

**BYLAWS OF
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE
STATE OF CALIFORNIA, INC.**

(a California nonprofit mutual benefit corporation)

ARTICLE I. NAME AND GOVERNANCE

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. Governance. The bylaws of this corporation shall in no way conflict with the bylaws of the national American Association of University Women (hereafter referred to as “AAUW”).

Section 3. Principal Office. The principal office for the transaction of business of the corporation shall be located in California. The Board of Directors (hereafter referred to as "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.

ARTICLE II. PURPOSE

The corporation is a NONPROFIT MUTUAL BENEFIT CORPORATION organized under California law.

Specifically, AAUW CA 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 III. USE OF NAME

Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities, to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current

bylaws, and incorporation documents to be maintained at AAUW headquarters as required by the IRS. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 4. Collaborations. AAUW CA, groups of its members, and/or other AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

- (1) **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.
- (2) **Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the Board of Directors shall be final.
- (3) **Saving Clause.** No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.
- (4) **Categories of Membership.**
 - (a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.
 - (b) A state member is an individual who pays annual AAUW and AAUW CA dues and who may or may not belong to a branch. AAUW CA is organized with members, but

without capital stock. Voting members (also referred to as “members”) shall have all rights afforded members under the California Mutual Benefit Corporation Law. Members shall be entitled to vote, hold office, and participate in all AAUW CA state activities and programs and receive the publications distributed to all members.

- (c) A California branch member is a national member who is also a member of AAUW CA and one or more AAUW branches in California. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) Life Membership.

- (a) Paid. An individual member may become a national life member upon a one-time payment of 20 years’ national AAUW dues based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues. Paid life members are not exempt from payment of state or branch dues.
- (b) Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a national life member and shall thereafter be exempt from the payment of AAUW and state dues.
- (c) Privileges. A national life member of AAUW who maintains a membership in one or more California branches or comparable AAUW-affiliated entities on an annual basis shall be entitled to all state and branch rights and privileges. A national life member of AAUW who does not maintain branch or state membership shall be entitled to national member privileges only.

b. Partner Member.

College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with AAUW CA by following the procedures set forth in the corporation’s policy.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors and this organization.

Section 5. Dues.

a. Amount.

- (1) The annual dues for AAUW CA members shall be established by the board, approved by a two-thirds (2/3) vote of the membership with a quorum participating in the vote.
- (2) AAUW CA dues for college/university representatives shall be set by the board.

- b. 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 AAUW and AAUW CA policy.
- c. 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.

Section 6. Severance of Membership. A member may be suspended or dropped 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.

Section 7. Liability of Members. Except as provided by law, no member shall be liable for the corporation's debts, liabilities, or obligations.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. The board shall appoint a chair for the ensuing nominations and elections committee from applicants who have served in any position on a previous nominations and elections committee. The board shall also appoint up to 11 additional members. Geographical representation should be considered.
- b. The term of service on the nominations and elections committee shall be for one year (July 1- June 30) for a maximum of two consecutive terms, a third term being possible only as chair. No member shall serve more than two consecutive terms as chair.
- c. No later than six months prior to the election, the nominations and elections chair shall notify all members of the director and officer positions open for election and request nominations.
- d. The names of the nominees for elected office shall be published and distributed to every member at least 30 days prior to the election.
- e. After the slate of nominees has been announced, additional nominations may be made from the membership according to established policy, with the consent of the nominee.

Section 2. Elections.

- a. Elections shall be held in which all members may vote in person, electronically, or by mail.
- b. Election shall be by a majority vote of those voting or by plurality if there are three (3) or more candidates for a position or more nominees than positions to be filled for directors.

ARTICLE VI. OFFICERS

Section 1. Officers.

- a. The elected officers for the organization shall be president, president-elect, chief financial officer and secretary. The president-elect and chief financial officer are elected in odd-numbered years, and the secretary is elected in even-numbered years.
- b. The appointed officer shall be vice president, appointed in even-numbered years. The vice president shall be appointed by the board from among the elected directors.
- c. The president, chief financial officer, and secretary shall serve for a term of two years. The president-elect shall serve for a term of three years, one year as president-elect, followed by two years as president. The vice president shall serve for a term of one year. All officers shall serve until a successor has been elected or appointed and assumes office. Term of office shall begin on July 1.”
- d. No officer shall hold more than one office at a time. The chief financial officer and secretary may serve no more than two consecutive terms in that office; and president, president-elect and vice president are limited to one term in that office.
- e. 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.
- f. Executive Director. The executive director, if any, shall be an at-will employee of the corporation.

Section 2. Duties.

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policy and procedure adopted by the board, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. President. The president shall be the official spokesperson and representative for the organization and shall be responsible for submitting such reports and forms as required by AAUW, as well as performing all duties outlined in AAUW CA policies and procedures.
- c. President-Elect and Vice President. In the absence or disability of the president, the president elect or 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 president-elect and vice president shall have whatever other powers and duties as specified in organization’s policies and job descriptions.

- d. **Chief Financial Officer.** The Chief Financial Officer (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, and shall have whatever other powers and duties may be prescribed by the organization's policies. 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.
- e. **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 noticed membership and board meetings, and ensure the minutes shall be made available upon request, as well as whatever other duties are described in the organization's policy.
- f. **Executive Director.** Subject to the supervisory powers of the board and reporting to the executive committee, the executive director, if any, shall:
 - (1) Be the chief executive officer of the corporation responsible for day-to-day management functions.
 - (2) Manage and direct the activities of the corporation as prescribed by the board and approved by the board when necessary.
 - (3) Except for the governance committee or nominations and elections committee, or as otherwise provided, serve as a non-voting ex officio member of the board and all committees.
 - (4) Perform any other powers and duties as may be authorized or required by the board as explained in policy.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall have twelve (12) directors, consisting of the elected officers and such number of additional directors as is necessary for the board to have twelve members. Every director must be a voting member of the corporation in good standing. The directors shall be elected by the voting members of AAUW CA pursuant to Article V. In addition, the board may appoint a parliamentarian who shall serve as a consultant to the board and to the executive committee.

Section 2. Terms of Office. The term of office of each director shall be two years and all directors shall serve until expiration of the term for which elected or until a successor has been elected and qualified. No director, including an officer, may serve on the board for more than three consecutive terms. Service for one-half or more of a term is considered a full term, and service as vice president is considered concurrent with a director's term of office. Once a director, including an officer, has served three consecutive terms, s/he may not be re-elected to the board or serve as an officer until at least one year has passed. The term of office of each officer shall be as set forth in Article VI of these bylaws.

Section 3. Administrative Responsibilities. The board shall have the general power to adopt policies related to the general operation of the organization and to initiate and carry out its

programs and policies, and shall accept responsibilities delegated by AAUW. It shall act for the organization between annual meetings. The board shall have fiscal responsibilities as outlined in Article X, Section 2.

Section 4. Branch Recommendations. The board shall recommend to AAUW action to be taken in regard to the admittance of new branches or the discontinuance of current branches within the organization.

Section 5. 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.

- a. **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.
- b. **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.
- c. **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 6. Notice. 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 7. Quorum. A majority of the authorized number of directors shall constitute a quorum of the board for the transaction of business.

Section 8. 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 9. Resignations/Removals. Any 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 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 organization's policy.

Section 10. Filling Vacancies. Vacancies on the board, except for vacancies 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 11. Property Rights. No director shall have any property rights in any assets of the corporation.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee is a standing committee of the board, and shall consist of the elected and appointed officers: president; president-elect or vice president; chief financial officer; secretary; and, if applicable, executive director as ex officio.

Section 2. Duties. The executive committee shall have the power to make decisions and take actions relative to the operation of the corporation for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board. 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. Meetings. Meetings of the executive committee shall be held on the call of the president or by written request of two of its members.

Section 4. Quorum. The quorum shall be a majority of the voting members. Co-officers shall be considered as one voting member of the executive committee.

Section 5. Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to all voting members of the executive committee provided that every voting member of the executive committee shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so

submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting.

ARTICLE IX. 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. Standing Committees. The board may establish standing committees composed of any number of directors and non-directors. All standing committees shall have a chair selected by the president in consultation with the board. Standing committees shall provide advice and recommendations to the board but shall not have the authority of the board or any final decision making authority.

ARTICLE X. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on the first day of July, and end on the last day of June of each year.

Section 2. Financial Policies. The organization 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.

ARTICLE XI. MEETINGS

Section 1. 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.

Section 2. 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 AAUW CA policies and procedures. Only voting members of AAUW CA as described in Article IV may vote at the Annual Meeting.

Section 3. Special Meetings. Special meetings may be called at any time by the president, the board, or 5% of the voting members.

Section 4. Meetings Notice. Except as otherwise provided in these bylaws or by law, notice of any meeting of members shall be given to each voting member of the corporation, stating the place, date and time of the meeting, the means by which members may participate in the meeting, and the general nature of the business to be transacted. Notice 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 5. Voting.

- a. Voting members entitled to vote at any meeting of members or by ballot shall be all those voting members in good standing as of the date of the meeting or elections notice. Each voting member shall be entitled to one vote at any annual or special meeting of members.

b. Proxy voting is not allowed.

Section 6. 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 Corporations Code.

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.

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.

Section 7. Quorum.

a. 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.

b. 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.

ARTICLE XII. 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. Transfer of Assets. In the event of dissolution of AAUW California or the termination of its affiliation with AAUW, all assets of the state organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XIII. PROPERTY

Section 1. Title. The title to all property, funds, and assets is vested in AAUW California for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW.

Section 2. 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.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

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.

ARTICLE XV. 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 that 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 XVI. AMENDMENTS TO THE BYLAWS

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.

Section 2. Notice. 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).

Adopted: January 13, 2013

Amended: May 11, 2013; January 18, 2014; July 11, 2014; April 17, 2015; May 9, 2015; October 17, 2015