

**BYLAWS OF THE  
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
LONG BEACH BRANCH**

**ARTICLE I. GENERAL PROVISIONS**

Section 1. Name. The name of this organization shall be the American Association of University Women, Long Beach Branch, hereinafter called the Branch or AAUW Long Beach Branch. Any reference made to the Branch and/or AAUW-Long Beach in these Bylaws shall encompass both the organization and the corporation.

Section 2. Principal Location. The principal location for the transaction of business of the corporation shall be in the state of California at such place(s) as the Board of Directors, hereinafter referred to as the Board, shall determine. The Board is granted full power and authority to change said Headquarters from one location to another within the Greater Long Beach Area.

Section 3. Purposes and Limitations. The corporation is a Nonprofit Public Benefit Corporation, organized under California law. The Corporation is organized and operated for the following general purposes:

- a. To advance equity for women and girls through advocacy, education, philanthropy, and research within the meaning of §501(c)(4) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such §501(c)(4).
- b. To exercise such of the rights, powers, duties, and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of California that is consistent with the preceding paragraph.

The Corporation shall not carry on a business with the general public in a manner similar to organizations that are operated for profit.

**ARTICLE II. GOVERNANCE**

The Bylaws of the American Association of University Women, hereinafter called AAUW, shall govern AAUW-Long Beach in all practices. The Bylaws of AAUW-Long Beach 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 when enacted.

### ARTICLE III. USE OF NAME

Section 1. The policies and program enacted by AAUW and AAUW-California shall be binding on AAUW-Long Beach and its members, and neither any member(s) nor the Branch shall use the name of AAUW to oppose such official policies or program. Established channels may be used to change a policy or program.

- a. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.
- b. Reference to membership in AAUW by an individual shall be interpreted as being a use of AAUW's name in applying Section 1 of this Article.
- c. Violation of these provisions governing the use of the Association's name may result in action's being taken against such member and/or the Branch in accordance with AAUW policy.

Section 2. AAUW-Long Beach is authorized to be a member of the Los Angeles County Interbranch Council (LACIC). In this capacity, the Branch may join with other council member branches to speak with one voice on issues of interest in the Los Angeles area, in accordance with the rules established for taking such united action.

### ARTICLE IV. MEMBERSHIP

The branch is organized with members but without capital stock.

Section 1. Qualifications for Membership. Individuals eligible to be admitted to membership are subject to membership criteria established by AAUW. AAUW-Long Beach's refusal to admit an eligible person to branch membership might result in loss of recognition of the Branch.

Section 2. Classes of Members. The membership of AAUW-Long Beach shall be divided into five classes: regular, paid life, fifty year honorary, dual membership, and non-voting. All classes of members, except non-voting, shall be entitled to vote, hold office, and participate in all branch activities and programs. All classes of members shall be sent the correspondence and publications distributed by the Branch to the Branch members.

- a. Regular members are those who have fully paid all annual dues (AAUW and AAUW-California and AAUW-Long Beach).
- b. Paid Life members of AAUW, as defined in AAUW Bylaws, are branch members who are required to pay annual AAUW-California and AAUW-Long Beach dues.
- c. Fifty Year Honorary Members are any AAUW-Long Beach members who have paid AAUW dues for fifty (50) years and are thereafter exempt from payment of annual

dues to AAUW, AAUW-California, and AAUW-Long Beach.

d. Dual Members are those who have paid annual dues to AAUW, AAUW-California and to both AAUW-Long Beach and another AAUW branch.

e. Nonvoting Members are those members admitted by AAUW-Long Beach as non-voting. Non-voting members shall not have any of the voting rights afforded other classes under the California Nonprofit Public Benefit Corporation law. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of established fees. Student affiliates may attend Branch, AAUW-CA, and AAUW meetings and shall be sent the correspondence and publications distributed by the Branch to the members. Student affiliates may not vote nor hold office.

Section 3. Good Standing. Those branch members who have paid the required dues and assessments, who conduct themselves in accordance with any policies established by the Branch or AAUW, and who are not in violation of any bylaw, rule, or policy of the Branch, AAUW-California, or AAUW shall be considered members in good standing.

Section 4. Termination of Membership. Branch membership may be terminated if the member resigns; fails to pay dues within the period of time fixed by the Branch Board; or is found to have violated Article III, Section 1 of these bylaws (Use of Name).

Section 5. Suspension or Expulsion of Members. Any Branch member, as defined in this Article, may be disciplined in accordance with Section 6 of this Article, based on the good faith determination by the Board, or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to comply with the Articles of Incorporation, Bylaws, code of ethics (if any), or policy of AAUW or AAUW-California or AAUW-Long Beach, or with any law applicable to the Branch and its members, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of AAUW-Long Beach.

A person whose membership is suspended shall not be a member in good standing and shall not be eligible to vote or to hold office during the period of suspension.

Section 6. Procedure for Suspension or Expulsion. If grounds appear to exist for suspension or expulsion of a member under this Article, the procedures set forth below shall be followed:

a. The member shall be given 15 days prior written notice of the proposed suspension or expulsion and the reasons for the proposed discipline and the date on which the proposed discipline will become effective. Notice shall be given by any method reasonably calculated to provide actual notice to the accused member. Any notice given by mail shall be sent first class or express mail to the member's last address as shown on the corporation's records. However, facsimile or electronic mail may be

used to give this notice if the member has consented in writing to such methods of notice and if the corporation reasonably believes that the member will personally receive the notice.

b. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the proposed suspension or expulsion should take place.

c. The Board or authorized committee shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board or committee may be appealed as provided herein.

d. Any action challenging a suspension or expulsion of membership, including a claim alleging defective notice, must be received by the corporation within one year after the effective date of the suspension or expulsion.

Section 7. Effect of Suspension or Expulsion. All rights of a member of the branch shall cease upon suspension or expulsion from membership. In the case of expulsion, the member's membership in the corporation shall terminate on the effective date of the expulsion. However, suspension or expulsion shall not relieve the member (or former member) of any existing obligations to the branch. And said individual will not be entitled to refund of any dues paid.

Section 8. Transfer of Membership. An AAUW-Long Beach membership or any right arising from membership may not be transferred to another person without the prior written approval of the AAUW-Long Beach Board.

Section 9. Limitations. No person shall hold more than one membership in the AAUW-Long Beach.

Section 10. Liability of Members. Except as provided by law, no member of the Branch is personally liable for all or any part of the debts, liabilities, or obligations of AAUW-Long Beach.

## ARTICLE V. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of AAUW-Long Beach shall correspond with that of AAUW, and shall begin on July 1 of each year.

Section 2. Amount of Branch Dues. Changes in branch dues must be approved at the annual meeting of AAUW-Long Beach members by a two-thirds vote of those present and voting, provided notice of the proposed change has been published in the Vantage newsletter in which the April Branch meeting is announced.

Section 3. Payment of Dues. Dues for AAUW members are payable to the branch membership treasurer or directly to AAUW on or before July 1 of each year. Dues of new members may be paid at any time during the fiscal year, and such new members will have all the rights of regular members of the Branch.

Section 4. Transferring-in Members. Payment of additional dues shall be waived for a transferring member whose annual dues have been paid to another branch.

Section 5. IFUW Members. A member of one of the national organizations or federations of IFUW, whose current dues have been paid to that organization and who is spending a period of a year or less in the U.S.A., may attend branch meetings without the right to vote.

Section 6. Annual Budget. The annual budget shall be adopted by the Board in May of each year for presentation to the membership at the June Branch members' meeting.

Section 7. State Assessment. The AAUW-California assessment for the Educational Foundation shall be paid out of Branch dues each year.

Section 8. Policies and Procedures. The Branch shall set and maintain policies and procedures to create financial records which are consistent with generally accepted accounting principles and federal, state, and local laws.

Section 9. Insurance.

a. AAUW-California requires the Branch to participate in the AAUW-California insurance programs to be eligible 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 AAUW-California policy and procedures.

b. AAUW-Long Beach must obtain separate insurance coverage for Branch activities and projects which are not covered under the state insurance program.

Section 10. Management of Funds. No monies shall be transferred out of the Building and Endowment Funds without a two-thirds vote of those present and voting at a branch meeting and provided that written notice has been given to all the members at least thirty days prior to date of the meeting at which the proposed transaction will be discussed and voted upon.

## ARTICLE VI. OFFICERS

Section 1. Purpose. AAUW-Long Beach members shall elect officers to fulfill the functions of administration, program, membership, public policy, finance, AAUW Funds and communications.

Section 2. Elected Officers. The elected officers shall be a president, vice-president (president-elect), program vice president, membership vice president, AAUW Funds vice-president, secretary, and treasurer. These officers constitute the Executive Committee of AAUW-Long Beach.

No individual may hold more than one elected officer positions at a time; however, one officer position may be shared. If a position is shared, the position will have only one vote on the Board. If both co-officers are present at a Board meeting, they must either agree on their vote or abstain from voting. If only one of the co-officers is present at a Board meeting, that individual may cast the position's vote without consulting with or obtaining the agreement of the co-officer holder.

Section 3. Appointed Officers. The appointed officers shall be an administrative assistant, publicity chair, financial secretary, membership chair, treasurer, parliamentarian, public policy chair, education representative, international relations representative, and meetings coordinator. The incoming president shall appoint each of these officers with the approval of the Executive Committee. The president may elect to not fill any or all of the appointed officer positions.

Section 4. Term of Office. Officers shall serve a term of one year or until their successors have been elected or appointed and assume office, except the treasurer, financial secretary and membership treasurer who shall serve a two year term. The term of each officer shall begin on July 1 of each year.

The elected officers shall be elected annually, except the treasurer who shall be elected in even numbered years. The financial secretary and the membership treasurer shall be appointed in odd numbered years.

Individuals shall become ineligible to serve on the Board after three consecutive years on the Board unless Board service in excess of three years occurs because the individual is to serve as president, president-elect, treasurer, or financial secretary. In no case may an individual serve on the Board more than six consecutive years.

Section 5. Duties. Officers shall perform the duties prescribed by these Bylaws and by the most recent edition of Roberts Rules of Order. The duties of the elected and appointed officers are described in the Branch Policies and Procedures.

Section 6. Compensation of Officers. The Elected and Appointed Officers of the corporation shall not receive monetary compensation for their services.

Section 7. Planning Meeting. The incoming president may call a meeting of the newly elected executive committee prior to July 1 for the purpose of approving appointments and for planning for the coming year.

Section 8. Resignation/Removal. Except as provided below, any officer may resign by

giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless the notice of resignation specifies a later effective date. Any Elected Officer may be removed from the Board by a vote of the Branch members at any annual or special meeting of the membership or by written ballot pursuant to the procedures found in Article IX, Section 7, of these Bylaws.

If an Elected Officer resigns or is removed from the Board, such former Elected Officer shall no longer be a director of the corporation within the meaning of Article IX, Section 2 of these Bylaws.

Any appointed officer may be removed at any time, with or without cause, by a two thirds (2/3) vote of the Board at any duly called meeting where a quorum is present.

Section 9. Vacancies. A vacancy in office, except that of the president, shall be filled for the unexpired term by appointment by the president with the approval of the Executive Committee. A vacancy in the office of president shall be filled by the serving vice president (president-elect.) A vacancy in the office of vice president (president-elect) shall be filled by the immediately prior year's nominating committee's reporting a nominee for election by the membership at a Branch meeting.

## ARTICLE VII. NOMINATIONS

At the regular Branch meeting in November of each year, a nominating committee of seven members shall be elected by the Branch members. Candidates for the committee shall be nominated from the floor and elected by ballot from a multiple slate of not fewer than nine or more than fifteen nominees. The seven nominees receiving the highest number of votes shall be declared to be the nominating committee for the following year's elected officers. The chair of the nominating committee shall be the one receiving the highest number of votes. A member having served on the nominating committee shall be ineligible to serve for the next three years.

## ARTICLE VIII. ELECTIONS

Section 1. Slate of Candidates. The nominating committee shall report a slate of nominees at the regular meeting in March. The names of these nominees shall be published in the April Vantage. At the annual meeting in April, nominations may also be made from the floor with prior consent of the new nominee.

Section 2. Requirement for Ballot. Elections shall be by written ballot, except where there is only one nominee for an office, when a voice vote may be taken. A majority vote of those members present and voting at each April Branch meeting shall be necessary for election.

## ARTICLE IX. BOARD OF DIRECTORS

Section 1. Powers of the Board of Directors. The Board, subject to restrictions of law,

the Articles of Incorporation, these Bylaws, and AAUW policies, shall exercise all powers of the corporation. Without limitation on the general power, except as specified herein, the Board may do the following:

- a. Policies. Adopt policies, rules, and procedures for the management and operation of the corporation.
- b. Bonds. Require officers and agents charged by the corporation with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond to cover any risk to the Branch.
- c. Indebtedness. Incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's benefit, in the corporation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidences of debt and securities. However, any indebtedness in excess of \$5,000 a year must be approved by the Branch members before being incurred.
- d. Gifts. Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof in accordance with the AAUW-Long Beach Investment Policy.
- e. Contributions. Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of this corporation. Such contributions shall not exceed an aggregate amount of \$1,500 a year.
- f. Seal. Adopt and use a corporate seal provided that the name of the corporation and the state are shown on it. The seal may be affixed to such instruments as the Board shall direct. However, the lack of a corporate seal shall not, by itself, affect the legality of any document otherwise properly executed on behalf of the corporation.
- g. Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the corporation is organized.
- h. Property. Acquire, construct, and possess real and personal property for the benefit of the corporation.
- i. Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.
- j. Committees. Appoint committees as provided in these Bylaws.
- k. Ex Officio members of the Board. Appoint any number of non-voting ex officio officers who the Board believes will make a contribution to the activities and operation of the corporation. Ex officio officers shall serve at the pleasure of the Board in an

advisory capacity only and shall not have any of the rights or obligations applicable to voting officers under the law or these Bylaws.

I. Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

## Section 2. Number/Qualifications

a. Number. The Board of Directors shall consist of all elected officers and all filled appointed officer positions. The titles "officer" and "director" may be used interchangeably herein.

b. Qualifications. Every director must be a voting member of the Branch in good standing.

Section 3. Terms of Office. The term of office shall be the same as the term of the corresponding AAUW-Long Beach officer position held, and all directors shall serve until expiration of the term for which elected or appointed and a successor has been elected and assumed office.

Section 4. Resignations/Removals. Except as provided below, any director may resign by giving written notice to the President as described in Article VI, Section 8 of these Bylaws.

Section 5. Vacancies. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director, (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, (c) the vote of the members to remove any director(s), (d) the increase of the authorized number of directors, or (e) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

Section 6. Filling Vacancies. Vacancies shall be filled as described in Article VI, Section 9.

Section 7. Annual and Special Board Meetings. The annual meeting of the Board is the one held immediately before or after, the annual membership meeting. Meetings of the Board shall be held at least four times per year. Special meetings may be called by the president and shall be called upon the written request of four members of the Board.

Section 8. Notice of Board Meetings. Notice of Board meetings, specifying the time and place of the meeting, shall be given to each director either at least seven (7) days before the meeting, if sent by first class mail or express mail service, or at least 48 hours before the meeting, if personally delivered or delivered by telephone (including a

voice messaging system) or by electronic transmission. Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, provided adequate postage is affixed thereto; or when received, if delivered personally or by telephone; or on its confirmation of delivery, if sent by electronic transmission. A notice, or waiver of notice, need not specify the purpose of any meeting of the Board.

Section 9. Board meetings by Telephone or Video Conference or by Electronic Transmission. Officers may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission to and from the Board members, if such communication is conducted in accordance with applicable law. An Officer's participation in a meeting through use of conference telephone or electronic video screen communication shall constitute that individual's personal presence at that meeting providing both the following conditions are met:

- a. Each Officer participating in the meeting can communicate with all of the other Officers concurrently.
- b. Each Officer is able to participate in all matters before the Board, including, without limitation, the ability to propose or to interpose an objection to, a specific action to be taken by the Board.

Section 10. Quorum. A majority of the authorized number of Officers shall constitute a quorum of the Board for the transaction of business. If the office is shared, the presence of either or co-officers shall be considered to be the presence of that office holder for purposes of establishing a quorum.

Section 11. Act of the Board. Unless otherwise restricted by law or these Bylaws, every act or decision done or made by a majority of Officers present at a meeting duly held at which a quorum is present shall be an act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken is approved by at least a majority of the members required to constitute a quorum.

Section 12. Adjournment. A majority of the Officers present at a Board meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given to the Officers who were not present at the time of the adjournment prior to the time of the resumed meeting. Any business that might have been transacted at a meeting as originally noticed may be transacted at a resumed meeting.

Section 13. Board Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Officers on the Board individually or collectively consent in writing to that action. The written consent or

consents shall be filed with the Board minutes. An action by written consent shall have the same force and effect as a unanimous vote of the Officers.

Section 14. Compensation of Directors. Officers shall receive no monetary compensation for their services. They may, at the discretion of the Board, receive reimbursement for travel and other expenses related to their activities on behalf of the Branch.

Section 15. Voting Power. For all purposes, the voting power of each Officer position shall be one vote, as set forth in Article VI, section 2 of these Bylaws.

Section 16. Property Rights. No Officer shall have any property rights in any assets of the Branch.

## ARTICLE X. COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the elected officers of the corporation – the president, vice-president, AAUW Funds, program, membership, secretary, and treasurer. Meetings of the Executive Committee shall be held monthly, except June and July. The Executive Committee shall have the authority of the Board between Board meetings to make decisions and take actions relative to the operation of the corporation. The Executive Committee shall report any decisions made or actions taken by it at each meeting of the full Board. The Executive Committee may also develop policies for Board approval, and may review and recommend to the Board changes to the Bylaws and to other operating policies.

Section 2. Advisory Committees. The Board may also establish advisory committees composed of any number of directors and non-directors. Advisory committees (also known as Administrative Chairs) shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision making authority. Standing advisory committees' composition and duties are described in the Branch Policies and Procedures.

## ARTICLE XI. MEETINGS OF MEMBERS

Section 1. Place of Meeting. Meetings of the members shall be held in the Greater Long Beach area as approved by the Board.

Section 2. Annual Meeting: An annual meeting of the members shall be held in April of each year at a location determined by the Board. At this meeting any proper business may be transacted. Notice of the annual meeting shall be given to all Branch members in accordance with the procedures provided in Sections 4 and 5 below. Only voting members of the Branch as described in Article IV above may vote at the annual meeting.

Section 3. Special Meetings of the Members. Special meetings of the members may

be called by majority vote of the Board, and shall be called by the President at the written request of a majority of the members entitled to vote, provided that no regular membership meeting has been scheduled to be held within the ensuing 35 days. Notice of such meetings shall be provided according to the provisions of Article IX, section 8 of these Bylaws and such notices shall state the time and place and purpose or purposes of the meeting. No business other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 4. Waiver of Notice or Consent. A member's attendance at a meeting shall constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

Section 5. Quorum. Ten percent (10%) of the voting members shall constitute a quorum for the transaction of business at any meeting of the members. Provided, however, that if any meeting of members is actually attended by less than one-third of the voting power, the only matters that may be voted on are those for which the general nature of the action was specified on the notice of the meeting.

Section 6. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum (or by a greater number if required by law or by the articles of incorporation or these Bylaws). Any meeting may be adjourned by a majority of those members in attendance, whether or not a quorum is present.

Section 7. Act of the Members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by law, or by the Articles of Incorporation or these Bylaws.

Section 8. Eligibility to Vote/Number of Votes. Members entitled to vote at any meeting of members shall be all those voting members in good standing as of the date the vote is taken who are personally present at the meeting. Each voting member shall be entitled to one vote at any annual or special meeting of members.

Section 9. Proxies. Voting by proxy or ballot is not allowed.

## ARTICLE XII. PROPERTY

The title to all property, funds and assets of the Branch shall at all times be vested in the Branch for the joint use of the members, and 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 AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

## ARTICLE XIII LIABILITY AND INDEMNIFICATION

Section 1. Liability. Subject to any limitations contained in the California Corporations Code, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any volunteer director or officer of the corporation based on any alleged failure to discharge the person's duties as a volunteer director or officer, if the duties are performed in accordance with the standards of conduct provided for in the applicable law.

Section 2. Indemnification.

a. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in the California Corporations Code.

b. Approval of Indemnity. On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct has been met; and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine whether the applicable standard of conduct set has been met and, if so, the members present at the meeting shall authorize the indemnification. All such proceedings shall be controlled by the applicable California law.

## ARTICLE XIV MISCELLANEOUS

Section 1. Inspection of Records. The members and directors of the corporation shall have the right to inspect the records of the corporation to the extent and under the circumstances provided by the California Nonprofit Public Benefit Corporation Law.

Section 2. Annual Report. An annual report shall be prepared not later than 120 days after the close of the corporation's fiscal year. The corporation shall notify each member yearly of the member's right to receive a copy of the annual report, and upon written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

The report shall contain in appropriate detail the following:

- a. A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.
- b. A statement of the place where the names and addresses of the current members are located.
- c. Any information required by Section 3 below.

The annual report shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared from the books and records of the corporation and have not been audited.

Section 3. Annual Statement of Transactions and Indemnifications. As part of the annual report described in Section 2 above, the Board shall cause to be prepared a statement of any transaction of indemnification if required by applicable law.

Section 4. Conflicts of Interest. Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual's personal interests and the interests of AAUW-Long Beach. If a Board member or committee member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, the member shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion or voting on the issue.

For purposes of this section and these Bylaws, a "conflict of interest" means a situation in which a Board or committee member is part of a discussion or decision by the Board or a committee that has the potential to financially benefit that Board or committee member or a member of that Board or committee member's immediate family. "Immediate family" means, spouse or same-sex/domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law.

Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the president, who will determine whether disclosure to the Board or the assistance of legal counsel is required.

Section 5. Intellectual Property. All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to, AAUW-CA's name, educational, promotional, and training materials, newsletters, contracts, logos, service marks, membership lists, contributor lists, and research results, shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without prior approval of the Board memorialized in a writing signed by the president.

Section 6. Required Disclosures. The Branch shall comply with the disclosure requirements of federal and state agencies to which it is subject.

Section 7. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.

Section 8. Robert's Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order shall govern the meetings of the Branch in all cases to which they are applicable and in which they are not in conflict with the Articles of Incorporation, the Bylaws, or the California Nonprofit Public Benefit Corporation Law.

## ARTICLE XV AMENDMENTS

Section 1. Adoption. These Bylaws must be recommended by the Board and approved by the Branch membership.

Section 2. Amendment to Bylaws. After initial approval by the membership, these Bylaws may be amended, or repealed and new Bylaws adopted, by a two-thirds (2/3) vote of the Board. However, approval of the members is also required for any amendment or for new Bylaws that would:

- a. Materially and adversely affect the members' rights as to voting or dissolution;
- b. Effect an exchange, reclassification, or cancellation of all or part of the memberships;
- c. Change the number of authorized directors;
- d. Change from a fixed number of directors to a variable number of directors, or vice versa;
- e. Increase or extend the terms of directors;
- f. Allow any director to hold office by designation or selection rather than by election by the members;
- g. Increase the quorum for members' meetings; or
- h. Repeal, restrict, create, expand, or otherwise change proxy rights.

All proposed Bylaw amendments or new Bylaws must be sent to all Officers and/or members eligible to vote on such amendments or new Bylaws at least 10 days prior to the meeting at which the amendments or new Bylaws will be discussed and voted.

Section 3. Voting on Mandatory Changes. Amendments required by AAUW and/or AAUW-CA to bring Branch Bylaws into conformity shall not require a vote of the Branch members, except that an incorporated branch shall take the necessary steps required by their articles of incorporation.

## ARTICLE XVI. DISSOLUTION

Section 1. Voluntary Dissolution. The Branch may be voluntarily dissolved at any time by a 2/3 vote of the voting members of the Branch voting at a properly called and noticed membership meeting where a quorum is present.

Section 2. Remaining Assets. Upon the dissolution of the Branch, all debts thereof shall be paid and its affairs settled. All remaining assets shall be distributed to an AAUW 501 (c) (4) entity.

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