

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
CALIFORNIA
SPECIAL PROJECTS FUND**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be American Association of University Women, California Special Projects Fund, hereinafter known as the Affiliate AAUW CA SPF.

Section 2. Affiliate. AAUW CA SPF is an Affiliate of AAUW as defined in Article V.

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

ARTICLE II. PURPOSE

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 Affiliate is to further AAUW purposes and policies. The Affiliate 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 charitable purposes.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate 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

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

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

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

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Affiliate 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

AAUW mandated amendments shall be implemented by the Affiliate's Board of Directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

The Articles from this point forward are specific to the afore-mentioned affiliate: "The AAUW California Special Projects Fund".

ARTICLE VIII. AFFILIATE MEMBERSHIP AND DUES

Dues are not assessed.

ARTICLE IX . MEMBERS

This corporation shall make no provisions for members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights that would otherwise vest in the members shall vest in the Board of Directors.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Number of Directors. The corporation shall have a minimum of seven and no more than nine directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications for Director.

Any member of the AAUW CA may be appointed a director, except for:

- a. Members of the national AAUW Board of Directors and AAUW CA Board of Directors.
- b. The director or treasurer of a project being served by the AAUW CA SPF.

Section 3. Powers. The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by and under the direction of the AAUW CA SPF Board of Directors.

Section 4. Selection of the Board of Directors.

- a. Directors. The nominating committee of the AAUW CA SPF Board of Directors shall present a slate of candidates to fill the positions as determined by the Board of Directors prior to the annual meeting as set forth in Section 1. The currently seated Board of Directors shall confirm the appointment of the new directors following the presentation of the slate by the nominating committee.
- b. Officers of the Board of Directors. Following the appointment of the Directors, the nominating committee of the AAUW CA SPF Board of Directors shall present a slate of candidates to fill the positions of the expiring terms of officers of the AAUW CA SPF Board of Directors. The Board of Directors shall confirm the appointment of the officers following the presentation of the slate by the nominating committee.

Section 5. Terms of Office. All directors shall serve a two year term with eligibility for two additional consecutive terms.

Section 6. Removal.

- a. Directors may be removed for cause from the Board of Directors by a two-thirds vote of the currently seated AAUW CA SPF Board of Directors.
- b. A director who has missed two successive meetings without notifying the secretary or board president shall be automatically removed from the Board of Directors.
- c. Violation of the Use of Name Policy as defined in Article III shall be cause for immediate removal.

Section 7. Vacancies.

- a. The AAUW CA SPF Board of Directors, in consultation with the AAUW CA SPF Nominating Committee, shall fill vacancies occurring on the AAUW CA SPF Board of Directors.
- b. The term of office for a director appointed to fill a vacancy shall be the un-expired term of the predecessor.
- c. A director appointed to fill the unexpired term of a board vacancy shall be eligible to serve two additional consecutive terms upon completing the initial term of appointment to the AAUW CA SPF Board of Directors.

Section 8. Duties of the Board of Directors. It shall be the duty of the Board of Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws.
- b. Appoint and remove, employ and discharge, prescribe the duties and fix the compensation (if any) of all employees and agents of the AAUW CA SPF.
- c. Provide oversight of all officers, employees, and agents of the corporation to assure that their duties are being performed properly.
- d. Meet at such times and places as required by these bylaws.

e. Register their addresses, both physical and email, with the secretary of the corporation. Notices of meetings mailed to them at said addresses shall be valid.

Section 9. Compensation. No director shall receive, directly or indirectly, any compensation for his or her service as director, officer, employee, contractor or agent of the AAUW CA SPF. The board may authorize reimbursement of reasonable expenses incurred by board members in connection with meetings and /or other activities on behalf of the AAUW CA SPF.

ARTICLE XI .OFFICERS

Section 1. Qualifications.

- a. Only members of the Board of Directors may be elected as officers of the AAUW CA SPF.
- b. The president shall have served a minimum of one year as a director of the AAUW CA SPF and a minimum of one year in an AAUW CA leadership position as an AAUW CA Director, a member of a state administrative, finance or standing committee, or an appointed state chair /position.

Section 2. Number and Title. There shall be four officers of the AAUW CA SPF: president, vice-president, secretary, and treasurer.

Section 3. Term of Office.

- a. The term of office for each officer shall be two years. Each officer shall serve no more than two consecutive terms. An officer's term ends when her/his successor is elected and takes office.
- b. Officers may be removed for cause at any regularly scheduled meeting of the Board of Directors by a two-thirds vote of those currently seated on the board.
- c. Any vacancy occurring in an office other than president shall be filled at any regular meeting of the Board of Directors by a majority vote of the then seated board. In the case of a vacancy in the office of president, the vice-president shall fill that position.

Section 4. Duties of Officers. Officers shall perform the duties prescribed by the bylaws and by the parliamentary authority adopted by the AAUW CA SPF.

a. President.

The President shall:

- (1) Have the usual executive powers of supervision and management such as may pertain to the office of president, and such other powers and duties as designated by the Board of Directors of the AAUW CA SPF Board of Directors and/or executive committee.
- (2) Execute with the secretary of the corporation all legal documents of the AAUW CA SPF.
- (3) Serve as an ex-officio member of all committees, except the nominating committee.

b. Vice-President.

The Vice-President shall:

- (1) Assume the office of president in the event of a vacancy in that office.
- (2) Perform the duties of the president in all cases in which the president is unable to serve.
- (3) Serve as an alternate to the president and assist in such matters as may be delegated by the president, Board of Directors or executive committee.

c. Secretary.

The Secretary shall:

- (1) Be responsible for the minutes of all board meetings, handle the official correspondence of the AAUW CA SPF, serve on the governance, and file all related business with the Office of Corporations as defined by the rules governing corporations under the Laws of the State of California.
- (2) Keep a roster of physical and e-mail addresses and telephone numbers for each member of the board.
- (3) Record all mail and electronic votes and report the results at the next meeting of the Board of Directors.
- (4) Execute, with the president of the corporation, all legal documents of the AAUW CA SPF.

d. Treasurer.

The Treasurer shall:

- (1) Serve as the chief financial officer of the AAUW CA SPF and perform all legal financial activities as required by law.
- (2) Be responsible for the accounting of all monies and assets of the AAUW CA SPF, including the deposit and withdrawal, and investment of such monies in accordance with the policies set forth by the Board of Directors.
- (3) Serve as the chair of the finance and investments committee.
- (4) Be the custodian of all property and financial assets of the AAUW CA SPF, and with the approval of the Board of Directors make arrangements with a recognized financial institution, or institutions, regarding investments in securities and their safe keeping.

ARTICLE XII. COMMITTEES

Section 1. Committee Appointments.

- a. The president shall appoint all committee members; all appointments are subject to confirmation by the Board of Directors at a regularly scheduled meeting.
- b. Only members of the executive committee of the Board of Directors may serve on the personnel committee.
- c. Other committees may include members from the general membership of the AAUW CA.
- d. Committee members shall serve at the discretion of the president.

Section 2. Committee Structure.

- a. Each committee shall have a chair. The chair shall be appointed by the president at the time of the appointment of the committee and confirmed by the Board of Directors.

- b. Committee size shall be determined by the Board of Directors at the last meeting of each AAUW CA SPF year.

Section 3. Conduct. Committees shall serve at the pleasure of the Board of Directors. All committee business shall be conducted in accordance with the Bylaws and Polices and Procedures of the AAUW CA SPF as set forth by the Board of Directors. All committee proceedings shall become a part of the official records of the AAUW CA SPF.

Section 4. Executive Committee.

- a. The executive committee shall be composed of the elected officers of the AAUW CA SPF.
- b. The Board of Directors may delegate to said committee, by resolution, any of the powers and authority of the board in the management of the business and affairs of the AAUW CA SPF between the regularly scheduled meetings of the Board of Directors. Authority may not be delegated to change the Articles of Incorporation or the Bylaws, to appoint directors, or elect officers of the board. The executive committee shall serve as the personnel committee of the AAUW CA SPF.
- c. Personnel Committee. This committee is composed of the executive committee of the Board of Directors. No other directors shall serve on this committee. The committee shall develop and supervise the application of staff personnel policies.
- d. Written Vote. Between meetings of the executive committee, a written vote may be taken at the request of the president on any question submitted to the committee in writing, provided every member of the executive committee shall have an opportunity to vote upon the question submitted. Voting shall close 10 business days after the question is submitted to the committee.
- e. An electronic e-mail shall be considered a viable means of delivery of the question to committee members. The vote shall be returned to the president of the AAUW CA SPF. If a majority shall vote on any question as submitted, the vote shall be counted and shall have the same effect as if cast at a meeting of the executive committee.
- f. Quorum. A quorum of a meeting of the executive committee shall be a simple majority of the members.

Section 5. Standing Committees.

- a. Finance and Investments Committee. This committee shall oversee the financial health and investments of the organization. It shall prepare the annual budget for approval by the Board of Directors. The committee is empowered to investigate and report to the Board of Directors on any financial aspect of the AAUW CA SPF's operations. The committee shall be responsible for overseeing any required audit or financial review of the financial records of the AAUW CA SPF.
- b. Governance Committee. This Committee shall review the bylaws biennially and the Policies and Procedures as necessary, examine proposed amendments, and make recommendations to the Board of Directors for action, and perform such other duties as deemed necessary.
- c. Nominating Committee. The nominating committee shall be composed of three members, who, whenever possible, are not seeking re-election to the board in the current

appointment cycle. It shall present a slate of candidates for upcoming vacancies for board positions with consideration of geographical representation at the annual Board of Directors meeting. The nominating committee shall solicit recommendations for candidates for the AAUW CA SPF Board of Directors from the general membership of AAUW CA.

Section 6. Special Committees. Special committees may be authorized by the Board of Directors as necessary.

Section 7. Quorum. The quorum of a meeting of a standing committee or a special committee shall be a simple majority of its members.

ARTICLE XIII. MEETINGS.

Section 1. Annual Meeting.

- a. The Annual Meeting shall be held during the last quarter of the AAUW CA SPF year, the exact date and location to be set by the AAUW CA SPF Board of Directors.
- b. The annual meeting of the AAUW CA SPF shall:
 - (1) Elect incoming directors and officers.
 - (2) Transact such other business as may properly come before it.

Section 2. Regular Meetings. In addition to the Annual Meeting, at least one or more regular meetings of the Board of Directors may be held during the AAUW CA SPF year. The schedule shall be published at the beginning of each year and can be amended at a regular meeting of the Board of Directors.

Section 3. Special Meetings. Special meetings may be called by the president or, in the absence of the president, the vice-president, or by any three directors.

Section 4. Meetings by Electronic Media. Any Board of Directors meeting or committee meeting may be held by conference telephone or other electronic media as long as all directors participating in the meeting can communicate with one another. All such directors shall be deemed to be present in person at such a meeting.

Section 5. Notice of Meetings.

- a. Written notice of all meetings shall be given to all directors.
- b. Notice of the Annual Meeting shall be given no more than thirty days and not less than fifteen days in advance of the meeting.
- c. Notice of regular and annual meetings shall be by first class mail or electronic mail with receipt confirmation required from addressee

Section 6. Voting Between Meetings. Between meetings of the Board of Directors, a written, conference call, or electronic vote of the board may be taken at the request of the president on any questions submitted to the board in written form provided that every 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 cast at a meeting. A complete record shall be kept of written votes, and a report thereof shall be made at the next meeting of the Board of Directors.

Section 7. Quorum. A simple majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business (notwithstanding the withdrawal of directors) if any action taken is approved by at least a majority of the required quorum for such a meeting. Directors may not vote by proxy.

ARTICLE XIV. FINANCIAL ADMINISTRATION

Section 1. The AAUW CA SPF year shall begin on January 1 and end on December 31 each year.

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 board shall adopt an annual budget for presentation to the Affiliate Board of Directors at a meeting prior to January 1 of each year.

Section 4. Insurance.

- a. The Affiliate is required to participate in the AAUW CA insurance programs in order to participate in AAUW CA sponsored activities and projects. The Affiliate 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 Affiliate must obtain separate insurance coverage for activities and projects not covered under the AAUW CA insurance coverage.

Section 5. Funds.

The AAUW CA SPF Board of Directors shall receive such property and funds as may be contributed and shall administer them for the advancement of the purposes of the AAUW CA SPF.

Section 6. Financial Accountability.

The annual AAUW CA SPF administrative budget shall be prepared by the finance and investments committee and submitted to the AAUW CA SPF Board of Directors for approval during the last quarter of the AAUW CA SPF year.

ARTICLE XV. ANNUAL REPORTS

Section 1. President's Report. The president shall furnish a written annual report to the AAUW CA SPF Board of Directors within 60 days of the close of the AAUW CA SPF

year and make the report available on the AAUW CA website. This report shall include a summary of the annual financial report of the AAUW CA SPF.

Section 2. Officer and Committee Reports. Each officer and committee chair shall furnish a written annual report to the AAUW CA SPF Board of Directors within 60 days of the close of the AAUW CA SPF year.

ARTICLE XVI. DISSOLUTION

In the event that either by vote of the AAUW CA SPF Board of Directors, or by legal action, or by other means, this AAUW CA SPF is dissolved, its assets, after the payment of all outstanding obligations, shall be transferred and delivered to such other non-profit corporation or non-profit organization that shall carry out, as near as practicable, the purposes and policies put forth in the Charter of the AAUW CA SPF and Article II of these bylaws. In any event, no part of the remaining assets shall inure to the benefit of any individual member of the AAUW CA SPF Board of Directors.

ARTICLE XVII. INDEMNIFICATION

Every board or committee member may be indemnified by the Affiliate 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 Affiliate board approves such settlement and reimbursement as being in the best interest of the Affiliate. 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 XVIII. AMENDMENTS TO THE BYLAWS.

Provisions of these bylaws not governed by the AAUW (see Article VII) bylaws may be amended by a two-thirds vote of the currently serving directors at any board meeting providing that written notice of the proposed amendment has been given no more than thirty (30) days and no less than (10) days prior to the meeting. If such notice has not been given, the proposed bylaws amendment requires a unanimous vote. Bylaws may not be amended between meetings.

Adopted October 10, 2001, Sacramento, California
Date Last Amended by Branch Vote: January 31, 2015
Mandatory Amendments Made Since Then: June 1 2017
Date Last Amended by Board Vote: October 20, 2017
Date Last Amended by Board Vote: February 2, 2018

Jan Cook 8/20/18 5:19 PM

Comment: This is the word Connie used.
I don't know if I can change it.

