

Tracking Chart of Proposed Bylaws Changes

Proposed Bylaw	Replaces/Modifies
<p>Article I Charitable Corporate Purpose Sets forth the general purposes of AAUW as a nonprofit, quoting directly from IRS regulations. References AAUW’s specific purpose (to advance equity for women and girls) and lists ways in which the purpose may (but without limitation) be implemented.</p>	<ul style="list-style-type: none"> • Eliminates unnecessary provisions in prior Article 1 and moves language re the headquarters to new Article XV to consolidate with other similar miscellaneous administrative provisions. • Replaces Existing Article II Purpose, Sections 1 and 2. • Consistent with common governance practices, more fully and accurately quotes the IRS regulatory language re nonprofit general purposes, then refers to AAUW’s specific purpose as advancing equity for women and girls. Moves language that referred to how the purpose may be implemented out of the purpose statement but includes the “how” in a separate sentence. Changes “shall” to “may” in the provision on implementation to provide needed flexibility as the needs and activities of the organization change.
<p>Article II Governance Structure of the Association States that the board is responsible for operation and governance, subject to rights reserved to members and the other provisions of the bylaws.</p>	<ul style="list-style-type: none"> • New Article II – Legal counsel recommended inclusion as a standard governance provision in nonprofit bylaws on the role of the board.
<p>Article III Members of the Association Spells out categories of memberships, membership eligibility criteria, dues, process for handling issues related to membership criteria. Defines affiliates as organizations of individual members formed to support AAUW’s purpose that have been given the right to use AAUW’s name and have signed an Affiliate Agreement with AAUW. Specifies that affiliates are not members.</p>	<ul style="list-style-type: none"> • Does not change the membership eligibility requirement for any class of members. • Essentially the same as Article IV Basis of Membership in existing bylaws but re-orders some provisions for ease of reference. • Adds a definition of AAUW Affiliate to clarify that affiliates are not members, and also to clarify the use of the term elsewhere in the bylaws. Article X AAUW Affiliates in the current bylaws is eliminated as a result of the definition in revised Article III. All the provisions in current Article X are covered in the Affiliate Agreement. • Eliminates the requirement for 60 days advance notice to the membership before the board votes to make a change to dues because it is awkward to administer in practice. Advance notice is still required, but specific timing is not mandated.

<p>Article IV Meetings of the Membership Provides for notice of annual and special meetings to be given to Individual Members in accordance with DC law. Indicates only Individual Members in good standing as of the Annual Meeting Record Date may vote, sets quorum, and indicates meetings are conducted under supervision of the Secretary under policies and procedures set by the board.</p>	<ul style="list-style-type: none"> • Moves existing Article XIII Meetings of the Membership to this new position so located with other provisions related to membership matters. Eliminates reference to conventions. Otherwise substantially the same as in existing bylaws, including member-approved amendments re: notice and voting eligibility from 2022.
<p>Article V Board of Directors Specifies the number of directors on the board, terms for directors, and authority of the board and how to handle removal of directors or filling of vacancies. Continues to require board members to be members of AAUW. Moves start date of board term to the day following election rather than July 1. Requires at least one meeting of the board per year; allows actions by written consent; specifies the quorum needed for action and prohibits proxy voting.</p>	<ul style="list-style-type: none"> • Combines parts of current Article VI Officers and Directors-- Sections 3 (term of office), 4 (Maximum terms), 5 (vacancies)--and Article VII Board of Directors (all sections) and moves these provisions to this new location so all of the provisions related to directors are grouped together. • Clarifies that the CEO does not have a vote and is not counted for quorum. • Starts board terms the day following election to eliminate “lame duck” period. • Adds mechanisms for handling unanticipated events. situations in which it isn’t possible to have 5 board members elected/appointed as contemplated. • Moves the section on remote meetings to new Article XV Miscellaneous Administration so as to avoid repetition on the ability of meetings to be held remotely. • Otherwise, substance is substantially the same as in existing bylaws provisions on the topics covered.
<p>Article VI Officers of the Board Identifies officers as the Board Chair, Board Vice Chair, Board Finance Chair, and Board Secretary. Election of officers is handled by vote of the board, not the membership. Chair term is two years, with no consecutive subsequent term. All other officer terms are one year, with re-election possible as long as they remain on the board. Spells out duties of officers, and procedures for removal from office and filling of vacancies. Continues to require Officers to be members of AAUW.</p>	<ul style="list-style-type: none"> • Replaces existing sections in Article VI Officers and Directors, that referred to officers, so all officer provisions are now grouped together in this section and eliminates inconsistent language. • Provides for election of officers by the board, a common governance practice reflecting the fact that the board has more knowledge than the general membership of what skills and personal characteristics are needed in board leadership. • Shortens the term for the Board Chair to two years, facilitating the ability to bring in fresh perspectives and recognizing the practical reality that in some cases longer service can lead to burnout or

	<p>may deter individuals from seeking the position. The practical effect of the revised provision means the Board Chair may serve more than one term as chair but only if elected to a second term as a member of the board. (i.e., one term as Chair per term on the board).</p> <ul style="list-style-type: none"> • Shortens the term for the Board Vice Chair and allows the Board Vice Chair, Board Finance Chair and Secretary to be elected to consecutive one-year terms as long as they remain on the board. • The word “Vice” was deleted from Finance Chair title as unnecessary and without real significance.
<p>Article VII Elections Section 1 Covers the Nominating Committee Chair role in notifying Individual members of positions to be elected and requesting nominations. Requires the Nominating Committee to submit the names of one or more candidates for each elected position to the board for nomination for election by the membership. Allows the board to decline to nominate a candidate recommended by the Nominating Committee. Requires the board to notify Individual members of the candidates in accordance with DC statutory requirements. Section 2 limits voting to Individual Members as of a specified date (the Annual Meeting Record date). Indicates election of directors is by plurality vote. Provides mechanism for handling situations in which a candidate drops out during an election.</p>	<ul style="list-style-type: none"> • Substantially the same language as in current Article V Nominations and Elections, except that language related to the composition of the Nominating Committee is eliminated in accordance with the trend in bylaw drafting to eliminate provisions that are heavily procedural and therefore best handled at the board level.
<p>Article VIII Executive Committee Specifies the composition and authority of the Executive Committee. Specifies the committee’s authority to act for the board between meetings and as delegated by the board or specified in the committee’s board approved charter.</p>	<ul style="list-style-type: none"> • Language related to the committee’s authority is streamlined, but essentially unchanged. • Membership on the Executive Committee is changed so the committee will be comprised of board officers, in line with governance practices of many nonprofits that limit committee membership to individuals in specific board leadership positions. This composition eliminates the current requirement of naming two additional non-officer members of the board to the committee, a practice which has caused confusion among board members related to the selection process.

<p>Article IX Other Committees Names the standing committees of the board and provides that their responsibilities will be set in committee charters approved by the board. Specifies that the Audit, Finance, Governance, Investment, and Nominating Committees be chaired by a board member. Allows but does not require that other committees or taskforces be chaired by a director. Allows for the creation of other standing, special, or ad hoc committees and taskforces. Specifies that appointments to all committees are approved by the board and terms are two years with appointments limited to two terms except in limited circumstances. Requires written reports from committees. Spells out the quorum requirement for committees.</p>	<ul style="list-style-type: none"> • The standing committees listed are the ones currently in place. • Eliminates committee descriptions and specifies that the authority of committees is spelled out in charters approved by the board in accordance with governance trends, eliminating the need to describe committee responsibilities in the bylaws. • Specifies that the Audit, Finance, Governance, Investment, and Nominating Committees, AAUW’s core governance committees, be chaired by a director, a common governance practice. • Committee membership remains open to non-directors and appointments continue to be made by the board. • Leaves committee terms as two years and maintains the current limit on consecutive terms.
<p>Article X Chief Executive Officer Spells out authority of the CEO.</p>	<ul style="list-style-type: none"> • Replaces Article XII in the current bylaws, but the new provision is substantially the same as the existing one. • Eliminates an impractical and old-fashioned provision for signing documents with the Board Chair, since the board has approved a specific delegation of authority to the CEO which allows her to sign alone in specified circumstances.
<p>Article XI Use of Name Policies and procedures are binding on members, no use of name to oppose AAUW policies or programs. Name and logo can only be used by Members and Affiliates, or under license. Freedom of speech not abridged.</p>	<ul style="list-style-type: none"> • Existing Article III which covers use of name in the current bylaws, is moved to this new Article. Essentially the same language.
<p>Article XII Indemnification Provides for directors to be indemnified by AAUW or provided insurance by AAUW in certain circumstances.</p>	<ul style="list-style-type: none"> • Replaces existing Article XV with updated legal language for this sort of provision. • Adds a provision on liability insurance for directors in accordance with standard practices for nonprofits.
<p>Article XIII Amendment of the Bylaws Requires 2/3rd vote to amend bylaws. Specifies that proposed amendments must be sent to the Governance Committee.</p>	<ul style="list-style-type: none"> • Replaces current Article XVI, but essentially the same language, with some clarification.

<p>Article XIV Conflict of Interest Requires a board conflict-of-interest policy.</p>	<ul style="list-style-type: none"> NEW provision in accordance with now standard governance practices. The board already has a conflict-of-interest policy, so this is a technical change, not a substantive change to board practices.
<p>Article XV Miscellaneous Administration Consolidates a number of provisions. Specifies that all meetings may be held electronically. Specifies no compensation for board members, but reimbursement of actual expenses is permitted. Authorizes delegation of authority to sign contracts. Prohibits loans unless authorized by resolution of the board. Checks and drafts must be signed in accordance with board resolutions, and deposits may be made in institutions approved by the board. The board is authorized to determine the fiscal year in consultation with the CEO and to determine the principal office location. Requires naming a registered agent.</p>	<ul style="list-style-type: none"> This NEW provision incorporates current Article XI Financial Administration and Article I Section 2, with some changes (e.g., the board determines the fiscal year, not the membership). Adds a standard governance provision to indicate directors are not compensated for their service but may be reimbursed for expenses under AAUW policy. Allows the board to determine the fiscal year rather than the membership, as this is a purely administrative function commonly the purview of the board or management. Allows the board to determine the location of the principal office for the same reason. Adds a requirement per DC law to name a registered agent in DC.
<p>Article XVI Parliamentary Authority Roberts or as determined by the board.</p>	<ul style="list-style-type: none"> Incorporates existing Article XIV. Keeps Roberts as the parliamentary authority to the extent applicable.
<p>Article XVII Dissolution Covers disposition of assets on dissolution.</p>	<ul style="list-style-type: none"> Replaces Article XI Section 3 but uses essentially the same language.