

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF DANVILLE-ALAMO-WALNUT CREEK

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) [DANVILLE-ALAMO-WALNUT CREEK], hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW [DANVILLE-ALAMO-WALNUT CREEK] is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate 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 Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate 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

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 Affiliate 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 Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of five members, nominated by the board and elected by the branch membership no later than December 31.
- b. The term of service on the nominating committee shall be for one year for a maximum of two consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least 14 days prior to the general branch meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

- a. Elections shall be held at the annual branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XIV, Meetings.
- d. The President shall determine the format of the vote (electronic or in person). Each individual member has one vote.
- e. A member must have joined the branch at least 15 days prior to an upcoming election/vote in order to be eligible to participate in the voting.

ARTICLE IX. OFFICERS

Section 1. Officers

- a. The seven elected officers for the branch shall be President, President-Elect; Vice Presidents of program, membership, and AAUW Funds; Secretary, and Treasurer.
- b. The following eight officers for the branch shall be appointed by the incoming president: Communications (Advocate Editor, Graphic Designer, and Webmaster), Public Policy chair, Parliamentarian, Tech Trek chair, Local Scholarship chair, Holiday Home Tour chair, Garden Tour chair, and Hospitality chair. Additional administrative officers shall be appointed by the incoming president with the consent of the incoming Board of Directors.
- c. Officers shall serve for a term of one year. In the event of an unfilled board position, the Nominating Committee shall reconvene to fill the elected position (or until their successors have been elected or appointed and assume office). Term of office shall begin on July 1. The incoming president may call a meeting of the incoming board prior to July 1.
- d. No elected officer shall hold more than one elected office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office. On an exceptional basis, an officer may serve a third consecutive term in the same office with board approval.
- e. A vacancy in elected office, excluding the president, shall be filled by the Nominating Committee. A vacancy in the office of president shall be filled by the president-elect. A vacancy in the office of president-elect shall be filled by the nominating committee re-convening to nominate a candidate. A nominated candidate will be elected at the next regular branch meeting.
- f. Each office may be filled by an officer or co-officers, with the exception of the Communications position, which shall be shared by the Advocate editor, graphic designer, and webmaster.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, 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 the state.
- c. The officers shall perform such duties as the president and the board shall direct and as specified in branch policies and procedures.
- d. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch and for meeting specific deadlines, and for submitting all state and federal tax documents.
- e. The secretary shall record and keep minutes of all noticed board, membership, and special meetings and shall make the minutes available upon request. The secretary shall maintain an archive of all minutes, correspondence, and branch records, which shall be available for inspection by all members.
- f. All officers and chairs shall submit annual reports to the president.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected and appointed officers named in Article IX, Section 1 (b) with the parliamentarian serving as a non-voting member. Additional appointed administrative officers are non-voting.

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 the state. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article X, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least eight times a year at a time and place agreed upon by the board.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of three members of the board provided that at least four days' notice of such meeting and its agenda have been given to the members of the board.

Section 5. Quorum. The quorum for a meeting of the board shall be a majority of the voting members. Each board member, to include each co-officer in the case of co-officers, has a vote.

Section 6. Voting Between Meetings. Between meetings of the branch board, a written, conference call, or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every voting member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

Section 7. Removal From Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers, with the parliamentarian serving as a non-voting member.

Section 2. Duties. 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 duties as may be delegated to it by the board.

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

Section 4. Quorum. The quorum of the executive committee shall be a majority of its voting members. Each board member, to include each co-officer in the case of co-officers, has a vote.

Section 5. Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to the executive committee in writing provided that every voting member of the executive committee shall have the opportunity to vote upon the question submitted. The parliamentarian will officiate and tally the electronic voting process, along with the secretary. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

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 formulate programs and activities to carry 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 and federal, state and local laws including an annual financial review.

Section 3. Budget. The annual budget shall be reviewed by the board of directors, distributed to members, and adopted by the membership at the September general branch meeting. At mid-year, the treasurer will update and review the status of the budget with the board and propose any modifications necessary.

Section 4. Insurance

- a. The branch is required to participate in the state insurance programs in order to participate in state and branch 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 XIV. MEETINGS

Section 1. Annual Meeting. The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held between the months of March and May.

Section 2. Membership Meetings. The branch shall hold at least three general meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of the majority of the members of the board or ten percent of the branch membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the branch at least 14 days prior to the meetings.

Section 5. Quorum. The quorum shall be 10 percent of the branch membership.

ARTICLE XV. PROPERTY AND ASSETS.

Section 1. Title. The title to all property, funds, and assets is vested in the branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW.

Section 2. Dissolution of Branch. In the event of dissolution of AAUW Danville-Alamo-Walnut Creek Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to an AAUW entity or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XVI. LOSS OF RECOGNITION

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

ARTICLE XVII. 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 AAUW or those of the state.

ARTICLE XVIII. INDEMNIFICATION

Every 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 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 or committee is entitled.

ARTICLE XIX. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW 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 state law or its articles of incorporation.

Section 2. Prior Approval. All other proposed amendments to the branch bylaws shall be sent to the district representative on the state governance committee for approval before the call for the branch vote.

Section 3. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least 14 days prior to the meeting.

Date Last Amended by Branch Vote: June 6, 2015

Mandatory Amendments Made Since Then: August 30, 2017, March 1, 2019