

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

ARTICLE 1. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the American Association of University Women, Lodi, California, Branch, Inc., hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Lodi, California, Branch, Inc. is an Affiliate of AAUW as defined in Article V.

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

ARTICLE II. PURPOSE

Section 1. Purpose.

As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW’s purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times “organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes” as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association’s specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW

shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

ARTICLE IV. MEMBERS OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

Section 2. Member Qualification.

a. Individual Members.

i. **Eligibility.** An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

ii. **Saving Clause.** No individual member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

b. **College/University Members.** Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of the College/University Members, as determined by the AAUW Board of Directors.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions in the United States or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues of Members.

a. **Amount.** The annual dues and Member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors and dues shall be payable

in accordance with the procedures established by the Board of Directors. Members shall be

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notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

i. Paid. An Individual Member may become a life member (a “Life Member”) upon a one time payment of twenty years’ annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

ii. Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

c. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Membership Decisions.

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the AAUW Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW, or to adversely affect its reputation, or that is contrary to or destructive of its purpose according to these Bylaws, with action taken following policies and procedures adopted by the Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

ARTICLE V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW’s purpose at a state or local level and which has been given the right to use AAUW’s name and has executed , and continues to comply with, the AAUW Affiliate Agreement approved by the AUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW. b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates’ needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable

law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this

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Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This Affiliate shall provide AAUW with designated contacts for administration and finance. c. Standing Rules. Standing Rules for the Affiliate shall be published annually.

Section 3. Loss of Recognition of an Affiliate.

- a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. Any affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. As an AAUW Affiliate, this Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW's purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

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

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

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

ARTICLE VIII. AFFILIATE MEMBERSHIP AND DUES

Section 1. Affiliate Membership.

All Affiliate members are required to be members of the American Association of University Women of the State of California, Inc., hereinafter called AAUW CA, in order for the Affiliate to be eligible for AAUW CA insurance and programs.

Section 2. Dues. (See also Article IV, Section 4.)

- a. Changes in Affiliate dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 30 days prior to the meeting.
- b. Affiliate dues for college/university representatives shall be set by the Board. AAUW CA dues are

waived for college/university representatives.

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

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d. Fifty-year Honorary Life Members as defined in Article IV, Section 4-b-(ii) shall be exempt from the payment of national AAUW, AAUW CA, and Affiliate dues.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations

a. There shall be a nominating committee of at least three members, appointed by the co-presidents.
c. The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the annual meeting as defined in Article XIV, Section 1. d. Nominations may be made from the floor with the consent of the nominee.

Section 2. Elections

a. Elections shall be held at the annual meeting.
b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting. c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article X.
d. The election format may be changed by the Board to conform to changing state laws.

ARTICLE X. OFFICERS

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

Section 1. Officers

a. The elected officers for the Affiliate shall be co-presidents, treasurer, membership treasurer, co program vice presidents, co-membership vice presidents, co-recording secretaries, and corresponding secretary.
b. The appointed officers for the Affiliate shall be the newsletter editors and the standing committee liaison.
c. With the exception of the co-recording secretaries, all co-officers (president and vice presidents for program and membership) are elected in staggered two-year terms, with one co-officer being elected in even-numbered years, and the other in odd-numbered years. The co-recording secretaries and all other officers shall serve for a term of one year or until their successors have been elected or appointed and assume office upon installation. Term of office shall begin on July 1.
d. No officer shall hold more than one office at a time. There are no term limits for any officer.
e. All vacancies in office shall be filled for the unexpired term by the Board.

Section 2. Duties

- a. Officers shall perform the duties prescribed by the bylaws of the Affiliate, by the rules of policies and procedures adopted by the Affiliate Board of Directors, hereinafter known as the “Board” and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. The co-presidents shall be the official spokespersons and representatives for the Affiliate and

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- shall be responsible for submitting such reports and forms as required by AAUW. c. The vice presidents shall perform such duties as the co-presidents and the Board shall direct and as specified in Affiliate policies and job descriptions.
- d. The treasurers shall be responsible for collecting, distributing and accounting for the funds of the Affiliate and for meeting specific deadlines.
- e. The recording secretaries shall record and keep minutes of all Board, membership, and special meetings.
- f. The corresponding secretary shall have charge of such correspondence of the Affiliate as is delegated by the co-presidents or Board.
- g. All officers and chairs shall submit annual reports to the president.

ARTICLE XI. AFFILIATE BOARD OF DIRECTORS

Section 1. Composition. The Affiliate Board of Directors shall include the elected and the following appointed officers: newsletter editor and standing committee liaison.

Section 2. Administrative Responsibilities. The Board shall have the power to administer affairs of the Affiliate and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the Affiliate between membership meetings. The Board shall have fiscal responsibility as outlined in Article XIII, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the Board shall be held at least five times a year at a time and place agreed upon by the Board.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of three members of the Board provided that at least three days notice of such meeting and its agenda have been given to the members of the Board.

Section 5. Quorum. The quorum for a meeting of the Board shall be a majority of the voting members.

Section 6. Voting between Meetings. Between meetings of the Board, a written, conference call, or electronic vote of the Board may be taken at the request of the president on any question submitted to the Board in writing provided that every voting member of the Board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a Board meeting. The result of the vote shall be in the minutes of the next Board meeting.

Section 7. Removal From Office.

A member of the Board may be removed for any reason by a two-thirds vote of the Board in accordance with the policies and procedures established by AAUW.

ARTICLE XII. COMMITTEES

Section 1. Establishing Committees. The Board may establish standing and special committees as needed.

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

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 2. Financial Policies. The Board shall set and maintain policies and procedures of financial records consistent with generally accepted accounting principles and federal, state, and local laws. An annual financial review shall be conducted by an audit committee appointed by the Board, to be completed between July 21 and first Board Meeting of the next fiscal year. The audit committee shall be composed of two non-board members in good standing with assistance from the Financial Officer. The audit committee's report shall be presented at the first board meeting of the new fiscal year.

Section 3. Budget. The annual budget shall be reviewed by the Board, published in the Affiliate newsletter, and adopted by the membership no later than September 30.

Section 4. Insurance

- a. The Affiliate is required to participate in the state insurance programs in order to participate in state-sponsored activities and projects. The Affiliate must comply with all risk management requirements, state programs directives and all other requirements as outlined in state policy and procedures.
- b. The Affiliate must obtain separate insurance coverage for activities and projects not covered under the state insurance coverage.

ARTICLE XIV. MEETINGS.

Section 1. Annual Meeting. The Affiliate shall hold an annual meeting to conduct the business of the Affiliate, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held between the months of March and May.

Section 2. Membership Meetings. The Affiliate shall hold at least seven meetings during the fiscal year. The Board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of three members of the Board or 10 percent of the Affiliate membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the Affiliate at least 10 days prior to the meetings.

Section 5. Voting. Voting members entitled to vote at any meeting of members or by ballot shall be all those voting members in good standing as of the date of the meeting.

Section 6. Quorum. The quorum shall be 15 percent of the Affiliate membership. *Lodi AAUW*

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ARTICLE XV. INDEMNIFICATION

Every Board or committee member may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the Board or committee member may become involved by reason of being or having been a member of the Board or committee, or any settlement, thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the Board or committee member is entitled.

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

Provisions of these bylaws not governed by the AAUW (see Article VII) or AAUW CA bylaws may be amended at an Affiliate meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least 30 days prior to the meeting.

Date Amended by Branch Vote: April 15, 2016

Mandatory Amendments Made Since Then: March 20, 2017

Date last Amendments proposed: Feb. 22, 2023

Date last Amended by Branch Vote: Feb. 22, 2023

Date Amendment proposed: April 15, 2025

Date Amended by Branch Vote: May 20, 2025

