

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN/  
ORINDA-MORAGA-LAFAYETTE BRANCH  
COMMUNITY OUTREACH FUND, INC.**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of the organization shall be American Association of University Women/Orinda-Moraga-Lafayette Branch Community Outreach Fund, Inc. hereinafter known as the “Affiliate.”

**Section 2. Affiliate.** American Association of University Women/Orinda-Moraga-Lafayette Branch Community Outreach Fund, Inc. 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. The Affiliate is a non-profit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of the State of California for charitable purposes.

**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; 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 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. AFFILIATE MEMBERSHIP AND DUES**

### **Section 1. Affiliate Membership.**

- a. Members of the American Association of University Women, Orinda, Moraga, Lafayette Branch, Incorporated, a non-profit PUBLIC BENEFIT CORPORATION for PUBLIC PURPOSES [AAUW, OML Branch 501(c)(4)] SHALL BE members of this Affiliate.
- b. Members of this Affiliate SHALL BE the members of the AAUW, OML Branch 501(c)(4).

### **Section 2. Dues.**

There are no Affiliate membership dues.

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

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

- a. The nominating committee of this Affiliate will be the same nominating committee of the AAUW, OML Branch 501(c)(4).
- b. The names of the nominees for elected office shall be published and sent to every member at least 14 days prior to the annual Affiliate meeting.
- c. Nominations may be made from the floor with the consent of the nominee.

## **Section 2. Elections.**

- a. Elections shall be held at an annual Affiliate 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, Meetings.
- 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 shall be the following elected officers of the AAUW, OML Branch 501(c)(4): President, President-elect, Secretary, Finance Vice President, AAUW Fund Vice President.
- b. The appointed officers shall be the following appointed officers of the AAUW, OML Branch 501(c)(4): Tech Trek Chair, Scholarships Chair, STEM Conference Chair, and Community Projects Chair.
- 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 elected office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office. In unusual circumstances, an officer or co-officers may serve one additional term.
- 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 a single officer or co-officers. Officers/co-officers shall each have a vote.

### **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 Affiliate and shall be responsible for submitting such reports and forms as required by AAUW and the state.
- c. The vice presidents shall perform such duties as the president and the board shall direct and as specified in Affiliate policies and job descriptions.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the Affiliate and for meeting all governmental and AAUW required financial filing deadlines.
- e. The secretary shall record and keep minutes of all noticed board, membership, and special meetings, and shall make the minutes available upon request.
- f. All officers and chairs shall submit annual reports to the president.

## **ARTICLE XI. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected officers and appointed officers as specified in Article X. Sections 1a and 1b. The total number of board of directors shall be a minimum of 5 and a maximum of 18 elected and appointed positions.

**Section 2. Administrative Responsibilities.** The board shall have the power to administer affairs of the Affiliate and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the Affiliate 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 three (3) 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 2 members of the board provided that at least 5 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 40% of the voting members.

**Section 6. Voting Between Meetings.** Between meetings of the Affiliate 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 special committees as needed with consent by the board. Chairs shall select members of their committees in consultation with the President.

**Section 2. Purpose.** With the approval of the board, each 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 \$200 over amounts provided for in the budget shall be incurred by any Affiliate member 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 the October general meeting.

### **Section 4. Insurance**

- a. The Affiliate is required to participate in the AAUW CA insurance programs in order to participate in AAUW CA sponsored activities and projects. The Affiliate 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 Affiliate 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 Affiliate shall hold an annual meeting to conduct the business of the Affiliate, including but not limited to, electing officers, amending bylaws and receiving reports. This meeting shall be held between March 1 and May 31.

**Section 2. Membership Meetings.** The Affiliate shall hold at least two (2) meetings 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 three (3) members of the board or 10% percent of the Affiliate membership.

**Section 4. Meetings Notice.** Notice of membership meetings shall be sent to all members of the Affiliate at least 10 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 15% percent of the Affiliate membership.

## **ARTICLE XV. 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 XVI. AMENDMENTS TO THE BYLAWS**

Provisions of these bylaws not governed by the AAUW bylaws may be amended at a membership 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 Revised by Board Vote: May 9, 2017