

BYLAWS OF THE AMERICAN ASSOCIATION OF SPRINGFIELD/ANNANDALE BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Springfield/Annandale 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 501C(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 purpose 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. promote 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 the 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 educational 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 access 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 education 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. 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.

2. 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 possible 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 as meet this Affiliate’s needs. However, 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 by this Affiliate’s state statutes, in which case the Bylaw 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 structure 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, fuds, 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. A nominating committee of five members, chaired by the membership vice president(s) shall be elected by the Board of Directors and/or Affiliate members at least 2 months prior to the annual meeting.

b. Reporting. The report of the nominating committee shall be presented to members at least 2 weeks before elections.

Section 2. Elections

- a. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained. All elections shall be held at the annual meeting.
- b. Election shall be by secret ballot unless there is only one nominee for a given office when a voice vote may be taken. A majority vote shall constitute an election.

ARTICLE X. OFFICERS AND DIRECTORS

Section 1. Officers and Directors

a. Elected Officers and Directors. The elected officers shall be a president or co-presidents; vice president or co-vice presidents for programs; vice president or co-vice presidents for membership; secretary; and treasurer.

b. Appointed Officers and Directors. The appointed officers shall be for public policy and AAUW Funds, historian, parliamentarian, bylaws, newsletter, and such other officers as shall be deemed necessary to carry on the work of the Affiliate. They shall be appointed by the president.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws. The elected and appointed directors shall facilitate and promote the purposes and mission of AAUW.

a. Reports. All officers shall submit an annual written report to the president.

b. The President. The president, or official representative, or co-presidents, shall be the official spokespersons and representatives for the Affiliate. The president shall be responsible for submitting such reports and forms as required by AAUW and the state.

c. The Vice Presidents. The vice presidents shall perform such duties as the president and board shall direct. The vice president of programs shall preside in the absence of the president and act in the absence or disability of the president. The vice president of membership shall chair the nominating committee.

d. The Secretary. The secretary shall record and keep minutes of the Affiliate membership and of the board, keep those minutes available for inspection by the members and shall perform such other duties as the president and board shall direct.

e. The Treasurer. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the Affiliate. The treasurer shall collect dues and properly remit them to AAUW and the state by the specified deadline.

Section 3. Terms of Office. The president(s), program vice presidents(s) and treasurer shall be elected in odd numbered years. The membership vice president(s) and the secretary shall be elected in even numbered years.

a. Officers. Officers shall serve for 2 years or until their successors have been elected or appointed and assume office.

b. Meeting of Incoming Officers. The incoming president may call a meeting of the incoming officers prior to July 1.

c. Vacancies. A vacancy in office, excluding the president or official representative or co-presidents, shall be filled for the unexpired term by the Board of Directors. A vacancy in the office of president or co-presidents shall be filled by the vice presidents in the order listed above.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Members. The Board of Directors shall be composed of the immediate past president and the elected and appointed officers. All officers shall be AAUW members. This Affiliate must have 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 affiliated entity meeting and board meeting.

Section 2. Powers and Duties. The Board of Directors shall manage and supervise the business and activities of the Affiliate subject to the instructions of the annual meeting. It shall accept responsibility for such matters as delegated by AAUW and state board. It shall submit the annual budget to the membership to be voted on at the second regular meeting. It shall have the power to create special committees and task forces as deemed necessary and to participate in the Northern District and shall perform such other duties as are specified by these bylaws.

Section 3. Meetings of the board shall be held at least four times a year. Special meetings may be called by the president or upon written request of four members of the board.

Section 4. The quorum of the board shall be a majority of its members.

ARTICLE XII. EXECUTIVE COMMITTEE

The executive committee shall consist of the elected officers and shall act in the interim between board meetings. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board. The quorum of a meeting shall be a majority of its members.

ARTICLE XIII. COMMITTEES

Presently the standing committees shall be program, membership, public policy, finance, fundraising, diversity, bylaws, communications, education initiative and others as needed, subject to the oversight of the Board of Directors.

ARTICLE XIV. FINANCIAL ADMINISTRATION

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

Section 2. The annual budget shall be adopted by the Board of Directors for presentation at the second regular meeting.

Section 3. 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 Members' 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 15 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 Springfield/Annandale Branch with fees to be established by the Affiliate Board of Directors.

f. Reciprocity. A current paid member of an Affiliate or comparable AAUW affiliated entity may transfer membership to another branch or a comparable AAUW-affiliated entity without payment of additional dues.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 1. General Meetings. There shall be at least eight meetings of the Affiliate membership each year. Times, places and dates of the meetings are included in the annual yearly plan and in newsletters sent to members.

Section 2. Annual Meeting. An annual meeting of the Affiliate shall be held between March 1 and May 30, the exact time and place determined by the board. The annual meeting shall elect officers, fix dues, amend bylaws, if necessary, receive reports of officers, committees, and task forces, and conduct such other business as may be necessary.

Section 3. Quorum. Fifteen percent (15%) of the members of the Affiliate shall constitute a quorum.

Section 4. Notifications. If an emergency meeting is required, all members will be notified by e-mail or telephone tree. If a meeting is cancelled, e.g., for inclement weather, members will also be notified by e-mail or by phone.

Section 5. State and National AAAUW Business Meetings. Each member in good standing is allowed to vote on state-wide business meetings and national AAUW business meetings. The Springfield/Annandale Branch will comply with State and National AAUW policy of one member, one vote.

ARTICLE XVI. INDEMNIFICATION AND LIMITATION OF 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 Board, 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 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.

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