Right-Sizing an AAUW Branch

October 1, 2025

Many affiliates have **not** changed structures to meet changing affiliate and community needs or member capacity. What do we mean by structures? This toolkit will guide you through evaluating your leadership needs, AAUW branch board requirements and meeting frequency.

If your branch has trouble **finding leaders or recruiting new members**, it may need to change the size of the board and/or re-align duties.

If membership or **meeting attendance are dwindling**, consider how often you meet, where you meet, and which meetings or programs have the best attendance.

Establish branch structures to:

- Accomplish branch and national goals
- Build in sustainability
- Prevent volunteer burnout
- Plan for the future
- Engage members
- Free up time for mission-based work and recruitment and retention

Consider Your Branch Needs

Leadership:

What does AAUW Want?

- **Required:** Each affiliate or branch must have an administrative contact and a finance contact.
- **Encouraged:** AAUW encourages affiliates to appoint a Public Policy Chair and a Diversity Officer. These positions do not need to be board positions. They do help meet the 5-star criteria.

What are the legal requirements?

- Search for your state's non-profit laws and regulations; and find out how the IRS code applies to your branch.
- Which laws apply may depend on the branch tax status. Is it a 501(c)(3)? A 501(c)(4)? Is the branch incorporated?
- State non-profit laws usually require some kind of recordkeeping and records keeper. Often, it's a recording secretary.

What does your branch need?

- Can you accomplish your goals with fewer board members?
- Can ad hoc committees replace board positions or board action?
- Are some of your legacy positions outdated? Would updating or simplifying job descriptions make roles more attractive?
- Can co-officers (including co-presidents) fulfill your leadership needs?
- Would a president-elect position help provide mentorship and ease the transition period?

Meetings

Among the many reasons that younger women don't join AAUW is that busy professional women don't want (or have time) to plan to do—they just want to do. Look at how your meeting schedule balances planning and action and member availability.

What does AAUW Want?

- AAUW has **no minimum meeting requirements**.
    - Traditionally, branches have offered monthly meetings with programs from September to May or June. Some branches meet quarterly; some branches only hold an annual membership meeting.

What are the legal requirements?

- Most non-profit legislation requires an annual meeting. Find out how state laws and the IRS code apply to your Branch.

What does your branch need?

- Look at your branch goals—can you meet them with the number of general membership meetings you hold? Could you achieve them with fewer meetings? Would electronic/virtual meetings help you achieve your goals—Zoom or teleconference sessions meet the requirements of a meeting.
- Does the time and place of your meetings work for your members and your community?
- Can board action replace membership action?
- Can you meet your branch goals with fewer board meetings?

Sample Leadership Models

As provided in the AAUW Affiliate Agreement and AAUW bylaws, affiliates must have an Administrative Officer and Financial Officer and sign an Affiliate Agreement with national AAUW. Affiliates maintains an independent branch structure reporting to state and national AAUW.

Traditional Branch:

The traditional leadership model includes a board of elected and appointed directors that may include President, Vice Presidents, Financial Officer, Secretary, and Committee Chairs. The branch meets regularly, often monthly from September to May or June.

3-5 Member Planning Committee Model:

The Affiliate elects a small board or planning committee comprised of three to five members who are designated as an Administrative Officer, a Finance Officer, and one to three members at large (other designations could be membership and newsletter). Chair and secretary duties may rotate among the board/committee members from month to month.

Recommendation: Create a “minutes template” and ask a different member to serve as secretary at each meeting.

Rochester Model:

This committee structure includes 12 Council presidents, a Finance officer, and a Program VP.

One of the 12 presidents is designated as the AAUW Administrative contact. Each president presides for one month.

Houston Model:

The Branch is inactive but wants to maintain a presence in a major city and/or maintain its historic name.

- It keeps its current members, name, affiliate agreement, and web presence.
- Potential new members are routed to other active branches.
- The branch is open to receive Dual Members.
- One of the local branches or the state affiliate assumes responsibility for everything required to maintain an affiliate (e.g., provides officers; completes tax returns; provides for any required meetings).

California On-Line Model:

The California On-Line branch has been active for more than 20 years. Members can join from across the state and beyond. This branch meets exclusively on-line with all the components of an in-person branch from strong leadership to vibrant interest groups.

Create Your Own Model:

Design a model that fits your branch needs—choose how many leaders and how often to meet. Be aware of state laws that might impact your branch. Make sure you have an Administrative Officer and a Finance Officer.

Join Forces

When an alternate leadership model won't work, try joining forces with another branch.

Umbrella

One branch closes and all members join another. The branch that closed keeps its identity as an "interest" group in the new branch. Members are full members of the new branch with the same rights as any other branch member. The branch that closes turns its remaining monies over to the branch that it joins. When there are branch funds, a Memorandum of Understanding (MOU) is needed to ensure funds are dispersed according to the closed branch's priorities (e.g., local scholarships continue to be awarded).

Amalgamate/Merge

Two or more branches close and create one new branch.

Avoiding Pitfalls

Remember: A merger (or amalgamation) of two or more branches requires disbanding the existing branches and creating a new branch.

Umbrella relationships, and amalgamations/mergers both require careful negotiations to address immediate and long-term expectations. **All parties should expect changes to how they operate.** Clear open communications and willingness to compromise are essential to successful relationships. Leave personal agendas at the door.

Negotiate to ensure monies go to each of the previous branch priorities and include all members in planning, leadership, and projects.

Be clear about expectations—both short term and long term. Consider how new board structures, bylaws, and policies will balance and protect the priorities of both branches. Think about if or when special protections can be eliminated. For example, will you ensure that half of the board comes from each branch for the first year? Five years?, etc. Will scholarships be awarded in both communities for a limited amount of time or in perpetuity?

Write detailed Memoranda of Understanding (MOUs). Communicate these details to all members, and obtain membership approval through motions to amend bylaws, disband, or approve MOUs.

Minutes Template

The _________, 202_ Meeting of AAUW __________ was called to order at _______.
[member’s name] served as chair and [member’s name] served as secretary.

Following the program from ______________________, the minutes of the _______202_ meeting were approved as presented/corrected (circle one)

The president presented her report. It is attached to the official copy of the minutes.

The _________director gave her report. It is attached to the official copy of the minutes. (repeat as needed)

The finance director gave her report. It was filed for audit.

Public Policy Chair_____________Reported:

- ______
- ______
- ______

The Diversity Officer Reported:

- ______
- ______
- ______
- ______

The motion to____
____
____was adopted/lost (circle one). (copy this section for each motion)

There being no further business the meeting adjourned at:______________

Branch Right-Sizing Checklist

- ✓ Know what laws apply to your branch
- ✓ Incorporated, 501(c)(3), 501(c)(4), non-profit laws, IRS Code
- ✓ State non-profit laws usually require recordkeeping of some kind. Check your state nonprofit laws.
  - ✓ AAUW Requirements and Recommendations
  - ✓ AAUW requires an Administrative Contact and a Finance Contact
  - ✓ Public Policy Director--AAUW encourages this position to meet the 5-star criteria
  - ✓ Diversity Officer--AAUW encourages this position to meet the 5-star criteria
    - ✓ Branch Needs
    - ✓ Does your plan advance AAUW's Mission and meet local goals/needs?

Board Policies

Policy 200 CREATING AND NAMING AAUW AFFILIATES

Approved by the AAUW Board of Directors July 2009, June 2011, July 2011, May 2014, March 2015, February 2016, June 2017, June 2018

Note: In all AAUW policies, the term "AAUW" refers to the nationwide organization.

AAUW is committed to creating new AAUW affiliates and to encouraging the growth of existing affiliates as we strive to break through barriers for women and girls.

How to Establish an AAUW Affiliate

- A group of persons within a community eligible for AAUW membership may establish an AAUW affiliate if it establishes nonprofit status and meets the requirements of the Internal Revenue Service, the jurisdiction in which it is organized, the AAUW Board of Directors, and the AAUW Bylaws and policies.

- Any new AAUW affiliate requires final approval from the AAUW Board of Directors or Executive Committee.
- All AAUW affiliates shall be governed by the AAUW Bylaws and must sign and submit an AAUW Affiliate Agreement. The affiliate must adopt bylaws that conform to the AAUW Bylaws and comply with the laws of the governing jurisdictions under which it will operate. All affiliate bylaws must be submitted to AAUW for IRS inspection.
- If the new entity is seeking independent nonprofit status and/or incorporation, the entity must submit the IRS determination letter and/or a copy of the Articles of Incorporation by the respective jurisdiction to the AAUW board. These requirements are also applicable to a foundation or other 501(c)(3) entity created by an existing AAUW affiliate.
- In the instance of entities seeking incorporation, the Articles of Incorporation (or similarly titled document required by the state for incorporation) must include the following statements:
    - "The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research."
    - "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 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.
    - In addition, the name under which the affiliate is incorporated should include the words "(affiliate name) of the American Association of University Women."

Policy 200 CREATING AND NAMING AAUW AFFILIATES (continued)

- New affiliates must work in consultation with the AAUW Advancement & Partnerships department, as well as comply with all federal, state, and local/municipal laws. The naming of the new affiliate is an integral part of the process and is included in the approval process. The AAUW board has the final authority to approve the original name and any subsequent name modifications.

- Policies and procedures to control financial records must be consistent with generally accepted accounting principles and federal, state, and local laws.
- All members of the affiliate must be dues-paying members of AAUW who meet the AAUW eligibility qualifications. The affiliate may provide for annual dues consistent with AAUW dues requirements.

Mergers

- AAUW affiliates may merge with other affiliates in their area. Each individual merging affiliate disbands and no longer exists as a separate entity. A new affiliate with a new name, structure, bylaws, affiliate agreement, and tax status is created as a result of the consolidation and must be approved according to the preceding process.

Policy 204 DISSOLUTION OF AN AAUW AFFILIATE

Approved by the AAUW Board of Directors January 2015, June 2016, June 2017, June 2018, June 2019

Note: In all AAUW policies, the term “AAUW” refers to the nationwide organization.

In recognition that AAUW affiliates sometimes contemplate dissolution, this policy addresses the challenges of assisting AAUW affiliates to remain viable and/or to undertake appropriate actions to dissolve while remaining faithful to the mission and to the intent of present and past members and donors.

1. An AAUW affiliate that contemplates dissolution should contact its state organization for support in reviewing strategies to prevent dissolution.
2. After exhausting alternatives to dissolution, the affiliate shall contact the national office staff for guidance on the appropriate actions to take to dissolve while remaining faithful to the AAUW mission and to the intent of present and past members and donors.
3. After the dissolution is finalized, whether through formal dissolution procedures or because the affiliate has already ceased to exist because of lack of participation, activity, or IRS compliance, all remaining property and assets will be transferred and delivered to AAUW or to an AAUW affiliate designated by AAUW as noted in the

AAUW Bylaws. If applicable, the affiliate being dissolved needs to file all dissolution documents required by state and IRS regulations.

4. The AAUW chief executive officer or managing director must approve of the dissolution. The AAUW Board of Directors will be notified of the dissolution.