

**BYLAWS
of the
American Association of University Women, Inc.**

ARTICLE I. NAME AND OFFICE

Section 1. Name. The name of this Corporation shall be the American Association of University Women, Inc., hereinafter known as “AAUW” or the “Corporation.”

Section 2. Principal Office. The principal office of AAUW shall be in Washington, D.C., or at such other place as the AAUW Board of Directors shall determine.

Section 3. Legal Compliance. AAUW shall comply with the requirements of federal law and District of Columbia and Pennsylvania corporate law. AAUW shall not take any action in contravention of Sections Fourth, Fifth, or Eighth of the District of Columbia Certificate of Incorporation of the AAUW or Sections 6, 7, or 10 of the Pennsylvania Articles of Domestication of the AAUW (the Certificate of Incorporation and Articles of Domestication, collectively, the “Articles.”)

Rationale: Since the 501(c)(3) corporation will be the primary membership organization and most of the activities of AAUW will take place within that corporation, the name should be the same that members currently use in referring to the organization. There is no change in the location of the principal office of AAUW (Section 2). Section 3 recognizes that AAUW’s legal status falls under the provisions of federal law and the corporate law of the District of Columbia and Pennsylvania, where AAUW is incorporated and registered to do business.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. AAUW is organized, and shall be operated, exclusively for any or all charitable, educational, scientific, or literary purposes that may qualify it as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and exempt it from federal income tax under section 501(a) of the Code.

Section 2. Policies and Program. In keeping with this purpose, AAUW shall

- 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;
- c. cooperate with other organizations and foundations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia and Pennsylvania nonprofit corporation consistent with its purpose, the Articles, and these Bylaws.

Rationale: Section 1 sets forth AAUW's purpose, using the mission statement. It also states the legal basis for the purpose. Section 2 states AAUW's core program: promotion of equity through education and opportunities for women and girls, the fellowships and grants programs, and work with like-minded organizations. Section 2.d. provides the basis for all other programs and actions that are permitted by law and consistent with the purpose, Articles, and Bylaws.

ARTICLE III. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Rationale: Sections 1 and 2 were retained from the current AAUW Bylaws because the Bylaws Committee felt that this important principle should stay in the Bylaws. It protects both the organization and an individual member's rights. More detail will be provided in policies and procedures.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Categories of Membership.

- a. Individual. Any individual who supports the purpose and mission of AAUW shall be eligible for membership in AAUW.
- b. Partner. Educational or other institutions and organizations meeting criteria established by the Board of Directors may become partner members of AAUW.
- c. The provisions set forth in this section are the sole requirement for admissibility to membership.

Rationale: Because AAUW focuses its mission on advancing equity, membership open to all who support the mission follows from that principle. Open membership provides an equal opportunity for all to join, but the unique mission and grassroots strength of AAUW do not change. As a cause-based organization, the effectiveness of AAUW relates to the commitment and passion of its members, not to any qualifications the members may have. One does not need educational credentials to work for women's education. Membership is open to individuals and to partner members; partner membership broadens the current college/university membership category to include the possibility of other institutions or organizations that meet the criteria.

Section 3. Basis of Membership

- a. All members join and maintain membership through payment of dues.
- b. Any individual member may join a branch and/or other AAUW entities.

- c. Each individual member shall be entitled to vote, hold office, and participate in all AAUW activities and programs.
- d. Partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

Rationale: Members join by paying dues. All individual members belong to AAUW nationally, but they may also belong to a branch or other AAUW entities. Only individual members have voting and office rights, the same as in the current Bylaws.

Section 4. Dues.

- a. Amount.
 - (1) The annual dues for individual members shall be adopted by a two-thirds vote of the Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.
 - (2) Dues for partner members shall be set by the Board of Directors.
 - (3) Dues shall include the AAUW publication distributed to all members electronically or by mail.
- b. Payment. Member dues shall be payable in accordance with procedures established by policy.
- c. Life Members. All paid or 50-year honorary life members as of July 1, 2009, shall retain that status and be exempt from further payment of national dues. The Board of Directors may establish criteria for the granting of lifetime memberships after July 1, 2009, which may limit or eliminate future obligations to pay dues.
- d. Reciprocity. A branch member of AAUW who has paid current dues shall be eligible to transfer membership to another branch. Payment of any additional dues shall be waived for a transferring branch member whose current dues have been paid in another branch.

Rationale: Dues will operate as currently except that, as is the practice in most associations, the AAUW Board will set the dues and related policies and procedures, including appropriate notification to the membership. Section 4.c. ensures that all current life members retain that status. Section 4.d. is the same as the current Bylaws.

Section 5. Severance of Membership. A member may be suspended or dropped 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 mission according to these Bylaws, with action taken following policies and procedures adopted by the Board of Directors.

Rationale: AAUW's attorney recommended that the Bylaws provide for suspension of membership as necessary, with appropriate policies and procedures to be adopted by the Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. Composition and Appointment. The Board of Directors shall appoint a chair and an alternate chair for the ensuing Nominating Committee from applicants who have served in any position on a previous Nominating Committee. The Board shall also appoint from applications received a minimum of five additional members and one alternate. Geographical representation should be considered.
- b. Terms. The chair, alternate chair, and committee members shall be appointed by January 1 of even-numbered years and shall serve until June 30 of the odd-numbered years. No member of the Nominating Committee shall serve more than two consecutive terms as member, a third term being possible only as chair. No member shall serve more than two consecutive terms as chair.
- c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, that member must resign immediately from the committee, and the position on the committee shall be filled by the appointed alternate. If the alternate has already become a member of the committee, the Board of Directors shall fill the vacancy.

Rationale: Since there are no longer regions, the Board of Directors will appoint the Nominating Committee members, with consideration for geographical representation. Otherwise, the process for appointment remains the same, with a somewhat smaller committee that will be able to work more efficiently. The term for members has been lengthened to give the committee more time to discern AAUW's long-term leadership needs and seek candidates.

Section 2. Nominations.

- a. No later than eight months prior to elections, the chair of the Nominating Committee shall notify the entire AAUW membership of the officer and director positions to be elected by the membership and request nominations. A member, branch, or any AAUW entity may propose candidates. The Nominating Committee shall be empowered to seek and propose qualified candidates.
- b. The Nominating Committee shall submit to the membership the names of one or more nominees for each elected position to be filled in AAUW. The names of these nominees with their credentials shall be published for the entire membership at least 30 days prior to the election.

Rationale: This process is essentially the same as exists now. District of Columbia Code requires that the minimum notice be stated in the Bylaws (30 days), but AAUW may and will give longer notice.

Section 3. Elections. Elections shall be held in which all members may vote in person, electronically, or by mail. A majority of the votes cast shall be necessary for election unless there are more nominees than positions to be filled for at-large members of the Board of Directors, in which case a plurality shall elect. If there are three or more candidates for the position of president or vice president, a preferential voting system shall be used.

Rationale: This "one member/one vote" gives the entire membership, not just those who can attend an annual meeting, the right to select its leaders. The Board of Directors will develop policies for the election procedures. Because there is a possibility of three or more candidates

for president or vice president, a system must be in place to determine a majority vote for those offices. As used in other organizations, the best system is preferential voting, which means that in the event that there are three or more candidates for president or vice president, the voter indicates first, second, and third choices (or more if necessary). The process for determining the winner if no one receives a majority vote on the first ballot is described in the 10th edition of Robert's Rules of Order Newly Revised, Chapter 45, Voting Procedure. A policy adopted by the AAUW Board will detail the process for AAUW elections. Preferential voting would only be used for the positions of president and vice president because a plurality vote is already established for the seven positions of directors-at-large.

ARTICLE VI. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. Elected Officers and Directors. The elected officers and directors shall be the president, vice president, and seven directors-at-large. The president and vice president shall have served previously on the AAUW Board of Directors or on the board of one of its predecessor corporations.
- b. Appointed Officers and Directors. At the first meeting of the incoming officers and directors following election, the elected officers and directors shall appoint six additional directors-at-large, three of whom shall be members and three of whom may be external to AAUW but shall become members upon appointment. A finance vice president, with the requisite skills, and a Board secretary shall be appointed from among the elected or appointed members.

Section 2. Duties. Officers and directors shall perform the duties described by these Bylaws, AAUW policies, and the parliamentary authority adopted by AAUW.

- a. President. The president shall have the usual executive powers of supervision and management as may pertain to the office of president and such other powers and duties as designated by the Board of Directors and the Executive Committee; serve ex officio on all committees except the Nominating and Audit committees; and shall execute, with the executive director of AAUW, all appropriate legal documents of AAUW.
- b. Vice President. The vice president shall assume the office of the president in the event of a vacancy in that office; perform the duties of the president in all cases in which the president is unable to serve; assist in such matters as may be delegated by the president or the Board of Directors; and serve as a member of any committee, except the Nominating or Audit committees, whenever designated by the president.
- c. Finance Vice President. The finance vice president shall perform the duties of the president in all cases in which the president and vice president are unable to serve. The finance vice president shall perform the duties usually pertaining to that office; serve as the chief financial officer and treasurer of AAUW, chair of the Finance Committee, and chair of the Advisers of the Fellowships Fund; be the custodian of the title deeds, business papers, and the bonds and other securities belonging to the Corporation; and with the approval of the Board of Directors, make special arrangements with a recognized financial institution or institutions regarding investments in securities and their safekeeping.

- d. Board Secretary. The secretary shall be responsible for the minutes of AAUW and assist in such matters as may be delegated by the president or Board of Directors.
- e. Directors-at-Large. The elected and appointed directors-at-large shall facilitate and promote the purpose and mission of AAUW.

Section 3. Terms of Office.

- a. Terms of Office. The officers and directors shall serve for a term of two years each or until their successors are elected and take office or until their resignation or removal.
- b. Beginning of Terms. The term of each officer and director shall begin on July 1. The incoming or continuing president may call a meeting of the incoming Board of Directors or of the incoming Executive Committee prior to July 1.
- c. Removal from Office. An officer or director of the Corporation may be removed for any reason by a two-thirds vote of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

Section 4. Maximum Terms.

- a. All officers and directors shall be eligible for reelection or reappointment to the office or to another office for two additional terms.
- b. No member shall serve more than three consecutive terms in any combination of elected and appointed positions.
- c. The office of the president may be filled without regard to previous consecutive service and shall be limited to no more than two consecutive terms.
- d. Service in any office for one-half or more of the term shall be considered a full term.
- e. No member shall hold more than one position, elected or appointed, at any given time.

Section 5. Vacancies.

- a. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the Board of Directors.
- b. A vacancy in the office of the president shall be filled by the elected vice president.

Rationale: This article is the same as the one adopted by the 2007 convention delegates as the structure and duties for the Board of Directors beginning in 2009, with two changes. First, the wording adopted in 2007 provided that up to three appointed directors could be non-AAUW members. Based on feedback received, this wording was revised to indicate that if nonmembers are appointed, they must become members. Second, AAUW's attorney advised that the Bylaws should provide that a Board member can be removed if necessary, in accordance with policies and procedures. That has been added to this article.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Corporation. The executive director shall be an ex officio member without vote.

Section 2. Powers and Duties. In accordance with the Articles and membership action, the Board of Directors shall have the general power to

- a. administer the affairs of AAUW; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Articles, or these Bylaws;
- b. appoint the directors of the 501(c)(4) AAUW Action Fund, standing committee members, and such other board and committee members as may be designated;
- c. appoint the executive director;
- d. act for AAUW between meetings of the membership;
- e. oversee and coordinate a unified program focus;
- f. adopt rules to govern its proceedings;
- g. establish task forces or special committees as needed;
- h. determine date and location for any official meetings of AAUW;
- i. engage a certified public accountant to audit the books annually;
- j. publish the annual report;
- k. authorize the execution of trust agreements on behalf of AAUW.

Section 3. Delegation of Power.

The Board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

- a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once a year at the call of the president at such time and place as may be designated.
- b. Special Meetings. Special meetings of the Board may be called by the president and shall be called upon the written request of any four members of the Board of Directors.

Section 5. Voting Between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the president on any question submitted to the Board members in writing, provided that every member of the Board shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. The vote in writing, or by any means permitted by District of Columbia and Pennsylvania Code, shall be returned to the executive director or representative. If all Board members vote on any question so submitted and the vote is unanimous, the vote shall be counted and shall have the same effect as if cast at a Board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its members. There shall be no proxy voting.

Rationale: There is no essential change in this article from current Association and Foundation Bylaws except for 2.b., which gives the Board the duty of appointing directors of the AAUW Action Fund, and 2.e., which directs the Board to oversee and coordinate a unified program focus. The latter ensures that the functions of membership, program, public policy, and international affairs will continue and be coordinated in focus. Section 5 reflects District of Columbia and Pennsylvania corporate law, which mandates that a vote between meetings of the Board and the Executive Committee must be unanimous and that all members must vote "yes" for a motion to be adopted.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the president, vice president, finance vice president, Board secretary, and two directors-at-large elected by the Board of Directors from among the remaining 11 directors-at-large. The executive director serves ex officio without vote.

Section 2. Powers and Duties. Subject to the limitations contained in applicable law, the Executive Committee shall have the powers and duties prescribed by the Bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall

- a. act on matters that may properly come before the Board of Directors in the interim between Board meetings and report to the Board its work and actions;
- b. have general supervision over the corporate and legal affairs of AAUW in conformity with the Articles and membership action;
- c. approve staff governing policies and review staff operations.

Section 3. Meetings. The Executive Committee shall meet at least once a year at the call of the president and at other times at the call of the president or at the written request of three members of the Executive Committee.

Section 4. Voting Between Meetings. Between meetings of the Executive Committee, a vote may be taken at the request of the president on any question submitted to the committee in writing, provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. The vote in writing, or by any means permitted by District of Columbia or Pennsylvania Code, shall be returned to the executive director or representative. If all Executive Committee members vote on any question so submitted and the vote is unanimous, the vote shall be counted and shall have the same effect as if cast at an Executive Committee meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of its members. There shall be no proxy voting.

Rationale: This article is essentially the same as the current Bylaws but reflects the new officer structure, denotes the election by the Board of two directors-at-large to the Executive Committee, and sets the criteria for voting between meetings.

ARTICLE IX. COMMITTEES OF AAUW

Section 1. Standing Committees.

- a. There shall be the following standing committees: Advisers of the Fellowships Fund, Audit, Finance, and Governance.
- b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors. Duties of the committees shall be stated in policies and working rules adopted by the Board.

- (1) The Advisers of the Fellowships Fund shall advise the Corporation regarding the investment and management of the Fellowships Fund and recommend to the Board the employment of investment advisers for the Fellowships Fund.
 - (2) The Audit Committee shall operate independently of the Board of Directors. It shall oversee the Corporation's reporting practices, compliance, internal controls, and financial management and shall report to the Board of Directors. The Audit Committee shall recommend an independent auditor to the Board of Directors.
 - (3) The Finance Committee shall oversee the preparation of the annual budget for presentation to the Board of Directors and shall advise the Board of Directors on the administration of the financial matters of the Corporation and the investment of funds, with the exception of the Fellowships Fund.
 - (4) The Governance Committee shall oversee the Bylaws, policies, and working rules of the Corporation.
- c. Other Standing Committees. There may be such other standing committees as the Board of Directors shall authorize.
 - d. Committee Chairs. The chairs of standing committees shall be non-Board members appointed by the Board of Directors except as designated by these Bylaws. The Audit Committee chair may be a Board member.
 - e. Committee Members. There shall be a minimum of three members, one of whom is the chair, on each standing committee. At least one non-Board member shall serve on the Audit Committee; no officer may serve on the Audit Committee. The composition of committees shall be determined by the Board of Directors.
 - f. Terms. Committee members shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the same committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one or more committees, the third term being possible only if the member becomes chair.

Rationale: This article denotes the standing committees that AAUW must have by law, the charter and incorporation documents, and best practice. It provides for whatever additional committees and task forces may be needed with flexibility for terms and duties without tying AAUW to rigid rules of functioning. No one committee has unlimited power, and checks and balances are provided. The Fellowships Fund is managed by the Advisers of the Fellowships Fund, while the Finance Committee oversees the annual budget and advises the Board on financial administration. The Audit Committee operates separately and independently and recommends the independent auditor to the Board.

The Bylaws set the minimum number of committee members, but committees can be larger. Certain committees, such as the Advisers, have exact membership detailed in their legal documents. Policies and procedures will be developed to cover the details of committee appointment, membership, and duties. The term limits in these Bylaws are not changed from current practice.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors as necessary. The chairs and members of such committees shall be appointed by the president and approved by the Executive Committee.

Section 3. Qualifications. At least a majority of the members of any committee shall be members of AAUW.

Rationale: This provides the flexibility for nonmembers with expertise or experience if needed.

Section 4. Reports. All committees shall provide written reports to the Board of Directors for the annual meeting and such other times as requested.

Section 5. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

ARTICLE X. STATES

Section 1. Structure. Branches may establish a state or a multi-state organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. All branches within that organization shall be automatically affiliated. If a state already has such an organization, the organization will remain in effect until such time as the affiliated branches determine that such an organization should no longer exist.

Rationale: States remain a valuable component of AAUW and exist to further AAUW's mission, especially in support of the branches and members in their geographical area. However, because states differ in size and strength, this article gives them greater flexibility than they currently have to organize in different ways, including two or more states joining together if they wish. Existing state structures will remain in place, but future options for organization are possible as constituent branches and members may determine.

Section 2. Purpose. These organizations shall further AAUW purposes, program, and policies within their respective areas. Bylaws of such organizations shall not be in conflict with these AAUW Bylaws.

Rationale: This section combines the Purpose and Bylaws sections of the current Bylaws.

Section 3. Contact. Each state or multi-state organization shall provide AAUW with a designated contact for administration and finance. If a state elects not to have a state organization or be included in a multi-state structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact.

Rationale: States may determine the structure that best suits their needs beyond the required two contacts judged to be the necessary minimum.

Section 4. Property and Assets. The title to all property, funds, and assets is invested in the state or interstate structure for the joint use of the members, and no member or group of members

shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution, all assets shall be transferred and delivered to an appropriate AAUW entity.

Rationale: This section is the same as the current Bylaws.

ARTICLE XI. BRANCHES

Section 1. Branches.

- a. A branch shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. A branch may be geographically based or may be a virtual, online branch not tied to a geographic area. The Board of Directors may establish such other types of branches as may be appropriate.

Rationale: This article has been simplified, and structural flexibility for branches has been added. Branches will continue to need official recognition by AAUW and basic bylaws.

Section 2. Organization.

- a. Purpose. Branches shall promote the purposes, program, and policies of AAUW.
- b. Bylaws. Branches shall develop bylaws as meet the needs of the branch. However, such bylaws shall not conflict with these AAUW Bylaws.
- c. Structure. Branches may create such leadership structures as meet the needs of the branch. Each branch shall provide AAUW with designated contacts for administration and finance.

Rationale: Branches, both “real” and online, remain an important and valued grassroots component in promoting AAUW’s mission. Excessive requirements have been deleted, and branches will be able to create a leadership structure that suits their size and needs, provided that there are the required contacts for administration and finance.

Section 3. Loss of Recognition of a Branch.

- a. A branch shall be deemed to have forfeited its right to continue as a branch if the branch has violated the purpose of AAUW or maintained branch bylaws or practices in conflict with the Bylaws or policies of AAUW.
- b. The branch shall have the right to appeal to the Board of Directors within a designated period.

Rationale: Clarity has been added to this section, and there is no longer a required number of members to be a branch. If a branch maintains its viability with a very small membership, that will be acceptable.

Section 4. Property and Assets. The title to all property, funds, and assets of a branch is vested in the branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. The branch 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. In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

Rationale: This section is not changed from the current Bylaws.

ARTICLE XII. ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, or states may form other affiliations with one another to serve common AAUW purposes. If desired, they may seek recognition of those AAUW entities following procedures and policies established by the AAUW Board of Directors.

Rationale: Unlike the formal groups covered in Articles X and XI, groups or networks might form to work on a special project or issue. These may be local, regional, or national in scope and may be a short-term joint effort, so "formal" recognition as outlined in Articles X and XI is not necessary. These groups would not be involved in governance such as voting.

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Administration. The Board of Directors shall have responsibility for

- a. administering finances;
- b. managing, acquiring, and disposing of Corporation property and equipment in accordance with membership action and the Bylaws;
- c. developing pilot projects relative to membership and dues payment procedures;
- d. approving all investments and all disbursements of funds;
- e. establishing procedures for disbursements under limited and proper delegation of authority;
- f. including annual reports of the finance vice president and auditor in the annual report;
- g. accepting or declining funds and other gifts, bequests, and devises for the general purposes of AAUW.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

Section 3. Fellowships Fund. The Fellowships Fund shall be exclusively for the purpose of awarding grants and fellowships to scholars for advanced study. It shall be administered in accordance with the terms of the Articles of Domestication filed in Pennsylvania and the Certificate of Incorporation filed in the District of Columbia.

Section 4. Dissolution. In the event that either by vote of the membership of this Corporation or by legal action or otherwise, this Corporation is dissolved or liquidated, (a) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provisions shall be made therefore; and (b) all remaining assets, of every nature and description whatsoever, shall be distributed, in accordance with the general laws of the District of Columbia and Pennsylvania, to one or more organizations exempt from federal tax under section 501(c)(3) of the Code and described in section 170(b)(1)(A) (other than in clauses (vii) and (viii) of the

Code) or the corresponding provisions of any future United States internal revenue law, each of which has been in existence and so described for a continuous period of at least 60 calendar months immediately preceding the distribution.

Rationale: Section 1 combines the administrative responsibilities as currently found in the Association and Foundation Bylaws. There is no change in the fiscal year (Section 2) and no substantive change in Section 3 from current Foundation Bylaws. Section 4 is a legal requirement with the language provided by the AAUW attorney. If AAUW goes out of business, the net assets of the organization must be transferred to another tax-exempt 501(c)(3) organization, not to individual members.

ARTICLE XIV. EXECUTIVE DIRECTOR

Section 1. Appointment. The executive director shall be a salaried, nonvoting administrator of AAUW and the corporate secretary, appointed by the Board of Directors.

Section 2. Duties. The executive director shall

- a. be chief administrative officer of AAUW and the director of the staff;
- b. be responsible for the execution of plans and policies officially adopted by AAUW or the Board of Directors;
- c. appoint all professional staff members;
- d. make recommendations to the Board of Directors relative to the program, policies, and activities of AAUW;
- e. be the corporate secretary and, as such, shall have custody of the seal and ensure compliance with the Corporation's legal obligations;
- f. execute, with the president, all appropriate legal documents of AAUW;
- g. attend all meetings of AAUW in nonvoting ex officio capacity and be a nonvoting ex officio member of the Board of Directors and any special committees as deemed appropriate by the Board of Directors;
- h. serve as an ex officio, nonvoting member of standing committees except as follows:
 - (1) not serve as a member of the Nominating or Audit committees;
 - (2) serve only on a consultant basis to the work of the Governance Committee when appropriate for implementation of policies, especially as related to staff and management activities.

Section 3. Performance Review. The performance of the executive director shall be reviewed annually by the president and the Executive Committee. A report of the review shall be distributed to the Board of Directors.

Rationale: This article is very similar to the current Bylaws and details the role and responsibilities of the executive director. It identifies the executive director's position relative to the staff, the Board, and committees and states that she cannot serve on the Audit or Nominating committees or participate in the Bylaws deliberations of the Governance Committee. The article establishes the process for appointment and the annual performance review, the details of which will be in policies and procedures.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The annual meeting shall be held in the District of Columbia, or such other place as may be designated by the Board of Directors. Written notice, or electronic notice if permitted by law, of the time and place of the meeting shall be sent to all members at least 30 days prior to the date of such meeting. At the annual meeting AAUW shall

- a. receive written reports on the activities and financial condition of the Corporation;
- b. transact such other business as may properly come before it.

Rationale: An annual meeting is required by corporate laws in the District of Columbia and Pennsylvania, where AAUW is incorporated and registered to do business. It would likely occur in conjunction with a Board meeting or convention. District of Columbia code specifies that anyone who joins after the "official notice" of the meeting does not have voting rights at that meeting. Therefore, the 30-day minimum notice ensures that anyone who has joined by that time may vote but in no way implies that the Board would change its current policies of establishing and advertising meetings far in advance to encourage member attendance and participation.

Section 2. Convention. A convention of AAUW may be held in the District of Columbia, or such other place as may be designated by the Board of Directors. Written or, if permitted by law, electronic notice of the time and place of the meeting shall be sent to all members at least 30 days prior to the date of such meeting. The business of convention shall be established by the Board of Directors.

Rationale: Convention is retained without requiring it. If there is a convention, the annual meeting would occur during convention. If there is no convention, the business associated with convention (elections, Bylaws amendments, resolutions, public policy program) would occur at the annual meeting. All members would have the opportunity to vote in either case.

Section 3. Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors or at the request of five percent of the membership. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of the meeting and the purpose for which the meeting is called, shall be delivered at least 30 days before the date of the meeting to all members.

Rationale: This is rarely used, but Bylaws must provide for special meetings in case of an emergency.

Section 4. Voting.

- a. All AAUW members in good standing at the time of the meeting notice shall be entitled to one vote on any item of business.
- b. Members unable to attend a meeting of the membership in person shall be entitled to vote on noticed business items by mail, electronic mail, telephone call, telegram, or any other means of electronic or telephonic transmission, provided that the member shall state or submit information from which it can be determined that the method of voting chosen was authorized by the member. Such vote may include election of the Board of Directors and adoption or amendment of the public policy program, resolutions, and amendments

to the Bylaws. Members voting by these methods are considered to be present at the meeting.

- c. There shall be no proxy voting.
- d. Five percent of the members entitled to vote shall constitute a quorum.
- e. Ballots equal in number to at least five percent of the votes entitled to be cast by members present at a meeting must be cast for a vote to be counted. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a two-thirds vote shall be required to adopt amendments to these Bylaws.
- f. The vote shall be conducted under the supervision of the secretary of the Board of Directors. The system and policies to be used for the conduct of the vote, including methods by which every member's input is sought prior to the submission of the proposal for final adoption, shall be adopted by a two-thirds vote of the Board of Directors and shall be made available to the membership.

Rationale: Under District of Columbia code, a mail ballot alone cannot be used unless there is 100 percent participation and the vote is unanimous. Since this is obviously impossible with AAUW's large membership, voting must occur at a meeting. District of Columbia code provides that members may either vote in person by attending the meeting or vote by mail or electronically and that all those who vote are considered in attendance at the meeting itself. At least five percent of the membership must vote for the quorum to be met. This number was used because it equates to the minimum number currently attending convention and because it is a reasonable percentage to achieve a quorum. The detailed procedures for voting, which include nominations for elections, time for member input and debate, and amendments to motions, must be adopted by a two-thirds vote of the Board of Directors and made available to all members. This process will allow all members not only to vote on noticed AAUW business but also to provide input and propose amendments before the motion is submitted to the membership for a final vote.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern AAUW in all instances in which they are applicable and in which they are not inconsistent with these Bylaws.

Rationale: There is no change from the current Bylaws.

ARTICLE XVII. INDEMNIFICATION

Every member of the Board of Directors, officer, committee member, executive director, or employee of AAUW shall be indemnified by AAUW against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, committee member, executive director, 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, committee member, executive director, or employee of AAUW, 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

AAUW 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 termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that she/he reasonably believed to be in, or not opposed, the best interests of AAUW, was negligent, engaged in misconduct, or, with respect to any criminal proceeding, had reasonable cause to believe that her/his conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board, officer, committee member, executive director, or employee is entitled.

Rationale: AAUW's attorney has updated the language from this same article in the current Bylaws. Committee members have been added.

ARTICLE XVIII. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a two-thirds vote of members voting. All proposals for amendments shall be sent to the Governance Committee. Proposed Bylaws amendments shall be sent to the entire membership at least 30 days prior to the applicable meeting. Every amendment to the AAUW Bylaws shall become effective and binding on all AAUW entities.

Rationale: The process for amendment is the same as in the current Bylaws except that proposed amendments will be sent to the new Governance Committee instead of the old Bylaws Committee. The 30 days' notice is the minimum notice, which is what District of Columbia Code requires and must be so stated. There is no intention to give such short notice in practice.

Adopted June _____, 2009; St. Louis, Missouri.