

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 CHARITABLE CORPORATE PURPOSE

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times “organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes” as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association’s specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;R
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE II

GOVERNANCE STRUCTURE OF THE ASSOCIATION

The general operation and government of the Association shall be vested in the Board of Directors as set forth in Article V hereafter, subject to any powers granted to the Individual Members.

ARTICLE III MEMBERS OF THE ASSOCIATION

1. **Membership.** The Membership of AAUW shall consist of individual members (“Individual Members”) and college/university members (“College/University Members”), as well as other membership categories as determined by the Board and these Bylaws.
2. **Member Qualification.**
 - a. **Individual Members:**
 - (i) **Eligibility.** An individual holding an associate (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 D”) or other qualified institution located outside of the United States, as

determined by the Board of Directors, shall be eligible to receive admission to AAUW membership;D 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(ii) 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.

- b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.**
 - c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations (“Organizational Members”) to join AAUW.**
- 3. Student Associates. The Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside of the United States, as determined by the Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the Board of Directors.**
- 4. Dues of Members.**
- 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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.**
 - b. Life Membership.**

- i. Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.**

- ii. 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 national dues.**

5. Membership Decisions.

- a. **Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.**
- b. **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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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.**

6. **AAUW Affiliate. An AAUW Affiliate (“Affiliate”) has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.**

ARTICLE IV MEETINGS OF THE MEMBERSHIP

1. **Annual Meeting. The annual meeting shall be held in the District of Columbia, or such other place as may be designated by the Board of Directors. Notice of the time and place of the meeting shall be sent to all Members as of the Annual Meeting Record Date (as defined in Section 3 below) no fewer than ten (10) but no more than sixty (60) days before the meeting date. At the annual meeting AAUW shall accept written reports on the activities and financial condition of AAUW and transact such other business as may properly come before it.**
2. **Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors or at the request of five percent (5%) of the Individual Members. Notice stating the place, day, and hour of the meeting and the purpose for which the meeting is called shall be delivered no fewer than ten (10) but no more than sixty (60) days before the date of the meeting to all Individual Members.**

3. **Voting. The list of Individual Members in good standing who are entitled to vote at the annual meeting shall be determined as of sixty (60) days before the annual meeting (the Annual Meeting Record Date). Notice of business matters for voting in connection with the annual meeting shall be sent to all Individual Members eligible to vote no fewer than ten (10) but no more than sixty (60) days following the Annual Meeting Record Date. Individual Members eligible as of the Annual Meeting Record Date shall be entitled to one vote on each item of business following procedures designated by the Board of Directors. Such votes may include election of the Board of Directors and amendments to these Bylaws.**
 - a. **There shall be no proxy voting.**

- b. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except as otherwise required by these Bylaws.**

- 4. Quorum. Five percent (5%) of the Individual Members entitled to vote shall constitute a quorum.**

- 5. Procedures. The vote shall be conducted under the supervision of the Board Secretary. The system and policies to be used for the conduct of the vote, including methods by which Individual Member input may be provided, shall be adopted by the Board of Directors and shall be made available to the Individual Members at the same time as the Meeting Notice.**

ARTICLE V BOARD OF DIRECTORS

- 1. Composition. The elected and appointed directors shall constitute the Board of Directors. The Board shall be composed of fifteen (15) Directors, of which twelve shall be elected and three additional Directors appointed by the Board. The Chief Executive Officer shall be an ex officio member of the Board without vote at Board meetings and shall not be counted for purposes of a quorum.**

- 2. Term. Directors shall serve a term of three (3) years beginning on the day following their election and until their successors take office. In so far as possible, one-third of the Directors will be elected or appointed each year to stagger the terms across a three-year period. After serving two consecutive terms, a member is eligible for candidacy again after two years have expired.**

- 3. Removal from Office. A Director may be removed for any reason by a two-thirds vote of the Board of Directors at a meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.**

- 4. Vacancies.**
 - a. All vacancies on the Board shall be filled for the unexpired term by the Board of Directors.**

- b. Service for one-half or more of the term shall be considered a full term.**
- 5. Powers and Duties. In accordance with the Articles of Incorporation, the Board of Directors shall have the general power to:**
 - a. provide oversight to ensure the proper administration of the affairs of AAUW and to carry out its policies, financial administration, and programs;**
 - b. exercise such powers and perform such acts as permitted by law, the Articles of Incorporation, or these Bylaws;**
 - c. appoint standing committee members and such other board and committee members as may be designated;**
 - d. establish task forces or special committees as needed;**
 - e. appoint or remove the Chief Executive Officer;**
 - f. act for AAUW between meetings of the membership;**

- g. provide oversight to ensure the implementation of programs that are consistent with AAUW's goals and objectives;**
 - h. adopt rules to govern its proceedings;**
 - i. determine date and location and format for any official meetings of AAUW;**
 - j. oversee the administration of finances and acquisition or disposition of property;**
 - k. engage a certified public accountant to audit the books annually;**
 - l. provide oversight for the publication of an annual report; and**
 - m. authorize the execution of trust agreements on behalf of AAUW;**
 - n. and to have other such powers and duties as are required to carry out the purpose of AAUW.**

- 6. Delegation of Power. The board may delegate to the Executive Committee such authority as it deems necessary, consistent with law.**

- 7. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its voting members. There shall be no proxy or ballot voting.**

- 8. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once a year, or more frequently at the call of the Board Chair, at such time and place as may be designated, with notice of the date, time, place, or purpose of the meeting. An action of the Board of Directors will take effect if passed by the majority of the members of the Board of Directors present at any properly called meeting at which a quorum is present.**

- 9. Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair or shall be called upon the written request of any four (4) members of the Board of Directors and shall be preceded by at least two (2) days notice of the date, time, and place of the meeting. The notice shall describe the purpose of the special meeting.**

- 10. Action Without a Meeting. An action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall sign a consent in the form of a record describing the action to be taken. The**

time for signing a consent will close by a specified time. The signed consents, by any means permitted by District of Columbia law, shall be returned to the Chief Executive Officer or other representative.

ARTICLE VI OFFICERS OF THE BOARD

- 1. Officers. The officers of AAUW shall be the Board Chair, Board Vice Chair, Board Finance Chair, and Board Secretary, who shall be elected by the Board of Directors.**
- 2. Terms. The term of the Board Chair shall be two years and all other officer terms shall be one year, except any positions held *ex officio*. All officers except the Board Chair may serve consecutive terms so long as the term of service as an officer is concurrent with their service as directors.**

3. **Duties. Officers and Directors shall perform the duties described by these Bylaws, AAUW policies, and the parliamentary authority adopted by AAUW.**
 - a. **Board Chair. The Chair shall have the usual executive powers of supervision and management as may pertain to the office of chair and such other powers and duties as designated by the Board of Directors and the Executive Committee (as defined below at Article VIII); and shall serve ex officio on all committees except the Nominating Committee and Audit Committee (as defined below at Article IX).**
 - b. **Board Vice Chair. The Board Vice Chair shall assume the office of the Board Chair in the event of a vacancy in that office; perform the duties of the Board Chair in all cases in which the Board Chair is unable to serve; assist in such matters as may be delegated by the Board Chair or the Board of Directors; and serve as a member of any committee, except the Nominating Committee and Audit Committee, whenever designated by the Board Chair.**
 - c. **Board Finance Chair. The Board Finance Chair shall perform the duties of the Board Chair in all cases in which the Board Chair and Board Vice Chair are unable to serve. The Board Finance Chair shall perform the duties usually pertaining to that office and serve as the treasurer of AAUW, chair of the Finance Committee (as defined below at Article IX), and chair of the Investment Committee (as defined below at Article IX). In addition, the Board Finance Chair shall provide oversight to ensure proper custody of the deeds, business papers, and the bonds and other securities belonging to AAUW and, with the approval of the Board of Directors, make special arrangements with a recognized financial institution or institutions regarding investments in securities and their safekeeping.**
 - d. **Board Secretary. The Board Secretary shall be responsible for the minutes of AAUW Board of Directors meetings, oversee preparation of the list of qualified members and oversee elections by Individual Members, serve as the Chief Governance Officer, and assist in such matters as may be delegated by the Board Chair or Board of Directors. The Board Secretary may delegate such duties as appropriate to an Assistant Secretary appointed by the Board.**
4. **Removal from Office. An Officer may be removed for any reason by a two-thirds vote of the Board of Directors at a meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.**

5. Vacancies.

- a. All vacancies in office, excluding the Board Chair, shall be filled for the unexpired term by a new Officer or Director appointed by the Board of Directors.**
- b. A vacancy in the office of the Board Chair shall be filled by the elected Board Vice Chair.**
- c. Service in any office for one-half or more of the term shall be considered a full term.**

ARTICLE VII ELECTIONS

1. Nominations

- a. **The Nominating Committee Chair shall notify all AAUW Individual Members of the Board positions to be elected by the Individual Members and request nominations from Individual Members and other stakeholders be provided to the Nominating Committee.**
- b. **The Nominating Committee shall submit recommendations to the Board of Directors for its approval and announcement of the names of one or more nominees for each elected position to be filled. The Board of Directors have the power to refuse to place on the ballot for election any Individual Member nominated by the Nominating Committee. The names of the nominees approved by the Board of Directors, with their credentials, shall be published for all Individual Members not fewer than ten (10) days and no more than (60) days prior to the election.**

2. Elections.

- a. **Elections shall be held in which all Individual Members in good standing as of the Annual Meeting Record Date may vote.**
- b. **The Board of Directors shall determine the method(s) of voting in compliance with District of Columbia law. Directors shall be elected by a plurality vote.**
- c. **In the event that any open position remains after elections are held, the Board may treat that position as a vacancy under Article V, Section 4**

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. 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 (hereafter to be called board). 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 board 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 date and time to be determined by the board.
- b. Voting shall be by online confidential ballot. The 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 and membership.
- b. The appointed officers shall be Diversity, Equity, and Inclusion (DEI), AAUW Fund, and Board Secretary. These officers shall be appointed by the president with the approval of the board.
- c. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on 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. 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.

- f. The incoming president may call a meeting of the incoming board 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. All other board officers, elected and appointed, shall perform such duties as the president and board shall direct. All board officers, elected or appointed, shall have one vote. If the position has co-chairs, there is still only one vote.

ARTICLE XI. BRANCH BOARD OF DIRECTORS

Section 1. Composition. The board 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 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 any member of the board. The board 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 if 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 board shall be a majority of its members.

Section 6. Removal from Office. A member of the board 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 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 board 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 board 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 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: **June 30, 2024**