

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. 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.

(1) 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.

(2) 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.

(1) 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.

(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 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. 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 be a representative of a 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 state Affiliate Individual Member is a national Individual Member who pays state Affiliate dues. A state Affiliate Individual Member is entitled to vote, hold office, and participate in all state Affiliate activities and programs.

c. A branch Affiliate Individual Member is a national Individual Member who is also a state Affiliate Individual Member and a member of one or more AAUW branch Affiliates. A branch Affiliate Individual 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.

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 IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. The district representatives shall serve as the members of 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 Individual 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 electronic ballot.
- c. Elections shall be by an affirmative majority of the votes cast or by affirmative plurality of the votes cast 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 in even-numbered years and the other officers elected in odd-numbered years.

ARTICLE X. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

a. Elected Officers and Directors. The elected officers and directors of the Affiliate shall include the president; vice presidents for program, membership and branch development, finance, public policy, communications, and diversity, equity and inclusion; and a recording secretary.

b. Appointed Officers and Directors. The appointed officers and directors shall be the AAUW Funds chair, administrator, bylaws and resolutions chair, college/university chair, historian, and parliamentarian, and such other officers as may be considered desirable and approved by the Board to carry out the work of the Affiliate. The president shall appoint appointed officers and directors with the approval of the Executive Committee.

c. Qualification for Office. The elected and appointed officers and district representatives shall be members of AAUW and of the Affiliate.

[See, also, Article XI, Section 1, which includes district representatives as members of the Board of Directors.]

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 amendment;
- (d) preside at all meetings of the Affiliate, the Board of Directors, and the Executive Committee;
- (e) appoint, with the approval of the Executive Committee, all appointed officers;
- (f) appoint, with the approval of the Board of Directors, chairs of all standing and special committees and task forces, except for the Nominating Committee and those otherwise provided for in these bylaws;

- (g) approve the appointment by the relevant chair of members of all standing and special committees and task forces, except for the Nominating Committee and those otherwise provided for in these bylaws;
- (h) be responsible for and have authority to execute the necessary legal documents;
- (i) appoint a person who is not a member of the Board of Directors, with the approval of the Executive Committee, to review the Affiliate's financial records as required in Article XVI. Section 3;
- (j) be responsible for the general supervision of the Affiliate; and
- (k) 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 six 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) chair the program committee, whenever active;
- (b) encourage branches to hold programs consistent with AAUW and state Affiliate issues and priorities;
- (c) coordinate with the state Affiliate president and conference chair to plan the program for the AAUW of Virginia Conference and any other state membership meeting; and
- (d) 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) chair the membership and branch development committee, whenever active;
- (b) assist branches to increase and retain membership; and
- (c) at the direction of the Affiliate's president, assist any petitioning group desiring to form a branch Affiliate pursuant to procedures in accordance with the *Board of Directors Handbook*, including the preparation of bylaws in consultation with the bylaws and resolutions chair.

(3) Vice President for Finance. The vice president for finance shall:

- (a) be the designated contact for finance for AAUW of Virginia;
 - (b) be responsible for the collection of all state Affiliate dues and other monies due the state Affiliate with the exception of AAUW Funds 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' meetings and whenever requested by the president;
 - (f) submit a proposed annual budget and annual financial report to the Board of Directors;
 - (g) submit the financial records for financial review as required in Article XVI. Section 3;
 - (h) publish a summary of the approved Affiliate budget in the Fall *Vision*; and
 - (i) 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, whenever active;
 - (b) prepare the biennial AAUW of Virginia Public Policy Priorities for Board and membership approval in even-numbered years as follows:
 - (i) the AAUW of Virginia proposed Public Policy Priorities shall be considered by the Board at its Fall or Winter Board meeting and submitted to the membership at least thirty (30) days before the AAUW of Virginia Annual Business Meeting;
 - (ii) attendees at the AAUW of Virginia Annual Business Meeting shall be able to discuss and amend the proposed Public Policy Priorities;
 - (iii) following the AAUW of Virginia Annual Business Meeting, any amended language will be posted on the Affiliate's state website in advance of a final vote;
 - (iv) all eligible Individual Members of the Affiliate shall be entitled to vote by electronic ballot; and
 - (v) an affirmative majority of the votes cast is required for the adoption of the Public Policy Priorities, provided a quorum is attained; and
 - (c) develop and implement plans for state and federal advocacy efforts for the state Affiliate.
- (5) Vice President for Communications. The vice president for communications shall:
- (a) chair the communications committee, which shall include those responsible for the website, other social media, and publication of the state Affiliate newsletter;
 - (b) oversee the publication of the state Affiliate newsletter and operation of the state Affiliate website and social media; and
 - (c) ensure that the state Affiliate newsletter, website, and social media are effective tools for sharing information with branch Affiliates as well as increasing visibility and recruitment and retention of membership.
- (6) Vice President for Diversity, Equity and Inclusion. The vice president for diversity, equity and inclusion shall:

- (a) chair the diversity, equity and inclusion committee, whenever active;
- (b) promote, advocate for, and engage in diversity, equity and inclusion and an understanding of intersectionality within the membership; and
- (c) support branch Affiliates in the implementation of diversity, equity and inclusion efforts.

c. RECORDING SECRETARY. The recording secretary shall:

- (1) record minutes of the Affiliate’s Board of Directors and Executive Committee, and the AAUW of Virginia Annual Business Meetings;
 - (a) make available upon request to AAUW the minutes of each meeting; and
 - (b) include all written reports presented at each meeting as attachments to the minutes;
- (2) maintain records that include the current state Affiliate bylaws, *Board of Directors Handbook*, and meeting minutes in electronic or hard copy, , and have the current records on hand in electronic or in hard copy at all Annual Business Meetings and all meetings of the Board of Directors and the Executive Committee;
- (3) 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 will take place immediately;
- (4) administer an internet storage site for the Board of Directors to submit materials related to Board of Directors and other meetings and any other board activity as needed; and
- (5) 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.

- (1) Board members shall serve for a term of two years or until their successors have been elected or appointed and have assumed office.
- (2) Board members elected by state member vote or district member vote, may be elected to serve for one additional two-year term, but no elected officer shall hold the same office for more than two consecutive terms.
- (3) Appointed Board members, with the exception of the bylaws/resolutions chair, historian, and parliamentarian, may serve a maximum of six consecutive years in the same appointed position. Such Board members may subsequently serve additional years as another appointed or 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 of Directors 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, co-officers, and district representatives, 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.
- d. If a vacancy occurs in the office of a district representative, the vacancy shall be filled by appointment by the state president, in consultation with the branches of that district; provided, however, that if the district representative vacancy occurs within four months of when an Annual Business Meeting will occur, the Board may leave the seat empty and let the district membership fill the office at the Conference.

ARTICLE XI. 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 administration of the Affiliate (*e.g.*, the president) and one responsible for the financial affairs (*e.g.*, the vice president for finance). In addition, the Affiliate shall designate a member other than the contacts for administration and finance to act in the role of recording secretary to record and make available upon request the minutes of each state Board of Directors and Executive Committee 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, approve and carry out the Affiliate’s 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 financial review reports;
- g. elect the chair of the Nominating Committee;
- h. approve the date and place or the means of remote communication of the Affiliate’s Annual Business Meeting, AAUW of Virginia Conference, and any other state membership meeting;
- i. establish standing and special committees and task forces, as deemed necessary, and approve the president’s appointment of chairs and members of such committees and task forces, except for the Nominating Committee and those otherwise provided for in these bylaws;

- j. approve 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. 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 date and time, and at such place or by means of remote communication as the president shall designate. A “means of remote communication” shall mean any form of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by any means of remote communication 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 there is at least seven days’ notice of such meeting (unless a majority of directors can attend in less than seven days). Notice of the meeting to the members of the Board shall include the agenda, date and time, and place or the means of remote communication. The minutes of the special meeting shall be approved at the next Board meeting.

Section 5. Voting.

- a. Regular Meetings. An action of the Board of Directors will take effect if passed by the majority of the members of the Board that are present, provided that a quorum is attained. 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 any means of remote communication or written electronic method provided all directors have been notified. Voting shall close seven days after the question has been submitted or earlier if all directors have voted. If a majority of Directors shall vote on the matter, the vote shall be counted, and an affirmative majority of the votes cast shall decide the question. The results of the vote shall be recorded at the next Board meeting.

Section 6. Quorum. 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 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 reviewer(s) of the financial records and appointed officers; and
- d. 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 at such date and time, and at such place or by means of remote communication as the president shall designate.

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 any means of remote communication or written electronic method provided all members have been notified. Voting shall close seven days after the question has been submitted or earlier if all Executive Committee directors have voted. If a majority of Executive Committee Directors shall vote on the matter, the vote shall be counted and an affirmative vote of a majority of the votes cast shall decide the question. The results of the vote shall be recorded at the next Board meeting.

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

ARTICLE XIII. COMMITTEES

Section 1. Committee Requirements.

- a. Standing Committees. There shall be standing committees (which may be active or inactive, as necessary), including program; membership and branch development; public policy; diversity, equity and inclusion; communications; bylaws and resolutions; college/university; AAUW Funds; and State Named Honorees. Such standing committees shall be chaired by the relevant Board member. The members of a standing committee shall be appointed by the chair, with the approval of the president.
- b. Additional Standing Committees, Special Committees and Task Forces.
 - (1) Additional standing committees, special committees and task forces may be authorized by the Board of Directors, as necessary.
 - (2) The chair shall be appointed by the president, with approval by the Board of Directors.
 - (3) The members shall be appointed by the chair, with the approval of the president.
 - (4) Any chair who is a director may serve without any term limitation while a director with the approval of the president.
 - (5) Any chair who is not a director shall be a member of AAUW and the state Affiliate, serve a term of two years or until their successor is appointed, and shall serve for no more than two consecutive terms in the same position.
- c. Committee and Task Force Functions.
 - (1) Committees and task forces shall perform duties as assigned by the Board of Directors.
 - (2) With the approval of the Board, each committee and task force shall formulate programs to carry forward the work of AAUW within the state.

(3) Each standing committee shall coordinate with AAUW and committees in the branch Affiliates to initiate and promote projects of statewide and regional scope.

Section 2. Meetings. A committee or task force shall meet at the call of the chair on the date and time and at such place or by means of remote communication as the chair shall designate.

Section 3. Reports.

- a. The chair of each standing committee shall, when requested, submit a report to the Affiliate’s president or to AAUW.
- b. Chairs of special committees shall submit reports to the Affiliate’s president when requested.

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

ARTICLE XIV. 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*.

Section 3. District Meetings

- a. Each district shall meet at least once a year on the date and time, and at such place or by means of remote communication as designated by the district representative.
- b. Each district shall meet every two years on the date and time, and at such place or by means of remote communication as designated by the district representative to elect a district representative to the Board of Directors, which vote may be taken at such meeting or by any means of remote communication or written electronic method.

Section 4. Board of Directors The district representatives shall serve as a director on the Affiliate’s Board of Directors and as members of the Nominating Committee.

ARTICLE XV. 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, either directly to the AAUW of Virginia vice president for finance or through the AAUW Community Hub Database before the expiration of any applicable grace period permitted by AAUW.

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.; and

c. be responsible for bringing the branch Affiliate’s bylaws into conformity with AAUW Bylaws and the *Bylaws of AAUW of Virginia* after any amendment to either and submitting the amended branch Affiliate’s bylaws to the state Affiliate’s bylaws and resolutions chair for review.

Section 3. Duties of Branch Affiliate Treasurer or Vice President for Finance. The branch Affiliate treasurer shall:

a. be the designated financial contact of the branch Affiliate for the state Affiliate and AAUW;

b. be responsible for the collection of membership dues; and

c. be responsible for timely forwarding the state Affiliate dues of renewing and new Individual Members to the state Affiliate’s vice president for finance when received directly from a renewing or new Individual Member.

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 state Affiliate committee chair. Each branch Affiliate shall also designate a member other than the contacts for administration and finance (*e.g.*, the president and vice president for finance) to act in the role of a recording secretary to record the minutes of each noticed branch Affiliate meeting and board meeting.

ARTICLE XVI. 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; and

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 annual 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 the Affiliate’s available financial resources.

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 by a person appointed by the president who is not a member of the Board of Directors, with the approval of the Executive

Committee, 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 an affirmative vote of two-thirds of the votes cast of the Individual Members upon recommendation of the state Affiliate’s Board of Directors, provided a quorum is attained. 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 and honorary life members shall pay no state Affiliate dues.
- (3) Paid life members shall continue to pay state Affiliate dues.
- (4) 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.

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

- (1) State Affiliate dues of new Individual Members shall be paid upon joining and shall be forwarded immediately to the state Affiliate’s vice president for finance either directly or through the AAUW Community Hub Database.
- (2) Annual state Affiliate renewal dues for continuing branch and state Affiliate Individual Members and for national Individual Members belonging to the state Affiliate shall be forwarded to the state Affiliate’s vice president for finance either directly or through the AAUW Community Hub Database on or before the expiration of the Individual Member’s membership expiration date plus any applicable grace period permitted by AAUW.

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

ARTICLE XVII. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Business Meeting.

a. 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.

b. The Annual Business Meeting will be held by May 15th in the manner determined by the Board of Directors in accordance with provision b.

- c. The date and place or the means of remote communication of the Annual Business Meeting shall be determined by the Board of Directors.
- d. 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.
- e. If circumstances prevent the holding of the Annual Business Meeting by any means, the board of directors shall provide for the conduct of necessary business.

Section 2. State Conference. An AAUW of Virginia Conference (“State Conference”) of the Individual Members of the state Affiliate may be held on the date and at such place or by means of remote communication as designated by the Board of Directors.

Section 3. Other State Membership Meetings. Any other state membership meeting of the Individual Members of the state Affiliate may be held on the date and at such place or by means of remote communication as designated by the Board of Directors.

Section 4. Notice. Notice of the Annual Business Meeting, State Conference, and any other state membership meeting 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 all Individual Members of the state Affiliate in good standing. The date by which a new Individual Member must have joined and paid membership dues 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 amendments to the *Bylaws of AAUW of Virginia*, noticed resolutions, and the biennial Public Policy Priorities. Any amended language shall be posted on the Affiliate’s state website following the meeting before voting begins.
- 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 an affirmative vote of two-thirds of the votes cast, provided a quorum is attained, shall be required to adopt amendments to the state Affiliate’s dues and these bylaws.
- e. The final vote shall be conducted for all state Affiliate Individual Members by electronic ballot following the state meeting. Voting shall close at a date proposed by the voting and elections chair or the committee, if active, and approved by the Board of Directors. [See also Article VIII and Article X.]

Section 6. Resolutions

a. Resolutions may be initiated by the Individual Members, branch Affiliates, the Board of Directors, or the committee on bylaws and resolutions.

(1) Proposed resolutions shall be presented to the committee on bylaws and resolutions at least sixty (60) days prior to the state Affiliate's Annual Business Meeting.

(2) The committee on bylaws and resolutions 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 committee on bylaws and resolutions shall 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 an affirmative vote of two-thirds of the attendees present. An affirmative vote of three-fourths of the attendees present shall be required for the adoption of such resolutions.

c. Resolutions of courtesy, appreciation, or recognition may be proposed by the committee on bylaws and resolutions or the president for discussion by attendees at the Annual Business Meeting and shall be approved by an affirmative vote of three-fourths of the attendees present.

ARTICLE XVIII. 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 unincorporated 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.]*

ARTICLE XIX. OTHER AMENDMENTS TO THE BYLAWS

Section 1. Amendments to the *Bylaws of AAUW of Virginia* not mandated by AAUW may be initiated by the Affiliate’s Individual Members and the Board of Directors.

Section 2. Requests by Individual Members for a proposed amendment to the bylaws shall be submitted to the Affiliate’s committee on bylaws and resolutions by December 1, provided the proper procedures have been followed. The committee on bylaws and resolutions shall examine the proposed amendment and report to Individual Members those amendments that the committee considers appropriate.

Section 3. The Board of Directors may propose an amendment to the bylaws, which the bylaws and resolutions chair will report to Individual Members.

Section 4. A report on amendments to the bylaws proposed by Individual Members, as deemed appropriate by the bylaws and resolutions committee, and on amendments proposed by the Board of Directors shall be distributed by the bylaws and resolutions chair to Individual Members at least 30 days prior to the Affiliate’s Annual Business Meeting. Attendees at the Affiliate’s Annual Business Meeting shall be able to discuss and amend proposed bylaws amendments. Following the Affiliate’s Annual Business Meeting, any amended language will be posted on the Affiliate’s state website for a final vote. All eligible Individual Members of the Affiliate shall be entitled to vote by electronic ballot. An affirmative vote of two-thirds of votes cast is required for the adoption of bylaws amendments, provided a quorum is attained.

Section 5. The *Bylaws of AAUW of Virginia* and all subsequent amendments shall be posted on the state Affiliate’s website and forwarded to AAUW.

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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; Restated July 28, 2019; Amended May 17, 2020; Restated November 8, 2020; Amended May 4, 2021; Restated January 11, 2022; Amended May 29, 2022; Amended July 5, 2023; Amended April 12, 2024.