

**BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
OF MCLEAN AREA, VIRGINIA, BRANCH**

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BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF MCLEAN AREA, VIRGINIA, BRANCH

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW McLean Area 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 logo of AAUW and this AAUW Affiliate may be used only by member 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 other membership categories as determined by AAUW.

Section 2. Member Qualification.

a. INDIVIDUAL MEMBERS.

- i. *Eligibility.* An individual holding an associate's (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 educational institution located outside of the United States, as determined by the AAUW 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 AAUW 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 education institution 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. State Affiliate fees shall be established by the state Affiliate board of directors. This Affiliate's fees shall be established by the this Affiliate's board of directors. Student associates shall be entitled to attend branch Affiliate meetings, but may not vote or hold office.

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 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. *50-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. APPEAL. 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 the AAUW, state Affiliate, or this Affiliate's bylaws with action taken following policies and procedures adopted by the AAUW 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. AAUW Affiliate Defined. An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW Individual Members who support AAUW's purpose at a state or local level and which has been given the right to use AAUW's name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

Section 2. Organization.

- a. **PURPOSE.** Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. **BYLAWS.** As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliate's needs. However, 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. **REVOCATION.** The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. **APPEAL.** 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. FINANCIAL ADMINISTRATION

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

Section 2. Affiliate Dues.

- a. AMOUNT. In addition to the national dues as noted in Article IV, Section 4.a, this Affiliate's dues for Individual Members shall include:
 - i. *Annual State Affiliate Dues.* The annual state Affiliate dues for branch and state Affiliate members shall be fixed by a majority vote of the state Affiliate members upon recommendation of the state board of directors provided written notice has been given to all state affiliate members thirty (30) days prior to the vote. This amount shall include a subscription to the state newsletter. Dues are payable to the state vice president for finance on July 1.
 - ii. *Annual Branch Affiliate Dues.* Dues paid by Affiliate members shall include those for AAUW, state, and this Affiliate and shall entitle them to national AAUW publications distributed to all members. The annual Affiliate dues shall be fixed by a two-thirds vote of the members at the McLean Area Branch Annual Business Meeting upon recommendation of the McLean Area Branch Board of Directors, provided written notice has been given to all Affiliate members thirty days prior to the meeting.
- b. PAYMENT. Affiliate member dues shall be payable in accordance with procedures established by AAUW, state, and Affiliate policies.
 - i. *Continuing Members Who Joined Prior to March 2022.* Dues for renewal are payable on or before July 1. A member whose dues remain unpaid after July 31 may be dropped from membership.
 - ii. *Continuing Members Who Joined During or After March 2022:* Dues for renewal are payable on or before the date they initially joined.
 - iii. *New Members.* Dues for renewal are payable each year on or before the date they initially joined.
- c. RECIPROCITY. A current paid member of a branch Affiliate may transfer membership to this Affiliate without payment of additional dues, including state dues.

Section 3. Financial Policies. This Affiliate 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 4. Operating Budget

- a. APPROVAL. The proposed operating budget shall be distributed to Affiliate members for review and comment following the May Board meeting according to procedures in the policies. Following the comment period, the annual operating budget for the coming fiscal year shall be approved by the incoming and outgoing Boards of Directors at their joint meeting in June.
- b. BUDGET REVISIONS. Once the operating budget has been approved, the Board shall have the authority to approve revisions within available income. Any revisions to the approved budget that decreases the net income must be approved by the Board of Directors and Affiliate members.

Section 5. Increases in Spending. The Board of Directors shall approve increases in total spending above the operating budget up to \$500. Upon recommendation of the Board of Directors, the members shall approve any spending increases that exceed the budget by more than \$500.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

Section 1. AAUW-Mandated Amendments. 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. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. Affiliate members shall elect a nominating committee of no fewer than three (3) members, at least one of whom is a Board member. The committee members shall be appointed at least three months prior to the annual business meeting. A Board member shall chair the committee. The term of service on the nominating committee shall be from the time of appointment until the officer election, for a maximum of two consecutive terms.

Section 2. Nominations.

- a. **NOMINATING COMMITTEE REPORT.** The report of the nominating committee shall be presented to all members at least two weeks before the election.
- b. **NOMINATIONS FROM FLOOR.** Additional nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

Section 3. Elections. Election shall be made by ballot; however, if there is only one nominee for an office, election shall be by voice vote. A majority vote of those present and voting shall constitute an election. Elections shall be held at the McLean Area Branch Annual Business Meeting. If circumstances prevent the elections being conducted at the annual business meeting, they shall be held no later than May 31 at a meeting as defined in Article XII.

ARTICLE IX. ELECTED OFFICERS

Section 1. Elected Officers. The elected officers shall be a president(s), vice president(s) of program, vice president(s) of membership, secretary(s), and treasurer(s).

- a. **CO-OFFICERS.** Any officer position may be held by more than one member.
- b. **EVEN-NUMBERED YEAR ELECTIONS.** The president(s), vice president(s) of program, and secretary(s) shall be elected in even-numbered years.
- c. **ODD-NUMBERED YEAR ELECTIONS.** The vice president(s) of membership and treasurer(s) shall be elected in odd numbered-years.

Section 2. Duties. Officers shall perform the duties prescribed by these bylaws, the policies adopted by the Board of Directors, and the current edition of *Robert's Rules of Order Newly Revised*. The elected officers shall facilitate and promote the purpose and mission of AAUW.

- a. **PRESIDENT(S).** The president(s) shall officially represent this Affiliate in activities of AAUW. The president(s) shall be responsible for submitting such reports and forms as required by AAUW and state. The president(s) shall also:
 - (1) serve as an ex-officio member of all task forces and committees except the nominating committee, and
 - (2) appoint the chairs of all committees and task forces and those holding other Affiliate positions defined in this Affiliate's policies, except members of the nominating committee and those provided for by election, with the approval of a majority vote of the Executive Committee.
- b. **PROGRAM VICE PRESIDENT(S).** The program vice president(s) shall:
 - (1) serve as chair of the committee on program development,
 - (2) preside at meetings in the absence of the president(s) and act in the absence or disability of the president(s), and
 - (3) perform such other duties as requested by the president(s) or the Board of Directors.
- c. **MEMBERSHIP VICE PRESIDENT(S).** The membership vice president(s) shall:
 - (1) oversee efforts to recruit and sustain a diverse, active membership in this Affiliate,
 - (2) preside at meetings in the absence of the president(s) and program vice president(s), and
 - (3) perform such other duties as requested by the president(s) or the Board of Directors.
- d. **SECRETARY(S).** The secretary(s) shall:
 - (1) keep minutes of the meetings of the membership and the Board, and
 - (2) perform such other duties as requested by the president(s) or the Board of Directors.
- e. **TREASURER(S).** The treasurer shall:
 - (1) be responsible for collecting, distributing, record keeping, and reporting for the funds of this Affiliate,
 - (2) collect dues and properly remit them to AAUW by the specified deadline,
 - (3) send monies to AAUW by the specified deadlines and keep separate ledgers for each type of account,
 - (4) present the annual operating budget (as per Article VI, Section 4.a.) and a six-month review to the Board, and
 - (5) present the books for an annual financial review.

Section 3. Annual Report. All officers shall submit an annual written or electronic report to the president(s).

Section 4. Vacancies. A vacancy in office, excluding the president(s), shall be filled for the unexpired term by vote of the Board of Directors. A vacancy in the office of the president(s) shall be filled as follows:

- a) If there are co-presidents, the remaining co-president shall complete the term as president.
- b) If there is a single president, the program vice president shall become president. If there are program co-vice presidents, one shall be elected by the Board of Directors.

Section 5. Terms. The term of all officers shall begin on July 1. All officers shall serve for a term of two years or until their successors are elected and assume office. Elected officers shall not serve more than two consecutive terms in the same office.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors shall include the following members, all of whom shall have a vote except where stated:

- a) the elected officers,
- b) the Affiliate members appointed to the following positions: AAUW Funds chair(s), communications chair(s), fundraising chair(s), public policy chair(s), and others as appointed by the president(s) with the approval of a majority vote of the Executive Committee,
- c) the immediate past president(s), who shall serve for one year,
- d) the parliamentarian, who is appointed by the president(s), as a non-voting member, and
- e) state board members, who sit as non-voting members.

The Board of Directors must have a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, this Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed meeting.

Section 2. Duties. The Board of Directors shall:

- a) facilitate and promote the purpose and mission of AAUW,
- b) manage and supervise the business and activities of this Affiliate, subject to the instructions of the annual business meeting,
- c) submit an annual operating budget to the Affiliate members,
- d) accept responsibility for such matters as delegated by the AAUW and state boards,
- e) create special committees and task forces as deemed necessary, and
- f) perform such other duties as are specified by these bylaws.

Section 3. Meetings. Members of the Board shall meet at least three times a year.

Special meetings may be called by the president(s) or upon the written request of three (3) members of the Board of Directors or five (5) members of this Affiliate. The incoming or continuing president(s) may call a meeting of the Board of Directors prior to July 1 for the purpose of making plans for the coming year.

Section 4. Voting Between Meetings. Between meetings of the Board, an electronic vote of the Board may be taken at the request of the president(s) on any question submitted to the Board in writing or electronically, provided every member of the Board shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if cast at a Board meeting. The minutes of the next Board meeting shall reflect the results of the vote.

Section 5. Quorum. The quorum of a Board of Directors meeting shall be a majority of the Board members.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee shall consist of elected officers and shall act in the interim between meetings of the Board of Directors. The Executive Committee shall report to the Board on all actions taken by it between regular meetings of the Board and shall exercise such power and authority as may be delegated to it by the Board.

Section 2. Meetings. Meetings of the Executive Committee shall be held on the call of the president(s) or three (3) members of the Executive Committee. The incoming or continuing president(s) may call a meeting of the Executive Committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 3. Voting Between Meetings. Between meetings of the Executive Committee, an electronic vote of the committee may be taken at the request of the president(s) on any question submitted to the committee in writing or electronically, provided every member of the committee shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if cast at an Executive Committee meeting. The minutes of the next Executive Committee meeting shall reflect the results of the vote.

Section 4. Quorum. The quorum of an Executive Committee meeting shall be a majority of the Committee members.

ARTICLE XII. MEETINGS

Section 1. Meetings.

- a. AFFILIATE MEETINGS. There shall be a least seven Affiliate meetings a year.
- b. ANNUAL BUSINESS MEETING. The McLean Area Branch Annual Business Meeting shall be held during the month of March. At the annual meeting, the Affiliate shall conduct business including, but not limited to, electing officers, establishing dues, amending bylaws if necessary, and receiving reports of officers, committees, and task forces.
- c. SPECIAL MEETINGS. Special meetings may be called by the president(s), five (5) members of the Board of Directors, or by the written request of seven (7) members of this Affiliate. Notice of the date, time, place, and the business to be brought before the meeting shall be sent by the secretary(s) to the members in writing at least ten (10) days in advance. Only business for which notice has been given shall be transacted.

Section 2. Quorum. Fifteen percent of the members of this Affiliate shall constitute a quorum.

ARTICLE XIII. STATEWIDE MEETING

All members of AAUW of Virginia in good standing shall have the right to vote electronically, by mail, or in person at the statewide meeting on noticed business, including election of state officers, amendments to the state bylaws, and state Public Policy Priorities.

ARTICLE XIV. 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 the AAUW Bylaws, AAUW of Virginia Bylaws, or McLean Area Branch Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE XV. INDEMNIFICATION

Every member of the Board shall be indemnified by this Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending, or completed action, suit, or proceeding to which the Board member may become involved by reasons of being or having been a member of this Affiliate's Board, 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 this Affiliate's Board approves such settlement and reimbursement as being in the best interest of this Affiliate. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which the member of the Board is entitled.

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

Section 1. AAUW-Mandated Amendments. 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.

Section 2. State-Mandated Amendments. State-mandated amendments shall be implemented by this Affiliate's Board of Directors without a vote of the Affiliate's membership as prescribed by the AAUW of Virginia Board of Directors.

Section 3. Prior Approval of Non-Mandated Amendments. Prior to being voted on, proposed non-mandated changes to this Affiliate's bylaws shall be sent to the appropriate representative on the state bylaws committee for approval.

Section 4. Affiliate Vote. Provisions of this Affiliate's bylaws not mandated by the AAUW or state bylaws may be amended by a two-thirds vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least two weeks prior to the applicable meeting.

Total Revision 1991-1993

Amended March 16, 1993; March 17, 1998; March 21, 2006; March 18, 2008; March, 2010; May 15, 2012; March 19, 2013; November 6, 2013; April 15, 2014; March 17, 2015; January 7, 2016; October 15, 2016; March 21, 2017; September 16, 2018; April 19, 2022; November 15, 2022; December 8, 2023; April 15, 2025