

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF PENNSYLVANIA

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) of Pennsylvania, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW Pennsylvania 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. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

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

Section 2. Proper Use of Name and Logo. The name and logo of AAUW 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; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

Section 2. Basis of Membership.

a. Individual Members.

(1) 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 AAUW 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 AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) 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.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

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

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 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 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.

a. Amount. The annual dues and Member benefits for any category of Member shall be established by a two-thirds votes of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote.

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

Section 5. Severance of Membership. 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 mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW 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”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

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. The 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. An 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 USE OF NAME

Section 1. Affiliate Policy. The policies and program of the Affiliate on matters of statewide scope shall be binding on all members and branches, and no member or branch shall use the name of the Affiliate to oppose such policies and program. No action in the name of the Affiliate shall be taken on any matter of statewide scope on which the Affiliate has no policy.

Section 2. Affiliate Public Policy. The Public Policy chair(s) and Public Policy committee in consultation with the president shall determine whether any particular state matter is one on which the Affiliate has a policy and whether any particular action is in accord with the Affiliate policies and principles. No action in the name of the Affiliate shall be taken on any matter until such determination has been made. Should either chair or the president so request, a matter may be referred to the Affiliate board of directors for final determination.

ARTICLE IX. AFFILIATE MEMBERSHIP AND DUES

Section 1. AAUW National Members. An AAUW national member residing within Pennsylvania may become a member-at-large of the Affiliate upon payment of Affiliate dues.

Section 2. Dues.

a. AAUW Branch Members. Individuals belonging to a branch in Pennsylvania are required to pay annual Affiliate dues. The annual Affiliate dues for individual branch members and members-at-large shall be determined by a two-thirds vote of those present and voting at the Affiliate Annual Business Meeting, provided that notice has been given to all the members.

b. AAUW Paid Life Members. AAUW Paid Life Members who are branch members of the Affiliate are required to pay annual Affiliate dues.

c. AAUW Fifty-Year Honorary Life Members. AAUW Fifty-Year Honorary Life Members who are branch members within the Affiliate are exempt from the payment of Affiliate dues.

d. AAUW C/U Representatives. AAUW C/U Representatives are required to pay Affiliate dues. Branches may choose whether or not to charge branch dues to C/U representatives.

e. Affiliate dues include the AAUW *Keystoner* publication distributed to all members electronically or by mail.

Section 3. Payment. Affiliate dues shall be forwarded by the branch treasurer or finance officer postmarked no later than August 10. A member whose dues remain unpaid after August 10 shall be dropped from membership.

a. 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.

b. New Members. New members may join the Affiliate at any time. Affiliate dues are payable upon joining.

ARTICLE X. AFFILIATE NOMINATIONS AND ELECTIONS

Section 1. Nominations.

a. There shall be a Nominating and Elections Committee composed of a Chair from the Affiliate board appointed by the president with board approval at the first meeting of the fiscal year plus a representative from each district in the Affiliate, elected at the Affiliate annual business meeting. One member and two alternates not currently serving on the Affiliate board of directors shall be elected by the members from each district as designated by the board of directors.

b. Suggestions from the branches and/or individual members for nominees shall be submitted in writing to the chair of the Nominating and Elections Committee by the date established by the Affiliate board of directors. The chair shall report to the members of the committee all names received.

c. The Nominating and Elections Committee shall present a slate of nominees to the membership at least one month prior to the Affiliate annual business meeting. (NOTE: This may be done through the KEYSTONER.)

d. If no candidate is identified for an office in time to notify the membership one month prior to the Affiliate annual business meeting, the nominating committee may continue to seek candidates until the first day of the annual meeting. If a candidate is identified, the nominating committee will meet to approve the candidate and add the name to the slate for election by the membership at the annual meeting. Should no candidate be identified prior to the annual meeting, the Executive Committee will appoint someone at the first meeting of the newly elected board.

Section 2. Elections.

a. All elections shall be held at the Affiliate annual business meeting. All elections shall be conducted under the oversight of the Nominating and Elections Committee.

b. Nominations may be made from the floor with the written consent of the nominee. Members voting by approved long-distance methods may write in the names of candidates of their choosing if they do not select a candidate whose name is already printed on the ballot. Written consent of the write-in candidate must be attached to the ballot when it is submitted or mailed to the Affiliate.

c. All members are encouraged to vote in all elections of the Affiliate. To facilitate voting by members, a proxy voting system or voting by mail, electronic means or other long distance methods may be utilized, as they become feasible. Any voting method must be approved by the Board of Directors and functional at least 2 months prior to any meeting at which it will be used.

d. Elections shall be by secret ballot unless there is only one nominee for a given office in which case the election may be by voice vote. Election shall be by a majority vote of those present and voting either in person or by other approved methods, or by plurality if there are three (3) or more candidates for a position.

ARTICLE XI. AFFILIATE OFFICERS

Section 1. Affiliate Officers.

a. The elected officers or co-officers shall be president, program vice president, membership vice president, secretary, and finance officer.

b. The appointed officers shall include officers fulfilling the functions of administrative director and public policy and such other functions as deemed necessary by the Affiliate executive committee, which functions may include AAUW Funds, Diversity, Younger Members, Branch Liaisons, C/U, Communications, and Conference Coordinator.

c. The above-mentioned elected and appointed officers shall be members of AAUW and the Affiliate and shall have qualifications necessary to execute the duties of the respective offices.

d. Officers shall serve for a term of two year(s) or until their successors have been elected or appointed and assume office. The term of each officer shall begin on July 1.

e. No elected officer shall hold more than one office at a time, and no officer shall be eligible to serve more than two consecutive terms in the same office. No officer with the exception of the president shall be eligible to serve on the board for more than eight consecutive years.

f. The incoming president may call a meeting of the incoming officers prior to July 1.

g. All vacancies in office, except that of president, shall be filled for the unexpired term by the executive committee. Any officer so appointed shall hold office until the next Affiliate annual business meeting, at which time the unexpired terms, if any, shall be filled by election. A vacancy in the office of president shall be filled by the following method: the program vice president shall move to the presidency.

h. The president and program vice president shall be elected in even-numbered years. The membership vice president, secretary, and finance officer shall be elected in odd-numbered years.

Section 2. Affiliate Officer Duties.

a. Affiliate Officers shall perform the duties prescribed by these bylaws, by the rules of procedure and policy adopted by the board of directors, by the current edition of Robert's Rules of Order, Newly Revised and by the Affiliate policy manual. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

b. The president shall be the official spokesperson and representative for the Affiliate, shall be responsible for submitting such reports and forms as required by AAUW, and shall be the designated contact from the Affiliate to AAUW.

c. The vice presidents shall perform such duties as the president and board shall direct.

d. The secretary shall record and keep minutes of all business, board, and special meetings, and is the member designated to record and make available upon request, the minutes of each meeting and board meeting. The secretary shall perform such other duties as the president and board shall direct.

e. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the Affiliate and for meeting specific deadlines. The finance officer shall serve as custodian of all funds and securities, and as the designated contact for finance to AAUW.

f. All elected officers shall submit an annual written report to the president, board of directors, and members at the Affiliate annual business meeting.

ARTICLE XII. AFFILIATE BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected and appointed officers of the Affiliate. The Affiliate must have a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed Affiliate or multi-Affiliate meeting and board meeting.

Section 2. Administrative Responsibilities.

a. The board shall have the general power to administer the affairs of the Affiliate and to initiate and carry out its programs and policies.

b. It shall act for the Affiliate between Affiliate annual business meetings.

c. The board may adopt rules to govern its proceedings.

d. The board shall have fiscal responsibilities as outlined in Article XVI, Financial Administration, Section 2.

e. It shall approve the programs for Affiliate meetings.

f. It shall approve the establishment of special committees and task forces.

Section 3. 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.

Section 4. Meetings. Meetings of the board shall be held at least three times per year.

Section 5. Special Meetings. Special meetings may be called by the president and shall be called upon written request of five board members, provided that at least five days notice of such meeting and its agenda have been given to the board members.

Section 6. Quorum. The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the board.

Section 7. Voting Between Meetings. Between meetings of the Affiliate board, a vote may be taken at the request of the president on any question submitted in writing, conference call, or any electronic means to all members of the board. Deadline for responses shall be ten days after the question has been submitted. Board members shall send their vote to the secretary. A majority of responses shall be required for the vote to be counted and when the vote is counted it shall have the same effect as if cast at a meeting of the board. The board shall be immediately notified of the result.

Section 8. Delegation of Authority. The board may delegate such authority as it deems necessary to the executive committee.

Section 9. Removal from Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW and the Affiliate.

ARTICLE XIII. AFFILIATE EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall be composed of the elected officers. The administrative director shall be a non-voting member of the committee.

Section 2. Duties. The executive committee may act for the board of directors between board meetings and shall have such power and duties as may be delegated to it by the board. The executive committee shall:

a. Determine the standing and special committees necessary for the work of the Affiliate and recommend their establishment by the board.

b. Confirm the appointments of all committees, task forces and appointed officers.

c. Determine the time and place of the Affiliate annual business meeting, other Affiliate meetings and meetings of the board of directors.

d. Make recommendations to the board of directors.

e. Report to the board of directors on its activities and action taken.

f. Fill a vacancy in any office except that of the president.

g. Accept and request resignations of board members.

Section 3. Meetings. The executive committee shall meet at the time of the Affiliate annual business meeting and at the call of the president; and at other times at the written request of two members of the committee, provided at least five days' notice has been given to the members together with the agenda.

Section 4. Quorum. The quorum shall be a majority of the voting members of the executive committee. 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 in writing, by the previously mentioned means, to all members of the executive committee. Voting shall close ten days after the question has been submitted. If a majority shall vote on a question, the vote shall be counted and shall have the same effect as if cast at a meeting of the executive committee. Votes of the committee members shall be sent to the secretary of the Affiliate.

ARTICLE XIV. AFFILIATE COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with consent of the board.

Section 2. Composition. Committee chairs shall be members of AAUW and the Affiliate and shall be appointed by the president and confirmed by the Affiliate board of directors. Committee chairs may serve on the Affiliate board of directors as determined by the president and confirmed by the board at the time of appointment and confirmation.

Section 3. Purpose.

a. With the approval of the board, each committee shall formulate programs and activities to carry forward the mission of AAUW within the Affiliate.

b. When required by the board of directors, the chair of each committee shall report to the Affiliate president.

ARTICLE XV. RESPONSIBILITIES OF BRANCH OFFICERS AND CHAIRS TO THE AFFILIATE

Section 1. Branch President or Administrative Officer. The branch president or administrative officer shall:

a. Be the official representative of the branch in the activities of AAUW on all levels.

b. Send to the president of the Affiliate the names and addresses of all officers and task-force and committee chairs no later than June 30.

c. Assume the responsibility to bring the branch bylaws into conformity with AAUW and Affiliate bylaws after each AAUW convention and Affiliate annual business meeting and submit them as instructed to the Affiliate bylaws chair before the December 1 deadline.

d. Send to the Affiliate president a list of candidates for appointive offices together with a statement of their qualifications.

e. Send annually to the Affiliate president the names of the designated branch contacts for administration and finance.

f. Designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each meeting and board meeting.

Section 2. Branch Treasurer or Finance Officer. The branch treasurer or finance officer shall send Affiliate dues to the Affiliate finance officer, postmarked no later than August 10. Dues received after August 10 for late renewals or for new members shall be forwarded immediately.

Section 3. Branch Officers and Committee Chairs. Branch officers, task force chairs and committee chairs shall make reports as may be required by a member of the Affiliate board of directors or by a special committee chair.

Section 4. Property and Assets. The title to all property, funds, and assets of all recognized branches is vested in each of those branches 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. In the event of dissolution of a branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XVI. FINANCIAL ADMINISTRATION

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

Section 2. Financial Policies. The Affiliate 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 XVII. MEETINGS OF THE AFFILIATE

Section 1. Annual Meeting. The Affiliate shall hold an annual business meeting. The purpose of the annual business meeting will be to conduct the business of the Affiliate, including but not limited to electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports. The exact date, time, and place of the Affiliate annual business meeting shall be determined by the executive committee.

Section 2. Special Meetings. Special meetings may be called by the president, or shall be called by the president on the written request of two-thirds of the members of the board of directors or two-thirds of the members of the Affiliate.

Section 3. Meetings Notice. Notice of meetings shall be sent to all branches, members of the Affiliate board of directors, AAUW, C/U members' representatives, and Affiliate members-at-large at least 30 days prior to the meeting.

Section 4. Voting.

a. Each member of the Affiliate in good standing as of the official notice of the meeting is entitled to one vote at any annual or special meeting of members.

b. Votes for candidates for office in the Affiliate may be cast in person or by other approved methods as described in ARTICLE X., Section 2. b, c and d, of these Bylaws.

c. Votes on amendments to these Bylaws may be cast in person or by other approved methods as described in ARTICLE X, Section 2c, of these Bylaws.

Section 5. Meeting Rules. Affiliate annual business meeting rules shall be proposed by the Affiliate board of directors and considered by each Affiliate annual business meeting as its first order of business.

Section 6. Meeting Attendance. All Affiliate meetings, including meetings of the board of directors, shall be open and may be attended by any member of the Affiliate.

Section 7. Special Circumstances. If circumstances prevent the holding of an Affiliate meeting, the board of directors shall provide for the conduct of necessary business.

Section 8. Quorum. The quorum shall be 75% of the registered eligible voters attending the annual meeting.

ARTICLE XVIII. AFFILIATE 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 these bylaws or with the requirements of AAUW or the laws of the Commonwealth of Pennsylvania.

ARTICLE XIX. AFFILIATE 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 members of the board or committee 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 Affiliate, 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 Affiliate 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 member of the board or committee is entitled.

ARTICLE XX. AMENDMENTS TO AFFILIATE BYLAWS

Section 1. Non-AAUW-mandated Amendments Member Vote. Provisions of these bylaws not governed by the bylaws of AAUW may be amended at the Affiliate annual business meeting by a two-thirds vote of those voting, either in person or by other approved methods as described in ARTICLE X, Section 2, c, of these bylaws, provided that written notice shall have been sent to the members at least six weeks prior to the meeting or, if the previous notice has not been given, by unanimous vote of the Affiliate annual business meeting.

Section 2. Branch Compliance. An amendment to the bylaws of the Affiliate shall become effective and binding on all branches within the Affiliate.

Section 3. Final Approval. The Bylaws of the Affiliate and all subsequent amendments thereto shall be forwarded to the chair of the AAUW Governance Committee for approval.

ARTICLE XXI. AFFILIATE PROPERTY

Section 1. Title. The title for all property, funds, and assets of the Affiliate, whether incorporated or not, shall at all times be vested in the Affiliate for the joint use of members, and no member or group of members shall have any severable right to all or any part of such property. The Affiliate shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. Dissolution. In the event of the dissolution of the Affiliate or the termination of its affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to an AAUW affiliated entity designated by AAUW.

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