

**The restructuring of AAUW and the resulting bylaws revision are bringing a lot of change to AAUW. To help members obtain a better understanding, the Bylaws Committee has collected questions that have been asked frequently during this process and developed the Q&A below. We know that there are strong emotions around some of the proposals. At this point, the proposed AAUW Bylaws have been finalized, so we would like to concentrate on answering specific questions. It helps if you first review the proposed AAUW Bylaws and the rationale, which can also be found on the AAUW website. Then if your question isn't answered below, please contact Caroline Pickens, the Bylaws Committee chair, at [pickens\\_slim@hotmail.com](mailto:pickens_slim@hotmail.com) . We'll do our best to answer your question.**

**1. Why do we have bylaws?**

Bylaws are the means by which the membership of an organization adopts a document that establishes the purpose of the organization, the governance structure, and the manner in which authority and responsibility will be assigned. They exist so that everyone in the organization is treated fairly under the same rules and are a protection for both the organization itself and the members. Bylaws cover the basic, fundamental provisions that are so important that they should not be amended except by a vote of the membership. Details on procedures and processes to carry out the bylaws do not need to be in the bylaws themselves and can be in policies and procedures.

**2. Why are we being presented with revised bylaws?**

At the 2007 Convention, the members unanimously voted to restructure AAUW by moving the membership and the majority of the assets into the 501(c)(3) entity (which currently houses the Educational Foundation), leaving a small 501(c)(4) entity for those activities not allowed to a 501(c)(3) tax-exempt corporation, such as voter guides, voter education, and related political activities. The delegates also instructed the AAUW Bylaws Committee to prepare revised Bylaws for these two entities because the current AAUW and Foundation Bylaws would no longer reflect the restructured AAUW.

**3. Why did we re-structure AAUW?**

Beginning in 2005, the national Boards of Directors embarked on a strategic process to assess the health of the organization and determine its future viability and vitality. The process involved thousands of members through surveys and focus groups, as well as input from non-members to ascertain AAUW's impact and image in society. It became clear that while some branches were alive and well, the organization as a whole had become bogged down in process and inflexible "rules." Many branches and states were finding it difficult to find leaders, and there was a lack of energy and mission-focused programs and projects. If AAUW were to re-energize and continue to be a leading voice and advocate for women's education and equity, then things needed to change. AAUW was not alone in this quest as many national organizations were experiencing the same challenges. We were not the only organization trying to find ways to revitalize and stay effective.

The goal of the restructuring was to sharpen the focus, make the mission the priority, address current and future demographics, and streamline the structure to provide the flexibility needed for the 21<sup>st</sup> century. There was both an organizational and a business reason for restructuring. Restructuring AAUW enables the organization to have one mission, one focus, and one national Board of Directors. It is also fiscally responsible because it saves money to have only one primary corporation.

#### **4. How did the Bylaws Committee determine what to include in these bylaws?**

It began with the strategic process launched in 2005 by the Boards of the AAUW Association and the Educational Foundation to address long-standing challenges to AAUW's ability to be a viable organization in the future. The process was facilitated by an eight-person team representing both Boards and staff. Nearly 20,000 members were involved through various surveys, such as the Every Member Survey, and focus groups. In addition, the strategic process included a broad environmental scan and in-depth interviews with external stakeholders.

The focal question of the strategic process was: how will the demographics of women and girls in 2015 and 2020 influence AAUW? How will they influence our mission, vision, programs, members, research, advocacy, finances, and structure? As a result, the strategic process sought to generate a powerful forward-moving vision that positions AAUW as relevant, viable, and dynamic advocates for all women and girls, now and in the future.

Two of the three overarching recommendations from the strategic process provided clear direction to the Bylaws Committee as to what should be included in the new bylaws:

1. *undertake a strategic restructuring of both the Association and Educational Foundation that directly supports achievement of the mission and vision*
2. *transform the organization's demographic composition*

These recommendations would ensure AAUW's future through a structure that was more fluid and flexible, while reflecting the ever-changing demographics of potential members.

At the June 2007 AAUW convention, members directed the Bylaws Committee to prepare a complete revision of the bylaws that would support streamlining the governance structure and adding flexibility, particularly on the national level. In addition, the current Boards for both the Association and Educational Foundation asked the Bylaws Committee to consider how the organizational structure could be more inclusive in the area of voting.

The Bylaws Committee took these directives from the strategic process, from the membership, and from the leadership when considering what to include in the new bylaws. Additionally, the committee received substantial legal advice and researched alternative structures in other similar organizations. The Committee wanted to provide bylaws that

- 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 more avenues for all members to participate in the organization, in particular giving every member a vote on national business.

## **5. Who votes on the proposed bylaws?**

As part of the reorganization process delegates to the St. Louis convention will be voting on two sets of revised bylaws.

- (1) There is a proposed major revision to the current bylaws of the AAUW Educational Foundation. If the amendments are accepted, the current AAUW Educational Foundation will be transformed into a corporation that performs the duties of our current EF and also most of the functions of our current membership corporation, AAUW. The delegates to convention will vote in an advisory vote, advising the Board of the Educational Foundation whether or not the membership is in agreement with these changes. Following that vote, the Board of Directors of the Educational Foundation, which also serves as the members of the Foundation, will vote to make the changes official. The EF Board will also need to approve the proposed name change from the AAUW Educational Foundation, Inc. to the American Association of University Women, Inc.
- (2) The delegates to the convention will also be asked to approve revisions to the bylaws of the existing American Association of University Women, Inc. If these revised bylaws are approved, the name of this corporation will be changed to the AAUW Action Fund, Inc. and its functions will be limited to those public policy matters which, as a matter of federal tax law, cannot be undertaken by a 501(c)(3) tax exempt organization. In order to implement the name change, the AAUW corporate charter will also need to be revised. Delegates will also vote on that amendment.

## **6. What authority and rights will members have under the proposed bylaws?**

Delegates to the 2009 Convention will have the authority and the opportunity to consider the proposed bylaws, article by article, and amend or accept them. If the proposed revised bylaws are accepted, a major change is that all members will determine future AAUW business, not just those who come to Convention. All members will have the right to vote on candidates for AAUW president and the AAUW Board of Directors, to amend and approve the Public Policy Program, to amend the AAUW Bylaws, and to approve noticed resolutions. Members will also have the authority to determine the organizational structure of their branches and states.

## **7. What authority will Board members have under the proposed bylaws?**

The major change is that one Board of Directors will have authority over all areas of AAUW activity, not split between two Boards as currently. This will mean one focus and one mission. The Board will be tasked with delivery of the mission through programs and policies, oversight of financial administration including the setting of dues, and selection of the executive director. The Board will appoint the directors of

the 501(c)(4) corporation, the AAUW Action Fund, for the purposes of voter education and related political activities. The Board will have oversight of AAUW committees and task forces, including determining the process for the awarding of fellowships and grants, and will appoint those members. Because of the tax-exempt and non-profit basis of AAUW, the Board must comply with a number of state and federal laws. Non-profit corporate laws, the bylaws, and best practice also require that the Board report to the members.

**8. After July 1, how will the proposal for every member voting work?**

Instead of using a delegate system, every member will have a vote. Members who cannot attend meetings and vote in person will be able to vote by all methods approved by the corporate code of the District of Columbia and the Board (i.e., mail, phone, FAX or electronically).

There will be a time frame and detailed process established in policies for any business requiring a membership vote (i.e., AAUW Board of Directors elections, amendments to the AAUW Bylaws, the Public Policy Program, and resolutions). These policies will be made available to the membership. In the case of board elections, this time frame will allow nominations “from the floor” to be made in advance of the meeting, with a deadline that allows a complete slate, including those additional “from the floor” nominations, to be sent to all members at least 30 days in advance of the meeting. In the case of three or more candidates for the office of president or vice president, voters indicate their first, second and third choice (or more if necessary). If none of the candidates wins a majority vote on the first ballot, the system of preferential voting described in *Robert’s Rules of Order Newly Revised* will be used to determine the winner.

**9. How will members be able to comment and propose amendments to AAUW business before the final vote?**

Any business requiring a membership vote – bylaws, public policy or resolutions – will be presented according to a time frame that will allow any member to submit questions and/or amendments to the motion. Discussion or “debate” on proposed business can take place at AAUW branch and state meetings as well as online in chat rooms. There will be a deadline established for all such motions to amend, allowing a final ballot to be sent to all members at least 30 days in advance of the meeting, with the rationale and debate points of each motion and each amendment.

No additional debate or amendments from the floor will be permitted at the meeting in order to allow all members unable to attend to participate in the vote. This ensures that all members have voted on the same wording for a motion or proposal.

Policies with all the details on the procedures for voting are currently being developed so that members will have more information on the specifics of the voting process.

**10. Why can’t AAUW just send out a mail ballot without tying it to a meeting?**

Under DC code, a mail ballot alone cannot be used unless there is 100% participation and the vote is unanimous. Since this is obviously impossible with AAUW's large membership, voting must occur at a meeting. DC code provides that members may vote either in person by attending the meeting or vote by mail or electronically, and all those who vote are considered in attendance at the meeting itself.

**11. Why do the bylaws provide such a short notification time of 30 days?**

Although the bylaws refer to a 30-day minimum notice of the place and time of the annual meeting or convention, the voting policies established by the Board will require a time line that necessitates such announcements many months in advance to allow enough time for members to submit motions, amendments, debate points, or nominations. (See answers to questions 8-9). The final "official" notification will include the final voting ballots with these additions. Waiting until the 30-day minimum to send out the "official" notification of the meeting allows anyone who has just joined AAUW to participate, since DC code specifies that anyone joining after official notice of meetings has no voting rights.

**12. What restrictions do DC and PA corporate law place on AAUW?**

AAUW is incorporated in the District of Columbia (where AAUW is headquartered) and registered to do business in the Commonwealth of Pennsylvania (where the Fellowships Fund is incorporated). Some of the significant restrictions that DC and Pennsylvania place on AAUW revolve around the prudent use and control of our endowment funds as well as transparent financial reporting. Additionally, AAUW must adhere to their codes with regard to board and membership voting processes, which are quite restrictive.

**13. Why are we opening the membership based on the mission?**

The primary reason is that AAUW should "walk the talk" and make our actions consistent with our mission of equity. The uniqueness of AAUW resides in its long tradition and forward-looking mission of education and equity for women and girls. The promise of equity in that mission brings together all members in the same endeavor. Opening the membership embraces all those who, like us, support women's education and equity and want to work with us toward that goal.

All research on organizational dynamics and development shows that the success and strength of an organization are based on its members' commitment to the mission of the organization, not on the criteria for membership in the organization. The greater the percentage of members committed to the mission and the greater the depth of that commitment, the greater the success of the organization. Belief in the mission and the willingness to work for it should be the criteria for membership. That becomes our primary vehicle for recruitment of a continuously renewed and increasingly diverse membership, something we must recognize in the 21<sup>st</sup> century. AAUW's history has evolved with its past accomplishments, and the organization must continue to evolve and move forward.

Education as the path to equity is and will remain AAUW's core value and activity. That will not change. AAUW should be an organization that values all those who are committed to women's education and equity, no matter what their personal educational achievement might be. Opening the membership is a principle of equity: regardless of one's "status," and AAUW welcomes all who wish to work with us toward our mission. AAUW values all members, current and future, for their participation in and contribution to the work and mission of AAUW.

**14. How many members joined when we opened the membership to men (1987) and to those with associate degrees or equivalent (2007)?**

Opening the membership to men and to those with associate degrees did not bring in floods of members "not like us." Instead, it brought in small numbers (about 2,000 current members) who joined because they believe in what AAUW stands for and they wanted to support that. People join organizations when they believe in the organization's mission and want to work to further that mission.

**15. Why are we keeping the name American Association of University Women in the Bylaws?**

Because the AAUW Bylaws, like the articles of incorporation, is an official document, the longer name "American Association of University Women" is stated in Article I. Name. The bylaws also then state that hereinafter it is known as "AAUW," and that is used throughout the document. The Association and Foundation Boards of Directors voted in February 2008 to use "AAUW." This avoids the common misunderstanding that AAUW members work on college campuses, and it follows the current practice of several other familiar organizations. BPW, AARP, and NOW are examples of organizations who have switched to using their initials as they have broadened their focus. AAUW's core mission will continue to be education as the gateway to equity for women. Members, branches, and states should refer to themselves as AAUW, but it is the long name that will remain stated in our official documents of incorporation and bylaws.

**16. Are AAUW Board members paid?**

All members of the Board volunteer their time other than the executive director, who is the chief staff officer, hired by the Board, and an ex officio member of the Board without vote. AAUW arranges airfare for the Board members and shared hotel rooms, as well as meals during Board meetings. There are currently three Board meetings a year, running from Friday morning to Sunday noon.

**17. Why can members of the Board of Directors serve 3 terms (6 years)?**

The opportunity to serve six years provides continuity and avoids large turnover on the Board at the end of a term. This is especially important with a Board that focuses on long-term strategic planning and policy, not day-to-day management and administration. The bylaws provide two-year terms, and a Board member can elect to run again or be appointed to two successive terms for a total of six years.

**18. What does it mean that a member of the Board of Directors may be removed “with or without cause”?**

Upon legal advice, the bylaws provide that a member can be removed “with or without cause” by a two-thirds vote of the Board and according to written procedures. While this is a very rare event, this provision does allow the Board to remove a member whose actions are harmful or opposed to AAUW or whose behavior is so disruptive or egregious that it prevents the Board from doing its job. The latter may sometimes be termed “without cause” because the member has not done anything illegal but the person’s presence on the Board is a serious obstacle.

**19. Why do votes by the Board of Directors between meetings have to be unanimous and written?**

The rules involving the unanimous and written requirements for all votes of the Board of Directors between official meetings is a requirement of DC non-profit corporate code. It is a precaution that protects the AAUW and the members as well as the general public from any actions by the Board that could even appear to be less than totally transparent.

**20. What is the difference between the secretary of the Board of Directors and the corporate secretary?**

State corporation laws require corporations to have a secretary as a required officer. One of the duties of the secretary under corporation law is to sign legal documents on behalf of the corporation, along with the President or another officer, or contracts for services. It has been the practice of AAUW to divide the usual duties of secretary between a member elected to serve as secretary and the paid executive director of the organization. In order to clarify these roles, the elected member is referred to as the Board secretary and the executive director, when fulfilling secretary duties, is referred to as the corporate secretary. The Board secretary is elected, acts as secretary at meetings, and is a voting member of the Board and the Executive Committee. The corporate secretary is a non-voting, ex officio member of the Board and the Executive Committee, as well as the paid chief staff member.

**21. What is the difference between a quorum for a meeting and what is required for a motion to be adopted?**

The quorum for a meeting is the number of eligible voters who must be present in order for the organization to validly transact or vote on any business items. Under the new proposed bylaws, members who participate in mail-in or electronic voting (when allowed) are considered part of the quorum at a membership meeting. Under the new bylaws, most voting by members will be done by mail, but the quorum (5% of members eligible to vote) is still important because it requires a certain level of member participation in order for any vote to be valid. Once it is determined that there is sufficient participation to constitute a quorum, then the vote is evaluated to see if there are sufficient votes for the item voted on to pass. There are different standards depending on the item being voted on. For example, for a candidate to win an election, a majority of votes cast is usually required. For an amendment to the bylaws, a two-thirds “yes” vote of those voting is required. A quorum is also

required for a board or committee to transact official business. Once a quorum is established, then a majority vote of those voting is usually required to approve an item of business.

**22. Isn't 5% for the quorum too low?**

Bylaws should set the quorum at the minimum number that the organization is sure it can obtain for a vote in order to be certain that the quorum will always be met. In this case, the Bylaws Committee used 5% because it is reasonable to expect that many members will vote. Currently that would be about 5,000 members. Since more than 12,000 members submitted the last Every Member Survey, 5% is a safe number for the quorum. It should be noted that currently fewer than 1,000 members attend the AAUW Convention, and on counted votes where the delegation chair casts any extra votes to which the branch or state is entitled (such as election of the Board of Directors) the delegates cast a total of about 2,500 votes. With every member able to vote, even a quorum of 5% ensures that more members are participating in decisions on AAUW business than the current delegate process does.

**23. How do the areas of membership, program, and public policy get covered? Why are there no longer standing committees named for those?**

Under the proposed bylaws, the Board of Directors is tasked with overseeing and coordinating a unified program focus, which includes the areas of membership, program, and public policy. The Board is therefore authorized to create committees or task forces as needed to carry out this function. For example, the Board might create a task force to address a new program or membership focus. This is much more flexible than the current practice of multiple standing committees with set terms.

**24. How can a member get appointed to a committee or task force?**

The Nominating Committee is currently creating a data base of all those members who are interested in being appointed to committees or task forces, which includes their experience and qualifications. The form is available now on the AAUW website in the Member Center or through the AAUW Executive Office. This is an ongoing process so that members may continue to add their information to the data base. The Board of Directors will then be able to use this information to appoint members who fit the criteria for a specific committee or task force.

**25. Where are the fellowships and research grants?**

The fellowships and research grants will be administered by the "new" AAUW Board of Directors in the same way as they are currently administered by the Educational Foundation Board. The Advisers of the Fellowships Fund, a standing committee mandated by the proposed bylaws, will continue to advise AAUW regarding the investment and management of the Fellowships Fund. The Board will establish a committee or process to select the awardees of the fellowships and grants, much as the award panels do now.

**26. Where is the Legal Advocacy Fund in the restructured AAUW?**

LAF will continue to be a program of our restructured organization just as it is a program of the Foundation at present. The AAUW Board will provide oversight of the January 2009 strategic case expansions with specific criteria for case selection and a process for decision making. Members will continue to contribute to LAF, and those donations will be maintained separately.

**27. How does the Leadership and Training Institute fit into the restructured AAUW?**

LTI will become a program of AAUW just as LAF is a program. It will continue to sponsor the National Conference for College Women Student Leaders (NCCWSL) as it does now and promote other programs such as Campus Action Projects, the National Student Advisory Council, and Campaign College, which teaches college women how to run for campus elective office.

**28. What public policy and lobbying activities can AAUW engage in as a 501(c)(3) entity?**

AAUW as a 501(c)(3) tax-exempt non-profit organization can engage in lobbying that focuses on issues related to the organization's purpose. There are limits on the amount of time and money that can be put into lobbying activities. If an organization plans to be active in lobbying, it is recommended that two separate but affiliated organizations be formed so that the 501(c)(3) status is not jeopardized. The 501(c)(4) AAUW Action Fund will insure AAUW's status by covering voter education and politically related activities.

**29. What activities can only be carried out by a 501(c)(4) entity; i.e., the AAUW Action Fund?**

The AAUW Action Fund is also a nonprofit entity. The Action Fund can engage in political activity, such as an unlimited amount of lobbying on legislation, publishing the Congressional Voting Record, programs to encourage women to register to vote, endorsing or opposing government appointments, and other politically related activities as long as such action is consistent with the organization's purpose.

**30. Why is the AAUW Board appointing the AAUW Action Fund Board of Directors?**

The 2007 Convention delegates adopted a proposal to restructure AAUW. One of the items adopted was that the directors of the 501(c)(3) organization (AAUW) shall appoint the Board of the 501(c)(4) organization (AAUW Action Fund). Appointing the small Action Fund Board also insures that the focus is consistent with AAUW, the primary corporation

**31. Will Lobby Corps, the volunteer members who lobby on Capitol Hill, be part of AAUW or the AAUW Action Fund?**

The work of the volunteer Lobby Corps will be under the auspices of AAUW, the 501(c)(3) organization. The work of the employees who lobby will mostly be done through the AAUW Action Fund, the 501(c)(4) organization.

**32. What dues will be tax deductible and when?**

A major portion of national dues (not branch or state) will be deductible as soon as the restructured AAUW goes into effect on July 1, 2009. Any part of the national dues that supports the work of the AAUW Action Fund will not be deductible because only those dues going to the 501(c)(3) tax-exempt corporation (AAUW) are deductible. The exact proportion will be determined after the restructuring occurs, and branches and members will be notified.

**33. How will my branch or state look different after July 1?**

Branches and states may look the same after the restructuring because no branch or state will be required to change its organizational structure or how they operate. However, the revised AAUW Bylaws will allow both states and branches more flexibility about how they are organized. The number of officers can be smaller and, in some cases, all that will be required will be two contacts, one for finance and one for administration. In any case, it will be up to states and branches to examine how the current structure works for them and then decide whether they need to change and when the change will occur. Since such changes will require amendments to state or branch bylaws, any change would not occur immediately after July 1.

**More questions? Contact Caroline Pickens, AAUW Bylaws Committee chair, at [pickens\\_slim@hotmail.com](mailto:pickens_slim@hotmail.com).**