

This was emailed to all state and branch presidents and state bylaws chairs on July 23, but for various reasons some branch presidents did not receive. We have also posted this as “mandatory bylaws amendments” on the AAUW website. It would be greatly appreciated if state presidents or bylaws chairs would make sure your branch presidents have received. A hard copy of the memo will be included when the printed AAUW Bylaws are mailed to state and branch presidents.

TO: State Presidents, State Bylaws Chairs, and Branch Presidents
CC: AAUW Board of Directors
FROM: Caroline Pickens, Chair, 2007-2009 Bylaws Committee Chair
DATE: July 22, 2009
RE: Bringing State and Branch Bylaws into Conformance with the Revised AAUW Bylaws

THIS MEMO CONTAINS IMPORTANT INFORMATION FOR STATES AND BRANCHES.

Following an AAUW Convention, it is the responsibility of state and branch presidents to insure that any mandatory changes are made to state and branch bylaws. This memo has three purposes:

1. Highlight what has ***not*** changed as a result of the action of delegates at the AAUW Convention in St. Louis June 26-28, 2009.
2. List the ***mandatory*** changes that must be made to your bylaws (no member vote needed).
3. List ***optional*** changes you might want to consider in the future (member vote required).

The full text of the 2009 AAUW Bylaws is posted on the AAUW website and will also be printed for distribution to state and branch presidents in early September. Model state and branch bylaws are also posted on the AAUW website.

What Didn't Change in the AAUW Bylaws

1. The requirement for membership in AAUW remains an associate or equivalent degree or higher. There is no change in the categories of membership or in the student affiliates category.
2. Branches continue to be the basic unit of AAUW, although there is more flexibility given for a branch's governance structure.
3. States remain but they are optional structures, and there is flexibility given for the state's governance structure. States also have the flexibility to decide if they want to join in a multi-state structure or other configuration.
4. No branch or state is required to change its current leadership structure if it works well and meets the needs of the branch or state.

Major Changes that Affect State and Branch Bylaws and Result in Mandatory Amendments to State and Branch Bylaws

Note: mandatory bylaws amendments do not require a vote of the members in the state or branch because they are required in order to bring the bylaws into conformance with the AAUW Bylaws. Non-mandatory amendments must follow the usual process and be voted on by the members.

States and Branches:

1. Wherever the words “Association” or “Foundation” appear, they should be replaced with “AAUW.”
2. If there is a reference to the Charter, that should be deleted. The restructured AAUW is under articles of incorporation now. For example, you may have a sentence that refers to the “Charter and Bylaws of the American Association of University Women, hereinafter called the Association.” That should be changed to “The Bylaws of the American Association of University Women, hereinafter called AAUW.”
3. The purpose/mission statement in your bylaws must be the same as the revised AAUW Bylaws: “The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research.” This should replace the wording, “The purpose of AAUW is to promote equity for all women and girls, lifelong education, and positive societal change.”
4. Use of Name: Retain Sections 1 and 2; delete the rest. Add a new “Section 3. Violations. Violation of the Use of Name policy shall result in action taken in accordance with AAUW policy.” Details will be moved to policies and procedures and made available to members via the website.
5. Delete any references to regions or regional directors since these no longer exist.
6. Loss of recognition of a branch: delete references to loss of recognition if the branch has fewer than 15 members. Viable branches with fewer than 15 members will be allowed to continue. We would suggest that you simply state that the conditions for loss of recognition of a branch are located in Article XI, Section 3. of the AAUW Bylaws.
7. Remove any reference to delegates for the AAUW convention. All members now have a vote on national AAUW business (elections, adoption of the Public Policy Program and resolutions, and amendments to the AAUW Bylaws). There will no longer be a delegate system for national AAUW meetings.

States Only:

The 2009 AAUW Bylaws provide that the branches in a state ultimately decide if they wish to continue to have a state structure. Therefore, each state’s bylaws must provide a process by which that can happen. The new AAUW Governance Committee will develop a standard process so that it will be consistent throughout AAUW. States will be informed when the wording for this process is available for state bylaws, and it should then be placed in all state bylaws.

When you have completed the **mandatory** changes (no vote of the members needed), send a copy of your bylaws as follows:

States: by October 31 email one copy to Carolyn Hayek at hayekservices@gmail.com and one copy to Claudia Richards at richardsc@aauw.org.

Branches: by October 31 send one copy to your state bylaws chair or state president if there is no state bylaws chair.

Consideration of Future Changes

1. **States and branches now have the flexibility to determine the governance structure that best suits their needs and size.** These new AAUW bylaws provide for a more flexible and fluid structure that is more reflective of leadership and organizational structures throughout the country. There are no longer in the AAUW Bylaws the seven required positions of president, program, membership, finance, Foundation, public policy, and communications. This leaves the branch or state free to explore alternative structures that fit the branch or state: flexibility for the future. We strongly encourage you and your board or branch to spend time assessing your branch or state needs, purpose, and goals before any changes to your structure. There are only two requirements, which will maintain the state's or branch's connection to AAUW:
 - a. One person must be designated as the administrative contact – to receive mail, emails and other communications related to branch activities and AAUW programs.
 - b. One person must be designated as the financial contact – to receive membership, dues and donation information.

By this fall there will be some suggestions for alternative structures on the AAUW website to give you ideas or provide a springboard for brainstorming. Our advice will be – keep them simple! The model state and branch bylaws also indicate how they can be changed to accommodate alternative structures. Perhaps you have already moved beyond the traditional leadership structures and are working in teams, leadership councils, or other alternative ways. Whatever works for your state or branch is fine. You can choose a leadership structure other than the traditional board of directors. You can decide to have as few or as many committees as you want. You can choose how frequently you hold meetings and how voting occurs (in person, email, mail). However, you may determine that your current structure works well, and that is absolutely okay. Please note, however, that it is all now “AAUW” and there is no longer a separate entity known as the “Foundation.” So you may need to adjust for that (titles such as “EF chair” can be “AAUW Fundraising chair”).

2. ***States Only:*** On the national level there is now one member/one vote on national AAUW business, which means there is no longer a delegate system for national

meetings. However, states are free to decide the system of voting for their own state conventions. There are three possibilities:

- a. One member/one vote. All members within the state can vote on state business, and the state must create a process by which all members can cast a vote. [This could be complicated if online voting is included.]
- b. No delegate system, and all attendees at a state convention can vote on state business. Those not attending would not vote.
- c. Continue a delegate system in your state.

Although the current AAUW Bylaws Committee completed our terms on June 30, we are “on the job” a few more weeks to bring our work to a close. If you have any questions regarding anything in this memo, please do feel free to contact us.

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Foundation Bylaws Committee—

Faye Dykstra: hairpuller@bellsouth.net; 501-245-8172

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The chair of the new Governance Committee, which supersedes the Bylaws Committee when our clean-up work is completed, is Carolyn Hayek, hayekservices@gmail.com.