rate through graduation. AAUW State and Affiliate dues are not payable.

k. Memberships for Students of AAUW Colleges/University Members: Undergraduates or degree-seeking graduates enrolled in full-time or part-time programs may join and renew at no cost with automatic renewal through graduation.

ARTICLE XIV. MEETINGS OF THE AFFILIATE MEMBERSHIP

Section 1. Annual Affiliate Membership Meeting. The Affiliate shall hold an annual meeting between March and June that may be held through the use of any means of communication, as determined by the Affiliate board, by which all members participating may simultaneously hear each other during the meeting. Members participating by this means shall be considered to be present in person at the meeting. The annual meeting shall be to 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 Affiliate board.

Section 2. Affiliate Membership Meetings. The Affiliate shall hold at least four (4) meetings each year.

Section 3. Special Affiliate Membership Meetings. Special meetings may be called by the president or shall be called by the president at the written request of five (5) members of the Affiliate board.

Section 4. Affiliate Membership Meetings Notice. Notice of the date and the business to be brought before the meeting shall be sent to the members in writing at least three (3) days in advance. Only business for which notice has been given shall be transacted.

Section 5. Affiliate Membership Meeting Quorum and Voting . The quorum shall be ten (10%) percent of the Affiliate membership. The Affiliate board shall determine the method of voting in accordance with Colorado law.

Section 6. Cancellation of Affiliate Membership Meetings. In an emergency a regular meeting may be canceled by the president in consultation with the executive committee, and the membership notified.

ARTICLE XV. STANDARDS OF CONDUCT, LIABILITY AND INDEMNIFICATION

Every Board of Director member, Board Assistant or committee member shall undertake their duties in good faith; with the care of a prudent person; and in a manner that is reasonably believed to be in the best interest of the Affiliate. Assuming such conduct, no Board or committee member or Board Assistant shall be held personally liable for the acts, debts, liabilities or obligations of the Affiliate. Every Board and committee member and Board Assistant may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed in connection with any threatened, pending or completed action, suit, or proceeding to which the Board or committee member may become involved by reason of being or having been a member of the Board or committee or Board Assistant, 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 Affiliate Board approves such settlement and reimbursement as being in the best interest of the Affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which a member of the Board or committee or Board Assistant is entitled. (See Colorado Revised Statutes, Title 7, Nonprofit Corporations, Articles 126-129 for more details.)

ARTICLE XVI. AMENDMENTS TO AFFILIATE BYLAWS

Section 1. AAUW Mandated Amendments: Amendments required by AAUW to bring Affiliate bylaws into conformity shall not require a vote of Affiliate members.

Section 2. Mandated Amendments for Incorporated Affiliates: As a 501(c)(3) tax-exempt incorporated Affiliate, the Affiliate board shall bring Affiliate bylaws and articles of incorporation into conformity with Internal Revenue Service (IRS) rules and regulations and state and federal law. These amendments shall not require a vote of Affiliate members.

Section 3. Prior Approval. All other proposed amendments to the Affiliate bylaws shall be sent to AAUW Colorado State bylaws committee for approval before the call for the Affiliate vote. If there is no state structure, approval of amendments to Affiliate bylaws in those states will be according to procedures established by the AAUW Governance Committee.

Section 4. Affiliate Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at an Affiliate meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting. All members in good standing the day before the official notice date are eligible to vote.

Section 5. Distribution of Affiliate Bylaws to AAUW National and AAUW Colorado State. Approved, amended bylaws shall be submitted electronically through National AAUW Member Services Database at connect@aauw.org and to the AAUW Colorado State bylaws committee.

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN COLORADO SPRINGS BRANCH

Adopted November 18, 1977

Amended April 11, 1992

Amended March 30, 2000

Amended February 17, 2001

Amended March 6, 2004

Amended February 8, 2006

Amended September 2, 2009

Amended February 28, 2012

Amended March 19, 2014

Amended January 17, 2017

Updated September 17, 2019

Amended by Board March 17, 2020 with member vote May 9 - 16, 2020

Amended by Board March 16, 2021

Previously updated bylaws:

December 1, 1979

December 1, 1981

September 1, 1983

December 1, 1985
December 1, 1987
December 1, 1989
April 11, 1992
March 20, 2000
February 18, 2001
November 18, 2003

Definitions

Amended: Major, substantive revisions made. Affiliate member vote required for revisions not mandated by AAUW National or AAUW Colorado State, IRS rules and regulations, or state and federal law.

Updated: Brought into conformance with current practices. Affiliate member vote not required.

AAUW COLORADO SPRINGS BRANCH WORKING RULES AND POLICIES

AAUW Mission: To advance equity for women and girls through research, education and advocacy.

PURPOSE: The purpose of this document is to provide an overview of the working rules and policies of the Colorado Springs Branch of AAUW (known in this document as the Branch). Information is based on AAUW governance, including the AAUW, Inc. Bylaws (**BL**); AAUW Board of Directors Policy Book (**PB**); AAUW Colorado State Bylaws (**CB**); and AAUW Colorado Springs Branch Bylaws (**BB**) and Internal Revenue Service (IRS) rules and regulations and state and federal law.

NONPROFIT STATUS AND NAME: Effective December 20, 2019, the Branch filed Articles of Incorporation with the State of Colorado and received a 501(c)(3) determination from the Internal Revenue Service (IRS). This means, among other things, that the Branch is considered a public charity and that donors can deduct contributions that they make to the Branch. Corresponding to this nonprofit designation, the Branch corporation name is AAUW Colorado Springs Branch (CO). The Branch submitted notice to the IRS to terminate its 501(c)(4) designation effective June 30, 2020 as authorized by the Branch Executive Committee at its July 7, 2020 meeting and the Branch Board at its August 18, 2020 meeting. More detailed information on the 501(c)(3) designation can be found in IRS Publication 557.

A. BRANCH WORKING RULES AND POLICIES:

1. The purpose of these working rules and policies is to clarify the operating policies of the Colorado Springs Branch of AAUW. This document is to be interpreted as in accord with, and subordinate to, AAUW, Inc. (hereafter to be known as AAUW National) and AAUW Colorado State Bylaws and IRS rules and regulations for 501(c)(3) designation and Colorado Revised Statutes Title 7 for operation of nonprofit corporations.
2. The Branch Executive Committee shall review these policies annually to ensure they are in accordance with the AAUW National, Colorado State and Branch bylaws. The document in its entirety, including mandated and recommended changes, shall be presented to the Branch Board of Directors for review and approval annually at a Branch Board meeting. AAUW National and Colorado State bylaw updates shall be included. Mandated amendments required by IRS and/or Colorado statutes for nonprofit corporations shall also be included.

B. MEMBERSHIP:

1. An individual member's eligibility is defined as a graduate holding an associate or higher degree from an accredited university. See [BL Membership and Dues](#) for full details.
2. The general membership is encouraged to submit names of prospective members to the Branch Membership Vice-President. The Branch Membership VP shall contact the prospective member and provide information about AAUW, explain terms of membership and extend an invitation to join.
3. A prospective member may attend two different Branch interest groups, one time each, before joining the Branch and paying dues.
4. Any member who brings a guest to a Branch interest group assumes responsibility for ensuring that the guest understands the guest attendance policy.
5. Each member is responsible for the financial obligation of any reservation that she/he makes.
6. Each member shall have access to a Branch Membership Directory. **Note:** The AAUW Branch directory and membership list are for the exclusive use of AAUW functions.
7. If the Branch Board of Directors determines that a member should be expelled, the situation will be escalated to AAUW National.
8. After receipt of the official letter and certificate from AAUW National, the Branch President shall present new 50 Year Honorary Life Members with their recognition gift at the December Branch meeting or as soon as feasible. Gifts are determined by the Branch Board.

C. DUES:

1. All Branch members must also be members of the AAUW National and Colorado State organizations.
2. AAUW National/ Colorado State dues are established by the AAUW National/Colorado State organizations with periodic special promotions for new members: Current special promotions for new members are: (a) New Member dues for AAUW National, Colorado State and Branch paid starting March 16 will cover the following year's annual dues; (b) Shape the Future: 50% off AAUW National dues (first year only) for new members who join at an AAUW public event.
3. AAUW Colorado State annual dues are \$10; Branch dues are \$25.
4. Paid Life Members are those who have paid a one-time fee to the AAUW National organization for life-time membership. Paid Life Members pay Branch and Colorado State dues.

5. Honorary Life Members are those individuals who have been AAUW National members for 50 years (or more). They do not pay dues to any level of the AAUW organization.
6. Refer to Branch Bylaws for information on dues for College/University and student memberships.
7. Renewing members, no matter when their annual dues are paid during the fiscal year, must pay the full annual rate.
8. Former members whose membership has lapsed for a period of two years or more may rejoin under an AAUW new member policy.
9. An individual who is a member of another AAUW branch may become a dual member with full privileges in the Colorado Springs Branch, provided he or she pays Colorado Springs Branch dues.
10. AAUW National frequently gives free national memberships in recognition of Branch recruitment efforts. These memberships for the following fiscal year will be awarded to the Branch president, president-elect, and other Branch members as determined by the Branch Board. AAUW Colorado State and Branch annual dues for the awardees for the following fiscal year shall be paid by the Branch.

D. BRANCH INTEREST GROUPS

1. Interest groups shall be open and offered to all members as part of AAUW membership in the Branch.
2. Interest groups of unwieldy size may be split. The old group shall extend leadership and support until the new group is established.
3. Because of the nature of interest groups, they may have special membership arrangements for members. The Branch Board of Directors shall be advised in advance of these arrangements for review and approval.
4. Members wishing to establish a new interest group or split an existing interest group shall submit a written proposal to the Branch Interest Group Coordinator, who will bring the request to the Board of Directors for approval. The proposal shall include the purpose of the group, anticipated number of attendees, frequency, day and location of meeting, and any special qualifications or requirements.
5. Internal interest group policies shall be the responsibility of the members. Internal interest group policies and special membership arrangements are subordinate to and governed by all Branch governing documents including, but not limited to, Branch Working Rules and Policies and AAUW National policies. If a conflict arises that cannot be settled within the group, the affected member shall contact the Branch Interest Group Coordinator and submit a written request for review by the Branch Board of Directors. The Branch Interest

Group Coordinator shall request that the Board review the issue during the next regularly scheduled meeting.

6. When planning meetings, interest group chairs shall be sensitive to the requirements of members with disabilities.

E. BRANCH BOARD OFFICERS AND BOARD ASSISTANTS:

1. Board officers are listed in the Branch Bylaws, Article IX Section 1.
 - a) **Elected officers** are President, President-elect, Vice-Presidents of Community Outreach, Programs, and Membership; Secretary, and Treasurer. These positions comprise the Branch Executive Committee. Each elected position has one vote.
 - b) **Appointed officers** are currently the AAUW Funds Co-Chairs, Communications Director, Interest Group Coordinator, Local Scholarship Chair, and Public Policy Director. Other officers may be appointed as deemed necessary to carry on the work of the Branch. Each appointed position has one vote. Additional appointed officers and any changes to existing appointed officers shall be documented in Board meeting minutes and subsequent updates to Branch Bylaws and Working Rules and Policies.
 - c) The President with approval of the Board appoints the Appointed Officers.
 - d) Only Branch members are eligible to hold elected or appointed officer positions.
 - e) **Assistants** to the Board currently include the Archivist, Hospitality Co-Chairs, Directory Editor, Web Site Administrator, Newsletter Editor, AAUW Colorado State and National Bylaws Liaison, Assistant to the Treasurer, Assistant to the Membership VP, Member Courtesy Coordinator and such other Board Assistants deemed necessary to carry on the work of the Branch. Assistants are invited to attend Branch Board meetings but do not have voting rights and are not counted for purposes of a quorum. Additional Board Assistants and any changes to existing Board Assistants shall be approved by the President or President Elect and such approval shall be confirmed by the Board and documented in Board meeting minutes and subsequent updates to Branch Working Rules and Policies.
 - f) Assistants perform the duties prescribed by the position descriptions adopted by the Branch Board of Directors for those positions.
2. Officers, except for the President and President-Elect, shall serve 2-year terms, or until their successors have been elected or appointed.
3. The President and President-Elect shall serve 1-year terms. The President-Elect preferably will have previously served on the Branch Board as an elected or appointed officer for at least one year.

4. Voting members of the Board are defined as Elected and Appointed Officers for purposes of determining a quorum for Board meetings. Voting method(s) shall be in accordance with Branch Bylaws.
5. If an elected or appointed Branch office is shared, the office is allocated only one vote. Both office holders may attend Branch Board meetings, but only one counts towards a quorum.
6. Officers shall perform the duties prescribed by their Position Description and the Branch Working Rules and Policies. These documents are subordinate to the AAUW National, Colorado State and Branch bylaws. Review and update of position descriptions are required at the end of each membership year by the incumbent with changes submitted to the Board for review and approval.
7. The expectation is that elected and appointed officers will attend 75% of the scheduled Branch Board meetings. They may do so in person or by electronic means, provided they make all the necessary arrangements for electronic attendance in advance. An officer who does not meet this requirement may be removed from office by a two-thirds agreement of the voting members of the Branch Board. In determining compliance, consideration will be extended to officers holding a shared office and their counterpart's meeting attendance.
8. A Branch officer found to commit malfeasance or misfeasance in office, including but not limited to taking actions against the best interest of the Branch, may be removed from office by a two-thirds agreement of the voting members of the Branch Board.
9. If an elected or appointed Branch officer resigns or is incapacitated or unable to perform the duties during their term of office, the President, with the approval of the Branch Board, shall appoint an officer to fill out that term. If the President is unable to fill out their term, the President-elect will carry out the duties of the President, and then follow up by serving until the end of the term for which she was elected. If both the President and President-elect are incapacitated, one of the elected vice-presidents (Programs, Membership, Community Outreach) will be selected by the voting members of the Branch Board to fill out the President's term. All such actions shall be documented in the Executive Committee and Branch Board meeting minutes.
10. Upon taking office, each Branch Board officer is required to sign a Conflict of Interest Disclosure Statement and attend the Branch's scheduled orientation which will include a briefing of the duties and responsibilities of their office and the use of and how to access the following information:
 - Branch Officer Notebook
 - Branch Bylaws
 - Branch Working Rules and Policies
 - Position descriptions for the Branch officers, board assistants and committee chairs
 - Year-end statement of Branch accounts and budgets
 - Link to the AAUW Colorado State bylaws and National bylaws and policies
 - Branch insurance policies

Summary of Branch operating requirements for 501(c)(3) designation
Conflict of Interest Policy

F. BRANCH COMMITTEES

1. The Executive Committee consists of the seven elected Branch officers. The committee shall review the Branch Working Rules and Procedures annually and shall recommend such changes as are necessary to make the Branch Board run smoothly and responsively to Branch members, the community and in compliance with governing documents.
2. Branch committees:
 - a) Consist of members appointed by the committee chair or other methods, depending on the committee description.
 - b) Operate by the committee position descriptions adopted by the Branch Board of Directors.
 - c) Are required to annually review, update and provide their position description to the Board of Directors for approval. Position descriptions shall be subordinate to and in compliance with Branch Working Rules and Policies and governing documents.
 - d) Committee chairs and co-chairs are eligible to attend Branch Board meetings to observe but do not have voting rights and are not counted for purposes of a quorum in their capacity as Committee Chair or Co-chair. (Note: Committee chairs and co-chairs may also be in attendance if they are on the meeting agenda or to respond to questions from the Branch Board.)
 - e) Only Branch members are eligible to hold committee chair or co-chair positions.
3. Branch Committees and Chairs currently are:
 - a) Communications Committee – Communications Director is Chair
 - b) Finance Committee – Treasurer is Chair
 - c) Fundraising Committee –AAUW Funds Co-Chairs. (AAUW Funds: National, State and Branch.)
 - d) Governance Committee – President Elect is Chair
 - e) Local Scholarship Committee – Local Scholarship Chair
 - f) Membership Committee – Membership VP is Chair
 - g) Names Honored Committee – Names Honored Chair

- h) Hospitality Committee—Hospitality Co-Chairs
 - i) Nominating Committee – Chair is selected by the committee from among the three members entering the second year of their term. Chair is expected to attend Board meetings to observe and gain first-hand knowledge to help in the nomination process.
 - j) Programs Committee – Programs VP is Chair
 - k) Authors Day Committee- President-Elect is Chair
 - l) Public Policy Committee – Public Policy Director is Chair
 - m) STEM Committee – Chair is selected by the committee.
 - n) Past Presidents Committee – Past President(s) selected by the committee to serve as Chair or Co-Chairs
 - o) Diversity Committee
4. The Branch President may appoint ad hoc committees at any time to further Branch programming and projects. The Branch President is an ex-officio member of all committees, except the Nominating Committee, and may attend any or all committee meetings.
 5. Members wishing to establish a new Branch committee shall submit a written proposal to the Branch Board for discussion and vote. The written proposal shall include the committee’s purpose and how it will support the AAUW Mission, chair and co-chairs positions, anticipated members and any qualifications or requirements.

G. BRANCH COLLABORATIONS WITH OTHER ORGANIZATIONS AND COMMUNITY SERVICE INITIATIVES:

1. AAUW recognizes the value of collaborating with other organizations, nonprofit and otherwise, to raise awareness of issues and/or achieve common objectives. Such efforts can often assist AAUW to further its mission, make more effective and efficient use of its resources, and increase its visibility and impact. All activities and operations of the Branch and its Board, committees, interest groups, collaborations with other organizations and community service initiatives must be consistent with and directly related to the mission of AAUW and non-partisan. Any lobbying efforts must be consistent with public policy positions taken by AAUW National and Colorado State.
2. The Branch will retain control of the use of the name and logo of AAUW. Proposed participation in coalitions and alliances must be submitted in writing and approved in advance by the Branch Board.

3. The term partner, partnering, and partnerships have specific legal meaning. The AAUW National Board of Directors Policy Book (PB Collaborations with Other Organizations) specifically forbids AAUW branches to use these terms to identify relationships with other organizations.
4. The Branch does not endorse, promote or oppose political candidates or associated political activities of any political candidate.
5. Branch collaborations with other organizations and community service initiatives are encouraged. These Branch activities must comply with Branch governing documents and clearly advance the AAUW mission, purpose, and policies. Collaborations and community service initiatives may be proposed by a Branch officer, Branch committee or Branch interest group. The proposed Branch activity is required to be documented in writing using the Branch proposal (application) format and submitted to the Branch Board for review and approval determination. All approved collaborations and community service initiatives must comply with Branch finance requirements and governing documents.

H. BRANCH FINANCE

1. The Branch shall provide financial support to efforts and activities approved by the Branch Board consistent with and directly related to the AAUW Mission Statement and in compliance with Branch governing documents. This support includes, but is not limited to, AAUW Funds and the Branch Local Scholarship Fund. Monies may be raised by methods and purposes compliant with Branch's governing documents and approved in advance by the Branch Board. Fundraising proposals must include supporting details, the purpose for the fundraiser and how it supports the AAUW mission. Proposals must be submitted in writing to the Board for review, discussion and approval determination. (Note: This pertains to Branch officers, committees, and interest groups. Branch meeting registration or attendance fees including speaker fees or honorariums, meal or food costs are not categorized as Branch fundraisers.)
2. AAUW National Policy 208 AAUW Fundraising Policy and 210 Collaborations with Other Organizations stipulate that Branch members may not be asked to contribute money to any organization other than AAUW. (Note: This is a blanket AAUW requirement the Branch is required to follow. A permissible caveat to this requirement is Board-approved collaborations that involve joint fundraising, dues payments or direct support. This is likely to involve issues of donor intent, non-profit status, and tax deductibility and therefore should be guided by these AAUW National policies and IRS regulations that pertain to the Branch's 501c3 status. Questions regarding this may be submitted to the Branch president.)
3. The Branch can collect and donate in-kind donations to another charity as a community service initiative as long as the initiative is consistent with and directly related to AAUW's mission and approved in advance by the Branch Board. Examples are collecting books for a local education program, clothing for an organization that helps women entering the workforce, or personal care items for displaced women and children.

4. Inviting other charities to educate Branch members about their programs is a welcome idea. Branch members like to be knowledgeable about many issues and may want to support other charities personally on an individual basis. Educating members about the work of another charity so that they can decide for themselves if they want to be further involved is encouraged. However, asking or requiring members to give to the other charity or using AAUW resources and events to raise funds for another charity is not allowed. Providing a modest honorarium to a speaker from another organization would be considered a program expenditure and would not violate AAUW policies.
5. An annual Branch budget will be proposed by the Branch Finance Committee and presented to the Branch Board of Directors for approval at the August Branch Board Meeting. The approved budget will be included in the September Branch newsletter. The fiscal year runs July 1 – June 30.
6. The treasurer will prepare a report each month comparing actual expenses to budgeted expenses. The report will be distributed electronically to all Board members no less than three days prior to the Branch Board meeting.
7. Expenses incurred for Branch or Branch Board functions may be reimbursed by submitting the appropriate receipts and a Check Request form to the Branch treasurer. Documentation should be submitted within 60 days of the event; delayed paperwork could result in non-payment.
8. The Colorado Springs AAUW Branch is exempt from Colorado State and Colorado Springs City sales taxes. When making an authorized Branch purchase, the tax exemption certificates available from the Branch treasurer must be presented.
9. A financial review shall be conducted by a qualified third party when a new treasurer is appointed or elected, and in no event shall there be more than two fiscal years between reviews. Results of the financial review shall be presented in a written report to the Branch Board for review and discussion at a regular board meeting.
10. All contracts and agreements involving Branch collaborations, community service initiatives, fundraising, , site rentals, service arrangements, speaker engagements, use of the AAUW and Branch name, etc. can only be signed by the Branch President or President-Elect. These documents, once completed, must be provided to the Branch treasurer, in a timely manner, to administer payment and placed on file. Note: It is expected that the purpose, event, program or reason for any such contracts and agreements are brought to the Branch Board first for discussion and approval to ensure they comply with Branch governing documents.

I. CONVENTIONS AND CONFERENCES

1. The Branch shall encourage attendance at and involvement in AAUW Colorado State, regional, and/or National conventions or conferences by budgeting money for a minimum of one Branch Executive Committee member to attend, if money is available in the Branch treasury.

2. The Branch Finance Committee will include in the Branch budget funds designated for conventions and conferences in the fiscal year in which the conventions or conferences are held.
3. The Branch Board of Directors will approve attendees at conferences and conventions who are authorized for reimbursement.
4. The following expenses are reimbursable for conference attendees with prior approval by the Branch Board:
 - a) Mileage reimbursement at the IRS standard mileage rate for business use of a car for automobile travel greater than 120 miles round-trip.
 - b) Round-trip direct airfare at the most reasonable price.
 - c) Ground transportation between airport and hotel/motel, at the most reasonable rate.
 - d) Registration for convention business and program meals.
 - e) The attendee's share of double occupancy accommodations per the advertised convention rates until the final day of the convention.
 - f) With supporting receipts, reimbursement will be allowed for actual meal expenses incurred that are reasonable and necessary including tax and tips. In general, meals should be taken at the most economical restaurant fitting the occasion and should not exceed the applicable MI&E Total federal daily meal rate. Rates can be checked at <https://www.gsa.gov/travel>
 - g) Pre- or post- conference workshops with prior approval from the Branch Board of Directors.
5. The Branch Board of Directors must approve exceptions to the above in advance.
6. Travel reimbursement to AAUW Colorado State conferences:
 - a) The Branch shall reimburse Board approved attendees at the IRS standard mileage rate for business use of a car for automobile mileage greater than 120 round-trip. AAUW Colorado State may reimburse for the miles that exceed 200 round-trip when the Branch President or President's representative attends the AAUW Colorado State Board meeting.
7. The following expenses are not reimbursable:
 - a) Events that are offered at the convention but not part of convention business, i.e. dinner at an ambassador's home or an early morning exercise program.

- b) Bills for alcoholic beverages.

J. BRANCH AND BOARD COMMUNICATIONS

1. Branch Meetings and Events:

- a) Branch meetings and events are open to the public.
- b) Announcements may be made at Branch meetings and events at the discretion of the President.
- c) Promotion of commercial products or resources by members or nonmembers is prohibited, with the exception of products and services offered by the guest speaker.
- d) Proxy votes and absentee ballots are not accepted for any votes by membership. Meeting minutes shall be documented (as applicable) and after Branch Board review and approval shall be posted on the Members Only page of the Branch website
- e) When planning meetings and events, we shall be sensitive to the requirements of members with disabilities.
- f) Members and their guests attending Branch meetings and events are required to pay the designated attendance fee. Attendance fees may be established with and without meal costs. If the attendance fee is one fixed price including a meal, this price must be paid regardless if the person chooses not to eat the meal provided.

2. Branch Board and Executive Committee Meetings:

- a) Branch Board and Executive Committee meeting minutes are posted on the Branch website on the Members Only page after they have been approved by the Branch Board.
- b) Voting at Branch Board or Executive Committee meetings shall be as noted in Branch Bylaws.

3. Electronic Communications:

- a) E-mail lists are established and maintained by the Branch to facilitate communications between AAUW members and are to be used to conduct AAUW business only.
- b) The Communications Director and their designees are the only positions that may disseminate information electronically using Branch email lists to the entire Branch membership and:
 - i. May disseminate the following information to the Branch membership: AAUW Branch, Colorado State and National newsletters, meeting reminders, announcements, requests for information or volunteers for AAUW-sponsored events; and information and announcements regarding

AAUW Branch, Colorado State and National coalition and collaboration activities with other organizations and groups.

- ii. Shall not disseminate announcements and information about programs sponsored by other organizations or groups that are not part of AAUW Branch, Colorado State and National coalition and collaboration activities unless the Executive Committee of the Branch Board has given specific prior approval.

- c) Branch Interest Group Chairs may send announcements to their own group members if the program is one that may be of particular interest to that interest group. For example, Local History may send announcements regarding programs sponsored by the Pioneer Museum or Old Colorado History Center to its members, if the members of that group approve.

4. Cyber Presence:

- a) The Branch shall have a social media presence. Currently this is a work in progress and guidelines remain to be determined.

5. Branch Newsletter:

- a) Includes information regarding Branch programs, Interest Groups and new members.
- b) The April newsletter shall detail the issues on which the general membership will vote at the Branch annual general meeting, including the slate of Branch officers and bylaw changes.

6. ZOOM and any other virtual meeting or telephonic service account subscribed by the Branch is solely for use by the Branch board, committees, interest groups and initiatives. The account is to be used for AAUW purposes only and is not for personal use.

K: BRANCH RECORDS: Effective fiscal year 2019/2020, all official records for the Branch are *also* stored electronically in Branch archives in Google Drive/Docs, generally by fiscal year and made available to designated Branch officers and Board assistants. Documents related to Branch 501(c)(3) nonprofit designation, relationship AAUW, Inc. and corporate status are also kept in hardcopy form in separate labeled files in Branch archives maintained by Branch Archivist.

L: GUIDANCE ON ISSUES NOT COVERED IN BRANCH BYLAWS AND WORKING RULES AND POLICIES: For issues not covered in these documents, in addition to guidance from AAUW, Inc., Branch elected and appointed officials shall, as applicable, refer to IRS publications and Colorado Revised Statutes Title 7 that cover the operation of 501(c)(3) nonprofit corporations.

M. CONFLICT OF INTEREST: Effective calendar year 2020 in concert with its 501(c)(3) designation, the Branch shall implement PB Conflict of Interest and annually at the beginning of each calendar year shall obtain signed Conflict of Interest Disclosure Statements from Branch directors, officers, board assistants, committee chairs and other individuals as deemed

appropriate by the Board. These signed documents shall be reviewed at a meeting of the Branch Board and filed with Branch Corporate Records.

N. AMENDMENTS TO BRANCH WORKING RULES AND POLICIES: These working rules and policies may be amended at a regular meeting of the Branch Board of Directors after appropriate explanation and discussion by a majority vote of the quorum, provided notice of said amendment is provided to each member of the Branch Board no less than three days prior to the meeting.

Revised March 16, 2021

Revised March 17, 2020

Updated September 17, 2019

Revised May 30, 2019

Revised March, 2018

Revised September, 2015

Revised November, 2011; Amended October, 2012; Amended November, 2012

Revised January, 1987; June, 1990; July, 1995; April, 2000

Adopted July 14, 1982; Amended November 7, 1984

Adopted May, 1975 Revised July, 1980; January, 1982

CONFLICT OF INTEREST

Adopted by the AAUW Board of Directors June 1991; revised July 2006, July 2009, July 2011, June 2019

Note: In all AAUW policies, the term "AAUW" refers to the nationwide organization.

Article I - Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of The American Association of University Women ("AAUW") when it is contemplating entering into a transaction or arrangement, or pursuing an activity, that might benefit the private interest of an officer, director, or managerial employee of AAUW. This Conflict of Interest Policy is based on standard template language recommended by the Internal Revenue Service.

This Conflict of Interest Policy provides guidelines for identifying conflicts, disclosing conflicts, and procedures to manage conflicts of interest and situations that may result in the appearance of a conflict. This Conflict of Interest Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interests applicable to nonprofit, 501(c)(3) organizations.

Article II – Definitions

1. Interested Person. Any member, officer, director, member of a committee with powers delegated by the Board of Directors, or managerial employee, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (a) An ownership or investment interest in any entity with which AAUW has a transaction or arrangement,
 - (b) A compensation arrangement with AAUW or with any entity or individual with which AAUW has a transaction or arrangement,
 - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which AAUW is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the AAUW Board of Directors decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to one or more directors. Such disclosure must be provided as soon as reasonably possible prior to further consideration or contemplation of entering into any activity, transaction or arrangement that represents a possible conflict of interest. Advance disclosure must occur so that the board may determine whether a conflict of interest exists (pursuant to Article III, Section 2) and, if appropriate, determine a plan of action to manage the conflict.
2. Determining Whether a Conflict of Interest Exists. If an interested person discloses the existence of a financial interest during a meeting, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon after disclosure of the financial interest and all material facts, and after any discussion with the interested person. The remaining board members shall decide if a conflict of interest exists.

If an interested person discloses the existence of a financial interest to one or more directors outside of a board meeting, he/she shall provide additional information as requested to the directors. The board shall discuss and determine whether a conflict of interest exists at the next board meeting.

3. Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The board chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the board shall determine whether AAUW can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of AAUW, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

(a) If the board has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the person's response and after making further investigation as warranted by the circumstances, the board determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The fact that a potential conflict was identified, managed, avoided, and/or resolved will be documented in the minutes of any meeting or communication regarding the matter. The minutes of the meeting or other communications shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction, activity, or arrangement, the content of the discussion, including any alternatives to the proposed transaction, activity, or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

(a) A voting member of the board who receives compensation, directly or indirectly, from AAUW for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AAUW for

services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AAUW, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

(d) In accordance with section 53.4958-6 of the Treasury Regulations (or any successor thereto), prior to approving any compensation to any interested person, the disinterested members of the board shall examine compensation paid by at least three (3) comparable organizations in the same or similar communities for similar services for purposes of determining whether such compensation is fair and reasonable. The basis for any such determination shall be documented in the minutes of any meeting or communication regarding the matter.

Article VI – Annual Statements and Compliance

Each director, officer, member of a committee with governing board delegated powers, and managerial employee shall annually sign the attached Annual Conflict of Interest Disclosure Statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands that AAUW must engage primarily in activities that accomplish one or more of its tax-exempt purposes in order to maintain its federal tax exemption.

The Chief Executive Officer shall also serve as the Compliance Officer. It is the duty of all board members and staff to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflicts/or potential conflicts to (i) the employee's supervisor; (ii) the Compliance Officer; (iii) another board member; or (iv) another designated person, as appropriate.

Article VII - Periodic Reviews

To ensure that AAUW operates in a manner consistent with its 501(c)(3) purposes and does not engage in activities that could jeopardize its 501(c)(3) status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to AAUW's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further 501(c)(3) purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, AAUW may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

AAUW CONFLICT OF INTEREST DISCLOSURE STATEMENT

Name and Title (please print):

Name

Title

General Directions:

Your “related parties” and persons “related” to you include your spouse, parents, grandparents, great grandparents, siblings, children, grandchildren, great-grandchildren, and any spouses of siblings, children, grandchildren, or great-grandchildren. A legally adopted child of a person is treated like that person’s child by birth.

Your “related parties” and persons “related” to you also include companies or businesses in which you (or one of your relatives described above) hold a direct or indirect ownership or beneficial interest. If additional space is needed, please attach supplemental pages.

Disclosures:

Pursuant to AAUW’s Conflict of Interest Policy, I hereby state that the following is a true and complete disclosure with respect to each of the matters addressed:

1. During the past year, have you or a related party have had any direct or indirect business transactions or involvements with the Corporation, or any of its officers, directors or employees? If “yes,” please describe.

2. During the coming year, do you or a related party contemplate having any direct or indirect business transactions or involvements with the AAUW or any of its officers, directors or employees? If “yes,” please describe.

AAUW CONFLICT OF INTEREST DISCLOSURE STATEMENT (continued)

3. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by the AAUW's Board of Directors, or a duly constituted committee thereof, in accordance with the terms and intent of the AAUW's Conflict of Interest Policy?

I have received, read, and understand the AAUW's Conflict of Interest Policy, and agree to comply with its terms. I understand that the AAUW is a tax-exempt 501(c)(3) organization, and that in order to maintain its federal 501(c)(3) status, the AAUW must engage primarily in activities that accomplish one or more of its 501(c)(3) purposes, and must comply with certain rules and restrictions as a matter of federal and state law and good governance. I further understand that this disclosure statement will be provided to the AAUW's Chief Executive Officer (and may be circulated to the AAUW's entire Board of Directors), and that I must update this disclosure statement throughout the year, as necessary.

Signature

Date

**AAUW CONFLICT OF INTEREST
DISCLOSURE STATEMENT
(AAUW Colorado Springs Branch)**

Name and Position(s) (please print): _____

Name

COS Branch Position(s)

General Directions:

Your “related parties” and persons “related” to you include your spouse, parents, grandparents, great grandparents, siblings, children, grandchildren, great-grandchildren, and any spouses of siblings, children, grandchildren, or great-grandchildren. A legally adopted child of a person is treated like that person’s child by birth.

Your “related parties” and persons “related” to you also include companies or businesses in which you (or one of your relatives described above) hold a direct or indirect ownership or beneficial interest. If additional space is needed, please attach supplemental pages.

Disclosures:

Pursuant to AAUW’s Conflict of Interest Policy, I hereby state that the following is a true and complete disclosure with respect to each of the matters addressed:

1. During the past year, have you or a related party have had any direct or indirect business transactions or involvements with the Corporations (AAUW, Inc. or AAUW Colorado Springs Branch CO), or any of its officers, directors or employees?

If “yes,” please describe.

2. During the coming year, do you or a related party contemplate having any direct or indirect business transactions or involvements with the AAUW, AAUW Colorado Springs Branch or any of its officers, directors or employees? If “yes,” please describe.

**AAUW CONFLICT OF INTEREST
DISCLOSURE STATEMENT (continued)
(AAUW Colorado Springs Branch)**

3. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by the AAUW's or AAUW Colorado Springs Branch Board of Directors, or a duly constituted committee thereof, in accordance with the terms and intent of the AAUW's Conflict of Interest Policy?

I have received, read, and understand the AAUW's Conflict of Interest Policy, and agree to comply with its terms. I understand that the AAUW and AAUW Colorado Springs Branch (CO) are tax-exempt 501(c)(3) organizations, and that in order to maintain their federal 501(c)(3) status, the AAUW and AAUW Colorado Springs Branch must engage primarily in activities that accomplish one or more of its 501(c)(3) purposes, and must comply with certain rules and restrictions as a matter of federal and state law and good governance.

I further understand that this disclosure statement will be provided to the AAUW COS Branch Governance Committee Chair for Committee review (and may be circulated to AAUW COS Branch entire Board), and that I must update this disclosure statement throughout the year, as necessary.

Signature

Date

WHISTLEBLOWER POLICY

Adopted by the AAUW Board of Directors, revised February 2012, February 2016, June 2019

Note: In all AAUW policies, the term "AAUW" refers to the nationwide organization.

It is the policy of AAUW to foster an environment of openness and fair dealing. Information concerning actions or failure to act that impacts the integrity of AAUW, its subsidiaries, and related organizations is important and encouraged to be promptly disclosed. This whistleblower policy is intended to encourage and enable employees and others to raise concerns internally so that AAUW can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees, and volunteers to report concerns about violations of AAUW's code of ethics or suspected violations of law or regulations that govern AAUW's operations.

I. Reporting Procedure

AAUW has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with their supervisor. If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the Chief Administrative Officers (CAO). Board members, supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the CAO who has the responsibility to investigate all reported complaints. Employees with concerns or complaints may also submit their concerns in writing directly to their supervisor or the CAO.

II. Acting in Good Faith

A whistleblower is not required to submit proof of the allegation, nor put their name to the allegation, but should do so if possible. Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

The CAO is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The CAO will advise the CEO and/or board chair of all complaints and their resolution. If the matter involves the CEO, the CAO will report the matter to the board. In addition, the CAO will advise the board finance vice chair and Audit Committee chair of all complaints relating to accounting or alleged financial improprieties and will report at least annually to the CEO on compliance activity relating to any accounting or alleged financial improprieties.

III. Handling of Reported Violations

The CAO will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

IV. Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

V. No Retaliation

It is contrary to the values of AAUW for anyone to retaliate against any board member, officer, employee, or volunteer who in good faith reports a violation or a suspected violation. Any person who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or removal from the board or membership.



AAUW COLORADO SPRINGS BRANCH (“Branch”) Record Retention and Destruction Policy

Statement of Policy

This policy covers all official Branch records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. This policy is designed to promote efficiency, document integrity and accountability by:

- ensuring compliance with federal and state laws and IRS regulations and AAUW policies;
- eliminating accidental or innocent destruction of records;
- facilitating the operation of the Branch; and
- providing continuity of information through membership and leadership changes.

This Policy is in addition to, not in lieu of, the procedures followed by the Branch Archivist to maintain Branch archives. This Policy is intended to supplement and not supersede any applicable federal and state laws, or any contracts to which Branch is party to, relating to retention, destruction and confidentiality of specific documents and information.

Retention Schedule and Administration

The Branch’s Record Retention Schedule is set forth in Appendix A. The Branch Board Assistant to the Treasurer (hereinafter referred to as “Administrator”) is responsible for administering this Policy.

The Administrator is also authorized to:

- make modifications to the Record Retention Schedule from time to time to ensure that it is in compliance with local, state, and federal laws and IRS regulations and includes the appropriate document and record categories for the Branch;
- monitor local, state, and federal laws and IRS regulations affecting record retention;
- annually review the record retention and disposal program;
- monitor compliance with this policy; and
- report to the Branch Board modifications made and compliance with this policy.

While Appendix A reflects minimum retention schedules for certain categories of records, retention of a document, whether or not identified in the table, and of documents not identified in the table, should be determined primarily by application of the general principles of this policy and the specific requirements below relating to litigation-relevant materials.

Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types in Appendix A will be maintained for the appropriate amount of time. If a Branch officer, board assistant or committee member has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder.

Suspension of Record Disposal In the Event of Litigation or Claims

No director, officer, Board Assistant, committee member, volunteer or agent of the Branch shall destroy, dispose of, conceal, or alter any record or document while knowing that it is or may be relevant to an anticipated or ongoing investigation or legal proceeding conducted by or before a federal, state or local government agency, including tax and regulatory agencies, law enforcement agencies, and civil and criminal courts, or an anticipated or ongoing internal investigation, audit or review conducted by the Branch.

During the occurrence of an anticipated or ongoing investigation or legal proceeding as set forth above, the Administrator shall suspend any further disposal of documents until such time as the Administrator, with the advice of counsel, determines otherwise. The Administrator shall take such steps as necessary to promptly inform all staff of any suspension in the further disposal of documents.

Approval for Record Destruction.

Approval for record destruction must be obtained from the Administrator. Documentation of every instance of information destruction must be maintained in writing permanently.

Review

To ensure this policy is followed, from time to time, the Branch Board may request or conduct a review to ensure that documents are maintained in accordance with this policy. Such review may be included in a Branch financial review or audit.

Approved by AAUW Colorado Springs Branch Board September 15, 2020

APPENDIX A
RECORD RETENTION SCHEDULE – as of September 15, 2020

CATEGORY	ITEM	RETENTION PERIOD	POSITION RESPONSIBLE FOR SUPERVISING RETENTION	RETENTION LOCATION (paper and/or electronic)
Accounting	Accounts Payable ledgers and schedules	7 years	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	Accounts Receivable ledgers and schedules	7 years	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	Annual Audit Reports and Financial Statements	Permanent	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	Audit/Financial Review Records, including work papers and other documents that relate to the audit/review	7 years after completion of audit/review	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	Bank Statements and Canceled Checks	7 years	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	Expense Records	7 years	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	General Ledgers	Permanent	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	Electronic Payment Records	7 years	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	Notes Receivable ledgers and schedules	7 years	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	Investment Records	7 years after sale of investment	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD

APPENDIX A
RECORD RETENTION SCHEDULE – as of September 15, 2020

CATEGORY	ITEM	RETENTION PERIOD	POSITION RESPONSIBLE FOR SUPERVISING RETENTION	RETENTION LOCATION (paper and/or electronic)
Accounting	Insurance policies, claims, accident reports	Permanent	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	Records of Contributions	Permanent	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	Documents evidencing terms of gifts	Permanent	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting	Fundraising contracts	7 years after termination	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting - Tax Records	Tax-Exemption Documents and Related Correspondence	Permanent	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting -Tax Records	IRS 990 and 990T tax returns	Permanent	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting - Tax Records	Tax Bills, Receipts, Statements	7 years	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting - Tax Records	Tax Workpaper Packages - Originals	7 years	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting - Tax Records	Sales/Use Tax Records	4 years	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Accounting – State Reports	Annual Reports to Secretary of State/Attorney General	Permanent	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD

APPENDIX A
RECORD RETENTION SCHEDULE – as of September 15, 2020

CATEGORY	ITEM	RETENTION PERIOD	POSITION RESPONSIBLE FOR SUPERVISING RETENTION	RETENTION LOCATION (paper and/or electronic)
Corporate and Governance	Articles of Incorporation By-laws Board Meeting Agendas, Minutes and Reports (incl. Committee Reports) Board Policies/Resolutions IRS Application for Tax-exempt Status (Form 1023EZ) IRS Determination Letter State Sales Tax Exemption Letter Contracts (after expiration) Licenses and Permits	Permanent Permanent Permanent Permanent Permanent Permanent Permanent Permanent	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Corporate and Governance	Board & Committee Conflict of Interest signed disclosure forms	7 years	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Corporate and Governance	AAUW Affiliate Agreements (501c3 and 501c4)	Permanent	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Grants received	Original grant application and all related/supporting documentation and correspondence	7 years after completion of grant period	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Grants received	Grant agreement and subsequent modifications, if applicable	7 years after completion of grant period	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Grants received	All records associated with use of grant funds	7 years after completion of grant period	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD

APPENDIX A
RECORD RETENTION SCHEDULE – as of September 15, 2020

CATEGORY	ITEM	RETENTION PERIOD	POSITION RESPONSIBLE FOR SUPERVISING RETENTION	RETENTION LOCATION (paper and/or electronic)
Scholarships	Applications received from award recipients and related documentation including evaluation, identity of awardees, amount and purpose of scholarship and any follow-up information obtained in supervision of the awards	4 years after close of calendar year in which studies funded by the scholarship are completed	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Scholarships	Rejected scholarship applications	1 year after scholarship award period/year closes	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Branch Communications	Monthly Newsletters	3 years per Colorado requirements	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD
Other	Member Complaints	3 years	Board Assistant to the Treasurer	Primary: Branch Google Drive/Docs in electronic format Secondary: Paper – location TBD

TBD = To be determined