

**BYLAWS of THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN of CA ONLINE BRANCH**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) CA ONLINE BRANCH, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW [*insert name of Affiliate*] is an Affiliate of AAUW as defined in Article V.

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

ARTICLE II. PURPOSE

Section 1. Purpose. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

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;
- 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 III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

ARTICLE IV. MEMBERS OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

Section 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 Institution") 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; 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.

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 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.

Section 5. Membership Decisions.

a. Appeals. 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. Removal. 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.

Article V. AAUW AFFILIATES

Section 1. An AAUW 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.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates’ needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate’s bylaws unless the specific provision of the AAUW Bylaws is not permitted

according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this Affiliate's board of directors without a vote of the Affiliate'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 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 (thereafter 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**