

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
FAIRFAX CITY BRANCH**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women Fairfax City Branch, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Fairfax City 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 Program. The policies and program 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 membership of AAUW at present consists 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 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

Provisions of Fairfax City Branch's (hereinafter the "Branch") 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 calendar days prior to the applicable meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

a. Composition and Appointment. There shall be at least three members on the Nominating Committee. The Board of Directors of the Branch shall appoint the members of the Nominating Committee and designate one of them as chair.

b. Terms. Members of the Nominating Committee shall serve for a minimum of a one year term and a maximum of three years consecutively.

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 President 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 7 days before the membership meeting at which an election is to be held, including by electronic communication.

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 election shall be held 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 the members present in person at the meeting and voting. Proxy voting is not permitted.

ARTICLE X. 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, Treasurer, 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 Program Vice President and Secretary shall be elected in even numbered years.

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

b. Appointed Officers and Directors. The appointed officers and directors shall be the Chair of AAUW Funds, Chair of Newsletter Publication, Chair of Public Policy, Chair of Book & Author, Chair of Communications, and Chair of STEMtastics. The President shall obtain approval of the Branch Board to appoint the officers/directors 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.

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 as requested.

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; and (v) 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.

(1) Program Vice President. The Program Vice President shall (i) preside at meetings in the absence of the President; and (ii) represent the Branch in the absence or disability of the President.

(2) Membership Vice President. The Membership Vice President shall (i) preside at meetings in the absence of the President and Program Vice President; and (ii) represent the Branch in the absence or disability of the President and Program Vice President.

(3) Treasurer. The Treasurer 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 Branch and member donations to AAUW Funds; (vi) presenting the estimated budget for the next fiscal year to the Board for approval before the October Branch Board meeting; (vii) presenting the final financial statement to the Board for the prior fiscal year in which the Treasurer served; (viii) submitting the Branch's Group Tax Exemption Form to AAUW; and (ix) providing such records as are necessary for 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 and appointed officers and directors shall serve for a term of two fiscal years. Elected officers/directors shall not serve more than three 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 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. Any member that holds more than one appointed officer position shall have only one vote in any vote of the Board of Directors.

b. Beginning of Term. The term of each officer and director shall begin on the later of July 1 or when elected/appointed. 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 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.

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 if the co-President consents. If s/he does not consent, see next section.

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

ARTICLE XI. 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 and appointed officer positions 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 three 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 ~~any~~ four members of the Board of Directors.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, an action may be taken by the Board without a meeting if the action is unanimously approved by all Board members. A vote may be taken at the request of the President on any question permitted by state law that is submitted to the Board 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. The minutes of the vote or the next Board meeting shall reflect the results of the vote taken and include the written consent of each Director.

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

ARTICLE XII. EXECUTIVE COMMITTEE

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

Section 2. Powers and Duties. Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between 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 called by the President or upon written request (including electronic request) of at least three members of the Executive Committee. The Executive Committee may 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 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, an action may be taken by the Committee without a meeting if the action is unanimously approved by all Committee members. A vote may be taken at the request of the President on any question permitted by state law that is submitted to the Committee in writing, provided that every member of the Executive Committee 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 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 include the written consents of each Director.

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

ARTICLE XIII. COMMITTEES

Section 1. Standing Committees.

- a. There shall be the following standing committees: AAUW Funds, Newsletter Publication, Public Policy, Communications, Book & Author, and STEMtastics. There may be additional standing committees as shall be considered necessary by the Board of Directors.
- b. 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.
- c. Standing committee chairs that are appointed officers and Directors shall serve for a term of two fiscal years. Standing committee chairs 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. 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 committee and 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 as requested.

Section 5. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

ARTICLE XIV. FINANCIAL ADMINISTRATION

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

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

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

Section 3. Branch Dues.

- a. **Annual Branch dues** shall be established at the annual meeting by a two-thirds vote of the Branch members 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.
- b. **Payment.** Branch dues payment procedures shall be established by the Branch's policy guidelines.
- c. **Reciprocity.** A current paid member of another AAUW branch may transfer membership to Fairfax City Branch without payment of additional dues in the year of transfer.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 1. General Membership Meetings. A business meeting of the Branch membership may be held at any membership meeting at which a quorum is present. There shall be at least three general membership meetings each year.

Section 2. Annual Meeting. The Branch shall have at least one regular business meeting each fiscal year between March and May to be known as the Fairfax City 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 15 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 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 the 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 by voice, 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 procedures in Article VIII.

Section 6. Quorum. Fifteen percent of the members entitled to vote shall constitute a quorum.

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.

- 1975
- April 1976
- 1977
- August 1979
- May 1981
- November 1983
- March 1990
- November 1992
- April 2003
- January 2006
- October 2009
- March 2012
- February 2013
- April 2014
- April 2015
- September 2015
- February 2016
- November 2016