

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN ALEXANDRIA BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Alexandria 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.

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- b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates' 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 in conflict with this AAUW Affiliate's 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. FINANCIAL/ADMINISTRATIVE

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

Section 2. Affiliate Budget.

- a. **Approval.** The annual budget shall be recommended to the Individual Members by the Affiliate's Board of Directors and adopted by the Individual Members of the Affiliate no later than September 30. A provisional budget may be adopted by the Affiliate's Board of Directors prior to approval of the official budget by the Individual Members, if appropriate.
- b. **Budget Revisions.** Once the budget has been approved, the Board shall have the authority to approve revisions within the Affiliate's available income. The Board of Directors and Affiliate Individual Members must approve any revisions to the approved budget that decreases the net income.
- c. **Increases in Spending.** The Affiliate's Board of Directors shall approve increases in total spending above the budget up to \$200. Upon the recommendation of the Board of Directors, the Affiliate Individual Members shall approve any spending increases that exceed the budget by more than \$200.

Section 3. Policies and Procedures.

- a. **Governing Financial Documents.** 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 and regulations.
- b. **Annual Audit.** The financial records of the Affiliate will be submitted for audit. This audit will be conducted by an individual or committee appointed by the Affiliate Board of Directors.

Section 4. Affiliate Dues.

- a. **Changes in Dues.** Changes in Affiliate dues shall be approved by a two-thirds vote of those present at a meeting, usually the annual meeting, and voting, provided written notice has been given to all Individual Members 30 days prior to voting. Affiliate Individual Members must pay AAUW National and State dues as established by the Boards of Directors at each of those levels.
- b. **Payment of Dues.** Affiliate dues shall be paid at the time the Individual Member joins/renews their membership, whether online or through the Affiliate's Treasurer. The amount of the Affiliate dues will remain in effect until changed by vote of the membership.

Adopted September 08, 2024

- c. **Reciprocity of Dues.** A current paid Individual Member of an Affiliate may transfer membership to another Affiliate without payment of additional Affiliate and State dues for the remainder of the current fiscal year.
- d. **Dues of Life Members.** Honorary Life Members are exempt from paying State and Branch Affiliate dues. Paid Life Members shall pay both State and Branch Affiliate dues.

ARTICLE IX: NOMINATING COMMITTEE.

Section 1. Responsibilities. The Nominating Committee is responsible for identifying candidates to serve as those Directors whose term of office is two years.

Section 2. Composition and Appointment. The Affiliate Board of Directors shall select a Nominating Committee in October of the year. The Committee will be composed of three Individual Members. The Affiliate President will appoint the chair of the committee.

Section 3. Nominating Committee Term: The term of a committee member shall be one year. Committee members shall serve no more than two consecutive terms.

Section 4. Resignation or Ineligibility. Should any member of the Nominating Committee resign or is proposed as a candidate for office and agrees to stand for election to that office, the Affiliate's Board of Directors will appoint an alternate committee member.

ARTICLE X: ELECTION PROCEDURES.

Section 1. Publication of Nominee Names. The names of the nominees for the position of Director shall be published and sent to every Individual Member at least fourteen days before the annual meeting.

Section 2. Nominations from the Floor. Nominations for the position of Director may be made from the floor with the consent of the nominee.

Section 3. Election Date: Elections will be held at the spring annual meeting. Elections may also be held as needed to fill vacancies which occur during the year. Elections to fill vacant positions may be held at general member meetings.

Section 4. Voting. Elections shall be by secret ballot unless there is only one nominee for a given office; then a voice vote may be taken. Election shall be by a majority vote of those present and voting. Proxy voting is not permitted.

ARTICLE XI: DIRECTORS AND OFFICERS:

Section 1. Classes of Directors. There shall be two classes of Directors as follows.

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a. Two-Year Directors. One class of Directors will have a term of two years, will be nominated by the Nominating Committee, elected as Directors by vote of Individual Members and are eligible for election by the Affiliate Board of Directors as officers of the Affiliate. They will have staggered terms. They will be eligible to be elected as Officers by vote of the Affiliate Board of Directors to fulfill the duties of President, Vice-President for Membership, Vice-President for Programs, Secretary, and Treasurer.

b. One-Year Directors. The second class of Directors will have a term of one year, will be nominated by the Affiliate's Board of Directors, elected as Directors by vote of Individual members and are appointed by the Affiliate Board of Directors to serve in the following positions, and such others as deemed necessary by the Board of Directors: public policy; the AAUW Funds; newsletter editor; bylaws/policy; historian; campus and university relations; Diversity, Equity, and Inclusion.

c. Number of Directors.

(i.) The number of two-year Directors will range from four to ten, depending upon whether two Directors share the duties of one office.

(ii.) The number of one-year Directors will range from three to twelve, depending upon whether two one-year Directors share the duties of one position. Also, one one-year Director may be appointed to fulfill the duties of two positions.

Section 2. Terms for Directors: The terms for both classes of Directors will begin on July 1st or when they are elected if elected to the Board part-way through the fiscal year. No two-year Director will be eligible to serve for more than two consecutive terms, except for the Treasurer. The Treasurer may serve a third two-year term. One-year Directors will be eligible to serve for three consecutive terms. Despite the expiration of a Director's term, a Director continues to serve until their successor is elected and has assumed office.

Section 3. Voting. All Directors shall be elected by a majority of the voting members of the Affiliate voting at the annual business meeting or a special meeting of the Affiliate's members, provided that a quorum is present. The terms of this provision apply to elections to fill vacancies as well.

Section 4. Vacancies in Officer Positions: A vacancy in an Officer position, excluding the President, shall be filled for the unexpired term by nomination by the Board of Directors and election by the members. A vacancy in the office of President shall be filled by the President-elect or by the Vice-Presidents ("V-P") in the following order: V-P for Membership, V-P for Programs. The V-P will serve until a new President can be elected by the membership. The President-elect or one of the Vice-Presidents may be a candidate for the Presidency.

ARTICLE XII. ROTATION OF OFFICERS

Section 1. Even Year Elections. The Secretary and Vice-President for Membership shall be elected in even-numbered years.

Section 2. Odd-Year Elections. The President(s), Vice-President(s) for Programs, and Treasurer shall be elected in odd-numbered years.

ARTICLE XIII. DUTIES OF OFFICERS AND DIRECTORS

Section 1. Governance. Officers and Directors shall perform the duties prescribed by these bylaws, the Affiliate's Articles of Incorporation, and Affiliate policy documents.

Section 2. Voting by Co-Directors. If two Directors share the duties of one office or position (e.g., two Co-Presidents or two Directors for AAUW Funds) they only have one vote between them on matters before the Board of Directors. When voting on matters before the membership, each Director has one vote.

Section 3. Reports. All Directors shall submit an annual written or electronic report to the president as required.

ARTICLE XIV. RESPONSIBILITIES OF OFFICERS

Section 1. President. The Presidents/co-Presidents shall be the official spokesperson and representative of the Affiliate and shall be responsible for submitting such reports and forms as required by National and State. Additionally, the President shall chair the Board of Directors and ensure that the requirements of the Affiliate's governing documents are met.

Section 2. Vice-President for Membership. The Vice-President for Membership shall recruit and promote retention of Affiliate members and assist with renewals by Affiliate members. Additionally, the V-P for Membership shall perform such duties as the president and Board of Directors shall direct.

Section 3. Vice-President for Programs. The Vice-President for Programs shall plan and develop the programs presented during the Affiliate's meetings of the membership. Additionally, the V-P for Programs will perform such duties as the President and Board of Directors shall direct.

Section 4. Secretary. The secretary shall record and keep minutes of all Board of Directors, business, and special meetings. Additionally, the Secretary will perform such duties as the President and Board of Directors shall direct.

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Section 5. 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. The Treasurer shall remit money for the AAUW Funds to National by the specified deadline and shall keep separate records for each type of account. Additionally, the Treasurer will perform such duties as the President and Board of Directors shall direct.

ARTICLE XV. BOARD OF DIRECTORS.

Section 1. Composition of the Board. One-year and two-year Directors will constitute the Board of Directors of this Affiliate

Section 2. Incoming Board. The incoming President may call a meeting of the incoming Board of Directors prior to July 1st, but only the then-serving Directors may vote on any matter.

Section 3. Duties of the Board. The Board of Directors shall have the power to administer the affairs of the Affiliate. It shall accept responsibilities delegated by AAUW and the State. The Directors shall facilitate and promote the purpose and mission of AAUW.

Section 4. Board Meetings.

- a. **Regular Board Meetings.** Meetings of the Board shall be held September through May and may be held during the summer months 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.
- b. **Special Board Meetings.** The President/Co-President may call special meetings of the Board. Special Board meetings will be called at the request of any four members of the Board.

Section 5. Quorum. The quorum of the Board shall be a majority of the number in office immediately before the meeting begins. Co-officers and co-directors shall be considered as one voting member of the board.

Section 6. Affirmative Votes of the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors.

ARTICLE XVI. AFFILIATE MEETINGS

Section 1. General Affiliate Meetings. There shall be at least seven general membership meetings each year. Such meetings may include a program, which is open to the public, and an Affiliate Annual Business Meeting.

Section 2. Annual Business Meeting.

- a. **Designation of Annual Business Meeting.** The general membership meeting held between April and June shall be designated the Annual Business Meeting. The exact date, time, and place or means of remote communication of this meeting will be determined by the Board.
- b. **Conduct of Annual Business Meeting.** The Annual Business Meeting shall be to conduct business of the Affiliate including, but not limited to, hearing officer's reports, reviewing the budget, electing officers and Directors, establishing dues, amending bylaws, and giving directions to the Board of Directors.

Section 3. Special Affiliate Meetings. Special Affiliate Meetings may be called by the president or may be called by the president on the written request of 25% of the voting members of the Board of Directors or 10% of the Affiliate membership.

Section 4. Meeting Notices.

- a. The President/Co-Presidents shall notify members of the date, time, and place or the means of remote communication of each Annual Business and Special Affiliate Meeting. Such notice shall be given no less than 10 nor more than 60 days before the meeting date.
- b. The notice of the meeting shall include the purpose of the meeting in the case of special meetings.

Section 5. Quorum. The quorum shall be ten percent of the Affiliate membership.

Section 6. Voting. A vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of a matter voted on by the members.

ARTICLE XVII. ELECTRONIC VOTING.

The President/Co-President, with the consent of the Board, may direct that meetings of the Affiliate's Board of Directors or meetings of the Individual Members will be by a means of remote communication, e.g. telephonically or via videoconference. 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. Voting of the Affiliate's Board of Directors or the Individual Members may be conducted at these meetings. Additionally, voting on matters before the Affiliate's Board of Directors or the Affiliate's membership may be conducted via e-mail.

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The provisions concerning quorum and how the winner(s) of elections is determined as set forth in other clauses of these bylaws will apply. The Secretary will record these votes. The Secretary's record of the votes will be adopted at the next respective Board of Directors or Membership meeting.

ARTICLE XVIII. COMMITTEES.

Section 1. Standing Committees: Standing committees may include Community Outreach, Campus/University Relations and Fundraising. The President may also appoint standing committees to support Directors/Officers in discharge of their duties.

Section 2. Special Committees. Special committees and/or task forces may be appointed by the President with the consent of the Board.

Section 3. Committee Appointments. Standing committees will serve for a term of one year. Special Committees will serve for the period of time established by the President.

ARTICLE XIX. AMENDMENTS TO THE BYLAWS

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

ARTICLE XX. 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 and 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 (i.e. Directors), officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which a Board, officer, or committee member of the Organization, or in 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 no 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 and Individual Members.

No officer, director, or individual Member of the Affiliate shall be liable for any damages for acts taken in their capacities as officers or directors or Individual members 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. [Protection is provided to officers and directors of volunteer boards of nonprofit organizations in Virginia under Section 8.01-220.1:1 of the Code of Virginia and to all volunteers of nonprofit organizations under the Volunteer Protection Act of 1997, 42 USC 14501.]

ARTICLE XXI. DELEGATION OF AUTHORITY.

The President and other Officers may delegate their responsibilities, including authority to sign a contract on behalf of the Affiliate, to Board, committee, or Affiliate members who have demonstrated their ability to assume such responsibilities. Such delegation shall be subject to oversight by the officer who makes the delegation and the Board of Directors.

ARTICLE XXII. CORPORATE PROVISIONS.

Section 1. Name of the Corporation. The Affiliate’s legal name is “American Association of University Women Alexandria, VA Inc.” (Hereinafter referred to as “corporation.”) The Affiliate’s doing business as name is “American Association of University Women Alexandria Virginia Branch.”

Section 2. Form of Organization The corporation is organized as a nonprofit, non-stock corporation under the Virginia Nonstock Corporation Act (the “Virginia Act”). It is recognized as an exempt nonprofit under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and is included in AAUW’s federal group tax exemption, as set forth in the AAUW Affiliate Agreement dated October 10, 2009 and any successor thereto.

Section 3. General Powers of the Corporation: The corporation has the powers set forth in Section 13.1-826 of the Virginia Act. They include, but are not limited to:

- To sue and be sued, complain and defend in its legal name;
- To have a corporate seal;
- To purchase, receive, lease, or otherwise acquire and own, hold, improve, use and otherwise deal with real or personal property;
- To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- To make contracts and guarantees;

- To invest its funds;
- To transact its business, locate offices, and exercise the powers granted by this chapter within or without the Commonwealth;
- To elect directors and appoint officers, employees, and agents of the corporation, and define their duties;
- To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the Commonwealth;
- To cease its corporate activities and surrender its corporate franchise;
- To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

Section 4. Duties of Board Members: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

Section 5. Appointment of Officers by the Board of Directors. The Directors of the Affiliate may appoint officers (i.e., the President, Vice-President for Membership, Vice President for Programs, Secretary and Treasurer) to serve the remainder of a two-year term. These officers do not have voting privileges unless they are elected as Directors by the membership of the Affiliate and then approved as officers by the Board of Directors.

Section 6. Amendment of Articles of Incorporation: An amendment to the Articles of Incorporation shall be done in accordance with section 13.1-886 of the Virginia Act and filing of articles of amendment with the State Corporation Commission shall be done in accordance with section 13.1-888 of the Virginia Act.

Section 7. Dissolution of the Corporation. In accordance with section 13.1-902 of the Virginia Act, the corporation's Board of Directors may propose dissolution to the members. To be authorized, dissolution must be approved by more than two-thirds of all the votes cast on the proposal to dissolve at a meeting at which a quorum exists. Notice of this meeting will have been made not less than 25 nor more than 60 days before the meeting date.

Bylaws adopted on or about July 5, 1945 and subsequently amended and restated. The Bylaws were amended on December 8, 2016 and Restated on November 8, 2018. Most recently, the Bylaws were adopted on September 08, 2024.