

## **BYLAWS OF THE HEALDSBURG AAUW FUND**

### **ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of this organization shall be the Healdsburg AAUW Fund, hereinafter known as the “Corporation.”

**Section 2. Affiliate.** Healdsburg AAUW Fund, the fundraising entity of the American Association of University Women of Healdsburg Branch (“Branch”), is an Affiliate of AAUW as defined in Article V.

**Section 3. Legal Compliance.** The Corporation shall comply with the requirements of AAUW and federal, state, and local law. Its bylaws shall in no way conflict with the AAUW Bylaws and/or policies or the Branch bylaws.

### **ARTICLE II. PURPOSE**

**Section 1. Purpose.** The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Corporation is to further AAUW purposes and policies. The Corporation is a non-profit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of the State of California for a 501c3 organization.

**Section 2. Policies and Programs.** In keeping with this purpose, the Corporation shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

### **ARTICLE III. USE OF NAME**

**Section 1. Policies and Programs.** The policies and programs of AAUW shall be binding on all members engaged in AAUW activities and no member shall use the name of AAUW to oppose such policies or programs.

**Section 2. Proper Use of Name and Logo.** The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

**Section 3. Individual Freedom of Speech.** These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

## **ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. Composition.** The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

**Section 2. Basis of Membership.** The members of the Corporation shall be the officers and directors of the Branch who shall meet the following criteria.

### **a. Individual Members.**

**(1) Eligibility.** An individual holding an associate’s (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 educational institution located outside of the United States, as determined by the AAUW 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 AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

**(2) Appeals of Refusals of Admission to Membership.** Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

**(3) 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.

#### **(4) Life Membership.**

(a) Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

**b. College/University Members.** Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW 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 AAUW Board of Directors.

**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.**

**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. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

**b. Payment.** Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors. However, there shall be no additional dues payable by the members of the Corporation than those payable to AAUW as officers and directors of the Branch.

**Section 5. Severance of Membership.** 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 mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW 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. AAUW Affiliate Defined.** An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

**Section 2. Organization.**

- a. Purpose.** Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. Bylaws.** Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.
- c. Structure.** Affiliates may create such leadership structures as meet their needs. Each 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 an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. The 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 an Affiliate is vested in the Affiliate. An 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 an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the 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 the Corporation in all instances in which they are applicable and in which they are not inconsistent with the AAUW 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 the Corporation's board of directors without a vote of the Corporation's membership and as prescribed by the AAUW Board of Directors.

#### **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

##### **Section 1. Nominations.**

- a. The officers and directors of the Corporation shall be the officers and directors of the Branch.
- b. There shall be a nominating committee of 4 members of the Branch appointed by the President.
- c. The term of service on the nominating committee shall be for one year (from time of appointment until the branch annual election) for a maximum of 2 consecutive terms.
- d. The names of the nominees for elected office shall be published and sent to every member at least 14 days prior to the annual Branch meeting.
- e. Nominations may be made from the floor with the consent of the nominee.

##### **Section 2. Elections**

- a. Branch Elections shall be held at the annual Branch meeting in May or June.
- b. Elections shall be by voice vote. Election shall be by a majority vote of those voting.
- c. The election format may be changed by the Board to conform to changing state laws.

## **ARTICLE IX. OFFICERS**

### **Section 1. Officers**

- a. The elected officers for the Corporation are the elected officers of the Branch; that is, president, vice president, secretary and treasurer.
- b. The appointed officers are the appointed officers of the Branch; that is, the past president and committee chairs for communications, community services, fundraising, grants and scholarships, membership, programs, public policy and social activities.
- c. Officers shall serve for a term of one year(s) 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. All vacancies in office shall be filled for the unexpired term by the board except a vacancy in the office of president shall be filled by the vice president.
- e. Each office may be filled by an officer or co-officers, providing each co-officer has a vote on the Board.

### **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 Corporation and shall be responsible for submitting such reports and forms as required by AAUW and the State.
- c. The vice president 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/treasurer shall be responsible for collecting, distributing and accounting for the funds of the Corporation and for meeting specific deadlines.
- e. The secretary shall record and keep minutes of all noticed board and special meetings and shall make the minutes available upon request.
- f. All officers and directors shall submit annual reports to the president.

## **ARTICLE X. BOARD OF DIRECTORS**

**Section 1. Composition.** The Board of Directors shall include the elected and the appointed officers of the Branch which shall be no less than 12 or more than 20.

**Section 2. Administrative Responsibilities.** The Board shall have the power to administer affairs of the Corporation and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW, the State, and the Branch. The Board shall have fiscal responsibility as outlined in Article XII, Financial Administration.

**Section 3. Meetings.** Meetings of the Board shall be held at least 8 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 3 members of the Board provided that at least 14 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.

**Section 6. Voting Between Meetings.** Between meetings of the Corporation 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.

**Section 8. General Powers.** The Board of Directors shall have the general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board.

**Section 9. Standard of Conduct.** Each Director, in her or his capacity as such and including any duties as a member of any committee of the Corporation as provided in Article XII, shall discharge her duties in accordance with her good faith judgment of the best interests of the Corporation. Generally, a Director is entitled to rely on information, opinions, reports or statements, including but not limited to financial statements and other financial data, prepared or presented by any officer, employee, committee or outside advisor in which the Director, in good faith believes, to be reliable and competent in the matters being addressed, unless she has knowledge or information concerning the matter in question that makes such reliance unwarranted.

**Section 10. Compensation.** Neither voting members nor Directors as such shall receive any stated salaries for their services, but by resolution of the Board of Directors, expenses may be allowed for attendance at the annual AAUW or the State meetings. Nothing herein contained shall be construed to preclude any voting member or Director from serving the Corporation in any other capacity and receiving compensation therefor.

**Section 11. Informal Action by Directors.** Any action required which may be taken at a meeting of Directors, may be taken without a meeting if a consent of the Directors is obtained according to the provisions set forth in Section 6 of this Article.

## **ARTICLE XI. 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 and the Corporation.

## **ARTICLE XII. FINANCIAL ADMINISTRATION**

**Section 1. Fiscal Year.** The fiscal year shall correspond with that of AAUW: July 1 through July 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 branch no later than September 30th.

### **Section 4. Insurance.**

- a. The Branch is required to participate in the AAUW CA insurance programs in order to participate in AAUW CA sponsored activities and projects. The Branch 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 Branch must obtain separate insurance coverage for activities and projects not covered under the state insurance coverage.
- c. All activities of the Corporation are for the benefit of the Branch and covered by the AAUW CA insurance programs.

**Section 5. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into contracts or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 6. Check, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 7. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 8. Gifts and Contributions.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of California, or any other relevant jurisdiction.

### **ARTICLE XIII. MEETINGS**

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

**Section 2. Corporation Meetings.** The Corporation shall hold at least 8 meetings during the fiscal year, generally in conjunction with the Branch board meetings or at such other time and place as the Board of the Corporation shall determine.

**Section 3. Special Meetings.** Special meetings may be called by the president or shall be called by the president at the written request of 3 members of the Board.

**Section 4. Meetings Notice.** Notice of meetings shall be sent to all officers and directors of the Corporation at least 14 days prior to the meetings.

**Section 5. Voting.** All officers and directors of the Corporation are entitled to vote at any meeting of the Board.

**Section 6. Quorum.** The quorum shall be 15 percent of the Corporation membership.

### **ARTICLE XIV. PROPERTY**

**Section 1. Property and Assets.** The title to all property, funds and assets of the Corporation is vested in the Corporation to further AAUW's mission to advance equity for women and girls through education, philanthropy, and research. No member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW or the mission of the Corporation.

**Section 2. Dissolution of Corporation.** The Corporation may dissolve and wind up its affairs in accordance with the procedures set forth under the laws of the State of California. Upon dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed exclusively as provided in its Articles of Incorporation and all assets of the Corporation shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

### **ARTICLE XV. INDEMNIFICATION**

Every Board or committee member may be indemnified by the 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 Corporation Board approves such settlement and reimbursement as being in the best interest of the 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.

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