

BYLAWS OF THE AMERICAN ASSOCIATION OF UNNERSITY WOMEN

GILROY, CALIFORNIA BRANCH

Revised 10/31/2009

ARTICLE I. NAME

The name of this organization shall be the American Association of University Women, Gilroy, 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 AAUW or *Bylaws* of the state. Every amendment to the bylaws of AAUW and the state 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.

The branch shall:

- contribute to the growth and advancement of AAUW and the AAUW Funds;
- participate in development and promotion of AAUW policies and program through study, action and public policy advocacy in areas related to its purpose, including community , cultural interests, education, and international relations;
- support branch needs and promote positive societal change in the community;
- cooperate in AAUW state and interbranch work.

ARTICLE IV. USE OF NAME

Section 1. The policies and program of AAUW and the state shall be binding on all members and branches, and no member or branch shall use the name of 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 Name policy 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 (Association + state + branch dues) on or before July 1 annually. The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

Section 2. Paid life members of AAUW, as defined in Association *Bylaws*, Article IV, Section 3a.(5)(a), who are branch members are required to pay annual state and branch dues.

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

Section 6. Any branch member may also be a member of another branch. Dual members must designate which of the branches will receive payment of Association and State dues. They must pay each branch's dues.

ARTICLE VI. FINANCIAL ADMINISTRATION

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

Section 2. Each member shall pay branch dues 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 30 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 are payable upon joining. AAUW portion of dues paid by new members between January 1 and March 15 shall be one half the annual Association 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 approval by the membership no later than late fall.

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

- The branch is required to participate in the state insurance programs to be in good standing with recognition and voting privileges at the state convention and 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 AAUW California policy and procedures.
- 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 and president elect, or a presidential council in lieu of a president and president elect, vice presidents for program and membership, secretary and treasurer, or secretary /treasurer.

Section 3. The appointed officers shall be Public Policy, Communication, Legal Advocacy Fund, and AAUW Funds. They shall be appointed by the executive committee.

Section 4. Officers, excluding the president and president-elect, shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. The terms of the president and president-elect shall be one (1) year. The president-elect will assume the office of president following the president's one (1) year term. The term of each officer shall begin on July 1.

Section 5. No member shall be eligible to serve more than two (2) consecutive terms in the same office.

Section 6. The incoming president may call a meeting of the incoming officers prior to July 1.

Section 7. A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the president-elect. If there is no president-elect, the vacancy shall be filled by the vice presidents in the order listed, or by a presidential council.

Section 8. Each position may be filled by an officer or co-officers.

ARTICLE VIII. PRESIDENTIAL COUNCIL

Section 1. In the event there is no candidate for the office of president, the nominating committee may recommend to the general membership the election of a presidential council composed of at least three (3) but not more than five (5) members. The council shall assume all of the duties of the president.

Section 2. Members of the council shall serve as elected officers for a term of two (2) years or until their successors have been elected or assume office. The term of each council member shall begin on July 1.

Section 3. Members of the council shall elect their own chair.

Section 4. No council member shall be eligible to serve more than two (2) consecutive terms on the council.

Section 5. A vacancy on the council shall be filled for the unexpired term by the board of directors.

Section 6. The council chair may call a meeting of the incoming council prior to July 1.

ARTICLE IX. 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. All officers shall submit an annual written report to the president.

Section 3. 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 state. The president shall be responsible for the branch enrolling in the state insurance programs so that the branch will be in good standing each year with recognition

and voting privileges at the state convention. In lieu of a president and president elect, the presidential council shall delegate these duties amongst the executive committee.

Section 4. The vice presidents shall perform such duties as the president and board shall direct.

Section 5. The secretary shall record and keep minutes of all business meetings.

Section 6. 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 state by the specified deadline. The treasurer shall send moneys for any AAUW 501(c)3 entity, such as the AAUW Funds and Legal Advocacy Fund, by the specified deadlines.

ARTICLE X. NOMINATIONS

Section 1. There shall be a nominating committee of three (3) members, one (1) of whom shall be elected at the annual meeting. Two (2) shall be elected by the board of directors at the first board meeting of the fiscal year, one of whom shall be appointed chair of the committee.

Section 2. Members shall serve for one (1) year for a maximum of two (2) years consecutively.

ARTICLE XI. ELECTIONS

Section 1. The names of the nominees shall be published and sent to every member at least thirty (30) days before the annual meeting.

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 XII. ROTATION OF OFFICERS

Section 1. The president-elect, vice president(s) for programs, and the treasurer shall be elected in even numbered years.

Section 2. The vice president(s) for membership and the secretary shall be elected in odd numbered years.

Section 3. If there is a president's council, members of the council will be elected in even numbered years.

ARTICLE XIII. BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and the following appointed officers of the branch: president, president-elect, or president's council in lieu of a president and president-elect, program vice president, membership vice president, treasurer, secretary, public policy chairperson, AAUW Funds chairperson, Legal Advocacy Fund chairperson, and communications/newsletter chairperson.

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 state.

Section 3. Meetings of the board shall be held at least four (4) times per year. Special meetings may be called by the president and shall be called upon request of three (3) members of the board.

Section 4. The quorum of the board shall be a majority of its members. Co-officers shall be considered as one voting member.

ARTICLE XIV. EXECUTIVE COMMITTEE

Section 1. The executive committee shall consist of the elected officers.

Section 2. The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such other duties as may be delegated to it by the board.

Section 3. Meetings of the executive committee shall be held on the call of the president, or by written request of three of its officers.

Section 4. The quorum of the executive committee meeting shall be a majority of its members. Co-officers shall be considered as one voting member.

ARTICLE XV. MEETINGS

Section 1. There shall be at least four (4) general membership meetings each year.

Section 2. The general membership meeting held between March and 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.

Section 4. The quorum shall be 35% percent of the branch membership.

ARTICLE XVI. COMMITTEES

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

Section 2. Standing committees shall be appointed as follows: The president or president's council shall appoint, with the consent of the committee chairs. The Executive committee shall ratify the appointments of chairs.

Section 3. Special committees may be appointed by the president or president's council, with the consent of the board.

ARTICLE XVII. CONVENTIONS

This paragraph deleted per mandatory amendments approved at the June, 2009, national convention..

ARTICLE XVIII. 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 XIX. FORFEITURE OF BRANCH STATUS

Article XIII of AAUW's *Bylaws* contains the provisions and conditions under which a branch may be discontinued.

ARTICLE XX. 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 Association.

ARTICLE XXI. 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 XXII. AMENDMENTS TO THE BYLAWS

Section 1. Provisions of these bylaws not governed by AAUW *Bylaws* and *Bylaws* of the state 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 one month prior to the meeting.

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

Section 3. Amendments required by 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.