

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN PALOS VERDES PENINSULA BRANCH

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) of Palos Verdes Peninsula hereinafter known as the “Branch.”

Section 2. Affiliate. AAUW Palos Verdes Peninsula 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.

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.
 - (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.

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.

Section 3. Student Associates. 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.

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.

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. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

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.

ARTICLE VIII. BRANCH MEMBERSHIP AND DUES

Section 1. Branch Membership.

- a. A member of national AAUW, as defined in Article IV, 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, in order for the Branch to be eligible for AAUW CA insurance and programs.

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. Branch dues for college/university representatives shall be set by the Branch Council. AAUW CA dues are waived for college/university representatives.
- c. AAUW paid life members, as defined in Article IV, Section 2-a-(4)-(a), are not exempt from payment of AAUW CA and Branch dues.
- d. Fifty-Year Honorary Members as defined in Article IV, Section 2-a-(4)-(b) shall be exempt from the payment of national AAUW and AAUW CA dues.
- e. 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 are determined by national, state and branch policy.
- f. Reciprocity. A current paid member of a Branch or comparable AAUW affiliate may transfer membership to another Branch of comparable AAUW affiliate without payment of additional dues.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. Nominations for the elected positions shall be made by the Branch Council.
- b. Nominations may be made by any member with the consent of the nominee.

- c. At the time of the election, nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

- a. 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.
- b. Elections shall be held at the Branch Annual Meeting or conducted by mail. If electronic mail is utilized, members without an e-mail address shall be included using regular mail. 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.
- c. Election shall be by a majority vote of those voting, provided the number of members voting meets the quorum stated for meetings in Article XIV.

ARTICLE X. OFFICER POSITIONS

Section 1. Officers

- a. The elected positions are Council Chair, Treasurer and Membership Chair.
- b. The appointed positions are E-blast Coordinator, Interest Group Coordinator, Newsletter Editor, Policies and Procedures/By-Laws Chair, Public Policy Chair, Publicity Coordinator, Records Coordinator, Webmaster and Event Chair/Project Chair for each event and project planned. They shall be appointed by the Council Chair with the consent of the Branch Council.
- c. Each office may be filled by a single 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 Branch Council, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. The Council Chair 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 Treasurer shall be responsible for collecting, distributing and accounting for the funds of the Branch and for meeting all required governmental and AAUW filing deadlines
- d. The Records Coordinator shall record and keep minutes of all noticed council, membership, and special meetings, and shall make the minutes available upon request.

ARTICLE XI. BRANCH COUNCIL

Section 1. Composition. The Branch Council is composed of all members holding elected or appointed positions.

Section 2. Administrative Responsibility. The Branch Council shall have the general power to administer the affairs of the Branch, and to carry out its programs and policies, and shall accept responsibilities delegated by the AAUW and state. It shall act for the Branch between membership meetings.

Section 3. Meetings. Meetings of the Branch Council shall be held at least (4) four times per year.

Section 4. Special Meetings. Special meetings may be called by the Council Chair and shall be called upon request of two (2) members of the Council or five (5) members of the Branch.

Section 5. Quorum. The quorum shall be seven (7) members of the Branch Council.

ARTICLE XII. COMMITTEES

Section 1. Establishing Committees. The Council Chair may establish standing and special committees/ task forces/ study groups and nominating committee as needed, with consent by Branch Council.

Section 2. Purpose. With the approval of the Branch Council, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW: July 1 – June 30.

Section 2. Financial Policies. The Branch Council 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 Branch Council, distributed to the members, and adopted by the membership no later than October 31.

Section 4. Insurance

- a. The Branch is required to participate in the state insurance programs 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 AAUW CA insurance coverage.

ARTICLE XIV. MEETINGS

Section 1. Branch Meetings

Branch meetings may be open to the public.

Section 2. Annual Meeting. A general membership meeting held between January and June shall be designated the Annual Meeting, the exact date, time and place to be determined by the

Branch Council. The Annual Meeting shall be to conduct business including but not limited to, electing officers, establishing dues, amending bylaws, and giving direction to the Branch Council.

Section 3. Special Meetings. Special meetings may be called by the Council Chair, by the Branch Council, or by written request of five (5) members of the Branch.

Section 4. Meetings Notice. Notice of the date, time, place, and the business to be brought before the meeting shall be sent to the members in writing at least ten (10) days in advance.

Section 5. Quorum. The quorum shall be ten (10) percent of the Branch members.

ARTICLE XV. INDEMNIFICATION

Every Council or committee member may be indemnified by the Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Council or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the Council or committee member may become involved by reason of being or having been a member of the Branch Council 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 Council 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 Council or committee is entitled.

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

Provisions of these bylaws not governed by the AAUW (see Article VII) 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 30 days prior to the meeting.

Date Last Amended by Branch Vote: May 13, 2014

Mandatory Amendments Made Since Then: November 19, 2015

Mandatory Amendments and Amendments Made by Branch Vote: May 9, 2017