

## **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW) NORFOLK BRANCH**

### **ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2. Affiliate.** AAUW Norfolk Branch is an Affiliate of AAUW as defined in Article V.

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

### **ARTICLE II. PURPOSE**

**Section 1. Purpose.** As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

### **ARTICLE III. USE OF NAME**

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

**Section 2. Proper Use of Name and Logo.** The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

**Section 3. Individual Freedom of Speech.** These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

## **ARTICLE IV. MEMBERS OF THE ASSOCIATION**

**Section 1. Membership.** The membership of this Affiliate shall consist of individual AAUW members (“Individual Members”) and college/university members (“College/University Members”), as well as other membership categories as determined by AAUW.

### **Section 2. Member Qualification.**

#### **a. Individual Members.**

(i.) **Eligibility.** An individual holding an associate (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 institution located outside of the United States, as determined by the 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(ii.) **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.

**b. College/University Members.** Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.

**c. Other Organizational Members.** The Board of Directors may set forth criteria for other organizations (“Organizational Members”) to join AAUW.

**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 of Members.**

**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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

(i.) Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(ii.) 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 national dues.

**Section 5. Membership Decisions.**

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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.** An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

**Section 2. Organization.**

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

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws to meet this Affiliate’s needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate’s bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate’s state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate’s needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this 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**

Amendments to these bylaws not mandated by AAUW may be approved by a two-thirds vote of members present and voting after a quorum is attained. Proposed bylaws amendments shall be sent to the membership at least seven (7) calendar days prior to the applicable meeting.

**ARTICLE IX. NOMINATIONS AND ELECTIONS**

**Section 1. Nominating Committee.**

- a. **Composition and Appointment.** There shall be three (3) 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 Nominating Committee shall include at least one elected officer and at least one non-board member.
- b. **Terms.** Members of the Nominating Committee shall be appointed at least three months before the Affiliate's annual business meeting and shall serve until the annual meeting, which term may be extended by the Nominating Committee Chair if an elected officer position remains unfilled.
- 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 Board of Directors 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's members at least seven (7) 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 with the consent of the nominee at the meeting at which the election is held.

**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 and there is unanimous approval, when a voice vote may be taken. Election shall be by a majority vote of the Individual Members present in person at the meeting and voting, a quorum of fifteen (15) percent of the Individual Members eligible to vote being present. Proxy voting is not permitted.

**ARTICLE X. OFFICERS AND DIRECTORS**

**Section 1. Elected Officers and Directors.**

- a. Elected Officers and Directors. The elected officers and directors shall be the President, President-Elect, Program Vice President, Membership Vice President, Finance Officer, and Secretary.
  - (1) Co-Officers. Any officer position may be held by more than one 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) Annual Election. A President-Elect shall be elected each year and will automatically succeed to the office of President the following year.
  
  - (3) Even-Numbered Year Elections. The Program Vice President and Secretary shall be elected in even-numbered years.
  
  - (4) Odd-Numbered Year Elections. The Membership Vice President and Finance Officer shall be elected in odd-numbered years.
  
- b. Appointed Officers and Directors. The appointed officers and directors shall be the chairs of the AAUW Fund, Newsletter Publication, and Public Policy Standing Committees. The President with the consent of the board shall appoint such other officers as shall be deemed necessary to carry on the work of the Affiliate.

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

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

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 an annual review of Affiliate financial records; (vii) appointing an Individual Member to prepare an Affiliate contact directory; and (viii) serving as ex-officio member of all committees 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) Program Vice President. The Program Vice President 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; (iii) preside at meetings in the absence of the President; and (iv) represent the Affiliate in the absence or disability of the President.

(2) Membership Vice President. The Membership Vice President 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 Program Vice President; and (iv) represent the Affiliate in the absence or disability of the President and Program Vice President.

(3) Finance Officer. The Finance Officer 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; (iv) issuing checks in payment of expenses and other items upon receipt, as necessary, of appropriate supporting records; (v) sending and working with the AAUW Fund Committee Chair, as necessary, to send Affiliate and Individual Member donations to AAUW Fund; (vi) presenting the estimated budget for the next fiscal year to the Board for approval before the second Fall Affiliate meeting; (vii) presenting interim financial reports to the Board as requested by the President; (viii) presenting the final financial statement to the Board for the prior fiscal year in which the Finance Officer served; (ix) submitting the Affiliate's Group Tax Exemption Form to AAUW; and (x) providing such records as are necessary for an annual financial review.

(4) Secretary. The Secretary shall 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.

### **Section 3. Terms of Office**

a. Terms of Office. Elected officers and directors shall serve for a term of two (2) fiscal years, except for the combination of the President and President-Elect who each serve for a term of one (1) year. Elected officers/directors shall not serve more than two consecutive terms in the same office. Appointed officers shall serve for a term of one (1) fiscal year and may serve consecutive terms in the same appointed office without limit. No Individual Member may hold more than one elected officer position at any given time.

- b. **Beginning of Term.** The term of each officer and director 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 or member of the Affiliate may be removed for any reason or no reason by a two-thirds vote of the board at an in-person meeting of the board in accordance with policies and procedures adopted by AAUW.

**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 member, the vacant position shall only be filled with the consent of the remaining 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 a member to temporarily fill the position as necessary

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 President-Elect. If there are co-Presidents-Elect, one shall be elected as President by the Board of Directors.

**ARTICLE XI. BOARD OF DIRECTORS**

**Section 1. Members.** The elected and appointed officers and directors shall constitute the Board of Directors of the Affiliate. The 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 a 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:

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

**Section 3. Delegation of Power.** The Board 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 three (3) times year at the call of the President at such time and place as may be designated. 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. An action of the Board will take effect if passed by the majority of the members of the Board, except in the case of removal of an officer or director from office where a two-thirds vote 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 four (4) 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 minutes of the vote at the next Board meeting shall reflect the results of the vote taken.

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

**ARTICLE XII. EXECUTIVE COMMITTEE**

**Section 1. Members.** The Executive Committee of the Board of Directors shall consist of the elected 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 at least two (2) members of the Executive Committee. The Executive Committee may conduct the meeting through the use of any means of communication by which all officers participating may simultaneously hear each other during the meeting. An officer 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 time. If all 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 minutes of the next Board meeting shall reflect the results of the vote.

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

## **ARTICLE XIII. COMMITTEES**

### **Section 1. Standing Committees.**

a. There shall be the following standing committees: AAUW Fund, Newsletter Editor, and Public Policy.

b. The Board of Directors may establish additional standing committees as shall be deemed necessary to carry on the work of the Affiliate, so long as the chair of such standing committee is not also an appointed officer and director.

c. 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.

d. Standing committee chairs shall serve for a term of one fiscal year. Standing committee chairs and members 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 to carry on the work of the Affiliate. 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 or 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 and to the membership as requested by the President.

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

## **ARTICLE XIV. 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. Affiliate Dues.** AAUW member dues shall be payable in accordance with procedures established by AAUW policy. Affiliate dues payment procedures shall be established by the Affiliate's Board policy. Individual Member's dues, which include AAUW national dues, state dues, and Affiliate dues, shall be payable as follows.

a. Annual dues for Affiliate members shall be established at the annual meeting by a two-thirds vote of the Affiliate members present, a quorum of fifteen (15) percent of the members entitled to vote being present, and voting when the Board proposes to change the dues, provided members are notified in writing of the intent to change the dues, the revised amount of dues, and the rationale for the change at least 30 days prior to the meeting.

b. Dues of continuing Individual Members are payable on or before July 1. After notification of nonpayment, a member whose dues remain unpaid after July 31 will be dropped from membership.

c. 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, state and Affiliate dues. Payment of full annual dues by a new member between March 16 and December 31 shall cover membership through June 30 of the following year.

d. Paid Life Members who are Individual Members of the Affiliate shall be exempt from payment of AAUW dues and shall continue to pay annual State Affiliate and Branch Affiliate dues. Fifty-Year Honorary Life Members shall be exempt from payment of AAUW, State Affiliate, and Branch Affiliate dues.

e. Student Associates (defined in ARTICLE IV. Section 3) may associate with AAUW Norfolk Branch, with fees to be established by the Affiliate Board of Directors.

f. Reciprocity. A current paid Individual Member of an Affiliate may transfer membership to another Affiliate without payment of additional state or Affiliate dues for that fiscal year.

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

## **ARTICLE XV. MEETINGS OF THE MEMBERSHIP**

**Section 1. General Membership Meetings.** A business meeting of the Affiliate membership may be held at any membership meeting at which a quorum is present.

**Section 2. Annual Meeting.** The Affiliate shall have at least one regular business meeting each fiscal year in April to be known as the Norfolk Branch Annual Meeting to conduct the business of the Affiliate. The Annual Meeting may include the election of officers; 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 vote of the Board of Directors, the President, or at the request of at least 15 percent of the membership.

**Section 4. Notice.** Written, printed, 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 seven (7) calendar days before the date of the meeting to all Affiliate members. Only business for which a notice has been given shall be transacted at a special meeting.

**Section 5. Voting.**

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

b. Individual Members shall be entitled to vote on noticed business items by voice, show of hands, or (only in the case of the election of officers) by secret ballot.

c. 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.

d. Fifteen (15) percent of the Affiliate members entitled to vote shall constitute a quorum.

**ARTICLE XVI. INDEMNIFICATION AND LIMITATION ON LIABILITY**

**Section 1. 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 Affiliate officer, or committee member of the Organization, 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.

**Section 2. Limitation on Liability of Officers and Directors.** No officer or director of the Affiliate shall be liable for any damages for acts taken in their capacities as officers or directors in any proceeding (whether brought by or in the right of the Affiliate or otherwise) to the fullest extent permitted by the Code of Virginia and federal law.

September 26, 2023

*Amended pursuant to the 2016 Model Bylaws February 1, 2017*  
*Amended pursuant to the 2023 Model Bylaws September 26, 2023*