

AAUW Tar Heel Branch Bylaws Comments/Rationale

February 7, 2009

Overall Assumptions

As a virtual branch, we assume a web site and Internet infrastructure that will keep us all connected. This includes

1. A web site whose files are the “branch records”. All minutes of branch and board meetings, periodic financial reports, and all newsletters or similar communications will be posted to the web site.
2. A method to communicate with members quickly via e-mail (with provisions for forwarding the information to those who aren’t online).
3. A method of voting without a physical meeting. This may be an e-mail question with instructions on where to forward the response, an online survey, or a paper ballot distributed in USMail. The specific method will always provide for provisions for voting by all members (including those who aren’t online), but may vary from case to case. The branch board will decide what is an acceptable method and as standards emerge these will be documented in the branch policies.
4. An online branch roster – provided by the Member Services Database at www.aauw.org with periodic printouts provided to those who aren’t online.

In addition, this is a “branch without borders” whose model is similar to an “online branch” but differs in certain significant ways:

1. A goal of the branch is to provide a community for members who live far from the nearest community-based branch or for whom a community-based branch is not a good fit.
2. The branch board is responsible for general fiscal and governance oversight, but it is expected that there will be few “branch level” programs. Board members may choose to carry a “portfolio,” but this is not required. The branch serves to connect members with each other (through the branch roster) and to the state organization, but its own programming may be minimal.
3. It is expected that any significant “programming” in the branch will come from the “Community and Project Groups.” These groups are set up with some loose branch oversight, but are responsible for their own fundraising.

The financial administration for the branch has been left flexible. As noted, Community and Project Groups are responsible for their own fundraising. The branch has not yet decided how to fund the administrative overhead of the branch, and it may be that funding that with donations rather than dues may make the branch better able to reach all of its potential members.

Comments on specific sections

Specific changes have been made from the model bylaws in the following areas.

Article I. Name

We consistently use the tag line “North Carolina branch without borders” and so have dropped NC from the branch name. The intent of “Tar Heel” is to imply NC.

Article VI. Section 3. Deadline for dues

Change July 1 to October 1 for “drop membership”. The date used by the Association may actually be November 1. This seems more reasonable if we’re using the Member Services Database as our branch roster.

Article VI. Section 6. Dues

Confirms that half-year dues applies to Association, state (current policy), and branch dues.

Reference to dues for members-at-large is included because the branch’s mission is to be a “home branch” for MALs who would otherwise affiliate only with the national organization. In particular, the current Association policy is that an MAL joining a branch will have their expiration date moved to June 30 of the year in which the membership now expires. In 2009, the branch is using that to offer “18 month” memberships, with the approval of the Association membership department. If Association policy changes, the branch practices will also change.

Article VI. Sections 7. Waiving/reducing dues

The branch has an opportunity to be a “proto-satellite” on campuses as well as in communities. Waiving dues for college/university representatives and student affiliates appears to be in AAUW’s interest.

Other options (such as reduced dues for graduate students) are also allowed in this section with the approval of the board, not the branch.

Article VI. Section 8. Donations to the branch

The standard practice is that all branch funds are controlled by the branch – no group has a severable interest in the funds. However, again because of the special mission of this branch to serve communities where there is no branch, we have an option for fundraising (or the donation of funds from a disbanding branch) to be earmarked for a specific project. This allows the branch to act as the fiscal agent for, say, a voter education drive in a specific community, but ensures (through the language in Article XIV) that the branch knows who, exactly, is responsible for reporting on the use of the funds.

Article VII. Section 2. Officers

This allows some flexibility in the assignment of these duties – a web manager who, for instance, might not want to serve on the branch board; a secretary who would be appointed to take minutes for a single meeting.

Article VII. Section 3. Terms of office.

This language is simpler (term starts on July 1 and ends June 30) than the standard that says “until successors have been elected or appointed and assume office” since the fall-back is that AAUW NC shall appoint members to serve on the board.

Article VII. Section 7. Vacancies in office

The reference to the state board appointing members of the branch board is in accordance with the bylaws of AAUW of North Carolina, Article X, Section 2, Paragraph b.3:

The state Board of Directors may give special support to one branch which is established to serve the entire state. This support may include appointing members of the state to fill the branch positions required by the Association. This support shall be in accord with the bylaws of the branch. Those members appointed by the state to serve in branch roles shall be required to join the branch.

Article VIII. Section 4. Secretary

The reference to “branch records” does, of course, depend on the policies, but the current assumption is that this is the web site or a similar electronic repository accessible to all the (online) members of the branch.

Article IX. Nominations

Section 1 specifies that the committee shall be appointed rather than elected. This simplifies the process for the virtual branch which has no meetings where members can form personal opinions about the candidates for the nominating committee. The bylaws committee feels this responsibility better rests with the board.

Section 3 was added to clarify the committee’s responsibilities.

Article X. Elections

This is the key to governance of the branch, and as such it seems to make sense to ensure wide participation by providing for voting outside of the one annual meeting.

- We recommend a ballot delivered to all members instead of a “live” election.
- The branch has used a web-based form (which shows who has voted and the total votes) successfully and we expect to continue that. Other options (e-mail, USMail) are allowed by these bylaws.
- Allowing write-in ballots also addresses a concern raised about appointing the nominating committee.
- Since runoff elections are expected to be rare, we decided to allow runoffs to be conducted at the annual meeting (and so decided by those who attend that meeting). If there is no annual meeting, or it does not have a quorum, the board is empowered to specify some other runoff method (so specifying a runoff MAY be held at the annual meeting is redundant, but a big enough change from having all the members participate in the initial election that we decided to include it).

Article X. Section 4. Determining the outcome of the election

- President and treasurer are elected by majority with a runoff, if necessary.
- Things are trickier for the directors-at-large. The bylaws specify that there will be three to seven such directors. So given the slate, the members cast ballots, voting for up to seven directors. Those who receive votes from a majority of the members are elected. If that results in at least three directors being elected, we’re done. If it doesn’t and there are at least two people who didn’t get a majority on the first ballot, there will be a runoff (which can,

itself, result in no one getting a majority – see below). However, suppose there were, say, only three candidates, two got enough votes to be elected, and the third did not get votes from a majority of the members. Then we have a vacancy on the board. That would be filled by the provisions of Article VII, Sections 6 and 7. The problem this solves is if the nominating committee puts forward a slate that includes someone who does not have the confidence of the branch. This case, while unlikely, seems worth consideration in the bylaws and seems a better solution than just declaring those who get the most votes to be elected. Cf. RROR, 10th edition, p. 427

Article XI. Board of Directors

- Changed number of required meetings from two to one to honor the special nature of this branch which has a goal of streamlining structure and business.
- Changed “return votes to secretary” to allow following a process (e.g. the web-based voting the branch has already used) approved by the board.

Article XIII. Committees

Deleted the requirement for any standing committees. Keep it simple.

Article XIV. Community and Project Groups

These are the vehicle to control earmarked funds in the branch account. They must have a named primary contact, and provide reports to the branch. These may be “proto-satellites” – a group of members in a community where there is no traditional branch. A state lobby corps is another example of a group that might fall under this rubric.

Article XVI. Property

This refers back to the section in Article VI on donations to the branch and Article XIV on special interest groups. The initial “branch without borders” idea specifically included support like this for disbanding branches. We have just made it more general so that, for instance, a community-based small group of branch members could have an ongoing fundraising effort for their own use.

Article XX. Amendments

Allows for a vote of all the members, not just at an annual meeting.