

Proposed Bylaws Amendments

Proposed additions to the AAUW Bylaws are **boldfaced and underscored**; proposed deletions are ~~**boldfaced and struck out**~~.

PROPOSAL 1. Require Proper Use of Name.

Rationale

The AAUW Governance Committee recommends that a new section be added to Article III to help AAUW protect its name, reputation, and tax status from improper use of the AAUW name and logo.

Current Bylaw

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.

Proposed Amendment

Add a new Section 2 and renumber existing Section 2 to be Section 3. The new section would read as follows:

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Proposed Amended Bylaw

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. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. 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.

PROPOSAL 2. Remove Reference to IFUW.

Rationale

The AAUW Governance Committee recommends this change. Since AAUW is no longer a member of IFUW, IFUW should not be referenced in determining eligibility for membership.

Current Bylaw

ARTICLE IV. MEMBERSHIP AND DUES

Section 3. Basis of Membership.

a. Individual Member.

(i) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution, a degree from a foreign institution recognized by the International Federation of University Women (IFUW), or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

Proposed Amendment

ARTICLE IV. MEMBERSHIP AND DUES

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Proposed Amended Bylaw

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PROPOSAL 3. Remove the Term “Member-at-Large.”

Rationale

The AAUW Governance Committee proposes this change, following a recommendation from the AAUW Board of Directors, to emphasize that all AAUW members are national members and that many members are also branch and/or state members.

Current Bylaw

ARTICLE IV. MEMBERSHIP AND DUES

Section 3. Basis of Membership.

(4) Categories of Membership.

(a) A branch member is one who maintains AAUW membership through a branch. That member shall

be entitled to vote, hold office, and participate in all branch activities and programs.

(b) A member-at-large is one who maintains membership in AAUW by paying annual AAUW dues but does not belong to a branch. That member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

Proposed Amendment

ARTICLE IV. MEMBERSHIP AND DUES

Section 3. Basis of Membership.

(4) Categories of Membership.

~~(a) A branch member is one who maintains AAUW membership through a branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs.~~

~~(b) (a) A member-at-large national member is an individual who maintains membership in AAUW by paying annual AAUW dues but does not pay annual AAUW dues and who may or may not belong to a branch and/or state. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.~~
~~(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.~~

Proposed Amended Bylaw

ARTICLE IV. MEMBERSHIP AND DUES

Section 3. Basis of Membership.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch and/or state. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

PROPOSAL 4. Clarify the Status of Partner Member Representatives and Allow Two Representatives.

Rationale

The AAUW Governance Committee recommends this change to clarify that college/university partner members

may select one or two individuals to represent them within AAUW and that those individuals will have the membership benefits of a national member. Having two representatives facilitates communication.

Current Bylaw

ARTICLE IV. MEMBERSHIP AND DUES

Section 3. Basis of Membership.

b. Partner Member.

(1) College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint a representative who shall be an AAUW member.

(2) Other partner members include educational or other institutions and organizations meeting criteria established by the Board of Directors. Such partner members are not entitled to vote or hold office, but may participate in AAUW activities and programs.

Proposed Amendment

ARTICLE IV. MEMBERSHIP AND DUES

Section 3. Basis of Membership.

b. Partner Member.

(1) College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint **a one or two representatives who shall ~~be an AAUW member.~~ each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or branch following the procedures set forth in the state or branch bylaws.**

(2) Other partner members include educational or other institutions and organizations meeting criteria established by the Board of Directors. Such partner members are not entitled to vote or hold office, but may participate in AAUW activities and programs.

Proposed Amended Bylaw

ARTICLE IV. MEMBERSHIP AND DUES

Section 3. Basis of Membership.

b. Partner Member.

(1) College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits

that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or branch following the procedures set forth in the state or branch bylaws. (2) Other partner members include educational or other institutions and organizations meeting criteria established by the Board of Directors. Representatives of partner members are not entitled to vote or hold office, but may participate in AAUW activities and programs.

PROPOSAL 5. Require States to Designate a Member to Record Meeting Minutes.

Rationale

The AAUW Governance Committee recommends this change based on organizational best practices. The history of an organization is contained in its records, which may need to be accessed in the event of a dispute or for guidance in making a current decision. The IRS also requires all nonprofit organizations to keep recorded minutes of their meetings.

Current Bylaw

ARTICLE X. STATES

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.

Section 4. Property and Assets. The title to all property, funds, and assets is vested 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.

Proposed Amendment

Add a new Section 4 and renumber existing Section 4 to be Section 5. The new section would read as follows:

Section 4. Recorded Minutes. Each state or multi-state organization shall designate a member other than the contacts for administration and finance to record the minutes of each state or multi-state meeting and board meeting.

Proposed Amended Bylaw

ARTICLE X. STATES

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.

Section 4. Recorded Minutes. Each state or multi-state organization shall designate a member other than the contacts for administration and finance to record the minutes of each state or multi-state meeting and board meeting.

Section 5. Property and Assets. [Note: Proposed changes to this section are addressed in Proposal 6, below.]

PROPOSAL 6. Confirm AAUW's Ability to Receive or to Select the Recipient of Assets from Dissolved State or Multi-State Organizations, after Considering Local Recommendations.

Rationale

The AAUW Governance Committee recommends this change, based on the guidance of the AAUW Board of Directors and AAUW's legal counsel, for the following reasons: (1) Federal tax laws require proper disposal of the assets of a dissolved AAUW-affiliated entity. (2) The change makes AAUW's bylaws consistent with the terms of the AAUW Affiliate Agreement. (3) There is a need to comply, to the extent possible, with the intent of the individual members of the AAUW-affiliated entity whose past donations to the dissolving affiliated entity produced the current assets of that AAUW entity. Therefore, the entity receiving the assets must be either AAUW or an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders prior to making a final decision. [Note: If Proposal 5 passes, Section 4 of Article X will be renumbered as Section 5.]

Current Bylaw

ARTICLE X. STATES

Section 4. Property and Assets. The title to all property, funds, and assets is vested 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.

Proposed Amendment

ARTICLE X. STATES

Section 4. Property and Assets. The title to all property, funds, and assets is vested in the state or **interstate multi-state** 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 **of an affiliated state or multi-state organization or the termination of its affiliation with AAUW**, all assets **of the state or multi-state organization** shall be transferred and delivered to **AAUW or to an appropriate AAUW-affiliated entity designated by AAUW**. **AAUW may solicit and consider recommendations from local leaders before making a designation.**

Proposed Amended Bylaw

ARTICLE X. STATES

Section 4. Property and Assets. The title to all property, funds, and assets is vested in the state or multi-state 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 of an affiliated state or multi-state organization or the termination of its affiliation with AAUW, all assets of the state or multi-state organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

PROPOSAL 7. Require Branches to Designate a Member to Record Meeting Minutes.

Rationale

The AAUW Governance Committee recommends this change based on organizational best practices. The history of an organization is contained in its records, which may need to be accessed in the event of a dispute or for guidance in making a current decision. The IRS also requires all nonprofit organizations to keep recorded minutes of their meetings.

Current Bylaw

ARTICLE XI. BRANCHES

Section 2. Organization.

- 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.

Proposed Amendment

ARTICLE XI. BRANCHES

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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. Each branch shall also designate a member other than the contacts for administration and finance to record the minutes of each branch and branch board meeting.

Proposed Amended Bylaw

ARTICLE XI. BRANCHES

Section 2. Organization.

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. Each branch shall also designate a member other than the contacts for administration and finance to record the minutes of each branch and branch board meeting.

PROPOSAL 8. Confirm AAUW's Ability to Receive or to Select the Recipient of Assets from Dissolved Branches, after Considering Local Recommendations.

Rationale

The AAUW Governance Committee recommends this change, based on the guidance of the AAUW Board of Directors and AAUW's legal counsel, for the following reasons: (1) Federal tax laws require proper disposal of the assets of a dissolved AAUW-affiliated entity. (2) The change makes AAUW's bylaws consistent with the terms of the AAUW Affiliate Agreement. (3) There is a need to comply, to the extent possible, with the intent of the individual members of the AAUW-affiliated entity whose past donations to the dissolving affiliated entity produced the current assets of that AAUW entity. Therefore, the entity receiving the assets must be either AAUW or an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders prior to making a final decision.

Current Bylaw

ARTICLE XI. BRANCHES

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.

Proposed Amendment

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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 or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

Proposed Amended Bylaw

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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 or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

PROPOSAL 9. Designate Paper and Electronic Ballots as the Only Means of Voting by the Membership.

Rationale

The AAUW Governance Committee recommends this change. When AAUW restructured two years ago, it was not clear how best to implement the One Member, One Vote concept. Now that work has been done to set up the new system of voting, the Bylaws should reflect the two voting methods that are workable for an organization of AAUW's size.

Current Bylaw

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 4. Voting.

- a. Each AAUW member 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.

Proposed Amendment

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 4. Voting.

- a. Each AAUW member 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, paper or~~ electronic ~~ballot following procedures designated by the AAUW Board of Directors. 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.

Proposed Amended Bylaw

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

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- a. Each AAUW member in good standing at the time of the meeting notice shall be entitled to one vote on any item of business.

- b. Members shall be entitled to vote on noticed business items by paper or electronic ballot following procedures designated by the AAUW Board of Directors. 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.

PROPOSAL 10. Clarify the Quorum Requirement by Deleting Unnecessary Words.

Rationale

The AAUW Governance Committee recommends this change. The extra words in the current quorum requirement for membership meetings have created confusion that is easily resolved by this simple change. This change does not alter the quorum requirement.

Current Bylaw

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

- 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.

Proposed Amendment

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

- 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.

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