

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN**  
**Bylaws of the La Mesa-El Cajon, California, Branch**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name**

The name of this organization shall be the American Association of University Women, La Mesa-El Cajon, California, Branch, 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 Bylaws of AAUW. Every amendment to the Bylaws of AAUW shall become effective and binding on this branch. The La Mesa-El Cajon California Branch Board of Directors shall maintain Standing Rules to guide activities of officers and members. They shall in no way conflict with branch bylaws. The branch shall maintain Standing Rules to guide activities of officers and members.

**ARTICLE II. PURPOSE**

The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy and research. The branch shall:

- A. Contribute to the growth and advancement of AAUW;
- B. Participate in development and promotion of AAUW policies and programs 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; and cooperate in AAUW, Interbranch, and state goals.

**ARTICLE III. USE OF NAME**

**Section 1. AAUW Policy**

The policies and programs of the AAUW shall be binding on all members and branches, and no member branch shall use the name of the 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 members 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 to branch membership shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in all branch activities and programs and receive the publications distributed to all 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 and dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or so destructive of its mission according to AAUW policies and procedures. A member whose dues remain unpaid after July 31 shall be dropped from membership.

d. An undergraduate student enrolled in a regionally qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by the AAUW, state, and branch Board 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 in the branch newsletter.

b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch and state dues to become members of the branch.

c. Any branch member who has paid AAUW dues for fifty (50) years shall become a Fifty-Year Honor Life Member and shall thereafter be exempt from payment of 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 of Officers**

A nominating committee of 5 to 7 members, one of whom is the President-Elect, shall be elected by the general membership by December 31. The term of service on the nominating committee shall be for 1 year. The nominating committee shall prepare a list of nominees to be presented at the branch meeting in the month prior to the annual meeting. The list shall be published in the branch newsletter the month prior to the election. Nominations also may be made from the floor at the time of election, provided written consent has been obtained from the nominee. Recommendations for any office may be made to the Nominating Committee at any time prior to publication of the list of nominees.

## **Section 2. Election of Officers**

Elections shall be held at the annual branch meeting. 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.

## **ARTICLE VI. OFFICERS**

There shall be officers to fulfill the functions of administration, programs, membership, public policy, finance, and AAUW Funds.

### **Section 1. Officers**

a. Elected Officers: President, President-Elect, Vice-Presidents for Programs, Membership, AAUW Funds, Recording Secretary, and Finance Officer. These shall be voting members of the board.

b. Appointed Chairs: Special Activities, Public Policy, International Affairs, Education and Ways and Means. Parliamentarian, Tech Trek, Speech Trek, Women in History, Career Day, Newsletter, Circulation, Historian, Hospitality, Telephone Links, E-mail, Directory, Recognition, two Financial Reviewers, and others as determined by the board. An individual may fill more than one of these positions. These shall be voting members 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 2 consecutive terms in the same office, with the exception of the President and President-Elect, who each serve one year.

e. All vacancies in office, except that of the President, shall be filled for the unexpired term through appointment by the President of the branch. The President-Elect shall fill a vacancy in the office of President for the unexpired term.

f. Each office may be filled by an 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 of the branch shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and the state. The President is responsible for updating the branch bylaws as needed.

c. The President-Elect shall be a member of the Board of Directors and the executive committee and hold office for one year assume various duties and responsibilities as assigned by the President.

d. There shall be at least three vice-presidents of the branch. One shall serve as chair of the committee on programs, one shall serve as chair of the committee on membership, and one shall serve as chair of the committee on AAUW Funds. In

the absence of the President and President-Elect, the vice presidents in succession will act as presiding officer. The vice presidents shall perform such duties as the President and board direct, and as specified in branch policies and job descriptions.

e. The Secretary shall record and keep minutes of all business meetings.

f. The Finance Officer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines.

g. 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 chairs: Special Activities, Public Policy, International Affairs, Education and Ways and Means, Parliamentarian, Tech Trek, Speech Trek, Women in History, Career Day, Newsletter, Circulation, Historian, Hospitality, Telephone Links, E-mail, Directory, Recognition, two Financial Reviewers, and others as determined by the board. The President, with approval of the Executive Committee, may fill these positions through appointment. These shall be voting members of the board.

### **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 three times a year at a time and place agreed upon by the board.

### **Section 4. Special Meetings**

Special meetings may be called at any time by the President or upon written request of four voting members of the Board of Directors or five percent of the branch provided that at least 8 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 or more board members. Co-officers shall be considered as one voting member.

### **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 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.

## **ARTICLE VIII. EXECUTIVE COMMITTEE**

### **Section 1. Composition**

The executive committee shall consist of the elected officers, the immediate past-president, and 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 a written request of 8 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. Special 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. Authority**

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.

### **Section 3. Standing Committees**

Standing Committees shall be: Program, Public Policy, Finance, and AAUW Funds.

### **Section 4. Appointed Committees**

Certain committees deemed advisable to facilitate the functioning of the branch may be maintained by the branch. Among the established appointed committees are: Financial Review, Hospitality, Telephone, Directory, Local Scholarships and Career Day.

### **Section 5. Committee Chairs**

The President, with the approval of the executive committee, shall appoint chairs of all committees. Chairs shall select members of their committees, shall serve as channels of communication in their respective fields with state, regional, and AAUW chairs, and shall make reports as their counterpart's request.

## **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.

### **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 September membership meeting.

### **Section 4. Insurance**

- a. 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 all other requirements as outlined in state policy and procedures.
- b. The branch must obtain separate insurance coverage for activities and projects not covered under the state insurance coverage.

## **ARTICLE XI. MEETINGS**

### **Section 1. Annual Meeting**

The annual meeting of the branch shall be held between April 1 and May 31 to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports.

### **Section 2. Membership Meetings**

The branch shall meet at least seven times a year. The Board of Directors shall determine the time and the location.

### **Section 3. Special Meetings**

Special meetings may be called by the President, or by the written request of 5% of the branch. Notice of meetings shall be sent to all members of the branch at least 72 hours prior to the meetings.

### **Section 4. Quorum**

The quorum shall be 15% of the branch membership.

## **ARTICLE XII. PROPERTY**

### **Section 1. Title**

The title to property, funds and assets of the branch, shall be vested at all times in the branch for the joint use of members. 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 AAUW, except that such property shall not be used for any purposes contrary to those of the 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 most current edition of *Robert's Rules of Order Newly Revised* shall govern the branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of AAUW and 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 or 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 member is entitled.

**ARTICLE XVI. AMENDMENTS TO THE BYLAWS**

**Section 1. Mandated Amendments**

Amendments required by AAUW or the state 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 or state bylaws may be amended by a 2/3 vote of those present and voting at the branch meeting provided written notice shall have been sent to the members (published in the FORECAST).

Amendments proposed by the 2007 By-laws committee chaired by the  
Parliamentarian, Myrra Lee  
Committee Members included:  
Belle Ann Baker, Randa Blanding, Diane Green, Flora Hogins, Jeanne Kintzele,  
Nancy Shepherd, Vicki Spilkin

**AAUW California Branch Bylaws Certification Form**

Branch name and number: La Mesa CA0046

Name and position of member submitting bylaws: Anita Reith, Bylaws Chair

Date bylaws received: October 29, 2009 revised December 2009

Certifying CA bylaws Committee member: Janice A. Cook

I certify that the La Mesa Branch bylaws have been reviewed and found to be  
acceptable.

***Janice A. Cook***

December 27, 2009