

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN

Healdsburg, California Branch Updated Oct. 2009

ARTICLE I. NAME

The name of this organization shall be the American Association of University Women, Healdsburg California Branch, hereinafter called the branch.

ARTICLE II. GOVERNMENT

The bylaws of the American Association of University Women, hereinafter called AAUW, and the bylaws of the American Association of University Women of the State of California, Inc., hereinafter called the state, shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the bylaws of the AAUW or the state. Every amendment to the bylaws of the AAUW shall become effective and binding on this branch.

ARTICLE III. PURPOSE

The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research.

ARTICLE IV. USE OF NAME

Section 1. The policies and program of the AAUW and the state shall be binding on all members and branches, and no member or branch shall use the name of the AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

ARTICLE V. MEMBERSHIP

Section 1. Individuals eligible to be admitted to membership are those holding an associate or equivalent, baccalaureate or higher degree from a qualified educational institution, a degree from a foreign institution recognized by the International Federation of University Women (IFUW), or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the U.S.A. and who have paid dues (AAUW + state + branch) on or before July 1 annually. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch. The branch member shall be entitled to vote, hold office and

participate in all branch activities and programs and receive the publications distributed to all members.

Section 2. Paid life members of the AAUW, as defined in AAUW bylaws, who are branch members are required to pay annual state and branch dues.

Section 3. Any branch member who has paid AAUW dues for fifty (50) years shall become a Fifty Year Honor Life Member and shall thereafter be exempt from payment of AAUW, state and branch dues.

Section 4. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by the AAUW, state and branch boards of directors. Student affiliates may attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 5. A member whose dues remain unpaid after July 31 shall be dropped from membership.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 2. Changes in branch dues shall be established at the annual meeting by a two-thirds vote of those present and voting provided written notice has been given to all the members thirty days prior to the meeting.

Section 3. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped.

Section 4. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

Section 5. A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the U.S.A., may attend branch meetings without vote.

Section 6. New members may join at any time. Dues of new members are payable upon joining. The AAUW portion of dues paid by new members between January 1 and March 15 shall be one half the annual AAUW dues. The branch board of directors may set a reduction for branch fees.

Section 7. The annual budget shall be adopted by the board of directors for presentation at the September general meeting.

Section 8. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

Section 9. Insurance

- a. The branch is required to participate in the state insurance programs in order to participate in state sponsored activities and projects. The branch must comply with all risk management requirements, state program directives and all other requirements as outlined in state policy and procedures.
- b. The branch must obtain separate insurance coverage for activities and projects not covered under the state insurance coverage.

ARTICLE VII. OFFICERS

Section 1. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, AAUW Funds, Legal Advocacy Fund, and communications.

Section 2. The elected officers shall be a president, vice president, vice presidents for program, membership, Legal Advocacy Fund, AAUW Funds, secretary and treasurer, or secretary/treasurer.

Section 3. The appointed officers shall be newsletter editor, publicity chair, public policy chair, parliamentarian/bylaws chair, and local scholarship chair.

Section 4. All officers shall serve for one year or until their successors have been elected or appointed and assume office. The term of each officer shall begin on date of installation.

Section 5. No elected officer shall be eligible to serve more than 2 consecutive terms in the same office.

Section 6. A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. If there is a vacancy in the office of president, the nominating committee shall reconvene and nominate a candidate to be elected at the next regular meeting.

Section 7. Each position may be filled by an officer or co-officers. Co-officers shall be considered as one voting member.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of *Robert's Rules of Order Newly Revised*.

Section 2. 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

the Association and state. The president shall be responsible for the branch enrolling in the state insurance programs.

Section 3. The vice presidents shall perform such duties as the president and board shall direct.

Section 4. The secretary shall record and keep minutes of all business meetings.

Section 5. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to AAUW and the state by the specified deadline. The treasurer shall send moneys for any AAUW 501(c)(3) entity by the specified deadlines and shall keep separate records for each entity.

ARTICLE IX. NOMINATIONS

Section 1. There shall be a nominating committee of 3 members plus one alternate, who shall be elected at the annual meeting, one of whom shall be appointed chair of the committee.

Section 2. Nominating committee members shall serve for one year and may not serve for two consecutive years.

ARTICLE X. ELECTIONS

Section 1. The names of the nominees shall be published in the newsletter and sent to every member at least 14 days before the annual meeting in May.

Section 2. Nominations may be made from the floor with the consent of the nominee.

Section 3. All elections shall be held at the annual meeting.

Section 4. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

ARTICLE XI BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and appointed officers of the branch.

Section 2. The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW and the state.

Section 3. Meetings of the board shall be held at least 6 times per year. Special meetings may be called by the president and shall be called upon request of a majority of the board.

Section 4. The quorum of the board shall be a majority of its members.

ARTICLE XII. MEETINGS

Section 1. There shall be at least 6 general membership meetings each year.

Section 2. The general membership meeting held in May shall be designated the annual meeting, the exact date, time and place to be determined by the board.

Section 3. The annual meeting shall be to conduct business including but not limited to hearing officers' reports, reviewing the budget, electing officers and nominating committee, establishing dues, amending bylaws, and giving directions to the board.

ARTICLE XIII. COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, Legal Advocacy Fund, AAUW Funds, bylaws, and communications.

Section 2. Standing committee chairs, with the exception of those provided for by election, shall be appointed by the president with consent of the board. Standing committee members shall be selected by the chairs in consultation with the president.

Section 3. Special committees may be appointed by the president with the consent of the board.

ARTICLE XIV. PROPERTY

Section 1. The title for all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. The branch shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

ARTICLE XV. LOSS OF RECOGNITION

The provisions and conditions under which a branch may lose recognition are found in the AAUW bylaws.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of the state or AAUW.

ARTICLE XVII. INDEMNIFICATION

Every member of the board may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch board, 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 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 member of the board is entitled.

ARTICLE XVIII. AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by AAUW bylaws may be amended by a two-thirds vote of those present and voting at a general membership meeting provided written notice shall have been given to every member at least 14 days prior to the meeting.

Section 2. Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

Section 3. Amendments required by the AAUW and/or the state to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by its articles of incorporation.

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