

**BYLAWS OF THE NAPA COUNTY 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 Napa County 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 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. Use of the AAUW name and/or logo requires all AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities, to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement and current bylaws to be maintained at AAUW headquarters as required by the IRS. 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.

**Section 4. Collaborations.** The branch, groups of its members, and/or other AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

**ARTICLE IV. 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 of 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 comparable 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 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 and state and branch dues.

(c) Privileges. A national life member of AAUW who maintains a membership in one or more California branches or comparable 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 state or branch 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 that 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 may choose to affiliate with the branch following the procedures set forth in these bylaws.

**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 publication 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 14 days prior to the meeting.

(2) Branch dues for college/university representative shall be set by the board. Currently branch dues are waived. State dues are waived for college/university representatives.

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 V. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations**

- a. There shall be a nominating committee of three to five members, elected or appointed by the board.
- b. The term of service on the nominating committee shall be for one year (from time of appointment until the branch election) 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 14 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.
- 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 president, president-elect; vice presidents for program, membership, AAUW Funds; finance officer and secretary.
- b. The appointed officers shall be chairs of public policy, communications, parliamentarian, nominating and such other officers as shall be deemed necessary to carry on the work of the branch. They shall be appointed by the president with the consent of the 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 officers 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 3 consecutive terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the board, with the exception of a vacancy in the office of president, which shall be filled by the president-elect.
- f. Each office may be filled by an officer or co-officers.
- g. The branch will annually provide AAUW with a designated contact for administration and finance.
- h. The branch will designate a member other than the contacts for administration and finance to record and make available on request the minutes of each branch meeting and branch board meeting.

### **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.
- c. The president-elect and the vice presidents 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 secretary shall record and keep minutes of all noticed board, membership, and special meetings, s, and shall make the minutes available upon request.
- f. All officers and chairs shall submit annual reports to the president.

## **ARTICLE VII. EXECUTIVE BOARD**

**Section 1. Composition.** The executive board shall include the elected officers and appointed officers, with the parliamentarian serving as a non-voting member.

**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 IX, Financial Administration, Section 2.

**Section 3. Meetings.** Meetings of the board shall be held at least six 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 four members of the board provided that at least five 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 executive 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. No indebtedness in excess of 10 percent over amounts provided for in the budget shall be incurred by any branch member except upon approval of the board.

**Section 3. Budget.** The annual budget shall be reviewed by the executive board, published in the branch newsletter 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 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 meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws or policies and procedures and receiving reports. This meeting shall be held during the months of April or 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 four members of the board or 10 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 10 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 severance 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. 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 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 14 days prior to the meeting.

Date Last Amended by Branch Vote: February 14, 2014