

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF POWAY PENASQUITOS

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Poway-Peñasquitos is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this 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 for which 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 is organized and for which it shall at all times be operated are exclusively religious, charitable, scientific, literary and educational within the meaning of Code Section 501(c)(3) or the 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 logos 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 (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 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 educational 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 has 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 this 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

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. AFFILIATE MEMBERSHIP AND DUES

Section 1. Affiliate Membership.

- a. A member of National AAUW, as defined in Article IV, may become a member of the Affiliate upon payment of Affiliate dues.
- b. All Affiliate members are required to be members of the American Association of University Women of the State of California, Inc., hereinafter called AAUW CA, in order for the Affiliate to be eligible for AAUW CA insurance and programs.

Section 2. Dues. (See also Article IV, Section 4.)

- a. Changes in Affiliate dues shall be determined by the Board and presented and approved at the annual meeting by two-thirds vote of those members present provided notice has been given to the members 60 days prior to the meeting.
- b. Affiliate dues for college/university representatives shall be set by the board. AAUW CA dues are waived for college/university representatives.
- c. AAUW paid Life Members, as defined in Article IV, Section 2-a-(4)-(a), are not exempt from payment of AAUW CA and Affiliate dues.
- d. Fifty-Year Honorary Members as defined in Article IV, Section 2-a-(4)-(b) shall be exempt from the payment of national AAUW, AAUW CA and Affiliate dues.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee of four members as follows: two shall be board members and two general members. The Parliamentarian should call the first meeting. The nominating committee shall be formed no later than January.
- b. The term of service on the nominating committee shall be for one year (from time of appointment or election) for a maximum of one consecutive term.
- c. The names of the nominees for elected office shall be published and sent to every member at least 30 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. 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 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, Meeting.
- 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 for the Affiliate shall be President, Vice Presidents for program and membership, Secretary and Treasurer.
- b. The appointed officers shall be Public Policy, AAUW Funds, Communications, Parliamentarian, Diversity, Equity and Inclusion (DEI), and such other officers as deemed necessary. They shall be appointed by the President with the consent of the board.
- 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 office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office.
- e. All vacancies in office with the exception of the President, shall be filled for the unexpired term by the board. A vacancy in the office of President shall be filled by the Vice Presidents in the order listed in Section 1.a
- f. Each office may be filled by a single officer or co-officers.

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 required governmental and AAUW 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 updated reports to the President at each board meeting.

ARTICLE XI. BOARD

Section 1. Composition. The Board shall include the elected officers and the following appointed officers: Public Policy Chair, AAUW Funds chair, Communications Chair, Diversity, Equity and Inclusion (DEI) with the Parliamentarian and committee chairs serving as a non-voting member.

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 quarterly 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 three members of the board provided that at least seven 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 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 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 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 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.

Section 3. Budget. The board shall adopt an annual budget for presentation to the Affiliate membership no later than the October meeting.

Section 4. Insurance.

a. The Affiliate is required to participate in the AAUW CA insurance program 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, establishing dues, amending bylaws and receiving reports. This meeting shall be held between the months of March 1 and April 30 with the exact time and place to be determined by the board.

Section 2. Membership Meetings. The Affiliate shall hold at least two 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 twenty-five percent of the members of the Board or ten percent of the Affiliate membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the Affiliate at least seven 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 twenty 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 (see Article VII) or AAUW CA 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 seven days prior to the meeting.

