

**BYLAWS OF THE  
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
WINCHESTER BRANCH**

**ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2.** Affiliate. AAUW Winchester Branch is an Affiliate of AAUW as defined in Article V.

**Section 3.** Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

**ARTICLE II. PURPOSE**

**Section 1.** Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

**Section 2.** Policies and Programs. In keeping with this purpose, the Branch 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 educational 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 practical 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. OTHER AMENDMENTS TO THE BYLAWS**

Provisions of Winchester Branch’s (hereinafter the “Branch”) bylaws not mandated by AAUW may be approved by a two-thirds vote of members present and voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least seven (7) calendar days prior to the applicable meeting.

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

### **Section 1.** Nominating Committee.

- a. Composition and Appointment. There shall be at least two members on the Nominating Committee, appointed by the Board of Directors.
- b. Terms. The term of service on the nominating committee shall be for one year for a maximum of two consecutive terms.
- c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the Board of Directors will appoint a replacement member.

### **Section 2.** Nominations.

- a. The names of the nominees for elected office shall be published and sent to every member at least seven (7) days prior to the annual branch meeting.
- b. Nominations may be made from the floor with the consent of the nominee.

### **Section 3.** Elections.

- a. 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.
- b. The elections shall be held at the annual Branch meeting.

## **ARTICLE X. OFFICERS AND DIRECTORS**

### **Section 1.** Officers and Directors.

- a. Elected Officers and Directors. The elected officers shall be President, Vice President-Program, Vice-President-Membership and Treasurer.
- b. Appointed Officers and Directors. All other officers may be appointed by the President with the consent of the Board of Directors. A Secretary must be appointed.
- c. Each office may be filled by an officer or co-officers.
- d. The following officers shall be elected in even years: Vice-President-Membership, Treasurer. The following officers shall be elected in odd years: President, Vice-President-Program.

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

- a. The President shall be (i) the official spokesperson and representative for the branch; (ii) shall be responsible for submitting such reports and forms as required by AAUW; (iii) and provide AAUW with designated contacts for administration and finance.
- b. The Vice Presidents shall perform such duties as the President and the Board of Directors shall direct and as specified in Branch policies and job descriptions.
- c. The Treasurer shall be responsible for collecting, distributing and accounting for the funds of the Branch and for meeting specific deadlines.

d. All officers and chairs shall submit annual reports to the President.

**Section 3. Terms of Office.**

a. Terms of Office. Board members shall serve for a term of two years or until their successors have been elected or appointed and have assumed office. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office.

b. Beginning of Term. The term of office shall begin on July 1.

c. Removal from Office. An officer or director of the Branch may be removed for any reason or no reason by a two-thirds vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

**Section 4. Vacancies.**

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

b. A vacancy in the office of the administrative officer shall be filled by the elected Vice-President-Program.

**ARTICLE XI. BOARD OF DIRECTORS**

**Section 1. Members.** The elected and appointed officers and directors shall constitute the Board of Directors of this Branch. This Branch must have two directors and a minimum of two separate officers, one responsible for the management of the Branch and one responsible for the financial affairs. In addition, the Branch shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and Board meeting

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

a. provide oversight to ensure the proper administration of the affairs of the Branch; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;

b. appoint standing committee members and such other Board and committee members as may be designated;

c. act for the Branch between meetings of the membership;

d. adopt rules to govern its proceedings;

e. establish task forces or special committees as needed;

f. determine date and location for any official meetings of the Branch;

**Section 3. Delegation of Power.**

The Board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

**Section 4. Meetings.**

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least three times a year at the call of the administrative officer at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Board will take effect if passed by the majority of the members of the Board.

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

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

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

**ARTICLE XII. EXECUTIVE COMMITTEE**

**Section 1. Members.** The Executive Committee of the Board of Directors shall consist of the elected officers.

**Section 2. Powers and Duties.** Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between Board meetings and report to the Board its work and actions.

**Section 3. Meetings.** Meetings of the Executive Committee shall be held at the call of the President or at the written request of two members of the Executive Committee.

**Section 4. Voting between Meetings.** Between meetings of the Executive Committee, a written or electronic vote of the Board may be taken at the request of the President on any question submitted to the Board in writing provided that every member of the Board shall have the opportunity to vote upon the question submitted.

**Section 5. Quorum.** The quorum for a meeting of the Executive Committee shall be a majority of its members. Co-officers shall be considered as one voting member of the Board.

**ARTICLE XIII. COMMITTEES**

**Section 1. Standing Committees.**

a. Establishing Committees. The President may establish standing committees as needed with consent by the Board of Directors.

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

**Section 2.** Special Committees and Task Forces. The President may establish special committees and task forces as needed with consent by the Board of Directors.

**Section 3.** Reports. All committees shall provide written reports to the President for the annual meeting and such other times as requested.

**Section 4.** Quorum. The quorum for a meeting of any committee shall be a majority of its members.

#### **ARTICLE XIV. FINANCIAL ADMINISTRATION**

**Section 1.** Administration. The Branch's Board of Directors shall have responsibility to

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

**Section 2.** Branch Dues. Branch dues payment procedures shall be established by the Branch's Board policy. Individual Member's dues, which include AAUW national dues, state dues, and Branch dues, shall be payable as follows.

- a. Changes in Branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 30 days prior to the meeting.
- b. Dues of continuing Individual Members are payable on or before July 1. After notification of nonpayment, a member whose dues remain unpaid will be dropped from membership.
- c. Dues of new Individual Members may be paid at any time. New Individual Members joining the Branch between January 1 and March 15 shall pay one-half of the annual AAUW, state and Branch dues. Payment of full annual dues by a new member between March 16 and December 31 shall cover membership through June 30 of the following year.
- d. Paid Life Members who are Individual Members of the Branch shall be exempt from payment of AAUW dues and shall continue to pay annual state and Branch dues. Fifty-Year Honorary Life Members shall be exempt from payment of AAUW, state and Branch dues.
- e. Student Associates (defined in ARTICLE IV. Section 3) may associate with AAUW Winchester Branch, with fees to be established by the Branch Board of Directors.
- f. Reciprocity. A current paid Individual Member of a Branch may transfer membership to another Branch without payment of additional state or Branch dues for that fiscal year.

**Section 3.** Fiscal Year. The fiscal year shall be July 1 through June 30.

#### **ARTICLE XV. MEETINGS OF THE MEMBERSHIP**

**Section 1.** Annual Meeting. The Branch shall have at least one regular meeting each year to be known as the AAUW-Winchester Annual Meeting to conduct the business of the Branch. The Annual Meeting may include the election of officers; establishment of dues; amending bylaws; the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come

before it. The time and date of the Annual Meeting shall be set by the Branch's Board of Directors.

**Section 2. Membership Meetings.** The branch shall hold at least eight meetings during the fiscal year. The format may be business, speaker or program, multi-branch, fundraiser or a special event. The Branch board shall determine the time and place for these meetings.

**Section 3. Special Meetings.** Special meetings of the membership may be called by a vote of the Board of Directors and/or President or at the request of 10% of the Branch membership.

**Section 4. Notice.** Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least 10 days before the date of the meeting to all members.

**Section 5. Voting.**

a. Each member of the Branch in good standing as of the date of the meeting shall be entitled to vote on any item of business.

b. Members shall be entitled to vote by voice, show of hands or electronically. Members voting by these methods are considered to be present at the meeting.

c. 25 percent of the members entitled to vote shall constitute a quorum.

#### **ARTICLE XVI. INDEMNIFICATION AND LIMITATION ON LIABILITY**

**Section 1.** To the maximum extent allowable by law, the Branch may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of the Branch. Every member of the Board of Directors, officer, or committee member of the Branch may be indemnified by the Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or committee member of the Branch, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Branch and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the Board, officer, or committee member is entitled.

**Section 2. Limitation on Liability of Officers and Directors.** No officer or director of the Branch shall be liable for any damages for acts taken in their capacities as officers or directors in any proceeding (whether brought by or in the right of the Branch or otherwise) to the fullest extent permitted by the Code of Virginia and federal law.

*Revised and Adopted by AAUW Winchester Branch Membership where Applicable: May 14, 2016; January 11, 2017.*