

Bylaws of the Danville-Alamo Branch of the American Association of University Women (AAUW)
Date Last Adopted: November 5, 2009

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the Danville-Alamo 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

Section 1. 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. The branch shall:

- a. 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;
- b. Support branch needs and promote positive societal change in the community.
- c. As a member of the Contra Costa County Interbranch Council, join with other council branches to speak with one voice on issues of this area in accordance with the rules established for taking local action.

ARTICLE III. USE OF NAME

Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members and the branch and no member or the 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. 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.

Section 3. Violations. Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership

- a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (national + state + branch dues) are eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.
- b. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch and state dues.
- c. 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.
- d. 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.

Section 2. Dues

- a. 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.**
- b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch dues to become members of the branch.**
- c. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, state and branch dues.**
- d. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a year or less in the USA, may attend branch meetings without vote.**
- e. 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.**
- f. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.**
- g. Dues are payable on or before July 1. After notification of non-payment, a member still in arrears after July 30 shall be dropped.**

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of five members, nominated by the board. Branch members shall be notified of the nominees for the committee at least 14 days prior to the election to be held no later than December 31.**
- b. The term of service on the nominating committee shall be for one year for a maximum of two consecutive terms.**
- c. The names of the nominees for elected office shall be published and sent to every member at least 30 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. 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.**

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The elected officers for the branch shall be president, president elect, vice presidents of program and membership, AAUW Funds/EF, AAUW Funds/ LAF, secretary and treasurer.**
- b. The appointed officers shall be newsletter editor, public policy chair, parliamentarian, Tech Trek chair, local scholarship chair and web master. Additional administrative officers may be appointed by the incoming president with the consent of the incoming executive board.**
- 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 board prior to July 1.**
- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office. The office of the treasurer may be extended with the consent of the board.**

- e. A vacancy in office, excluding the president, shall be filled by the board of directors. A vacancy in the office of president shall be filled by the president-elect. A vacancy in the office of president-elect shall be filled by the nominating committee re-convening to nominate a candidate to be elected at the next regular branch meeting.
- 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.
- c. The officers shall perform such duties as the president and the board shall direct and as specified in branch policies and procedures.
- d. The treasurer shall collect dues and properly remit them to the Association and the state by the specified deadline. The treasurer shall forward immediately dues received after the dues deadline. The treasurer shall send moneys for any AAUW 501c(3) entity by the specified deadlines and shall keep separate bank account for each entity. The treasurer will be responsible for submitting all state and federal tax documents.
- e. The secretary shall record and keep minutes of all board, membership, and special meetings. The secretary shall be responsible for all board correspondence and maintain an archive of all minutes and correspondence and branch records.
- f. All officers and chairs shall submit annual reports to the president.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and the appointed officers, as specified in Article VI, Section 1 (b) with the parliamentarian serving as a non-voting member. Additional appointed administrative officers are non-voting.

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 eight 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 three members of the board provided that at least four 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. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers, with the parliamentarian serving as a non-voting member.

Section 2. Duties. The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

Section 3. Meetings. Meetings of the executive committee shall be held on the call of the president or by written request of three of its members.

Section 4. Quorum. The quorum of the executive committee shall be a majority of its voting members. Co-officers shall be considered as one voting member of the executive committee.

Section 5. Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to the executive committee in writing provided that every voting member of the executive 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 at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

ARTICLE IX. 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 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 annual budget shall be reviewed by the board of directors, published in the branch newsletter, and adopted by the membership no later than the September general meeting. At mid-year, the treasurer will update and review the status of the budget with the board and propose any modifications necessary.

Section 4. Insurance

- a. The branch is required to participate in the state insurance programs in order to participate in state and branch 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 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 the months of March and May.

Section 2. Membership Meetings. The branch shall hold at least three 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 the majority of the 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 14 days prior to the meetings.

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

ARTICLE XII. PROPERTY

Section 1. Title. The title for all 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 severance 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 the consent of AAUW, except that such property shall not be used for any purposes contrary to those of 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 an AAUW entity.

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 those of 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 member of the board or committee is entitled.

ARTICLE XVI. COMMUNICATIONS

Section 1. Written communications includes hard copy and/or electronic communications.

Section 2. Retained records can be stored as paper copies and/or digital files maintained on magnetic or optical media.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW 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 state law or its articles of incorporation.

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 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 14 days prior to the meeting.

Date Last Adopted: November 5, 2009