



**AMERICAN ASSOCIATION OF  
UNIVERSITY WOMEN  
CALIFORNIA ONLINE BRANCH  
MINUTES OF BOARD BUSINESS  
CONDUCTED VIA EMAIL  
January-March 2022**

*Branch Established October 2, 2001*

**Attendance:**

Shelley Mitchell, President

Jean Simutis, Treasurer

Gail Swain, Program VP

Bev Van Citters, Membership VP

Harriet Tower, AAUW Funds VP and Book Interest Group Chair

Sandy Kirkpatrick, Communications Chair

Cathy Foxhoven, Speech Trek Coordinator and Diversity, Equity & Inclusion (DEI) Chair

Sandi Gabe, Technology Interest Group Chair

Wendy Levine, Public Policy Committee Chair

**January**

- Distributed January *Onliner News* to members.
- Held a board meeting on Zoom on January 4. (See separate minutes for that meeting.) The Q2 minutes and financial report approved at that meeting were posted on the branch website.
- Received an invitation from AAUW OR Online branch for all CA Online board members to participate in their January 11 Zoom program featuring AAUW CEO Gloria Blackwell.
- Held a member “Meet and Greet” on Zoom, Thursday, January 13 (3 pm).
- Motion (Bev Van Citters): Ask branch members to vote to increase branch dues by \$5 effective 2023-24. Motion failed by a 3-3 vote.
  - Motion (Sandy Kirkpatrick) to amend the original motion changing “\$5” to “\$3”. Motion failed by a 3-3 vote.
- Established an ad hoc committee to study the need for a dues increase and make a recommendation to the 2022-2023 board. Committee members: Shelley Mitchell, Jean Simutis, Harriet Tower, and Bev Van Citters.
- Approved the minutes of the January 4 Zoom board meeting, which were then posted on the branch website.
- Agreed to solicit donations from branch members to make a branch donation to AAUW’s Greatest Needs Fund to celebrate AAUW’s 140<sup>th</sup> Anniversary. This donation can be made any time before June 30 to qualify for one of the items needed to earn the “Advancement” star in AAUW’s 5-Star Program. The other two items needed for this star – increasing Legacy Circle membership by 10% and raising at least \$30 per member for AAUW’s Greatest Need Fund – have already been achieved.
- Created a Google Calendar of branch activities to be posted on the branch website home page’s sidebar, along with new links to national and state AAUW, and a donate button to encourage donations to AAUW Funds.

- Agreed to establish a Zelle funds transfer feature to the branch bank account to allow electronic donations to the branch. Once created and tested, a donation button can be added to the branch website alongside the one for AAUW Funds.
- Motion (Harriet Tower): Make the Diversity, Equity, and Inclusion (DEI) Coordinator an appointed officer of the board. Motion adopted.

## February

- Distributed February *Onliner News* to members.
- After discussing the branch policy prohibiting advertising events and fundraisers of “outside” organizations, agreed that other AAUW branches would be welcome to advertise their events on our branch’s Facebook group, but that our branch newsletter should be reserved for our own branch activities, as well as AAUW CA and national AAUW news.
- National AAUW’s website conversion to the “Community Hub” removed access to the Member Services Database (MSD), which had served as branch members’ access to the branch roster. So the link to the MSD in the Members Only (password protected) section of the branch website was replaced with a PDF of the branch roster as of February 1.
- Agreed that the new calendar widget on the branch website should include all state and national webinars/events in addition to branch activities.
- Selected Sue Cochran as this year’s Branch Named Gift Honoree, to be announced and honored at the branch annual meeting in March.
- Held a member “Meet and Greet” on Zoom on February 11.
- Approved the editorial changes for the bylaws that do not require a branch vote of approval, and 17 motions from the bylaws committee (Sue Cochran, Sandy Kirkpatrick and Gail Swain) to be presented for branch vote of approval in March. (See attachment.)
- It was decided to hold the branch’s first-ever annual meeting on the program email list the week of March 21-28, followed by the branch election voting to take place March 28-April 1.
- Discussed possible topics for a Q4 program. With so many other entities offering excellent programs celebrating the 50<sup>th</sup> anniversary of Title IX, it was suggested to hold a program that examines the status of the Equal Rights Amendment.
- Received a report from the nominating committee announcing the slate for election as branch officers for 2022-23:
  - President: Gail Swain
  - Treasurer: Kristina Rueckert
  - Membership VP: Tobi Balma
  - Program Co-VPs: Bev Van Citters and Jean Simutis
  - AAUW Funds VP: Charmen Goehring
- Held the branch Speech Trek competition on Zoom on Saturday, February 26, moderated by Speech Trek Coordinator Cathy Foxhoven, with Bev Van Citters handling Zoom hosting, Kristina Reuckert serving as timer, and Gail Swain, Jean Simutis and Sandy Kirkpatrick serving as judges. The winner from among six contestants speaking on the topic “Liberty and Justice For All” was Cecilia Choy from Monterey.
- Learned that although the newly created Zelle feature for the branch bank account works if someone wants to send funds to the branch, creating a QR code to post on the branch website for donations doesn’t work because the QR codes time out after a few days.

## March

- Distributed March *Onliner News* to members.
- Held a member “Meet and Greet” on Zoom on March 10. As national AAUW’s Community Hub was rolled out, several board members attended training sessions on how the new system will work. All members must create an account to allow them to login. In addition to the glitches in the system that national needs to fix, it was learned that the MSD is a thing of the past and the new system will only allow a few branch officers access to the entire branch roster. It was therefore discussed how to best provide members with a branch directory that also protects member privacy, especially since our Members Only section’s password has not be changed in years. Bev Van Citters created a Google form to allow members to select what contact information they want shared on the roster in the future, with a minimal requirement of name and email address.
- President Shelley Mitchell led an annual meeting on the program email list, beginning on March 21, and ending on March 30. Of the 77 branch members, 66 were subscribed to the list to participate. Agenda items covered, with members encouraged to ask questions and share concerns:
  - State of the Branch – report from Shelley Mitchell
  - Communications – report from Sandy Kirkpatrick
  - Speech Trek – report from Cathy Foxhoven
  - Membership – report from Bev Van Citters
  - Nominating Committee – report from Bev Van Citters
  - Programs – report from Gail Swain
  - Bylaws – report from Sandy Kirkpatrick
  - AAUW Funds – report from Harriet Tower, noting that the branch is credited with a total of \$6,564 in donations for 2021
  - Finance – report from Jean Simutis
  - Election process – report from Sandy Kirkpatrick
  - AAUW CA – report on upcoming state activities from AAUW CA President-Elect, Sandi Gabe
- Held branch election with voting open March 28 and closed at 12 p.m. (Pacific) on April 1, with 26 out of 77 members casting a ballot. All branch officers nominated (see list under February business) were elected and all 17 motions to amend the bylaws (see attachment) were approved.

Signed,

Sandy Kirkpatrick

Addendum: Bylaws Amendment Motions

## ADDENDUM: Bylaws Amendment Motions

### **AAUW CA Online bylaws proposed changes** **February 2022**

Editorial changes that do not require a branch vote of approval:

1. Change all references to the board to “Branch board of directors”.
2. Slight edit to notation at top of p. 1 and add corresponding note before Article VIII, explaining which articles are specific to branch governance.
3. Article IX, separate Section 1 into two sections – one for the nominating committee, and the other for nominations.
4. Article X, Section 1-a, add “and” between “treasurer” and “vice presidents”.
5. Article X, Section 1-c, add “The” to start the second sentence.
6. Article XIII, Section 2, change “generally accepted accounting principles” to “Generally Accepted Accounting Principles (GAAP)”.

Motions to amend the bylaws:

#### **Changes to Article VIII, Branch Membership and Dues**

1. Article VIII, Section 2, sub-section d:  
Add following “dues”: “but are not exempt from paying Branch dues.” The sentence will now read: “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, **but are not exempt from paying Branch dues.**”  
*Rationale: Clarifies that paying Branch dues is required while the members is exempt from paying National and State dues.*
2. Article VIII, Section 2, sub-section e: Add following “dues”: “for the current fiscal year”. The sentence will now read: “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 **for the current fiscal year.**”  
*Rationale: Clarifies that this applies only to the current fiscal year of dues payment.*

#### **Changes to Article IX, Nominations and Elections**

3. Article IX. Nominations and Elections, Section 1, sub-section a: Add a final sentence: “The president may not serve as a member of the nominating committee.”  
*Rationale: Best governing practices prohibits the president from serving on the nominating committee. This restriction already exists in branch policy, but should be in the bylaws, too.*
4. Article IX. Nominations and Elections, Section 3, sub-section a: delete “exact” so the sentence now reads: “The officer elections shall be held between March 1 and May 30, the date and time to be determined by the Branch board of directors.”  
*Rationale: Date and time are already specific or exact, the word is redundant.*
5. Article IX. Nominations and Elections, Section Section 3, sub-section b: replace “secret” with “confidential” so the sentence now reads: “Voting shall be by online confidential ballot.”  
*Rationale: With the current media being used for voting “secret” is not possible; however, “confidential” requires the vote administrator to respect the confidentiality of each member’s vote.*
6. Article IX. Nominations and Elections, Section 1. Nominations, sub-section a:  
Add the following sentence: “The President may not serve as a member of the Nominating Committee.”  
*Rationale: Puts in place in the bylaws current practices within all of AAUW.*

#### **Changes to Article X, Officers**

7. Article X. Officers, Section 1. Officers, b: Delete current “b” and insert new “b” to read:  
“The appointed officers shall be the chairs of communications, public policy, and diversity, equity and inclusion

(DEI). These officers shall be appointed by the president with the approval of the Branch board of directors.”  
*Rationale: Expands the appointed officers to include Public Policy and DEI.*

8. Article X. Officers, Section 1. Officers, sub-section e: Change “60 days” to “30 days” in the last sentence, so it now reads: “A vacancy in the office of president shall be filled by the nominating committee’s reconvening to nominate a candidate to be elected within 30 days of the vacancy.”  
*Rationale: Tightens up the time frame to allow for less lag.*
9. Article X. Officers, Section 1. Officers: Add a new sub-section “f”: “The incoming president may call a meeting of the incoming Branch board of directors prior to July 1 for the purpose of planning for the coming year. No business actions may be taken during this planning meeting.”  
*Rationale: Clarifies what planning may take place by the incoming president and board of directors.*
10. Article X. Officers, Section 2. Duties, sub-section b: Add: “The president is the official signer of all legal documents relevant to branch business.”  
*Rationale: Puts in the bylaws the legal requirement of the president signing legal documents for the branch.*
11. Article X. Officers, Section 2, Duties, sub-section d: Delete current sub-section d and add new sub-section d: “The president shall assign a Branch board of directors member the responsibility for recording and keeping minutes of all board and Branch business, and ensuring the approved minutes are posted on the Branch website.”  
*Rationale: Changes the need for a formal secretary to someone being appointed to fulfill the responsibility of recording minutes.*

#### **Changes to Article XI, Branch Board of Directors**

12. Article XI, Branch Board of Directors, Section 3. Conducting Business: Add the following sentence: “The Board will hold a minimum of one meeting during the year.”  
*Rationale: Although as an online branch most board business is conducted throughout the year by email, this ensures the board has one formal meeting to conduct business during the year, which is required by California of non-profits.*
13. Article XI, Branch Board of Directors . Add new Section 4: “Meetings by Electronic Media: Any meeting may be held by a form of electronic media as long as all attendees participating in the meeting can communicate with one another. All members shall be deemed to be “present in person” at such a meeting.” and renumber all subsequent sections in Article XI.  
*Rationale: This statement is a requirement of the State of California in all bylaws where in person meetings do not occur.*

#### **Changes to Article XII, Committees**

14. Article XII. Committees, Section 2. Purpose. Delete “formulate programs and activities to carry” and replace with: “ensure their work carries” so the sentence now reads: “With the approval of the Branch board, each standing and special committee shall ensure their work carries out the mission of AAUW.”  
*Rationale: Clarifies that committee work must carry out AAUW’s mission.*

#### **Changes to Article XIV, Branch Business**

15. Article XIV, Branch Business. Add new Section 4: “Annual Meeting: The Branch will hold an annual general membership meeting during the last quarter of the year, the date and time to be set by the Branch board of directors. Notice shall be given no more than 30 days and not less than 15 days in advance of the meeting.”  
*Rationale: Ensures at least one Branch meeting during the year.*
16. Article XIV, Branch Business. Add new Section 5: “Meetings by Electronic Media: Any meeting may be held by a form of electronic media as long as all attendees participating in the meeting can communicate with one another. All members shall be deemed to be “present in person” at such a meeting.”  
*Rationale: This statement is a requirement of the State of California in all bylaws where in person meetings do not occur.*

#### **Changes to Article XVI. Organization:**

17. Article XVI, Organization, Section 2. Recorded Minutes. Delete “Branch” and replace with “president” so the sentence now reads: “The president will designate a member other than the contacts for administration and finance to record and make available upon request board and Branch business minutes.”

*Rationale: Makes this article consistent with other sections of the bylaws.*

Proposed bylaws amendments shown in **red** for new language and ~~**bold strike through**~~ for deletions.  
Editorial changes not requiring a branch vote shown in **blue**.

## **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN**

### **CALIFORNIA ONLINE**

*Note: Language of Articles I-VII is mandated from national AAUW.  
Articles VIII-XVI are specific to **the governance of 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.

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

## 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 by two-thirds vote of those voting, provided notice has been given to the members 15 days prior to the vote.
- b. Branch dues for college/university representatives shall be set by the **Branch board of directors**. 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, **but are not exempt from paying Branch 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 **for the current fiscal year**.

## ARTICLE IX. NOMINATIONS AND ELECTIONS

### **Section 1. Nominations. Nominating Committee.**

- a. There shall be a nominating committee of no fewer than two members, at least one of whom is a **Branch board of directors** member. ~~The committee members shall be appointed at least two months prior to the officer elections. [Sentence moved to 1- b.] The board appointee shall chair the committee. [Sentence moved to 1-c]~~ **The president may not serve as a member of the nominating committee.**
- b. **The committee members shall be appointed at least two months prior to the officer elections.**
- c. **The Branch board of directors appointee shall chair the committee.**

- d. 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.

### **Section 2. Nominations.**

- a. The names of the nominees shall be sent to every member at least 15 days prior to the election.
- b. Additional nominations may be made with the consent of the nominee.

### **Section 3. Elections.**

- a. The officer elections shall be held between March 1 and May 30, the ~~exact~~ date and time to be determined by the Branch board of directors.
- b. Voting shall be by online ~~secret~~ confidential 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, and vice presidents for program, membership and AAUW Funds.
- b. The appointed officers shall be the chairs for communications, public policy, and diversity, equity and inclusion (DEI). ~~This~~ These officers shall be appointed by the president with the ~~consent~~ approval of the Branch board of directors.
- c. Officers shall serve for a term of one year or until their successors have been elected or appointed and assume office. The 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 Branch 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~~ 30 days of the vacancy.
- f. The incoming president may call a meeting of the incoming Branch board of directors prior to July 1 for the purpose of planning for the coming year. No business actions may be taken during the planning meeting.

### **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 AAUW CA. The president is the official signer of all legal documents relevant to Branch business.
- 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 board and branch business, and making minutes available upon request.~~ The president shall assign a member of the Branch board of directors for the responsibility for recording and keeping minutes of all board and Branch business, and ensuring the approved minutes are posted on the Branch website.
- e. All other Branch board of directors officers, elected and appointed, shall perform such duties as the president and Branch board of directors shall direct.

## **ARTICLE XI. BRANCH BOARD OF DIRECTORS**

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

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

**Section 3. Conducting Business.** Branch board of directors business shall be conducted at any time at the call of the president, or upon the request of any member of the Branch board of directors. The Branch board of directors shall hold a minimum of one meeting during the year.

**Section 4. Meetings by Electronic Media.** Any meeting may be held by a form of electronic media as long as all attendees participating in the meeting can communicate with one another. All members shall be deemed to be “present in person” at such a meeting.

**Section 5. Quorum.** The quorum of the Branch board of directors shall be a majority of its members.

**Section 6. Removal from Office.** A member of the Branch board of directors may be removed for any reason by a two-thirds vote of the Branch board of directors 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 Branch board of directors.

**Section 2. Purpose.** With the approval of the Branch board of directors, each standing and special committee shall formulate programs and activities to carry ensure their work carries 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 Branch board of directors shall set and maintain policies and procedures to control financial records consistent with Generally Accepted Accounting Principles (GAAP) and federal, state, and local laws including an annual financial review.

**Section 3. Budget.** The annual budget shall be adopted by the Branch 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 AAUW CA insurance programs to participate in AAUW CA sponsored activities and projects. The Branch must comply with all risk management requirements, AAUW CA program directives and all other requirements as outlined in 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. 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 call by the president on the request of at least 25 percent of the voting members of the Branch board of directors, or 10 percent of the Branch membership.

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

**Section 4. Annual Meeting.** The Branch will hold an annual general membership meeting during the last quarter of the year, the date and time to be set by the Branch board of directors. Notice shall be given no more than 30 days and not less than 15 days in advance of the meeting.

**Section 5. Meetings by Electronic Media.** Any meeting may be held by a form of electronic media as long as all attendees participating in the meeting can communicate with one another. All members shall be deemed to be “present in person” at such a meeting.

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

Every Branch 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 of directors 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 president will designate a member other than the contacts for administration and finance to record and make available upon request 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]

~~Mandatory Amendments Made Since Then: May 11, 2012; November 18, 2013; November 2, 2015; March 15, 2017~~ ; ~~April 17, 2020~~