

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF GREATER WHITTIER AREA

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Greater Whittier Area 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 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 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. BRANCH MEMBERSHIP AND DUES; the Branch is defined as the Affiliate, Greater Whittier Area American Association of University Women, and is a California 501(c)(3) nonprofit public benefit corporation. It may hereinafter be referred to as the Affiliate, GWA-AAUW, the Branch or, the Branch/Corporation.

Section 1. Branch Membership.

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

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

- 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. Branch dues for College/University representatives shall be set by the board. AAUW California dues are waived for College/University representatives.
- c. AAUW paid life members, as defined in Article IV, Section 4-b-(i) are not exempt from payment of AAUW California and Branch dues.
- d. Fifty-Year Honorary Members as defined in Article IV, Section 4-b-(ii) shall be exempt from the payment of AAUW, AAUW California, and Branch dues.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee of five members, elected or appointed, as follows: past president (who serves as committee chairman) and four members from the membership.
- b. The term of service on the nominating committee shall be from time of appointment until the Branch election.
- c. The names of the nominees for elected officers shall be published and sent to every member at least 30 days prior to the annual Branch 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 Branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election shall be by a voice vote. Election shall be a majority vote of those voting.
- c. Mail ballots or voting may be used for the elections provided the number of members voting meets the quorum stated for meetings in Article XIV.
- 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 Branch/Corporation shall be, at a minimum, a president, president-elect, recording secretary, treasurer, and directors of the Myra Long Scholarship Fund Committee. They may also include program vice president, hospitality vice president, membership vice president, AAUW Fund vice president, public policy chair, parliamentarian, corresponding secretary, and immediate past president. They shall be elected by the board from among its directors at each annual meeting of the board.
- b. The appointed officers shall include, but not be limited to, math/science chair, local scholarship chair, Tech Trek coordinator, sections coordinator, newsletter editor and financial reviewer. They shall be appointed by the president with 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. Officers of the Branch/Corporation board may also be officers of the Myra Long Scholarship Fund Committee, a “standing committee of the board.”
- e. All vacancies in office shall be filled for the unexpired term by the board.
- f. Each office may be filled by an officer/director or co-officer/co-director.

Section 2. Duties.

- a. Officers/directors 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 *Robert’s Rules of Order Newly Revised*.
- b. The president shall be the official spokesperson and representative for the Branch/Corporation and shall be responsible for submitting such reports and forms as required by AAUW and the state.
- c. The president-elect and/or vice presidents shall perform such duties as the president and the board shall direct and as specified in Branch/Corporation policies and job descriptions.
- d. The finance officer shall be responsible for collecting, distributing and accounting for the funds of the Branch/Corporation and for meeting all governmental and AAUW required deadlines.
- e. The recording secretary shall record and keep minutes of all noticed board, Branch/Corporation, membership and special meetings, and shall make the minutes available upon request.
- f. The corresponding secretary shall handle all communications.
- g. All officers/directors and chairs shall submit annual reports to the president.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Branch/Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

Section 2. Composition. The board of directors shall include the elected officers as noted in Article X, Section 1 (a) and the appointed officers as noted in Article X, Section 1 (b).

Section 3. 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/Corporation between membership meetings. The board shall have fiscal responsibility as outlined in Article XIII, Financial Administration, Sections 2 and 3.

Section 4. Meetings. Meetings of the board shall be held at least nine (9) times a year at a time and place agreed upon by the board.

Section 5. Special Meetings.

- a. Special meetings may be called by the president or upon written request of two (2)

board members provided that at least four (4) days notice of such meeting and its agenda have been given to the members of the board.

- b. Directors may participate in a meeting of the board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Corporate Code Sections 20 and 21).

Section 6. Quorum. The quorum for a meeting of the board shall be a majority of the voting members. Each co-officer shall have one vote. Except as specifically provided in these bylaws or in the California Nonprofit Public Benefit Corporation Law, every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board.

Section 7. Voting Between Meetings. Between meetings of the Branch/Corporation board, the president may request a written, conference telephone call, or electronic vote of the board on any question submitted to the board in writing provided that every voting board member shall have the opportunity to vote. If a majority shall vote on any question 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 8. 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.

Section 9. Resignations. Any officer/director may resign by giving written notice to the president or the secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no director may resign if the Branch/Corporation would be left without a duly appointed director or directors.

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 (GAAP) 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 Branch/Corporation general membership no later than the September Branch meeting.

Section 4. Liability. No volunteer director or officer shall be liable to third parties if the volunteer director or officer has met the requirements for good faith performance of his or her duties prescribed by the California Nonprofit Public Benefit Corporation Law, and the Branch/Corporation has met its duties relative to insurance required by the California Nonprofit Public Benefit Corporation Law.

Section 5. Insurance.

- a. The Branch/Corporation is required to participate in the AAUW California insurance programs in order to participate in AAUW California sponsored activities and projects. The Branch/Corporation must comply with all risk management requirements, AAUW California program directives and all other requirements as outlined in state policy and procedures.
- b. The Branch/Corporation must obtain separate insurance coverage for activities and projects not covered under the AAUW California insurance coverage.

ARTICLE XIV. BRANCH/CORPORATION MEETINGS

Section 1. Annual Meeting. The Branch/Corporation shall hold an annual meeting to conduct the business of the Branch/Corporation, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the month of April.

Section 2. Membership Meetings. The Branch/Corporation shall hold at least nine (9) meetings during the fiscal year. The Branch/Corporation board shall determine the time and place of 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 two (2) members of the board or ten (10) percent of the general membership.

Section 4. Meeting Notice. Notice of meetings shall be sent to all members of the branch at least ten (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 fifteen (15) percent of the Branch/Corporation membership.

ARTICLE XV. LOSS OF RECOGNITION

The provisions and conditions under which a Branch/Corporation may lose recognition are found in the AAUW bylaws.

ARTICLE XVI. INDEMNIFICATION

Every board or committee member may be indemnified by the Branch/Corporation 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/Corporation board approves such settlement and reimbursement as being in the best interest of the Branch/Corporation. 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 XVII. AMENDMENTS TO THE BYLAWS (See also Article VII. AAUW (national) Mandated Amendments to the Bylaws)

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

Section 2. Branch Vote. Provisions of these bylaws not governed by the AAUW bylaws may be amended at a Branch/Corporation meeting by two thirds vote of those present and voting provided written notice shall have been sent to the members at least 30 days prior to the meeting.

Date Last Amended by Branch/Corporation Vote: December 5, 2015

Mandatory Amendments: July 25, 2017

Mandatory Amendments Last Made: March 5, 2024