CALIFORNIA BYLAWS MODEL FOR INCORPORATED BRANCHEs

 Model Last Updated Winter 2017

*[First seven articles must be written exactly as shown in this model. BEST PRACTICES for incorporated branches for the remaining articles: make sure the bylaws comply with the original articles of incorporation and California Corporation Code, especially with regard to meeting notice, electronic or mail voting, co-officers each having a board vote, the requirement for an annual meeting, amendment procedures, and indemnification.]*

BYLAWS of THE [insert naMe EXACTLY AS WRITTEN IN ARTICLES OF INCORPORATION]

**ARTICLE I. NAME AND GOVERNANCE (Mandatory language)**

**Section 1. Name.** The name of the organization shall be [insert name of Branch], hereinafter known as the “Branch.”

**Section 2. Affiliate.** [Insert name of Branch] is an Affiliate of AAUW as defined in Article V.

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

ARTICLE II. PURPOSE (Mandatory language)

**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 Branch is to further AAUW purposes and policies. The Branch 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 [insert “public” for a 501c4 organization or “charitable” for a 501c3 organization] purposes.

Section 2. Policies and Programs. In keeping with this purpose, the Branch 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 (Mandatory language)

**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 (Mandatory language)**

**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.**

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.

 **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 (Mandatory language)**

**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 (Mandatory language)

The rules contained in the most current edition of *Robert’s Rules of Order Newly Revised* shall govern the Branch in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS (Mandatory language)

AAUW-mandated amendments shall be implemented by the Branch’s board of directors without a vote of the Branch’s membership and as prescribed by the AAUW Board of Directors.

##### **ARTICLE VIII. BRANCH MEMBERSHIP AND DUES**

##### **Section 1. Branch Membership.**

##### A member of national AAUW, as defined in Article IV, may become a member of the Branch upon payment of Branch dues.

1. 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 \_\_\_ days prior to the meeting. *[Recommend using same time frame used in Article IX, Section 1c for elections notice, and Article XVII for amending the bylaws.]*

b. Branch dues for college/university representatives shall be set by the board. AAUW CA dues are waived for college/university representatives. *[Alternative language for a-2 if the Branch waives Branch dues for C/U partner reps: “AAUW CA and Branch dues shall be waived for college/university representatives to join the Branch.”]*

c. AAUW paid life members, as defined in Article IV, Section 2-a-(4)-(a), are not exempt from payment of AAUW CA and Branch dues.

d. Fifty-Year Honorary Members as defined in Article IV, Section 2-a-(4)-(b) shall be exempt from the payment of national AAUW and AAUW CA dues. *[Optional ending: “...payment of AAUW, AAUW CA, and Branch dues.”]*

***Articles IX-XVII*** *are for guidance in determining leadership structure for the Branch as well as how meetings are set. With the exception noted in Article X (Officers), Section 1, the content of these articles are completely at the Branch’s discretion. Perhaps you have already moved beyond the traditional leadership structures and are working in teams, leadership councils, or other alternative ways. You can choose a leadership structure other than the traditional board of directors. You can choose how frequently you hold meetings and how voting occurs (in person, email, mail). Best practices tips and optional language is noted [bracketed] in blue.*

##### **ARTICLE IX. NOMINATIONS AND ELECTIONS**

**Section 1. Nominations.**

a. There shall be a nominating committee of \_\_\_\_\_\_ members, elected or appointed as follows: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. *[Note: The president should not serve on this committee, per Roberts Rules of Order, which should be stated here if it is not explained in Branch policies and procedures.]*

b. The term of service on the nominating committee shall be for one year (from time of appointment *[or election]* until the branch election) for a maximum of \_\_\_\_\_\_\_ consecutive terms.

c**.** The names of the nominees for elected office shall be published and sent to every member at least \_\_\_\_\_days prior to the annual Branch meeting. *[Recommend using same time frame used in Article VIII, Section 2 for dues changes, and Article XVII for amending bylaws.]*

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.

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 XIV, Meetings. *[Correct article number if Article XI, Executive Committee is not used.]*

d. The election format may be changed by the board to conform to changing state laws.

**ARTICLE X. OFFICERS**

*[Required contact positions: According to AAUW requirements, every branch must annually provide AAUW with a designated contact for administration and finance, as well as someone other than those two contact people who is designated to make minutes available upon request. Typically this is achieved by listing a president, treasurer, and secretary. However, if alternative board structures are adopted, the bylaws must assign those three required contact positions.]*

#### **Section 1. Officers.** *[Best practices tips: State exact number of elected and appointed officers for transparency and accountability.]*

a. The elected officers for the Branch shall be *[list position titles].*

b. The appointed officers shall be *[list position titles]*. They shall be appointed by the president with the consent of the board.

c. Officers shall serve for a term of one year *[alternative: two years]* or until their successors have been elected or appointed and assume office. Term of office shall begin on July 1. The incoming president may call a meeting of the incoming officers prior to July 1.

d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than \_\_\_\_\_consecutive terms in the same office.

e. All vacancies in office shall be filled for the unexpired term by the board. *[Optional: … with the exception of a vacancy in the office of president, which shall be filled by the \_\_\_\_ vice president.]*

f. Each office may be filled by a single officer or co-officers. *[According to California Corporate Code for Incorporated Branches, co-officers must EACH have a vote on the board, not a shared vote. See related note for Quorum in Article XI (Board of Directors), Section 5.]*

g. *[Optional rotation of officers if elected officers have a 2-year term of office]:*The following officers shall be elected in even years: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The following officers shall be elected in odd years: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

**Section 2. Duties.** *[Best practices tips: put details of duties in Branch policies and procedures, rather than bylaws. Replace the position title shown here with the title used in Section 1, if they differ from this model’s suggested names.]*

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. *[Optional if there are vice presidents.]* 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 officer 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 officers and chairs shall submit annual reports to the president.

**ARTICLE XI. BOARD OF DIRECTORS**

*[Best practices tips: Have more elected than appointed to keep power in the hands of the members/voters. An uneven number of board members helps avoid tie votes. Aim for a smaller board rather than larger, which will likely increase commitment, attendance, and the ability of members to hold individual board members accountable for their decisions. Incorporated branches must, by CA law, either specify an exact number of directors or a range that specifies acceptable minimum and maximum number of directors.]*

**Section 1. Composition.** The board of directors shall include the elected officers and the following appointed officers: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, with the parliamentarian serving as a non-voting member. *[Note: If the Branch elects to call its governing body something other than “board of directors,” substitute that throughout the bylaws.]*

**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. *[Correct article number if Article XII, Executive Committee not used.]*

**Section 3. Meetings.** Meetings of the board shall be held at least \_\_\_\_\_ 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 \_\_\_\_ members of the board provided that at least \_\_\_\_ 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. *[Note: According to California Corporate Code, each director, including co-officers, must have an individual vote.]*

**Section 6. Voting Between Meetings.** Between meetings of the Branch board, a written, conference call, or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every voting member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. *[Alternative wording, if higher participation deemed necessary: “… on any question submitted to the board in writing provided that 2/3 of voting members (OR, if 100% participation desired: every voting member) of the board participates in the vote.]* 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 by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

**ARTICLE XII.** **EXECUTIVE COMMITTEE *[OPTIONAL: If no executive committee, re-number remaining articles.]***

**Section 1. Composition.**  The executive committee shall consist of the elected officers and the following appointed officers: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, with the parliamentarian serving as a non-voting member.

**Section 2. Duties.** The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

**Section 3. Meetings.** Meetings of the executive committee shall be held on the call of the president or by written request of \_\_\_\_ of its members. *[Roberts Rules of Order recommends requiring a majority of the Executive Committee’s voting members to request a meeting. Example: If there are seven Executive Committee members, the number to fill in the blank here should be four.]*

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

**Section 5. Voting Between Meetings.** A written, conference call or electronic vote may be taken at the request of the president on any question submitted to the executive committee in writing provided that every voting member of the executive committee shall have the opportunity to vote upon the question submitted. *[Language in the next sentence should be consistent with the corresponding section of the previous article.]* If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next 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(Mandatory Language)**

**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. *[Optional addition: No indebtedness in excess of \_\_\_\_\_\_\_\_\_ over amounts provided for in the budget shall be incurred by any Branch member except upon approval of the board.]*

**Section 3. Budget.** The board shall adopt an annual budget for presentation to the Branch membership no later than \_\_\_\_\_\_\_\_. *[Alternative: The annual budget shall be reviewed by the board of directors, distributed to the members, and adopted by the membership no later than \_\_\_\_\_\_\_\_\_\_\_.]*

#### **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 the months of \_\_\_\_\_\_\_\_\_\_ and \_\_\_\_\_\_\_\_\_\_\_\_.

**Section 2. Membership Meetings.**  The Branch shall hold at least \_\_\_\_\_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 \_\_\_\_\_\_\_ members of the board or \_\_\_\_\_\_ *[suggested: 10]* percent of the Branch membership.

**Section 4. Meetings Notice.** Notice of meetings shall be sent to all members of the Branch at least \_\_\_\_\_\_\_days prior to the meetings. *[Recommend 10 days]*

**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 of the date of the meeting. *[Alternative ending: “...in good standing as of the meeting notice.”]*

**Section 6. Quorum.** The quorum shall be \_\_\_\_\_\_percent of the Branch membership. *[Suggest at least 15%]*

**ARTICLE XVI. INDEMNIFICATION** **(Mandatory Language)**

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 BYLAWS**

Provisions of these bylaws not governed by the AAUW (see Article VII) or AAUW CA bylaws may be amended at an Branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least \_\_\_\_\_ days prior to the meeting. *[Recommend using same notice as in Article VIII, Section 2 for changing dues, and Article IX, Section 1c for elections.*

Date Last Amended by Branch Vote: [full date (month day, year)]

Mandatory Amendments Made Since Then: [full date(s)]

*Guide to dating bylaws:*

* Always use the exact date (month, day, year), not just month/year.
* The date should appear in the footer on every page, and on the last page; it should not appear on the top of the first page. (For best results, use Word’s auto-footer tool; don’t try to manually type in a footer at the bottom of each page.)
* The footer should show the date of the most recent amendments, whether or not they are mandatory amendments.
* “Date **Revised**” instead of “Date Last **Amended**” is only used at the bottom of the final page if the bylaws have been substantially changed, with the branch vote on the entire new bylaws, rather than by separate amendments.
* There is no legal requirement for a full history of amendment dates to be shown, not even for incorporated Branches, but if your branch prefers to have the full list of amendment dates, it is best to ONLY list the dates and note which were mandatory amendments, rather than trying to include descriptions about which articles/sections were updated. Otherwise, the history of amendments can eventually become longer than the bylaws themselves! The full details of every amendment requiring a branch vote will be in the branch minutes, so a reference to the date of the amendment is enough for anyone who is researching the bylaws changes to be able to find the branch minutes with those details.