

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF LONG BEACH, INC. (CA) BRANCH

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Long Beach Inc. (CA) Branch hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Long Beach Inc. (CA) Branch 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

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 CA, in order for the Branch to be eligible for AAUW CA 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 ten days prior to the meeting.
- b. Branch dues for college/university representatives shall be set by the board. AAUW CA dues are waived for college/university representatives.
- c. AAUW paid life members, as defined in Article IV, Section 4-b(i) are not exempt from payment of AAUW CA 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 CA, and Branch dues.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a Nominations Committee of at least five members, with a Committee Chair appointed by the president.
- b. The term of service on the nominations committee shall be from the time of appointment until all elected offices have been filled for the specified year.
- c. The names of the nominees for elected office shall be published and sent to every member at least ten days prior to the annual Branch meeting.
- d. Nominations may be made from the floor prior to the vote, 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 may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XV, Membership Meetings.
- 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 of this branch shall be President,-President-Elect, Program Vice President, Membership Vice President, AAUW Fund Vice President, Vice President for Investments, Secretary, and Treasurer. Any office may have co-officers. These elected officers shall constitute the executive committee of AAUW Long Beach.
- b. The appointed officers of this branch shall be Communications Director, Financial Secretary, Membership Treasurer, Parliamentarian, and Public Policy Chair. They shall be appointed by the Incoming President with the consent of the current executive committee.
- c. Officers shall serve a term of one year, or until their successors have been elected or appointed and assume office. The Vice President for Investments, Treasurer, Financial Secretary, and Membership Treasurer shall serve a term of two years. The term of each officer shall begin on July 01 of each year. The incoming president may call a meeting of the incoming officers prior to July 1.
- d. The following officer shall be elected in even years: Treasurer. The following officers shall be elected/appointed in odd years: Vice President of Investments, the Financial Secretary and the Membership Treasurer.
- e. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than three consecutive terms in the same office.-A vacancy in office during any term, except that of the president, shall be filled by appointment by the president with the approval of the board. A vacancy in the office of president shall be filled by the president-elect. A vacancy in the office of president-elect shall be filled by a

nomination by the nominations committee which shall present the nominee before branch membership for a vote. Each office may be filled by an officer or co-officers, under which circumstance each shall have a vote as it is provided by the California Corporate Code for incorporated branches.

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 branch and shall be responsible for submitting such reports and forms as required by AAUW and the state.
- c. The vice presidents shall perform such duties as the president and the board shall direct and as specified in branch policies and job descriptions.
- d. The Finance Officers shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting all governmental and AAUW required filing deadlines.
- e. The Secretary shall record and keep minutes of all noticed board, membership, and special meetings, and shall make the minutes available upon request.
- f. All Elected Officers, Appointed Officers, and Administrative Chairs shall submit annual reports to the president and the incoming president ideally by the end of the fiscal year on June 30.
- g. The branch will annually provide AAUW with a designated contact for administration and finance.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and the appointed officers, with the parliamentarian serving as a non-voting member.

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 XIV, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least four times a year at a time and place agreed upon by the board. 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 if in accordance with California Corporation Code Sections 20 and 21. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon by written request of four members of the board provided that at least two days' notice of such meeting and its agenda have been given to the members of the board.

Section 5. Action Without a Meeting. An action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors acknowledge through electronic submission that each has received a notice through the President describing the action to be taken. The time for acknowledgement of the notice will close by a specified time. The vote may be taken electronically (such as by email or survey) with two-thirds of the voting members of the board participating in the vote. 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 6. Quorum. The quorum for a meeting of the board shall be a majority of the voting members.

Section 7. Actions in an Emergency. The Board of Directors retains its right to amend, modify, or rescind policies and practices for the duration of an emergency. An emergency shall be defined as those unforeseen circumstances which substantially interrupt or threaten to interrupt the normal Branch operation: natural disasters, epidemics, riots, police actions, national emergencies, local exigencies and/or pandemics.

Section 8. Removal From Office. A member of the board of directors may be removed for violation of bylaws, policies and procedures, and/or standing rules by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

Section 9. Compensation of Board Members. Board members 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 10. Property Rights. No board member shall have property rights in the assets of the branch.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers, with the parliamentarian serving as a non-voting member. Executive committee members may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation if in accordance with California Corporation Code Sections 20 and 21. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another.

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 monthly unless decided otherwise by the President.

Section 4. Quorum. The quorum of the executive committee shall be a majority of the voting members.

Section 5. Action Without a Meeting. An action required or permitted to be taken by the executive committee may be taken without a meeting if all members of the committee acknowledge through electronic submission that each has received a notice through the President describing the action to be taken. The time for acknowledgement of the notice will close by a specified time. The vote may be taken electronically (such as by email or survey) with two-thirds of the voting members of the committee participating in the vote. 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 in the minutes of the next board meeting.

ARTICLE XIII. 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 XIV. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW: July 1 through June 30.

Section 2. Financial Policies. The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws including an annual financial review. No indebtedness over amounts provided for in the budget shall be incurred by any Branch member except upon approval of the board.

Section 3. Budget. The annual budget shall be reviewed by the board of directors, distributed to the members, and adopted by the membership no later than the June branch meeting.

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 AAUW CA insurance coverage.

ARTICLE XV. 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 between March 01 and May 30.

Section 2. Membership Meetings. The branch shall hold at least four business meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the President or shall be called by the President at the written request of a simple majority of the members of the board or ten percent of the branch membership.

Section 4. Meetings Notice. Notice of meetings shall be published in the Vantage and/or by email and sent to all members of the branch at least ten 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 defined in policies and procedures) as of the date of the meeting notice.

Section 6. Quorum. The quorum shall be fifteen percent of the branch membership.

ARTICLE XVI. 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 of 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 board or committee member is entitled.

ARTICLE XVII. AMENDMENTS TO THE BRANCH BYLAWS

Provisions of these bylaws not governed by the AAUW (see Article VII) or AAUW CA bylaws may be amended at a Branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least ten days prior to the meeting. The Articles of Incorporation for the branch do not require a vote on mandatory changes from state and AAUW.

Last Date Amended by Branch vote: April 6, 2024
Mandatory Amendments Last Made: March 18, 2024