

Proposed Bylaws Amendments Notice – for April 2020 branch voting

In last month's newsletter, two proposed bylaws amendments were introduced. Since then, the board has identified a few more we recommend the branch members approve in our upcoming branch elections. The full text of the bylaws, with the proposed amendments shown, is [posted on the branch website](#).

Proposed deletions shown in ~~highlighted strike through~~, and new language shown in red, including some that are editorial/cosmetic in nature, not requiring a branch vote of approval.

ARTICLE VIII. BRANCH MEMBERSHIP AND DUES

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~~ voting, provided notice has been given to the members 15 days prior to the ~~meeting~~ vote.

Rationale: As a virtual branch that does not have in-person business meetings, there is no "annual meeting" as there would be in a traditional branch. In any branch business requiring a membership vote of approval, all members receive an invitation to vote, so the results are based on those who cast a ballot.

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.

Rationale: Clarified language.

ARTICLE X. OFFICERS

Section 1. Officers.

- b. The appointed officer shall be the communications chair. ~~They~~ This officer shall be appointed by the president with the consent of the board.

Rationale: Clarified language.

- 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.

Rationale: Clarified language.

Section 2. Duties.

- 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.

Rationale: Clarified language.

- 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.

Rationale: Since the branch does not hold "meetings," all board and branch business is recorded in quarterly minutes. Board conference call meetings are recorded in separate minutes.

ARTICLE XI. BOARD OF DIRECTORS

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.

Rationale: Clarified language, to differentiate between the State of California and the state organization of AAUW.

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.

Rationale: This reflects how the branch board actually operates, where business is conducted by email whenever any board member has business for the board to consider.

ARTICLE XIII. FINANCIAL ADMINISTRATION

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.

Rationale: Clarified language, to differentiate between the State of California and the state organization of AAUW.

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. [All remaining sections shall be renumbered accordingly.]~~

Rationale: As a virtual branch that conducts all branch business on the branch email list, there is no scheduled "annual meeting" as there is in a traditional land-based branch. Board members make regular reports to the membership through the monthly newsletter, and any member may request to be subscribed to the board email list and/or give board members recommendations for action at any time in the year. Likewise, branch business may occur whenever required throughout the year, with the exception of officer elections, where the timing is described in Article IX, Section 2.

ARTICLE XVI. ORGANIZATION

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.

Rationale: A more accurate reflection of how the branch minutes are recorded, without "meetings."

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.

Rationale: This is not a change in policy, but merely a clarification that the 2/3 approval requirement is based on the number of members who vote, since all members receive an invitation to vote electronically, rather than at an in-person meeting.