

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF ARLINGTON, VIRGINIA BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Arlington, 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 Membership¹.

(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

¹ See also Article IX, Section 3.a.(1).

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. MEETINGS OF THE MEMBERSHIP

Section 1. General Membership Meetings. The Affiliate shall hold at least six meetings during the fiscal year. The Affiliate Board of Directors shall determine the time and place for these meetings. A business meeting of the Affiliate membership may be held at any membership meeting at which a quorum is present, for which minutes will be prepared by the Secretary or designate and approved at the next Board of Directors meeting.

Section 2. Annual Meeting. The Affiliate shall have at least one regular business meeting each fiscal year during March to be known as the AAUW Arlington, Virginia Branch Annual Meeting to conduct the business of the Affiliate. The Annual Meeting may include the election of officers; establishing dues; amending Bylaws; receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it.

Section 3. Special Meetings. Special business meetings of the membership may be called by a written request of two members of the Board of Directors, the President, or at the request of at least 20 percent of the membership.

Section 4. Notice. Written or printed notice, or electronic notice stating the place, day, and hour of each annual and special business meeting and the purpose(s) for which the meeting is called, shall be delivered at least twenty calendar days before the date of the meeting to all Individual Members. Only business for which a notice has been given shall be transacted at a special meeting.

Section 5. Voting.

a. Eligible Voters. Each Individual Member of the Affiliate in good standing as of the date of the meeting and present in person at a meeting shall be entitled to vote on any item of business, except that only announced business may be voted on at a special meeting. Proxy voting is not permitted.

b. Means of Voting. Individual Members shall be entitled to vote by voice, show of hands, or (only in the case of a contested election of officers) by secret ballot.

c. Required Vote. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of any business, except that a two-thirds vote shall be required to adopt amendments to these bylaws pursuant to procedures in Article XVI.

Section 6. Quorum. Ten percent of the Individual Members entitled to vote shall constitute a quorum.

ARTICLE IX. FINANCIAL ADMINISTRATION

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

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

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

Section 3. Affiliate and State Dues².

a. Amount. The Affiliate Individual Members' dues shall include AAUW dues, Virginia state dues and Affiliate dues.

(1) Life Members. Life members are exempt from AAUW dues but remain liable for annual state Affiliate and branch Affiliate dues. A paid life member of AAUW who maintains a membership in the Affiliate on an annual basis shall be entitled to all Affiliate rights and privileges. A paid life member of AAUW who does not maintain Affiliate membership shall be entitled to national Individual Member privileges only.

(2) Honorary Life Members. For honorary life members, Virginia state and Affiliate dues are exonerated as well as national dues.

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

(1) Amount of Dues. When the Board proposes to change the dues for Affiliate Individual Members, Individual Members shall be notified in writing of the intent to change the dues, the revised amount of dues, and the rationale for the change at least twenty (20)³ days prior to the Annual Meeting. Dues shall be established at the annual

³ See also Article IV. Section 2.a.(4).

meeting by a two-thirds vote of the Affiliate Individual Members present, a quorum being present and voting.

(2) Due Date. Dues of continuing Individual Members are payable on or before July 1. After notification of nonpayment, an Individual Member whose dues remain unpaid after November 30 will be dropped from the national membership list.

(3) New Individual Member Dues. 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, Virginia state and Affiliate dues. Payment of full annual dues by a new Individual Member during the period between March 16 and December 31 shall cover membership through June 30 of the following year.

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

Article X. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

a. Composition and Appointment. There shall be five members on the Nominating Committee. The Board of Directors of the Affiliate shall appoint the members of the Nominating Committee and designate one member as the chair. The chair and members of the Nominating Committee shall have the following qualifications: at least one member shall be a current member of the Board of Directors and at least one member shall not be a current Board member.

b. Terms. Members of the Nominating Committee shall be appointed at least two months before the Affiliate's annual business meeting and shall serve for one year for a maximum of 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 President will, if requested by the Committee Chair, appoint a replacement member of the Nominating Committee to serve the remainder of that member's term.

Section 2. Nominations.

a. Nominating Committee Report. The report of the Nominating Committee with the names of the nominees shall be sent to Affiliate Individual Members at least twenty (20) days before the membership meeting at which an election is to be held.

b. Nominations from the Floor. Nominations may be made from the floor at the meeting at which the election is held with the consent of the nominee.

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, when a voice vote may be taken. Election shall be by a majority vote of the Individual Members present at the meeting and voting. Proxy voting is not permitted.

c. Alternative Voting. Mail ballots or electronic voting may be used for elections, provided the number of Individual Members voting meets the quorum stated for meetings in Article VIII, Section 6.

Article XI. OFFICERS

Section 1. Elected Officers and Appointed Officers.

a. Elected Officers. The elected officers shall be the President, First Vice President for Program, Second Vice President for Membership, Treasurer, Assistant Treasurer, and Secretary.

(1) Co-Officers: Any officer position may be held by more than one Individual 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 of officers: to the extent possible to insure continuity in the leadership approximately half the officers shall be elected each year. Where there are co-officers or assistant officers, efforts shall be made to elect one of the pair each year.

b. Appointed Officers. The appointed officers shall be the AAUW Funds and Public Policy Officers. The President shall appoint the officers of the Affiliate that are not required to be elected, with the consent of the Board of Directors. An appointed officer 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. The membership shall approve an amendment to the Bylaws to establish any additional appointed officer positions.

Section 2. Duties. Officers shall perform the duties described by these bylaws and Affiliate policies. The elected and appointed officers shall facilitate and promote the purpose and mission of AAUW.

a. Reports. All elected and appointed officers shall provide reports to the Affiliate's Board of Directors as requested.

b. The President. The President shall be responsible for (i) being the official spokesperson and representative for the Affiliate in activities of AAUW; (ii) generally overseeing the affairs of the Affiliate, including the submission of such reports and forms as required by AAUW and state; (iii) meeting specific deadlines established by AAUW, the state and Affiliate; (iv) presiding over membership business meetings, Board of Directors' meetings, and Executive Committee meetings; (v) with the exception of the Nominating Committee, appointing all non-elected officers and chairs of all committees and any task force; (vi) appointing an Individual Member to conduct a review of Affiliate financial records at the time of a change in Treasurer; (vii) submitting the Affiliate's

Group Tax Exemption Form to AAUW; and (viii) serving as ex-officio member of all committees except the Nominating Committee and any task force.

c. Other Elected Officers. The elected officers other than President shall perform such duties as the President and Board shall direct, including the following.

(1) First Vice President for Program. The First Vice President for Program shall (i) serve as chair of the committee on program development; (ii) arrange/coordinate at least six (6) membership programs or events each fiscal year including publicity for them; (iii) preside at meetings in the absence of the President; and (iv) represent the Affiliate in the absence or disability of the President.

(2) Second Vice President for Membership. The Second Vice President for Membership shall (i) serve as chair of the committee on membership development; (ii) oversee efforts to recruit and sustain a diverse, active membership in the Affiliate; (iii) preside at meetings in the absence of the President and First Vice President and (iv) represent the Affiliate in the absence or disability of the President and First Vice President.

(3) Treasurer. The Treasurer shall be responsible for (i) collecting, distributing, and accounting for the funds of the Affiliate; (ii) for meeting specific deadlines established by AAUW, the state and Affiliate; (iii) collecting dues and promptly remitting them to AAUW and state including submitting to AAUW all qualifying applications for new memberships; (iv) issuing checks in payment of expenses and other items provided for in the budget or verified by the President upon receipt of appropriate supporting records; (v) sending, and working with the AAUW Funds Officer as necessary to send, Affiliate and Individual Member donations to AAUW Funds; (vi) presenting the estimated budget for the next fiscal year to the Board for approval; (vii) presenting the final financial statement to the Board for the prior fiscal year in which the Treasurer served; (viii) providing such records as are necessary for a financial review at the end of her term(s); and (ix) producing the annual Affiliate Directory of Individual Member names and contact information.

(4) Assistant Treasurer. The Assistant Treasurer shall (i) maintain the Affiliate membership database, updating it as necessary, (ii) distribute a Directory of member information at least annually, and (iii) manage the branch website and social media presence.

(5) Secretary. The Secretary shall (i) record and keep minutes of all business meetings of the membership, the Board, and the Executive Committee, and any action taken by the Board or Executive Committee without a meeting; (ii) have available for reference at all meetings a copy of the Affiliate bylaws and a list of its officers, representatives of areas of interest, task force and committee chairs and Individual Members; (iii) have charge of such correspondence of the Affiliate as is delegated by the President or the Board of Directors; (iv) keep on file all communications received and copies of all letters sent; (v) perform such other duties as are requested by the President or the Board of Directors.

(6) Public Policy Officer. The Public Policy Officer works with the other officers and membership of the branch to further AAUW Public Policy goals in the county. She works in cooperation with the AAUW Virginia Public Policy chair. Frequently, local events are coordinated with other groups working on the same issues.

(7) AAUW Funds Officer. The AAUW Funds Officer oversees efforts to maximize the impact of philanthropic development and donor stewardship; ensures compliance with AAUW policies and IRS regulations; helps branch meet fundraising goals; and integrates fundraising into other priority branch activities.

Section 3. Terms of Office

a. Terms of Office. Elected and appointed officers shall serve for a term of two (2) fiscal years or until their successors have been elected or appointed and have assumed office. Elected officers shall not serve more than two consecutive terms in the same office. A full term for an elected officer is considered service in office for more than 15 months. Appointed officers may serve consecutive terms in the same appointed office without limit. No Individual Member may hold more than one elected or appointed officer position at any given time.

b. Beginning of Term. The term of each officer 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 of the Affiliate may be removed for any reason by a two-thirds vote of all Board members (except the subject officer/director) present at an in-person meeting of the Board of Directors

Section 4. Vacancies.

a. Elected Officers Other than President. A vacancy in the position of an elected officer, excluding the President, shall be filled for the unexpired term by majority vote of the Board of Directors; provided, however, that if a position is held by more than one Individual Member, the vacant position shall only be filled with the consent of the remaining Individual Member(s) holding that position. In the event an elected position remains unfilled after July 1 or an appointed or elected officer is temporarily unable to serve in the position, the President may appoint an Individual Member to temporarily fill the position.

b. President. A vacancy in the office of President shall be filled as follows:

(1) Co-Presidents. If there are co-Presidents, the remaining co-President shall complete the term as President.

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

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected officers and the appointed Public Policy and AAUW Funds 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 two 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 date and time. If a majority of the 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 results of the vote shall be reported in the minutes of the next Board of Directors meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be four elected officers.

Article XIII. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers, and the appointed committee and activity chairs, shall constitute the Board of Directors of the Affiliate and be referred to as members of the Board of Directors. 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:

- provide oversight to ensure the proper administration of the affairs of the Affiliate;

- carry out its policies, financial administration, and programs; exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;
- approve the estimated fiscal year budget and present it to the membership;
- approve any cash or non-cash fundraising activity by the Affiliate;
- approve the programs and events of the Affiliate;
- act for the Affiliate between meetings of the membership;
- adopt rules to govern its proceedings;
- approve the establishment of task forces, standing or special committees as needed; and
- determine the date and location for any official meetings of the Affiliate.

Section 3. Delegation of Power.

The Board of Directors may delegate to the Executive Committee such authority as it deems necessary, consistent with law.

Section 4. Meetings.

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least five (5) times each fiscal year at a time and place agreed upon by the Board of Directors. The Board of Directors may permit any or all Board members to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Board members participating may simultaneously hear each other during the meeting. All Board members 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 present and voting, except in the case of removal of an officer or director from office where a two-thirds vote of those present and voting is required.

b. Special Meetings. Special meetings of the Board may be called by the President or shall be called upon the written request of two members of the Board of Directors, including at least one elected officer, provided that at least three days' notice of such meeting and its agenda have been given to the 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 result of the vote shall be in the minutes of the next Board of Directors meeting.

Section 6. Quorum for Meetings. The quorum for a meeting of the Board of Directors shall be five members of the Board of Directors, including at least two elected officers.

Section 7. Removal from Office. An officer or member of the Board of Directors of the Affiliate may be removed for any reason by two-thirds vote of all Board members (except the subject officer/director) present at an in-person meeting of the Board of Directors.

Article XIV. COMMITTEES

Section 1. Standing Committees.

a. Standing Committees. There shall be the following standing committees: AAUW Funds and Public Policy. There may be additional standing committees, where the chair of such standing committee is not also an appointed officer, as shall be considered necessary by the Board of Directors.

b. Chair. The Chair of any standing committee shall be appointed by the President and the members of the committee shall be appointed by the committee chair.

c. Term of Office for Standing Committee Chairs. Standing committee chairs that are appointed officers shall serve for a term of two fiscal years. Other standing committee chairs shall serve for a term of one fiscal year. Standing committee chairs may serve consecutive terms without limit.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors, as necessary. The chairs of such committees and task forces shall be appointed by the President and the members of the committee or task force shall be appointed by the committee or task force chair. The chairs of any special committee and task force shall serve for a term of one fiscal year and may serve consecutive terms without limit.

Section 3. Duties. Each standing and special committee and task force shall formulate programs and activities to carry out the mission of AAUW as assigned by the Board of Directors.

Section 4. Reports. All committees and task forces shall provide reports to the Affiliate's Board of Directors for the annual meeting and such other times as requested.

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

Article XV. 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.

Article XVI. NON-AAUW MANDATED AMENDMENTS TO THE BYLAWS

Provisions of the Affiliate's bylaws 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 twenty (20) calendar days prior to the applicable meeting.

Date Last Amended: March 17, 2018

Amended by: Carol Dabbs, AAUW Arlington, Virginia Branch Bylaws Chair

Date Previously Amended: March 21, 2017

Amended by: Carol Dabbs, AAUW Arlington, Virginia Branch Bylaws Chair

Date Previously Amended: March 19, 2016

Amended by: Carol Dabbs, AAUW Arlington Branch Bylaws Chair

Date Previously Amended: November 14, 2013

Amended by: Michele Mildan, AAUW Arlington Branch Bylaws Chair

Date Previously Amended: January 11, 2010

Amended by: Jean Mostrom, AAUW Arlington Branch Bylaws Chair

Previously Amended on:

August 28, 2007

October 17, 2006

January 31, 2006

September, 1997

March 10, 1992

January, 1992

October 29, 1987

November 18, 1985