

SUMMARY - AAUW COLORADO SPRINGS BRANCH – BYLAWS AMENDMENTS – 3/17/2020

Below is a summary of proposed updates/amendments to COS branch bylaws in compliance with 501(c)(3) tax-exempt incorporated AAUW Affiliate status.

- Edits (highlighted) received from AAUW Colorado State and approved by COS Board .
- All following updates/amendments approved by COS board/17/2020 to advance for membership vote
- **Article II Purpose** updated to reflect the new AAUW mission statement with the deletion of the word **philanthropy**. AAUW National has not yet mandated this update and AAUW Colorado State recommends no change/update.
- **Article VIII Affiliate Nominations and Elections, Section 2 Elections (b)** clarified to add wording on our quorum requirements per **Article XIV Meeting of Membership** and requirement that members in good standing one day before the notice of election are eligible to vote. Bylaws are required to be clear on voting, quorum and meeting notices.
- **Article IX Affiliate Officers, Section 1 Officers (b)** clarified to require that officers appointed by the board be documented in the minutes of the board meeting and Affiliate Working Rules and Policies.
- **Article IX Affiliate Officers, Section 2 Duties** updated to replace the term **job** descriptions with **position** descriptions consistent with AAUW National terminology – these positions are filled by volunteers, not paid employees. **Item c** has been updated to include PRESIDENT-ELECT in reference to duties associated with this position.
- **Article X Affiliate Board Meetings, Section 3 Meetings** updated to include our three (3) day meeting notice requirement. AAUW Colorado State clarified quorum is majority of elected and appointed officers voting. **Section 4 Quorum and Section 5 Voting Between Meetings** has been clarified that a majority vote is required for a valid vote.
- **Article XI Affiliate Executive Committee new Section 3 Meetings and Section 4 Quorum** added to clarify meetings may be called by Affiliate president or two members of executive committee and majority quorum and vote requirements.
- **Article XII Affiliate Committees, Section 1 Establishing Committees** aligned with the current position description of the Affiliate president to clarify that the Affiliate president is an ex-officio member of all committees but with the caveat that this does not include the nominating committee.
- **ARTICLE XIII. AFFILIATE FINANCIAL ADMINISTRATION, Section 4 Dues** clarified to include College/University Membership and Student Membership to holistically show AAUW dues structure and avoid inadvertent confusion and errors – i.e. one stop source for all AAUW dues and exemption from AAUW dues.
- **Article XIV Meetings of the Affiliate** retitled **Meetings of the Affiliate Membership** consistent with its intent.
- **Article XV Indemnification** expanded and retitled **Article XV Standards of Conduct, Liability and Indemnification** to be consistent with the Colorado Nonprofit Corporation Rules and cites the source for more guidance on the requirements of the State of Colorado if needed.
- **Article XVI Non-Mandated Amendments to Affiliate Bylaws** retitled **XVI Amendments to Affiliate Bylaws** with new **Section 1 AAUW Mandated Amendments** and **Section 2 Mandated Amendments to Incorporated Affiliates** added to comply with AAUW National and AAUW Colorado State, and IRS rules/regulations and state and federal law. These new sections clarify such mandated amendments require action by the board without Affiliate membership vote.
- **Article XVI, Section 5** added in compliance with the standing requirement to distribute our approved bylaws to AAUW National and AAUW Colorado State.