

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF  
AAUW FIVE CITIES-PISMO BEACH**

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the organization shall be the American Association of University Women (AAUW) Five Cities-Pismo Beach, hereinafter known as the “Affiliate.”

**Section 2.** Affiliate. AAUW Five Cities Pismo Beach 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 DUES**

**Section 1. Amount.** Changes in the Branch dues shall be determined at the annual meeting by two-thirds vote of those members present, in good standing and voting, provided notice has been given to the members at least fourteen days prior to the meeting. Branch dues for college/university representatives shall be set by the Board. State and Branch dues shall be waived for college/university representatives to join the Branch.

**Section 2. Payment.** New members may join at any time. Dues are payable upon joining. Pro-rated dues paid by new members for less than a full year is determined by national, state and Branch policy.

**Section 3. Reciprocity.** A current paid member of a Branch or comparable AAUW-affiliated entity may transfer membership to another Branch or comparable AAUW-affiliated entity without payment of additional dues.

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

### **Section 1. Nominations**

- a. There shall be a Nominating Committee of at least three members appointed by the Board at least three months prior to the annual meeting.
- b. The names of the nominees for elected office shall be published and sent to every member at least 14 days prior to the Branch annual meeting or prior to the end of the fiscal year.
- c. Nominations may be made from the floor with the consent of the nominee.

### **Section 2. Elections**

- a. Elections shall be held at the Branch annual 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 results shall be determined by a majority vote of those members present and voting, provided those present constitute a quorum.

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

### **Section 1. Members of the Board of Directors**

- a. The elected officers for the Branch shall be the President, Secretary, and Treasurer.
- b. The newly elected President, with the concurrence of the newly elected officers, shall appoint members to the following positions: Communications & Publicity Coordinator, AAUW Funds Coordinator, Public Policy Coordinator, Membership Coordinator, Program Committee Coordinator, Fundraising Coordinator, Tech Trek Coordinator and Eager Readers Coordinator. Once seated they shall be voting members of the Board. The Board shall approve the Scholarship CEO, elected by the Five Cities-Pismo Beach AAUW Scholarship Corporation Board as a voting member of the Branch Board. The President shall appoint, as a non-voting member, the Parliamentarian.
- c. Officers shall serve in their elected position until their successors have been elected or appointed and assume office. Term of office shall begin on July 1. The incoming President may call a meeting of the incoming officers prior to July 1.
- d. All vacancies in office shall be filled for the unexpired term by the Board.
- e. Each office may be filled by one officer or co-officers. Each officer is entitled to a single, independent vote, even when sharing a position.

**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 XII, Financial Administration, Section 2.

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of Policies and Procedures adopted by the Board, and by the current edition of *Robert's Rules of Order Newly*

- 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 Secretary shall record and keep minutes of all noticed Board, membership, and special meetings, and shall make the minutes available upon request. In the absence of the President, the Secretary shall perform the duties of the President.
- d. The Treasurer shall be responsible for collecting, distributing and accounting for the funds of the Branch and for meeting specific deadlines. In the absence of the President and Secretary, the Treasurer shall perform the duties of the President.

**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.

**Section 4. Special Meetings.** Special Board meetings may be called by the President or shall be called upon written request of four members of the Board provided that at least seven 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 Board members.

**Section 6. Voting Between Meetings.** Between meetings of the 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 discuss and vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a Board meeting. The result of the vote shall be in the minutes of the next Board meeting.

**Section 7. Removal from Office.** A member of the Board may be removed for any reason by a two-thirds vote of the Board in accordance with Policies and Procedures adopted by national AAUW.

## **ARTICLE XI. COMMITTEES**

**Section 1. Establishing Committees.** The President may establish standing and special committees as needed with consent by the Board.

**Section 2. Purpose.** With the approval of the Board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

## **ARTICLE XII. 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 Branch member, except upon approval of the Board, shall incur indebtedness to the Branch in excess of \$50.00 over amounts specified in the budget. The Branch shall provide funds raised by the Branch only to AAUW national, state, and Branch projects that further the mission of AAUW and are approved by the Board.

**Section 3. Budget.** The annual budget shall be reviewed and adopted by the Board for presentation at the first general membership meeting of the fiscal year.

**Section 4. 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 XIII. MEETINGS**

**Section 1. Annual Meeting.** The Branch shall hold an annual meeting to conduct the business of the Branch, which will include the election of officers for the next fiscal year and may include installing officers, establishing dues, amending bylaws, receiving reports of officers and committees, and other appropriate activities. The annual meeting shall be held prior to the end of the fiscal year with the exact date, time and place to be determined by the Board.

**Section 2. Membership Meetings.** The Branch shall hold at least one general membership meeting during the fiscal year. The Board shall determine the time and place for these meetings. Notice of meetings shall be presented to all members of the Branch at least fourteen (14) days prior to the meetings.

**Section 3. Special Meetings.** Special membership meetings may be called by the President or shall be called by the President at the written request of four members of the Board or six members of the Branch membership. Notice of special meetings shall be sent to all members of the Branch at least seven days prior to the meetings.

**Section 4. Quorum.** No business items can be voted upon at a general membership meeting without a quorum of 25 percent of the Branch membership.

## **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 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. NON-MANDATED AMENDMENTS TO THE BYLAWS**

**Section 1. Prior Approval.** All non-mandated proposed amendments to Branch bylaws shall be approved by the Board and sent to [compliance@aauw.org](mailto:compliance@aauw.org) for inclusion in the Member Services Database (MSD) for approval before the call for a Branch vote.

**Section 2. Branch Vote.** Provisions of these bylaws not governed by the AAUW or state bylaws may be amended at a Branch meeting by a majority vote of those members present and voting, provided those present constitute a quorum and written notice was sent to the members at least fourteen days prior to the meeting.

Amended by Branch Vote: June 8, 2016

Mandatory Amendments: March 28, 2017

Amended by Branch Vote: April 15, 2019 Susan Brazil, Mary Matakovich, Jean Burns Slater

Amended by Branch Vote: June 1, 2020 Kathi Pettersen, Judy Leonard, Patti Melsheimer,  
Jean Burns Slater, Parliamentarian

Mandatory Amendments: November 6, 2023 Liz Wineman, Parliamentarian, Susan Brazil