**ARTICLE I. NAME AND GOVERNANCE**

Section I. Name. The name of the Branch shall be American Association of University Women, Reston Herndon, 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:

1. Contribute to the growth and advancement of AAUW.
2. Participate in development and promotion of AAUW policies and programs through study, action, and public policy advocacy in areas related to its purpose, including community, cultural interest, education and international relations.
3. Cooperate in AAUW state work to promote societal change in the community.
4. Support branch needs.
5. Cooperate with other organizations and foundations having mutual interests.

**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

1. 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.AAUW-affiliated entity membership shall be entitled to national member privileges only.

(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. (Branch member as used here also applies to members of comparable AAUW-affiliated entities.)

(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.

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.

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 be payable in accordance with procedures established by policy.

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’s board policy.

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

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: Nominations

a. Nominating Committee. There shall be a nominating committee of three members, including vice president-membership and two other branch members. The nominating committee shall be appointed by the elected board.

b. Slate. Prior to the annual meeting, the nominating committee shall meet and draw up a slate of branch members to run for elected offices that will be vacant in the next year. Approval must be obtained from the candidates. Candidate(s) for the position of president shall have served previously on a branch board in an elected or appointed position.

c. Publication. The names of the nominees shall be published and sent to every member at least fourteen days, “record date”, before the annual meeting.

d. Nominations from the Floor. Nominations may be made from the floor with the consent of the nominee.

Section 2: Elections

1. When. All elections shall be held at the annual meeting. A different election format may be determined by the board consistent with state law.
2. Method. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those voting.
3. Who May Vote. All branch members may vote. New members must have joined prior to the aforementioned “record date”, in order to be eligible to vote.

**ARTICLE VI : OFFICERS and DIRECTORS**

Section 1: Officers

1. Elected. The elected officers shall be president, vice president, vice president- membership and vice president-programs, secretary and treasurer.
2. Appointed. The elected officers shall appoint individuals as committee chairs for branch activities. Appointed committee chairs shall include: AAUW Funds; Communications; Public Policy; and, other committees as deemed necessary by the elected board. Along with the elected officers, appointed committee chairs form the board of directors of the branch. Appointed committee chairs are non-voting members of the board.
3. Terms. Elected officers shall serve for a term of two years or until their successors have been elected and assume office. The term of each officer shall begin on July 1.
4. Term Limit. No elected officer shall be eligible to serve more than two consecutive terms in the same office. Appointed committee chairs are not subject to term limits and serve at the request of the elected officers.
5. Vacancies. A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by a vice president in the order of positions cited in Article VI., Section 1. a.

Section 2: Duties

1. Officers. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of Robert’s Rules of Order, Newly Revised.

The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

1. President. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and state.
2. Vice Presidents. The vice president, vice president-membership and vice president-programs shall perform such duties as the president and the elected board shall direct.
3. Secretary. The secretary shall record and keep minutes of all business meetings.
4. Treasurer. The treasurer shall be responsible for collecting, distributing and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to AAUW and the state by the specified deadline. The treasurer shall maintain the membership database on the AAUW national web site.

**ARTICLE VII: BOARD OF DIRECTORS**

Section 1: Members The board of directors shall include the elected officers and appointed committee chairs. This Branch must have 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: Administrative Responsibilities

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

Section 3: Meetings

Meetings of the board shall be held at least four times per year. Special meetings may be called by the president and shall be called upon request of half of the members of the board.

Section 4: Quorum

The quorum of the elected board members shall be a majority of its voting board members.

Section 5: Notice

Notice of board meetings shall be communicated to members in a method that ensures receipt of such notice prior to each meeting. Board meetings are open to all branch members.

Section 6: Voting Between Meetings

Between meetings of the branch board, 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. 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. The result shall be in the minutes of the next board meeting.

Section 7: Removal from Office

A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

## **ARTICLE VIII: EXECUTIVE COMMITTEE**

Section 1: Composition

The executive board shall consist of the president, vice president, vice president-membership, vice president-programs, secretary and treasurer.

Section 2: Duties

The executive committee shall have the power to act for the 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 board.

Section 3: Meetings

Meetings of the executive board shall be held on the call of the president or by written request of a majority of its members.

Section 4: Quorum

The quorum of the executive board shall be a majority of its members.

Section 5: Notice

Notice of board meetings shall be communicated to branch members in a method that ensures receipt of such notice prior to each meeting. Board meetings are open to all branch members.

Section 6: Voting Between Meetings

A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every vote is identified and every voting member of the executive board shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive board meeting. The result of the vote shall be recorded in the minutes at the next board meeting.

**ARTICLE IX : MEETINGS**

Section 1: Branch Membership Meetings

There shall be periodic general membership meetings as determined by the elected board. Minutes of such meetings in which business has been transacted must be recorded and kept available for inspection by members.

Section 2: Annual Meeting

The general membership meeting held prior to the end of the fiscal year shall be designated the “Annual Meeting”, with the exact date, time and place to be determined by the elected board. The annual meeting shall be to conduct business including but not limited

to electing officers, establishing dues, amending bylaws and giving directions to the board.

Section 3: Meetings Notice. Prior notice of meetings shall be communicated in a manner to ensure receipt by all members of the branch.

Section 4: Quorum. The quorum shall be fifteen percent of branch members.

Section 5: Special Meetings

Special meetings of the branch may be called by a majority of the elected board, or by the written request of five branch members. The persons who call the meeting shall specify the date, time and venue as well as the agenda. Notice must be communicated in a manner to ensure receipt by all members in the branch at least 30 days prior to the meeting.

**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. (If this member is not an officer, then an officer must be assigned to supervise the designated member.)

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: Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 2: Financial Policies. The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

Section 3: Budget. The elected board shall review the prior annual budget after the close of the fiscal year and prepare a preliminary budget for the new fiscal year. This budget shall be finalized and approved by the elected board and communicated to the membership by September 30 of the current fiscal year.

**ARTICLE XIV: PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of Robert’s Rules of Order Newly Revised shall govern the Organization 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 state of Virginia.

**ARTICLE XV: INDEMNIFICATION**

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

**ARTICLE XVI: 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 60 days prior to the applicable meeting.

Amended: February 15th, 2016 to incorporate State mandated changes.