

Bylaws of the American Association of University Women of Reston- Herndon Area Branch

ARTICLE I. NAME AND GOVERNANCE

Section I. Name. The name of the organization shall be American Association of University Women (AAUW), AAUW Reston Herndon Area Branch hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Reston Herndon 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, and no member shall use the name of AAUW to oppose such policies or program.

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 accred-

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iting 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.

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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

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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 BY-LAWS

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. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. Nominating Committee. There shall be a nominating committee of three members, including vice president-membership and two other affiliate members. The nominating committee shall be appointed by the elected board.
- b. Slate. Prior to the annual meeting, the nominating committee shall meet and draw up a slate of branch members to run for elected offices that will be vacant in the next year. Approval must be obtained from the candidates. Candidate(s) for the position of president shall have served previously on a affiliate board in an elected or appointed position.
- c. Publication. The names of the nominees shall be published and sent to every member at least fourteen days, "record date", before the annual meeting.
- d. Nominations from the Floor. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

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

ARTICLE IX: OFFICERS and DIRECTORS

Section 1. Officers

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

Section 2. Duties

- a. Officers. Officers shall perform the duties prescribed by these bylaws, Affiliate policies, and by the current edition of Robert's Rules of Order, Newly Revised. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. President. The president shall be the official spokesperson and representative for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW and state.
- c. Vice Presidents. The vice president, vice president-membership and vice president-programs shall perform such duties as the president and the elected board shall direct.
- d. Secretary. The secretary shall record and keep minutes of all business meetings.
- e. Treasurer. The treasurer shall be responsible for collecting, distributing and accounting for the funds of the Affiliate. The treasurer shall collect dues and properly remit them to AAUW and the state by the specified deadline. The treasurer shall maintain the membership database on the AAUW national web site.

ARTICLE X: BOARD OF DIRECTORS

Section 1. Members

The board of directors shall include the elected officers and appointed committee chairs. This Affiliate must have 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 a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed Affiliate or Affiliated entity meeting and board meeting.

Section 2. Administrative Responsibilities

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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 AAUW and state.

Section 3. Meetings

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

Section 4. Quorum

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

Section 5. Notice

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

Section 6. Voting Between Meetings

Between meetings of the Affiliate board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result shall be in the minutes of the next board meeting.

Section 7. Removal from Office

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

ARTICLE XI: EXECUTIVE COMMITTEE

Section 1. Composition

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

Section 2. Duties

The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

Section 3. Meetings

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

Section 4. Quorum

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

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Section 5. Notice

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

Section 6. Voting Between Meetings

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

ARTICLE XII: MEETINGS

Section 1. Affiliate Membership Meetings

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

Section 2. Annual Meeting

The general membership meeting held prior to the end of the fiscal year shall be designated the "Annual Meeting", with the exact date, time and place to be determined by the elected board. The annual meeting shall be to conduct business including but not limited to electing officers, establishing dues, amending bylaws and giving directions to the board.

Section 3. Meetings Notice. Prior notice of meetings shall be communicated in a manner to ensure receipt by all Individual Members of the Affiliate.

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

Section 5. Special Meetings

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

Article XIII: FINANCIAL ADMINISTRATION

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

Section 2. Financial Policies. The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and

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federal, state and local laws including an annual financial review.

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

Section 4. Adoption of Changes to Affiliate Dues. Changes in Affiliate annual dues recommended by the board of directors shall be approved by the membership at a general or annual meeting by a two-thirds vote of the Individual Members present, a quorum being present, provided that Individual 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 thirty (30) days prior to the meeting.

Section 5. Affiliate Dues. Affiliate dues payment procedures shall be established by the Affiliate's board of directors. Individual Member dues (composed of AAUW, state and Affiliate dues, except as provided below in the case of life members and honorary life members) shall be payable as follows:

a. Dues of continuing Individual 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.

b. 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 and Affiliate 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. Paid Life Members who are Individual Members of the Affiliate shall be exempt from payment of AAUW dues and shall continue to pay annual state and Affiliate dues. Fifty-Year Honorary Life Members shall be exempt from payment of AAUW, state, and Affiliate dues.

d. Reciprocity. A current paid member of an Affiliate may transfer membership to another Affiliate without payment of additional dues.

ARTICLE XIV: INDEMNIFICATION

Every board or committee member may be indemnified by the affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall

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apply only when the Affiliate board approves such settlement and reimbursement as being in the best interest of the Affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

ARTICLE XV. OTHER AMENDMENTS TO THE BYLAWS

Bylaw provisions not mandated by AAUW may be amended by a two-thirds vote of Individual Members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 10 days prior to the applicable meeting.

Amended: January 13, 2017 to incorporate Organization mandated changes.