

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF VIRGINIA

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW of Virginia is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

Section 2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate’s (or equivalent, e.g., RN), bachelor’s, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an “Accredited Higher Education Institution”) or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be

granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues.

a. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures

adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

Article V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate’s affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert’s Rules of Order Newly Revised* shall govern the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Affiliate’s board of directors without a vote of the Affiliate’s membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. OTHER AMENDMENTS TO THE BYLAWS

Section 1. Provisions of the Affiliate’s bylaws not mandated by AAUW may be amended by a two-thirds vote of the Affiliate’s Individual Members voting after a quorum is attained. Proposed bylaws

amendments shall be sent to the entire Affiliate membership at least thirty (30) days prior to the Affiliate's Annual Business Meeting.

Section 2. The provisions of these bylaws not covered by the AAUW Bylaws may be amended provided notice of the proposed amendment shall have been sent to the Affiliate's Bylaws Committee chair by December 1. The committee shall examine the proposed amendment to the bylaws and shall report in the Spring issue of the Affiliate's newsletter or at least 30 days prior to the Affiliate's Annual Business Meeting those amendments the committee considers appropriate.

Section 3. Attendees at the Affiliate's business meeting shall be able to discuss and amend proposed bylaws amendments. Following the Affiliate's business meeting, any amended language will be posted on the Affiliate's state website for the final vote. All eligible Individual Members of the Affiliate shall be entitled to vote electronically or by paper ballot. A two-thirds vote is required for the adoption of bylaws amendments, provided a quorum is attained. [See also, Article XVI. Meetings, Section 5. Voting.]

Section 4. The *Bylaws of AAUW of Virginia* and all subsequent amendments shall be forwarded to AAUW.

ARTICLE IX. CATEGORIES OF MEMBERSHIP

Section 1. Categories of Membership.

- a. A national Individual Member is an individual who pays annual AAUW dues and who may or may not belong to a branch or state Affiliate or College/University Member. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.
- b. A branch Individual Member is a national member who is also a member of one or more AAUW branch Affiliates. A branch Affiliate member shall be entitled to vote, hold office, and participate in all branch Affiliate activities and programs of each branch Affiliate where membership is maintained.
- c. A state Affiliate Member is a national member who pays state Affiliate dues. A state Affiliate Member is entitled to vote, hold office, and participate in all state Affiliate activities and programs.
- d. Life Membership.
 - (1) Paid. An Individual Member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues. Paid life members who are members of Affiliate branches continue to pay annual state Affiliate and branch Affiliate dues.
 - (2) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW and state Affiliate dues.
 - (3) Privileges. A life member of AAUW who maintains a membership in one or more AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity membership shall be entitled to national member privileges only.

ARTICLE X. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. The district representatives shall serve as the Nominating Committee.
- b. The Affiliate's Board of Directors at its first meeting of the fiscal year shall elect the chair of the Nominating Committee, who may or may not be one of the district representatives.

Section 2. Nominations.

- a. The Nominating Committee shall request names of potential nominees by October 1 of each year. Any member who has paid state Affiliate dues may submit a name in writing or electronically no later than December 1, provided the proper procedures have been followed. If no properly qualified candidate is recommended, the Nominating Committee shall be empowered to recruit candidates. The chair shall report to the members of the committee all names received.
- b. The Nominating Committee shall present a slate of nominees, with at least one nominee per office, and biographical sketches of the nominees to each branch Affiliate by March 1. Co-officers may be nominated, who shall be treated as a single person for voting in the election and who shall share one counted vote in any Board of Directors' action.
- c. Candidates for the position of president shall have served previously on the Affiliate's Board of Directors.
- d. Once the Nominating Committee has submitted to the membership the slate of officers, additional nominations may be made within thirty (30) days in writing or by email to the Nominating Committee Chair, provided the written consent of the nominee has been obtained.

Section 3. Elections.

- a. The Affiliate's elected officers shall be elected between April 1 and June 15.
- b. Elections shall be by written or electronic ballot.
- c. Elections shall be by a majority of the votes cast or by plurality of the votes if there are more than two (2) candidates for an office.
- d. The president and vice presidents for program, public policy, and communications shall be elected and the corresponding secretary appointed in even-numbered years and the other officers elected in odd-numbered years.

ARTICLE XI. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. Elected Officers and Directors. The elected officers of the Affiliate shall include the president; vice presidents for program, membership and branch development, finance, public policy, and communications; and a recording secretary.
- b. Appointed Officers and Directors. The appointed officers and directors shall be AAUW Funds Chair, corresponding secretary, historian, parliamentarian, and such other officers as may be considered desirable to carry out the work of the Affiliate. They shall be appointed by the president with the approval of the Executive Committee.
- c. Qualification for Office. The elected and appointed officers shall be members of AAUW and of the Affiliate.

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. All elected and appointed officers shall submit annual reports of their work to the Affiliate's president or the membership, as requested.

- a. PRESIDENT.
 - (1) As the executive officer, the president shall:
 - (a) Be the designated contact for administration for AAUW;
 - (b) Be responsible for submitting such reports and forms as required by AAUW;
 - (c) Be responsible for bringing the *Bylaws of AAUW of Virginia* into conformity with the AAUW Bylaws after each AAUW convention;

- (d) Preside at all meetings of the Affiliate, the board of directors, and the Executive Committee;
- (e) Select, with the assistance of the Executive Committee, as appropriate, all appointed officers, state lobbyist, chairs of all task forces, standing committees, except for the Nominating Committee, and those otherwise provided for in these bylaws;
- (f) Be responsible for and have authority to execute the necessary legal documents;
- (g) Appoint an auditor(s), with the approval of the Executive Committee, to review the Affiliate's operating funds; and
- (h) Be responsible for the general supervision of the Affiliate; and perform all other duties usually pertaining to the office.

(2) As the official representative of the state Affiliate in the activities of AAUW on all levels, the president or the president's designated substitute shall:

- (a) Represent the state Affiliate in all work with other organizations and at meetings and conferences;
- (b) Meet with any petitioning group desiring to form a branch Affiliate pursuant to procedures in the *Board of Directors Handbook*;
- (c) Notify a branch Affiliate that appears to have forfeited the right to continue as a branch Affiliate and request it to present its view in writing to the state Affiliate's board of directors within a designated period of time of reasonable length; and
- (d) Notify branch Affiliates, state Individual Members, and College/University Member representatives of all state Affiliate meetings.

b. VICE PRESIDENTS. There shall be five vice presidents of the Affiliate who shall perform such duties as may be assigned by the president, the board of directors, as specified in the *Board of Directors Handbook* and these bylaws as follows:

- (1) Vice President for Program. The vice president for program shall:
 - (a) Serve as chair of the Committee on Program; and
 - (b) Assume the duties of president in the president's absence or inability to serve.
- (2) Vice President for Membership and Branch Development. The vice president for membership and branch development shall:
 - (a) Serve as chair of the Committee on Membership and Branch Development; and
 - (b) At the direction of the Affiliate's president, continue organizing activities with a petitioning group, including preparation of bylaws.
- (3) Vice President for Finance. The vice president for finance shall:
 - (a) Be the designated contact for finance for AAUW;
 - (b) Be responsible for the collection of all state Affiliate dues and other monies due the state Affiliate with the exception of AAUW Funds and LAF monies;
 - (c) Be custodian of the Affiliate's operating fund, securities, and other financial business papers;
 - (d) Keep an itemized account of all receipts and disbursements;
 - (e) Present a detailed financial report at the board of directors' meeting and whenever requested by the president;
 - (f) Submit an annual written financial report to the Board of Directors;
 - (g) Submit the books for audit review as required in Article XVI. Section 3 and be responsible to have a financial summary published and made available; and

- (h) Disburse money in accordance with the approved Affiliate budget following the guidelines in the Board of Directors Handbook.
- (4) Vice President for Public Policy. The vice president for public policy shall:
 - (a) Chair the Public Policy Committee; and
 - (b) Assist the president with public policy issues to meet state and federal needs, in accordance with AAUW guidelines.
- (5) Vice President for Communications. The vice president for communications shall Chair the Communications Committee, which shall include those responsible for the website, other social media and publication of the newsletter.
- c. RECORDING SECRETARY. The recording secretary shall:
 - (1) Record minutes of the Affiliate's meetings and the meetings of the board of directors and Executive Committee;
 - (2) Make available upon request to AAUW the minutes of each noticed Affiliate meeting and board meeting;
 - (3) File all written reports presented at Affiliate meetings;
 - (4) Maintain record books in which the bylaws, special rules of order, standing rules, and minutes are entered, with any amendments to these documents properly recorded, and have the current record books on hand at every meeting of the Affiliate and at all meetings of the board of directors and Executive Committee;
 - (5) In the absence of the president and program vice president, call the meeting to order and preside until the election of a chair pro tem, which takes place immediately; and
 - (6) Perform such other duties as shall be assigned by the president.
- d. OTHER OFFICERS. The duties of all other officers shall be those assigned by the president, the board of directors, or as listed in the *Board of Directors Handbook*.

Section 3. Terms of Office.

- a. Terms of Office. Board members shall serve for a term of two years or until their successors have been elected or appointed and have assumed office.
 - (1) Board members may be elected or appointed to serve for one additional term, but no elected officer shall hold the same office for more than two consecutive terms.
 - (2) An appointed member of the board of directors, with the exception of historian, parliamentarian, webmaster, newsletter editor and state lobbyist, may serve a maximum of six consecutive years. This may in no way prohibit a member from serving additional years as an elected officer.
- b. Beginning of Terms. The term of each officer and director shall begin on July 1. The new or continuing president may call and hold a meeting of the incoming board and/or of the incoming Executive Committee prior to July 1 for the purpose of approving appointments and making plans for the upcoming year, so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1.

Section 4. Vacancies.

- a. In the event a vacancy occurs in the elected offices of the board of directors, with the exception of the president, the Executive Committee shall submit a nominee(s) to be elected by the board to fill that vacancy for the remainder of the term.
- b. If a vacancy occurs in the office of the president, the vice president for program shall automatically become president and the office of vice president for program shall become vacant.
- c. If there are co-officers and one is unable to serve, the other co-officer shall continue as a single officer.

ARTICLE XII. BOARD OF DIRECTORS

Section 1. Members. The Affiliate's board of directors shall be the elected officers, the appointed officers, district representatives, and such others as deemed necessary. The Affiliate's board of directors must have a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed state or multistate meeting and board meeting.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to

- a. Administer the affairs of the Affiliate;
- b. Initiate and carry out its program and policies;
- c. Act for the Affiliate between Affiliate business meetings;
- d. Adopt rules to govern its proceedings;
- e. Approve the budget;
- f. Accept the audit reports;
- g. Elect the chair of the Nominating Committee;
- h. Approve the programs for Affiliate meetings;
- i. Establish standing and special committees as deemed necessary;
- j. Approval the formation of a new branch Affiliate; and
- k. Fill a vacancy in elected offices with the exception of the office of president.

Section 3. Delegation of Power. [Reserved]

Section 4. Meetings.

- a. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least one time a year at the call of the president at such time and place as the president shall designate. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting.
- b. **Special Meetings.** Special meetings of the board of directors shall be called at any time by the president or upon written request of five members of the board, provided that at least seven days' notice of such meeting and the date, time, place, and agenda shall be given to the members of the board.

Section 5. Voting.

- a. **Regular Meetings.** An action of the board will take effect if passed by the majority of the members of the board. Co-officers and directors shall be treated as a single person and shall share one vote in any Board of Directors' action where the votes are counted.
- b. **Voting Between Meetings.** In the interim between meetings of the Board of Directors, a vote may be taken at the request of the president by mail, telephone, or any electronic means provided all members have been notified. Voting shall close seven days after the question has been submitted.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its members.

ARTICLE XIII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected officers of the Affiliate.

Section 2. Powers and Duties. The Executive Committee shall

- a. act for the board of directors in the interim between meetings of the board except to assume such duties as are specifically delegated to the board of directors by these bylaws;
- b. perform such duties as may be assigned by the board of directors;
- c. approve the president's appointments of chairs of committees and task forces, auditor(s), and appointed officers.
- d. determine the time and place of the Affiliate's business meeting; and
- e. report its actions to the board of directors.

Section 3. Meetings. The Executive Committee shall meet at least once a year at the call of the president or at the written request of two members of the Executive Committee.

Section 4. Voting between Meetings. In the interim between meetings of the Executive Committee, a vote may be taken at the request of the president by mail, telephone, or any electronic means provided all members have been notified. Voting shall close seven days after the question has been submitted. If a majority shall vote on the matter, the vote shall be counted and a majority of the votes cast shall decide the question.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of its members.

ARTICLE XIV. COMMITTEES

Section 1. Standing Committees.

- a. Purpose. There shall be standing committees or task forces on, or persons concerned with, the work of appropriate AAUW standing committees, including Program, Membership and Branch Development, Bylaws, College/University Relations, AAUW Fundraising and Public Policy. There may be established additional standing committees as shall be considered necessary by the board of directors.
- b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors. Duties of the committees shall be stated in policies and/or working rules adopted by the board. With the approval of the board, each standing committee shall formulate programs to carry forward the work of AAUW within the state. Each standing committee shall cooperate with the appropriate AAUW committee and committees in the branch Affiliates to initiate and promote projects of a statewide and regional scope.
- c. Qualification, Duties, and Terms of Committee Chairs.
 - (1) Committee chairs shall be members of AAUW and the Affiliate.
 - (2) Standing committee chairs shall serve a term of two years or until their successors are elected or appointed.
 - (3) No committee chair shall serve for more than two consecutive terms in the same position.
- d. Qualification, Duties, and Terms of Committee Members. The qualifications, duties, and terms of members are specified in the Affiliate's policy.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors, as necessary. The chairs and members of such committees shall be appointed by the administrative officer and approved by the board or, as appropriate, by the Executive Committee.

Section 3. Reports.

- a. The chair of each standing committee shall provide an biennial report to the Affiliate's president and, when requested, to AAUW.
- b. Chairs of special committees shall submit reports to the Affiliate's president upon completion of their duties.

Section 4. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

ARTICLE XV. DISTRICTS

Section 1. All branches will be members of districts based on geographic location. Branches may change districts with the approval of the state Board of Directors.

Section 2. Districts shall be self-governing, except that any rules of order or governance shall not be in conflict with the AAUW Bylaws or the *Bylaws of AAUW of Virginia*. [See, also, Article XVIII, Section 3 District Meetings.]

ARTICLE XVI. RESPONSIBILITIES OF BRANCH AFFILIATE OFFICERS AND CHAIRS TO THE STATE AFFILIATE

Section 1. Dues. Branch Affiliates and College/University Members shall submit state Affiliate dues, if applicable, by any means stipulated in state Affiliate policy by July 1.

Section 2. Duties of Branch Affiliate President. The branch Affiliate president shall

- a. Be the official representative and designated administrative contact of the branch Affiliate for the state Affiliate and AAUW.
- b. Be responsible for submitting such reports and forms as required by AAUW and the state Affiliate.
- c. Be responsible for updating the branch Affiliate's bylaws after each AAUW annual meeting and submitting them as instructed to the state Affiliate bylaws chair; and
- d. Be responsible for bringing branch Affiliate bylaws into conformity with the *Bylaws of AAUW of Virginia* after each state Affiliate business meeting and report to the state Affiliate's Bylaws Committee chair as requested.

Section 3. Duties of Branch Affiliate Treasurer or Vice President for Finance. Unless otherwise authorized by AAUW Board of Directors (see AAUW Bylaws Article XVI. Section 1.), the branch Affiliate treasurer shall

- a. Be the designated financial contact of the branch Affiliate for the state Affiliate and AAUW;
- b. Send state Affiliate dues to the state Affiliate's vice president for finance by July 1. Dues received after July 1 for late renewals or for new members shall be forwarded immediately.

Section 4. Duties of Other Officers and Chairs. Branch Affiliate officers, task force chairs, and committee chairs shall make reports as may be requested by a member of the state Affiliate's board of directors or a special committee chair. Each branch Affiliate shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed branch Affiliate meeting and board meeting.

ARTICLE XVII. FINANCIAL ADMINISTRATION

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

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

Section 2. Budget. The annual budget and the financial report for the Affiliate shall be prepared and approved by the Affiliate's Board of Directors no later than August 15. The board shall have the authority to revise the budget within available income.

Section 3. Financial Review. The Affiliate shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. Financial reviews will be conducted prior to the assumption of duties of a new vice president for finance or at the end of every odd-numbered fiscal year, whichever occurs first.

Section 4. Fiscal Year. The fiscal year shall be July 1 through June 30.

Section 5. Affiliate Dues.

a. Amount.

(1) The annual state Affiliate dues for branch Affiliate and state Affiliate members shall be amended by a majority vote of the Individual Members upon recommendation of the state Affiliate's Board of Directors. Members shall be provided written or electronic notice of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 30 of days prior to the vote.

(2) Student associates shall pay no state Affiliate dues.

(3) AAUW dues shall include the AAUW publication distributed to all Members electronically or by mail. State Affiliate dues shall include a subscription to the state newsletter.

(5) A new branch Affiliate recognized by AAUW between January 1 and March 15 shall pay state Affiliate dues for each branch Affiliate Member at half the annual amount.

(6) State Affiliate dues of new Members shall be paid upon joining and shall be forwarded immediately to the state Affiliate's vice president for finance. State Affiliate dues received by the vice president for finance between January 1 and March 15 shall be one half the annual dues.

b. Payment. AAUW Member dues shall be payable in accordance with procedures established by AAUW policy.

(1) A national member belonging to the state Affiliate shall pay annual dues to the state Affiliate's vice president for finance. Dues are payable by July 1.

(2) Annual state Affiliate dues for branch Affiliate and state Affiliate members are payable to the state Affiliate's vice president for finance on July 1.

c. Reciprocity. A current paid Individual Member of a branch Affiliate may transfer membership to another branch Affiliate or without payment of additional dues, including state Affiliate and branch Affiliate dues for the current fiscal year.

ARTICLE XVIII. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Business Meeting. The state Affiliate shall have at least one regular business meeting each year to be known as the AAUW of Virginia Annual Business Meeting (“Annual Business Meeting”). The purpose of the Affiliate’s Annual Business Meeting shall be to conduct the business of the Affiliate, which shall include the annual financial report.

- a. In years when an AAUW of Virginia Conference (“State Conference”) is held, as provided in Section 2 below, the Annual Business Meeting will be held during the State Conference. In years when a State Conference is not held, the Annual Business Meeting will be held during the leadership conference or similar meeting.
- b. The time and place shall be determined by the Executive Committee.
- c. All state Affiliate meetings, including meetings of the board of directors, shall be open and may be attended by any Individual Member of the state Affiliate.
- d. If circumstances prevent the holding of the Annual Business Meeting, the board of directors shall provide for the conduct of necessary business.

Section 2. State Conference. A conference of the Individual Members of the state Affiliate may be held in such place and time as designated by the Board of Directors, to be known as the AAUW of Virginia Conference.

Section 3. District Meetings

- a. Each district shall meet to elect a district representative to the board of directors.
- b. Each district shall meet at least once a year.

Section 4. Notice. Notice of the Annual Business Meeting and State Conference shall be sent to all branch Affiliates, members of the board of directors, AAUW, College/University Member representatives, and state Affiliate Members at least 30 days prior to the meeting.

Section 5. Voting.

- a. The voting body of the Affiliate shall be composed of any Individual Member of the state Affiliate in good standing. The date by which a new Individual Member must have joined in order to be able to vote will be recommended annually by the Voting and Elections Committee and approved by the board of directors.
- b. Attendees at the state Affiliate’s annual business meeting shall be entitled to discuss and amend state Affiliate business items, including proposed bylaws amendments, noticed resolutions, and the biennial Public Policy Priorities. Any amended language shall be posted on the Affiliate’s state website following the meeting.
- c. A quorum shall be seven percent of all Individual Members of the Affiliate in good standing.
- d. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a two-thirds majority vote shall be required to adopt amendments the state Affiliate’s dues and these bylaws.
- e. The final vote shall be conducted for all state Affiliate Individual Members by electronic or paper ballot following the state meeting. Voting shall close at a date proposed by the Voting and Elections Committee and approved by the board of directors. [See also Article X. Nominations and Elections and Article VIII. Amendments]

Section 6. Resolutions

- a. Resolutions may be initiated by the Individual Members, branch Affiliates, the board of directors, or the Resolutions Committee.

(1) Proposed resolutions shall be presented to the Committee on Resolutions at least sixty (60) days prior to the state Affiliate's annual business meeting.

(2) The Resolutions Committee shall be authorized to reword, clarify, or combine the resolutions and send them to all branch Affiliates, members of the board of directors, College/University Member representatives, and state Affiliate members at least thirty (30) days prior to the state Affiliate's annual business meeting.

(3) The Resolutions Committee may not report a resolution if it is in opposition to AAUW policy.

b Resolutions of courtesy, appreciation, recognition or of requests of the state Affiliate's board of directors may be proposed from the floor for discussion by a two-thirds vote of the attendees. A three-fourths vote shall be required for the adoption of such resolutions.

ARTICLE XIX. 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. *[Protection is also provided to officers and directors of volunteer boards of nonprofit organizations in Virginia under Section 8.01-220.1:1 of the Code of Virginia and to all volunteers of nonprofit organizations under the Volunteer Protection Act of 1997, 42 USC 14501.]*

Adopted August 24, 1981; Amended September 23, 1983; Amended November 5, 1985; Amended September 1, 1989; Amended April 22, 1990; Amended May 2, 1992; Amended April 19, 1997; Amended April 17, 1999; Amended April 8, 2000; Amended April 27, 2002; Amended April 22, 2006; Amended October 31, 2009; Amended April 25, 2010; Amended April 9, 2011; Amended November 3, 2011; Amended June 15, 2012; Amended November 3, 2013; Amended May 30, 2014; Amended November 1, 2015; Amended April 15, 2016; Amended May 20, 2016; Amended October 9, 2016; Restated November 6, 2016, Restated March 10, 2018; Restated April 5, 2019..