

Article II

Change "education, philanthropy, and research" to "education, and research"

I realize I'm not likely to win this battle, but I thought I'd try. I don't understand why "philanthropy" is allowed to stand alone here -- if what we're funding is not advocacy, education, or research, why are we giving the money away? If it must stay in, I'd suggest finding a way to add "volunteerism" or equivalent -- to acknowledge that our contributions of time change the world as much as our contributions of money. [8/8]

Article IV.

1. **Section 1. Delete "or institution".**

Add a new Article

Article ??. Partners

Section 1. The Board of Directors may define policies and set fees by which institutions may become partners of AAUW.

Section 2. The Board of Directors may define a process by which a partner of the Association may name one or more individuals as members of AAUW.

Partners shall have no vote in any meetings of AAUW except for the vote(s) that may be carried by those they have named as members.

Section 3. The Board of Directors may define additional benefits and privileges that apply to partners.

You've gone most of the way towards simplifying the membership. Please finish it and let us know that when we say "member" we're talking about a person -- someone who can cast a vote, join a branch, be appointed to the board, and do all the other things mentioned in the bylaws as activities of "members." Institutions can do none of those things -- but pay dues -- and at times that causes confusion when trying to build bridges to college/university partners. Sentence 1 in Section 2 is intended to allow for larger institutions to have more individual memberships included in their partnership fee. [It'd be helpful to the AAUW community if there were more campus contacts for universities where the one C/U rep cannot be expected to have a handle on all the AAUW issues on campus.] Sentence 2 in Section 2 may be redundant -- but I included it for clarity. [8/13]

2. **Section 1. Do not, do not, do NOT change the "all who agree with our mission" in the face of what will be a clamor to reinstate a degree requirement. Do whatever must be done to convince the members that this change is necessary if the organization is going to survive. We cannot continue as an elitist organization while professing to promote equity.** [8/25]

3. **Section 2. Paragraph a. Delete "directly".**

If paying dues "directly to AAUW" doesn't also include a way to pay branch/state dues, I fear the whole thing will fall apart. Getting two invoices will increase the perception that "my local AAUW" is not "the same" as "that other AAUW".

You know I'm an absolutely strong proponent of national dues collection, but putting "directly" in the bylaws seems to have them enter the policy/procedure realm that is inappropriate -- and may be unrealistic until we have passed through a transition period.

If, on the other hand, having one invoice include branch/state dues is already in

the works, nevermind. [And it **should** include **multiple** branch/state dues for dual members, but I won't insist on that for version 1.] [8/25]

Article VII

Section 4. Meetings. Does saying "place" imply a physical meeting? Is there any provision for, say, a teleconference? Should that be made explicit? Is there a need to say how far in advance a meeting must be called? If, for instance, a majority of the board lived within an hour of DC, could there be a call on Thursday for a meeting the following Saturday? [This may be more important if teleconferences are allowed.] [8/13]

Article VIII

Section 3. Meetings. This does not include the "place" language used to describe meetings of the board and meetings of the membership. Are teleconferences permitted? Should that be made explicit? Should there be a minimum notice requirement (3 days? 2 weeks?) before a meeting can be held? Or is an e-mail saying "meet you all on the conference call line in 2 hours" sufficient as long as a quorum is present? [8/13]

Article XI

Section 3. While I guess I understand that putting a minimum branch size in these bylaws is not in the spirit of the new flexibility, I would hope that there is a fiscal analysis of this change and that, by policy, very small branches are encouraged to look at options other than maintaining a full branch structure. In particular, how much does it cost to support a branch? This will, of course, change as more work goes online, but would it make sense to give the board the power to set requirements (you must use online records change forms, online officer reporting forms; you only get online versions of mailings, etc.) to help minimize the staff time and associated costs in supporting small branches? [8/8]

Article XV

Section 4. Voting. I have received mutual fund proxy statements, but I've never attended the annual meeting of a corporation. Is the intention to limit the votes to items that have been noticed? For instance, will there be any process to allow something like the 2007 amendment to the public policy program? Will we move towards a 2 or 3 stage process to prepare the "issues for the ballot"? [First notice in Outlook; second notice would include amendments?] Is it legal to post the final ballot on the web, or must it be distributed in paper? [8/13]

Article XVIII

Change "These Bylaws may be amended or repealed by a two-thirds vote of those voting." to "These Bylaws may be amended or repealed at any meeting of the membership by a two-thirds vote of those voting."

This clarifies that modifying the bylaws takes a vote of the membership, not, as in some organizations - or indeed in the current Foundation - a vote of the board. [8/4]

Bylaws in general

Please clarify the process for amending these bylaws in St. Louis – it'll be a zoo if everything's thrown open for amendments from the floor. [8/4]

Explanatory notes in general

1. Clarify status of current life members, including honorary associate life members (all associate members, at this point). [8/2]
2. In Articles VI and VIII there's reference to the elected secretary [of the board of directors]. In Article XIV it says the Executive Director is the "secretary of the Corporation." This may be boilerplate language for the bylaws (and, indeed, little is changed from the current bylaws), but it may be worth an explanatory note on Article XIV to make the distinction between the two. [8/8]
3. The "voting between meetings" discussion is just bizarre -- not just unanimous (which is weird enough) but must include everyone? If teleconference is permitted, and there's no burdensome requirement for a notice of a meeting, when would this ever be used? If teleconferences aren't permitted (for the Exec Committee at least) it would seem to slow things down unbearably or make things extraordinarily expensive. Do we know what problem the legislatures were trying to solve when they said, "Yes, you can have a vote without a meeting if it's on something where absolutely everyone agrees and it's on something where absolutely everyone cares enough that they'll vote." Full employment for the travel industry? [8/13]