

## Auburn AAUW BRANCH BYLAWS

December 2015

### **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF AUBURN, CA**

#### **ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of this organization shall be American Association of University Women, Inc., Auburn Branch, aka AAUW Auburn CA Branch.

**Section 2. Governance.** **The Organization shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Organization shall in no way conflict with the AAUW bylaws and/or policies.**

#### **ARTICLE II. PURPOSE**

**Section 1. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Organization is to further AAUW purposes and policies.**

**SECTION 2. POLICIES AND PROGRAMS. IN KEEPING WITH THIS PURPOSE, THE ORGANIZATION SHALL PROMOTE EQUITY, EDUCATION, AND DEVELOPMENT OF OPPORTUNITIES FOR WOMEN AND GIRLS THAT ENABLE THEM TO REALIZE THEIR FULL POTENTIAL.**

#### **ARTICLE III. USE OF NAME**

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

**Section 2 . Proper Use of Name and Logo.** The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

**Section 3. 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. Individual Member.**

(1) **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) **Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of any AAUW-affiliated entity or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) **Saving Clause.** No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.

### **(4) Categories of Membership.**

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained. (Branch member as used here also applies to members of comparable AAUW-affiliated entities.)

### **(5) Life Membership.**

(a) **Paid.** An individual member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

(b) **Fifty-Year Honorary.** An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW dues.

(c) **Privileges.** A life member of AAUW who maintains a membership in one or more AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity membership shall be entitled to national member privileges only.

**b. Partner Member.** College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or

comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws.

**c. Other Partner Members.** Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

**Section 4. Student Affiliates.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors

## **Section 2. Dues**

### **a. Amount.**

**(1)** The annual dues for individual members shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

**(2)** Dues for partner members shall be set by the AAUW Board of Directors.

**b. Paid life members of AAUW, as defined in the AAUW bylaws, are required to pay branch and state dues to become members of the branch.**

**c. Payment.** AAUW Member dues shall be payable in accordance with procedures established by AAUW policy.

**d. Reciprocity.** A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

**e.** Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, state and Branch dues.

**f.** New members may join at any time. Dues are payable upon joining. The national, state and branch portion of the dues paid by new members for less than a full year is determined by AAUW, state, and branch policy.

**e.** Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

**Section 6. Severance of Membership.** A member may be suspended or dropped from membership for any conduct that tends to injure AAUW 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 AAUW Board of Directors

## **ARTICLE V. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations**

- a. There shall be a nominating committee of 3 members, elected or appointed as follows: one of whom shall be elected by the branch at the Annual meeting as chair of the committee. The remaining members are to be appointed by the president and approved by the board by their first fall meeting.
- b. The term of service on the nominating committee shall be for one year (from time of appointment or election until the branch election) for a maximum of three consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the annual branch meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

### **Section 2. Elections**

- a. Elections shall be held at the annual branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article X.
- d. The election format may be changed by the board to conform to changing state laws.

## **ARTICLE VI. OFFICERS**

### **Section 1. Officers**

- a. The elected officers for the branch shall be President, President-elect, Program Vice President(s) Membership Vice President(s), Secretary, Treasurer and Nominations Chair.
- b. The appointed officers shall be AAUW Funds, Communications, Local Scholarships, Tech Trek and Parliamentarian. They shall be appointed by the president with the consent of the board.
- c. Officers shall serve for a term of one year or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1. The incoming president may call a meeting of the incoming officers prior to July 1.
- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than three consecutive terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the board, with the exception of a vacancy in the office of president, which shall be filled by the president-elect or program vice president(s), in that order.
- f. Each office may be filled by an officer or co-officers.

### **Section 2. Duties**

- a. Officers and directors shall perform the duties described by these bylaws. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.
- b. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and the state.
- c. The vice president(s) shall perform such duties as the president and the board shall direct and

as specified in branch policies and job descriptions.

d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.

e. The secretary shall record and keep minutes of all board, membership, and special meetings.

f. All officers and chairs shall submit annual reports to the president.

## **ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected officers and appointed officers, with the parliamentarian serving as a non-voting member.

This Organization must have three directors and a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs, for a total of five. In addition, the Organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting.

**Section 2. Administrative Responsibilities.** The board shall have the power to administer affairs of the branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article IX, Financial Administration, Section 2.

**Section 3. Meetings.** Meetings of the board shall be held at least four times a year at a time and place agreed upon by the board.

**Section 4. Special Meetings.** Special meetings may be called by the president or shall be called upon written request of 4 members of the board provided that at least 7 days notice of such meeting and its agenda have been given to the members of the board.

**Section 5. Quorum.** The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the board.

**Section 6. Voting Between Meetings.** Between meetings of the branch board, a written, conference call, or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every voting member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

**Section 7. Removal From Office.** A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

## **ARTICLE VIII. COMMITTEES**

**Section 1. Establishing Committees.** The president may establish standing and special committees as needed with consent by the board.

**Section 2. Purpose.** With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

## **ARTICLE IX. FINANCIAL ADMINISTRATION**

**Section 1. Fiscal Year.** The fiscal year shall correspond with that of AAUW and shall begin on July 1.

**Section 2. Financial Policies.** The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

**Section 3. Budget.** The board shall adopt an annual budget for presentation to the branch no later than the first general meeting of the year.

### **Section 4. Insurance**

a. The branch is required to participate in the state insurance programs in order to participate in state sponsored activities and projects. The branch must comply with all risk management requirements, state program directives and all other requirements as outlined in state policy and procedures.

b. The branch must obtain separate insurance coverage for activities and projects not covered under the state insurance coverage.

## **ARTICLE X. MEETINGS**

**Section 1. Annual Meeting.** The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held between the months of March and June.

**Section 2. Membership Meetings.** The branch shall hold at least one meeting during the fiscal year. The branch board shall determine the time and place for these meetings.

**Section 3. Special Meetings.** Special meetings may be called by the president or shall be called by the president at the written request of 4 members of the board or 10 percent of the branch membership.

**Section 4. Meetings Notice.** Notice of meetings shall be sent to all members of the branch at least 7 days prior to the meetings.

**Section 5. Quorum.** The quorum shall be 15 percent of the branch membership.

## **ARTICLE XI. BRANCHES**

### **Section 1. Branches and Comparable AAUW-Affiliated Entities.**

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

### **Section 2. Organization.**

- a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purposes, program, and policies of AAUW.
- b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.
- c. Structure. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting.

## **ARTICLE XII. PROPERTY**

**Section 1. Property and Assets.** The title to all property, funds and assets of the branch is vested in the branch for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW.

**Section 2. Dissolution of Branch.** In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity that is exempt under 501©3 at the time of distribution as designated by AAUW.

## **ARTICLE XIII. LOSS OF RECOGNITION**

The provisions and conditions under which a branch may lose recognition are found in the AAUW bylaws.

## **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

**The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of California.**

#### **ARTICLE XV. INDEMNIFICATION**

To the maximum extent allowable by law, the Organization may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of the Organization. Every member of the Board of Directors, officer, or committee member of the Organization may be indemnified by the Organization 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, or committee member of the Organization, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, 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 foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled.

#### **ARTICLE XVI ORGANIZATION**

**Section 1. Contact.** The branch will annually provide AAUW with a designated contact for administration and finance.

**Section 2. Recorded Minutes.** The branch will designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each branch meeting and branch board meeting

#### **ARTICLE XVII. AMENDMENTS TO THE BYLAWS**

AAUW-mandated amendments shall be adopted by the Organization's Board of Directors without a vote of the Organization's membership. Provisions of the Organization's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 30 days prior to the applicable meeting.

#### **ARTICLE XVIII. ADDITIONAL AAUW ENTITIES**



**The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.**

Date Last Amended: \_December 15, 2015, reviewed and voted on April 2016.