



Branch
Merger/Disbandment
Process

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Introduction

This document outlines the process for branch mergers and disbandments. AAUW California will work with the affected branches with the goal of preserving the branch or assisting the branch in adjusting the governance structure through revitalization, merger or disbandment.

AAUW California will maintain a copy of forms submitted and monitor the completion of required steps. [add detail here]

Forms

[Affiliate Disbandment Form](#)

[Branch Affiliate Formation Form \(2021\)](#)

[Name Change Request Form](#)

[Letter of Good Standing \(Example\)](#)

[Memorandum of Understanding - Template](#)

[Letter to failing branch - Template](#)

[Model Bylaws \(May 2023\)](#)

[Name change request to the IRS.](#)

Three Ways to Merge

The simplest way for two branches to merge is to disband one branch and encourage those members to join the other. In terms of which branch should disband is left to the branches to decide. Because a branch is its own legal entity, there can be a level of involvement with forms and fees with the IRS, which AAUW National cannot advise the affiliate on, short of recommending that they seek help from a CPA or equivalent. The same holds true if an affiliate wishes to change its status with the IRS to a charitable (501c3) organization, AAUW National cannot offer advice. We've also seen banking institutions change their requirements over time for the opening of accounts for clubs/organizations. In some cases, we have been able to assist by providing a letter of good standing, however it does not always satisfy the bank.

1. One disbands and moves to another. This is the simplest procedure. One of the original branch names is retained.
2. One disbands and moves to another. This is followed by a name change
3. Both disband to form a new affiliate.

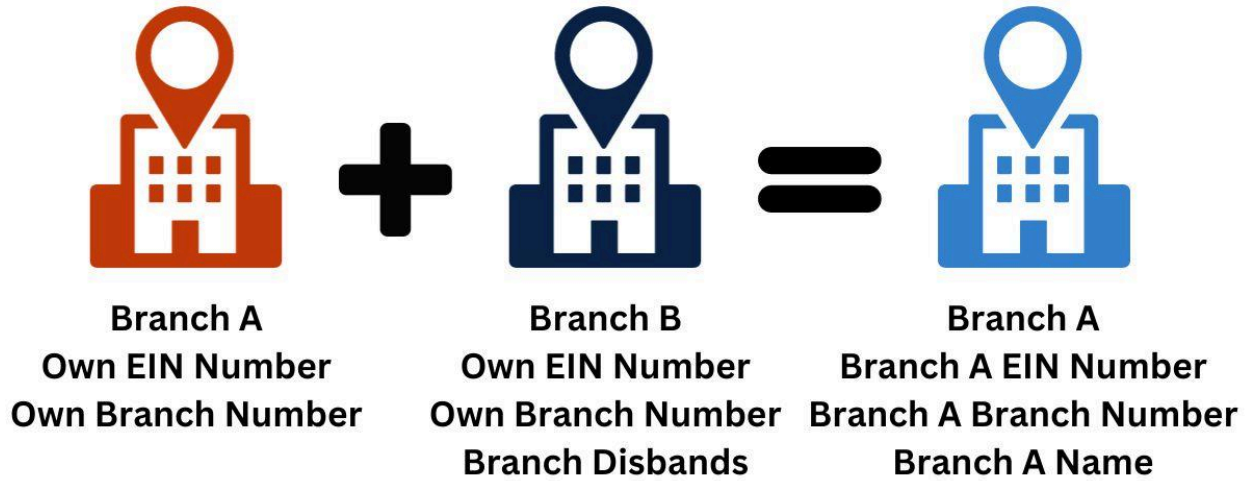
Steps for an affiliate to follow are located within the forms. The order in which some steps are taken can vary based on what may have already transpired by the affiliate and the circumstances they may encounter throughout the process

Branch Development Committee Process Steps

1. Consult with branch
 - a. Explore issues causing the crisis.
 - b. Discuss potential solutions including reviewing and updating bylaws, simplifying governance structure, merger and disbandment process.
2. Branch sends a letter to branch members outlining the situation and options.(Letter to Failing Branches)
3. Branch decides approach.
4. Branch votes on course of action. Disbandment Letter available if needed.
5. Branch notifies AAUW California Branch Development Committee representative of decision.
6. Branch completes MOU describing decision. This step is not required by AAUW but is recommended by AAUW California and AAUW CA SPF
7. Branch completes the required administrative steps in consultation with the Branch Development Committee and AAUW National. See below for steps based on scenario chosen.
 - a. Obtain a new EIN number if needed.
 - b. Adjust banking process.
 - c. Distribute funds as outlined in MOU.
 - d. Assist members in choosing another branch in case of merger.
 - e. Complete required forms.
8. Branch submits required forms and documents to AAUW National National and AAUW California
 - a. AAUW California stores documents on Google Drive.
 - b. AAUW National
 - i. Presents documents to AAUW National Board of Directors [insert when they meet and how long this usually takes]
 - ii. Updates Community Hub with new name/branch number.
 - iii. Moves members to the new branch in case of merger.
 - iv. Moves members to National only status in case of disbandment or to new branch if chosen and documented in forms sent to National.
 - v. Remove branch listing from Community Hub and online branch locator.
9. Branch submits updated branch information to AAUW California Webteam.
 - a. Branch leadership changes
 - b. Branch website changes (new URL)
10. AAUW National notifies the branch and AAUW California that AAUW National has approved the action.
11. AAUW California updates state level documents and the website.
 - a. Update branch map to reflect final branch configuration
 - b. Update Branch Officer Reporting system
 - i. Update branches to reflect final configuration.
 - ii. Update branch officers to reflect new branch officer configuration
 - c. Update branch listing used for dropdown lists.

Branch Merger/Disbandment Process

Scenario 1 - Merge with Another Branch with No Name Change



A branch decides to merge into another branch. One branch disbands and joins the other branch. They become part of the branch and take on their name, EIN number and branch number. Branch B disbands. Members move to Branch A. This process can be followed by a Name Change.

Steps

Have the branch complete the forms and send them to AAUW National with a copy to AAUW California. The completed forms will be filed in a folder on the Google drive.

Branch A	Branch B	National	
X			Complete Memorandum of Understanding signed by both branches
	X		Complete Disbandment Form
	X		Complete Final Accounting Form (part of disbandment process)
	X		Submit minutes of a branch meeting where the members have voted to approve the disbandment/merger should include a roster of members with signatures who voted for the disbandment/merger. [Link to signature template]
		X	990N - National files

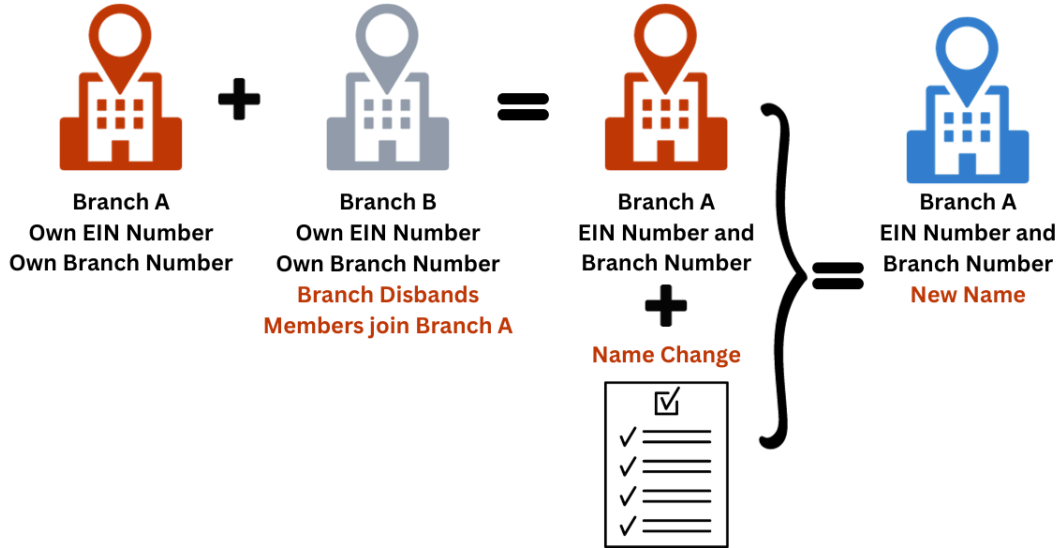
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		X	Submit for approval to AAUW National Executive Director
		X	Disbands the branch within the system
		X	Notifies national leadership of official disbandment
		X	Assists with any needed changes to member accounts
		X	Notifies Communications/IT/Web
		X	Shares archivist/web contacts for assistance.
		X	Includes branch in annual report to the IRS

Branch Merger/Disbandment Process

Scenario 2 - Merge with Another Branch with Name Change

Two branches merge into an existing branch and submit a name change. EIN number and branch number of one of the original branches is retained.



Steps

Have the branch complete the forms and send them to AAUW National with a copy to AAUW California. The completed forms will be filed in a folder on the Google drive.

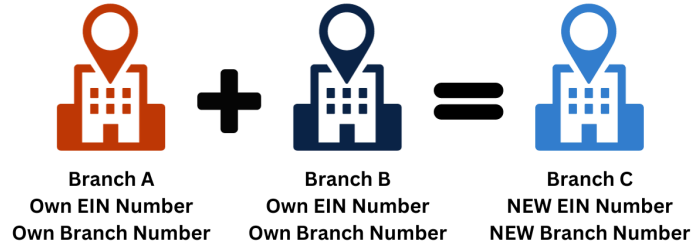
In addition to steps in Scenario 1 the following steps should be followed.

Branch A	Branch B	National	
X			Submit AAUW Affiliate Name Change form
X			Submit name change request to the IRS.
X			Complete new affiliate agreement
X			Complete bylaws
		X	Submits for board approval
		X	Updates the branch w/in the system
		X	Notifies leadership of approval of name change
		X	Notifies Communications/IT/Web
		X	Includes branch in annual report to the IRS

Branch Merger/Disbandment Process

Scenario 3 - Two branches disband and merge

This process is recommended only if branches are unwilling to use scenarios 1 or 2. Two branches disband and merge to form a new branch with a new name, EIN number and branch number.



Steps

Have the branch complete the forms and send them to AAUW National with a copy to AAUW California. The completed forms will be filed in a folder on the Google drive.

Branch A	Branch B	Branch C	National	
	X			MOU (signed by both branches)
X	X			AAUW Affiliate Disbandment form
		X		Submit formation form to National for board approval
		X		Complete new affiliate agreement designating 501(c)(3) or 501(c)(4) status
		X		New branch bylaws (Model branch bylaws)
		X		Submit request to IRS for new EIN
			X	Submit for approval to AAUW National Executive Director
			X	Submits for board approval
			X	Updates the branch w/in the system
			X	Notifies leadership of approval of name change
			X	Notifies Communications/IT/Web

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			X	Shares archivist/web contacts for assistance.
			X	Assists with any needed changes to member accounts
			X	Includes branch in annual report to the IRS

Disbandment

If a branch is headed towards disbandment, the following is a checklist of actions.

- A branch meeting should be held to discuss options, including a merger with a nearby branch (first choice) or disbandment. Sample letter is attached.
 - a. If branch members are inclined to disbandment, a call for a vote is made and must be documented in the board minutes.

Branch	National	
X		MOU regarding what is being done with any branch funds including any funds deposited with AAUW CA SPF, and disposition of members. This is recommended, not required.
X		AAUW Affiliate Disbandment form
	X	Submit for approval to AAUW National Executive Director
	X	Updates the branch w/in the system
	X	Notifies Communications/IT/Web

Memorandum of Understanding

The Memorandum of Understanding (MOU) should address the following items.

- Dispersing funds either in the merging (disbanding) branch's account
- Dispersing funds on deposit with CA SPF
 - Tech Trek
 - Speech Trek
 - Gov Trek
 - Scholarship
- Board composition
- How AAUW California projects (Speech Trek, Tech Trek, Gov Trek) will be handled in the new branch.
- How special interest groups will move forward.
- How local scholarships will be handled.
- Disposition of members.

AAUW California Record Updates

The following steps should be completed by the AAUW California Webteam

- Update BOR
 - Add or update new branch record
 - Add or update leadership to branch
 - Inactivate old branch record if needed.
 - Update branch listing in Zoom Webinar Custom Question.
- Update Join Us online map - will need branch website information
- Update District Contact page
- Merged branches - confirm members have been moved from originating branch to new branch in community hub.
- Disbanded branches - confirm members have been moved from originating branch to new branch in community hub if designated in the MOU. If there is no receiving branch, determine how to outreach to members who will be orphaned at the end of their membership cycle.