

BYLAWS OF
THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, INC.

June 10, 2018

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THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, INC.**

ARTICLE I. NAME AND OFFICE

Section 1. Name. The name of this corporation is the American Association of University Women, Inc. (“AAUW”).

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

Section 3. Legal Compliance. AAUW shall comply with the requirements of federal law and District of Columbia corporate law.

ARTICLE II. PURPOSE

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

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

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women 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 AAUW articles of incorporation (the “Articles”) and these bylaws (the “Bylaws”).

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members of AAUW (“Members”) engaged in AAUW activities, and no Member shall use the name of AAUW to oppose such policies or programs. Established channels may be used to change an AAUW policy or program.

Section 2. Proper Use of Name and Logo. The name and logos of AAUW may be used only by Members (as defined below at Article IV, Section 1) and Affiliates (as defined below at Article X, Section 1) only according to policies and procedures established by the Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These Bylaws shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members ("Members") of AAUW shall consist of individual members ("Individual Members") and college/university members ("College/University Members").

Section 2. Basis of Membership.

a. Individual Members.

(i) Eligibility. An individual holding an associate (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.

(iii) Life Membership.

(1) 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 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.

(2) 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.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational 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.

d. Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University 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.

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

Section 4. Dues.

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. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

b. Payment. Member dues shall be payable in accordance with procedures established by the Board of Directors.

Section 5. Severance of Membership. 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 mission 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. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. Composition and Appointment. The Board of Directors shall appoint, from applications received, a nominating committee (“Nominating Committee”) consisting of a chair (the “Nominating Committee Chair”), a vice chair (the “Nominating Committee Vice Chair”), and a minimum of five additional members and one alternate. Geographical representation should be considered.

b. Terms. Members of the Nominating Committee shall be appointed for a term of two years beginning July 1 following appointment. The Nominating Committee Chair, Nominating Committee Vice Chair, and a minimum of two Nominating Committee members shall be appointed in odd-numbered years, and a minimum of three Nominating Committee members and one alternate shall be appointed in even-numbered years. No member of the Nominating Committee shall serve more than two consecutive terms as a member, except that a third term shall be possible only for a member serving as Nominating Committee Chair. No member shall

serve more than two consecutive terms as Nominating Committee Chair.

c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for a director (“Director”) or officer (“Officer”) position of AAUW and agrees to stand for election for such position, that member must resign immediately from the Nominating Committee, and the position on the Nominating Committee shall be filled by the appointed alternate. If the alternate has already become a member of the Nominating Committee, the Board of Directors shall fill the vacancy.

Section 2. Nominations.

a. No later than eight months prior to elections, the Nominating Committee Chair shall notify all AAUW Individual Members of the Officer and Director positions to be elected by the Individual Members and request nominations. Qualified candidates may be proposed by individual members, the Nominating Committee, and other stakeholders.

b. The Nominating Committee shall submit recommendations to the Board of Directors for its approval and announcement of the names of one or more nominees for each elected position to be filled. The Board of Directors shall have the power to refuse to place on the ballot for election any Individual Member nominated by the Nominating Committee. The names of the nominees approved by the Board of Directors, with their credentials, shall be published for all Individual Members at least thirty days prior to the election.

Section 3. Elections.

a. Elections shall be held in which all Individual Members in good standing at the time of the meeting notice may vote. The Board of Directors shall determine the method(s) of voting in compliance with District of Columbia law. Directors shall be elected by a plurality vote. If there are three or more candidates for the position of Board of Directors chair (“Board Chair”) or Board of Directors vice chair (“Board Vice Chair”), a preferential voting system shall be used, as determined by the Board of Directors.

b. If a candidate for the office of Board Chair or Board Vice Chair in an uncontested election withdraws her or his candidacy after voting has begun, the candidate for Board Vice Chair will become the candidate for the office of Board Chair. The qualified candidate for Director with the highest number of votes at the end of voting will be offered the position of Board Vice Chair. If this Director chooses not to accept the position of Board Vice Chair, the Director with the next highest number of votes will be offered the position of Board Vice Chair. This process would be continued until a Director accepts the position of Board Vice Chair. If there are two or more candidates for the position of Board Vice Chair, the candidate with the majority of votes at the end of voting, using a preferential voting system, as determined by the Board of Directors, will become the Board Chair.

ARTICLE VI. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

a. Officers. The officers of AAUW shall be the Board Chair, Board Vice Chair, Board Finance Vice Chair, and Board Secretary. The Board of Directors shall appoint from the elected and appointed Directors the Board Finance Vice Chair and Board Secretary, annually. Only an Individual Member is eligible to serve as an Officer or Director of AAUW.

b. Elected Officers and Directors. Twelve Directors shall be elected, including the Board Chair and Board Vice Chair, in accordance with the staggered terms time line cited in Article VI, section 3. The chair shall have served previously on the Board of Directors or on the board of one of AAUW's predecessor corporations.

c. Appointed Officers and Directors. The elected Directors shall appoint one additional Director annually.

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

a. Board Chair. The Board Chair shall have the usual executive powers of supervision and management as may pertain to the office of chair and such other powers and duties as designated by the Board of Directors and the Executive Committee (as defined below at Article VIII, Section 1); shall serve ex officio on all committees except the Nominating Committee and Audit Committee (as defined below at Article IX, Section 1); and shall execute, with the Chief Executive Officer of AAUW (as defined below at Article XII, Section 1), all appropriate legal documents of AAUW.

b. Board Vice Chair. The Board Vice Chair shall assume the office of the Board Chair in the event of a vacancy in that office; perform the duties of the Board Chair in all cases in which the Board Chair is unable to serve; assist in such matters as may be delegated by the Board Chair or the Board of Directors; and serve as a member of any committee, except the Nominating Committee or Audit Committee, whenever designated by the Board Chair.

c. Board Finance Vice Chair. The Board Finance Vice Chair shall perform the duties of the Board Chair in all cases in which the Board Chair and Board Vice Chair are unable to serve. The Board Finance Vice Chair shall perform the duties usually pertaining to that office and serve as the treasurer of AAUW, chair of the Finance Committee (as defined below at Article IX, Section 1), and chair of the Investment Committee (as defined below at Article IX, Section 1). In addition, the Board Finance Vice Chair shall provide oversight to ensure proper custody of the deeds, business papers, and the bonds and other securities belonging to AAUW and, with the approval of the Board of Directors, make special arrangements with a recognized financial institution or institutions regarding investments in securities and their safekeeping.

d. Board Secretary. The Board Secretary shall be responsible for the minutes of AAUW Board of Directors meetings and assist in such matters as may be delegated by the Board Chair or Board of Directors.

e. Directors. The Directors shall facilitate and promote the purpose and mission of AAUW.

Section 3. Terms of Office.

a. Terms of Office. The Officers and Directors shall serve for a term of three years each or until their successors take office. One-third of the members of the board will be elected or appointed annually.

b. Beginning of Terms. The term of each Officer and Director shall begin on July 1.

c. Removal from Office. An Officer or Director may be removed for any reason by a two-thirds vote of the Board of Directors at a meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

Section 4. Maximum Terms.

a. All Officers and Directors shall be eligible for reelection or reappointment to the office or to another office for one additional consecutive term. After serving two consecutive terms, a member is eligible for candidacy again after two years have expired.

b. The office of the Board Chair may be filled without regard to previous consecutive service and shall be limited to no more than two additional consecutive terms.

c. Service in any office for one-half or more of the term shall be considered a full term.

Section 5. Vacancies.

a. All vacancies in office, excluding the Board Chair, shall be filled for the unexpired term by a new Officer or Director appointed by the Board of Directors.

b. A vacancy in the office of the Board Chair shall be filled by the elected Board Vice Chair.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors. The Chief Executive Officer shall serve ex officio without vote.

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

a. provide oversight to ensure the proper administration of the affairs of AAUW; carry out its policies, financial administration, and programs;

b. exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, or these Bylaws;

c. appoint standing committee members and such other board and committee members as may be designated;

- d. appoint or remove the Chief Executive Officer;
- e. act for AAUW between meetings of the membership;
- f. provide oversight to ensure the implementation of mission-based programs that are consistent with AAUW's goals and objectives;
- g. adopt rules to govern its proceedings;
- h. establish task forces or special committees as needed;
- i. determine date and location for any official meetings of AAUW;
- j. engage a certified public accountant to audit the books annually;
- k. provide oversight for the publication of an annual report; and
- l. authorize the execution of trust agreements on behalf of AAUW.

Section 3. Delegation of Power. The board may delegate to the Executive Committee such authority, as it deems necessary, consistent with law.

Section 4. Meetings.

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once a year at the call of the Board Chair at such time and place as may be designated, with notice of the date, time, place, or purpose of the meeting. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Board of Directors will take effect if passed by the majority of the members of the Board of Directors present at any properly called meeting at which a quorum is present.

b. Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair or shall be called upon the written request of any four members of the Board of Directors and shall be preceded by at least two days' notice of the date, time, and place of the meeting, which may be held through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. The notice need not describe the purpose of the special meeting.

Section 5. Action Without a Meeting. An action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall sign a consent in the form of a record describing the action to be taken. The time for signing a consent

will close by a specified time. The signed consents, by any means permitted by District of Columbia law, shall be returned to the Chief Executive Officer or other representative.

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

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Members. The executive committee of the Board of Directors (“Executive Committee”) shall consist of the Board Chair, Board Vice Chair, Board Finance Vice Chair, Board Secretary, and two additional Directors elected by the full Board of Directors from among the remaining eleven directors. The Chief Executive Officer shall serve ex officio without vote.

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

- a. act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the Board of Directors its work and actions for approval or revision by the Board of Directors;

- b. have general supervision over the corporate and legal affairs of AAUW in conformity with the Articles, resolutions, and the laws of the District of Columbia;

- c. review staff operations.

Section 3. Meetings. The Executive Committee shall meet at least once a year at the call of the Board Chair and at other times at the call of the Board Chair or at the written request of three members of the Executive Committee. The Executive Committee may conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Executive Committee will take effect if passed by the majority of its members who are present at a meeting at which a quorum is present.

Section 4. Action Without a Meeting. An action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the Executive Committee shall sign a consent in the form of a record describing the action to be taken. The time for signing a consent will close by a specified time. The signed consents, by any means permitted by District of Columbia law, shall be returned to the Chief Executive Officer or representative.

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

ARTICLE IX. OTHER COMMITTEES

Section 1. Standing Committees.

a. There shall be the following four standing committees: Investment, Audit, Finance, and Governance.

b. Committee Functions. Committees may perform duties as assigned by the Board of Directors.

(i) The Investment Committee shall advise AAUW regarding the investment and management of the long-term funds and recommend to the Board of Directors the employment of investment advisers.

(ii) The Audit Committee shall oversee AAUW's reporting practices, compliance, internal controls, and financial management and shall report to the Board of Directors. The Audit Committee shall recommend an independent auditor to the Board of Directors for approval.

(iii) The Finance Committee shall oversee the preparation of the annual budget for presentation to the Board of Directors and shall advise the Board of Directors on the administration of the financial matters of AAUW and the investment of funds, with the exception of the long-term funds, which are overseen by the Investment Committee.

(iv) The Governance Committee shall oversee the Bylaws and governance policies of AAUW.

c. Other Standing Committees. There may be such other standing committees as the Board of Directors shall authorize.

d. Committee Chairs. The chairs of standing committees may be chosen from the Board of Directors or the general membership and are appointed by the Board of Directors except that the Board Finance Vice Chair shall serve as chair of the Finance Committee and as chair of the Investment Committee.

e. Committee Members. There shall be a minimum of three members, one of whom is the chair, on each standing committee. At least one non-Board of Directors member shall serve on the Audit Committee, but no Officer may serve on the Audit Committee. The composition of committees shall be determined by the Board of Directors.

f. Terms. Committee members shall be appointed for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the same committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one committee, the third term being possible only if a committee member becomes chair of the committee.

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

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

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

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

ARTICLE X. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

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

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with these Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each 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 Board of Directors.

b. The Affiliate shall have the right to appeal to the Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An 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 an Affiliate or the termination of an Affiliate’s affiliation with AAUW, all assets of the 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 XI. FINANCIAL ADMINISTRATION

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

- a. oversee the administration of finances;
- b. oversee the management, acquisition, and disposition of AAUW property and equipment in accordance with these Bylaws;
- c. oversee the development of pilot projects relative to membership and dues payment procedures;
- d. oversee procedures for making investments and for disbursements of funds under limited and proper delegation of authority;
- e. approve annual reports of the board finance vice chair and auditor in the annual report;
- f. oversee the acceptance or declining of funds and other gifts, bequests, and devises for the general purposes of AAUW.

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

Section 3. Dissolution. In the event that by vote of the Individual Members of AAUW or by legal action or otherwise AAUW is dissolved or liquidated, all liabilities and obligations of AAUW shall be paid, satisfied, and discharged, or provisions shall be made therefore. All remaining assets, of every nature and description whatsoever, shall be distributed, in accordance with the laws of the District of Columbia, to one or more organizations exempt from federal tax under section 501(c)(3) of the Code and described in section 170(b)(1)(A) (other than in clauses (vii) and (viii) of the Code) or the corresponding provisions of any future United States internal revenue law, each of which has been in existence and so described for a continuous period of at least sixty calendar months immediately preceding the distribution. To the maximum extent allowable by law, such organization(s) shall be selected by the Board of Directors and all assets used to promote the mission of AAUW and activities that fulfill the intent of the AAUW donors.

ARTICLE XII. CHIEF EXECUTIVE OFFICER

Section 1. Appointment. The chief executive officer (the “Chief Executive Officer”) shall be a salaried, nonvoting administrator of AAUW, appointed by the Board of Directors.

Section 2. Duties. The Chief Executive Officer shall

- a. be chief administrative officer of AAUW and the director of the staff;
- b. be responsible for the execution of plans and policies officially adopted by AAUW or the Board of Directors;
- c. appoint all professional staff members;

- d. make recommendations to the Board of Directors relative to the programs, policies, and activities of AAUW;
- e. be the corporate secretary and, as such, have custody of the seal and ensure compliance with AAUW's legal obligations;
- f. execute, with the Board Chair, all appropriate legal documents of AAUW;
- g. attend all meetings of the Board of Directors in nonvoting ex officio capacity and be a nonvoting ex officio member of the Board of Directors and any special committees as deemed appropriate by the Board of Directors;
- h. serve as an ex officio, nonvoting member of standing committees except as follows:
 - (i) not serve as a member of the Nominating or Audit Committees;
 - (ii) serve only on a consultant basis to the work of the Governance Committee when appropriate for implementation of policies, especially as related to staff and management activities.

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

ARTICLE XIII. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The annual meeting shall be held in the District of Columbia, or such other place as may be designated by the Board of Directors. Notice of the time and place of the meeting shall be sent to all Individual Members no fewer than ten but no more than sixty days before the meeting date. At the annual meeting AAUW shall

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

Section 2. Convention. A convention of AAUW may be held in the District of Columbia or such other place as may be designated by the Board of Directors.

Section 3. Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors or at the request of five percent of the membership. Notice stating the place, day, and hour of the meeting and the purpose for which the meeting is called shall be delivered no fewer than ten but no more than sixty days before the date of the meeting to all Individual Members.

Section 4. Voting.

- a. Each Individual Member in good standing at the time of the meeting notice shall be entitled to

one vote on any item of business.

b. Individual Members shall be entitled to vote on noticed business items following procedures designated by the Board of Directors. Such votes may include election of the Board of Directors and adoption or amendment of the Public Policy Priorities, resolutions, and amendments to these Bylaws. Individual Members voting are considered to be present at the meeting.

c. There shall be no proxy voting.

d. Five percent of the Individual Members entitled to vote shall constitute a quorum.

e. Ballots equal in number to at least five percent of the votes entitled to be cast must be cast for a vote to be counted. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a two-thirds vote shall be required to adopt amendments to these Bylaws.

f. The vote shall be conducted under the supervision of the Board Secretary. The system and policies to be used for the conduct of the vote, including methods by which every Individual Member's input is sought prior to the submission of the proposal for final adoption, shall be adopted by a two-thirds vote of the Board of Directors and shall be made available to the Individual Members.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

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

ARTICLE XV. INDEMNIFICATION

To the maximum extent allowable by law, AAUW may (as determined from time to time by the Board of Directors) indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, Officer, committee member, Chief Executive Officer, employee, or agent of AAUW. Every member of the Board of Directors, Officer, committee member, Chief Executive Officer, or employee of AAUW shall be indemnified by AAUW against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board of Directors, Officer, committee member, Chief Executive Officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the Board of Directors, Officer, committee member, Chief Executive Officer, or employee of AAUW, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of AAUW and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the

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

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a two-thirds vote of Individual Members voting. All proposals for amendments shall be sent to the Governance Committee. Proposed Bylaws amendments shall be sent to all Individual Members no fewer than ten but no more than sixty days prior to the applicable meeting. Every amendment to the AAUW Bylaws shall become effective and binding on all AAUW Members and Affiliates.

Adopted June 27, 2009, St. Louis, MO
Amended June 17, 2011, Washington, DC
Amended June 11, 2013, New Orleans, LA
Amended June 19, 2015, San Diego, CA
Restated August 16, 2016, Washington, DC
Amended June 15, 2017, Washington, DC
Amended June 10, 2018, Washington, DC