

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
BOARD OF DIRECTORS MEETING
December 18, 2024**

A video conference meeting of the AAUW Board of Directors (the “Board”) was held on December 18, 2024, beginning at 4:00 p.m. Eastern time.

Those Directors Present/Absent* included:

Cheryl Sorokin, Board Chair
Gloria Bañuelos, Vice Chair
Peggy Cabaniss, Finance Chair
Jeanie Latz, Secretary
Kimberly Adams*
Jenna Kirkpatrick Howard
Melissa LaDuke
Edwina Frances Martin
Shaila Rao Mistry
Dianne Owens
Sona Pancholy
Christine Schmitz
Auntaneshia Staveloz
Monique Taylor*
Mary Zupanc
Gloria Blackwell, CEO (ex-officio)

Staff Present:

Shannon Wolfe, Managing Director and Chief of Staff
Tom Chappell, Vice President of Finance**
Meghan Kissell, Senior Director of Policy and Member Advocacy**

Guests:

Jennifer McCahill, Partner, GRF CPA's & Advisors **

**Participated in meeting as indicated in these minutes.

Call to Order

Cheryl Sorokin, Board Chair, called the meeting to order, noting that a quorum was present. She listed the matters that would be covered during the meeting: report of external auditors; update on strategic planning process; results of board exercise on affiliate structure; and proposals requiring membership vote. Tom Chappell, Vice President of Finance, and Jennifer McCahill, Partner at GRF, joined the meeting at this time.

Annual Audit Report

Ms. Sorokin asked Jenna Kirkpatrick Howard, Chair of the Audit Committee, to introduce Jennifer McCahill, GRF partner and lead auditor for AAUW. In addition to the

introduction, Ms. Howard advised that the Audit Committee had held pre-audit discussions with the external auditors and reviewed the year-end financial statements, as provided to the Board, in detail.

Ms. McCahill reported that the auditing process had proceeded as expected. In addition to the audit, she reviewed other services that GRF provides to AAUW including the filing of the consolidated tax return, the audit of the retirement plans, and other related financial consulting. She explained that the audit, conducted on the consolidated financials, included the Action Fund. Ms. McCahill then reviewed the required communications relevant to the auditing standards and auditing methodology.

Ms. McCahill related that the staff had been very cooperative during the audit and had reached out with questions on a regular basis during the year. She noted there were no disagreements with management, and no material misstatements were identified during the audit. After reviewing the audit letters, she advised that the audit opinion provided was unmodified (clean). Referring to the management letter, she pointed out that issues previously identified in last year's audit had been successfully resolved. Ms. McCahill then reviewed and commented on the financial statements.

Ms. Howard recommended that the agreement with GRF, the organization's auditors for the past three years, be extended. Ms. Cabaniss asked that the positive financial audit results be communicated to state and branch members. There being no other questions or comments, the following motion was made, seconded and approved.

Resolution Accepting AAUW's FY 2024 Audited Financials

The Board of Directors of AAUW accepts AAUW's FY 2024 Audited Financials as presented to the Board.

Ms. McCahill and Mr. Chappell then left the meeting.

Update on the Strategic Planning Process

Gloria Blackwell, CEO, thanked the Board for the feedback provided on the initial strategic plan presented at the November 2024 Board meeting and advised that after further consideration in response to comments and political realities, the focus of the plan was being refined to further emphasize education which she characterized as the foundation of the organization. She reiterated that providing educational scholarships and grants from the existing endowment funds are a substantial and impactful reflection of the work of the organization, and much of the organization's future advocacy is anticipated to be based on educational issues such as Title IX, student loans, and potential changes to the Department of Education.

Ms. Blackwell indicated that a revised draft of the strategic plan will be provided in early 2025 and will revolve around: (1) advancing women's education in underrepresented fields; (2) defending access to higher education; and (3) national and branch financial health. She then asked Shannon Wolfe, Managing Director and Chief of Staff, to review the timeline for the strategic planning.

Referring to a memo previously distributed to the board dated December 3, 2024, titled Strategic Plan & Branch Alignment Process and Timeline, Ms. Wolfe advised that the launch of the Strategic Plan in Spring 2025 would be a springboard for work to increase affiliate alignment with the mission and needs of the overall organization. She reviewed a draft timeline, including planned announcements and rollouts of various aspects of the alignment effort from March 2025 through June 2025, monitoring efforts on compliance and assessment of progress during the fall of 2025, and winter of 2026, and anticipated additional rollout of alignment efforts in the spring of 2026.

A number of questions were raised and comments were made concerning the need for a strong communications strategy regarding the (1) strategic plan and (2) implementation of additional branch requirements for reporting, financial support and mission-based work.

Proposed Changes to Bylaws

Turning to governance, the Chair explained three matters for the Board's consideration, two of which would require a membership vote in the spring—the first was changes to the organizational bylaws.

Shaila Rao Mistry, Chair of the Governance Committee, addressed three minor, proposed national Bylaw changes. She reminded the Board that the AAUW Bylaws were recently restated, and these minor clean-up provisions were to support that restatement. The changes include: (1) language in Section V(2) allowing the Board, at its discretion, to extend the Board term of a Chair who has one year remaining in the two-year Chair term; (2) language in Sections VI, VIII, and IX providing, at the Board's discretion, for Vice Officers and Vice Committee and Task Force Chair positions; and (3) language in Section IX(4) providing for removal of a specific date for transition of Committee Chairs.

Ms. Rao Mistry reiterated that changes to the Bylaws require the members to have a comment period prior to a vote. She proposed that these changes be presented to the members for such comments. After discussion and upon motion made and seconded, the following as approved:

Resolution Approving Changes to the AAUW Bylaws for Member Comment

The Board of Directors of AAUW approves changes to the AAUW Bylaws as set forth in Exhibit A hereto for presentation to the AAUW membership during the member comment period.

Proposed Changes to Public Policy Priorities

Ms. Meghan Kissell, Senior Director of Policy and Member Advocacy, then joined the meeting to present the 2025-2027 public policy priorities approved by the Public Policy Committee. She reviewed the priorities and their alignment with the organization's higher education focus and the intent of such priorities to guide the work of the national staff and the state organizations in the near term. She suggested that the changes to

the public policy priorities, which also require a member comment period, be provided to members now for their review and comments.

After Ms. Kissell's remarks, she left the meeting, and upon motion made and seconded, the following was approved:

Resolution Approving Changes to the AAUW Public Policy Priorities for Member Comment

The Board of Directors of AAUW approves changes to the AAUW Public Policy Priorities dated December 4, 2024 and set forth in Exhibit B hereto for presentation to the AAUW membership during the member comment period.

Proposed Changes to Membership Dues

Ms. Wolfe reminded the Board of its discussion at the September 2024 meeting regarding the potential of an evergreen, annual increase of AAUW individual member dues of \$5 per year. She related subsequent concerns that were expressed about the ongoing nature of such an increase. As a result, Ms. Wolfe advised that the staff is now recommending an annual increase of \$5 per year for the next five years beginning in the spring of 2025. To provide the required comment period for a dues increase of 30 days prior to a board vote, she proposed the issue be submitted to the members with the bylaw and public policy changes for combined comments on all three issues. Following receipt of the comments, the Board can act on any increase in dues at its February meeting.

Discussion followed about the need for such dues increase and the messaging of such to the members. Thereafter, upon motion made and seconded, it was:

Resolution Approving Dues Increase for Member Comment

The Board of Directors of AAUW approves the submission of an annual increase of the AAUW individual member dues of \$5 per year for the next five years be presented to the AAUW membership for comment.

Consent Agenda

Jeanie Latz, Secretary, directed the members' attention to the Consent Agenda which contained two matters to be acted upon by the Board—the approval of the minutes from the November 15, 2024 meeting of the Board and the membership consent calendar. There being no questions upon motion, duly made and seconded, the following resolutions were approved.

Resolution Approving the Minutes of the November 15, 2024 Meeting of the Board

The Board of Directors of AAUW approves the minutes of the November 15, 2024, Board meeting as presented prior to the meeting.

Resolution Approving the Membership Consent Calendar

The Board of Directors of AAUW approves the Membership Consent Calendar dated December 4, 2024, as presented.

Ms. Latz then advised the Board of the forthcoming, annual Board Effectiveness Survey which would be received in January. She reiterated the importance of the Board reflecting on its performance and identifying areas of potential improvement.

Mses. Blackwell and Wolfe then left the meeting, and the Board went into Executive Session.

Respectfully submitted,
Jeanie Latz
Board Secretary

(Exhibit A and B Attached)

**AMENDED AND RESTATED BYLAWS
OF
THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN**

**ARTICLE I
CHARITABLE CORPORATE PURPOSE**

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 II
GOVERNANCE STRUCTURE OF THE ASSOCIATION**

The general operation and government of the Association shall be vested in the Board of Directors as set forth in Article V hereafter, subject to any powers granted to the Individual Members.

**ARTICLE III
MEMBERS OF THE ASSOCIATION**

1. Membership. The Membership of AAUW shall consist of individual members (“Individual Members”) and college/university members (“College/University Members”), as well as other membership categories as determined by the Board and these Bylaws.
2. Member Qualification.
 - 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 institution located outside of the United States, as determined by the Board of Directors, shall be eligible to receive

Exhibit A to the Resolution Approving Changes to the AAUW Bylaws for Member Comment

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 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.

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.

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.

5. Membership Decisions.

a. 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. 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.

6. AAUW Affiliate. An AAUW Affiliate ("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.

ARTICLE IV MEETINGS OF THE MEMBERSHIP

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 Members as of the Annual Meeting Record Date (as defined in Section 3 below) no fewer than ten (10) but no more than sixty (60) days before the meeting date. At the annual meeting AAUW shall accept written reports on the activities and financial condition of AAUW and transact such other business as may properly come before it.

2. 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 (5%) of the Individual Members. 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 (10) but no more than sixty (60) days before the date of the meeting to all Individual Members.

3. Voting. The list of Individual Members in good standing who are entitled to vote at the annual meeting shall be determined as of sixty (60) days before the annual meeting (the Annual Meeting Record Date). Notice of business matters for voting in connection with the annual meeting shall be sent to all Individual Members eligible to vote no fewer than ten (10) but no more than sixty (60) days following the Annual Meeting Record Date. Individual Members eligible as of the Annual Meeting Record Date shall be entitled to one vote on each item of business following procedures

Exhibit A to the Resolution Approving Changes to the AAUW Bylaws for Member Comment

designated by the Board of Directors. Such votes may include election of the Board of Directors and amendments to these Bylaws.

- a. There shall be no proxy voting.
 - b. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except as otherwise required by these Bylaws.
4. Quorum. Five percent (5%) of the Individual Members entitled to vote shall constitute a quorum.
5. Procedures. 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 Individual Member input may be provided, shall be adopted by the Board of Directors and shall be made available to the Individual Members at the same time as the Meeting Notice.

ARTICLE V BOARD OF DIRECTORS

1. Composition. The elected and appointed directors shall constitute the Board of Directors. The Board shall be composed of fifteen (15) Directors, of which twelve shall be elected and three additional Directors appointed by the Board. The Chief Executive Officer shall be an ex officio member of the Board without vote at Board meetings and shall not be counted for purposes of a quorum.
2. Term. Directors shall serve a term of three (3) years beginning on the day following their election and until their successors take office; provided, **however, that the Board of Directors may in its discretion extend the term of the Board Chair for one additional year to complete a two-year term as Chair. In the event the Board Chair vacates that office for any reason, any extension of his or her director terms shall also terminate.** In so far as possible, one-third of the Directors will be elected or appointed each year to stagger the terms across a three-year period. After serving two consecutive terms, a member is eligible for candidacy again after two years have expired.
3. Removal from Office. A 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.
4. Vacancies.
 - a. All vacancies on the Board shall be filled for the unexpired term by the Board of Directors.
 - b. Service for one-half or more of the term shall be considered a full term.
5. Powers and Duties. In accordance with the Articles of Incorporation, the Board of Directors shall have the general power to:

Exhibit A to the Resolution Approving Changes to the AAUW Bylaws for Member Comment

- a. provide oversight to ensure the proper administration of the affairs of AAUW and to carry out its policies, financial administration, and programs;
 - b. exercise such powers and perform such acts as permitted by law, the Articles of Incorporation, or these Bylaws;
 - c. appoint standing committee members and such other board and committee members as may be designated;
 - d. establish task forces or special committees as needed;
 - e. appoint or remove the Chief Executive Officer;
 - f. act for AAUW between meetings of the membership;
 - g. provide oversight to ensure the implementation of programs that are consistent with AAUW's goals and objectives;
 - h. adopt rules to govern its proceedings;
 - i. determine date and location and format for any official meetings of AAUW;
 - j. oversee the administration of finances and acquisition or disposition of property;
 - k. engage a certified public accountant to audit the books annually;
 - l. provide oversight for the publication of an annual report; and
 - m. authorize the execution of trust agreements on behalf of AAUW;
 - n. and to have other such powers and duties as are required to carry out the purpose of AAUW.
6. Delegation of Power. The board may delegate to the Executive Committee such authority as it deems necessary, consistent with law.
7. 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.
8. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once a year, or more frequently 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. 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.
9. 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 (4) members of the Board of Directors and shall be preceded by at least two (2) days notice of the date, time, and place of the meeting. The notice shall describe the purpose of the special meeting.
10. 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.

ARTICLE VI OFFICERS OF THE BOARD

1. Officers. The officers of AAUW shall be the Board Chair, Board Vice Chair, Board Finance Chair, and Board Secretary, who shall be elected by the Board of Directors. **The Board in its sole discretion may also establish and elect a Vice Board Finance Chair and Vice Board Secretary.**
2. Terms. The term of the Board Chair shall be two years and all other officer terms shall be one year, except any positions held *ex officio*. All officers except the Board Chair may serve consecutive terms so long as the term of service as an officer is concurrent with their service as directors.
3. 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 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); and shall serve *ex officio* on all committees except the Nominating Committee and Audit Committee (as defined below at Article IX).
 - 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 and Audit Committee, whenever designated by the Board Chair.
 - c. Board Finance Chair. The Board Finance 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 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), and chair of the Investment Committee (as defined below at Article IX). In addition, the Board Finance 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. **The Board Finance Chair may delegate such duties as appropriate to a Vice Board Finance Chair.**
 - d. Board Secretary. The Board Secretary shall be responsible for the minutes of AAUW Board of Directors meetings, oversee preparation of the list of qualified members and oversee elections by Individual Members, serve as the Chief Governance Officer, and assist in such matters as may be

Exhibit A to the Resolution Approving Changes to the AAUW Bylaws for Member Comment

delegated by the Board Chair or Board of Directors. The Board Secretary may delegate such duties as appropriate to a Vice Secretary.

4. Removal from Office. An Officer 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.

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

ARTICLE VII ELECTIONS

1. Nominations.

- a. The Nominating Committee Chair shall notify all AAUW Individual Members of the Board positions to be elected by the Individual Members and request nominations from Individual Members and other stakeholders be provided to the Nominating Committee.
- 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 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 not fewer than ten (10) days and no more than (60) days prior to the election.

2. Elections.

- a. Elections shall be held in which all Individual Members in good standing as of the Annual Meeting Record Date may vote.
- b. 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.
- c. In the event that any open position remains after elections are held, the Board may treat that position as a vacancy under Article V, Section 4.

ARTICLE VIII EXECUTIVE COMMITTEE

Exhibit A to the Resolution Approving Changes to the AAUW Bylaws for Member Comment

1. Composition. The executive committee of the Board of Directors (“Executive Committee”) shall consist of the Board Chair, Board Vice Chair, Board Finance Chair, Board Secretary. **The Vice Board Finance Chair or Vice Board Secretary, if any, shall serve on the Executive Committee without a vote.** The Chief Executive Officer shall also serve ex officio without vote.
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 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 for revision by the Board of Directors consistent with those powers delegated to the Executive Committee by the Board of Directors. The Executive Committee shall also 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.
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 (3) members of the Executive Committee. An action of the Executive Committee in meetings will take effect if passed by the majority of its members who are present at a meeting at which a quorum is present.
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.
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 COMMITTEES OF THE BOARD

1. Standing Committees Listed in These Bylaws. Standing committees listed in these bylaws may perform duties as provided for in their respective committee Charters from time to time approved by the Board of Directors. There shall be the following standing committees:
 - a. Advancement Committee
 - b. Audit Committee
 - c. Finance Committee

Exhibit A to the Resolution Approving Changes to the AAUW Bylaws for Member Comment

- d. Governance Committee
- e. Inclusion and Equity Committee
- f. Investment Committee
- g. Nominating Committee
- h. Public Policy Committee

2. Committee Chairs. The chairs of each of the Audit, Finance, Governance, Investment, and Nominating committees shall be members of the Board of Directors and be appointed by the Board of Directors except that the Board Finance Chair shall serve as chair of the Finance Committee and as chair of the Investment Committee. **The Board at its discretion may appoint committee or task force vice chairs from among the members of the committee or task force.** Board members may, but need not, be appointed chairs **and vice chairs** of committees or taskforces not specified above in this Section.

3. Committee Members. Except as provided in these Bylaws, the composition of committees shall be determined by the Board of Directors and set forth in the Committee Charters, provided each Committee shall have a majority of members of AAUW in good standing. No Officer may serve on the Audit Committee and at least one member of the Audit Committee must be an Individual Member.

4. Terms. Members of Committees referenced in these Bylaws shall be appointed for a term of two (2) years **beginning July 1** following appointment and shall be eligible for reappointment to the same committee for one (1) succeeding term only. In no case shall an appointed member serve for more than three (3) consecutive terms on one committee, the third term being possible only if a committee member becomes chair of the committee.

5. Special Committees and Task Forces. Additional standing or special committees and task forces may be authorized by the Board of Directors as necessary by adoption of a committee charter by the Board.

6. Reports. All committees shall provide written reports to the Board of Directors prior to the annual meeting and such other times as requested or specified in their charters.

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

ARTICLE X CHIEF EXECUTIVE OFFICER

Exhibit A to the Resolution Approving Changes to the AAUW Bylaws for Member Comment

1. Appointment. The chief executive officer (the “Chief Executive Officer”) shall be a salaried, executive administrator of AAUW, appointed by the Board of Directors.
2. Duties. The Chief Executive Officer shall have such powers and duties as are normally incident of the position including to:
 - 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. execute all appropriate legal documents of AAUW;
 - f. attend all meetings of the Board of Directors in nonvoting ex officio capacity;
 - g. be a nonvoting ex officio member of 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 in a consultative role, but not as a member, of the Governance Committee when appropriate for implementation of policies.
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 XI USE OF NAME

1. The policies and programs of AAUW shall be binding on all Members of AAUW engaged in AAUW activities, and no Member shall use the name of AAUW to oppose such policies or programs.
2. The name and logos of AAUW may be used only by Members and Affiliates, College and University Members and Other Member Organizations and only according to policies and procedures established by the Board of Directors; others may do so only according to written licenses.

3. 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 XII INDEMNIFICATION

1. Generally. 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.

2. Insurance. The Association shall purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted against or incurred by such person in connection with any action, whether or not the Association would have the power to indemnify such person against such liability or expense by law or under the provision of this Article. The Association may enter into agreements with any of the persons eligible to be indemnified hereunder guaranteeing that all such persons will be indemnified against liability or expense. The Association may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may be necessary to effect indemnification as

Exhibit A to the Resolution Approving Changes to the AAUW Bylaws for Member Comment

provided herein. For purposes of this Article XII, all Board members who are eligible to vote shall be entitled to indemnification hereunder, and the Board of Directors will be entitled to policies of Directors' and Officers' liability insurance in amounts not less than Ten Million Dollars (\$10,000,000). The Association shall notify the Board of Directors in the event of a modification, suspension or cancellation of such policies.

3. Right Not Exclusive. The right of indemnification provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of the Members or disinterested Directors, or otherwise, both as to actions in their official capacity and as to action in another capacity while holding such corporate office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent. The provisions hereof shall inure to the benefit of the heirs and legal representatives of persons entitled to indemnity hereunder and shall be applicable to actions commenced after the adopting hereof, whether arising from acts or omissions occurring before or after the adoption hereto.

ARTICLE XIII AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a two-thirds vote of a quorum of five percent (5%) of Individual Members voting. All proposals for amendments shall be sent to the Governance Committee, which shall evaluate all proposals and recommend to the Board which proposed Bylaw amendments be approved for a vote of the membership. All proposed amendments recommended by the Board for vote of the Individual Members shall be sent no fewer than ten (10) but no more than sixty (60) days prior to the applicable meeting. Every amendment to the AAUW Bylaws shall become effective and binding on all AAUW Individual Members and Affiliates and to the extent applicable on College/University Members and Other Organization Members.

ARTICLE XIV CONFLICT OF INTEREST

1. Board Policies. The Directors, officers, key employees and other persons engaged in governing and managing the Association have a fiduciary responsibility to the Association. Therefore, the Board shall adopt a Conflict of Interest Policy by Board resolution which requires, among other things:

- a. Periodic statements from the Directors, officers and key employees that disclose any existing or potential conflict of interest; and
- b. Corrective and disciplinary action with respect to violations of such policies.

2. Inside Information. A Director shall refrain from utilizing any inside information as to the business activities of the Association for the benefit of himself/herself, his/her immediate family or any entity with which he/she may be associated.

ARTICLE XV MISCELLANEOUS ADMINISTRATION

1. Remote Meeting Attendance. Unless otherwise provided by law, the Articles, or these Bylaws, all meetings may be joined and participated in by means of a conference telephone or similar electronic audio and video technology by which all persons participating the meeting can hear each other and be heard by each other at the same time. Participation via communications equipment shall constitute presence in person at a meeting.

2. Compensation. No Director of the board shall receive any form of compensation in connection with the governance of AAUW except that Directors are eligible for reimbursement of actual expenses incurred in the course of carrying out board duties, to the extent such expenses are consistent with and permitted by AAUW policies.

3. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

4. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

5. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

6. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

7. Fiscal Year. The fiscal year of the Association shall be set by the Board of Directors in consultation with the CEO.

8. Principal and Registered Office. The Association shall maintain its principal office in Washington, D.C. or at such other place as the Board of Directors shall determine. The Association shall maintain a registered agent in Washington, D.C. at all times as required by law.

9. 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 unless otherwise provided for by AAUW governance and policy and to the extent which they are not inconsistent with these Bylaws or with the requirements of District of Columbia law.

ARTICLE XVI DISSOLUTION OR LIQUIDATION

In the event that 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 purpose of AAUW and activities that fulfill the intent of the AAUW donors.

AAUW Public Policy Principles and 2025-2027 Biennial Action Priorities December 4, 2024

The Public Policy Principles underscore AAUW's mission to advance gender equity for women and girls through research, education, and advocacy. They establish principles for action on which AAUW members across the country focus their advocacy efforts. They guide the work of the AAUW's federal priorities and that of AAUW state organizations and branches on state and local issue advocacy efforts.

AAUW positions are shaped by our commitment to equity by being nonpartisan, evidence-based, experience-driven, inclusive, and intersectional. AAUW opposes all forms of discrimination on the basis of age, disability, race, ethnicity, gender, sexual orientation, gender identity, geographical location, national origin, religious beliefs, pregnancy or parental status or socioeconomic status, and supports constitutional protection for the civil rights of all individuals. AAUW believes in the need to end white supremacy and address structural and systemic racism. Efforts to improve racial, ethnic, and gender justice must be embedded into every policy initiative.

AAUW stands for Education

- **Public Education:**
 - Investing in strong public education systems which provide equitable high quality public K-12 education
 - Opposing the use of public funds for nonpublic elementary and secondary education and for charter schools that do not adhere to the same civil rights and accountability standards as required of other public schools
 - Closing the learning and opportunity gaps that disproportionately affect students from low-income and underserved groups
- **Inclusive Curriculum:**
 - Ensuring all curriculum represents historically accurate information, information based on scientific consensus, and is free from religious bias
- **STEM Opportunities:**
 - Closing the gender gap in the science, technology, engineering, and mathematics (STEM) education
 - Expanding access for women in technical and vocational education and training that leads to lucrative employment
- **Enforcement of Inclusive Title IX Rules and Other Civil Rights Statutes:**
 - Vigorous enforcement of the 2024 Title IX rules, and other protections against sex-based harassment and discrimination in schools
 - Prohibiting harassment and bullying in schools with specific enumeration of students on the basis of disability, race, ethnicity, gender, sexual orientation, gender identity, sex-based stereotypes and characteristics, pregnancy or parental status
- **Affordable post-secondary education:**
 - Increasing equitable access to higher education, which is affordable and yields high-quality credentials or degrees

AAUW stands for Economic Security

Exhibit B to the Resolution Approving Changes to the AAUW Public Policy Priorities for Member Comment

- **Pay Equity:**
 - Ensuring equal pay and benefits for equal work regardless of gender, identity, or location
 - Addressing the multiple factors that reinforce the gender and racial pay gaps, including increasing salary transparency, eliminating salary history to set future wages, increasing the minimum wage, and addressing root causes of occupational segregation
- **Mitigation of Caregiving:**
 - Improving access to paid sick leave, medical leave, safe leave, affordable child and elder care, and other policies that mitigate the unequal burden on women for caregiving responsibilities
- **Retirement Safety Nets:**
 - Robust and strong Medicaid, Medicare, and Social Security systems and oppose any efforts to undermine them, including privatization and block grant proposals
- **Reproductive Freedom:**
 - Ensuring access to contraception and abortion care for all women regardless of location
 - Expansion and enforcement of employment discrimination statutes

AAUW stands for Social Justice and Civil Rights

- **Constitutional Rights:**
 - Vigorous enforcement of and full access to civil and constitutional rights, including recognition and publication of the Equal Rights Amendment
- **Expanding Voting Rights:**
 - Expanding voting rights to promote diverse, inclusive and equitable political participation
- **Freedom from Harassment and Violence:**
 - Ensuring that people who are subject to harassment or violence based on age, disability, race, ethnicity, gender, sexual orientation, gender identity, geographical location, national origin, religious beliefs, pregnancy or parental status have full protection and recourse under the law
 - Supporting policies to end gender-based violence, including reauthorization of the Violence Against Women Act (VAWA)
 - Supporting policies that address the prevention of human trafficking and protection of its victims
- **International and Civil Rights:**
 - Supporting U.S. advancement towards the gender equity goals on education and the economy in the Beijing Declaration and Platform for Action
 - Supporting ratification of the U.N. Convention on the Elimination of All Forms of Discrimination Against Women (CEDAW)

2025-2027 Biennial Action Priorities

AAUW's Biennial Action Priorities for federal action are chosen according to the criteria of viability, critical need, strong member support, and potential for distinctive AAUW contribution or leadership. These national priorities inform state and local action.

Exhibit B to the Resolution Approving Changes to the AAUW Public Policy Priorities for Member Comment

Additional priorities may be added based on circumstances. No order of importance for the priorities is implied.

To support equitable access to higher education that promotes gender fairness, equity, diversity and inclusivity, and to address the barriers and implicit biases that hinder the advancement of women and girls, AAUW advocates for:

- Vigorous protection of Title IX regulations that provide clear directives to build safer and more inclusive institutions for all students, including student survivors of sexual violence, pregnant and parenting students, LGBTQ+ students
- Ensuring institutions of higher education are accessible to all students regardless of socioeconomic status, the environment is inclusive, and free from political intervention around curriculum
- Reducing barriers to postsecondary success, specifically for women of color, including increasing investment in financial support for degree programs, campus childcare programs
- Policies that support working women in pursuit of higher education, including increased access to paid leave, access to contraception and abortion care, affordable high-quality child care
- Complete, accurate and timely collection of data, disaggregated by race, ethnicity, and gender identity to inform policy decisions