

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) 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. This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this 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 and Affiliates 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 (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 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 educational institutions located outside the United States, as determined by the 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 Board of Directors.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

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 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 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 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.

Section 5. Membership Decisions.

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the 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. An AAUW 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 AAUW 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 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.
- c. 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.

Section 3. Loss of Recognition of an Affiliate.

- a. The AAUW affiliation status of any 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 this 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 this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this 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 this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate 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 this 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

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 with 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 with 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 plus a representative from each district in the Affiliate. District representatives will be selected at district caucuses.
- b. Individual members or branches may nominate a candidate for election provided they acquire the written consent of the candidate and forward the information on the form provided to the Nominating and Elections Committee by the designated due date.
- 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 be included on the ballot, the Executive Committee will appoint someone at the first meeting of the newly elected board.

Section 2. Elections.

- a. All elections shall be held annually. All elections shall be conducted under the oversight of the Nominating and Elections Committee.
- b. All members are encouraged to vote in all elections of the Affiliate. To facilitate voting by members, 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.
- c. Elections shall be by secret ballot, show of hands, or voice (at an in-person meeting). Election shall be by a majority vote of 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, marketing and communications 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 board of directors.

- 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 except the administrative director shall be eligible to serve more than two consecutive terms in the same office. No officer with the exception of the president and the administrative director 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 present shall move to the presidency.
- h. The president and program vice-president and marketing and communication vice-president shall be elected in even-number 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 designate contact for finance to AAUW.
- f. All elected officers may submit an annual written report to the president, board of directors, and members at the end of the fiscal year.

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 from 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. The board may adopt rules to govern its proceedings.
- c. The board shall have fiscal responsibilities as outlined by Article XVI, Financial Administration, Section 2.
- d. It shall approve the programs for Affiliate meetings.
- e. It shall approve the establishment of special committees, working groups, 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 two 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:

- f. Make recommendations to the board of directors.
- g. Report to the board of directors on its activities and action taken.
- h. Fill a vacancy in any office except that of the president.
- i. Accept and request resignations of board members.

Section 3. Meetings. The executive committee shall meet 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. 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 XVI. 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. The exact date, time, and place of the Affiliate annual business meeting shall be determined by the board of directors.

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 by approved methods as described in Article X, Section 2.b and c, of these Bylaws.
- c. Votes on amendments to these Bylaws may be cast by approved methods as described in Article X, Section 2.b and c, 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 a majority of the registered eligible voters at an election event (branch meeting, electronic voting, paper ballot voting, or other Board of Directors approved method of voting, who cast a vote.

ARTICLE XVII. 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 XVIII. 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.

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