

Introduction to the Proposed Bylaws

As a result of several years of strategic process and input from members and potential members, the delegates at the 2007 AAUW Convention in Phoenix overwhelmingly voted to restructure AAUW to create a more unified AAUW with one mission. As of July 1, 2009, the 501(c)(3) corporation (currently the Educational Foundation) will become the primary corporation, housing the membership, most of the assets, and most of the programs. The 501(c)(4) corporation (currently the Association) will become a small corporation solely for the purpose of voter education, voter guides, and related activities that cannot be carried out by a 501(c)(3) corporation.

The 501(c)(3) and 501(c)(4) designations are awarded respectively to charitable ((c)(3)) and social welfare ((c)(4)) nonprofit corporations by the Internal Revenue Service. Both are nonprofits and are exempt from federal tax, but only contributions to a 501(c)(3) are tax deductible for the donor. Additionally, while a 501(c)(3) may lobby to an extent, there are strict limits on political activities because of its charitable nature—hence the need for the small 501(c)(4). Members will be members of both corporations, and their dues will cover both. A major portion of national dues will be tax deductible to members.

This restructuring means that the Bylaws for the respective corporations must be revised. The Bylaws Committee is proposing two sets of revised Bylaws, one for the major 501(c)(3) corporation (which will be called AAUW) and one for the small 501(c)(4) corporation (which will be called the AAUW Action Fund). The work of the Bylaws Committee was driven by the organization's strategic process, which involved nearly 20,000 members, and the values and philosophies that came out of that process.

AAUW, the primary organization, will combine and include the activities of the current Educational Foundation (including the Legal Advocacy Fund), the Leadership and Training Institute, and the current Association, other than the few public policy activities that will be handled by the AAUW Action Fund. There will be a Board of Directors for AAUW elected by the membership every two years, the composition of which was approved by delegates at the 2007 convention. The Board of Directors of the AAUW Action Fund will be the AAUW Executive Committee, a small group to oversee the limited activities of the Action Fund. There is precedent for this, as the AAUW Executive Committee has served as the board of the Leadership and Training Institute (LTI) for several years.

The goals of the Bylaws Committee in writing these revisions were to

- streamline the current Bylaws and move administrative details not necessary in Bylaws to policies and procedures;
- provide more flexibility on all levels (branch, state, and national); and
- provide all members more avenues for participation in the organization, particularly giving every member a vote on national business.

At the same time, we did not want to lose the special features that make AAUW effective in its work and unique in its purpose. Few organizations have both the grassroots strength and the national influence that AAUW does.

Under the revised AAUW Bylaws, states and branches will have much more flexibility to determine what leadership structure best fits their size and style and best enables them to promote and fulfill the AAUW mission. Branches will no longer be required to fill the seven functions specified in the current Bylaws with individual officers or chairs if there is a more workable structure for that branch. A state can opt to have a limited or no state structure or opt to join with another state, which should be a boon to states with few branches. However, no states or branches will be required to change their current structure if it suits them.

On the national level there will also be more flexibility, as only committees that are required by law or best practices will be named as standing committees, allowing the Board to appoint whatever additional committees and task forces are needed to meet current needs. Membership and program activities will be covered in this way, with more flexibility to adjust focus, issues, timelines, and committee membership as needed.

More members will be able to participate in national-level decision making, because all members will be able to vote on AAUW business such as election of the AAUW Board of Directors, Bylaws amendments, and the Public Policy Program. Because of the nonprofit corporate code in the District of Columbia, where AAUW is incorporated, the voting process won't be as simple as we would have wished, but all members will have the opportunity to vote.

A major change in the proposed AAUW Bylaws is the elimination of requirements for membership other than support for AAUW's mission and purpose. Allowing all those who wish to join us will not change AAUW's mission, focus, or program. The work of AAUW will still be dedicated to equity for women and girls through advocacy, education, philanthropy, and research, including the promotion and support of higher education for women. AAUW is an organization focused on equity, and this change would give us equality in membership.

The proposed revised Bylaws for each corporation are presented below. The first set is the 501(c)(3) AAUW Bylaws. This corporation will be the largest and primary organization, housing the membership, most programs, the Legal Advocacy Fund, the Leadership and Training Institute (which includes the National Conference for College Women Student Leaders), research, and the fellowships and grants. The second set is the 501(c)(4) AAUW Action Fund Bylaws, the small corporation limited to voter education, voter guides, and similar programs not permitted to a 501(c)(3) charitable organization.

At the 2009 AAUW Convention in St. Louis, we will still be under the current Bylaws and the delegate system. Since these proposed Bylaws are revisions, the delegates will address each article and section individually, with the ability to amend, and then vote to accept the entire document as a whole (as amended, if sections have been amended). It

will take a majority vote to amend specific sections and a two-thirds vote to accept the entire Bylaws. The delegates will also vote to amend the Charter of the 501(c)(4) to change its name to the AAUW Action Fund and add clarifying language to the stated purpose (presented below).

The vote of the delegates on the AAUW Bylaws will be to recommend their adoption to the current Educational Foundation Board of Directors. The reason for this process is that the 501(c)(3) corporation, which will become AAUW, is currently the Educational Foundation. The Foundation has no members other than its board, and it is those members who must take the final vote on the revised Bylaws. Additionally, the incorporation documents of the 501(c)(3) will be amended by the current Foundation Board of Directors to change that name to the American Association of University Women (AAUW).

The Bylaws Committee devoted many hours to revising the two sets of Bylaws, and we thank all the members who gave us direction, feedback, and suggestions. We hope our efforts will be embraced by the membership as the governance structure that will lead AAUW forward while keeping our core values intact.

Caroline Pickens (VA), chair, Alice Bartelt (OR), Faye Dykstra (KY), Jo Harberson (CA), Carolyn Hayek (WA), Sandy Kirkpatrick (CA), Doris Martin (FL and NJ), Caroline Sedlacek (NE), Roger Sween (MN), Ann Terry (SC), Coco Siewert (MI, AAUW parliamentarian), and Ruth Sweetser (IL, AAUW president)