

**AMENDED AND RESTATED BYLAWS  
OF  
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE  
STATE OF CALIFORNIA, INC.  
(a California nonprofit mutual benefit corporation)**

**INTRODUCTION**

*Effective October 17, 2008, the board of directors of the corporation amended these bylaws to strike the word 'associate' and to clarify the method of dues approval by the voting members.*

*Effective October 17, 2009, the board of directors of the corporation amended these bylaws to provide for the direct election of officers by the members of the corporation and to comply with changes promulgated by the American Association of University Women ("AAUW").*

**ARTICLE I. GENERAL PROVISIONS**

**Section 1. Name.** The name of this corporation is AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE STATE OF CALIFORNIA, INC. (hereafter referred to in these bylaws as "AAUW CA" or "corporation").

**Section 2. Principal Office.** The principal office for the transaction of business of the corporation shall be located in California. The Board of Directors ("Board") shall have the authority to set and change the precise location of the principal office so long as the principal office remains in the State of California. The corporation may also have offices at such other places within or without the State of California where it is qualified to do business, as its business may require and as the Board may from time to time designate.

**Section 3. Purposes and Limitations.** The corporation is a NONPROFIT MUTUAL BENEFIT CORPORATION organized under California law. The corporation is formed for the purpose of engaging in any lawful act or activity for which a nonprofit mutual benefit corporation may be organized under the law.

Specifically, the corporation is formed for the purpose of advancing equity for women and girls through advocacy, education, philanthropy and research. AAUW CA shall assist the development of new branches of the corporation's national organization, the American Association of University Women (hereafter referred to as "AAUW") within the state, promote, encourage, and coordinate the work of the branches throughout the state, and cooperate with AAUW.

**ARTICLE II. MEMBERS OF AAUW CA**

**Section 1. Voting Members.** AAUW CA is organized with members, but without capital stock.

Any individual who meets the following criteria shall be eligible for voting membership in AAUW CA upon approval by the Board or its designee: 1) holds an associate or equivalent, a baccalaureate or other higher degree from a qualified educational institution, a degree from a foreign institution recognized by the International Federation of University Women (IFUW), or a foreign degree acceptable as the basis for admission at qualified universities of the United States; and 2) is a voting member in good standing of AAUW.

Voting members (also referred to as “members”) shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

**Section 2. Dues and Assessments.** The dues and assessments for voting members of the corporation shall be established by the Board, approved by a two-thirds (2/3) vote of the membership voting at a properly called meeting when a quorum is present, and collected by AAUW CA

**Section 3. Good Standing.** Those AAUW CA members who have paid the required fees and assessments, who conduct themselves in accordance with any policies (including use of name) established by the corporation or by AAUW and who are not in violation of any bylaw, rule, or policy of the corporation, AAUW, or any branch, shall be considered members in good standing.

**Section 4. Termination of Membership.** Membership in AAUW CA shall terminate on the occurrence of any of the following events:

- (a) Resignation of a member upon notice to the corporation;
- (b) Failure of a member to pay any dues or assessments within the period of time fixed by the Board or branch after they become due and payable;
- (c) Expulsion pursuant to Section 6 of this Article.

**Section 5. Suspension or Expulsion of Membership.** Any AAUW CA voting member may be suspended or expelled in accordance with Section 6 of this Article, based on the good faith determination by the Board, or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to comply with the articles of incorporation, bylaws, code of ethics if any, or policy of the corporation or of AAUW, or with any law applicable to the corporation and its members, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

**Section 6. Procedure for Suspension or Expulsion.** If grounds appear to exist for suspension or expulsion of a member under this Article, the procedures set forth below shall be followed:

- (a) The member shall be given 15 days prior notice of the proposed suspension or expulsion and the reasons for the proposed suspension or

expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first class or express mail to the member's last address as shown on the corporation's records. However, facsimile or electronic mail may be used for this notice if the member has consented to such methods of notice and if the corporation reasonably believes that the member will receive the notice.

- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the suspension or expulsion should take place.
- (c) The Board or authorized committee shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board or committee shall be final.
- (d) Any action challenging a suspension or expulsion of membership, including a claim alleging defective notice, must be received by the corporation within one year after the effective date of the suspension or expulsion.

**Section 7. Effect of Suspension or Expulsion.** All rights of a member of the corporation shall cease upon suspension or expulsion from membership. In the case of expulsion, the member's membership in the corporation shall terminate on the effective date of the expulsion. However, suspension or expulsion shall not relieve the member (or former member) of any existing obligations to the corporation.

**Section 8. No Property Rights/No Withdrawal Value.** Membership in the corporation does not constitute an ownership interest in any asset of the corporation at any time. If a membership is terminated for any reason, the corporation shall not be liable for the payment of any amount whatsoever to the member. Each member is received into membership on her express agreement to this provision.

**Section 9. Transfer of Memberships.** A membership or any right arising from membership may not be transferred to another person without the prior written approval of the Board.

**Section 10. Limitations.** No person shall hold more than one membership in the corporation.

**Section 11. Liability of Members.** Except as provided by law, no member shall be liable for the corporation's debts, liabilities, or obligations.

**Section 12. Meetings of Members.**

- (a) Place of Meetings. Meetings of the members shall be held in any place within or outside California designated by the Board. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

(b) Annual Meeting. An annual meeting of the members shall be held on a date and at a location determined by the Board (the "Annual Meeting"). At this meeting, any proper business may be transacted, subject to any limitations in law or these bylaws. Written notice of the Annual Meeting shall be given to all members of the corporation in accordance with the procedures provided in subsections (d) and (e) below. Only voting members of AAUW CA as described in Section 1 above may vote at the Annual Meeting.

(c) Special Meetings of the Members. Other meetings of the members ("special meetings") may be called at any time by (1) the Board, (2) the President, or (3) 10% of the voting members.

A special meeting of members shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the Secretary of the corporation or the President. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with subsections (d) and (e) below, stating that a meeting will be held at a specified time and date. If the meeting is called by anyone other than the Board, the meeting date shall be at least thirty-five (35), but not more than ninety (90), days after receipt of the request. If the Board calls the meeting, the meeting date may be any date for which appropriate notice is given in accordance with subsections (d) and (e) below. If notice of a requested special meeting is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice.

No business other than the business the general nature of which was set forth in the notice of the meeting may be transacted at a special meeting.

(d) Notice Requirements for Members' Meetings. Written notice of any membership meeting shall be given, in accordance with these bylaws, to each voting member of the corporation. Subject to any additional requirements in law or these bylaws, the notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the corporation (Corporations Code Sections 20 and 21) or electronic video screen communication, if any, by which members may participate in the meeting, and the general nature of the business to be transacted, and no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

(e) Manner of Giving Notice for Meetings. Except as otherwise provided in these bylaws or by law, notice of any meeting of members shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified

mail, that notice shall be given not less than twenty (20) days before the meeting.

Notice of a members' meeting or any report shall be given personally, by electronic transmission (Corporations Code sections 20 and 21), by first or third class (bulk) mail, or by express mail service, addressed to a member at the address of the member appearing on the books of the corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. An affidavit of giving of any notice or report in accordance with the provisions section, executed by the Secretary, shall be prima facie evidence of the giving of the notice or report.

If any notice or report addressed to the member at the address of the member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at the address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the corporation for a period of one year from the date of the giving of the notice or report to all other members.

Notice given by electronic transmission by the corporation under this subdivision shall be valid only if it complies with Corporations Code Section 20. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the corporation after either of the following:

- (1) The corporation is unable to deliver two consecutive notices to the member by that means.
- (2) The inability to so deliver the notices to the member becomes known to the Secretary or other person responsible for the giving of the notice.

**Section 13. Waiver of Notice or Consent.** A member's attendance at a meeting shall constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

**Section 14. Quorum.** Two hundred (200) of the voting members shall constitute a quorum for the transaction of business at any meeting of members; provided, however, that if any meeting of members is actually attended by less than one-third of the voting

power, the only matters that may be voted on are those for which the general nature of the action was specified on the notice of the meeting.

**Section 15. Loss of Quorum.** The members present at a duly called or held meeting at which a quorum is present may continue to transact business, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum (or by a greater number if required by law or by the articles of incorporation or these bylaws). Any meeting may be adjourned by a majority of those members in attendance, whether or not a quorum is present.

**Section 16. Act of the Members.** If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by law, or by the articles of incorporation or these bylaws.

**Section 17. Eligibility to Vote/Number of Votes.** 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 the vote is taken. Each voting member shall be entitled to one vote at any annual or special meeting of members.

**Section 18. Proxies.** Proxy voting is not allowed.

**Section 19. Action of Members by Written Ballot Without a Meeting.** Subject to these bylaws, any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedure.

The President of AAUW CA shall cause a ballot to be distributed to each voting member in accordance with Section 12(e) of this Article.

Any written ballot pursuant to this section shall: 1) set forth the proposed action, 2) provide an opportunity to specify approval or disapproval of any proposed action, and 3) provide a reasonable time within which to return the ballot to the corporation.

The cover letter or memo soliciting ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the action submitted. The solicitation must specify the time by which the ballot must be received by the corporation in order to be counted.

Approval of an action by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot under this section. If directors are to be elected by written ballot and the Board adopts a nomination procedure for the election process, the procedure may provide for a date for the close of nominations prior to the printing and distributing of the written ballots.

A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.

### **ARTICLE III. OFFICERS**

**Section 1. Officers.** The officers of AAUW CA shall consist of President, Vice President, Chief Financial Officer, Secretary (the "Elected Officers") and the Executive Director, if any, who shall not be an Elected Officer. Every officer must be a member of AAUW CA in good standing. The qualifications for an officer position shall apply at all times during the term of office.

No individual may hold more than one officer position at a time; however, one officer position may be shared by two individuals.

Elected Officers shall be elected at the Annual Meeting, or by written ballot in accordance with Article II of these bylaws. The Board may adopt nomination and election procedures from time to time further to set forth the method and procedure for the election of officers.

Elected Officers shall be directors of the corporation pursuant to Article IV, Section 2(a) of these bylaws.

**Section 2. Terms of Office.** The term of office for Elected Officers is two years or until a successor is elected and qualified. Officers may serve a maximum of two (2) consecutive two- (2-) year terms in any one officer position. Service for one half (1/2) or more of a term is considered a full term.

**Section 3. Compensation of Officers.** The Elected Officers of the corporation shall not receive compensation for their services.

**Section 4. Resignation/Removal.** Except as provided below, any officer may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Any Elected Officer may be removed from the Board by a vote of the members at any annual or special meeting of the membership or by written ballot pursuant to the process in Article II, Section 19 of these bylaws.

If an Elected Officer resigns or is removed from the Board, such former Elected Officer shall no longer be a director of the corporation within the meaning of Article IV, Section 2(a) of these bylaws.

Any officer who is not an Elected Officer may be removed at any time, with or without cause, by a two thirds (2/3) vote of the Board at any duly called meeting where a quorum is present.

**Section 5. Vacancies.** A vacancy or vacancies in the office of an officer shall exist on the occurrence of the following: (a) the death or resignation of an officer, (b) the declaration by resolution of the Board of a vacancy in the office of an officer who has

been declared of unsound mind by an order of court or convicted of a felony, (c) the vote of the members to remove any officer, (d) the failure of the members, at any meeting of members at which any officers are to be elected, to elect an officer required to be elected at that meeting or (f) the resignation or removal of an Elected Officer pursuant to the preceding section of these bylaws.

**Section 6. Filling Vacancies.** Except for vacancies created by removal of an officer by the members, vacancies in the office of an officer may be filled by a majority vote of the remaining directors on the Board at any properly called Board meeting, whether or not less than a quorum, or by a sole remaining director. The voting members may fill any vacancy or vacancies not filled by the directors. Any individual filling a vacancy pursuant to this section shall be a voting member of the corporation in good standing. Except as provided herein, individuals appointed to fill a vacancy shall serve until the end of the term of the officer whose vacancy they are filling.

**Section 7. President.**

The President shall:

- (a) Preside at all meetings of the members, the Board, and the Executive Committee;
- (b) Perform all other duties usually pertaining to the office of President;
- (c) Appoint, after consultation with the Executive Committee, the Chairs of all task forces and committees except for the nominating committee and as otherwise provided for in these bylaws;
- (d) Appoint members of standing and special committees and task forces in consultation with the respective committee chairs;
- (e) Serve as an ex-officio member of all task forces and committees except the nominating committee;
- (f) Submit reports as required by the Board;
- (g) In consultation with the chair of the Public Policy Committee and one other director, and with the approval of the Executive Committee, select a paid legislative advocate;
- (h) In consultation with the chair of the Finance Committee and one other director, and with the approval of the Executive Committee, select a paid office manager or Executive Director.

As the official representative of AAUW CA, the President shall represent AAUW CA in all work with other organizations and at meetings and conferences.

**Section 8. Vice President.** In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions of the President. The Vice President shall have whatever other powers and duties as may be prescribed from time to time by the Board.

**Section 9. Chief Financial Officer.** The Chief Financial Officer (the "CFO") shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the financial transactions of the corporation, including accounts of its assets, liabilities,

receipts, disbursements, gain, losses, capital and surplus. The CFO shall cause to be filed all reports required by government entities, including but not limited to the Internal Revenue Service, the California Franchise Tax Board, and the Secretary of State. In the absence of the President and the Vice-President, the CFO shall perform all the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions of the President.

The CFO shall render, at least annually, to the President and directors, or upon their request, an account of all of the transactions and of the financial condition of the corporation, and shall have whatever other powers and duties may be prescribed by the Board.

**Section 10. Secretary.** The Secretary shall keep, or cause to be kept, at the principal office or other place that the Board may designate, a book of minutes of all membership meetings and meetings of the Board, stating the time and place, whether regular or special, and, if special, how authorized, the notice given, the names of those directors present, and the proceedings of those meetings. The Secretary shall keep, or cause to be kept, a regular showing of the names of the members and directors, their addresses and telephone numbers. The Secretary shall give, or cause to be given, notice of all meetings; shall keep the seal of the corporation, if any, in safe custody; and shall have whatever powers and duties may be prescribed from time to time by the Board.

**Section 11. Executive Director.** The Executive Director, if any, shall be an at-will employee of the corporation. Subject to the supervisory powers of the Board, the Executive Director shall:

- (a) Be the chief executive officer of the corporation responsible for day-to-day management functions.
- (b) Manage and direct the activities of the corporation as prescribed by the Board and approved by the Board when necessary.
- (c) Except for the bylaws committee and nominating committee, or as otherwise provided, serve as a non-voting ex officio member of the Board and all committees.
- (d) Employ any other employees of the corporation which the Board deems necessary to carry on the work of the corporation, and fix their compensation within the approved budget of the corporation. The Executive Director may terminate employees only after consultation with the Executive Committee.
- (e) Define the duties of other employees, if any, establish their titles, and supervise their performance.
- (f) Not accept any outside employment without the express approval of the Board.
- (g) Subject to the general oversight of the Chief Financial Officer, serve as the Assistant CFO of the corporation, and perform all duties delegated by the Chief Financial Officer.
- (h) Subject to the general oversight of the Secretary, serve as the Assistant Secretary of the corporation, and perform all duties delegated by the Secretary.
- (i) Perform any other powers and duties as may be authorized or required by the Board.

## ARTICLE IV. BOARD OF DIRECTORS

**Section 1. Powers of Board of Directors.** The Board, subject to restrictions of law, the Articles of Incorporation, these bylaws, and the policies of AAUW, shall exercise all powers of the corporation. Without limitation on its general power, except as specified herein, the Board may do the following:

- (a) Policies. Adopt policies, rules and procedures for the management and operation of the corporation.
- (b) Administration. Employ or retain an individual or management firm to administer the day-to-day activities of the corporation. If an individual is retained for such purpose, he or she shall be someone who is not a director on the Board, and may be known as the Executive Director pursuant to Article III. The Board may also employ, retain, or authorize the employment of such other employees, independent contractors, agents, accountants, and legal counsel as it from time to time deems necessary or advisable in the interest of the corporation, prescribe their duties and fix their compensation.
- (c) Bonds. Require officers, agents, and employees charged by the corporation with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond.
- (d) Borrowing money. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidences of debt and securities.
- (e) Gifts. Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of this corporation.
- (f) Contributions. Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of this corporation.
- (g) Seal. Adopt and use a corporate seal provided that the name of the corporation and the state are shown on it. The seal may be affixed to such instruments as the Board shall direct. However, the lack of a corporate seal shall not, by itself, affect the legality of any document executed on behalf of the corporation.
- (h) Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the corporation is organized.
- (i) Property. Acquire, construct and possess real and personal property.
- (j) Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.

- (k) Political Action Committees. Establish and administer state and federal political action committees in order to accomplish and further the purposes of the corporation.
- (l) Committees. Appoint committees as provided in these bylaws.
- (m) Ex officio members of the Board. Appoint any number of non-voting ex officio directors who the Board believes will make a contribution to the activities and operation of the corporation. Ex officio directors shall serve at the pleasure of the Board in an advisory capacity only and shall not have any of the rights or obligations applicable to voting directors under the law or these bylaws.
- (n) Lobbying/Political Activity. Lobby local, state, and federal agencies and officials and engage in political activity on issues important to the members of AAUW CA.
- (o) Related Entities. Create and support subsidiary or related entities which the Board believes will enhance the purposes of the corporation.
- (p) Regions/districts. Establish, and change from time to time, geographical regions (also referred to as districts) for the purpose of appointing committee members to the Branch Liaison Committee described below in Article V, Section 7.
- (q) Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

**Section 2. Composition/Qualifications.**

- (a) Composition and Number. The Board shall have sixteen (16) directors, consisting of the Elected Officers and such number of additional directors (the "General Directors") as is necessary for the Board to have sixteen members. The General Directors shall be elected statewide by the voting members of AAUW CA pursuant to Article II. In addition, the Board may appoint a parliamentarian who shall serve as a consultant to the Board and to the Executive Committee.
- (b) Qualifications. Every director must be a voting member of the corporation in good standing.

**Section 3. Election of General Directors.** General Directors shall be elected at the Annual Meeting or, in the case of a vacancy, by the procedures set forth in Section 8 of this Article. The Board may adopt nomination and election procedures to further set forth the method and procedure for the election of General Directors.

**Section 4. Terms of Office.** The term of office of each General Director shall be two years and all General Directors shall serve until expiration of the term for which elected or until a successor has been elected and qualified. No director, including an Elected Officer, may serve on the Board for more than three consecutive 2-year terms. Service for one-half or more of a term is considered a full term. Once a director, including an Elected Officer, has served three consecutive 2-year terms, she may not be re-elected to the Board or serve as an Elected Officer until at least two years have passed. The term of office of each Elected Officer shall be as set forth in Article II of these bylaws.

**Section 5. Reduction of Number of Directors.** No change of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

**Section 6. Resignations/Removals.** Except as provided below, any General Director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Any General Director may be removed from the Board by a vote of the members at any annual or special meeting of the membership or by written ballot pursuant to the process in Article II, Section 19 of these bylaws.

**Section 7. Vacancies.** A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director, (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, (c) the vote of the members to remove any director(s), (d) the increase of the authorized number of directors, (e) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting or (f) the resignation or removal of an Elected Officer pursuant to Article III, Section 4 of these bylaws.

**Section 8. Filling Vacancies.** Vacancies on the Board, except for vacancies (a) due to the resignation or removal of an Elected Officer or (b) created by removal of a director by the members, may be filled by a majority vote of the remaining directors on the Board at any properly called Board meeting, whether or not less than a quorum, or by a sole remaining director. The voting members may fill any vacancy or vacancies not filled by the directors. Any individual filling a vacancy pursuant to this section shall be a voting member of the corporation in good standing. Individuals appointed to fill a vacancy shall serve until the end of the term of the director whose vacancy they are filling.

**Section 9. Annual and Special Board Meetings.** An annual meeting of the Board shall be held on the same day as, or the day before or after, the Annual Meeting. Other special meetings of the Board may be held from time to time on the call of the President or the number of directors equal to at least one-fourth (1/4) of the number of directors then serving on the Board. The time and purpose for any special meeting shall be set by the person(s) calling such meeting.

**Section 10. Notice of Board Meetings.** Notice of meetings of the Board, specifying the time and place of the meeting, shall be given to each director at least seven (7) days before the meeting if sent by first-class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered or delivered by telephone (including a voice messaging system), or by electronic transmission by the corporation (Corporations Code Section 20).

Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, or when received if delivered personally or by telephone, or on its confirmation of delivery if by electronic transmission. A notice, or waiver of notice, need not specify the purpose of any meeting of the board.

**Section 11. Place and Time of Meetings.** Meetings of the Board shall be held at whatever place and time is designated from time to time by the Board or persons calling the meeting and, in the absence of any designation, shall be held at the principal office of the corporation.

**Section 12. Board Meetings by Telephone or Video Conference or by Electronic Transmission.**

Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation if in accordance with Corporation Code Sections 20 and 21.

Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- (a) Each director participating in the meeting can communicate with all of the other directors concurrently.
- (b) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

**Section 13. Waiver of Notice and Consent to Meetings.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

**Section 14. Quorum.** A majority of the authorized number of directors shall constitute a quorum of the Board for the transaction of business.

**Section 15. Act of the Board.** Unless otherwise restricted by law or these bylaws, every act or decision done or made by a majority of directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of a director(s), if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**Section. 16. Adjournment.** A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors

who were not present at the time of the adjournment. Any business that might have been transacted at a meeting as originally noticed may be transacted at an adjourned and rescheduled meeting.

**Section 17. Closed Meetings.** Any meeting of the Board may be closed by the President so that only directors and individuals deemed necessary by the President are present. Members of the corporation who are not directors may attend any Board meeting unless excluded by the President as described in this Section.

**Section 18. Board Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all directors on the board individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes. An action by written consent shall have the same force and effect as a unanimous vote of the directors.

**Section 19. Compensation of Directors.** Directors shall not receive compensation for their services as directors. Directors may, at the discretion of the Board, receive reimbursement for travel and other actual expenses related to activities on behalf of the corporation if authorized by the Board or a committee having such authority.

**Section 20. Voting Power.** For all purposes, the voting power of each voting director shall be one vote.

**Section 21. Property Rights.** No director shall have any property rights in any assets of the corporation.

## ARTICLE V. COMMITTEES

**Section 1. Committees of the Board.** The Board may create one or more committees of the Board, each consisting of two or more directors *and no persons who are not directors*, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by a majority vote of the Board. Any such committee, to the extent provided in the Board resolution creating the committee, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Fix compensation of the directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the Board or appoint the members of committees of the Board; or

- (f) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as allowed by the California Corporations Code.

**Section 2. Executive Committee.** The Executive Committee shall be a “standing committee of the board” subject to all the rules applicable to “committees of the board” described in this Article.

The Executive Committee shall consist of the Elected Officers of the corporation who shall be the voting members of the Executive Committee.

The Executive Committee shall have the authority of the Board between Board meetings to make decisions and take actions relative to the operation of the corporation. The Executive Committee shall report any decisions made or actions taken at each meeting of the full Board. The Executive Committee may also develop policies for Board approval, and may review and recommend to the Board changes to the bylaws and to other operating policies.

Without diluting the general authority granted to the Executive Committee by this provision, the Executive Committee shall oversee and have final decision-making authority with respect to personnel matters, including but not limited to supervising the Executive Director, if any, and any other employees of the corporation.

**Section 3. Finance Committee.** The Finance Committee shall be a “standing committee of the board” subject to all the rules applicable to “committees of the board” described in this Article.

The Finance Committee shall consist of a Chair selected by the Board and four (4) other individuals, all of whom must be voting directors on the Board. The Finance Committee shall prepare all budgets of AAUW CA, study financial requirements for all projects, and review insurance programs.

**Section 4. Administrative Committee.** The Administrative Committee shall be a “standing committee of the board” subject to all the rules applicable to “committees of the board” described in this Article.

The Administrative Committee shall consist of a Chair selected by the Board and two (2) other individuals, all of whom must be voting directors on the Board. The Administrative Committee shall review annually all AAUW CA policies and procedures and propose revisions. The Administrative Committee shall keep policy and procedure handbooks current for all directors and officers of the corporation.

**Section 5. Notice Requirements for Committees of the Board.** Written notice for meetings of committees of the Board shall be given in accordance with Article IV, Section 10 of these bylaws; provided, however, that this notice may be waived in writing or by the committee member’s actual attendance at the meeting.

**Section 6. Quorum for Committees of the Board.** A majority of the voting members of any committee of the Board shall constitute a quorum, and the acts of a

majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

**Section 7. Advisory Committees.** The Board may establish advisory committees composed of any number of directors and non-directors.

“Standing advisory committees” shall be established by the Board to fulfill the functions of bylaws, communications, AAUW Funds Development, membership, program, public policy and such other functions as the Board may determine from time to time.

In addition, there shall be a standing advisory committee known as the “Branch Liaison Committee” to act as liaison between AAUW branches in California and AAUW CA. The Board shall establish, and may from time to time modify, geographical regions within the state, and shall appoint individuals to serve on this committee who are representative of each geographical region and who will act as the liaison between the branches in their region and AAUW CA. The geographical regions established by the Board may also be referred to as districts.

All standing advisory committees shall have a Chair selected by the Board who must be a voting director on the Board.

Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision making authority.

**Section 8. Meetings by Telephone or Video Conference or by Electronic Transmission.** Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner provided for in Article III of these bylaws.

## **ARTICLE VI. LIABILITY, INDEMNIFICATION, AND INSURANCE**

**Section 1. Liability.** Subject to any limitations contained in the California Corporations Code, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any volunteer director or officer of the corporation based on any alleged failure to discharge the person's duties as a volunteer director or officer if the duties are performed in accordance with the standards of conduct provided for in the California Corporations Code.

**Section 2. Indemnification.**

- (a) Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that

- Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.
- (b) **Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting shall authorize the indemnification.

**Section 3. Insurance.** The Board shall adopt a resolution authorizing the purchase and maintenance of an insurance policy or policies or bond on behalf of its directors, officers or employees against any liabilities, other than for violating provisions against self-dealing, incurred by the director, officer or employee in such capacity or arising out of their status as such. Branches of AAUW which are located in California shall be covered by the AAUW CA insurance policy and each branch shall pay a pro-rata share of such insurance costs.

## ARTICLE VII. MISCELLANEOUS

**Section 1. Inspection of Records.** The members and directors of the corporation shall have the right to inspect the records of the corporation to the extent and under the circumstances provided by the California Nonprofit Mutual Benefit Corporation Law.

**Section 2. Annual Report.** An annual report shall be prepared not later than 120 days after the close of the corporation's fiscal year. The corporation shall notify each member annually of the member's right to receive a copy of the annual report, and upon written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

The report shall contain in appropriate detail the following:

- (a) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.
- (b) A statement of the place where the names and addresses of the current members are located.
- (c) Any information required by Section 3 below.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the

corporation that such statements were prepared without audit from the books and records of the corporation.

**Section 3. Annual Statement of Transactions and Indemnifications.** As part of the annual report described in Section 2 above, the Board shall cause to be prepared a statement of any transaction of indemnification if required by Section 8322 of the California Corporation's Code.

**Section 4. Fiscal Year.** Unless changed by the Board, the fiscal year of the corporation shall begin on the first day of July, and end on the last day of June of each year.

**Section 5. Conflicts of Interest.** Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual's personal interests and the interests of the corporation. If a Board member or committee member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion or voting on the issue.

For purposes of this section and these bylaws, a "conflict of interest" means a situation in which a Board or committee member is part of a discussion or decision by the Board or a committee which has the potential to financially benefit that Board or committee member or a member of that Board or committee member's immediate family.

"Immediate family" means spouse or domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law.

Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the President, who will determine whether disclosure to the Board or the assistance of legal counsel is required.

**Section 6. Use of AAUW CA Name.** Members, directors, and officers of AAUW CA may speak or otherwise express their views publicly in their capacity as members, directors, and/or officers of AAUW CA only when the views expressed are consistent with the policies and purposes of AAUW CA and AAUW.

In the event a member, director, or officer of AAUW CA wishes to express her views publicly on matters that are not within the scope of AAUW CA purposes or which are inconsistent with AAUW CA or AAUW's policies or purposes, she is free to do so, but only in her individual capacity, without reference to her affiliation with AAUW CA or AAUW.

A member, director, or officer's failure to comply with this provision may result in suspension or expulsion from membership in AAUW CA pursuant to Article II, Section 5 above.

**Section 7. Intellectual Property.** All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to the AAUW CA name, educational, promotional, and training materials, newsletters, contracts, logos, service

marks, membership lists, contributor lists, and research results, shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without prior approval of the Board memorialized in a writing signed by the President.

**Section 8. Required Disclosures.** AAUW CA shall comply with the disclosure requirements of federal and state agencies to which it is subject.

**Section 9. Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term “person” includes both an individual and an entity.

**Section 10. Robert’s Rules of Order.** The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the meetings of the corporation in all cases to which they are applicable and in which they are not in conflict with the articles of incorporation, the bylaws, or the California Nonprofit Mutual Benefit Corporation Law.

**Section 11. Office Manager.** The office manager shall be an at-will employee of the corporation. Subject to the supervisory powers of the Board, the President, and the Executive Director, if any, the office manager shall:

- (a) Be responsible for day-to-day administrative functions.
- (b) Not accept any outside employment without the express approval of the Board.
- (c) If there is no Executive Director, then subject to the general oversight of the Secretary, serve as the Assistant Secretary of the corporation, and perform all duties delegated by the Secretary.
- (d) If there is no Executive Director, then subject to the general oversight of the Chief Financial Officer, serve as the Assistant CFO of the corporation, and perform all duties delegated by the CFO.
- (e) Perform any other powers and duties as may be authorized or required by the Board, any committee, the President, or the Executive Director, if any.

## **ARTICLE VIII. AMENDMENTS**

**Section 1. Amendment to Bylaws.** These bylaws may be amended, or repealed and new bylaws adopted, by a two-thirds (2/3) vote of the Board. However, approval of the members is also required for any amendment or for new bylaws that would:

- (a) Materially and adversely affect the members' rights as to voting or dissolution;
- (b) Effect an exchange, reclassification, or cancellation of all or part of the memberships;
- (c) Change the number of authorized directors;
- (d) Change from a fixed number of directors to a variable number of directors, or vice versa;
- (e) Increase or extend the terms of directors;
- (f) Allow any director to hold office by designation or selection rather than by election by the members;
- (g) Increase the quorum for members' meetings; or
- (h) Repeal, restrict, create, expand, or otherwise change proxy rights.

All proposed bylaw amendments or new bylaws must be sent to all directors and/or members eligible to vote on such amendments or new bylaws at least 10 days prior to the meeting at which the amendments or new bylaws will be discussed and voted on (or 10 days prior to the deadline for returning any ballot if approval is requested pursuant to written ballot).

## **ARTICLE IX. DISSOLUTION**

**Section 1. Voluntary Dissolution.** The corporation may be voluntarily dissolved at any time by a two thirds (2/3) vote of the voting members voting at a properly called and noticed membership meeting where a quorum is present. If the voting members approve the dissolution, the Board shall promptly cease operations and proceed to wind up and dissolve the corporation.

**Section 2. Remaining Assets.** Upon the dissolution of the corporation, all debts thereof shall be paid and its affairs settled, and all remaining assets shall be distributed to an AAUW entity, so long as such entity is another nonprofit entity, or if none shall exist, then to any nonprofit entity as determined at the time of dissolution by the Board in its sole discretion.

Last amended January 16, 2010