

# BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF NAPA COUNTY BRANCH

## ARTICLE I. NAME AND GOVERNANCE

**Section 1. *Name.*** The name of the organization shall be the American Association of University Women (AAUW) Napa County Branch, hereinafter known as the “Affiliate.”

**Section 2. *Affiliate.*** AAUW Napa County Branch is an Affiliate of AAUW as defined in Article V.

**Section 3. *Legal Compliance.*** This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

## ARTICLE II. PURPOSE

**Section 1. *Purpose.*** As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

## ARTICLE III. USE OF NAME

**Section 1. *Policies and Programs.*** The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

**Section 2. *Proper Use of Name and Logo.*** The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

**Section 3. *Individual Freedom of Speech.*** These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member’s own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

## **ARTICLE IV. MEMBERS OF THE ASSOCIATION**

**Section 1. *Membership.*** The membership of this Affiliate shall consist of individual AAUW members (“Individual Members”) and college/university members (“College/University Members”), as well as other membership categories as determined by AAUW.

### **Section 2. *Member Qualification.***

#### **a. Individual Members.**

(i.) **Eligibility.** An individual holding an associate (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 institution located outside of the United States, as determined by the 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 Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(ii.) **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.

**b. College/University Members.** Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the 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 Board of Directors.

**c. Other Organizational Members.** The Board of Directors may set forth criteria for other organizations (“Organizational Members”) to join AAUW.

**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 of Members.***

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 and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

(i.) Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(ii.) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

#### **Section 5. *Membership Decisions.***

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. 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 purpose according to these Bylaws, with action taken following policies and procedures adopted by the 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.** An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed, and continues to comply with, the AAUW Affiliate Agreement approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

#### **Section 2. *Organization.***

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates’ needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate’s bylaws unless the specific provision of the AAUW Bylaws is not permitted

according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This 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 any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. Any 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 this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this Affiliate's board of directors without a vote of the Affiliate'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.** (See also Article IV, Section 4.)

- 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 sixty days prior to the meeting.
- b. AAUW CA and Branch dues shall be waived for college/university representatives to join the Branch.
- 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, AAUW CA, and Branch dues.

**ARTICLE IX. NOMINATIONS AND ELECTIONS.**

**Section 1. Nominations.**

- a. There shall be a nominating committee of three to five members, elected or appointed as outlined in Branch Policies and Procedures.
- 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 fourteen 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 XIV Section 6.
- d. The election format may be changed by the board to conform to changing state laws.

**ARTICLE X. OFFICERS.**

**Section 1. Officers.**

- a. The elected officers for the Branch shall be *President, President-Elect, Treasurer, Secretary, Vice Presidents for Program, Membership, and Scholarship Foundation (AAUW Funds)*,
- b. The appointed officers shall be *Directory, Parliamentarian/Bylaws, Public Policy, Publicity, TWIG Editor, and Website Manager/Editor*. 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 three consecutive terms in the same office. As needed, exceptions may be made by the board.

- e. All vacancies in office shall be filled for the unexpired term by the board except for a vacancy in the office of president, which shall be filled by the president-elect.
- f. 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 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 AAUW-CA.
- c. The presidents-elect and 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 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. The treasurer will be the designated contact for AAUW and AAUW-CA finance.
- e. The secretary shall record and keep minutes of all noticed board, membership, and special meetings, and shall make the minutes available upon request, including to AAUW and AAUW-CA.
- f. All officers and chairs shall submit annual reports to the Board at the last board meeting of the fiscal year.

**ARTICLE XI. BOARD OF DIRECTORS.**

**Section 1. Composition.** The board of directors shall include the elected officers and the appointed officers as outlined in Article X, Section 1(a)(b), 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 XIII, 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.

**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 by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

## **ARTICLE XII. 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 XIII. FINANCIAL ADMINISTRATION.**

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

**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 ten percent over amounts provided for in the budget shall be incurred by any Branch member(s) except upon approval of the board.

**Section 3. *Budget.*** The annual budget shall be reviewed by the board of directors, distributed to the members, and adopted by the membership no later than October 31<sup>st</sup>.

### **Section 4. *Insurance***

- a. The Branch is required to participate in the AAUW CA insurance programs in order to participate in AAUW CA sponsored activities and projects. The Branch must comply with all risk management requirements, AAUW CA program directives, and all other requirements as outlined in AAUW CA 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. *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 in the month of April or May.

**Section 2. *General Membership Meetings.*** The Branch shall hold at least three general membership meetings during the fiscal year. The Branch Programs Committee (defined in Policies and Procedures) 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 ten percent of the Branch membership.

**Section 4. *Meetings Notice.*** Notice of meetings shall be sent to all members of the Branch at least fourteen days prior to the meetings.

**Section 5. *Voting.*** Voting members entitled to vote at any meeting of members or by ballot shall be all those voting members in good standing as of the date of the meeting.

**Section 6. *Quorum.*** The quorum shall be ten percent of the Branch membership.

## **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. ADMENDMENTS 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 fourteen days prior to the meeting.

Bylaws for Napa County Branch, an Affiliate of AAUW  
Last Revised by Branch Vote: January 15, 2024  
Linda Feutz, Elaine Cannon, Melinda Dittman, Lisa Groom, Carolyn Stewart