

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF LIVERMORE-PLEASANTON-DUBLIN

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) of Livermore-Pleasanton-Dublin, hereinafter known as the "Branch."

Section 2. Affiliate. AAUW Livermore-Pleasanton-Dublin is an Affiliate of AAUW as defined in Article V.

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

Section 2. Policies and Programs. In keeping with this purpose, the Branch 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 Branch 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 Branch’s board of directors without a vote of the Branch’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 branch member 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 at the annual meeting by a two-thirds vote of those present and voting, provided notice has been given to the members 10 days prior to the meeting.
- b. AAUW CA and Branch dues are waived for college/university representatives to join the branch.
- 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 AAUW, AAUW CA, and Branch dues.

ARTICLE IX: NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee of between three and five members. All but one of the committee members shall be elected by the branch membership at the annual meeting; one committee member shall be appointed by the board of directors at the first board meeting of the fiscal year, at which time the president shall appoint the committee chair from among its members.
- b. Committee members shall serve for one year and for a maximum of two years consecutively.
- c. The names of the nominees shall be published and sent to every member at least 10 days before the annual meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections.

- a. All elections shall be held at the annual meeting.
- b. Elections shall be by secret ballot unless there is only one nominee or co-nominees to fill an office jointly for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

ARTICLE X. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. There shall be four elected officers: president, program chair, membership chair, and finance officer. There shall also be elected five directors-at-large to share and/or rotate responsibilities for secretary, AAUW Fund, STEM projects, Interbranch Council representative, and other designated tasks.
- b. Off-board positions serve to facilitate the objectives of the branch. These positions are appointed by the board, to serve one year. Off-board positions may include chairs for advocacy, bylaws, communications, nominations, and outreach committees and a parliamentarian and a newsletter editor. Those in these positions would attend at least one board meeting a year; they would have no vote at board meetings.
- c. Elected officers and directors shall serve terms of two years. The terms shall be staggered so that terms of one-half of those elected shall expire each year. Terms of office shall begin on July 1.
- d. No member shall be eligible to serve more than two consecutive terms in the same elected office. Any exception requires approval of the nominating committee and the membership.
- e. An officer may resign from office upon submission of a letter of resignation to the president, through postal service or email delivery.
- f. The incoming president may call a meeting of the incoming officers prior to July 1.
- g. A vacancy in any office or position shall be filled for the unexpired term by the board of directors.

Section 2. Duties

- a. Officers and directors shall perform the duties prescribed by these bylaws, the branch policies and 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 state.
- c. Off-board appointed positions shall perform such duties as the president and board shall direct.
- d. A secretary shall record and keep minutes of all noticed board, branch and special business meetings, and shall make the minutes available upon request.
- e. The membership chair, with the cooperation of the finance officer, shall collect dues and properly remit them to AAUW and state by the specified deadlines.
- f. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the branch, and he/she shall send moneys for any AAUW 501(c)(3) entity by the specified deadlines and shall keep separate ledgers for each type of account.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and directors of the branch, with the parliamentarian serving as a non-voting member.

Section 2. Administrative Responsibilities. 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 for such matters delegated by AAUW and state.

Section 3. Meetings. Meetings of the board shall be held at least eight times per year.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of any member of the board, provided that at least 10 days notice of such meeting and its agenda have been given to the board members.

Section 5. Quorum. The quorum of the board shall be a majority of its members.

Section 6. Voting Between Meetings. Between meetings of the board of directors, a written or electronic vote of the board may be taken at the request of the president on any question, provided every member of the board shall have an 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 cast 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 XII. COMMITTEES

Section 1. Establishing Committees. The board may establish standing and special committees as needed.

Section 2. Purpose. With the approval of the board, each 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 board shall adopt an annual budget for distribution to the branch and review by the branch at the first general meeting of the fiscal year.

Section 4. Insurance.

a. The branch is required to participate in the AAUW CA insurance programs in order to participate in AAUW CA 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 March 1 and April 30.

Section 2. Membership Meetings. There shall be at least four general membership meetings each year.

Section 3. Special Meetings. A special general membership meeting may be called by the president or shall be called by the president at the written request of a majority of the members of the board of directors or ten members of the branch.

Section 4. Meetings notice. Notice of meetings shall be sent to all members of the branch at least 10 days prior to the meetings.

Section 5. Quorum. The quorum shall be ten percent of the branch members.

ARTICLE XV. 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 board or committee member is entitled.

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

Provisions of these bylaws not governed by the AAUW Bylaws (see Article VII) or AAUW CA 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 ten (10) days prior to the meeting.

Date last amended by Branch vote: April 21, 2018