

# BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE GEORGETOWN TEXAS BRANCH

[Articles I through VII are mandated by the American Association of University Women.]

## ARTICLE I. NAME AND GOVERNANCE

**Section 1. Name.** The name of this corporation shall be the American Association of University Women (AAUW) Georgetown Texas Branch, Inc., hereinafter known as the "Affiliate."

**Section 2. Affiliate.** AAUW Georgetown Texas Branch is an Affiliate of AAUW as defined in Article V.

**Section 3. Legal Compliance.** This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

## ARTICLE II. PURPOSE

**Section 1. Purpose.** As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

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

## ARTICLE III. USE OF NAME

**Section 1. Policies and Programs.** The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

**Section 2. Proper Use of Name and Logo.** The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

**Section 3. Individual Freedom of Speech.** These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

## **ARTICLE IV. MEMBERS OF THE ASSOCIATION**

**Section 1. Membership.** The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

### **Section 2. Member Qualification.**

#### a. Individual Members.

(i) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the Board of Directors, 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 AAUW membership except that the Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(ii) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institutions located outside the United States, as determined by the Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the Board of Directors.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

**Section 3. Student Associates.** The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

### **Section 4. Dues of Members.**

a. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be

notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

(i) Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(ii) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

### **Section 5. Membership Decisions.**

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. Any Member may be suspended or removed 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

## **ARTICLE V. AAUW AFFILIATES**

**Section 1.** An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

### **Section 2. Organization.**

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates’ needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate’s bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate’s state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate’s needs. This Affiliate shall provide AAUW with designated contacts for administration and finance.

### **Section 3. Loss of Recognition of an Affiliate.**

- a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. Any Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

**Section 4. Property and Assets.** The title to all property, funds, and assets of this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this Affiliate 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's purposes. In the event of the dissolution of this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

## **ARTICLE VI. PARLIAMENTARY AUTHORITY**

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

## **ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS**

AAUW-mandated amendments shall be implemented by this Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

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[Articles VIII through XVII are specific to the AAUW Georgetown Texas Branch, Inc.]

## **ARTICLE VIII. BRANCH NAME AND GOVERNANCE**

**Section 1. Branch Name.** The name of this Corporation shall be the American Association of University Women (AAUW) Georgetown Texas Branch, Inc.

**Section 2. Branch Legal Compliance.** The AAUW Georgetown Texas Branch, Inc. shall comply with the requirements of AAUW and federal, state and local law, including the Internal Revenue Code regarding 501(c)(3) corporations and Texas corporate law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and /or policies.

## **ARTICLE IX. BRANCH MEMBERSHIP AND DUES**

### **Section 1. Membership.**

- a. A branch member is a national and state member who is also a member of the AAUW Georgetown Branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.
- b. Branch membership begins when the branch accepts a check with full membership dues or when a member joins online through AAUW national's website.

c. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.

## **Section 2. Dues.**

a. Changes in branch dues shall be determined at the annual meeting or by online ballot outside the meeting if use of an online ballot for the proposed change has been approved by the board of directors. See *Article XIV. Branch Meetings* for the required written notice and quorum.

b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay state and branch dues to become members of the branch.

c. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW national, state and branch dues.

d. New members may join at any time. Dues are payable upon joining. Membership renewal is due 12 months after first joining.

e. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

## **ARTICLE X. FINANCE**

**Section 1. Fiscal Year.** The fiscal year shall correspond with that of AAUW and shall begin on July 1 of that calendar year.

**Section 2. Finances.** The branch shall provide for such audit and control of its funds as are necessary for their safekeeping and complete accounting. No indebtedness in excess of \$100 over amounts provided for in the budget shall be incurred by the branch except upon recommendation of the board of directors.

No part of the net earnings of the branch shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the branch shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3) Internal Revenue Code.

## **ARTICLE XI. BRANCH LEADERSHIP**

Leadership positions of the following types shall support branch business operations:

- Elected Officers (positions on the board of directors)
- Appointed Officers (positions on the board of directors)
- Appointed Off-Board Positions

Only members of the branch shall be elected or appointed to leadership positions in the branch, whether on-board or off-board.

The minimum number of board of directors officers is five individuals: a president (or administrator); treasurer (or finance officer); secretary (or other person designated to record minutes); and two other elected or appointed individuals.

An individual may hold multiple leadership positions. The following positions cannot be combined: president and treasurer; president and secretary; treasurer and secretary.

Every leadership position may be filled by individuals serving alone during a given term or by two members serving together during the term. Throughout these bylaws, use of a singular title, e.g., "president", means the section applies to either the member serving alone or the co-officers/co-chairs serving together in the given position.

See *Article XII. Board of Directors & Executive Committee* for rules related to the required quorum and voting at board and executive committee meetings.

**Section 1. Elected Officers.** The elected officers shall be a president, vice president of programs, vice president of membership, treasurer, and secretary.

**Section 1.1 Elected Officer Duties.**

- a. President. The president shall be the official representative of the branch in the activities of the branch on all levels.
  - (1) The president shall preside at all meetings of the branch, the board of directors, and the executive committee; and call branch, board of directors, executive committee, and other special task force or committee meetings as needed.
  - (2) The president shall annually submit required information (e.g., branch officers and chairs, required reports) to AAUW and the State no later than the dates they are due.
  - (3) The president shall ensure branch bylaws are brought into conformity if AAUW or the State require changes to branch bylaws.
- b. Treasurer. The treasurer shall be responsible for collecting, distributing, and accounting for all monies of the branch and responsible for keeping a proper set of books.
  - (1) The treasurer pays all bills provided for in the budget or approved by the board of directors, or submitted by members or approved expenses through the branch voucher system.
  - (2) The treasurer shall collect dues and properly remit them through the AAUW website, or assure that members have made their own payments via the AAUW website.
  - (3) The treasurer shall provide a financial report at each board meeting and at such other times as requested by the board of directors, and submit an annual Income & Expense Report to the board of directors after the close of the fiscal year.
  - (4) The treasurer shall present a proposed annual budget for the new fiscal year to the board of directors no later than the August board of directors meeting in order to be ready to present the proposed budget to branch members for approval at the first regular branch meeting of the fiscal year, typically in September. See *Article XIV. Branch Meetings* for the required written notice and quorum.

(5) The treasurer shall file the required IRS Form 990 with the IRS each year, or if income is less than \$50,000, the treasurer may request the filing of IRS Form 990-N through AAUW national's website prior to AAUW's specified deadline.

- c. Secretary. The secretary shall record and keep in her custody the minutes of all meetings of the branch, of the board of directors, and of the executive committee; have available for reference at all meetings a copy of the branch bylaws, a list of officers and committee chairs; have charge of such correspondence of the branch as is delegated to the secretary by the president; and keep on file all communications received and copies of letters sent.
- d. Program Vice President. The program vice president shall plan programs for monthly branch meetings and arrange venues for such meetings.
- e. Membership Vice President. The membership vice president shall maintain membership records, the roster; and produce the annual branch handbook.
- f. Presiding Over Meetings. Roberts Rules of Order will be followed at board of directors meetings, executive committee meetings, and branch meetings where branch business requires a membership vote.

If the president is not in attendance at a board, executive committee, or branch meeting, a vice president of programs or membership may preside.

- g. The responsibilities of certain elected officer positions on the board of directors may include chairing a standing committee or including a sub-committee within the scope of a standing committee. See *Article XIII. Committees.*

## **Section 1.2. Officer Elections and Terms of Office.**

- a. Nominations. A nominating committee of three members is chosen by the board of directors at least two months prior to the annual election. All nominees proposed by the committee can be elected at the same time, or alternate years may be used.
- b. Election. Elections shall be held at the annual meeting of the branch or by online ballot outside the meeting if use of an online ballot for the given election has been approved by the board of directors. See *Article XIV. Branch Meetings* for the required written notice and quorum.
- c. Terms of Office. All elected officers shall begin office on July 1. Two-year terms are preferable, but exceptions can be made as necessary. The incoming president may call a meeting of the incoming executive committee before July 1 to approve appointments and to make tentative plans for the coming year.
- d. Vacancies. Any vacancy or unfilled elected office after the start of the program year may be filled for the unexpired term by the board of directors assigning itself responsibilities or by any qualified branch member with approval by the board of directors.

## **Section 2. Appointed Officers/On-Board Positions.**

**Section 2.1. Scope.** There shall be appointed officers for public policy, AAUW funds & fundraising, communications, bylaws and such other officers as shall be deemed as both necessary to carry on the work of the branch and to participate directly in branch governance as members of the board of directors.

The board of directors may add an appointed position to the board, change an appointed position to off-board, or leave the position vacant, as best serves the needs of the branch in a given fiscal year. In determining whether an appointed position is on the board of directors, the board shall consider both the nature of the position's responsibility and the impact on the size of the board to support efficiency and accountability in the execution of branch business.

The responsibilities of an appointed officer position on the board of directors may include chairing a committee, if there is a standing committee or special committee related to the board position. See *Article XIII. Committees.*

### **Section 2.2. Appointment and Terms of Office.**

a. Appointments. Appointments shall be made by the president with the approval of the executive committee.

b. Terms of Appointments. All appointed officers shall serve for a term of one year or until a successor has been appointed and has taken office.

## **Section 3. Appointed Off-Board Positions.**

**Section 3.1. Scope.** Off-board leadership positions shall include positions which further support carrying out the business of the branch in support of AAUW's purpose. See *Article XIII Committees.*

The board of directors may add an appointed off-board position to the leadership roles in the branch, change an appointed off-board position to on-board, remove the position, or leave it vacant, as best serves the needs of the branch in a given fiscal year.

In approving the creation of an off-board position, the board shall also approve whether the off-board position operates under a standing committee or independently of any committee. If authorized to operate independently of a committee, the position de facto reports to the president.

### **Section 3.2 Appointment and Terms of Office.**

a. Appointments. Appointments shall be made by the president with the approval of the executive committee.

b. Terms of Appointments. All appointed off-board positions shall serve for a term of one year or until a successor has been appointed and has taken on the position.

## ARTICLE XII. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

**Section 1. Board of Directors.** The board of directors shall be composed of the elected officers and appointed on-board officers.

The immediate past president shall remain on the board (ex-officio; without a vote) in order to contribute her expertise. She may hold, but is not required to hold, an additional board position which does have a vote if duly elected or appointed, as applicable, to the office.

a. Duties. The board of directors shall carry on the business of the branch in conformity with the policies and programs of AAUW.

- (1) The board has the general power to administer the affairs of the branch between branch business meetings; reports its actions to the branch; and none of its actions shall conflict with the action taken by the branch.
- (2) The board may establish additional standing committees, sub-committees, special committees and task forces, determining whether positions are added to the board of directors, or function as off-board positions.
- (3) The board determines when branch meetings are held, and whether in-person, online or by telephone conference call.
- (4) The board determines when required branch member voting is held during a branch meeting or by electronic ballot outside a meeting.
- (5) The board submits to the branch a budget for the year to be voted upon at the first regular branch meeting of the year, typically the September meeting. See *Article XIV. Branch Meetings* for the required written notice and quorum.

b. Meetings. The board of directors shall meet when called by the president. Meetings may be in person, online, or by telephone conference call. If necessary, the president may call for a board vote via email between board meetings when an urgent decision must be made.

c. Voting.

- (1) No individual on the board has more than one vote regardless of how many board positions/offices she fills.
- (2) No office on the board has more than one vote. Co-officers share the vote of their office and must decide how they cast their shared vote on board motions.
- (3) Some board positions are defined as ex-officio without a vote.

d. Quorum. A majority of the voting members of the board of directors present shall constitute a quorum for any meeting of the board. If a board vote is being taken by email, a reply to the email with a vote cast is considered present.

- (1) If both co-officers of a shared position are present only one is counted towards establishing the quorum.
  - (2) If an individual holds more than one board position, only one position is counted towards establishing the quorum.
- e. Resignation. Any board member may resign by giving written notice of resignation to the president of the board. The president may resign by giving written notice to the co-president if there is one, and if there is not a co-president, by giving written notice to the program VP/co-VPs.

**Section 2. The Executive Committee.** The executive committee shall be composed of the elected officers of the branch and the immediate past president (ex-officio, without a vote).

- a. Duties. The executive committee shall have emergency power to act for the board of directors between meetings of the board.
- (1) The executive committee approves the appointment of branch members to on-board and off-board positions that are appointed, not elected.
  - (2) The executive committee provides for such audit and control of funds as are necessary to assure their safekeeping and complete accounting.
- b. Meetings. Meetings of the executive committee shall be held on the call of the president. The incoming or continuing president may call a meeting of the **incoming** executive committee prior to July 1 for the purpose of approving appointments and making plans for the coming year. Meetings may be in-person, online or by telephone conference call.
- c. Voting.
- (1) No individual on the executive committee has more than one vote regardless of how many board positions/offices she fills.
  - (2) No office in the executive committee has more than one vote. Co-officers share the vote of their office and must decide how they cast their shared vote on a motion.
  - (3) The immediate past president position is ex-officio; no vote.
- d. Quorum. A majority of the voting members of the executive committee shall constitute a quorum for any meeting of the executive committee. If a committee vote is being taken by email, a reply to the email with a vote cast is considered present.
- (1) If both co-officers of a shared position are present only one is counted towards establishing the quorum.
  - (2) If an individual holds more than one executive committee position, only one position is counted towards establishing the quorum.
- e. Resignation. Any board member may resign by giving written notice of resignation to the president of the board. The president may resign by giving written notice to the co-president

if there is one, and if there is not a co-president, by giving written notice to the program VP/co-VPs.

## **ARTICLE XIII COMMITTEES**

### **Section 1. Standing Committees.**

- a. There shall be branch standing committees on, or persons concerned with, areas that carry out the work of the branch, and which report status regularly at meetings of the board of directors.

The board of directors may approve adding a committee to or removing a committee from this category without requiring a change to bylaws, as deemed necessary to best serve the needs of the branch.

(1) AAUW Funds & Fundraising, chaired by the officer appointed to that position, shall be responsible for implementing the branch programs that raise funds for and distribute funds to AAUW and local scholarships.

- Specific fundraiser sub-committees chaired by appointed off-board positions are responsible for carrying out duties in support of the fundraiser.
- The scholarship sub-committee chaired by an appointed off-board position is responsible for the scholarship application process, applicant review, and selecting scholarship recipients.

(2) Communications Committee, chaired by the officer appointed to that position, is responsible for information made available to branch members and/or the public.

- Appointed off-board positions shall be responsible for various committee activities (e.g., the newsletter, publicity, website, social media, email blasts to members, etc.).

(3) Finance Committee, chaired by the current treasurer, shall include the current president, the current treasurer, the past president, the past treasurer and the scholarship chair.

- The finance committee shall be responsible for analyzing the proposed budget and submitting it to the board of directors for approval within 45 days of the beginning of the fiscal year. The committee recommends to the board of directors the allocation of all monies acquired by the branch other than membership dues. Membership dues are allocated by the annual budget.
- The finance committee shall be responsible for the annual examination of financial books, vouchers and records at the close of the fiscal year and shall designate either a disinterested, qualified individual or a committee of three qualified branch members, not including the treasurer whose books are being examined.

(4) Membership Committee, chaired by the membership vice president, shall be responsible for branch membership recruitment and orientation to the purpose and programs of AAUW, and for activities supporting retention of current branch members.

- Appointed off-board positions shall be responsible for various committee activities (e.g., the telephone calling tree, the sunshine rep, etc.).

(5) Program Development Committee, chaired by the program vice president, shall consider the program topics for the branch and recommend to the branch the selection of topics to be implemented.

(6) Public Policy, chaired by the officer appointed to that position, shall be responsible for the public policy program in the branch.

- b. There shall be appointed off-board positions carrying out the work of the branch and which report status through the president, or at a board meeting at the president's request.

The board of directors may approve adding an off-board position to or removing an off-board position from this category without requiring a change to bylaws, as deemed necessary to best serve the needs of the branch.

Position examples in this category include the following: branch historian.

## **Section 2. Special Committees and Issues Task Forces.**

There shall be such special committees as considered necessary by the board of directors, and task forces to implement current AAUW program issues for study and/or action as considered necessary by the branch, and approved by the board of directors.

The board shall also approve whether the position or committee reports its work through another committee or through the president.

**Section 3. Chairs.** The chairs of all standing committees, special committees, and issues task forces, except the nominating committee and those provided for by elections, shall be appointed by the president with the approval of the executive committee. Chairs shall select members of their committees or issues task forces in consultation with the president. Chairs shall serve as channels of communication in their respective fields with the state, regional and AAUW chairs, and shall make such reports as they request.

## **ARTICLE XIV. BRANCH MEETINGS**

### **Section 1. Meetings.**

- a. Regular Meetings. Regular meetings of the branch shall be held from September through April. The actual time and place will be determined by the board of directors.
- b. Special Meetings or Events. Special meetings or events may be called by the president and the board of directors.
- c. Annual Meeting. The regular meeting held during the month of April shall be known as the annual meeting and shall be for the purpose of electing the officers (quorum required) and for such other business as may properly arise.

**Section 2. Meeting Format.** Any type of branch meeting may be held in-person, online, or by telephone conference call as approved by the board of directors in order to best conduct branch business.

**Section 3. Member Voting.** For business requiring membership approval, written notice must be provided the required number of days prior to the vote being taken at a meeting, or prior to when an online ballot outside a meeting closes. A quorum is required.

a. Required Notice and Approval Thresholds.

(1) Unless specified otherwise in these bylaws, at least 14 days written notice to members is required, and a simple majority of members present and voting, provided there is a quorum, is needed for approval. This applies to:

- The annual budget, typically voted on at the September meeting.
- The annual officer election, typically voted on at the April annual meeting.
- Anything not covered in (2).

(2) As specified in these bylaws, at least 20 days written notice to members is required for the following, and 2/3 of members present and voting, provided there is a quorum, must approve.

- Changes in branch dues.
- Amendments to branch bylaws.

(3) Written notice may be provided electronically through the branch newsletter or other electronic transmission to members. Notice shall be deemed given upon the date such notice is emailed to the email address on record with AAUW, mailed by first class mail to the mailing address on record with AAUW, or hand delivered to the intended recipient.

b. Voting Methods. The board of directors may authorize voting to take place during regular meetings or the annual meeting, or through electronic ballots outside of a meeting, when there is business to conduct that requires a vote.

(1) If voting takes place during a meeting, a quorum must attend the meeting. If the meeting is held online or by telephone conference call, logging into the online meeting or calling into the meeting telephone number, as applicable, constitutes attending. The results are recorded in the branch meeting's minutes.

(2) If voting takes place via online ballot outside a meeting, a quorum of members must return their ballot by the specified deadline. The results are reported at the next board meeting following the ballot close date and entered into the board's meeting minutes.

**Section 4. Quorum.** Twenty per cent (20%) of the members of the branch shall constitute a quorum.

For a meeting, the quorum is met by the number of members attending, whether the meeting is held in person, online or by telephone conference line.

For voting via an online ballot outside a meeting, a quorum must have cast their votes by the specified deadline.

## **ARTICLE XV. PROPERTY**

Title to all property, funds and assets of the branch, whether incorporated or not, shall at all times be 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. 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.

## **ARTICLE XVI. AMENDMENTS TO THE BYLAWS**

**Section 1.** Provisions of these bylaws which are governed by the Charter and Bylaws of AAUW may not be amended by the branch.

**Section 2.** Provisions of these bylaws not governed by the Charter and Bylaws of AAUW may be amended by a two-thirds vote of those present and voting at the annual meeting or any regular meeting of the branch, or by online ballot outside a meeting, if use of an online ballot for the proposed amendment has been approved by the board of directors. See *Article XIV. Branch Meetings* for the required written notice and quorum.

## **ARTICLE XVII. INDEMNITY CLAUSE**

The directors and all officers or other appointed representatives of the Georgetown Branch of AAUW shall be indemnified, and their liability shall be limited to the fullest extent authorized by the Business Organizations Code, as it now exists or hereafter may be amended, and by the Charitable Immunity and Liability Act, Chapter 84 of the Civil Practices and Remedies Code, unless adjudged therein to be liable for negligence of misconduct in performance of their duties.

### **Amended:**

- April 2016
- January 2017 (Articles I-VII mandated by AAUW)
- October 15, 2018 (Articles IX-XVII, and minor formatting changes in document, e.g., spaces, number formats, consistent section header styles)
- November 16, 2020 (Articles IX, XI-XIV and XVII)
- January 22, 2024 (Amendments to all articles except VIII, XV and XVII. Articles I-VII amended per national's May 2023 model bylaws.)