**BYLAWS OF THE**

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN**

**VIENNA AREA BRANCH**

**Article I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of the organization shall be the American Association of University Women (“AAUW”) Vienna Area 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 an AAUW life member upon a one-time payment of 20 years’ dues, based on the amount of AAUW national 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. Paid life members who are members of branches shall continue to pay annual state and branch dues, as required.

**(b) Fifty-Year Honorary.** An individual member who has paid AAUW national dues for 50 years shall become a life member and shall thereafter be exempt from payment of AAUW national dues. Paid life members who are members of branches continue to pay annual state and branch dues, as required.

**(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 all 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 AAUW Board of Directorsand, as applicable, by 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. The Branch shall set dues for partner member representatives, as necessary, by majority vote of the Branch’s 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’s Board policy. Branch dues shall be payable as follows:

**(1)** Annual dues for Branch members shall be established at the annual meeting by a two-thirds vote of the Branch members present, a quorum of twenty (20) percent of the members entitled to vote being present, and voting when the Board proposes to change the dues, provided members are notified in writing of the intent to change the dues, the revised amount of dues, and the rationale for the change at least 30 days prior to the meeting.

**(2)** Dues of continuing members are payable on or before July 1. After notification of nonpayment, a member whose dues remain unpaid after July 31 will be dropped from membership.

**(3)** Dues of new members may be paid at any time. New 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 15 and December 31 shall cover membership through June 30 of the following year.

**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 three (3) members on the Nominating Committee. The Board of Directors of the Branch shall appoint the members of the Nominating Committee and designate one member as the chair. The Nominating Committee shall include at least one elected officer and at least one non-Board member.

**b. Terms.** Members of the Nominating Committee shall be appointed at least three months before the Branch’s annual business meeting and shall serve until the annual meeting, which term may be extended by the Nominating Committee Chair if an elected officer position remains unfilled.

**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, if requested by the Committee Chair, appoint a replacement member of the Nominating Committee to serve the remainder of that member’s term.

**Section 2. Nominations.**

**a.**  **Nominating Committee Report.** The report of the Nominating Committee with the names of the nominees shall be sent to Branch members at least seven (7) days before the membership meeting at which an election is to be held.

**b.** **Nominations From the Floor.** Nominations may be made from the floor with the consent of the nominee at the meeting at which the election is held.

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

**a. Membership Meeting.** Elections shall be held at the annual meeting or at any regular or special meeting of the members of the Branch if a position remains unfilled after the annual meeting.

**b.** **Vote. The e**lection shall be held by secret ballot unless there is only one nominee for a given office and there is unanimous approval, when a voice vote may be taken. Election shall be by a majority vote of the members present in person at the meeting and voting, a quorum of twenty (20) percent of the members eligible to vote being present. Proxy voting is not permitted.

**Article VI. OFFICERS AND DIRECTORS**

**Section 1.** **Elected** **Officers and Directors.**

**a. Elected Officers and Directors.** The elected officers and directors shall be the President, Program Vice President, Membership Vice President, Finance Officer, and Secretary.

**(1) Co-Officers:** Any officer position may be held by more than one member, each duly elected in accordance with these bylaws; provided each officer position shall have only one vote in any matter where the officer is voting.

**(2)** **Even Numbered Year Elections.** The President, Program Vice President, and Secretary shall be elected in even numbered years.

**(3) Odd Numbered Year Elections.** The Membership Vice President and Finance Officer shall be elected in odd numbered years.

**b. Appointed Officers and Directors.** The appointed officers and directors shall be the chairs of the AAUW Funds, Newsletter Publication, Program Publicity, and Public Policy standing committees. The President shall appoint the officers/directors of the Branch that are not required to be elected. An appointed officer/director position may be held by more than one member, provided each officer position shall have only one vote in any matter where the officer/director is voting. The membership shall approve an amendment to the Bylaws to establish any additional appointed officer/director positions that the Board shall deem necessary to carry on the work of the Branch.

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

**a. Reports.** All elected and appointed officers shall provide reports to the Branch’s Board of Directors and to the membership as requested by the President.

**b. The President.** The President shall be responsible for (i) being the official spokesperson and representative for the Branch in activities of AAUW; (ii) generally overseeing the affairs of the Branch, including the submission of such reports and forms as required by AAUW and state; (iii) meeting specific deadlines established by AAUW, the state and Branch; (iv) presiding over membership business meetings, Board of Directors’ meetings, and Executive Committee meetings; (v) with the exception of the Nominating Committee, appointing all non-elected officers and chairs of all committees and any task force; (vi) appointing a member to conduct an annual review of branch financial records; (vii) appointing a member to prepare an Branch contact directory**;** and (viii) serving as ex-officio member of all committees and any task force.

**c. Other Elected Officers.** The elected officers other than President shall perform such duties as the President and Board shall direct, including the following.

**(1)** **Program Vice President.** The Program Vice President shall (i) serve as chair of the committee on program development; (ii) arrange/coordinate at least six (6) membership programs or events each fiscal year; (iii) preside at meetings in the absence of the President; and (iv) represent the Branch in the absence or disability of the President.

**(2)** **Membership Vice President.** The Membership Vice President shall (i) serve as chair of the committee on membership development; (ii) oversee efforts to recruit and sustain a diverse, active membership in the Branch; (iii) preside at meetings in the absence of the President and Program Vice President; and (iv) represent the Branch in the absence or disability of the President and Program Vice President.

**(3)** **Finance Officer.** The Finance Officer shall be responsible for (i) collecting, distributing, and accounting for the funds of the branch; (ii) for meeting specific deadlines established by AAUW, the state and Branch; (iii) collecting dues and promptly remitting them to AAUW and state; (iv) issuing checks in payment of expenses and other items upon receipt, as necessary, of appropriate supporting records; (v) sending and working with the AAUW Funds Committee Chair, as necessary, to send Branch and member donations to AAUW Funds; (vi) presenting the estimated budget for the next fiscal year to the Board for approval before the second Fall branch meeting; (vii) presenting interim financial reports to the Board as requested by the President; (viii) presenting the final financial statement to the Board for the prior fiscal year in which the Finance Officer served; (ix) submitting the Branch’s Group Tax Exemption Form to AAUW; and (x) providing such records as are necessary for an annual financial review.

**(4)** **Secretary.** The Secretary shall record and keep minutes of all business meetings of the membership, the Board, and the Executive Committee, and any action taken by the Board or Executive Committee without a meeting.

**Section 3. Terms of Office**

**a. Terms of Office.**Elected officers and directors shall serve for a term of two (2) fiscal years.Elected officers/directors shall not serve more than two consecutive terms in the same office. A full term for an elected officer is considered service in office for more than 15 months. Appointed officers shall serve for a term of one (1) fiscal year and may serve consecutive terms in the same appointed office without limit. No member may hold more than one elected officer position at any given time.

**b. Beginning of Term**. The term of each officer and director shall begin on July 1 or when elected/appointed (if after July 1). The continuing or incoming President may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Committee prior to July 1, so long as any vote taken at the meeting includes only those entitled to vote as a member of the Board of Directors on the date of the meeting.

**c. Removal from Office.** An officer or director of the Branch may be removed from being an officer and director for any reason or no reason by two-thirds vote of all Board members (except the subject officer/director) present at an in-person meeting of the Board of Directors called for that purpose. The notice of the meeting sent to the Board shall state that the purpose, or one of the purposes, of the meeting is removal of the officer/director. The vote shall be conducted pursuant to the procedures for voting by the Board set forth in the Bylaws.

**Section 4.**  **Vacancies.**

**a. Elected Officers Other than President.** A vacancy in the position of an elected officer, excluding the President, shall be filled for the unexpired term by majority vote of the Board of Directors; provided, however, that if a position is held by more than one member, the vacant position shall only be filled with the consent of the remaining member(s) holding that position. In the event an elected position remains unfilled after July 1 or an appointed or elected officer is temporarily unable to serve in the position, the President may appoint a member to temporarily fill the position as necessary.

**b. President.** A vacancy in the office of President shall be filled as follows:

**(1)** **Co-Presidents.** If there are co-Presidents, the remaining co-President shall complete the term as President.

**(2) Single President.** If there is a single President, the position shall be filled (i) by the Program Vice President or (ii) if the Program Vice President position is vacant, by the Membership Vice President. If there are co-Vice Presidents, one shall be elected as President by the Board of Directors.

**Article VII. Board of Directors.**

**Section 1. Members.** The elected and appointed officers and directors shall constitute the Board of Directors of the Branch.This Branch must have a minimum of 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.** approve the estimated fiscal year budget and present it to the membership;

**c.** approve any cash or non-cash fundraising activity by the Branch;

**d.** approve the programs and events of the Branch;

**e.** act for the Branch between meetings of the membership;

**f.** adopt rules to govern its proceedings;

**g.** approve the establishment of task forces, standing or special committees as needed; and

**h.** determine the 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 four (4) times each fiscal year at the call of the President 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, except in the case of removal of an officer or director from office where a two-thirds vote is required.

**b. Special Meetings.** Special meetings of the Board may be called by the President or shall be called upon the written request of four (4) 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 President without a meeting on any question permitted by state law that is submitted to the Board in writing (including by electronic transmission), provided that every member of the Board shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. If a majority of the 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. The minutes of the vote or the next Board meeting shall reflect the results of the vote taken and the vote of each voting Director.

**Section 6. Quorum for Meetings**. The quorum for a meeting of the Board of Directors shall be a majority of its members.

**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 meetings of the Board of Directors, 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 upon written request of at least three (3) members of the Executive Committee. The Executive Committee may conduct the meeting through the use of any means of communicationby which all directors participating may simultaneously hear each other during the meeting. A director participating by this means shall be considered to be present in person at the meeting. An action of the Executive Committee will take effect if passed by the majority of its members.

**Section 4. Voting Between Meetings.** Between meetings of the Executive Committee, a vote may be taken at the request of the President without a meeting on any question permitted by state law that is submitted to the committee in writing (including by electronic transmission), provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. If all Executive Committee 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 an Executive Committee meeting. The minutes of the vote or the next Board meeting shall reflect the results of the vote and the vote of each voting Director.

**Section 5. Quorum.** The quorum for a meeting of the Executive Committee shall be a majority of the Executive Committee members.

**Article IX. COMMITTEES**

**Section 1.** Standing Committees**.**

**a.** There shall be the following standing committees: AAUW Funds, Newsletter Publication, Program Publicity, and Public Policy.

**b.** The Board of Directors may establish additional standing committees as shall be deemed necessary to carry on the work of the Branch, so long as the chair of such standing committee is not also an appointed officer and director under Article VI.

**c.** The chair of any standing committee shall be appointed by the President and the members of the committee shall be appointed by the committee chair.

**d.** Standing committee chairs shall serve for a term of one fiscal year and may serve consecutive terms without limit.

**Section 2.** Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors, as necessary to carry on the work of the Branch. The chairs of such committees and task forces shall be appointed by the President and the members of the committee or task force shall be appointed by the committee or task force chair. The chairs of any special committee or task force shall serve for a term of one fiscal year and may serve consecutive terms without limit.

**Section 3. Duties.** Each standing and special committee and task force shall formulate programs and activities to carry out the mission of AAUW as assigned by the Board of Directors.

**Section 4. Reports.** All committees and task forces shall provide reports to the Branch’s Board of Directors and to the membership as requested by the President.

**Section 5. 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. (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.** **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. General Membership Meetings.** A business meeting of the Branch membership may be held at any membership meeting.

**Section 2.** **Annual Meeting.** The Branch shall have at least one regular business meeting each fiscal year in February, March or April to be known as the Vienna Area Branch Annual Meeting to conduct the business of the Branch. The Annual Meeting may include the election of officers; receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it.

**Section 3. Special Meetings.** Special business meetings of the membership may be called by a vote of the Board of Directors, the President, or at the request of at least 20 percent of the membership.

**Section 4.** **Notice.** Written or printed notice, or electronic notice stating the place, day, and hour of each annual and special business meeting and the purpose(s) for which the meeting is called, shall be delivered at least seven (7) calendar days before the date of the meeting to all members. Only business for which a notice has been given shall be transacted at a special meeting.

**Section 5. Voting.**

**a.** Each member of the Branch in good standing as of the date of a meeting and present in person at a meeting shall be entitled to vote on any item of business, except that only noticed items may be voted on at a special meeting. Proxy voting is not permitted.

**b.** Members shall be entitled to vote byvoice, show of hands, or (only in the case of the election of officers) by secret ballot*.*

**c.** The affirmative vote of a majority of the votes cast shall be necessary for the adoption of any business, except that a two-thirds vote shall be required to adopt amendments to these bylaws pursuant to Article XVII.

**d.** Twenty (20) percent of the Branch members entitled to vote shall constitute a quorum for purposes of a vote.

**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 AND LIMITATION ON LIABILITY**

**Section 1. 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 Organization, 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.

**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 vote of members 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.

*Amended Bylaws Adopted by Vienna Area Branch AAUW Membership April 16, 1998*.

Amended 3-10-94

Amended 5-8-2012

Amended 9-19-2012

Amended 3-7-2013

Amended 1-17-2014

Amended 4-25-2014

Amended 3-8-2016