

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
PLEASANT HILL, CALIFORNIA BRANCH**

ARTICLE I. NAME

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

ARTICLE II. GOVERNMENT

The Bylaws of AAUW, hereinafter called AAUW, and the bylaws of AAUW 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 state bylaws. Every amendment to the bylaws of AAUW and the state shall become effective and binding on this branch.

ARTICLE III. PURPOSE

The purpose of this branch shall be to advance equity for women and girls through advocacy, education, philanthropy and research..

The branch shall:

- a. contribute to the growth and advancement of AAUW,
- b. 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;
- c. support branch needs and promote positive societal change in the community;
- d. cooperate in AAUW state and regional work;
- e. as a member of the Contra Costa Interbranch Council, join with other council branches to speak with one voice on issues of this area in accordance with rules established for taking united action.

ARTICLE IV. USE OF NAME

Section 1. The policies and programs of AAUW and the state shall be binding on all members and branches, and no member of 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. Violations. 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 those who have paid dues (Association + 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 AAUW, as defined in AAUW *Bylaws*, Article IV, who are branch members are required to pay annual 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 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 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. 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 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. 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 first meeting of the membership year.

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 program 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.
- 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 and communications.

Section 2. The elected officers shall be a president, vice president for program, membership, AAUW Funds, secretary and treasurer. Each position may be filled by an officer or co-officers. Co-officers shall be considered as one voting member.

Section 3. The appointed officers shall be public policy, ways and means, parliamentarian, communications, international affairs, community, and education. They shall be appointed by the president.

Section 4. Officers shall serve for a term of one year or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

Section 5. No elected member shall be eligible to serve more than two 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 vice presidents in the order listed in Section 2.

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

ARTICLE VIII. DUTIES OF OFFICE

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 the 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.

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 board, executive committee, branch business and special 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, by the specified deadlines and shall keep separate ledgers for each type of account.

ARTICLE IX. NOMINATIONS

Section 1. There shall be a nominating committee of five members, three and an alternate of whom shall be elected from the membership, two and an alternate shall be elected by the board of directors at least two months prior to the annual election. One of the members shall be appointed chair of the committee by consensus of the nominating committee.

Section 2. Members shall serve for one year for a maximum of one year consecutively.

ARTICLE X. ELECTIONS

Section 1. The names of the nominees shall be published and sent to every member at least thirty 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 XI. BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and the following appointed officers of the branch: ways & means, public policy, parliamentarian, community, education, international relations, and communications.

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 eight (8) times per year. Special meetings may be called by the president and shall be called upon request of seven members of the board.

Section 4. Between meetings of the board of directors, a written or electronic vote of the executive committee may be taken at the request of the president on any question, provided every member of the committee 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 cast at a board meeting.

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

ARTICLE XII. MEETINGS

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

Section 2. A 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. Special meetings may be called by the president or shall be called by the president on the written request of at least 25 percent of the voting members of the board of directors or 10 percent of the branch membership.

Section 5. The quorum shall be 25 percent (%) of the branch members.

ARTICLE XIII. COMMITTEES

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

Section 2. Standing committees shall be appointed by the president with the approval of the executive committee or the board of directors.

Section 3. Special committees and/or task forces 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 or the state, except that such property shall not be used for any purposes contrary to those of AAUW or the state.

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 OF BRANCH STATUS

Article XI, Section 3, of the *AAUW Bylaws* contains the provisions and conditions under which a branch may be discontinued.

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 AAUW or the state.

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 the *Bylaws of AAUW* and 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 thirty days prior to the vote.

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

Mandatory Amendments October 19, 2009