

**BYLAWS OF THE AMERICAN ASSOCIATION OF  
UNIVERSITY WOMEN RESTON-HERNDON AREA BRANCH**

**ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2.** Affiliate. AAUW Reston-Herndon Area Branch is an Affiliate of AAUW as defined in Article V.

**Section 3.** Legal Compliance. The Branch shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Branch 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 Program. The policies and program of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or program.

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

**Section 3.** Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the

Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

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

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

**Section 2.** Member Qualification.

a. Individual Members.

(i.) Eligibility. An individual holding an associate (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an "Accredited Higher Education Institution") or other qualified institution located outside of the United States, as determined by the Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(ii.) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the Board of Directors.

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

**Section 3.** Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

**Section 4.** Dues of Members.

a. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors and dues shall be payable in

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

**b. Life Membership.**

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

(ii.) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

**Section 5. Membership Decisions.**

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

b. Removal. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its purpose according to these Bylaws, with action taken following policies and procedures adopted by the Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

**Article V. AAUW AFFILIATES**

**Section 1.** An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

**Section 2. Organization.**

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

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws 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 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 VII. NOMINATIONS AND ELECTIONS**

**SECTION 1: NOMINATIONS**

a. Nominating Committee. There shall be a nominating committee of three members, including vice president-membership and two other branch members. The nominating committee shall be appointed by the elected board.

b. Slate. Prior to the annual meeting, the nominating committee shall meet and draw up a slate of branch members to run for elected offices that will be vacant in the next year. Approval must be obtained from the candidates. Candidate(s) for the position of president shall have served previously on a branch board in an elected or appointed position.

c. Publication. The names of the nominees shall be published and sent to every member at least fourteen days, "record date", before the annual meeting.

d. Nominations from the Floor. Nominations may be made from the floor with the consent of the nominee.

## Section 2: Elections

- a. When. All elections shall be held at the annual meeting. A different election format may be determined by the board consistent with state law.
- b. Method. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those voting.
- c. Who May Vote. All branch members may vote. New members must have joined prior to the aforementioned "record date", in order to be eligible to vote.

## **ARTICLE IX. OFFICERS and DIRECTORS**

### Section 1: Officers

- a. Elected. The elected officers shall be president, vice president, vice president- membership and vice president-programs, secretary and treasurer.
- b. Appointed. The elected officers shall appoint individuals as committee chairs for branch activities. Appointed committee chairs shall include: AAUW Funds; Communications; Public Policy; and, other committees as deemed necessary by the elected board. Along with the elected officers, appointed committee chairs form the board of directors of the branch. Appointed committee chairs are non-voting members of the board.
- c. Terms. Elected officers shall serve for a term of two years or until their successors have been elected and assume office. The term of each officer shall begin on July 1.
- d. Term Limit. No elected officer shall be eligible to serve more than two consecutive terms in the same office. Appointed committee chairs are not subject to term limits and serve at the request of the elected officers.
- e. Vacancies. A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by a vice president in the order of positions cited in Article VI., Section 1. a.

### Section 2: Duties

- a. Officers. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of Robert's Rules of Order, Newly Revised.
  - a. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. President. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and state.
- c. Vice Presidents. The vice president, vice president-membership and vice president-programs shall perform such duties as the president and the elected board shall direct.
- d. Secretary. The secretary shall record and keep minutes of all business meetings.
- e. Treasurer. The treasurer shall be responsible for collecting, distributing and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to AAUW and the state by the specified deadline. The treasurer shall maintain the membership database on the AAUW national web site.

## **ARTICLE X: BOARD OF DIRECTORS**

Section 1: Members. The board of directors shall include the elected officers and appointed committee chairs. This Branch must have a minimum of two separate officers, one responsible for the management of the Branch and one responsible for the financial affairs. In addition, the Branch shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting.

### Section 2: Administrative Responsibilities

The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and state.

### Section 3: Meetings

Meetings of the board shall be held at least four times per year. Special meetings may be called by the president and shall be called upon request of half of the members of the board.

### Section 4: Quorum

The quorum of the elected board members shall be a majority of its voting board members.

### Section 5: Notice

Notice of board meetings shall be communicated to members in a method that ensures receipt of such notice prior to each meeting. Board meetings are open to all branch members.

### Section 6: Voting Between Meetings

Between meetings of the branch board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result shall be in the minutes of the next board meeting.

### Section 7: Removal from Office

A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

## **ARTICLE XI: EXECUTIVE COMMITTEE**

### Section 1: Composition

The executive board shall consist of the president, vice president, vice president-membership, vice president-programs, secretary and treasurer.

## Section 2: Duties

The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

## Section 3: Meetings

Meetings of the executive board shall be held on the call of the president or by written request of a majority of its members.

## Section 4: Quorum

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

## Section 5: Notice

Notice of board meetings shall be communicated to branch members in a method that ensures receipt of such notice prior to each meeting. Board meetings are open to all branch members.

## Section 6: Voting Between Meetings

A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every vote is identified and every voting member of the executive board shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive board meeting. The result of the vote shall be recorded in the minutes at the next board meeting.

# **ARTICLE XII: MEETINGS**

## Section 1: Branch Membership Meetings

There shall be periodic general membership meetings as determined by the elected board. Minutes of such meetings in which business has been transacted must be recorded and kept available for inspection by members.

## Section 2: Annual Meeting

The general membership meeting held prior to the end of the fiscal year shall be designated the "Annual Meeting", with the exact date, time and place to be determined by the elected board. The annual meeting shall be to conduct business including but not limited to electing officers, establishing dues, amending bylaws and giving directions to the board.

Section 3: Meetings Notice. Prior notice of meetings shall be communicated in a manner TO ensure receipt by all members of the branch.

Section 4: Quorum. The quorum shall be fifteen percent of branch members. Should circumstances dictate, the Board may vote to hold general membership meetings, including the Annual Meeting, electronically.

#### Section 5: Special Meetings

Special meetings of the branch may be called by a majority of the elected board, or by the written request of five branch members. The persons who call the meeting shall specify the date, time and venue as well as the agenda. Notice must be communicated in a manner to ensure receipt by all members in the branch at least 30 days prior to the meeting.

#### **Article XIII: FINANCIAL ADMINISTRATION**

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

Section 2: Financial Policies. The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

Section 3: Budget. The elected board shall review the prior annual budget after the close of the fiscal year and prepare a preliminary budget for the new fiscal year. This budget shall be finalized and approved by the elected board and communicated to the membership by September 30 of the current fiscal year.

#### **ARTICLE XIV: INDEMNIFICATION**

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

#### **ARTICLE XV: OTHER AMENDMENTS TO THE BYLAWS**

Provisions of the Branch's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 60 days prior to the applicable meeting.

As amended December 2, 2024