

# BYLAWS OF THE MISSION VIEJO-SADDLEBACK VALLEY, CALIFORNIA BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)

## ARTICLE I. NAME AND GOVERNANCE

**Section 1. Name.** The name of this organization shall be the Mission Viejo-Saddleback Valley, California Branch of AAUW, 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 AAUW or state bylaws.

## ARTICLE II. PURPOSE

The purpose of this branch shall be to further AAUW's mission 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 program 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;
- d. cooperate in AAUW regional, state and interbranch work.

## ARTICLE III. USE OF NAME

**Section 1. AAUW Policy.** The policies and programs of AAUW shall be binding on all members and the branch and no member or the branch shall use the name of AAUW to oppose such policies or programs. 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 member's 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 shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold

office, and participate in activities and programs and receive the publication distributed to all branch 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 or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.
- d. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by the AAUW, state and branch boards 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 30 days prior to the meeting.
- 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. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW and state 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**

- a. There shall be a nominating committee of five members, three of whom shall be elected at the November general membership meeting. Two shall be elected by the board of directors at the October board meeting, one of whom shall be appointed chair of the committee.
- b. The term of service on the nominating committee shall be for one year (from time of appointment for a maximum of three consecutive terms).
- c. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the annual branch meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

**Section 2. Elections**

- a. Elections shall be held at the annual branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.

**ARTICLE VI. OFFICERS**

**Section 1. Officers**

- a. There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, AAUW Funds, and Legal Advocacy Fund.
- b. The elected officers shall be a president, president-elect, or co-presidents, vice presidents or co-vice presidents for program, membership, AAUW Funds, and Legal Advocacy Fund and a secretary and treasurer.
- c. The appointed officers shall be bulletin editor, bylaws, circulation, directory, hospitality, public information, public policy, scholarship, sunshine and any others necessary for branch functions. They shall be appointed by the newly elected president with the approval of the elected officers.
- d. Officers shall serve for a term of one year or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.
- 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.
- f. A vacancy in office, excluding the president or co-presidents, shall be filled for the unexpired term by the board of directors. A vacancy in the office of president, co-presidents shall be filled by the elected officers in the order listed: (1) president-elect, (2) vice president, program, (3) vice president, membership, (4) vice president, AAUW Funds (5) vice president, Legal Advocacy Fund.

**Section 2. Duties**

- a. Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of Robert’s Rules of Order, Newly Revised.
- b. All officers shall submit an annual written report to the president.
- c. 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 the Association and state. The president shall be responsible for the branch enrolling in the state insurance programs so that the branch will be in good standing each year with recognition and voting privileges at the state convention.
- d. The vice presidents shall perform such duties as the president and board shall direct.
- e. The secretary shall record and keep minutes of all business meetings.
- f. The treasurer shall be responsible for collecting, distribution, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to the Association and state by the specified deadline. The treasurer shall send moneys for the AAUW Funds by the specified deadlines and shall keep separate ledgers for each type of account. The treasurer shall submit written reports on all branch funds at board meetings.

**ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected and appointed officers.

**Section 2. Administrative Responsibilities.** The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by the Association and state. It shall act

for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article IX, Financial Administration, Section 2.

**Section 3. Meetings.** Meetings of the board shall be held at least seven times a year

**Section 4. Special Meetings.** Special meetings may be called by the president or upon the written request of four members of the board or seven members of the branch.

**Section 5. Quorum.** The quorum of the board shall be a majority of its members.

### **ARTICLE VIII. COMMITTEES**

**Section 1.** Standing committees shall be program, membership, public policy, finance, AAUW Funds, bylaws, communications, Legal Advocacy Fund, scholarship, and hospitality.

**Section 2.** Members of standing committees shall be appointed by the designated committee chair.

**Section 3.** Special committees may be appointed by the president with the consent of the board.

### **ARTICLE IX. 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 presented to the board for recommendation to the regular membership for approval. The budget will be voted on at the second general membership meeting of the year.

**Section 4.** Each member shall pay branch dues established at the February meeting by a two-thirds vote of those present and voting provided written notice of intent to change dues has been given to all members thirty days prior to the meeting.

**Section 5.** Payment of Association and state dues shall be waived for a transferring member whose current dues have been paid to another branch.

**Section 6.** A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the U.S.A., may attend branch meetings without a vote.

**Section 7.** New members may join at any time. Dues are payable upon joining. The Association portion of dues paid by new members between January 1 and March 15 shall be one half the annual Association dues. The branch board of directors may set a reduction for branch dues.

**Section 8. 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 X. MEETINGS**

- Section 1. Annual Meeting.** The annual meeting shall be to conduct business including but not limited to hearing officers' reports, electing officers, amending bylaws, and giving directions to the board.
- Section 2. Membership Meetings.** There shall be at least seven general membership meetings each year. The branch board shall determine the time and place for these meetings.
- Section 3. Quorum.** The quorum shall be fifteen percent of the branch members.

## **ARTICLE XI. PROPERTY**

- Section 1. Title.** The title for all funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severance 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 the consent of AAUW, except that such property shall not be used for any purposes contrary to those of 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 XII. LOSS OF RECOGNITION**

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

## **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of AAUW or the state.

## **ARTICLE XIV. 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 XV. 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 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 30 days prior to the meeting.

Date Last Amended: October 31, 2009

**POLICIES AND PROCEDURES OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN  
MISSION VIEJO-SADDLEBACK VALLEY, CALIFORNIA BRANCH**

A copy of the following policy of the Mission Viejo-Saddleback Valley, California Branch of the American Association of University Women shall be retained by the Mission Viejo-Saddleback Valley Branch secretary. The interests and needs of the branch membership will change from time to time. Additions or deletions from this policy shall be proposed by a duly appointed policy committee and adopted by the board of directors every two years, or as needed.

**DUTIES OF OFFICERS**

These duties are in addition to those listed in the bylaws.

1. The president shall
  - a. preside at all meetings of the branch and the board of directors
  - b. serve as an ex-officio member of all task forces and committees except the nominating committee
  - c. appoint, with the approval of the elected officers, the chairs of all committees except the nominating committee.
2. The president-elect shall
  - a. perform such other duties as may be requested by the president
3. The secretary shall
  - a. maintain branch property inventory
  - b. maintain a copy of the branch Bylaws and Policies and Procedures
  - c. send out thank-you notes on behalf of the branch
4. The treasurer shall
  - a. be responsible for developing the annual budget
  - b. is a check signer (except on the Educational Foundation account)
  - c. provide bank statements to the president monthly
  - d. complete Membership Reports and furnish to Association and state offices
5. The vice president, program shall
  - a. provide programs for the general meetings
  - b. publicize programs to members, other branches and the community
6. The vice president, membership shall
  - a. encourage membership growth; follow up with guests and referrals
  - b. maintain Membership Application / Renewal forms
  - c. update Circulation, Treasurer, Telephone Tree with new member information and apprise of changes to membership addresses, phone numbers and e-mail addresses
  - d. help Directory Chair with compiling the annual Directory

7. The vice president, Educational Foundation shall
  - a. sign on the Educational Foundation checking account
  - b. provide bank statements to the president monthly
8. The vice president, Legal Advocacy Fund shall
  - a. raise funds to support the Legal Advocacy Fund
9. The Scholarship Chair shall
  - a. raise funds to provide local scholarship
10. The Bulletin Editor shall
  - a. compile and publish monthly newsletter
11. The Bylaws chair shall
  - a. update Bylaws and Policies & Procedures as needed
12. The Circulation chair shall
  - a. mail or e-mails the newsletter monthly to the branch members and others as requested
  - b. ensures extra copies of the newsletter are given the President and VP, Membership
13. The Directory chair shall
  - a. create and distribute the annual Directory with assistance from VP, Membership
14. The Hospitality chair shall
  - a. arrange for refreshments at the general meetings; provide paper goods, flatware, napkins and cups
  - b. provide paper goods, flatware and drinks (if required) for September's meeting
    - i. pass sign up sheets for volunteers to bring refreshments for General Meetings (4 are needed each meeting)
    - ii. finger foods and water are preferred, coffee if it is a cold night
  - b. decide the location and arrange December's holiday meeting; draft information and submit by the deadline for the November Motivator
  - c. decide the location and arrange June's Scholarship Recognition and Installation meeting (held the 1<sup>st</sup> Saturday in June); draft a reservation form and submit by the deadline for the May Motivator
15. The Public Information chair shall
  - a. promote the branch through media relations
16. The Public Policy chair shall
  - a. keep the branch informed of political issues
  - b. write a monthly column for the branch newsletter

17. The Sunshine chair shall
  - a. gather and write a monthly column for the branch newsletter on member news
  - b. send get well/sympathy/congratulation, etc cards to members
18. The Advertising chair shall
  - a. solicit advertising for the newsletter
  - b. keep the Bulletin editor informed of new ads
  - c. bill all advertisers

### **BRANCH AND BOARD MEETINGS**

1. General membership meetings will be held between September and June.
2. Announcements and solicitations at meetings must be authorized by the president or vice president, program. No materials of a business or political nature shall be presented or distributed at any branch meeting unless authorized by the president or vice president, program.
3. The general membership is welcome to attend all board meetings.

### **MEMBERSHIP AND DUES**

1. Guests may attend two branch general membership meetings. Those eligible for membership shall have their name given to the vice president, membership for follow-up.
2. The branch general membership list (including e-mail addresses) shall not be given to businesses or to other organizations. The branch general membership list (including e-mail addresses) shall not be used by members for any purpose other than AAUW and branch business.
3. Dues:
  - a. Branch dues are \$22.00 annually. Branch dues are payable on or before July 1.
  - b. Any member joining the branch between January 1 through March 15 will pay full branch dues of \$22.00.
  - c. Lapsed members rejoining the branch after July 31 may be charged a late fee in addition to the regular branch dues. This fee will be established by the board.

### **STUDY AND INTEREST GROUPS**

1. An American Association of University Women study group is a series of planned, small group meetings with a chosen leader. Its members exchange information, digest and evaluate sources, do critical thinking, and form considered judgments concerning a selected topic in one of the areas of interest or in a combination of these.

2. New study and interest groups shall be approved by the board of directors. Members of study and interest groups may select their own chairs. Special study and interest groups are also arranged so that members may become acquainted and share mutual interests.
3. To be an active member of a study or interest group is to support that group by regular attendance and participation in its program and hospitality.
4.
  - A. Chairmen may determine whether meetings will be open or closed.
  - B. Those who may attend open meetings are;
    - (1) branch members and their guests are eligible to attend all events
    - (2) Non-branch AAUW members are eligible to attend only 2 (two) events per year.
    - (3) Prospective members, former members, and individuals ineligible to join AAUW may attend only 2 (two) events per year.
5. Participants shall notify the hostess if they plan to attend or to bring guests.

#### **NOMINATING COMMITTEE**

1. The nominating committee chair shall be responsible for submitting a written report signed by all committee members listing the nominees.

#### **PARLIAMENTARIAN**

1. The past president will serve as Parliamentarian for the next year.

#### **PAST PRESIDENT'S CIRCLE**

1. All past presidents of the Mission Viejo-Saddleback Valley branch will be members of the President's Circle. The role of this group is to advise (when asked) the current president.

#### **BUDGET AND FINANCE**

1. The incoming treasurer will chair budget meetings beginning July 1 with the outgoing treasurer available as needed.
2. Members will be reimbursed only for expenditures authorized in the budget. Other expenses must be approved by the board of directors. Request for payment shall be itemized and submitted with a voucher (forms available from the treasurer).
3. All fund-raising projects must be approved by the board of directors; only one fund-raiser event for each interest area per year is permitted unless otherwise authorized by the board of directors.

4. The authorized signatures on the bank signature card for the branch bank accounts shall be the president and treasurer. The treasurer is not authorized to sign on the EF account.
5. Whenever the treasurer is unavailable to serve the branch for longer than 10 days, she shall inform the president and transfer the checkbook to the president.
6. The Educational Foundation will have a separate bank account due to its tax exempt status. The vice president, Educational Foundation will be responsible for the Educational Foundation account and will sign on the account with the president.
7. Any unused budgeted funds remaining at the end of the year shall be returned to the general fund.

### **CONVENTIONS, CONFERENCES AND WORKSHOPS**

1. The president or president-elect shall attend district, state, regional and/or national conventions with expenses paid when financially possible by the branch.
2. Other delegates' expenses shall be paid as the budget permits.
3. Delegates and representatives whose registration fees are paid by the branch should be prepared regarding the issues prior to attending conventions and conferences, and should be present for business sessions and workshops in order to fulfill their responsibilities.

### **COMMUNITY**

1. At the discretion of the board of directors, the branch may help sponsor or cooperate on community projects if such projects are related to the aims of the Association. Proposals from groups or individuals asking the cooperation of the branch shall be voted on by branch membership if the board so decides.
2. Petitions officially supported by the AAUW may be presented at branch meetings. Other petitions within the scope of AAUW policy must be approved by the president and board and others concerned three days prior to the meeting. If approved, they may be circulated with the announcement that AAUW has taken no position.
3. The branch may endorse candidates for nonpartisan elective and appointive positions in accordance with issues and policies adopted by the Association and California AAUW. See Public Policy Chair for further guidelines.

## **LOCAL SCHOLARSHIPS**

1. The Mission Viejo-Saddleback Valley branch may have a local scholarship chairman and committee.
2. Scholarship recipient(s) will be selected from Saddleback Community College with criteria to be decided by the scholarship committee with board approval.

## **BRANCH PROPERTY AND AWARDS**

1. Use of property and equipment belonging to the branch is restricted to functions sponsored by the branch.
2. All non-monetary awards shall be the property of the branch and held by the president.

## **BULLETIN**

1. Subscriptions to the *Motivator* may be purchased by non-members at a fee set by the board, based on the recommendation of the bulletin editor.
2. All advertisers will pay the rate as determined by the board.
3. Inserts into the *Motivator* not related to AAUW activities must be approved by the board and charged for at a rate determined by the board and based on the recommendation of the bulletin editor.

## **DONATIONS**

1. AAUW members, family members, the branch board of directors and others wanting to donate to the branch in memory of a loved one, can donate to:
  - a. AAUW Educational Foundation
  - b. AAUW Legal Advocacy Fund
  - c. Local Scholarship Fund
2. Donation checks under \$100.00 should be made payable to Mission Viejo-Saddleback Valley AAUW Branch and note which fund and the name of the honoree. The branch treasurer will notify the family of the honoree. Donations over \$100.00 should be made payable to the AAUW CA Fund.

Revised: October, 2005

Approved: November, 2005