

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
FALLS CHURCH AREA (VA) BRANCH**

**ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2.** Affiliate. AAUW Falls Church Area (VA) 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 Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

**ARTICLE III. USE OF NAME**

**Section 1.** Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

**Section 2.** Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

**Section 3.** Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

**ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1.** Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

**Section 2.** Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

**Section 3.** Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

**Section 4.** Dues.

a. Amount. The annual dues and member benefits for any category of member shall be

established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

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

**Section 5. Severance of Membership.** Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

## **Article V. AAUW AFFILIATES**

**Section 1. AAUW Affiliate Defined.** An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

**Section 2. Organization.**

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

**Section 3. Loss of Recognition of an Affiliate.**

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

**Section 4. Property and Assets.** The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate’s affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders

before making a designation.

## **ARTICLE VI. PARLIAMENTARY AUTHORITY**

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

## **ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS**

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

## **ARTICLE VIII. OTHER AMENDMENTS TO THE BYLAWS**

Amendments to these 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 membership at least seven (7) calendar days prior to the applicable meeting

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

### **Section 1.** Nominations.

a. The nominating committee shall consist of three members, one of whom shall be the Vice President for Membership and the other two members appointed by the president with the consent of the board of directors.

b. The term of a committee member shall be one year.

### **Section 2.** Elections.

a. The names of the nominees shall be published and sent to every member at least two weeks before the Falls Church Area Branch Annual Meeting.

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

c. All elections shall be held at the annual meeting or the next meeting after a vacancy occurs.

d. 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 present and voting.

**Section 3.** Rotation of Officers. The president, program vice president, and secretary shall be elected in even numbered years. The membership vice president and treasurer shall be elected in odd numbered years.

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

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

a. Elected Officers and Directors. The elected officers shall be the President, Vice Presidents for Membership and Programs, Secretary and Treasurer. The Affiliate will annually provide AAUW with designated contacts for administration and for finance.

(1) Co-Officers: Any officer position may be held by more than one member, each duly elected in accordance with these bylaws.

b. Appointed Officers and Directors. There shall be such other officers as shall be deemed necessary to carry on the work of the Affiliate. Additional officers may be appointed by the president with the approval of the executive committee.

**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. Reports. All elected officers shall submit an annual written or electronic report to the president by July 1.

b. President. The President shall:

(1) be the official spokesperson and representative for the Affiliate.

(2) be responsible for submitting such reports and forms as required by the AAUW and the state.

(3) preside at all general meetings, all board meetings and meetings of the executive committee.

(4) be responsible for and have authority to execute the necessary legal documents.

(5) select, with assistance of Executive Committee, as appropriate, all appointed officers, chairs of all task forces, and standing committees.

(6) appoint an auditor(s) with the approval of the Executive Committee, to review the financial matters of the Affiliate as required in Article VI Section 4.

c. Vice-Presidents.

(1) The Vice President for Membership shall maintain a current list of members, publicize the Affiliate, recruit and welcome new members, inform the newsletter editor of new members, serve on the nominating committee and perform other duties as the president and board shall direct.

(2) The Vice President for Programs shall plan programs for the monthly Affiliate meetings and perform other duties as the president and board shall direct.

d. Secretary.

(1) The Secretary shall record and keep minutes of all general business, board of directors meetings and any other special meeting(s). These minutes shall be presented and approved by each body at the next meeting.

(2) The Secretary shall ensure that Affiliate records are archived.

e. Treasurer. The Treasurer shall:

(1) be responsible for collecting, distributing, and accounting for the funds of the Affiliate. The treasurer shall collect dues and properly remit them to the AAUW and the state by the specified deadlines.

(2) send moneys for AAUW Funds, by the specified AAUW and state deadlines in accordance with Affiliate policies and shall keep separate ledgers and bank accounts for the Affiliate operations account and for the fundraising account.

(3) prepare an annual budget which shall be approved by the board of directors and membership as specified in Article V above. A report reconciling the annual budget with actual expenses shall be prepared to support the annual budget submission.

(4) keep an itemized account of all receipts and disbursements and retain documentation for the expenditures.

### **Section 3. Terms of Office.**

a. Terms of Office. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1. No elected officer shall be eligible to serve more than two consecutive terms in the same office.

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

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

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

b. A vacancy in the office of president shall be filled by the president-elect or by the vice presidents in the order listed in Section 1a. If there are co-presidents and one is unable to serve as president, the other co-president shall continue as a single president.

## **ARTICLE XI. BOARD OF DIRECTORS**

**Section 1. Membership.** The board of directors shall include the elected officers and the following appointed officers of the Affiliate: Book Sale Chair(s), Newsletter Editor, and Communications Chair, and such others as deemed necessary. This Affiliate must have a minimum of two directors and a minimum of two separate officers, responsible for the management of the Affiliate and the financial affairs. In addition, the Affiliate shall designate a board member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed Affiliate or affiliated meeting and board meeting.

**Section 2. Powers.** The board shall have the general power to administer the affairs of the Affiliate, including but not limited to establishing policies and procedures to control financial

records. It shall accept responsibility delegated by the AAUW and the state association.

**Section 3. Meetings.** There shall be at least four meetings\_per year. Special meetings may be called by the president and shall be called upon the written request of two members of the board or five members of the Affiliate. Notice of a special meeting shall be sent to the membership at least seven days before the meeting.

**Section 4. Quorum.** A majority of its members shall constitute a quorum. Co-officers shall be considered as one voting member of the board.

**Section 5. Voting Between Meetings.** Between meetings of the Board of Directors, a vote may be taken at the request of the President 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.

## **ARTICLE XII. EXECUTIVE COMMITTEE**

**Section 1. Membership.** The executive committee shall consist of the elected officers.

**Section 2. Powers .** 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 other duties as may be delegated to it by the board.

**Section 3. Meetings and Quorum**

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

b. The incoming or continuing president may call a meeting of the executive committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

c. The quorum of the executive committee shall be a majority of its members. Co-officers shall be considered as one voting member of the executive committee.

**Section 4. Voting Between Meetings.** In the interim between meetings of the board of directors, a vote may be taken by the president by mail, telephone or any electronic means provided all members have been notified. The majority of the votes cast shall decide the question.

## **ARTICLEXIII. COMMITTEES**

**Section 1. Standing Committees.** Standing committees shall be appointed by the president. There shall be the following standing committees: Scholarships, Book Sale, Newsletter, and Communications.

**Section 2.** Term of Office. Standing committee chairs shall be appointed by the president for a term of no more than three years.

**Section 3.** Special Committees or Task Forces. Special committees and/or task forces may be appointed by the president with the consent of the board.

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

**Section 1.** Administration. The Affiliate'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 Affiliate'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.** Affiliate Dues. . AAUW member dues shall be payable in accordance with procedures established by Affiliates Board of Directors. Affiliate dues payment procedures shall be established by the Affiliate's Board policy.

a. Amount

(1) The annual dues for affiliate members shall be established at the Falls Church Area Branch Annual Meeting by a 2/3 vote of the Affiliate members present, a quorum of the members entitled to vote being present and voting when a majority of the Board proposes to change the dues. 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 30 days prior to the vote.

(2) The Affiliate's total dues shall include AAUW dues, state dues, and Affiliate dues.

b. Payment Affiliate dues shall be payable as follows:

(1) 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.

(2) Dues of new members may be paid at any time. New members joining the Affiliate between January 1 and March 15 shall pay one-half of the annual AAUW, state, and Affiliate 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.

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

**Section 3.** Fiscal Year. The fiscal year shall correspond with that of the AAUW and shall begin on



July 1 and end on June 30.

**Section 4.** New Members. New members may join at any time. Dues are payable upon joining.

**Section 5.** Annual Budget. The annual budget and financial report shall be adopted by the board of directors for presentation and approval to the affiliate at the annual meeting.

**Section 6.** Financial Records. The Affiliate shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. Audit reviews will be conducted prior to the assumption of duties of a new treasurer or at the end of every odd-numbered fiscal year.

## **ARTICLE XV. MEETINGS**

**Section 1.** Number. There shall be at least four general membership meetings each year.

**Section 2.** Annual Meeting.

a. The general membership meeting held during the month of March shall be designated the annual meeting, the exact date, time and place to be determined by the board.

b. The annual meeting shall be to conduct business including but not limited to hearing officers' reports, approving the budget, electing officers, amending the bylaws, and conducting other Affiliate business.

**Section 3.** Special Meetings. Special meetings may be called by the president or shall be called by the president on the written request of three of the voting members of the board of directors or five members of the Affiliate membership. Written notice stating the place, day, and hour, and purpose of the special meeting shall be delivered to all members at least seven (7) days before the date of the meeting. Only business for which a notice has been given shall be discussed and handled at a special meeting.

**Section 4.** Quorum. Twenty-five percent of the Affiliate membership shall constitute a quorum.

**Section 5.** Voting.

a. Each member of the Affiliate in good standing shall be entitled to vote on any item of business.

b. Members shall be entitled to vote on noticed business items by the means determined. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.

c. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business.

## **ARTICLE XVI. INDEMNIFICATION**

To the maximum extent allowable by law, the Affiliate 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 Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate may be indemnified by the Affiliate 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 Affiliate, 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 Affiliate 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.

### **Last Amended:**

December 30, 2016 in accordance with the memorandum, AAUW Governance Memo of September 9, 2016 as updated.

May 1, 2016 in accordance with the memorandum AAUW Affiliate Mandatory Bylaws information.

May 1, 2014 in accordance with November 12, 2013 memorandum AAUW Affiliate Mandatory Bylaws Information.

March 11, 2013 in accordance with members' vote to adopt changes recommended by the Falls Church Affiliate Bylaws Committee and AAUW of Virginia.

September 2012 in accordance with September 11, 2012 memorandum AAUW of Virginia/Affiliate Bylaws Information.

May 2012 in accordance with 2011 Memorandum on Mandatory Bylaws Amendments.

2009 in accordance with Major Changes that Affect State and Affiliate Bylaws and Result in Mandatory Amendments to State and Affiliate Bylaws per General Convention 2009.