

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
OF NORTH PENINSULA, CALIFORNIA**

**ARTICLE I. NAME AND GOVERNANCE**

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

**Section 2.** Affiliate. AAUW North Peninsula is an Affiliate of AAUW as defined in Article V.

**Section 3.** Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate 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 Affiliate is to further AAUW purposes and policies.

**Section 2.** Policies and Programs. In keeping with this purpose, the Affiliate 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; other 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 3. 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' 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 national dues.
  - (b) **Fifty-Year Honorary.** An Individual Member who has paid AAUW dues for fifty years shall become a national 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 educational 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 a 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. Members 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 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 Affiliate 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 Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

#### **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

##### **Section 1. Nominations.**

- a. There shall be a nominating committee of at least three (3) members appointed by the board, with the president naming the committee chair.
- b. The term of service on the nominating committee shall be for one year (from time of appointment until the Affiliate 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 (14) days prior to the annual Affiliate meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

##### **Section 2. Elections.**

- a. All elections shall be held at the annual meeting.
- b. Nominations may be made from the floor at the time of the election, with the consent of the nominee.
- c. Elections shall be by ballot unless there is only one nominee for a given office, in which case election may be by a voice vote. Election shall be by a majority vote of those present and voting.
- d. The election format may be changed by the board to conform to changing state laws.

#### **ARTICLE IX. OFFICERS**

##### **Section 1. Officers.**

- a. The elected officers shall be a President, Treasurer and Secretary.

- b. The appointed officers shall be chairs of Membership, Program, Communications, and AAUW Funds; and Parliamentarian. They shall be appointed by the President with the assistance of the nominating committee and with the consent of the board.
- c. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The 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 officer shall be eligible to serve more than two (2) consecutive terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the board.
- 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/standing rules 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 Affiliate 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 Affiliate and for meeting specific deadlines.
- d. The secretary shall record and keep minutes of all noticed board, membership, and special meetings, and shall make the minutes available upon request.

**ARTICLE X. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected and appointed officers of the Affiliate, with the Parliamentarian serving as a non-voting member,

**Section 2. Administrative Responsibilities.** The board shall have the power to administer the affairs of the Affiliate, and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. The board shall have fiscal responsibility as outlined in Article XII, Financial Administration, Section 2.

**Section 3. Meetings.** Meetings of the board shall be held at least five (5) times per year at a time and place agreed upon by the board.

**Section 4. Special Meetings.** Special meetings may be called by the president and shall be called upon request of five (5) members of the board provided that at least fourteen (14) 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 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 XI. 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 XII. 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. Budget.** The annual budget shall be reviewed and adopted by the board of directors and published in the Affiliate newsletter no later than November.

**Section 4. Insurance.**

- a. The Affiliate is required to participate in the state insurance programs in order to participate in state sponsored activities and projects. The Affiliate must comply with all risk management requirements, state program directives, and all other requirements as outlined in state policy and procedures.
- b. The Affiliate must obtain separate insurance coverage for activities and projects not covered under the state insurance coverage.

## **ARTICLE XIII. MEETINGS**

**Section 1. Annual Meeting.** The Affiliate shall hold an annual meeting to conduct the business of the Affiliate, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held in between the months of March and May.

**Section 2. Membership Meetings.** The Affiliate shall hold at least one (1) meeting during the fiscal year. The Affiliate 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 five (5) members of the board or twenty percent (20%) of the Affiliate membership.

**Section 4. Meetings Notice.** Notice of meetings shall be sent to all members of the Affiliate at least fourteen (14) 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 members in good standing as of the date of the meeting.

**Section 6. Quorum.** The quorum shall be fifteen percent (15%) of the Affiliate membership.

#### **ARTICLE XIV. PROPERTY AND ASSETS**

**Section 1. Property and Assets.** The title to all property, funds and assets is vested in the Affiliate 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. Dissolution of Affiliate.** In the event of dissolution of the Affiliate all assets of the Affiliate shall be transferred and delivered to AAUW or to an AAUW-Affiliated entity designated by AAUW.

#### **ARTICLE XV. LOSS OF RECOGNITION**

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

#### **ARTICLE XVI. PARLIAMENTARY AUTHORITY**

The rules contained in the 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 these bylaws or those of AAUW or the state.

#### **ARTICLE XVII. INDEMNIFICATION**

Every board or committee member may be indemnified by the Affiliate 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 Affiliate board approves such settlement and reimbursement as being in the best interest of the Affiliate. 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 XVIII. AMENDMENTS TO THE BYLAWS**

**Section 1.** Mandated Amendments. Amendments required by AAUW or the state to bring Affiliate bylaws into conformity shall not require a vote of the Affiliate members.

**Section 2.** Prior Approval. Prior to being voted upon by the members, proposed changes to the Affiliate bylaws shall be submitted to the district representative on the state governance committee for approval.

**Section 3.** Affiliate Vote. Provisions of these bylaws not governed by the AAUW or state bylaws may be amended at an Affiliate meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least fourteen (14) days prior to the meeting.

*Date Last Amended by Affiliate Vote: February 8, 2016*