

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN,  
MONTEREY PENINSULA BRANCH, Inc.  
CALIFORNIA**

The name of this organization shall be the American Association of University Women, Monterey Peninsula Branch, Inc. California, hereinafter called the branch.

**ARTICLE II. GOVERNMENT**

The *Charter and Bylaws of the American Association of University Women*, hereinafter called the Association or AAUW, shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the *AAUW Charter and Bylaws*. Every amendment to the bylaws of the Association shall become effective and binding on this branch.

**ARTICLE III. PURPOSE**

The purpose of this branch shall be to unite graduates of different educational institutions in order to promote equity, education, intellectual growth, individual worth, and development of opportunities for women and girls.

The branch shall:

- a. contribute to the growth and advancement of the Association and the AAUW Educational Foundation;
- b. participate in the development and promotion of AAUW policies and program through study, action and public policy advocacy in areas related to its purpose, including community, cultural interests, education, and international relations;
- c. support branch needs and promote positive societal change in the community;
- d. cooperate in AAUW regional, state, and interbranch work.

**ARTICLE IV. USE OF NAME**

**Section 1.** The policies and program of the Association and the state shall be binding on all members and branches, and no member or branch shall use the name of the Association to oppose such policies or program. Established channels may be used to change a policy or program.

**Section 2.** The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

**Section 3.** Reference to membership in AAUW by an individual shall be interpreted as use of name in application of Section 1.

**Section 4.** On any matter on which the Association has no policy, the only action that may be taken by a member or branch in the name of the Association is to use the established channels to effect the formulation of a policy.

**Section 5.** Violation of the use of name shall result in

- a. member's suspension for one year or expulsion from membership or
- b. loss of recognition of a branch.

## **ARTICLE V. MEMBERSHIP**

**Section 1.** Individuals eligible to be admitted to membership are those holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution, a degree from a foreign institution recognized by the International Federation of University Women (IFUW), or a foreign degree acceptable as a basis for admission by graduate schools at qualified universities of the U.S.A. and who have paid dues (Association + state + branch dues) on or before July 1 annually. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch. The branch member shall be entitled to vote, hold office, participate in all branch activities and programs, and receive the publications distributed to all members.

**Section 2.** Paid life members of AAUW, as defined in the *AAUW Charter and Bylaws*, Article IV Section 3.a. (5) (a), who are branch members are required to pay annual state and branch dues.

**Section 3.** Any branch member who has paid Association dues for fifty (50) years shall become a Fifty-Year Honor Life Member and shall thereafter be exempt from payment of Association dues and may be exempt from payment of Association, state and branch dues.

**Section 4.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by the Association, state, and branch boards of directors.

Student affiliates may attend branch, state, and Association meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

## **ARTICLE VI. FINANCIAL ADMINISTRATION**

**Section 1.** The fiscal year shall correspond with that of the Association and shall begin on July 1.

**Section 2.** Changes in branch dues shall be established at the annual meeting by a two-thirds vote of those present and voting, provided written notice has been given to all the members 30 days prior to the meeting.

**Section 3.** Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped from membership.

**Section 4.** Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

**Section 5.** A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the U.S.A., may attend branch meetings without vote.

**Section 6.** New members may join at any time. Dues are payable upon joining. The Association portion of dues paid by new members between January 1 and March 15 shall be one-half the annual Association dues. The branch board of directors may set a reduction for branch dues.

**Section 7.** The annual budget shall be adopted by the board of directors and notice of same shall be given to the branch for approval.

**Section 8.** The branch board of directors shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. Branch members shall be notified yearly of their right to a copy of the financial report.

**Section 9.** The branch shall conduct an annual financial review.

## **ARTICLE VII. OFFICERS**

**Section 1.** There shall be officers or co-officers to fulfill the functions of administration, program, membership, public policy, finance, Educational Foundation, Legal Advocacy and communications.

**Section 2.** The elected officers shall be a president, or official representative, membership vice-president, secretary and treasurer.

**Section 3.** The appointed officers shall be Directors for: LAF, EF, Local Scholarships, Public Policy, Communications (newsletter editor) and Programs. They shall be appointed by the President with consent of the Board of Directors.

**Section 4.** Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

**Section 5.** No elected officer shall be eligible to serve more than two consecutive terms in the same office. No appointed officer, with the exception of Programs, Local Scholarships, Public Policy and Communications shall be eligible to serve more than two consecutive terms in the same office.

**Section 6.** The incoming president may call a meeting of the incoming officers prior to July 1.

**Section 7.** A vacancy in office, excluding the president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president shall be filled by the membership vice-president, secretary or treasurer, in respective order.

## **ARTICLE VIII. DUTIES OF OFFICERS**

**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.** All officers shall submit an annual written or electronic report to the president.

**Section 3.** 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 the Association and the state.

**Section 4.** The Directors shall perform such duties as the president and board shall direct.

**Section 5.** The secretary shall record and keep minutes of all business and special meetings.

**Section 6.** The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and

properly remit them to the Association and the state by the specified deadline. The treasurer shall send moneys for the Educational Foundation, including the Legal Advocacy Fund, by the specified deadlines and shall keep separate ledgers for each type of account.

## **ARTICLE IX. NOMINATIONS**

**Section 1.** There shall be a nominating committee of three members, elected as follows: two representatives elected by the membership and one member elected by the board of directors. One of the committee shall be appointed chair by the President.

**Section 2.** Members shall serve a term of two years for a maximum of two consecutive terms

## **ARTICLE X. ELECTIONS**

**Section 1.** The names of the nominees shall be published and sent to every member at least 30 days before the annual meeting.

**Section 2.** Nominations may be made from the floor with the consent of the nominee.

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

**Section 4.** Elections shall be by ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

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

**Section 1.** The board of directors shall include the elected officers and the following appointed directors of the branch: Membership, LAF, EF, Local Scholarships, Public Policy, Communications, and Programs. All elected officers and appointed directors constitute the voting members of the board. There shall be no fewer than ten (10) and no more than fifteen (15) directors for any fiscal year.

**Section 2.** The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by the Association and the state.

**Section 3.** Meetings of the board shall be held at least seven times per year.

Special board meetings may be called by the president and shall be called upon the request of 25% voting members of the board.

**Section 4.** A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the board provided that every voting member shall have an opportunity to vote on the question submitted. Voting will close by a specified time. The votes shall be returned to the secretary. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at a board meeting. The result of the vote shall be recorded in the minutes of the next board meeting.

**Section 5.** The quorum of the board shall be a majority of its voting members. Co-officers and directors sharing a single portfolio shall be considered as one voting member of the board.

## **ARTICLE XII. MEETINGS**

**Section 1.** There shall be at least seven general membership meetings each year.

**Section 2.** The general membership meeting held between April 1 and May 31 shall be designated the annual meeting, the exact date, time and place to be determined by the board.

**Section 3.** The annual meeting shall be to conduct business including but not limited to receiving reports, reviewing the budget and the financial report, electing officers, establishing dues, amending bylaws, and giving directions to the board.

**Section 4.** Special meetings may be called by the president or shall be called by the president on the written request of 25% of the voting members of the board of directors or 10% percent of the branch membership.

**Section 5.** The quorum shall be 15 % of the branch membership.

## **ARTICLE XIII. CONVENTIONS**

Delegates and alternates to AAUW and state conventions, as described in Association and state bylaws, shall be elected by the branch and certified by the president.

## **ARTICLE XIV. PROPERTY**

**Section 1.** The title for all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch 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. The branch shall have complete control over the acquisition, administration and disposition of its property without consent of the Association, except that such property shall not be used for any purposes contrary to those of the Association.

**Section 2.** In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

## **ARTICLE XV. FORFEITURE OF BRANCH STATUS**

Article XII of the *AAUW Charter and Bylaws* contains the provisions and conditions under which a branch may be discontinued.

## **ARTICLE XVI. 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 these bylaws or those of the Association or the state.

## **ARTICLE XVII. INDEMNIFICATION**

**Section 1. Liability.** Subject to any limitations contained in the California Corporations Code, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any volunteer director or officer of the corporation based on any alleged failure to discharge the person's duties as a volunteer director or officer if the duties are performed in accordance with the standards of conduct provided for in the California Corporations Code.

**Section 2. Indemnification.**

- (a) **Right of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as

used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

- (b) Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting shall authorize the indemnification.

## **ARTICLE XVII. AMENDMENTS TO THE BY-LAWS**

**Section 1.** Amendments required by the Association to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by its articles of incorporation.

**Section 2.** Prior to being voted on, all other proposed amendments to the branch bylaws shall be sent to the state bylaws chair for approval.

**Section 3.** Provisions of these bylaws not governed by the *Association Charter and Bylaws* may be amended by a two-thirds vote of those present and voting at a general membership meeting provided written notice shall have been given to every member at least 30 days prior to the meeting.

Last proposed amendments by vote of the board. Jan. 08, 2009