

# **BYLAWS OF AN AMERICAN ASSOCIATION OF UNIVERSITY WOMEN- SACRAMENTO BRANCH, INC**

## **ARTICLE I. NAME AND GOVERNANCE**

Section 1. Name. The name of the organization shall be American Association of University Women - Sacramento Branch, Inc, hereinafter known as the “Branch.”

Section 2. Affiliate. American Association of University Women-Sacramento Branch, Inc 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. The Branch is a non-profit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of the State of California for charitable purposes.

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, **but not AAUW CA or Branch 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, **AAUW CA and Branch dues.**

(5) **Branch Membership.**

- a. A member of national AAUW may become a member of the Branch 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, Inc, hereinafter called AAUW CA.

**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. AAUW CA and Branch dues are waived for college/university representatives who join the Branch.

**Section 3. Student Associates.**

- a. 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.
- b. Student Associates shall be exempt from branch dues.

**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.
- c. Changes in Branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting. Notice must be given to the members 10 days prior to the meeting.

**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. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations.**

- a. There shall be a nominating committee of 3 members, appointed by the president.
- b. The term of service on the nominating committee shall be for one year from time of appointment or election for a maximum of 2 consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least 10 days prior to the annual 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. All members in good standing as of the date of the meeting shall be voting members.
- c. The quorum shall be 15 percent of the Branch membership.
- d. Mail ballots or electronic voting may be used provided all ballots are received prior to the annual meeting.

## **ARTICLE VIII. OFFICERS**

### **Section 1. Elected Officers.**

- a. The elected officers for the Branch shall be president, program vice president, secretary, and treasurer. For elected officer duties and responsibilities, refer to the Policy and Procedures of the Branch.
- b. Elected officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1.
- c. Elected Officers shall be elected in staggered terms as following: Secretary and Treasurer shall be elected in even-numbered years. President and Program Vice President will be elected in odd-numbered years.
- d. Officers shall hold only one elected office at a time, and no elected officer shall be eligible to serve more than 2 consecutive terms in the same office unless approved by the board and elected by the membership.

### **Section 2. Appointed Officers.**

- a. The elected officers shall appoint five directors-at-large.
- b. The appointed directors-at-large shall serve for a term of one year.
- c. Each appointed director will be assigned a focus area from among the following:

1. Member Support
2. Local Projects
3. AAUW Priorities
4. Membership Development
5. Communications

### **Section 3. Non-Voting Appointed Leaders.**

- a. The president shall appoint a parliamentarian.
- b. The board of directors shall appoint chairs for AAUW funds, membership development, member support, membership treasurer, public policy, diversity/equity/inclusion, newsletter, social media, website, College/University representative, interest groups coordinator, Scholarship, Speech Trek, Tech Trek.

## **ARTICLE IX. BOARD OF DIRECTORS**

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

**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 AAUW CA. It shall act for the Branch between membership meetings.

**Section 3. Meetings.** Meetings of the board shall be held as needed 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 4 members of the board provided that at least 7 days notice of such meeting and its agenda have been given to the members of the board.

**Section 5 Voting.** All elected and voting appointed officers shall have a vote. In the case of two members sharing an office, each shall have a vote.

**Section 6. Quorum.** The quorum for a meeting of the board shall be a majority of the voting members with each co-director having a vote.

**Section 7. 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. The result of the vote shall be in the minutes of the next board meeting.

**Section 8. Removal from Office.** A member of the board of directors may be removed by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

**Section 9. Vacancies** All vacancies in office shall be filled for the unexpired term by a vote of the majority of the board of directors.

## **ARTICLE X. COMMITTEES**

### **Section 1. Standing Committees.**

- a. There shall be the following standing committees: Finance/Budget, Program, Membership, Communications, Local Scholarships, Public Policy, Tech Trek and Speech Trek.
- b. Responsibilities and composition of committees are located in the branch Policies and Procedures.

**Section 2. Special Committees.** With the consent of the board the president may establish special committees as needed.

## **ARTICLE XI. 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. Any expenditures over \$100 above the budgeted line item amount will need board approval.

**Section 3. Budget.** The board shall adopt an annual budget for presentation to the Branch membership no later than Nov. 1.

### **Section 4. Insurance**

- a. The Branch will participate in the AAUW CA insurance programs. The Branch must comply with all risk management requirements, AAUW CA program directives, and all other requirements as outlined in AAUW CA policy and procedures.
- b. The Branch must obtain separate insurance coverage for activities and projects not covered under the AAUW CA insurance coverage.

## ARTICLE XII. MEETINGS

**Section 1. Annual Meeting.** The Branch shall hold an annual meeting to conduct the business of the Branch, including electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held in March or April.

**Section 2. Membership Meetings.** The Board shall determine time and place for at least 4 meetings during the fiscal year.

**Section 3. Special Meetings.** Special meetings 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 or 10 percent of the Branch membership.

## ARTICLE XIII. 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 XIV. AMENDMENTS TO THE BYLAWS

**Section 1. 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.**

**Section 2.** Provisions of these bylaws not governed by the AAUW 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 10 days prior to the meeting.

Last amended May 2023