

**BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
OF MCLEAN AREA, VIRGINIA, BRANCH**

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BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF MCLEAN AREA, VIRGINIA, BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW of McLean Area 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.

- a. *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.
- b. *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.
- c. *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.
- d. *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. Life members who are members of affiliates continue to pay annual state affiliate and branch affiliate 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, state affiliate, and branch affiliate dues.
- e. *Categories of Membership.*
 - (a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate affiliate. A national member shall be entitled to vote and to serve on AAUW

committees and the AAUW Board of Directors.

(b) A state affiliate member is a national member who pays state dues. A state affiliate member is entitled to vote, hold office, and participate in all state activities and programs.

(c) A branch affiliate 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.

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. State affiliate fees shall be established by the state affiliate board of directors. Branch affiliate fees shall be established by the branch affiliate board of directors. Student associates shall be entitled to attend branch affiliate meetings, but may not vote or hold office.

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 the AAUW, state affiliate, or branch affiliate 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. REVOCATION. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. APPEAL. 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. FINANCIAL ADMINISTRATION

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

Section 2. Affiliate Dues.

- a. AMOUNT. In addition to the national dues as noted in Article IV, Section 4.a, the Affiliate’s dues for individual members shall include:
 - (1) *Annual State Affiliate Dues.* The annual state affiliate dues for branch and state affiliate members shall be fixed by a majority vote of the state affiliate

members upon recommendation of the state board of directors provided written notice has been given to all state affiliate members thirty (30) days prior to the vote. This amount shall include a subscription to the state newsletter. Dues are payable to the state vice president for finance on July 1.

- (2) *Annual Branch Affiliate Dues.* Dues paid by Affiliate members shall include those for AAUW, state, and Affiliate and shall entitle them to national AAUW publications distributed to all members. The annual Affiliate dues shall be fixed by a two-thirds vote of the members at the McLean Area Branch Annual Business Meeting upon recommendation of the McLean Area Branch Board of Directors, provided written notice has been given to all Affiliate members thirty days prior to the meeting.
- b. **PAYMENT.** Affiliate member dues shall be payable in accordance with procedures established by AAUW, state, and Affiliate policies.
 - (1) *Continuing Members.* Dues of all continuing members are payable on or before July 1. A member whose dues remain unpaid after July 31 may be dropped from membership.
 - (2) *New Members.* Dues of new members may be paid at any time. New members joining the Affiliate between January 1 and March 15 shall pay one-half of AAUW, state, and Affiliate dues. Full price dues paid between March 15 and December 31 shall cover membership through June 30 of the following year.
 - c. **RECIPROCITY.** A current paid member of a branch affiliate may transfer membership to the Affiliate without payment of additional dues, including state dues.

Section 3. Financial Policies. 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, including an annual financial review.

Section 4. Operating Budget

- a. **APPROVAL.** The proposed operating budget shall be distributed to Affiliate members for review and comment following the May Board meeting according to procedures in the policies. Following the comment period, the annual operating budget for the coming fiscal year shall be approved by the incoming and outgoing Boards of Directors at their joint meeting in June.
- b. **BUDGET REVISIONS.** Once the operating budget has been approved, the Board shall have the authority to approve revisions within available income. Any revisions to the approved budget that decreases the net income must be approved by the Board of Directors and Affiliate members.

Section 5. Increases in Spending. The Board of Directors shall approve increases in total spending above the operating budget up to \$150. Upon recommendation of the Board of Directors, the members shall approve any spending increases that exceed the budget by more than \$150.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. Affiliate members shall elect a nominating committee of no fewer than three (3) members, at least one of whom is a Board member. The committee members shall be appointed at least three months prior to the annual business meeting. A Board member shall chair the committee. The term of service on the nominating committee shall be from the time of appointment until the officer election, for a maximum of two consecutive terms.

Section 2. Nominations.

- a. **NOMINATING COMMITTEE REPORT.** The report of the nominating committee shall be presented to all members at least two weeks before the election.
- b. **NOMINATIONS FROM FLOOR.** Additional nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

Section 3. Elections. Election shall be made by ballot; however, if there is only one nominee for an office, election shall be by voice vote. A majority vote of those present and voting shall constitute an election. Elections shall be held at the McLean Area Branch Annual Business Meeting. If circumstances prevent the elections being conducted at the annual business meeting, they shall be held no later than May 31 at a meeting as defined in Article XI.

ARTICLE VIII. ELECTED OFFICERS

Section 1. Elected Officers. The elected officers shall be a president(s), vice president(s) of program, vice president(s) of membership, secretary(s), and treasurer.

- a. **CO-OFFICERS.** Any officer position except treasurer may be held by more than one member.
- b. **EVEN-NUMBERED YEAR ELECTIONS.** The president(s), vice president(s) of program, and secretary(s) shall be elected in even-numbered years.
- c. **ODD-NUMBERED YEAR ELECTIONS.** The vice president(s) of membership and treasurer shall be elected in odd numbered-years.¹

Section 2. Duties. Officers shall perform the duties prescribed by these bylaws, the policies adopted by the Board of Directors, and the current edition of *Robert's Rules of*

¹ The transition to staggered terms will begin with the 2019 elections, which will include one-year terms for the president(s), vice president(s) of program, and secretary(s) and two-year terms for the vice president(s) of membership and treasurer.

Order Newly Revised. The elected officers shall facilitate and promote the purpose and mission of AAUW.

- a. **PRESIDENT(S).** The president(s) shall officially represent the Affiliate in activities of AAUW. The president(s) shall be responsible for submitting such reports and forms as required by AAUW and state. The president(s) shall also:
 - (1) serve as an ex-officio member of all task forces and committees except the nominating committee, and
 - (2) appoint the chairs of all committees and task forces and those holding other Affiliate positions defined in the Affiliate's policies, except members of the nominating committee and those provided for by election, with the approval of a majority vote of the Executive Committee.
- b. **PROGRAM VICE PRESIDENT(S).** The program vice president(s) shall:
 - (1) serve as chair of the committee on program development,
 - (2) preside at meetings in the absence of the president(s) and act in the absence or disability of the president(s), and
 - (3) perform such other duties as requested by the president(s) or the Board of Directors.
- c. **MEMBERSHIP VICE PRESIDENT(S).** The membership vice president(s) shall:
 - (1) oversee efforts to recruit and sustain a diverse, active membership in the Affiliate,
 - (2) preside at meetings in the absence of the president(s) and program vice president(s), and
 - (3) perform such other duties as requested by the president(s) or the Board of Directors.
- d. **SECRETARY(S).** The secretary(s) shall:
 - (1) keep minutes of the meetings of the membership and the Board, and
 - (2) perform such other duties as requested by the president(s) or the Board of Directors.
- e. **TREASURER.** The treasurer shall:
 - (1) be responsible for collecting, distributing, record keeping, and reporting for the funds of the Affiliate,
 - (2) collect dues and properly remit them to AAUW by the specified deadline,
 - (3) send monies to AAUW, including the fellowships and grants programs and the Legal Advocacy Fund, by the specified deadlines and keep separate ledgers for each type of account,
 - (4) present the annual operating budget (as per Article VI, Section 4.a.) and a six-month review to the Board, and
 - (5) present the books for an annual financial review.

Section 3. Annual Report. All officers shall submit an annual written or electronic report to the president(s).

Section 4. Vacancies. A vacancy in office, excluding the president(s), shall be filled for the unexpired term by vote of the Board of Directors. A vacancy in the office of the

president(s) shall be filled as follows:

- a) If there are co-presidents, the remaining co-president shall complete the term as president.
- b) If there is a single president, the program vice president shall become president. If there are program co-vice presidents, one shall be elected by the Board of Directors.

Section 5. Terms. The term of all officers shall begin on July 1. All officers shall serve for a term of two years or until their successors are elected and assume office. Elected officers shall not serve more than two consecutive terms in the same office.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors shall include the following members, all of whom shall have a vote except where stated:

- a) the elected officers,
- b) the Affiliate members appointed to the following positions: AAUW Funds chair, communications chair, publicity chair, and public policy chair,
- c) the immediate past president(s), who shall serve for one year,
- d) the parliamentarian, who is appointed by the president(s), as a non-voting member, and
- e) state board members, who sit as non-voting members.

The 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 meeting.

Section 2. Duties. The Board of Directors shall:

- a) facilitate and promote the purpose and mission of AAUW,
- b) manage and supervise the business and activities of the Affiliate, subject to the instructions of the annual business meeting,
- c) submit an annual operating budget to the Affiliate members,
- d) accept responsibility for such matters as delegated by the AAUW and state boards,
- e) create special committees and task forces as deemed necessary, and
- f) perform such other duties as are specified by these bylaws.

Section 3. Meetings. Members of the Board shall meet at least three times a year. Special meetings may be called by the president(s) or upon the written request of three (3) members of the Board of Directors or five (5) members of the Affiliate. The incoming or continuing president(s) may call a meeting of the Board of Directors prior to July 1 for the purpose of making plans for the coming year.

Section 4. Voting Between Meetings. Between meetings of the Board, an

electronic vote of the Board may be taken at the request of the president(s) on any question submitted to the Board in writing or electronically, provided 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 shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if cast at a Board meeting. The minutes of the next Board meeting shall reflect the results of the vote.

Section 5. Quorum. The quorum of a Board of Directors meeting shall be a majority of the Board members.

ARTICLE X. EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee shall consist of elected officers and shall act in the interim between meetings of the Board of Directors. The Executive Committee shall report to the Board on all actions taken by it between regular meetings of the Board and shall exercise such power and authority as may be delegated to it by the Board.

Section 2. Meetings. Meetings of the Executive Committee shall be held on the call of the president(s) or three (3) members of the Executive Committee. The incoming or continuing president(s) may call a meeting of the Executive Committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 3. Voting Between Meetings. Between meetings of the Executive Committee, an electronic vote of the committee may be taken at the request of the president(s) on any question submitted to the committee in writing or electronically, provided every member of the committee shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if cast at an Executive Committee meeting. The minutes of the next Executive Committee meeting shall reflect the results of the vote.

Section 4. Quorum. The quorum of an Executive Committee meeting shall be a majority of the Committee members.

ARTICLE XI. MEETINGS

Section 1. Meetings.

- a. **AFFILIATE MEETINGS.** There shall be a least seven Affiliate meetings a year.
- b. **ANNUAL BUSINESS MEETING.** The McLean Area Branch Annual Business Meeting shall be held during the month of March. At the annual meeting, the Affiliate shall conduct business including, but not limited to, electing officers, establishing

dues, amending bylaws if necessary, and receiving reports of officers, committees, and task forces.

- c. SPECIAL MEETINGS. Special meetings may be called by the president(s), five (5) members of the Board of Directors, or by the written request of seven (7) members of the Affiliate. Notice of the date, time, place, and the business to be brought before the meeting shall be sent by the secretary(s) to the members in writing at least ten (10) days in advance. Only business for which notice has been given shall be transacted.

Section 2. Quorum. Fifteen percent of the members of the Affiliate shall constitute a quorum.

ARTICLE XII. STATEWIDE MEETING

All members of AAUW of Virginia in good standing shall have the right to vote electronically, by mail, or in person at the statewide meeting on noticed business, including election of state officers, amendments to the state bylaws, and state Public Policy Priorities.

ARTICLE XIII. 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, AAUW of Virginia Bylaws, or McLean Area Branch Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE XIV. INDEMNIFICATION

Every member of the Board shall be indemnified by the Affiliate 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 reasons of being or having been a member of the Affiliate 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 Affiliate Board approves such settlement and reimbursement as being in the best interest of the Affiliate. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which the member of the Board is entitled.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

Section 1. Mandated Amendments. AAUW-mandated or state-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.

Section 2. Prior Approval of Non-Mandated Amendments. Prior to being voted on, proposed non-mandated changes to the Affiliate bylaws shall be sent to the appropriate representative on the state bylaws committee for approval.

Section 3. Affiliate Vote. Provisions of the Affiliate's bylaws not mandated by the AAUW or state bylaws may be amended by a two-thirds vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least two weeks prior to the applicable meeting.

Total Revision 1991-1993

Amended March 16, 1993; March 17, 1998; March 21, 2006; March 18, 2008; March, 2010; May 15, 2012; March 19, 2013; November 6, 2013; April 15, 2014; March 17, 2015; January 7, 2016; October 15, 2016; March 21, 2017; September 16, 2018