

AAUW MARYLAND BYLAWS REVISIONS

PREPARED BY THE AAUW MARYLAND BYLAWS COMMITTEE April 2021

RATIONALE FOR PROPOSED CHANGES TO AAUW MARYLAND BYLAWS

EXECUTIVE SUMMARY

CATEGORIES OF CHANGES

I. SUBSTANTIVE

- a. Changes made to bring bylaws into conformity with AAUW national standards and state laws for non-profit organizations. They now include guidance for meeting electronically, for remote participation in a meeting and for taking action without holding a meeting. [Article X. Sections 7 and 8, Article XI. Section 5 and 6, Article XIII. Section 6. and Article XVI.]
- b. Nominating process now accommodates the situation that AAUW Maryland has fewer branches from which to identify committee members and reinforces that they are elected by the members, instead of being appointed by president. This is procedure strongly recommended in Roberts Rules of Order. [Article XIV. Section 1. (a) and (c)]
- c. New items require timely notice to membership of positions open on the Board of Directors and of the slate of officers before the annual convention. [Article XIV. Section 1. (e) and (f).
- d. Bylaws now state that the national AAUW member database is the authority to determine whether a branch or a member is active and in good standing. Inclusion in the national database is based on paying dues and submitting required affiliate forms. [Article VIII. (b)].
- e. New section lists the fiscal responsibilities of the board as stated on the national website. The board has always had these responsibilities, but they were not stated in the bylaws. [Article X. Section 3.]
- f. New bylaw now specifies that all officers, including the president, shall write an annual report, all reports will be submitted to the Board of Directors and then given to the Archivist. [Article IX. Section 2. (f)]
- g. New bylaw states that in the absence of the President, the Program Vice President shall assume the duties. This provision has been in the position descriptions and, due to its importance to the operation of AAUW Maryland, has been added to the bylaws. [Article IX. (h)]
- h. Removes “establishing dues” from list of topics to be addressed during annual meeting. [Article XIII. Section 1.] This responsibility is specifically given to the Board of Directors in Article VII. (c).

II. CLARIFICATIONS

- a. Some articles and bylaws moved to make a more logical order.
- b. Article VIII (a). Definition of AAUW Maryland
- c. Article IX. Section 1. Officers. (a). Removes reference to co-presidents because co-officers are specifically permitted in (f). Also defines term in office.
- d. Article IX. Section 2. Duties. (a). Removes reference to Roberts Rules of Order because their use is required in Article VI. Parliamentary Authority.
- e. Article X. Section 1. Adds branch presidents to membership of Board of Directors.

III. EDITS

- a. References to “the organization” replaced by “AAUW Maryland.”
- b. Numbers shown both in words and in numerals.
- c. Various changes in wording to make the intent of a bylaw clear.

DETAILED LIST OF CHANGES

A. Article VIII. AAUW Maryland Membership and Dues

- a. New bylaw that defines AAUW Maryland.
- b. New bylaw to resolve questions whether a member or branch is active, such as whether dues have been paid or required documents submitted to national office. Information in the national Member Services Database will be the determining authority.
- c. Style changes that are applied throughout the bylaws. 1) References to “the organization”
- d. replaced by “AAUW Maryland.” 2) Numerical references shown both in words and numbers. Phrase “for that purpose” added for clarity.
- d,f,g. Removed reference to “the organization” and replaced with specific name “AAUW Maryland” or “state” as appropriate.
- h. Bylaw deleted because e-student membership category has been discontinued.
- i. Phrase “state board” added to clarify which governing body is entitled to set the policy.
- j. Reciprocity. Bylaw rewritten using new more specific language for clarity.

B. Article IX. Officers. Previously Article X. Renumbered because Article about Nominations and Elections has been moved to follow Article about Meetings.

Section 1. Officers

- a. Reference to “the organization” replaced by “AAUW Maryland.” Reference to “co-presidents” removed. Use of co-officers is permitted in Item f.
- c. “Term” replaced by plural “terms.”
- f. Added definition of term of service in office.
- h. New bylaw states that in the absence or inability of the President to serve, the Program Vice President shall assume the President’s duties. This provision has been in the President and Program Vice President Position Descriptions. It has been added to the bylaws for greater visibility.

Section 2. Duties.

- a. Reference to Robert’s Rules of Order removed because unnecessary. Their use is required in Article VI. Parliamentary Authority.
- b and c. Reference to “the organization” replaced by “AAUW Maryland.”
- f. New sentence to specify that the president shall submit an annual report and to whom reports are given.

C. Article X. Board of Directors. Previously Article XI. Renumbered because Article about Nominations and Elections has been moved to follow Article about Meetings.

Section 1. Inserted branch presidents as members of the Board of Directors. The intent of the bylaws has been to include them but was not explicitly stated.

Section 2. Removed reference to Article X in national AAUW bylaws.

Section 3. [original] removed because this responsibility is policy, not a bylaw.

Section 3. [NEW] Fiscal Responsibilities. New bylaw that lists the specific responsibilities of the board, as listed in Article X in the national AAUW bylaws. Stating them in the AAUW Maryland bylaws ensures that they are readily available to the board for reference. The link to the AAUW bylaws was included in earlier version of bylaws but removed because it would be obsolete if the website is reorganized.

Section 7 removed.

Sections 7. [NEW] Remote Participation added to permit the Board of Directors to meet by electronic means and without meeting in person.

Section 8. [NEW] Action Without Meeting added to permit the Board of Directors to take action without a meeting. Example of taking action without a meeting has been added for clarity.

Section 8 renumbered 9. Removal From Office. Corrected capitalization. New title is "Removal from Office."

D. Article XI. Executive Committee. Previously Article XII. Renumbered because Article about Nominations and Elections has been moved to follow Article about Meetings.

Section 5. Voting Between Meetings. Removed. New bylaws about meeting remotely added as new Section 5. Remote Participation and Section 6. Action Without Meeting.

Sections 5. [NEW] Remote Participation added to permit the Executive Committee to meet by electronic means and without meeting in person.

Section 6. [NEW] Action Without Meeting added to permit the Executive Committee to take action without a meeting. Example of taking action without a meeting has been added for clarity.

E. Article XII. Committees. Previously Article XIII. Renumbered because Article about Nominations and Elections has been moved to follow Article about Meetings.

Section 1. Establishing Committees. Title and wording of bylaw improved.

F. Article XIII. Meetings. Previously Article XIV. Renumbered because Article about Nominations and Elections has been moved to follow Article about Meetings. Title changed to "Meetings of the Membership" to distinguish from meetings of Board of Directors and Executive Committee.

Section 1. Removed "establishing dues" to avoid confusion and duplication. The Board of Directors is given this authority in Article VIII. (c).

Sections 1 and 2. Edited for style changes.

Section 3. Meetings Notice. New wording and new sentence to specify that advance notice for annual meetings is different from advance notice for special meetings. The rationale is that a special meeting most likely will be for an urgent matter and can be called in a shorter time. The advance notice of 15 days is still long enough for notify members by postal service.

Section 4. Voting. First sentence rewritten to clearly express the information.

(a) Edited for style change.

(b) Removed branch presidents because they are included in the AAUW Maryland Board of Directors as defined in Article X. Section 1.

(c) New item (b). Clarification that the membership of each branch will be determined by the AAUW membership database. Specifies that the branch president or lead delegate is authorized to vote any unassigned branch votes.

(d) New item (c). Explains voting rights of national members in attendance.

Section 6 Remote Participation added to permit delegates to meet by electronic means and without meeting in person.

G. Article XIV. Nominations and Elections. Previously Article IX. Renumbered because moved to follow Article XIII. Meetings.

Section 1. Nominations.

(a) (i) Changes number of committee members from representatives of 25% of branches to three (3) members. This reflects the fact that there are fewer branches which makes 25% impractical.

(ii) Changes “convention” to “meeting.” In the event that a physical convention cannot be held, allows for election to be held at a meeting designated for the purpose.

(iii) Adds stipulation that the state president cannot serve on the nominating committee. This is a best practice to avoid undue influence.

(b) Style change.

(c) Designates the nominating committee as the responsible entity to identify candidates for the next nominating committee.

(e, f) Ensures that the membership receives timely notice of open officer positions and of the completed slate of officers.

(g) Ensures that members who attend the annual meeting are informed of nominating committee members names before voting on them at the meeting.

(h) Added the word “Additional” to clarify the intent of the bylaw.

Section 2. Elections.

(b) New wording to improve the sense of the bylaw.

(c) Corrected numbering of Article.

H. Article XV. POLICIES and PROCEDURES

Style change.

I. Article XVI. Amendments to the Bylaws of AAUW Maryland

Name of state added to the title to specify which bylaws are intended. Wording is parallel to that used in Article VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS.

Wording of bylaw modified to adhere to style change and to specify that amending bylaws may be done by voting electronically and through remote participation.

Prepared by Diane Roca

October 7, 2020 Revised October 17, 2020 Revised November 6, 2020

Final Revision April 5, 2021