

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
WOODBRIIDGE BRANCH**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Woodbridge 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, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by 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 educational institution upon which 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. ^[1]_[SEP]

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 the Affiliate's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 30 days prior to the applicable meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a Nominating Committee of three members, two of whom shall be elected at the February meeting and one shall be elected by the board of directors at their February meeting. The Nominating Committee shall designate one member as chair.
- b. The President shall not serve on the Nominating Committee.
- c. The Nominating committee shall be discharged on presentation of its report. If a nominee withdraws before the election, the committee may be revived to agree upon another nomination if there is time.
- d. The Nominating Committee shall present a slate of officers at the March meeting.
- e. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections.

- a. Elections shall be held at the annual Affiliate meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those present and voting.

ARTICLE X. ROTATION OF OFFICERS

- a. The President, Vice President (s) for Membership and Secretary shall be elected in odd numbered years.
- b. The Vice President(s) for Programs and Finance shall be elected in even numbered years.

ARTICLE XI. OFFICERS

Section 1. Officers.

- a. There shall be officers or co-officers to fulfill the functions of Administration, Program, Membership, Public Policy, Finance, AAUW Funds, and Communications.
- b. The elected officers shall be a President or Administrator, Vice Presidents for Program, Membership, and Finance (Treasurer), and a Secretary to take and provide on request minutes at each Affiliate and Board meeting.
- c. The appointed officers shall be Public Policy, AAUW Funds and other such officers as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the Affiliate President.
- d. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.
- e. No member shall be eligible to serve more than two (2) consecutive terms in the same office. No appointed officer, with the exception of parliamentarian shall be eligible to serve more than two (2) consecutive terms in the same office.
- f. The incoming President may call a meeting of the incoming officers prior to July 1.
- g. 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 the Vice Presidents in the order listed in Section 1.b.

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.

AAUW of Woodbridge Bylaws

- a. Officers shall perform the duties prescribed by these bylaws, Affiliate policies, and by the most recent 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. All officers shall submit an annual report, written or electronic, to the President and the Affiliate no later than the Annual Meeting.
- c. 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 the State. The president will be the Affiliate's AAUW contact for administration.
- d. The Vice Presidents shall perform such duties as are appropriate for their offices and as the President and Board shall direct.
- e. The Secretary shall record and keep minutes of all Affiliate, business and special meetings.
- f. The Vice President for Finance (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 send moneys to AAUW Funds by the specified deadlines and shall keep separate ledgers for each type of account. The Treasurer will be the Affiliate's AAUW contact for finance.

ARTICLE XII. BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and appointed officers of the Affiliate. 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 of the minutes of each noticed Affiliate or affiliated entity meeting and board meeting.

Section 2. 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 Association and the state.

Section 3. Meetings of the board shall be held at least three (3) times per year. Special meetings may be called by the president and shall be called upon the request of 50% of the members of the board. Notice of a special meeting shall be sent to the membership at least 15 days before the meeting.

Section 4. The quorum of the board shall be one fourth of its voting members. Co-officers shall be considered as one voting member of the board.

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

Section 3. Budget. The board shall adopt an annual budget for presentation to the Affiliate.

Section 4. Dues

a. Changes to Affiliate Dues. Changes in Affiliate dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the Members 30 days prior to the meeting.

b. Payment. Individual Member dues shall be payable in accordance with procedures established by AAUW policy. Member dues shall be payable in accordance with procedures established by policy. Dues are payable to the national and the state Finance Vice President by July 1.

c. Reciprocity. A current paid Individual Member of an Affiliate may transfer membership to another Affiliate without payment of additional dues for the current fiscal year.

d. Paid Life Members, as defined in Article IV, Section 2,,are required to pay Affiliate dues to become members of the Affiliate.

e. Fifty-Year Honorary Members, as defined in Article IV, Section 2, are exempt from paying state Affiliate and branch Affiliate dues.

f. New Individual Members may join at any time. Dues are payable upon joining. 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.

ARTICLE XIV. MEETINGS

Section 1. There shall be at least seven (7) general membership meetings each year.

Section 2. The general membership meeting held between May 1 and May 31 shall be designated the Annual Meeting, the exact date, time and place to be determined by the board.

Section 3. The annual meeting shall be to conduct business including but not limited to hearing officers' reports, electing officers, reviewing the budget and the financial report, establishing dues, amending bylaws, and giving directions to the board. If the financial review is completed it would be appropriate to vote on adopting the report.

Section 4. Special meetings may be called by the President or shall be called by the President on the written request of 25% of the voting members of the Board of Directors or 10% percent of the Affiliate membership.

Section 5. The quorum shall be nine (9) members.

ARTICLE XV. CONVENTIONS AND CONFERENCES

Members will be informed of and encouraged to attend AAUW Conventions and State Conferences and meetings, as appropriate and as described in AAUW and state correspondence. Each member is entitled to vote and is encouraged to do so either in writing or electronically.

ARTICLE XVI. INDEMNIFICATION

Every member of the board may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch board, 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 apply only when the branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

Amended:

May 10, 2016

May 25, 2014

March 13, 2013

April 14 2012

May 10, 2016

December 8, 2016