

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
HAYWARD-CASTRO VALLEY BRANCH, INC.**

(A California Nonprofit Mutual Benefit Corporation)

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this corporation is the Hayward-Castro Valley Branch of the American Association of University Women (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. PRINCIPAL OFFICE

The principle office for the transaction of business shall be located in the State of California, the County of Alameda.

ARTICLE III. PURPOSE AND LIMITATIONS

The corporation is a NONPROFIT MUTUAL BENEFIT CORPORATION organized under California law. The corporation is formed for the purpose of engaging in any lawful act or activity for which a nonprofit mutual benefit corporation may be organized under the law. Specifically, it is formed for advancing equity for women and girls through advocacy, education, philanthropy, and research. The branch shall promote the work of the corporation’s national organization, AAUW.

ARTICLE IV. USE OF NAME

Section 1. Policies and Programs. The policies and programs 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

speaking a personal opinion in the member's own name is not abridged.

ARTICLE V. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

(1) **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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.

(2) **Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the Board of Directors shall be final.

(3) **Saving Clause.** No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or other AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors. A national member of AAUW may become a member of the branch upon payment of branch and state dues.

(b) A state member is an individual who pays annual AAUW and AAUW CA dues and who may or may not belong to a branch. A state member may become a branch member upon payment of branch dues.

(c) A branch member is a national member who has also paid state and branch dues. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) Life Membership.

(a) **Paid.** An individual member may become a national life member upon a one-time payment of 20 years' national AAUW dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues. Paid life members are not exempt from payment of state or branch dues.

(b) Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a national life member and shall thereafter be exempt from the payment of AAUW, state, and branch dues.

(c) Privileges. A national life member of AAUW who maintains a membership in one or more California branches or other AAUW-affiliated entities on an annual basis shall be entitled to all state and branch rights and privileges. A national life member of AAUW who does not maintain branch or state membership shall be entitled to national member privileges only.

b. Partner Member.

College/university partner members are qualified educational institutions, including two-year or community colleges, which pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with the branch by paying state and branch dues.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the national, state and branch boards.

Section 5. Dues.

a. Amount.

(1) Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 30 days prior to the meeting.

(2) Branch dues for college/university representatives shall be set by the board.

College/university representatives must pay state dues to join the branch.

b. Payment. New members may join at any time. Dues are payable upon joining. Pro-rated dues paid by new members for less than a full year is determined by national, state and branch policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

Section 6. Severance of Membership. A member may be suspended or dropped 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.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of three to five members, all of whom shall be elected or appointed by the board at the annual meeting. One of whom shall be appointed chair of the committee by the board.
- b. The term of service on the nominating committee shall be for one year for a maximum of two years consecutively.
- c. The names of the nominees for elected office shall be published and/or sent to every member at least thirty (30) days prior to the annual branch meeting.
- d. Nominations may be made from the floor with the consent of the nominee.
- e. Vacancies on the nominating committee, during the service year, shall be filled by the Administrative Officer, with approval of the board.

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

ARTICLE VII. OFFICERS

Section 1. Officers

- a. The required Branch officers are: administrative officer (president), finance officer (treasurer) and recording secretary, which shall be elected.
- b. There shall be appointed officers for the positions of: corresponding secretary, programs, tech trek, local scholarship, AAUW funds, membership and public policy.
- c. Additional Branch officers may be appointed as deemed necessary to carry on the work of the branch. The administrative officer, finance officer and recording secretary shall jointly appoint them.
- d. All officers shall serve for a term of two years, or until their successors are elected or appointed and assume office. Term of office shall begin on July 1. The incoming administrative officer may call a meeting of the incoming officers prior to July 1.
- e. No officer shall hold more than one office at a time.
- f. No elected officer shall be eligible to serve more than two consecutive terms in the same office.
- g. All vacancies in office shall be filled for the unexpired term by the board.
- h. Each position may be filled by an officer or co-officers. Co-officers shall be considered as one voting member.

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 administrative officer (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 finance officer (treasurer) shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- d. The secretary shall record and keep minutes of all board, membership, and special meetings.
- e. Officers and chairs shall submit annual reports to the president.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall be composed of the elected administrative officer, the finance officer, the recording secretary and the appointed officer positions of corresponding secretary, programs, tech trek, local scholarship, AAUW funds, membership and public policy. Additional Branch officers may be appointed by the elected officers as deemed necessary to carry on the work of the branch.

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 of directors shall be held at least eight (8) times a year at a time and place agreed upon by the board.

Section 4. Special Meetings. Special meetings may be called at any given time by the administrative officer, or upon written request of four (4) members of the board. Notice of special meetings shall be given by the officers or secretary at least 48 hours before the time of the meeting unless waived by a majority of the board.

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

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 administrative or finance officer 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 IX. COMMITTEES

Section 1. Establishing Committees. The administrative officer 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 X. 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 September 30.

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 XI. MEETINGS

Section 1. Annual Meeting. The annual meeting shall elect officers, receive reports of officers, committees, fix dues, amend bylaws if necessary, and conduct other business as may be necessary. A general membership meeting of the branch held between February and April shall be designated the annual meeting. The exact time and place shall be determined by the board.

Section 2. Membership Meetings. There shall be at least four (4) general membership meetings each year. The branch board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings of the branch may be called by the administrative officer, by a majority vote of the board of directors, or by the written request of

ten (10) members of the branch.

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

Section 5. Quorum. Ten percent (10%) of the members of the branch shall constitute a quorum.

ARTICLE XII. 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 XIII. LOSS OF RECOGNITION

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

ARTICLE XIV. 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 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

Section 1. Mandated Amendments. Amendments required by AAUW or the state to bring branch bylaws into conformity shall require a vote of the board.

Section 2. Prior Approval. All 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 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 ten (10) days prior to the meeting.