

REDLANDS BRANCH BYLAWS

Revised March 1, 2011

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ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the Redlands California Branch of AAUW, hereinafter called the branch.

Section 2. Governance. The bylaws of the American Association of University Women, hereinafter called AAUW, and the bylaws of the American Association of University Women of the State of California, Inc., hereinafter called the state, shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the AAUW or state bylaws.

Section 3. Affiliate of AAUW. The branch is granted its charter as an Affiliate of AAUW thus qualifying it as tax-exempt under IRS section 501 (c) (4) as a social welfare organization, and shall govern itself accordingly.

Section 4. IBC. As a member of the Southeast District Interbranch Council, this branch may join with other council branches to speak with one voice on issues of this area in accordance with rules established for taking united action.

ARTICLE II. PURPOSE

The purpose of this branch shall be to further AAUW’s mission to advance equity for women and girls through advocacy, education, philanthropy, and research.

ARTICLE III. USE OF NAME

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

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

Section 3. Violations. Violation of the use of AAUW’s name shall result in action taken in accordance with AAUW policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership

- a. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, and who have paid dues (national + state + branch dues) are eligible to be admitted to membership in this branch. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in activities and programs and receive the publication distributed to all branch members.
- b. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch and state dues.
- c. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.

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- d. 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 AAUW, state and branch boards of directors. Student affiliates may attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 2. Dues

- a. Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 30 days prior to the meeting.
- b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch dues to become members of the branch.
- c. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, state and branch dues.
- d. 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 USA, may attend branch meetings without vote.
- e. New members may join at any time. Dues are payable upon joining. The national, state and branch portion of the dues paid by new members for less than a full year is determined by AAUW, state, and branch policy.
- f. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of 7 members, elected in April each year.
- b. The term of service on the nominating committee shall be for 2 year(s) for a maximum of 1 term or until their successor is elected. Four 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 committee shall be a member of the Board at the time of election and all committee members shall have been an active member of the branch for two years minimum.
- d. The committee shall actively recruit candidates during the year to present a slate of candidates at the March branch meeting as well as to publicize in Branches and Twigs and other available means.
- e. Five members of the committee shall constitute a quorum.
- f. Vacancies on the nominating committee shall be filled by the Board until the next general election.

Section 2. Elections

- a. The names of the nominees for elected office and the Nominating Committee shall be published and sent to every member at least 30 days prior to the annual branch meeting.
- b. Elections shall be held at the annual branch meeting in April.
- c. Nominations may be made from the floor with the consent of the nominee at the April meeting.
- d. 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.
- e. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XI.

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The elected officers for the branch shall be the president, president-elect, (1st) program vice-president, (2nd) membership vice president, recording secretary, corresponding secretary, and treasurer.
- b. The appointed officers shall be appointed by the president with the consent of the Executive Committee and shall be Community Action Project, AAUW Funds, Education Opportunity Fund Chair and Legal Advocacy Chair, Public Policy, Interbranch Council Representative, Bylaws, Long Range Planning, Meeting Arrangements, News Letter Editor, Parliamentarian, Public Information, Reservations, Local Scholarship, and Math Science Conference.

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- c. The president and vice presidents shall have been members of the branch for at least three years and shall have been active on the Board or in the branch for at least one year at the time s/he takes office; the president elect shall have been a member of the branch for at least two years and shall have been an active member of the Board or in the branch for at least one year at the time s/he takes office. The recording secretary, corresponding secretary and the treasurer shall have been members of the branch for one year at the time they take office.
- d. Officers shall serve for a term of one year or until their successors have been elected with the exception of Branch Officers specified for two year terms in the Year Book. Term of office shall begin on July 1. The incoming president may call a meeting of the incoming officers prior to July 1.
- e. No 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.
- f. 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 1st vice president.
- g. Each office may be filled by an officer or co-officers.
- h. The following officers shall be elected in even years: membership vice-president, recording secretary and treasurer. The following officers shall be elected in odd years: program vice-president, and corresponding secretary.

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 branch and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The vice president(s) shall perform such duties as the president and the board shall direct and as specified in branch policies and job descriptions.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.
- e. The secretary shall record and keep minutes of all board, membership, and special meetings.
- f. All officers and chairs shall submit annual reports to the president.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and the appointed officers in Article VI 1. a. and b.

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

Section 3. Meetings. Meetings of the board shall be held at least ten 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 five members of the board provided that at least ten calendar 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 ten voting members. Co-officers shall be considered as one voting member of the board.

Section 6. Voting Between Meetings. Between meetings of the branch 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 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 any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

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ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers and the AAUW Funds Chairs, with the parliamentarian serving as a non-voting member.

Section 2. Duties. The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

Section 3. Meetings. Meetings of the executive committee shall be held on the call of the president or by written request of two of its members.

Section 4. Quorum. The quorum of the executive committee shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

Section 5. Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to the executive committee in writing provided that every voting member of the executive 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 executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

ARTICLE IX. COMMITTEES

Section 1. Establishing Committees. The president may establish 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 X. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1.

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 \$750.00 over amounts provided for in the budget shall be incurred by any branch member except upon approval of the board as well as a majority vote of the members at a regular meeting of the branch at which a quorum is present.

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

Section 4. Insurance. The branch is required to participate in the state insurance programs in order to participate in state sponsored activities and projects. The branch must comply with all risk management requirements, state program directives and other requirements as outlined in state policy and procedures.

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

ARTICLE XI. MEETINGS

Section 1. Membership Meetings. The branch shall hold at least ten meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 2. Annual Meeting. The April meeting shall be for the purpose of electing officers, receiving reports of officers and committees and for such other business as may arise.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at

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the written request of five members of the board or twenty members with at least 14 calendar days notice including the agenda.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the branch at least fourteen calendar days prior to the meetings.

Section 5. Quorum. The quorum shall be forty members of the branch.

ARTICLE XII. PROPERTY

Section 1. Title. The title for all 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 severance 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 the consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

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

ARTICLE XIII. LOSS OF RECOGNITION

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

ARTICLE XIV. 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 AAUW or those of the state.

ARTICLE XV. 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 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 is entitled.

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

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

Section 2. Prior Approval. All other proposed amendments to the branch bylaws shall be sent to the district representative on the state bylaws committee for approval before the call for the branch vote.

Section 3. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least thirty days prior to the meeting.

Date Last Amended: Revised March 1, 2011

Adopted: 1948

Amended: 1974, 1975, 1976, 1977, 1978, 1979, 1980, 1981,
1982, 1984, 1985, 1987, 1989, 1992, 1993, 1995,
1996, 1997, 1998, 2000, 2003, 2004, 2005, 2007,

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2008, 2009, 2011

REDLANDS BRANCH STANDING RULES

Standing rules are those that directly affect members of the branch. A committee of board members appointed by the president and chaired by the parliamentarian or bylaws chair should review them annually. Standing rules can be amended by a majority vote at a branch meeting if previous notice has been given or by a two-thirds vote if no notice has been given. Standing rules will be published annually in the branch directory or newsletter. Branch members may recommend other standing rules as needed.

Programs/Events/General Meetings

1. General meetings shall be accessible to the handicapped. No meetings shall be scheduled on Easter, Christmas, Passover, Rosh Hashanah (2 days), Yom Kippur, Hanukkah or any major holiday of significance to religious or ethnic groups within the geographical area of the branch. All Jewish holidays begin at sundown the day before.
2. All general meetings are open to interested members of the public.
3. When a branch activity requires prior reservations any person who fails to cancel a reservation in time for the branch to recover its cost will remain responsible to pay for the reservation.
4. There shall be no smoking at any branch program or event.
5. Members shall neither sell tickets to non-AAUW events nor advertise them during branch programs or events.

Membership

1. Prospective members who are eligible to join may attend two programs, events or interest group meetings before being asked to join.
2. Members must pay dues before June 30 to be included in the yearly branch directory.

Branch Directory/Newsletter/web site

The branch directory/ newsletter /web site shall be used exclusively for communication on AAUW matters among the branch members. They shall not be used for solicitation of any kind.

Board Meetings

All board meetings are open to branch members. If a branch member attending a board meeting wishes to speak, s/he will have the courtesy to notify the president in order to be put on the agenda.

Interest Groups

With the approval of the board of directors, any member may form a new interest group provided that its meetings will not conflict with other scheduled branch meetings and provided that it is open to all members.

Fund Raising

The branch will neither raise funds for nor donate funds to any organization outside of AAUW unless such activity has been approved in advance by the Branch Board of Directors.

Election Activities of Individual Branch Members

1. An individual member may endorse, as a private citizen, candidates for appointive or elective office, partisan or non-partisan, but such endorsement shall not use the name of AAUW. The individual member endorsement shall not include any mention of her/his AAUW membership.
2. As a candidate for any office, a member may declare membership in AAUW as long as she or he is not opposing any AAUW program or policy. Declaring one's AAUW membership opposing an AAUW position violates the Association Use of Name policy.

Electronic Privacy

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Without the permission of members, electronic communications will not contain personal contact information. It is the responsibility of individual members who submit articles to the web site to include only that personal information about themselves that they are willing to have distributed electronically.