



BYLAWS OF THE PARADISE BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) of Paradise, hereinafter known as the "Branch."

Section 2. Affiliate. AAUW Paradise 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/or 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 program.

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. ~~Section 3.~~ Paid life members of AAUW, as defined in AAUW Bylaws, who are branch members are required to pay annual state and branch dues, but not AAUW.
 - (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 and branch dues, but must pay state
- 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 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 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 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 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 the AAUW Bylaws or with the requirements of AAUW or applicable laws or these Bylaws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Branch's board of directors (Administrative Committee) without a vote of the Branch's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. BRANCH MEMBERSHIP

Section 1. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the United States 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.

Section 2. A branch member is a national member who is also a member of the AAUW Paradise Branch. That member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

Section 3. Paid life members of AAUW, as defined in AAUW Bylaws, who are branch members are required to pay annual state and branch dues, but not AAUW.

Section 4. Any branch member who has paid AAUW dues for fifty (50) years shall become a Fifty Year Honor Life Member and shall thereafter be exempt from payment of AAUW and branch dues, but must pay state.

Section 5. An undergraduate student enrolled in a qualified institution shall be eligible for student affiliation with the branch upon payment of fees established by the AAUW, state and branch board of directors. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members of the AAUW. Affiliates may not vote or hold office

ARTICLE IX. 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.

Section 3. Each member shall pay branch dues established at the annual meeting by a two-thirds (2/3) vote of those present and voting, provided written notice has been given to all members at least thirty (30) days prior to the meeting.

Section 4. Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped.

Section 5. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

Section 6. New members may join at any time; dues are payable upon joining. The AAUW and branch portions of dues paid by new members between January 1 and March 15 shall be one-half (1/2) the annual dues. State dues shall be the full annual amount.

Section 7. The annual budget shall be reviewed by the Administrative Committee, distributed to the members, and adopted by the membership no later than the date of the September meeting.

Section 7. No indebtedness in excess of fifty dollars (\$50.00) over amounts provided for in the budget shall be incurred by the branch except upon a recommendation of the Administrative Committee.

Section 8. The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

Section 9. 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 X. OFFICERS

Section 1. The elected officers shall be a President (facilitator or administrator), a Treasurer (finance officer), a Secretary, and at least three (3) other Administrative Committee members to share the duties required to operate the branch in pursuit of our purpose.

Section 2. The appointed officers could include Pence Re-Entry Scholarship Chair, Interest Group Coordinator, Newsletter Editor, Public Policy Chair, and Publicity Chair. Any of these positions could remain vacant in any given year. Appointed officers who are at an Administrative Committee meeting shall have voting privileges.

Section 3. Each office may be filled by one officer or co-officers. A lead name for the President and Finance Officer is necessary for AAUW business, and these names will be provided to AAUW.

Section 4. A member other than the contacts for administration and finance will be designated to record the minutes of each branch general meeting and branch board meeting.

Section 5. Officers and Administrative Committee members shall serve for a term of one year or until their successors have been elected or appointed and assume office. The term of office shall begin on July 1.

Section 6. Officers and Administrative Committee members may serve multiple terms if so elected.

Section 7. All vacancies in office shall be filled for the unexpired term by appointment by the Administrative Committee.

ARTICLE XI. DUTIES

Section 1. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of *Robert's Rules of Order, Newly Revised*.

Section 2. The President shall officially represent the branch in activities of AAUW. The President shall be responsible for submitting such reports and forms as required by AAUW and state by the designated deadlines and shall be responsible for the branch enrolling in the state insurance programs so that the branch will be in good standing each year.

Section 3. The Finance Officer shall be responsible for collecting, distributing, and accounting for the funds of the branch. They shall collect dues and forward them to AAUW and to the state at the time specified. The Finance Officer shall send money for AAUW Funds and the Legal Advocacy Fund as well as Tech Trek by specified deadlines. The Finance Officer shall keep separate ledgers for each type of account.

Section 4. The Secretary will record and keep minutes of all noticed board, membership, and special meetings. The minutes are emailed to the Administrative Committee members prior to the next Committee meeting. The minutes shall be made available upon request.

Section 5. All officers and chairs shall submit annual reports to the President.

ARTICLE XII. NOMINATIONS

Section 1. A nominating committee of three (3) members shall be appointed by the Administrative Committee, one of whom shall be a member of the Administrative Committee.

Section 2. Nominating committee members shall serve for one (1) year.

ARTICLE XIII. ELECTIONS

Section 1. The report of the nominating committee shall be sent to every member at least thirty (30) days before the election.

Section 2. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

Section 3. All elections shall be held at the annual meeting.

Section 4. Election shall be by ballot except when there is only one nominee for an office it shall be by voice vote. A majority vote of those present and voting shall constitute an election.

ARTICLE XIV. ADMINISTRATIVE COMMITTEE

Section 1. The Administrative Committee shall consist of at least six (6) elected officers. Appointed officers who are in attendance at an Administrative Committee shall have voting privileges (see Article X, Section 2).

Section 2. The Administrative Committee shall manage and supervise the business and activities of the branch subject to the instructions of the annual meeting. It shall have the power to create special committees and task forces as deemed necessary and to participate in the Interbranch Council, and perform such other duties as are specified by these bylaws.

Section 3. Meetings of the Administrative Committee shall be held at least four (4) times a year. Special meetings may be called by the President or upon the written request of two (2) members of the Administrative Committee. At least seven (7) days' notice of such meeting and its agenda shall be given to the members of the Administrative Committee.

Section 4. Between meetings of the branch Administrative Committee, a written or electronic vote of the Administrative Committee may be taken at the request of the President on any question submitted to the Committee in writing provided that every member of the 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 Administrative Committee meeting. The result of the vote shall be in the minutes of the next Administrative Committee meeting.

Section 5. The quorum for a meeting of the Administrative Committee shall be a majority of the voting members. Elected and appointed members are voting members. Co-officers shall be considered as one voting member of the Committee.

ARTICLE XV. AD HOC WORKING GROUPS

Section 1. The president may establish temporary, nonvoting *ad hoc* working groups as needed, with the consent of the Administrative Committee.

Section 2. These *ad hoc* working groups shall formulate programs and activities to carry out the mission of AAUW in the branch.

ARTICLE XVI. MEETINGS

Section 1. There shall be at least four (4) general membership meetings each year. Announcement regarding the day, place and hour of the meeting shall be made thirty (30) days prior to the meeting.

Section 2. An annual meeting of the branch shall be held in April, May, or June. The time and place shall be determined by the Administrative Committee.

Section 3. The annual meeting shall be to conduct business, including, but not limited to, electing officers, setting dues, amending bylaws if necessary. At this annual meeting, reports will be received from officers, committees, at hoc groups and task forces, giving directions to the Administrative Committee.

Section 4. Fifteen percent (15%) of the members of the branch shall constitute a quorum.

ARTICLE XVII. PROPERTY

Section 1. The title to all property, funds, and assets is vested in the AAUW Paradise Branch for the joint use of the 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. In the event of dissolution of AAUW Paradise Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XVIII. LOSS OF RECOGNITION

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

ARTICLE XIX. 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 branch 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 member is entitled

ARTICLE XX. AMENDMENT TO THE BYLAWS

Provisions of these Bylaws not governed by the Charter and Bylaws of AAUW or AAUW CA bylaws may be amended by a two-thirds (2/3) vote of those present and voting at the annual meeting or any regular meeting of the branch, provided notice of the proposed amendments shall have been given at the previous regular meeting or in writing to every member at least thirty (30) days in advance of the meeting.

Founded 1981

Bylaws adopted September 25, 1993

Amended March 1998

Amended April 2003

Mandatory amendment January 20, 2010

Amended May 21, 2011

Mandatory amendment May 14, 2012 (certified May 16, 2012 by AAUW CA)

Amended September 8, 2012

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