

**BYLAWS OF THE
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
CONTRA COSTA COUNTY CALIFORNIA INTERBRANCH COUNCIL**

ARTICLE I. NAME

The name of this organization shall be AAUW Contra Costa County California Interbranch Council hereinafter called the Council or IBC.

ARTICLE II. PURPOSE

The purpose of this Council shall be to encourage cooperation among Contra Costa County AAUW branches in order to serve the community and promote the mission of AAUW, including, without limitation, communication and action upon issues of local interest. However, the Council shall take no action that is in conflict with the policies and procedures of AAUW and AAUW California.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. 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.

Section 2. Proper Use of Name and Logo. The name and logo 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 and current bylaws to be maintained at AAUW headquarters as required by the IRS. 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. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the members own name s not abridged.

Section 4. Collaborations. The Council, 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

Section 1. Branches. All AAUW branches in Contra Costa County shall be members of the Council and shall receive notice of all meetings and all proposals for council action. Branches from neighboring counties not currently a member of another Interbranch Council may become members.

Section 2. Voting Representative. Each branch shall have one designated representative, whether the branch president or another branch member duly authorized by the president. The designated representative shall be the only Council member authorized to vote. Branch co-presidents or co-designated representatives shall be considered as one voting member.

Section 3. Team Members. The AAUW members serving on the state or national level who live in the area and/or represent the district shall be ex-officio members of the Council without vote.

Section 4. College/University Representatives. College/university representatives of AAUW partner institutions located within the boundaries of any of the Council's member branches shall be ex-officio members of the Council without vote.

Section 5. Associate Members. Other branches in the East Bay District outside the county, as well as the California Online Branch if that branch's president resides in the area encompassed by the IBC, shall be non-voting associate members exempt from paying dues.

ARTICLE V. DUES

The Council shall determine the amount of dues at the annual meeting. Dues shall be payable by each branch no later than the first meeting of the Council in the new Council year.

ARTICLE VI. MEETINGS

Section 1. Meetings. The Council shall meet at least five times between July 1 and June 30.

Section 2. Annual Meeting. The last meeting of the year shall be the annual meeting, during which business shall be conducted including but not limited to hearing officers' reports, reviewing the budget and dues, electing officers, and amending bylaws if necessary.

Section 3. Special Meetings. Special meetings may be called by the chair or upon request to the secretary by at least three member branches.

Section 4. Floor Privileges. All meetings shall be open to all members in good standing of all member branches; they shall have the privilege of the floor but no vote.

Section 5. Quorum. A quorum shall consist of official representatives of a majority of member branches.

ARTICLE VII. VOTING

Section 1. Branch Voting Rights. Each member branch is entitled to one vote that shall be cast by the branch president or official representative.

Section 2. Majority Voting. Except as noted in Section 4, a majority vote of the Council when a majority is present shall be sufficient for adoption of a motion. In case of a tie the motion is defeated.

Section 3. Motions. A written, telephone or electronic motion made by a branch shall have the same effect as a motion made by the Council in session.

Section 4. Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the chair on any question submitted to all voting members of the IBC, provided that every voting member shall have an opportunity to vote on the question submitted. Voting will close by a specified time. The votes shall be returned to the secretary. 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 IBC meeting. A record of this vote will be made part of the permanent minutes at the next IBC meeting.

ARTICLE VIII. OFFICERS AND DUTIES

Section 1. Officers. The officers of the Council shall consist of a chair, a vice-chair, a secretary and a finance officer to carry out the necessary work of the Council.

Section 2. Chair. The chair shall preside at each meeting of the Council, shall have the usual executive powers of supervision and management, and shall perform other duties as may be requested by the Council.

Section 3. Vice Chair. The vice chair, in the absence of the chair, shall preside at Council meetings and shall perform other duties as the chair or the Council may direct.

Section 4. Secretary. The secretary shall record and keep the minutes of all noticed Council meetings, shall make the minutes available upon request, and shall perform other duties as the chair or the Council may direct.

Section 5. Finance Officer. The finance officer shall collect dues, disburse monies, keep the financial books of the Council, comply with all AAUW and AAUW California financial requirements, file tax documents, send an end-of-the-year financial report to the state chief financial officer and perform other duties as the chair or the Council may direct.

Section 6. Qualifications. Each officer must be a member in good standing of a Council member branch of AAUW.

Section 7. Terms. Officers shall serve for a term of one year, from July 1 following their election until June 30 of the following year. No officer may serve in the same office for more than two consecutive years.

Section 8. Vacancies. The chair, with the approval of a majority vote of the Council, shall appoint a representative to fill an officer vacancy. In the event of a vacancy in the office of chair, the vice chair will become chair. If there is no vice chair, the nominating committee will

reconvene and present a candidate to be elected at the next regular meeting. The individual appointed to fill a vacancy shall serve until the end of the term of the officer whose term s/he is filling.

ARTICLE IX. NOMINATIONS

Section 1. Nominations Committee. There shall be a nominating committee of one representative from each of at least three branches determined on a rotational basis. The committee shall be announced by the second meeting. The committee shall select its chair. The rotation schedule is determined in IBC policy.

Section 2. Slate. The committee shall present a slate of officers at the fourth meeting and shall publish the slate to all absent branch representatives at least 30 days before the election.

ARTICLE X. ELECTIONS

Section 1. Election. Officers shall be elected by the Council at the annual meeting.

Section 2. Additional Nominations. Nominations may be made from the floor with the consent of the nominee.

Section 3. Ballot. Elections shall be by ballot, except when there is only one candidate for a given office a voice vote may be taken.

ARTICLE XI. COMMITTEES AND TASK FORCES

Section 1. Establishing Committees. There shall be established such standing and special committees and task forces as the Council may direct.

Section 2. Committee Appointments. Committee and task force chairs and members may be appointed by the IBC chair with the approval of the Council. Any branch member in good standing may be appointed to a committee or task force.

Section 3. Ex-Officio Member. The chair shall be a member ex-officio of all committees except the nominating committee.

ARTICLE XII. CANDIDATE AND ISSUES ENDORSEMENT POLICY

Section 1. AAUW Policy. IBC, in accordance with AAUW Policy, may endorse candidates for non-partisan elective or appointive office or support issues that fall under AAUW public policy principles and action priorities.

Section 2. Endorsement Guidelines. In order to receive IBC's endorsement, candidates or issues must be in accord with the mission statement, legislative priorities and legislative guidelines of AAUW and AAUW CA.

Section 3. Policy. The Council will develop endorsement policies.

Section 4. Contributions. The IBC shall contribute neither money nor anything of material value to any candidate for elective office, partisan or non-partisan.

ARTICLE XIII. FUNDRAISING

The Council will not raise funds for any organization outside of AAUW.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority except where said rules are in conflict with these bylaws or those of AAUW or AAUW California.

ARTICLE XV. INDEMNIFICATION

Every member of the Council, voting or non-voting, may be indemnified by the Council against all expenses, including counsel fees, reasonably incurred or imposed upon such members of the Council in connection with any threatened, pending or completed action, suit or proceeding to which the Council member may become involved by reason of being or having been a member of the Council, 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 Council approves such settlement as being in the best interest of the Council. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Council is entitled.

ARTICLE XVI. DISSOLUTION, PROPERTY AND ASSETS

Section 1. Property and Assets. The title to all property, funds, and assets is vested in the Council 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. Dissolution. In the event of the dissolution of the Council or the termination of its affiliation with AAUW, all assets of the Council shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

These bylaws may be amended by a two-thirds affirmative vote of the Council. Postal or e-mail notice of the proposed amendments(s) shall be sent to each branch president at least two weeks prior to the meeting at which the bylaw amendment(s) will be considered.

Last Amended: November 17, 2015