

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

## **ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of the organization shall be American Association of University Women Winchester Branch hereinafter known as the "Branch."

**Section 2. Governance.** The Branch shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Branch 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 Branch 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. The branch shall:

- a. Contribute to the growth and advancement of AAUW.
- b. Participate in development and promotion of AAUW policies and programs through study, action and public policy advocacy.
- c. Support branch needs and promote positive societal change in the community.
- d. Cooperate in AAUW state work

## **ARTICLE III. USE OF NAME**

**Section 1. Policies and Program.** The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

**Section 2. Proper Use of Name and Logo.** The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

**Section 3. Individual Freedom of Speech.** The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

#### **ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. Composition.** The membership of AAUW shall consist of individual and partner members.

**Section 2. Qualified Institutions.** Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

**Section 3. Basis of Membership.**

a. Individual Member.

(1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of any AAUW-affiliated entity or of AAUW 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 qualification for membership was based.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained

(5) Life Membership.

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

(b) Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity

rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity membership shall be entitled to national member privileges only.

b. Partner Member. College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws. A college/university representative shall apply in writing to the Branch's Board of Directors to become a partner member of the Branch and must be approved by a majority vote of the Board of Directors.

c. Other Partner Members. Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

**Section 4. Student Affiliates.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors and as applicable, the Branch's Board of Directors.

#### **Section 5. Dues**

a. Amount.

(1) The annual dues for individual members 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.

(2) Dues for partner members shall be set by the AAUW Board of Directors.

(3) The Branch's dues shall include AAUW dues, state dues and Branch dues.

b. Payment. AAUW Member dues shall be payable in accordance with procedures established by AAUW policy. Branch dues payment procedures shall be established by the Branch Board of Directors policy. 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.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

**Section 6. Severance of Membership.** A member may be suspended or dropped 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.

## **ARTICLE V. 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 VI. 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 VII. 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 VIII. 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 IX. 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 X. STATE OR MULTISTATE ORGANIZATIONS**

**Section 1. Structure.** Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

**Section 2. Contact.** All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches or comparable AAUW-affiliated entities within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

## **ARTICLE XI. BRANCHES**

**Section 1. Branches and Comparable AAUW-Affiliated Entities.**

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

**Section 2. Organization.**

- a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.
- b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.
- c. Structure. Branches and comparable AAUW-affiliated entities may create such

leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting.

**Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity.**

- a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- b. The branch 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 a branch or comparable AAUW-affiliated entity is vested in the branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. The branch or comparable AAUW-affiliated entity 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.

**Section 5. Dissolution.** In the event of the dissolution of the branch or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the branch or AAUW-affiliated entity shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

**ARTICLE XII. ADDITIONAL AAUW ENTITIES**

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

**ARTICLE XIII. 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. Fiscal Year.** The fiscal year shall be July 1 through June 30.



#### **ARTICLE XIV. 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 XV. PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the Commonwealth of Virginia.

#### **ARTICLE XVI. INDEMNIFICATION**

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.

#### **ARTICLE XVII. AMENDMENTS TO THE BYLAWS**

AAUW-mandated amendments shall be adopted by the Branch's Board of Directors without a vote of the Branch's membership. Provisions of the Branch's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 30 days prior to the applicable meeting.

Date Last Amended: May 14, 2016