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2015 BYLAWS

AAUW Action Fund

2015 Bylaws

(Last Revision, 2014)

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CHARTER OF THE AAUW ACTION FUND, INC.

The AAUW Action Fund, Inc., was incorporated as the Association of Collegiate Alumnae under a special act of the Massachusetts legislature approved April 20, 1899. (See chapter 282 of the Acts of 1899 of the Commonwealth of Massachusetts.) This act, which was accepted by the incorporators October 28, 1899 (see pages 70, 71, and 73, Publications of the Association of Collegiate Alumnae, February 1900), now stands as the Charter of the AAUW Action Fund, Inc., and is as follows:

Section 1. Jennie Field Bashford, Florence M. Cushing, Alice Freeman Palmer, Helen Hiscock Backus, Bessie Bradwell Helmer, Annie Howes Barus, Martha Foote Crow, Marion Talbot, and Alice Upton Pearmain, their associates and successors, are hereby constituted a body corporate by the name of the ASSOCIATION OF COLLEGIATE ALUMNAE, for the purpose of uniting the alumnae of different institutions for practical educational work, for the collection and publication of statistical and other information concerning education, and in general for the maintenance of high standards of education.

Section 2. Said corporation is hereby granted all the powers, rights, and privileges, and is made subject to all the duties, restrictions, and liabilities, set forth in Chapter One Hundred and Fifteen of Public Statutes, and in all other general laws now or hereafter in force, applicable to such corporations and not inconsistent with this act.

Section 3. Said corporation may by bylaw or by vote provide that graduates of any college, university, or scientific school specified in such bylaw or vote, or that any person who has received a degree in arts, philosophy, science, or literature, from such college, university, or scientific school shall be eligible to membership in said corporation.

Section 4. Said corporation shall have authority to determine at what times and places, within or without the commonwealth, its meetings shall be held, and the manner of notifying the members to convene at such meetings, and also from time to time, in such manner as the bylaws may provide to elect a president, vice presidents, directors, trustees, and such other officers as may be found necessary, and to declare the duties and tenure of such officers. Such corporation may provide by its bylaws that its officers shall be chosen by ballots distributed by mail or otherwise, or may provide for any other manner of electing its officers.

Section 5. Branch associations may be formed according to such bylaws as the corporation may adopt, and representation of such branch associations may be given in the said corporation for the election of officers and for such other purposes as the bylaws may provide.

Section 6. This act shall take effect upon its passage.

At the convention of the Association held in Washington, D.C., March 28 to April 2, 1921, the Association voted to change the name of the organization from the Association of Collegiate Alumnae to the AMERICAN ASSOCIATION OF UNIVERSITY WOMEN. Pursuant to this vote, the

necessary legal steps were taken and the change of name was duly approved by the Commissioner of Corporations and Taxation and recorded with the Secretary of the Commonwealth of Massachusetts on the ninth day of June, 1921.

At the convention of the Association held in Phoenix, Arizona, the delegates adopted a proposal on July 1, 2007, to restructure AAUW by transferring the majority of the assets and activities of the American Association of University Women (a section 501(c)(4) nonprofit Massachusetts corporation) to the AAUW Educational Foundation (a section 501(c)(3) nonprofit District of Columbia corporation), effective July 1, 2009. The Educational Foundation became the primary member organization and was renamed the American Association of University Women, Inc. The 501(c)(4) corporate structure was continued for the purpose of voter education and related activities.

At the convention of the Association held in St. Louis, Missouri, the Association on June 27, 2009, voted to change the name of the organization from the American Association of University Women to the AAUW ACTION FUND, INC., and to add the following to the Charter:

Section 7. The corporation is organized, and shall be operated, exclusively to support and advocate for the enactment of legislation, policies, and procedures related to women's equity and education, all as may qualify it as an organization described in section 501(c)(4) of the Code and exempt it from federal income tax under section 501(a) of the Code, or the corresponding provisions of any future United States internal revenue law. Notwithstanding any provision of this Charter or any provision of applicable law, the corporation shall not engage in or carry on any activities that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(4) of the Code and exempt from federal taxation under section 501(a) of the Code or the corresponding provisions of any future United States internal revenue law.

Section 8. In the event that either by vote of the membership of the corporation or by legal action or otherwise, the corporation is dissolved, its assets, after the payment of all outstanding obligations, shall be transferred and delivered to the American Association of University Women, Inc., or such other nonprofit corporation or nonprofit organization as will carry out, as near as practicable, the purposes and policies set forth in this Charter, provided that any such organization is exempt from federal tax under section 501(c)(3) or section 501(c)(4) of the Code or the corresponding provisions of any future United States internal revenue law. In any event, no part of the remaining assets shall inure to the benefit of any individual member of the corporation.

Pursuant to this vote, the necessary legal steps were taken and the change of name and the Charter amendments were recorded with the Secretary of the Commonwealth of Massachusetts on the 30th day of June, 2009.

BYLAWS OF THE AAUW ACTION FUND, INC.

ARTICLE I. NAME AND OFFICE

Section 1. Name. The name of this corporation shall be the AAUW Action Fund, Inc., hereinafter referred to as the “Fund.”

Section 2. Principal Office. The principal office of the Fund shall be in Washington, D.C., or at such other place as the Fund Board of Directors shall determine.

Section 3. Legal Compliance. The Fund shall comply with the requirements of federal law, the Commonwealth of Massachusetts corporate law, and the Charter as may be amended.

Section 4. Relationship to AAUW. This corporation, originally organized in 1881 and incorporated under the laws of Massachusetts in 1899, shares a common history and membership with the American Association of University Women, Inc. (AAUW), which was incorporated in the District of Columbia in 1958. While the programs of AAUW cover a broad range of activities, consistent with its qualification as tax exempt under section 501(c)(3) of the Internal Revenue Code, the Fund’s activities are limited to supporting and advocating equity and education, all as may qualify it as an organization described in section 501(c)(4) 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 or the corresponding provisions of any future United States internal revenue law.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of the Fund is to support and advocate for legislation, policies, and procedures related to women’s equity and education, as may qualify it as an organization described in section 501(c)(4) of the Code and exempt it from federal income tax under section 501(a) of the Code or the corresponding provisions of any future United States internal revenue law.

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

- a. provide to AAUW members, branches, and states information and resources facilitating the purpose and activities of the Fund;
- b. cooperate with other organizations having mutual interests;
- c. take such other actions as are permitted to a Commonwealth of Massachusetts nonprofit corporation consistent with its purpose, the Charter, and these Bylaws.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of the Fund shall be binding on all members, and no member shall use the name of the Fund to oppose such policies or programs. Established channels may be used to change a policy or program.

Section 2. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Basis of Membership.

- a. The Board of Directors of the Fund shall constitute the voting members of the Fund.
- b. All members of AAUW who are not current members of the Board of Directors of the Fund shall be nonvoting members of the Fund.
- c. There shall be no other members.

Section 2. Role of Members. All members, voting and nonvoting, shall be entitled to participate in the activities and program of the Fund including but not limited to lobbying on AAUW issues; disseminating the AAUW Voter Guides, Congressional Voting Record, and other advocacy materials; and educating themselves, their branches, and others on AAUW public policy issues.

Section 3. Dues. Dues for the Fund are included in the dues paid to AAUW.

Section 4. Severance of Membership. A member shall automatically cease to be a member of the Fund upon such member's cessation to be a member of AAUW. A member may be suspended or dropped from membership for any conduct that tends to injure the Fund 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.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Members. The AAUW Executive Committee shall constitute the Board of Directors of the Fund. The chief executive officer shall be an ex officio member without vote.

Section 2. Powers and Duties. In accordance with the Charter, purpose, and policies, the Board of Directors shall have the general power to

- a. administer the affairs of the Fund; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Charter, or these Bylaws;
- b. adopt policies to govern its proceedings;
- c. establish task forces or special committees as needed;
- d. determine date and location for any official meetings of the Fund;
- e. arrange for the AAUW Audit Committee and a certified public accountant to audit the books annually;
- f. publish an annual report.

Section 3. Meetings.

- a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once a year at the call of the chair at such time and place as may be designated.

- b. Special Meetings. Special meetings of the board may be called by the chair and shall be called upon the written request of any two members of the Board of Directors.
- c. Teleconference Meetings. The board may hold a meeting by telephone conference or similar technology as long as all persons participating in the meeting can hear each other at the same time and if by videoconference can see each other as well.
- d. 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. Written notice, or electronic notice if permitted by law, of the time and place of the meeting shall be sent to all voting members at least 30 days prior to the date of such meeting.

Section 4. Voting between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the chair on any question submitted to the board members in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted. Voting will close by a specified time. The vote in writing, or by any means permitted by the Commonwealth of Massachusetts Code, shall be returned to the chief executive officer or representative. If all board members vote on any question so submitted and the vote is unanimous, the vote shall be counted and shall have the same effect as if cast at a board meeting. The written votes shall be filed with the records of the meetings of the board.

Section 5. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its members. There shall be no proxy voting.

Section 6. Vacancies.

- a. All vacancies in office, excluding the chair, shall be filled for the unexpired term by the Board of Directors.
- b. A vacancy in the office of the chair shall be filled by the vice chair.

Section 7. Removal. An officer or director of the Fund may be removed for any reason by a two-thirds vote of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.

ARTICLE VI. OFFICERS AND DIRECTORS

Section 1. Officers and Directors. There shall be a chair, vice chair, secretary, and finance officer elected by the board from among its members. The remaining members of the board shall be directors.

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

- a. 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; serve ex officio on all committees; and shall execute, with the chief executive officer of the Fund, all appropriate legal documents of the Fund.
- b. Vice Chair. The vice chair shall assume the office of the chair in the event of a vacancy in that office; perform the duties of the chair in all cases in which the chair is unable to serve;

assist in such matters as may be delegated by the chair or the Board of Directors; and serve as a member of any committee, whenever designated by the chair.

- c. Secretary. The secretary shall be responsible for the minutes and assist in such matters as may be delegated by the chair or Board of Directors.
- d. Finance Officer. The finance officer shall oversee the receipt of money to the Fund, shall direct disbursements as provided in these Bylaws and as directed by the Board of Directors, prepare the annual budget in consultation with the chief executive officer and Board of Directors, and perform other duties pertaining to that office.
- e. Directors. All directors shall facilitate and promote the purpose and mission of the Fund.

ARTICLE VII. FISCAL POLICIES

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

Section 2. Dissolution. In the event that either by vote of the membership of the Fund or by legal action or otherwise, the Fund is dissolved, its assets, after the payment of all outstanding obligations, shall be transferred and delivered to AAUW or such other nonprofit corporation or nonprofit organization, designated by AAUW, as will carry out, as near as practicable, the purposes and policies set forth in the Charter of the Fund and Article II of these Bylaws, provided that any such organization is exempt from federal tax under section 501(c)(3) or section 501(c)(4) of the Code or the corresponding provisions of any future United States internal revenue law. In any event, no part of the remaining assets shall inure to the benefit of any individual member of the Fund, and all assets shall be used to promote the purpose of the Fund and activities that fulfill the intent of the Fund's donors.

ARTICLE VIII. CHIEF EXECUTIVE OFFICER

Section 1. Appointment. The chief executive officer shall be the AAUW chief executive officer.

Section 2. Duties. The duties of the chief executive officer shall be set forth in the AAUW Bylaws, Article XIV, as may be applied to the operations of the Fund.

ARTICLE IX. PARLIAMENTARY AUTHORITY

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

ARTICLE X. INDEMNIFICATION

Every member of the Board of Directors, officer, committee member, chief executive officer, or employee of the AAUW Action Fund shall be indemnified by AAUW against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, 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, officer, committee member, chief executive officer, or employee of the AAUW Action Fund, or any settlement thereof, 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 was negligent or engaged in misconduct. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board, officer, committee member, chief executive officer, director, or employee is entitled.

ARTICLE XI. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by the voting members at any meeting, provided that proposed amendments are sent to all members of the Board of Directors at least 30 days prior to the applicable meeting. Any amendment shall be consistent and not in conflict with the AAUW Bylaws. Any applicable amendment to the AAUW Bylaws shall become effective and binding on the Fund.

Adopted June 27, 2009, St. Louis, MO;
Amended September 12, 2014