



**BYLAWS
AMERICAN ASSOCIATION
OF UNIVERSITY WOMEN
REDLANDS BRANCH**

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Redlands is an Affiliate of the 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 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 logo 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’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 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 education 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 have 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 the 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

The 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. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of seven members, six elected in April each year. The chairperson will be the immediate past president of the Affiliate.
- b. The term of service on the nominating committee shall be for two years for a maximum of one term or until a member's successor is elected. Three members shall be elected to the committee in even numbered years and three members in odd numbered years.
- c. At least one member of the nominating committee shall be a member of the board and all committee members shall have been an active member of the Affiliate for two years minimum.
- d. The names of the nominees for elected officers, three at-large board members and the nominating committee shall be published and sent to every member at least 30 days prior to the annual Affiliate meeting as defined in Article VIII, Section 2.
- e. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

- a. Elections shall be held at the 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 present.
- c. 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 for the Affiliate shall be the president, president-elect, program vice president, membership vice president, hospitality vice president, communications vice president, secretary, and treasurer.
- b. President and president-elect shall serve for a term of one year or until their successors have been elected or appointed. The vice-presidents, secretary and treasurer shall each serve a term of two years. Term of office shall begin on July 1.
- c. The incoming president may call a meeting of the incoming officers prior to July 1.
- d. No elected officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than one consecutive term in the same office.
- e. All officer vacancies 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. The following officers shall be elected in even years: membership vice president, secretary and treasurer. The following officers shall be elected in odd years: program vice president, hospitality vice president, and communications vice president.

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.
- c. The vice-presidents shall perform such duties as the president and the board shall direct and as specified in the Affiliate's policies and procedures.
- d. The treasurer shall be responsible for collecting, distributing and accounting for the funds of the Affiliate and for meeting specific deadlines.
- e. The secretary shall record and keep minutes of all noticed board, Affiliate-membership and special meetings and shall make the minutes available upon request. In the event of the absence of the secretary, one will be appointed for the meeting.
- f. All officers shall submit annual reports to the president.

ARTICLE X. AT LARGE BOARD MEMBERS AND APPOINTED CHAIRS

Section 1. At Large Board Members

- a. Three at large board members will be elected by the Affiliate members and serve for a term of one year.
- b. An eligible at large board member will have been a member of the Affiliate for at least two years.

c. At large board members will attend board meetings to represent the membership of the Affiliate.

Section 2. Appointed Chairs

a. The appointed chairs shall be for the AAUW programs, community action projects, and interest groups and shall be appointed by the president with the consent of the voting members of the board of directors.

b. The president with the consent of the voting board of directors shall establish committees as needed.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Composition The voting members of the board of directors shall comprise the elected officers and three elected at large board members. The president shall have the right to vote in voice, ballot and roll-call votes. The non-voting members of the board of directors shall comprise the appointed chairs and the parliamentarian.

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

Section 3. Meetings Meetings of the board shall be held at least three times a year at a date, time and place agreed upon by the board.

Section 4. Special Meetings Special meetings may be called by the president upon written request of six voting members of the board provided that at least 10 calendar days' notice of at which such meeting and its agenda have been given to all members of the board.

Section 5. Quorum The quorum for a meeting of the board shall be a simple majority of the voting members. Voting may be by any means permitted under state law. Motions will pass by a simple majority of voting board members present.

Section 6. Voting Between Meetings Between board meetings, a written, telephonic or email 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 recorded in the minutes of the next board meeting.

Section 7. Removal from Office A member of the board of directors may be removed for cause by a two-thirds vote of the voting board in accordance with the policies and procedures adopted by AAUW and must be approved by a majority of the membership in attendance at a branch meeting.

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 or other financial accounting framework as allowed by federal, state and local laws. The Affiliate will review its accounting records annually (see Policies and Procedures 5.1.5). No indebtedness in excess of \$1,000 shall be incurred by the Affiliate except with the approval of the Affiliate membership.

Section 3. Budget The annual budget shall be reviewed by the board of directors, published in the Affiliate newsletter, and adopted by the membership no later than the April branch meeting.

a. Budget amendment. A proposed amendment to the budget shall be reviewed by the board of directors and published in the Affiliate newsletter and adopted by the membership at an Affiliate meeting a month subsequent.

b. Reallocating funds. The budget may be amended with Affiliate approval to reallocate (transfer) funds from the General Fund to the Mission Fund. All funds in the Mission Fund are restricted for specific purposes and cannot be transferred to or used for General Fund purposes.

c. Change to budgeted line items. A change in a budgeted line item may be made by approval of the board without approval of the Affiliate membership, if the change does not alter any fund's gross revenues or expenses.

Section 4. Insurance

a. The Affiliate is required to participate in the AAUW state insurance programs in order to participate in AAUW state sponsored activities and projects. The Affiliate must comply with all risk-management requirements, AAUW state program directives and other requirements as outlined in AAUW state policy and procedures.

b. The Affiliate must obtain separate insurance coverage for activities and projects not covered under the AAUW state insurance coverage.

Section 5. Compliance with Federal, State and Local Taxing Authorities The board of directors of the Affiliate will ensure that all applicable tax-filing requirements are met in a timely manner which includes the following:

a. Form 990 annually filed with the Internal Revenue Service;

b. Form 109 annually filed with the California Franchise Tax Board;

c. Form RRF 1 annually filed with the California Attorney General;

d. Form CT NRP 1 and CT NRP 2 annually filed with the California Attorney General, if the Affiliate engages in fund raising through opportunity drawings, raffles or similar activities;

e. and any other state or local filing requirements.

ARTICLE XIII. MEETINGS

Section 1. Membership Meetings The Affiliate shall hold at least three meetings of members during the fiscal year. The board shall determine the time and place for these meetings.

Section 2. Annual Meeting The Affiliate shall hold an annual meeting to conduct the business of the Affiliate, including but not limited to electing officers, at large voting board members and nominating committee members; approving the budget; establishing dues; amending bylaws and receiving reports. This meeting shall be held between the months of March and May.

Section 3. Special Meetings Special meetings may be called by the president or shall be called by the president at the written request of six voting members of the board or 20 Affiliate members with at least 14 calendar days' notice, including the agenda.

Section 4. Meeting Notices Notice of meetings shall be sent to all members of the Affiliate at least 14 calendar days prior to the meetings.

Section 5. Voting Those eligible to vote at any meeting of members will be notified by the board in advance of the vote mechanism to be used; for instance, voice, electronic or otherwise, but always consistent with state law. A voting member shall be in good standing with no outstanding national or state dues. A majority vote is required to pass a motion.

Section 6. Quorum The quorum shall be 10 percent of the Affiliate membership, which must be present for business to be validly transacted.

ARTICLE XIV. PROPERTY

Section 1. Title The title to all property, funds and assets of the Affiliate is vested in the Affiliate for the joint use of 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 the dissolution of the Affiliate, all assets of the Affiliate shall be transferred and delivered to AAUW, a 501(c)(3) organization, or to a AAUW affiliated entity designated by AAUW, as long as such affiliated entity is a 501(c)3.

ARTICLE XV. LOSS OF RECOGNITION

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

ARTICLE XVI. INDEMNIFICATION OF AFFILIATE MEMBERS

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 member of the board or committee is entitled.

ARTICLE XVII. AMENDMENT OF NON AAUW-MANDATED BYLAWS

Section 1. Affiliate Vote Provisions of these bylaws not governed by the AAUW or State bylaws may be amended at a meeting of members by a two-thirds vote of those present, provided written notice was sent to the members at least 30 days prior to the meeting.