

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN
GREATER MANASSAS BRANCH**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Greater Manassas Branch, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Greater Manassas 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 Individual Members present and voting after a quorum is attained. Proposed bylaws amendments shall be sent to the Affiliate's members at least seven (7) calendar days prior to the applicable meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. Composition and Appointment. A Nominating Committee of five members shall be composed of three members elected by the Affiliate membership and two members elected by the Board of Directors at least two months prior to the election. The Board of Directors shall designate one member as Nominating Committee Chair.

b. Terms. Members of the Nominating Committee shall serve until the Affiliate meeting at which the election is held, 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 Nominating Committee shall prepare a list of nominees to be sent in writing to Affiliate members at least fourteen (14) days before the Affiliate membership meeting at which an election is to be held.

b. Nominations from the Floor. Nominations may be made from the floor at the time of election, provided written consent of the nominee has been obtained.

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 Affiliate 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 and there is unanimous approval, when a voice vote may be taken. Election shall be by a majority vote of the Individual Members present in person at the meeting and voting, a quorum of twenty (20) percent of the Individual Members eligible to vote being present.

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, 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) Rotation. The President and Secretary shall be elected in odd numbered years. The Treasurer shall be elected in even numbered years.

b. Appointed Officers and Directors. Other officers and directors may be appointed by the President with the approval of the Executive Committee on an as-needed basis. An appointed officer/director position may be held by more than one Individual 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. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

a. President. The President of the Affiliate shall perform the following duties:

- (1) be the official representative of the Affiliate in the activities of the AAUW on all levels;
- (2) submit a list of the incoming and continuing branch Affiliate officers and Chairmen to the state Affiliate and to AAUW as required;
- (3) submit annual reports of the Affiliate to the persons designated on forms provided by AAUW as required;
- (4) be responsible for bringing the Affiliate bylaws into conformity with amendments as required by AAUW of Virginia and AAUW;
- (5) preside at all meetings of the Affiliate, the Board of Directors, and the Executive Committee;

- (6) call special meetings of the Affiliate in accordance with the Affiliate bylaws;
- (7) appoint, with the approval of the Executive Committee, a representative of areas of interest, any non-elected officers and directors, and the chair of all standing and special committees and task forces except the Nominating Committee; and
- (8) serve as ex officio member of all committees except the Nominating Committee.

b. Secretary. The Secretary shall perform the following duties:

- (1) record and keep custody of the minutes of all meetings of the Affiliate, the Board of Directors, and the Executive Committee;
- (2) have available for reference at all meetings a copy of the Affiliate Bylaws and a list of its officers and members;
- (2) have charge of such correspondence of the Affiliate as is delegated by the President or by the Board of Directors;
- (3) keep on file all communications received and copies of all letters sent; and
- (4) perform such other duties as are requested by the President.

c. Treasurer. The Treasurer, with an assistant if necessary, shall perform the following duties:

- (1) receive and record all moneys due the Affiliate;
- (2) collect dues and promptly remit them to AAUW and state Affiliate;
- (3) issue checks in payment of expenses provided for in the budget or verified by the President upon receipt, as necessary, of appropriate supporting records;
- (4) send and work with the AAUW Fund Committee Chair, as necessary, to send Affiliate and member donations to AAUW Fund;
- (5) keep a set of books to be presented for an annual review;
- (6) render a financial report at the annual meeting of the Affiliate, and at such other times as is requested by the President; and
- (7) serve on the Budget Committee.

Section 3. Terms of Office.

a. **Terms of Office.** Officers shall serve for a term of two (2) fiscal years or until their successors are elected and assume office. Elected officers and directors may serve consecutive terms for the same elected office without limit. Appointed officers and directors shall serve for a term of one (1) fiscal year and may serve consecutive terms in the same appointed office without limit.

b. **Beginning of Terms.** 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 member of the board of directors may be removed for any reason or no reason by a two-thirds vote of the board (except the subject officer/director) at an in-person meeting of the board 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 vacancy in office shall be filled for the unexpired term by an Affiliate Individual Member approved by majority vote of the Board of Directors.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Members. The elected officers and such other appointed directors as appointed by the President with the approval of the Executive Committee shall constitute the Board of Directors of the Affiliate. This Affiliate must have a minimum of two directors and a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate shall designate an Individual Member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed Affiliate 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 Affiliate; carry out its policies, financial administration, and programs in conformance with the policies and program of AAUW; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;
- b. administer the affairs of and act for the Affiliate between meetings of the Affiliate consistent with actions taken by the Affiliate, and report its actions to the Affiliate;
- c. adopt rules to govern its proceedings;
- d. recommend the appointment of non-elected officers and directors and the establishment of standing or special committees and task forces, as needed;

- e. submit the annual budget to the Affiliate; and
- f. determine the date and location for any official meetings of the Affiliate membership.

Section 3. Delegation of Power.

The Board may delegate to the Executive Committee such authority as it deems necessary consistent with law in addition to any authority prescribed by these bylaws.

Section 4. Meetings.

a. **Regular Meetings.** Meetings of the Board shall be held as needed at the call of the President at such time and place as the President may designate. 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 at any time by the President or upon written request of three (3) 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. A majority of the members of the board of directors shall constitute a quorum.

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 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 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, 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 XIII. COMMITTEES

Section 1. Standing Committees. There shall be such standing committees authorized by the Board of Directors as deemed necessary to carry on the work of the Affiliate.

Section 2. Special Committees and Task Forces. There shall be such special committees and task forces authorized by the Board of Directors, as deemed necessary to carry on the work of the Affiliate

Section 3. Composition and Term. The Chair of all committees, special committees and task forces, except the Nominating Committee, shall be appointed by the President with the approval of the Executive Committee. Committee, special committee and task force Chairs shall serve a term of one fiscal year and may serve consecutive terms without limit. The members of the committee or task force shall be appointed by the committee Chair.

Section 4. Duties. Each standing and special committee and task force shall formulate programs and activities to carry out the mission of AAUW as may be assigned by the Board of Directors.

Section 5. Reports. All committees shall provide reports to the Affiliate Board of Directors and to the Individual Members as requested by the President.

Section 6. Quorum. The quorum for a meeting of any standing or special committee or task force shall be a majority of its members.

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. Dues

a. Amount.

(1) The Affiliate's dues shall include AAUW dues, state Affiliate dues and ranch Affiliate dues, except as provided below in the case of life members and honorary life members.

(2) Annual dues for Affiliate members shall be established at the Affiliate annual meeting by a two-thirds vote of the Affiliate 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.

b. Payment. Affiliate dues payment procedures shall be established by the Affiliate's Board policy as follows:

(1) Dues of continuing Individual Members are payable on or before July 1. After notification of nonpayment, an Individual Member whose dues remain unpaid after July 31 will be dropped from membership.

(2) Dues of new Individual Members may be paid at any time. New Individual Members joining the Affiliate between January 1 and March 15 shall pay one-half of the annual AAUW, state Affiliate and branch Affiliate dues. Payment of full annual dues by a new Individual Member between March 15 and December 31 shall cover membership through June 30 of the following year.

(3) Paid life members who are Individual Members of the Affiliate are exempt from AAUW dues and shall continue to pay annual state Affiliate and branch Affiliate dues (as required). Fifty-year honorary life members shall be exempt from AAUW and state Affiliate dues and shall continue to pay branch Affiliate dues (as required).

c. Reciprocity. A current paid Individual Member of an Affiliate may transfer membership to another Affiliate without payment of additional dues, including state Affiliate and branch Affiliate dues.

Section 3. Fiscal Year. The fiscal year shall be July 1 through June 30.

XV. MEETINGS OF THE MEMBERSHIP

Section 1. General Membership Meetings. Meetings of the Affiliate membership shall be held on an as needed basis.

Section 2. Special Meetings. Special business meetings of the Affiliate membership may be called by the written request of twenty-five percent (25%) of the members of the Affiliate.

Section 3. Annual Meeting. The Affiliate shall have at least one regular business meeting each fiscal year to be known as the Greater Manassas Annual Meeting to conduct the business of the Affiliate. The Annual Meeting may include the election of officers; the receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be set by the Affiliate's Board of Directors.

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

Section 5. Voting.

a. Each member of the Affiliate 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 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 the Individual Member dues pursuant to Article XIV and to these bylaws pursuant to Article VIII.

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

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.

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