



**AMERICAN ASSOCIATION OF  
UNIVERSITY WOMEN  
CALIFORNIA ONLINE BRANCH  
MINUTES OF BOARD BUSINESS  
CONDUCTED VIA EMAIL  
January-March 2020**

*Branch Established October 2, 2001*

**Board Members:**

Harriet Tower, President  
Shelley Mitchell, Treasurer  
Sandy Kirkpatrick, Program VP  
Jan Cook, Membership VP  
Cathy Foxhoven, AAUW Funds VP  
Shelly Johnson, Communications Chair

**January**

- Prepared and distributed Onliner News.
- Approved the Q2 board minutes and Q2 financial report, which were then posted on website.
- Planned and announced a program on Voting Rights, to be presented by Sharon Bouska of the San Jose Branch.

**February**

- Prepared and distributed Onliner News.
- Held conference call board meeting, Feb. 3.
- Appointed Sandy Kirkpatrick as Nominating Committee Chair. In early March, she reported Krys Wulff had agreed to serve on the committee with her.
- Speech Trek Coordinator Cathy Foxhoven reported that she has been contacted by a potential contestant, Namita Shyam a 12<sup>th</sup> grader at Academy of the Canyons Middle College High School in Santa Clarita. Cathy will coach her online and her speech will be given before and recorded by the Santa Clarita Branch.
- Held Voting Rights program Feb 10-20 on the program email discussion list.
- Planned branch gathering for AAUW CA Convention in April.
- Considered possible bylaws amendments to propose to members.
- Selected Tobi Balma as Online Branch Named Gift Honoree.

**March**

- Approved minutes of the Feb. 3 conference call meeting.
- Prepared and distributed Onliner News.
- Presented the President's Gift to Harriet Tower in the form of a \$50 reimbursement for AAUW CA convention expenses.
- Noted that the cost of the branch's Google Suite account is increasing from \$4.16 to \$6 per month as of March 24.
- Nominating Committee (Sandy Kirkpatrick and Krys Wulff) presented slate of officers for 2020-21 to branch membership. Planned for voting to begin on April 6:

President	Shelley Mitchell
Treasurer	Jean Simutis
VP Program	Gail Swain
VP Membership	Beverly Van Citters
VP AAUW Fund	Harriet Tower

- Approved bylaws amendments and sent them to members for their vote of approval in the April branch election. (See attachment.)
- Learned the Convention is postponed due to the COVID-19 pandemic.
- Cathy Foxhoven reported that branch contestant Namita Shyam, took 4<sup>th</sup> place in the Speech Trek statewide final contest. The speech video has been posted on YouTube: <https://youtu.be/QIOX5k8P0QY>.
- Considered an amendment to the branch Policies and Procedures Section 1.1. (Final decision made in Q4 and will appear in those minutes.)

Signed,

Harriet Tower

Attachment: Proposed Bylaws Amendments

## CALIFORNIA ONLINE BRANCH PROPOSED BYLAWS AMENDMENTS

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.*