

Proposed Amendments to bylaws – April 2020

New language shown in **red**. Deletions shown in ~~highlighted strike through~~.

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
CALIFORNIA ONLINE**

*Note: Language of Articles I-VII is mandated from national AAUW.
Articles VIII-XVII are specific to this branch of AAUW.*

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) – California Online, hereinafter known as the “Branch.”

Section 2. Affiliate. AAUW California Online is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Branch shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Branch shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

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

Section 2. Policies and Programs. In keeping with this purpose, the Branch 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 programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

ARTICLE IV. MEMBERSHIP AND DUES *(see also Article VIII)*

Section 1. Composition. The members of AAUW at present consist of members

(“Individual Members”) and college/university members (“College/University Members”).

Section 2. Basis of Membership.

a. Individual Members.

- (1) **Eligibility.** An individual holding an associate’s (or equivalent, e.g., RN), bachelor’s, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an “Accredited Higher Education Institution”) or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, 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 AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- (2) **Appeals of Refusals of Admission to Membership.** Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership 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 higher education institution upon which original qualification for membership was based.
- (4) **Life Membership.**
 - (a) **Paid.** An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.
 - (b) **Fifty-Year Honorary.** An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

- ### **b. College/University Members.**
- Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues.

- a. Amount. The annual dues and Member benefits for any category of member 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.
- b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. Any Member may be suspended or removed 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. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

ARTICLE V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

- a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.
- c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

- a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate’s affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

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

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Branch's board of directors without a vote of the Branch's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. BRANCH MEMBERSHIP AND DUES

Section 1. Branch Membership.

- a. A member of national AAUW, as defined in Article IV, may become a member of the Branch upon payment of Branch dues.
- b. All Branch members are required to be members of the American Association of University Women of the State of California, hereinafter called AAUW CA, in order for the Branch to be eligible for AAUW CA insurance and programs.

Section 2. Dues. (See also Article IV, Section 4.)

- a. Changes in Branch dues shall be determined **at the annual meeting** by two-thirds vote of those **present and meeting vote**, provided notice has been given to the members 15 days prior to the meeting.
- b. Branch dues for college/university representatives shall be set by the board. AAUW CA dues are waived for college/university representatives.
- c. AAUW paid life members, as defined in Article IV, Section 2-a-(4)-(a), are not exempt from payment of AAUW CA and Branch dues.
- d. Fifty-Year Honorary Members as defined in Article IV, Section 2-a-(4)-(b) shall be exempt from the payment of national AAUW and AAUW CA dues.
- e. 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.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee of no fewer than two members, at least one of whom is a board member. The committee members shall be appointed at least two months prior to the officer elections. The board **nominee appointee** shall chair the committee.
- b. The term of service on the nominating committee shall be from time of appointment until the officer election, for a maximum of two consecutive terms.
- c. The names of the nominees shall be sent to every member at least 15 days prior to the election.
- d. Additional nominations may be made with the consent of the nominee.

Section 2. Elections.

- a. The officer elections shall be held between March 1 and May 30, the exact date and time to be determined by the board.
- b. Voting shall be by online secret ballot. Election shall be by a majority of those voting.

ARTICLE X. OFFICERS

Section 1. Officers.

- a. The elected officers for the Branch shall be a president, treasurer, vice presidents for program, membership and AAUW Funds.
- b. The appointed officer shall be the communications chair. **They** **This officer** 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 each officer 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 member shall be eligible to serve more than two consecutive terms in the same elected office.
- e. A vacancy in office, excluding the **office of** president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the nominating committee's reconvening to nominate a candidate to be elected within 60 days of the vacancy.

Section 2. Duties.

- a. Officers shall perform the duties prescribed by these bylaws, Branch policies, and by the current edition of *Robert's Rules of Order Newly Revised*.
- 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 AAUW CA**.
- c. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the Branch and for meeting specific deadlines.
- d. An officer other than the president or treasurer shall be designated as secretary, responsible for recording and keeping minutes of all **noticed board, membership, and special meetings and branch business**, and making minutes available upon request.
- e. All other board officers, elected and appointed, shall perform such duties as the president and board shall direct.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected and appointed officers. They shall be voting members of the board.

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 AAUW CA**. The board shall have fiscal responsibility as outlined in Article XIII, Financial Administration, Section 2.

Section 3. Conducting Business. Board business shall be conducted at any time at the call of the president, or upon the request of **three members** **any member** of the board.

Section 4. Quorum. The quorum of the board shall be a majority of its members.

Section 5. 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 XII. 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 XIII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW: July 1 through June 30.

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 annual budget shall be adopted by the board of directors for presentation to the Branch membership no later than September.

Section 4. Insurance

- a. The Branch is required to participate in the **state AAUW CA** insurance programs to participate in **state AAUW CA** sponsored activities and projects. The Branch must comply with all risk management requirements, **state AAUW CA** program directives and all other requirements as outlined in **state AAUW CA** policy and procedures.
- b. The Branch must obtain separate insurance coverage for activities and projects not covered under the AAUW CA insurance coverage.

ARTICLE XIV. BRANCH BUSINESS

Section 1. Annual Branch Business. ~~At the time of the election, the Branch shall conduct any other business not previously covered during the year, including but not limited to hearing officer reports, reviewing budget, establishing dues, amending bylaws and giving directions to the board.~~

Section 1. Notice. Notice of business requiring a Branch vote shall be sent to all members of the Branch at least 15 days prior to the call for a vote.

Section 2. Call for Business. Branch business may be called by the president or shall be called by the president on the request of at least 25 percent of the voting members of the board of directors or 10 percent of the Branch membership.

Section 3 Quorum. The quorum shall be 10 percent of the Branch membership.

ARTICLE XV. INDEMNIFICATION

Every board or committee member may be indemnified by the Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the Branch board approves such settlement and reimbursement as being in the best interest of the Branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the board 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~~ board and branch business minutes.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Provisions of these bylaws not governed by the AAUW (see Article VII) or AAUW CA bylaws may be amended by an affirmative vote of two-thirds of Branch members voting, provided written notice shall have been sent to every member at least 15 days prior to the vote.

Date Last Amended by Branch Vote: ~~May 1, 2012~~ [date of branch vote on amendments]

Mandatory Amendments Made Since Then: ~~May 11, 2012; November 18, 2013; November 2, 2015; March 15, 2017~~ _____