

BYLAWS PRESENTATION

Things to Remember about Bylaws

- Bylaws state the principles and provisions of the organization that are so important that they need a vote of the membership to change them.
- The AAUW Bylaws address the national organization and its structure. If the organization is to have sub-units, such as branches, they must be provided for in the bylaws, but details on states' and branches' governance properly belong in those bylaws.
- Bylaws state provisions that are common to or required of all parts of the organization, such as the purpose of the organization and membership requirements.
- Bylaws should be as succinct as possible so that provisions are clear and not open to interpretation.
- Bylaws state the minimum that is achievable, not the maximum. The organization can go beyond the minimum unless prevented from doing so by law or the articles of incorporation. (Example: a quorum should be set low enough that the organization can be reasonably expected to meet the quorum; the minimum number of meetings of the Board should be stated, not the expected number.)
- Along with the articles of incorporation, the bylaws are the fundamental document of the organization, setting the rights of and providing protection to both the members and the organization. They are the framework upon which the organization builds its program and policies to further its mission.

What Hasn't Changed in the Bylaws

- The name stays the same, although members, states, and branches are encouraged to use just "AAUW."
- AAUW's purpose does not change: advancing equity for women and girls through advocacy, education, philanthropy, and research. The promotion of women's education remains the core value.
- "Use of Name" stays the same but is stated more succinctly: members may not use AAUW's name to oppose AAUW policy or positions, but the freedom of speech of individual members to speak a personal opinion in the member's own name is not abridged.
- Branches remain in the bylaws as the lifeblood and heart of AAUW.
- There is still provision in the bylaws for state organizations to exist, but they aren't required if a state cannot sustain one or find a better way to achieve the mission.
- Branches and states continue to be tasked with promoting the purpose, program, and policies of AAUW as their primary responsibility.
- There is no change in financial administration or the AAUW Board's fiscal responsibilities.
- There is no change in the description or duties of the executive director.
- *Robert's Rules of Order Newly Revised* remains the parliamentary authority for AAUW.
- Indemnification is still covered for Board members, committee members, and employees of AAUW.

- Amendments to the AAUW Bylaws continue to take a two-thirds vote of the membership.

Major Changes in the AAUW Bylaws

- AAUW, the 501(c)(3) entity currently called the AAUW Educational Foundation, will be the primary organization and will house the membership and the majority of AAUW's assets.
 - Why: The membership voted at the 2007 Convention to restructure AAUW into one primary entity, with a single mission and focus. Restructuring also has fiscal benefits because it is more cost effective to have one primary organization.
- Membership in AAUW will be open to all those who support AAUW's purpose and mission. College/university members will become known as partner members, along with other educational or institutional organizations that meet criteria established by the Board of Directors. All current life members will retain that status, and the Board will establish the criteria for life memberships after July 1, 2009. As is true now, the Board of Directors can establish other categories, such as student affiliates.
 - Why: The primary reason to open the membership is to make our actions consistent with our mission statement in terms of equity for all women. In other words, "to walk the talk." It is our mission that is unique, and our core value of education as the path to equity will not change. People join organizations whose mission they want to support. Research shows that the success of an organization is dependent on the level of commitment by the membership to the purpose and mission of the organization, not on the criteria used for admitting members.
- National dues will be noticed to the membership for at least 60 days, along with the rationale for the change and a process for member comment and input, and then adopted by a 2/3 vote of the AAUW Board of Directors.
 - Why: Modern organizations have recognized that financial decisions should be made by the board of directors, who have the benefit of staff expertise and timely reports to ascertain the organization's financial needs. Setting the national dues is one of those financial decisions. Currently the AAUW Board approves the dues for members-at-large, student affiliates, and college/university members. The change is that it will also now set individual branch member dues. Branches and states will continue to set their own dues.
- There will be a clause providing for severance or suspension from membership if a member engages in conduct that is contrary to AAUW's mission or adversely affects AAUW. There will be specific policies and procedures written that must be followed.
 - Why: While such a situation is rare, legal counsel recommends this. There have been instances where branches have asked for this, also.
- There will no longer be formal regions with regional directors.
 - Why: The division of AAUW into ten set regions has outlived its usefulness, particularly with today's instantaneous communications. Regional conferences

- Branches will not be required to fill a list of positions and will have the flexibility to determine branch structure that works best for that branch.
Why: Many branches have struggled with filling all the required positions, and the inability to do this is often cited as a reason for branch disbandment. If a branch is viable and successful with its current leadership structure, the branch does not have to change that. But if the structure has become an obstacle and focusing on it has prevented the branch from focusing on promoting the mission instead, then the AAUW Bylaws will now give branches the flexibility to pare down the structure. Branches may also continue with a small membership if the branch is viable and succeeding.
- Informal geographic, issue, or special interest groups and networks may be formed.
Why: While such groups or networks are permitted now, providing for them in the Bylaws emphasizes that there are multiple ways to participate in AAUW and encourages members to reach out to other members with similar interests or issues.
- An Annual Meeting will be held, which can be held separately or during Convention. The "official notice" will go out 30 days before the meeting.
Why: District of Columbia corporate law, which AAUW will now be under, requires an Annual Meeting. It also states that once the official notice has gone out, anyone who joins after that date will not have voting rights at the meeting. Therefore, to encourage attendance and participation in the meeting, AAUW will advertise the meeting and send out business to be voted on far in advance but will officially notify members of the meeting 30 days in advance.
- Every member will be able to vote on noticed AAUW business: election of the Board of Directors, approval of the Public Policy Program, approval of any noticed resolutions, and adoption of amendments to the AAUW Bylaws.
Why: Every member of AAUW should have the right to vote on the most important business of AAUW. Currently less than half the branches and fewer than 1,000 members are making these decisions for AAUW at the biennial Convention. Now every member will be able to vote, either in person or by mail or online. The voting process is somewhat complicated by District of Columbia law, but the procedures will be spelled out in detail in policies and made available to all members.

Bottom Line

The revised AAUW Bylaws will

- retain our core mission of education and equity for women and girls
- welcome into membership all those who share our commitment to the mission
- provide more flexibility at all levels for boards and committees
- enable branches and states to have the structure that works best for them, which in turn will allow them to focus on achieving our mission
- give every member a vote in electing the AAUW Board of Directors, approving the Public Policy Program, and amending the AAUW Bylaws

had become either non-existent or sparsely attended. Instead of regional directors, AAUW is developing plans for a volunteer, staff-supported field staff to communicate and work with states and branches.

- The Nominating Committee will be somewhat smaller and appointed by the AAUW Board with regard to geographical representation. The term will be longer to give the committee more time to seek candidates.

Why: A Nominating Committee appointed for experience and knowledge will be the most effective in recruiting the best candidates for the AAUW Board of Directors. Additionally, the Nominating Committee will be involved in developing a database of members seeking appointment to committees and task forces.

- Members will elect an AAUW Board of Directors consisting of a president, vice president, and seven directors-at-large. The Board will appoint six additional directors-at-large and elect the finance vice president and secretary from among the 13 directors-at-large. The AAUW Board will also appoint the small AAUW Action Fund Board of Directors, which will oversee voter education, voter guides, and related political activities not allowed to the 501(c)(3) AAUW Board.

Why: This structure was approved by the 2007 Convention delegates. It provides for the primary Board of Directors that will direct AAUW activities.

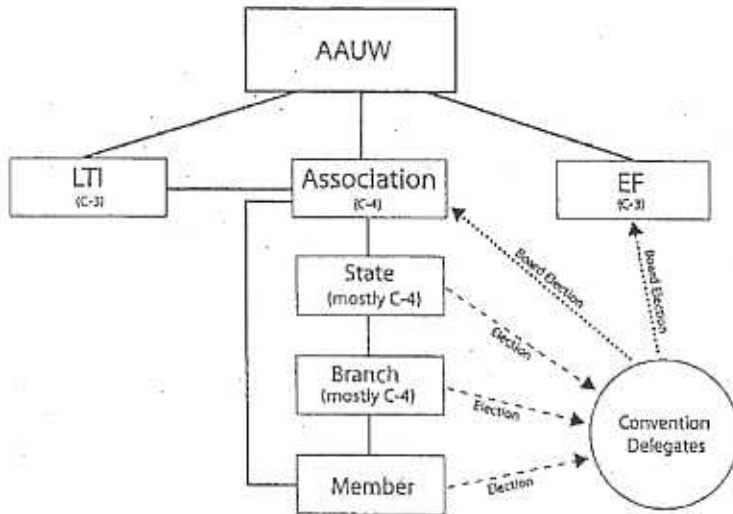
- Standing committees named in the AAUW Bylaws are only those that are required by nonprofit corporate law, the Articles of Incorporation, or best practice (Advisers of the Fellowships Fund, Audit, Finance, and Governance). The AAUW Board can authorize such other standing committees and task forces as needed, so the areas of program, membership, public policy, etc. will be covered in that way.

Why: The Bylaws state the minimum required but provide for the Board to create more committees as needed. This is much more flexible than the current system of set terms and set numbers and allows the Board to create committees or task forces for specific and timely purposes.

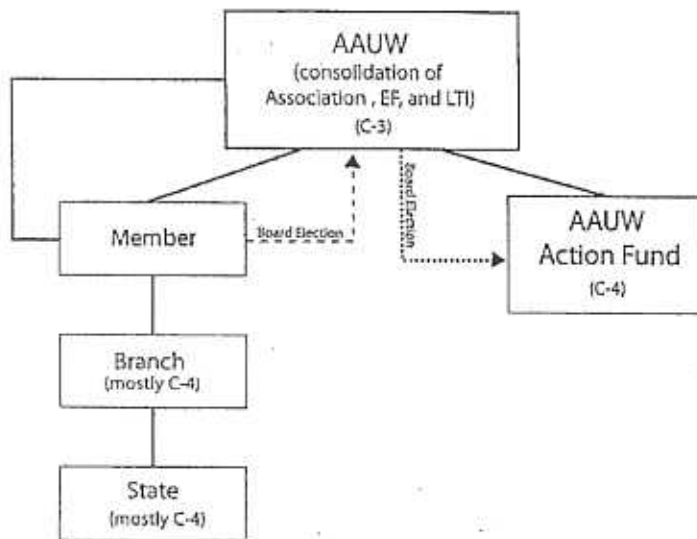
- State organizations may continue, but the AAUW Bylaws now allow the flexibility to have a smaller and more flexible structure or no structure if the state cannot sustain one or does not find it necessary. A state may even decide to join in a multi-state structure with a neighboring state if that will be more effective.

Why: This provision will allow states to choose the structure that best works for them. A very small state with only one or a few branches may decide it does not need to layer on a state board and can work through coordinated branch meetings. Or a state may have a neighbor that is similarly small, and the two states decide to have a bi-state committee to oversee the branches of the two states working together. Some states may find that a formal board isn't needed to be able to carry out AAUW mission and program, and a committee does the job. There are many possibilities.

AAUW Current Organization and Structure Chart



AAUW Organizational and Structure Chart After Restructuring



AAUW-RELATED ACRONYMS

AAUW	American Association of University Women
ACH	Automated Clearing House
ADRF	Additional Dues Remittance Form
APPC	Association Public Policy Committee
BMVP	Branch Membership Vice President
BTB	Breaking Through Barriers
CEDAW	Convention on the Elimination of all Forms of Discrimination Against Women
CAP	Campus Action Project
CPC	Convention Procedures Committee
C/U	College University
CVR	Congressional Voting Record
ED	Executive Director
EF	Educational Foundation
EFT	Electronic Funds Transfer
FAQ	Frequently Asked Questions
F & G	Fellowship and Grants
GOTV	Get Out the Vote
IRS	Internal Revenue Service
IT	Information Technology
KTC	Keep the Change
LAC	Local Arrangements Committee
LAF	Legal Advocacy Fund
LTI	Leadership Training Institute
MAL	Member at Large
MBP	Mission Based Program
MGM	Member Get a Member
MOB	Member of the Branch
MPP	Membership Pilot Program
MSC	Member Show Case
MSD	Member Services Database
MVP	Membership Vice President
NCCWSL	National Conference of College Women Student Leaders
NGCP	National Girls Collaborative Project
NSF	National Science Foundation
PDC	Program Development Committee
PIAB	Program in a Box
PP	Public Policy
SP	Strategic Process
STEM	Science, Technology, Engineering, Math
TUAG	Technical Usability Advisory Group
UNA	United Nations Association
VP	Value Promise