

**BYLAWS OF
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
ALEXANDRIA, VA BRANCH**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Alexandria, Virginia Branch, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW Alexandria, Virginia 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. FINANCIAL/ADMINISTRATION DUES

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

Section 2. Changes to Dues. Changes in Alexandria Branch (hereinafter "Branch") dues shall be established at the annual meeting by a two-thirds vote of those present and voting, provided written notice has been given to all Members 30 days prior to the meeting. Branch Members must pay AAUW National and State dues as established by the Boards of Directors at each of those levels.

Section 3. Payment of Dues. AAUW Member dues shall be payable in accordance with procedures established by AAUW policy. Dues are payable on or before July 1. After notification of nonpayment, a Member still in arrears after July 31st may be dropped from membership. Payment of additional dues shall be waived for a transferring Member whose current dues have been paid to another branch. College/university partner representatives shall pay no State dues. The Branch may set dues for their college/university partner representatives. The Branch Board of Directors may set a reduction for Branch dues.

Section 4. New Members Dues. New Members may join at any time. Dues are payable upon joining. The AAUW National portion of dues paid by new Members between January 1 and March 15 shall be one-half those annual AAUW dues.

Section 5. Reciprocity of Dues. A current paid Member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues, including Branch and State dues.

Section 6. Paid Life Members. Paid life Individual Members are exempt from AAUW National and Branch dues, and shall continue to pay State dues. Any Individual Member who has paid AAUW dues for fifty (50) years shall become a Life Member and shall, thereafter, be exempt from payment of AAUW National, State and Branch dues.

Section 7. Branch Budget.

a. Approval. The annual budget shall be adopted by the Branch Board of Directors and presented to Branch Members for their approval no later than September 30.

b. Budget Revisions. Once the budget has been approved, the Board shall have the authority to approve revisions within available income. The Board of Directors and Branch Members must approve any revisions to the approved budget that decreases the net income.

c. Increases in Spending. The Board of Directors shall approve increases in total spending above the budget up to \$150. Upon recommendation of the Board of Directors, the Branch shall approve any spending increases that exceed the budget by more than \$150.

d. Policies and Procedures. The Branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

e. Annual Financial Review. The financial records of the Branch will be submitted for an annual financial review. The annual financial review shall be conducted by an individual or committee appointed by the Branch Board of Directors.

ARTICLE IX. NOMINATIONS

Section 1. Nominating Committee.

a. Composition and Appointment. There shall be a Nominating Committee of three Members. The Board of Directors will select the Nominating Committee of three Members in October of the program year. One of the committee shall be appointed chair of the committee.

b. Nominating Committee Term. The term of a committee member shall be one year. Members shall serve no more than two consecutive terms.

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 Branch Board of Directors will appoint an alternate.

ARTICLE X. ELECTIONS

Section 1. Publication of Nominee Names. The names of the nominees shall be published and sent to every Member at least fourteen days before the annual meeting.

Section 2. Floor Nominations. Nominations may be made from the floor with the consent of the nominee.

Section 3. Election Date. All elections shall be held at the Spring Annual Meeting.

Section 4. Voting. Elections shall be by secret ballot unless there is only one nominee for a given office; then a voice vote may be taken. Election shall be by a majority vote of those present and voting.

ARTICLE XI. OFFICERS

Section 1. Officers. There shall be officers or co-officers to fulfill the functions of president, program, membership, public policy, finance, education, newsletter editor, and publicity.

Section 2. Elected Officers. The elected officers shall be a president/co-president, or official representative, vice president/co-vice president for program, vice president/co-vice president for membership, a secretary, and a treasurer.

Section 3. Appointed Officers. The appointed officers shall be public policy, Educational Opportunities Fund (EOF), Legal Advocacy Fund (LAF), newsletter editor, publicity, bylaws/policy, historian, educational equity, campus outreach, cultural, and community. The president/co-presidents shall appoint them.

Section 4. Terms for Officers. Elected Officers shall serve for a term of two year(s) or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1. No Member shall be eligible to serve more than two consecutive terms in the same office. If possible, no appointed officer shall be eligible to serve more than two consecutive terms of two years in the same office.

Section 5. Incoming Board. The incoming president may call a meeting of the incoming officers prior to July 1.

Section 6. Vacancies. A vacancy in office, excluding the president, shall be filled for the unexpired term by appointment of the Board of Directors. A vacancy in the office of president shall be filled by the president-elect or by the vice presidents in the order listed in Article VII, Section 2.

Section 8. Rotation of Officers

a. Even Year Elections. The secretary, vice president(s) for membership shall be elected in even-number years.

b. Odd Year Elections. The president(s), vice president(s) for program, and treasurer shall be elected in odd-numbered years.

ARTICLE XII. DUTIES OF OFFICERS

Section 1. Governance. Officers shall perform the duties prescribed by these Branch bylaws and policies, and as further described in Appendix A

Section 2. Reports. All officers shall submit an annual written or electronic report to the president as required.

Section 3. Branch Representative. The president/co-presidents shall be the official spokesperson and representative for the Branch and shall be responsible for submitting such reports and forms as required by National and the State.

Section 4. Vice President. The vice presidents shall perform such duties as the president and board shall direct and as outlined in Appendices A and B.

Section 5. Secretary. The secretary shall record and keep minutes of all board, business and special meetings.

Section 6. Treasurer. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the Branch. The treasurer shall collect dues and properly remit them to AAUW and the State by the specified deadline. The treasurer shall send moneys for the AAUW Funds (including EOF and LAF) by the specified deadlines and shall keep separate records for each type of account.

ARTICLE XIII. BOARD OF DIRECTORS

Section 1. Composition of Board. The elected and appointed officers and directors shall constitute the Board of Directors of this Branch. The Branch must have five directors and a minimum of two separate officers, one responsible for the management of the organization (Branch) and one responsible for the financial affairs. In addition, the Organization (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 entity meeting and board meeting. The Board of Directors shall include the elected officers and the following appointed officers of the Branch: public policy, EOF, LAF, newsletter editor, publicity, bylaws, historian, campus outreach, educational equity, cultural, and community.

Section 2. Duties of the Board. The board shall have the general power to administer the affairs of the Branch, including, but not limited to, establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and the State. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW. The president or co-presidents shall be responsible for the management of the Branch, and the treasurer shall be responsible for the financial affairs of the Branch. The Secretary shall record and make available upon request the minutes of each Branch or affiliated entity meeting and board meeting.

Section 3. Board Meetings.

a. Regular Board Meetings. Meetings of the board shall be held September through May. There will be at least six meeting per year.

b. Special Board Meetings. The President/Co-president may call special meetings of the board. Special Board meetings will be called at the request of four members of the Board. Any member of the Board may request a Special Meeting.

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

ARTICLE XIV. MEETINGS

Section 1. General Branch Meetings. There shall be at least seven general membership meetings each year. Such meetings may include a program, open to the public, and a Branch business meeting.

Section 2. Annual Branch Meeting.

a. **Designation of Annual Branch Meeting.** The general membership meeting held between February and May shall be designated the Annual Branch meeting, the exact date, time, and place to be determined by the Board.

b. **Conduct of Annual Meeting.** The annual meeting shall be to conduct business of the Branch including, but not limited to, hearing officers' reports as necessary, reviewing the budget and the

financial report, electing officers, establishing dues, amending bylaws, and giving directions to the board.

Section 3. Special Branch Meetings. Special Branch 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% of the Branch membership.

Section 5. Quorum. The quorum shall be ten percent of the Branch membership.

ARTICLE XV. COMMITTEES

Section 1. Standing Committees. Standing committees shall be Program, Membership, Public Policy, Finance (Treasurer), Educational Opportunities Fund (EOF), Legal Advocacy Fund (LAF), and Bylaws.

Section 2. Standing Committee Appointments. Standing committees shall be appointed by the president for a term of two years.

Section 3. Special Committees. Special committees and/or task forces may be appointed by the president with the consent of the board. An example of a special committee is the Campus Outreach Committee.

ARTICLE XVI. CONVENTIONS AND CONFERENCES

Delegates and alternates to AAUW conventions/conferences shall be elected by the Branch and certified by the president. The Branch shall abide by the one member, one vote rule for changes to State and National bylaws, policies, and other actions.

ARTICLE XVII. 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. ***[Protection is also provided officers and directors of volunteer boards in Virginia under Section 8.01-220.1:1 of the Code of Virginia.]***

ARTICLE XVIII. AMENDMENTS TO THE BY LAWS

Provisions of these bylaws not governed by the AAUW Charter and Bylaws may be amended by two-thirds vote of those present and voting at a general membership meeting provided written notice has been given to every Member at least 14 days prior to the meeting.

Amended December 8, 2016

APPENDIX A. ALEXANDRIA AAUW JOB DESCRIPTIONS:

President

- Coordinate the various activities of the Branch
- Run the board and Branch meetings
- Communicate with National and State Associations and their counterparts
- Send in appropriate forms to State and National
- Write yearly article about Branch activities for the Virginia Vision
- Interface with other officers and chairs and coordinate activities
- Write President's article for monthly newsletter
- Represent Branch at State and National Conferences

Vice President for Programs

- Coordinate the planning meeting for the AAUW year
- Fill in for the president when the president and VP for membership are unavailable
- With others, plan the theme and meetings for the year
- Contact speakers and secure places for the meetings
- Put information about the meetings in the newsletter
- Introduce speakers
- Activate phone or email tree

Vice President for Membership

- Communicate with prospective new members and send them information, including an application and a newsletter about the Branch and upcoming events
- Work with the Treasurer in renewing membership
- Ask new members to write a brief bio for the newsletter,
- Fill in for the president when necessary
- Introduce new members at various activities
- Distribute directories

Treasurer:

- Be responsible for collecting, disbursing and accounting for the funds of the Branch;
- Collect dues and properly remit them to National and State by the specified deadline; prepare and submit supplemental payments as required;
- Provide the board with a treasurer's report for the board meetings;
- Maintain separate balances for obligated funds to include EOF, LAF, Christ House, Dues Payable etc.;
- Prepare the operating budget for the year;
- Prepare for and assist with the annual financial review.
- Prepare checks as needed or as directed by the President;
- Notify membership of renewal via the April newsletter.

Recording/Corresponding Secretary:

- Record and keep minutes of all Board, Business and Special meetings.
- Distributes to board members a copy of board meeting minutes for corrections or additions via email;
- Distributes to board members a copy of corrected board meeting minutes via email
- Send get well, condolence cards, etc. to Branch members at the request of the President
- Write notes and letters for Branch business at the request of the president.
- File notes and letters received on Branch business

Bylaws Chair

- Update bylaws and policy sheet as needed to conform with National and State Bylaws
- Inform Branch members of change in Bylaws via the newsletter or Email

- Communicate with State and Associated Bylaws chairs when necessary
- Maintain the Branch Bylaws to include the Appendixes for Branch Policy and Job Descriptions
- Provide both elected and appointed new officers/chairs of the Branch Board with a printed copy of the Bylaws upon the start of a Branch term (1 July) or if there is a change of officers or chairs min-term.
- Communicate with counterparts at the State and National levels.

EOF Chair

- In charge of raising money for the Education Opportunities Foundation
- Along with Board, designates recipients of honorary EOF awards
- Organizes and coordinates with Mt. Vernon, the benefit night at the Little Theater of Alexandria
- Organizes the Holiday luncheon for the benefit of EOF
- Inform Branch members of honorary nominees through the newsletter
- Communicates with State and National when necessary

LAF Chair

- Raise money for LAF, through raffles, donations and other means
- Inform members of these activities through the newsletter or email
- Educate members about the goals of LAF
- Communicate with State and National when necessary

Newsletter Editor

- Collect information from members to be included in the monthly newsletter
- Format and prints newsletter
- Email and mails newsletter to members
- Print nine monthly newsletters
- Send newsletter to other branches, counterparts, and web site liaison

Public Policy Chair

- Inform Branch members of the legislative goals of National through the newsletter, programs, emails etc
- Communicate with counterparts at the State and National levels.

Historian

- Keep track of the photographs and memorabilia of the Branch
- Maintain scrapbooks etc.

Publicity

- Put information in the newspapers concerning AAUW, the Branch, its goals and activities

Campus Outreach

- Chair Campus Outreach Committee
- Act as liaison to Branch local college or university partners. Currently, Northern Virginia Community College (NOVA) is the Branch's higher education partner (partnership is established with many Northern Virginia Branches, not exclusively with the Alexandria Branch)
- Support Branch participation in the National Conference for College Women Student Leaders (NCCWSL) and other leadership initiative for women, as needed
- Serve as Branch liaison to such projects as Elect Her – Campus Women Win training
- Keep Branch Board of Directors informed on all actions of the Campus Outreach Committee
- Communicate with counterparts at the State and National levels.

APPENDIX B. Branch Policy Sheet

Foreword

- A. Purpose: To supplement the Branch bylaws and to detail Branch policy, practices, and procedures without conflicting with the charter, bylaws, and principles of National, State, and Branch.
- B. Jurisdiction: The Branch bylaws chair shall maintain the policy sheet, insuring its accuracy and availability, presenting it biennially to the board for reconfirmation at its November meeting. Amendments and additions are made at the discretion of the officers and committee chairs with the approval of the board. Any Branch member may submit written recommendations for amendments/additions to the bylaws chair by *September 1*. The bylaws chair has such information inserted in the September newsletter.
- C. Distribution: The policy sheet is kept in the permanent files of the president, parliamentarian, bylaws chair, and the secretary, who will have it available for reference at all meetings. The bylaws chair maintains the Branch supply and distributes copies along with job descriptions to board members. Copies of the policy sheet, bylaws, and/or descriptions of board members' duties are available to other Branch members upon request.

Officers and Chairs

- A. All Elected Officers (Executive Committee): Duties, vacancies, terms, nominations, and elections are described in the Bylaws.
- B. Rotation: The president, program vice president, and treasurer shall be elected in odd-numbered years. The membership-vice president and secretary shall be elected in even-numbered years.
- C. Board of Directors: Includes the executive committee, standing committee chairs, and other representatives *such as*

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| Areas of Interest Representatives | Historian/Parliamentarian |
| Bylaws/Policy | Hospitality |
| District Representative | LAF Liaison |
| Educational Opportunities Fund | Newsletter Editor |
| Publicity | Public Policy |
| Campus Outreach | Cultural |

The immediate past president shall be an honorary member of the board if that person does not hold another board position.

- D. Information on Duties. See Appendix A for list of Duties. See also the AAUW Leadership Handbook. A complete set of job descriptions is furnished to members of the Board through the Bylaws and associated appendices.
- E. Committees: Branch standing committees are concerned with the work of AAUW and include the following:
 - 1. Bylaws/Policy. This committee assures that the Branch bylaws and policy are in conformity with National and State Bylaws.

2. Educational Opportunities Fund (EOF). This committee is responsible for implementing and providing financial support for the programs, fellowships, research, and projects established by the AAUW Funds and/or National.
 3. Public Policy. This committee is responsible for the legislative program in the Branch.
 4. Membership. Chaired by the Membership Vice President, this committee is responsible for Branch membership recruitment and orientation to the purpose and program of AAUW National.
 5. Program Development: Chaired by the Program Vice President, this committee considers the program issues of AAUW, recommends the selection of issues to be implemented, and coordinates the programs at Branch meetings. This committee solicits program suggestions for the coming year at the joint meetings of the outgoing and incoming boards of directors in June and/or the program meeting in July/August.
 6. Additional Committees. The Branch, upon recommendation of the board of directors, may establish Additional Standing and/or Special Committees.
- F. Chairs. The president appoints the chairs of all committees, except the nominating committee, and those of elected board members. Chairs serve as channels of communication with their State, Regional, and National counterparts and submit reports when requested.
- G. Study/Issues and Special Interest Groups.
1. AAUW Areas of Interest. There are representatives for each Area of Interest in AAUW program, which may include Community, Cultural Interests, and Education. The representatives implement Branch programs and activities appropriate to the Area of Interest. Others may be added or deleted in the future.
 2. Issues Task Forces. The Branch must implement at least one of the current Programs Issues of the National Association. Implementation is the responsibility of the President and the Board of Directors, who may delegate the responsibility to the Program Vice President or another Branch member.
 3. Special Interest Groups. Branch members may organize and participate together in activities related to a mutual interest. Examples of Special Interest Groups, current and past, include the Book Group, the Mystery Book Discussion Group, the Cable TV Project, the Francophile Group, the Gourmet Out Group, and the Gourmet Two Group (with the Mount Vernon Branch). Special Interest Groups may be added or deleted in the future.
 4. General Policies.
 - a. New interest groups must have the approval of the board. Any function that is conceived and carried out under the name of the Branch and that involves persons outside the immediate group must have the approval of the board.
 - b. No group may exclude a Branch member from participation. If an existing group considers itself too large, it may choose to foster a second group.
 - c. Interest Group Meetings shall be held at least three times a year.
 - d. A study group must have at least three members.

Meetings

A. Branch

1. At least seven meetings a year are required, on dates determined by the VP Programs and with the approval of the Board. May and June will be "membership" months. Area membership meetings may be held for the benefit of prospective members, as well as for new or continuing members. The first meeting of the year may honor past Branch presidents and shall review study/interest group and Branch activities for the coming year.
2. The Branch president shall invite the AAUW Virginia State president or the State president's representative to a Branch or board meeting during their term of office.
3. A quorum for the conduct of business is 7 % of the Branch membership on the date of the meeting.

B. Board

1. The board of directors meets monthly from September through May. There will be at least six-board meeting per year. The president(s) may determine if a board meeting is not needed or if one needs to be rescheduled. The June planning meeting shall include both the outgoing and incoming board members.
2. A quorum is a majority of the official board members eligible to vote. The president determines the board members/positions that constitute the official board. Co-chairs will have one vote and be counted as only one person in determining a quorum, though both co-chairs may be present. Official board members/positions will be identified in the Branch directory with an asterisk and footnote.
3. Any Branch member wishing to express a recommendation may attend a board meeting after notifying the president.
4. Nominations: In October, the board appoints a three-member nominating committee. It is suggested that one member may be the membership chair. It is customary for the slate of officers to be presented to the Branch board at the January meeting.
5. Elections: The slate of officers is presented to the Branch at the February Branch general meeting, with a brief background of each candidate in the February newsletter. Election of officers will take place at the May Branch Annual Meeting.
6. Board members shall use the newsletter for Branch announcements.

Finance

A. Dues:

National members. The annual dues of Branch members are subject to change per the decisions of AAUW National, State and the Alexandria Branch. The dues, which includes a subscription to AAUW National and State publications which are sent to all members either by US Mail or via email, are currently as follows:

National dues \$49.00

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|-----------------------|----------------|
| State dues | 15.00 |
| Branch dues | <u>13.00</u> |
| Total of above | \$77.00 |

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|---------------------------|---------|
| <u>Life Members</u> | \$15.00 |
| <u>Student Affiliates</u> | \$17.00 |

- B. One dollar (\$1.00) per member of the Branch dues is contributed to the Education Opportunities Fund.
- C. Prior to the first Fall board meeting the treasurer, with a committee that may include the president, the two vice-presidents and the immediate past treasurer, shall prepare a proposed budget to be approved by the incoming board. This shall be published in the October newsletter and voted on at the October general meeting.
- D. No monetary gifts shall be given to any individual from the Branch treasury; the VP Programs shall purchase gifts for speakers from the funds budgeted for Programs. In the event of the death of a member, the treasurer may be instructed by the board to designate a specified sum from the Branch EOF fund in the member's name. Arrangements will be made by the EOF chair, who will record this action in the annual report to the State and report the gift to the family.
- E. Board members shall keep a record of expenses and receipts to be presented to the treasurer for approval and payment. Board approval is needed if the budgeted amount is insufficient to cover the expense. Bills for the outgoing year shall be submitted by the June board meeting.
- F. Donations are solicited by many worthy organizations. It will be the policy of the Branch to contribute only to AAUW-related projects. The board determines the use of any undesignated gifts to the Branch.
- G. Checks may be written on the Branch bank account by the Branch president or the treasurer. Bank statements are mailed to the treasurer for reconciliation. The Branch maintains a checking account. All operating expenses and contributions to AAUW Funds such as EOF and LAF come from this account. The treasurer maintains all records for the account.
- H. The April newsletter shall include a notice from the treasurer regarding Branch dues for the subsequent AAUW year beginning July 1.
- I. A committee approved by the president, with Branch Board approval, should conduct a financial review of the Branch treasurer's records annually, immediately after the end of the fiscal year. The president, recording secretary, and treasurer shall keep a copy of the treasurer's report.
- J. The treasurer may advance funds for board-approved Branch activities. The recipient of such monies must submit receipts to the treasurer reflecting the expenditures.

Reports and Records

- A. All officers and committee chairs shall maintain orderly permanent records of their activities during the year, as well as copies of correspondence, lists of duties and such, to pass on to their successors at the June board meeting. The president shall put such a notice in the May newsletter.

- B. Prior to the State Conference, their State counterpart may request annual reports of Branch officers, area representatives, issues, and public policy chairs. The president files an annual report with the Association as directed. Each officer and chair gives the Branch president a duplicate copy of any report made to the Association or State, to be kept for three years. The president sends a list of new Branch officers and chairs to the State president and Association as requested (usually by June 1).
- C. Officers and chairs should retain their records for at least three years. Treasury and membership records should be kept for four years. The recording secretary shall retain one copy of both each of business and board meeting minutes indefinitely. These minutes will be made available to any member of the Branch upon request. The Newsletter editor should retain one set of newsletters for three years. The historian should retain newsletters from previous years. Other outdated records may be discarded at the end of each fiscal year.

Newsletter

- A. The editor will be responsible for collecting news items, correcting, printing, and distributing the newsletter and may request assistance from other Branch members for input to the newsletter.
- B. Only two issues of the newsletter will be sent to a prospective member. The membership chair will contact non-responsive persons before dropping their names from the distribution list.
- C. Distribution of the newsletter will be done electronically. Members who do not have means to receive electronic copies of the newsletter may request to have a copy mailed to them. The newsletter may also be sent out upon special request; if there is a question about sending out a newsletter in response to a special request, the Newsletter Editor will consult the members of the board. Distribution of the newsletter will include the State president, Virginia Vision editor, the presidents of branches represented in the Northern Virginia District, and the South Atlantic Regional Vice-President. Copies of the newsletter will be posted to the Branch Website but only through the Web Liaison.

Prospective Members, Guests, Transfers

Prospective members or any other guests may attend only two Branch meetings a year, in addition to any open meetings. A sign in sheet will be made available for attendees to sign.

Directory/Yearbook

Distribution is to each Branch member and any other AAUW official requesting it. Directories will be distributed at least once a year via email and when significant changes are made. The Directory will be by the VP Membership or by another individual designated by the Board.

- A. Persons having membership in more than one branch shall be so listed in the directory. Each shall vote in the branch in which she/he has full membership.
- B. Branch members who have not renewed their membership by July 31 may be deleted from the Directory.
- C. Sections of interest to the general membership from the Bylaws or Policy Sheet may be included in the directory/yearbook.

Alexandria Branch Fund-raising Activities

A. AAUW Educational Opportunities Fund (EOF)

1. One dollar (\$1) of each Branch member's dues is designated for EOF. Other donations and memorial gifts will be encouraged. Members may be given a formal opportunity to pledge contributions to EOF throughout the year.
2. Yearly Contribution.
 - a. Each calendar year, for every \$500 contributed by the Branch and its members, the Branch has the option of naming a member(s) as an Honoree(s). However, the Branch may decide not to name any Honorees or simply name one or two members. This decision is at the Board's discretion. An Honoree may be a current or deceased member of the Branch. Apart from the naming of Branch Honorees, the Treasurer will send a check to National for the Branch's monetary contributions for the calendar year, no later than December 31.
 - b. The nomination criteria for selecting Honorees is the Board's decision. It may solicit nominations from the Branch membership through whatever medium(s) it identifies. Once Honoree nominees are identified, the Board votes on the names to be submitted by the Branch EOF Chair to the State AAUW Funds Chair, no later than March 1.
 - c. Honorees will have their names printed in the annual spring State Convention/Conference program brochure and will receive a Certificate of Appreciation; typically, presented at the Branch's annual meeting. Printed Honoree certificates are provided by the State Funds Chair for presentation; blank certificates are also available free from the National AAUW.

3. Legal Advocacy Fund (LAF)

The AAUW Legal Advocacy Fund is the organization through which AAUW renders assistance and services, gives support and advice, and provides funds for litigation on behalf of women in higher education whose civil liberties and rights are threatened, infringed, or violated. The Branch conducts an annual fundraising event and other activities to provide a means for Branch members and others to contribute to LAF.

Other Branch Activities

Other community –related activities may only be conducted with prior approval of the Branch board.

Delegates to Conventions/Conferences

- A. Delegates to Association and State conferences and their alternates will be elected by the board and certified by the Branch president. The board will present to the Branch a slate of recommended delegates by the March meeting for the State Convention and by April for the Association Convention, which occurs biennially in odd years in June. Delegates are chosen first from the current executive committee; second, from the incoming executive committee; and third, from the board and other members, according to their availability.
- B. Voting delegates' conferences expenses, including registration, will be paid for by the member, unless the Branch treasury permits otherwise and the Board votes to provide the funds. The Branch will assume the State Conference registration fee for the president.

Bylaws

Branch bylaws must not be in conflict with the State and National Association bylaws. Branch bylaws, and any amendments thereto, must be certified to the State Bylaws Chair after every Association convention, usually by 1 March.

APPENDIX C. DRAFT NATIONAL DEFINITION EXPLANATIONS

The following is taken from an Email exchange between representatives of Alexandria VA Branch AAUW and the Governance Office of AAUW National:

“The IRS requires any national organization to identify and keep records on any entity that is affiliated with it. Affiliation means that any tax exempt organization “local” entity that uses the AAUW name in its own name or in its operations. In order to be affiliated, that entity must sign the AAUW-Affiliation Agreement, a document that has been approved for use by the IRS, that requires such a document to be provided to and signed by any entity seeking affiliation. This document is the basic contract between the entity and AAUW, and it is the entity’s decision whether to sign or not. BUT if they don’t sign, they have no right to use the AAUW name (or any AAUW branch or state org. name) in their own name or in any business dealings or operations. The IRS tracks all such entities in its Master List submission to AAUW every March 1. AAUW provides that list back to the IRS March 31 each year with any corrections necessary, including updated leadership names and the entity’s office current address.

While not all national organizations have our structure, each national organization must have its national structure approved by the IRS, as we did when we restructured in 2009. It is a rigorous and long process, even for an organization such as ours with such a long history, and change in structure must go through rigorous examination by IRS. Ours took a little more than a year. Among the many changes, we switched to using the term “Territory” in the Affiliate Agreement because some online branches either have or could have no state locale. This has not occurred ,but it could. We have state organizations because the branches formed them. The state does not form branches, AAUW approves branch formation and the branches formed the states. Once formed, then they have the power to end them, but only one has, to my knowledge—they have only one branch.

Most of AAUW’s entities are branches and states, but a growing number are Younger Women’s Task Force (YWTF) chapters, which are known as comparable affiliated entities in that they are just like branches except that they are specifically organized to serve AAUW members under the age of 40, and usually are formed in places separate from the local branch, though usually work with the nearby branch. Some branches have a related 501(c)(3) entity for financial purposes. These were primarily formed in the eighties and nineties with the misunderstanding that such an entity was necessary. It is not, c-4 entities can become c-3 entities, but either way, ANY c-4 and any c-3 that operates as a branch, a funding agent for a branch, uses the name of AAUW, only uses funds directed by an AAUW entity, etc. MUST be an affiliated entity to meet the IRS test. Any that have not signed the Affiliate Agreement misunderstand their IRS obligation, and are subject to losing their nonprofit status if the use of the AAUW name in their own name or in their operations is not authorized by virtue of them signing of an AAUW Affiliate Agreement and providing it to the AAUW. This is essential, but not inclusive of the IRS requirements, which include following the AAUW bylaws, and reporting every new officer to AAUW so that AAUW is always prepared for the random IRS inspections of affiliated entity bona fides.”