

BYLAWS OF THE PETALUMA BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the Petaluma Branch of AAUW, hereinafter called the branch.

Section 2. Governance. 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 AAUW or state bylaws.

ARTICLE II. PURPOSE

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

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and program of AAUW shall be binding on all members and no member 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. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Basis of Membership

a. Individual Member

(1) **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

b. Categories of Membership

(1) A national member of AAUW may become a member of the branch upon payment of branch and state dues.

(2) A branch member is a national member who is also a member of the AAUW Petaluma branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(3) An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by the 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.

c. Suspended Member: A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.

Section 2. Dues

a. Changes in branch dues shall be determined at the April or May general meeting by two-thirds vote of those present and voting, provided notice has been given to the members 14 days prior to the meeting.

b. Paid life members of AAUW, as defined in the AAUW bylaws, are required to pay branch and state dues to become members of the branch.

c. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, state and branch dues.

d. New members may join at any time. Dues are payable upon joining. The national, state and branch portion of the dues paid by new members for less than a full year is determined by AAUW, state, and branch policy.

e. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations

a. There shall be a nominating committee of five members, elected or appointed as follows: two from the board and three from the general membership.

b. The term of service on the nominating committee shall be for one year (from time of selection) for a maximum of three 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 election at the April general meeting.

d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

a. Elections shall occur at the business meeting conducted in the March to May period.

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 XI.
- d. The election format may be changed by the board to conform to changing state laws.

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The elected officers for the branch shall be the President, President-Elect, Vice Presidents of Finance, Program, Membership, AAUW Funds, Board of Directors Secretary and General Meeting Secretary. The elected officers constitute the Executive Board.
- b. The appointed officers (also known as committee chairs) shall be the Perspective Editor, Publications Sponsor, Hospitality, Sections Coordinator, SRJC Liaison, SSU Liaison, Tech Trek, Community Projects, Membership Concern, Historian, Email Contact, Database Manager, Gold Book Editor, Publicity, Public Policy, New Members, International Interests, Expanding Your Horizons and any other appointments deemed desirable by the president. They shall be appointed by the president with the consent of the board. The Board of Directors (hereinafter known as the board) is comprised of the elected and appointed officers.
- c. Officers shall serve for a term of one year 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 officers prior to July 1 for the purpose of making appointments, planning for the upcoming year and preparing a budget.
- d. No officer shall hold more than one elected office at a time, and no elected officer shall be eligible to serve more than three consecutive terms in the same office. A member may be re-elected to the same office.
- e. If there are vacancies in any office(s), the Executive Board shall appoint a member(s) to fill it (them) except the office of the president which will automatically be filled by the president-elect, if there is one, or by appointment of the Executive Board, if there is not.
- f. Each office may be filled by an officer or co-officers.

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. The president will provide AAUW with the designated names and contacts for administration and finance.
- c. The president-elect and vice president(s) shall perform such duties as the president and the board shall direct and as specified in branch policies and job descriptions.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- e. The board secretary shall record and keep minutes of all board meetings and the general meeting secretary shall record and keep minutes of general membership and special meetings.
- f. All officers and chairs shall submit annual reports to the president by June 1st.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and the following appointed officers as listed in Article VI, Section 1 above.

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 ten 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 twenty-five percent of members of the board provided that at least seven 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. **Co-officers shall be considered as one voting member of the board.**

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 VIII. 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 IX. FINANCIAL ADMINISTRATION

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

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 presentation to the branch no later than the September general meeting.

Section 4. Insurance

a. The branch is required to participate in the state insurance programs in order 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 state policy and procedures.

b. The branch must obtain separate insurance coverage for activities and projects not covered under the state insurance coverage.

ARTICLE X. MEETINGS

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

Section 2. Membership Meetings. The branch shall hold at least six 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 nine 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 ten days prior to the meetings.

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

ARTICLE XI. PROPERTY

Section 1. Property and Assets. The title to all property, funds and assets of the branch is 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. Property and assets shall not be used for any purpose contrary to AAUW.

Section 2. Dissolution of Branch. In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XII. LOSS OF RECOGNITION

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

ARTICLE XIII. 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 XIV. 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 XV. ORGANIZATION

Section 1. Contact. The branch will annually provide AAUW with a designated contact for administration and finance.

Section 2. Recorded Minutes. The branch will designate a member other than the contacts for administration and finance to record the minutes of each branch meeting and branch board meeting

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

Section 1. Mandated Amendments. Amendments required by AAUW or the state to bring branch bylaws into conformity shall not require a vote of the branch members.

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

Section 3. Branch Vote. Provisions of these bylaws not governed by the AAUW or state 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 fourteen days prior to the meeting.

Date Last Amended: April 2012

AAUW California Branch Bylaws Certification Form

Branch name and number: Petaluma, California, CA0081

Name and position of member submitting bylaws: Esther Schau
Petaluma AAUW Bylaws Chair

Date bylaws received: May 6, 2012

Certifying California bylaws committee member: Shelley Mitchell

I certify that the California Petaluma branch bylaws have been reviewed and found to be acceptable.

A handwritten signature in black ink, appearing to read "Shelley Mitchell", is written over the printed name.

Shelley Mitchell
AAUW CA Bylaws Chair

May 6, 2012