



# **AAUW PA 95<sup>th</sup> Annual Business Meeting**

**May 4, 2024  
10:00 a.m. via Zoom**

**AGENDA OF THE 95<sup>TH</sup>  
ANNUAL STATE BUSINESS  
MEETING**

**May 4 — 10:00 am**

*President Cindy Hall, presiding*

- Call to Order
- Welcome
- Introductions
- Voting Procedures
- Credentials Committee Report
- Adoption of Rules of Order and Agenda
- New Business
- Minutes of the 2023 Annual Business Meeting
- Committee to Review the Minutes of this Meeting
- Nominating and Elections Committee Report
- Election of Officers
- AAUW PA Mandatory Conformance Bylaw Status
- President’s Report
- Unfinished Business
- Final Report of the Credentials Committee
- Announcements
- Adjournment



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**Mission Statement**

*AAUW advances equity for women and girls through advocacy, education, philanthropy, and research.*

**Value Promise**

*By joining AAUW, you belong to a community that breaks through educational and economic barriers so all women have a fair chance.*

**Diversity Statement**

*In principle and in practice, AAUW values and seeks a diverse membership. There shall be no barriers to full participation in this organization on the basis of gender, race, creed, age, sexual orientation, national origin, disability, or class.*

**AAUW NATIONAL  
BOARD OF DIRECTORS**

Julia T. Brown, Board Chair  
 Malinda Gaul, Board Vice Chair  
 Kimberly S. Adams, Ph.D., Director  
 Joseph Bertolino, Director  
 Peggy Cabaniss, Board Finance Vice Chair  
 Lisette Garcia, Ph.D., Director  
 Elizabeth Haynes, Director  
 Jenna Kirkpatrick Howard, Director  
 Jeanie Sell Latz, Director  
 Edwina Frances Martin, Director  
 Shaila Rao Mistry, Director  
 Cheryl Sorokin, Board Secretary  
 Monique Taylor, Ph.D., Director  
 Mary L. Zupanc, M.D., Director  
 Gloria Bañuelos, Director

**AAUW PA Members  
at National**

Deb Roney (Huntingdon),  
Advancement  
 Ajla Lausegger (National),  
Governance  
 Cindy Hall (State College), Co-Chair  
Nominations



**2023-2024 AAUW PA  
BOARD OF DIRECTORS**

Cindy Hall (State College) - President  
 Lori Woods (Indiana Co) - Program Vice President  
 Karen Wellin (Valley Forge) - Membership Vice President  
 Ann Echols (State College) - Finance Officer  
 Rebecca Gardner (Harrisburg) - Interim Secretary  
 Rebecca Gardner (Harrisburg) - *Marketing & Communications Vice President*  
 Patricia Byerly (*Pittsburgh*) - Administrative Director  
 Sally Kalin (State College) - AAUW Funds Chair  
 Deb Roney (Huntingdon) - Bylaws Chair  
 Sandra Miller (Bethlehem) - Public Policy Chair  
 Ajla Glavasevic Lausegger (National) - Diversity & Inclusion Chair  
 Debe Mack (Johnstown) - Social Media Coordinator  
 Kathy Quinn (Doylestown) - Eastern District Coordinator  
 Colette Costlow (St. Francis University) - College Intern

**Off-Board Positions**

Barbara Zaborowski - Archives Chair  
 Ann Pehle (Carlisle) - Nominating & Elections Committee Chair  
 Barbara Price (Lower Bucks) - Nominating & Elections Committee



## ***President's Report***

*Cindy Hall*

AAUW Pennsylvania Members,

Thank you for taking the time to keep current with the operating and financial reporting of our organization. As a membership organization, you have an important voice in our planning. We make our financial decisions based on the goal of supporting our membership. Conferences, retreats, and programs are some of the many important ways we provide updates on key issues relevant to AAUW's mission.

We also seek to be transparent in all we do. The Annual Business Meeting details the past year's financial decisions. I also would recommend you review the annual "Year in Review" which will be available on AAUW-PA.AAUW.net May 15th. State Board members can be reached directly via email. We strive to respond in a timely fashion.

This year you voted on AAUW PA Bylaws Revisions and the election of three State Board Officers. You also will vote at the May 4 Business Meeting on the AAUW PA Public Policy Priorities. These priorities have been vetted by Public Policy Branch Officers and the State Public Policy Committee. They will guide our advocacy work over the next two years and are the very foundation of our organization.

I continue to encourage Pennsylvania members to consider joining the state board. If you prefer to test the waters, there are committees needing your participation. Simply reach out to me or any other member of the state board noted on page 3 of this document. This is your organization and your views and participation matter.

Thank you for your membership,

Cindy Hall

President, AAUW Pennsylvania

## AAUW PA FINANCIAL STATEMENT

	2023-2024	
	Budget	Actual
<b>INCOME</b>		
Dues	10,000	9,540
Branch Donations	100	
Interest Inc	40	
Donations - State & National		(A) 5,643
PayPal Fees		(D) (4)
Silent Auction Income to State		1,010
Convention/Retreat/Conference Income	0	13,540
NCCWSL donation - Bethlehem Branch		1,000
<b>TOTAL INCOME</b>	<b>10,140</b>	<b>30,729</b>
<b>EXPENSES</b>		
Donations Paid to National Funds		470
Presidents' Budget		39
Branch STF Refunds	30	
Administrative Director	25	
PayPal Fees - Conference	500	
District Coord's - phone, travel, etc.	150	
General Liability Insurance	800	375
SurveyMonkey	450	407
MailChimp - electronic newsletters	525	445
Zoom	625	
Social Media and Communications	1,000	
Board Meetings (not assoc. with event)	5,500	440
NCCWSL Scholars	2,000	1,130
Student Impact Mini-Grant	1,000	1,442
Public Policy - Lobby Day	500	
Public Policy - General	500	
Conference/Retreat PayPal Fees		305
Conference/Retreat Cost	664	36,093
Retreat Shriver House Tour		1,023
Retreat/Conference - Student Expenses	3,200	(C)
Honorariums	750	200
Atlantic Conference Fee		500
Misc Expenses	135	148
<b>TOTAL EXPENSES</b>	<b>18,354</b>	<b>43,018</b>
<b>OVERALL NET PROFIT (LOSS)</b>	<b>(8,214)</b>	<b>(12,289)</b>

<b>TOTAL ASSETS:</b>	<b>As of 7.1.23</b>	<b>As of 9.30.23</b>
Checking Account	30,750	77,222
Money Market Account	11,586	11,586
Certificate of Deposit	41,193 (B)	
<b>SUM</b>	<b>83,529</b>	<b>88,808</b>

<b>TOTAL ASSETS:</b>	<b>As of 3.31.24</b>	<b>As of 4.21.24</b>
Checking Account	78,566	60,621
Money Market Account	11,586	11,586
<b>SUM</b>	<b>90,151</b>	<b>72,207</b>

## Footnotes:

(A) \$5,000 donated from State College Branch

(B) \$41,193 moved from CD to checking  
(C) Students conference expenses are in the "conference/retreat cost" line item.

Students totalled \$910 for the retreat and \$1,754 for the conference.

(D) PayPal fees that we incurred on donations passed on to National

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## RULES OF ORDER FOR THE AAUW PA 95TH ANNUAL BUSINESS MEETING

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1. All persons attending the meetings shall wear their name tags at all times. Members of the voting body shall be identified on their name tags; guests shall also be duly identified.
2. Students and guests, that is, non-member visitors such as spouses or speakers, are welcome at the annual business meeting but are not to participate in any voting, either by voice or ballot, nor to speak to any business before the state.
3. All persons appearing on the agenda for the business session shall be immediately available at the appropriate time.
4. All members of AAUW PA who are duly registered and in attendance at the Annual Meeting shall be considered the voting body and shall have the right to offer resolutions and motions and participate in debate.
5. When obtaining the floor, a speaker shall give her or his name and identify herself or himself by the branch to which she/he belongs or as a national member of AAUW who has joined AAUW PA and also by office held or other official designation if so desired. Speakers must also indicate whether they are speaking in favor of a motion or against it.
6. No member of the voting body shall speak in debate more than twice on the same subject nor longer than three minutes per turn without approval of the body. The President may ask speakers for and against motions to alternate addressing the body and may recognize speakers only in that order if so ruled. If no speakers from an opposing side rise to speak, speakers on one side or the other will be recognized until the close of debate.
7. The maker and seconder of a motion may speak first and second, in that order, if they so desire, but they may not speak a second time until all others desiring to speak have been heard.
8. To expedite the pressure of business, the president may limit the amount of time each speaker may address her or his discussion of a motion or set a total time for discussion of an item. The members in attendance may choose to extend these time limits by consensus or by formal motion.
9. "Call the question" is not a recognized or appropriate request from a member of the body. To "call for a vote" on a motion properly before the body, a member should make a motion to "close debate." This motion cannot interrupt a recognized speaker, requires a second, is not debatable, and requires a 2/3 vote for passage to end the debate.
10. Main motions and their amendments presented at in-person meetings must be submitted in writing, signed by the mover and presented to the secretary. Main motions and their amendments presented at virtual meetings must be sent to the secretary via Chat.
11. Motions pass by a majority vote unless the motion is to amend a bylaw, in which case it must pass with a 2/3 vote, or unless there are three or more candidates for a position, in which case a plurality wins the vote.
12. Only announcements of vital nature and general interest shall be made during this session.

# QUICK REFERENCE AND GUIDE TO PARLIAMENTARY PROCEDURES

## QUICK REFERENCE AND GUIDE TO PARLIAMENTARY PROCEDURES

ORDER OF MOTIONS	MAY APPLY TO FOLLOWING MOTIONS	MAY INTERRUPT ONE WHO HAS FLOOR	MOVER MUST BE RECOGNIZED	REQUIRES A SECOND	DEBATABLE	VOTE REQUIRED	MAY BE RENEWED	MOTIONS THAT MAY APPLY TO IT
1. TO FIX TIME OF NEXT MEETING	None	No	Yes	Yes	Not when privileged	Majority	Not for same time	Amend, Reconsider
2. TO ADJOURN	None	No	Yes	Yes	Not when privileged	Majority	Yes, after progress	None
3. QUESTION OF PRIVILEGE	None	Yes, if necessary	No	No	No, but a resulting motion is	Decided by chair	After progress	None apply to question of privilege, but all may apply to resulting privileged motion
4. TO CALL FOR ORDERS OF THE DAY	Any special or general order	Yes, to call for a special order	No	No	No	None – takes 2/3 vote to postpone special order	Yes, except special cases	None except to postpone orders
5. RISE TO A POINT OF ORDER	Any motion or act	Yes	No	No	No	None unless appealed; then majority	No	None
6. APPEAL	Any decision by the chair	Yes	No	Yes	No	Majority	No	Lay on table, close debate, reconsider
7. TO SUSPEND THE RULES	Any motion where needed	No	Yes	Yes	No	Usually 2/3 (see Constitution)	No, except by unanimous consent	None
8. TO CREATE SPECIAL ORDERS	Main motion	No	Yes	Yes	Yes	2/3	After progress	All
9. TO WITHDRAW (or renew) A MOTION	Any motion	No	Yes	No	No	Majority	After progress	Reconsider
10. VOTING – “Division” Motion to Ballot	Any		No	Division, no; Ballot, yes	No	Majority	Does not apply	None
11. OBJECTION TO CONSIDERATION	Main questions and questions of privilege	Yes	No	No	No	2/3 in negative	No	Reconsider
12A. TO LAY ON THE TABLE	Main question, appeals, questions or privilege or reconsider	No	Yes	Yes	No	Majority	After progress	None
12B. TO TAKE FROM THE TABLE	Only to motion that was tabled	No	Yes	Yes	No	Majority	After progress	None
13. TO CLOSE DEBATE	Any debatable motion	No	Yes	Yes	No	2/3 Majority	After progress	Reconsider
14. TO POSTPONE TO CERTAIN DAY	Main motion, questions of privilege or reconsider	No	Yes	Yes	Yes	Majority	After progress	Amend, reconsider limit or close debate
15. TO REFER	Main motion, questions of privilege	No	Yes	Yes	Yes	Majority	After progress	Amend, reconsider limit or close debate
16. TO AMEND OR SUBSTITUTE	Main motion, limit debate, refer, positions definitely, fix time of next meeting	No	Yes	Yes	Yes	Majority	No	Amend, reconsider limit or close debate
17. TO POSTPONE INDEFINITELY	Main motion, questions of privilege	No	Yes	Yes	Yes	Majority	No	Limit or close debate, reconsider (“I” vote only)
18. MAIN QUESTION (or motion)	No other motion	No	Yes	Yes	Yes	Majority	Not at same session	All
19. TO RECONSIDER	Any motion except adjourn, suspend rules, lay on table	Yes, for entry	No	Yes	Yes	Majority	No	Limit or close debate, lay on table, postpone definitely
20. TO RESCIND	Main motions, appeals, questions of privilege	No	Yes	Yes	Yes	Majority	Not at same session	All
21. ELECTIONS (Nominations)	None	No	Yes	No	No			None

**NOTE:** To “Call the Question” or “Call the Vote” is not a recognized or appropriate motion under Roberts Rules of Order. The appropriate action is for a member to move to “Close Debate” (see #13 above). Note that this action requires a 2/3 majority for passage.

# AAUW PA 94<sup>th</sup> Annual Business Meeting

MINUTES May 9, 2023

**Registered: 22**

**In Attendance: 21**

**CALL TO ORDER AND WELCOME.** Cindy Hall called the meeting to order at 7:13pm and welcomed the members to the 94<sup>th</sup> Annual Meeting of AAUW-PA. Cindy noted the separation of the Annual Meeting and State Convention for timing purposes. Cindy further emphasized that all registrants received an announcement of the virtual Business Meeting via e-mail on April 8, 2023, while Branch Presidents received the same on February 20, 2023. Cindy thanked the registrants for their patience with virtual tool issues.

**INTRODUCTIONS.** Cindy made mention of Past Presidents on the call – Ann Pehle, Dr. Deborah Roney, and Barbara Price. Cindy noted that AAUW-PA lost two former presidents who had devoted themselves to AAUW – Linda Tozier, North Hills Pittsburgh; and Margaret McGrath, Fox Chapel Area. Cindy reflected how heavily their loss has been felt by those who knew them well on the State Board and in their branches and indicated that our thoughts are with their families and friends. Cindy recognized members currently serving on AAUW National Committees and Task Forces: Advancement: Ann Pehle (Carlisle); Public Policy: Barbara Price, Chair (Lower Bucks); Audit: Susan Nenstiel (Allentown, recently disbanded); Governance: Paula Tomko (Johnstown); and Nominations: Cindy Hall (State College). Cindy further introduced the State Board.

**VOTING PROCEDURES.** Sue Norris noted that only members of AAUW PA branches are eligible to vote in the election for state officer candidates and the proposed bylaws change. Voting was held online, on paper ballots, or at branch events and voting closed on April 30, 2023. There will be no voting for officers or the proposed bylaws change at the Annual Meeting.

**CREDENTIALS REPORT (A. Laussegger).** Ajla indicated that each member of the State in good standing as of the official notice of this meeting 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. As of May 3, 2023, there were 204 eligible voters from 26 branches registered for this meeting.

**ADOPTION OF RULES OF ORDER AND AGENDA (S. Norris).** Sue Norris indicated pursuant to AAUW Pennsylvania 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. Registrants were sent a link to the Rules of Order and to the Agenda. Cindy moved for the adoption of the Rules of Order and Agenda. Kathy Quinn confirmed a second was not needed. Members clicked a “thumbs up” to show they were in favor of the adoption of the Rules of Order and Agenda. All members gave a “thumbs up.” The Rules of Order and Agenda were adopted.

**MINUTES OF THE 2022 STATE ANNUAL BUSINESS MEETING.** Ajla mentioned the minutes of the last annual business meeting have been reviewed by Deb Roney (Huntingdon) and Sue Johnston (State College). A link to the minutes was sent to registrants of the meeting. Ajla stated if there was no objection, we would dispense with the reading of those minutes. No one objected. Ajla asked if there were additions or corrections to the minutes and no one responded. Ajla moved for the acceptance of the minutes as written into the record. No one objected and Cindy approved the minutes as written by general consent.

**COMMITTEE TO REVIEW THE 94<sup>th</sup> ANNUAL MEETING MINUTES.** Cindy noted that Ann Pehle (Carlisle) and Sally Kalin (State College) have been asked and have agreed to review the minutes for this year’s Annual Business Meeting.

**NOMINATIONS ND ELECTIONS COMMITTEE.** Sue Norris presented the candidates for the 2023-2025 term: Karen Wellin (Valley Forge)-Membership VP; and Ann Echols (State College)—Finance Officer. Sue dispensed with the reading of candidate bios, as they were provided to members during the election process. Cindy noted that because this meeting is not being held in person, the officer election was completed with online voting, paper ballots, and branch voting. Sue reiterated votes were cast by members from 26 of the AAUW Pennsylvania branches. The Nominations and Elections Committee received 204 votes online and 11 paper ballots with signatures of members on the member identification box that is separated from the ballot after verification of eligibility. The paper ballots were opened by Susan Norris as Nominations and Elections Chair per established procedure. Tallies showed 215 votes for Karen Wellin for Membership VP and 213 votes for Ann Echols for Finance Officer. In addition, there were write-in votes cast for the position of Secretary of the board. The write-ins for Secretary were Paula Tomko, Connie Kirker, and Sandra Miller. No nominees for Secretary were listed on the ballot. Cindy confirmed, given that report of votes cast by online and paper ballot, the election of candidates Karen Wellin and Ann



## AAUW PA 94<sup>th</sup> Annual Business Meeting

### MINUTES May 9, 2023 (Continued)

Echols. Cindy thanked the branches for promoting the AAUW PA officer elections and further congratulated Karen and Ann. The installation of the new officers at a later date.

**AAUW PENNSYLVANIA BYLAWS PROPOSAL.** Sue Norris indicated there was one proposed change on the ballot pertaining to the AAUW Pennsylvania Bylaws. The proposed change was in Article XI Affiliate Officers. The change was as follows: The elected officers or co-officers shall be president, program vice president, membership vice president, marketing and communications vice president, secretary, and finance officer. The president, program vice president, and marketing and communications vice president shall be elected in even-numbered years. The membership vice president, secretary, and finance officer shall be elected in odd-numbered years. The proposed change to the AAUW Pennsylvania bylaws was included in the ballot. Sue confirmed votes were cast by members from 26 of the AAUW Pennsylvania branches. The Nominations and Elections Committee received 204 votes online and 11 paper ballots with signatures of members on the member identification box that is separated from the ballot after verification of eligibility. The paper ballots were opened by Sue Norris as Nominating and Elections Chair per established procedure. Tallies showed 213 votes in favor of the bylaws change and 2 against.

**NEW BUSINESS.** Cindy inquired whether there was new business to discuss. No new business was raised.

**ANNOUNCEMENTS.** Cindy mentioned the next AAUW Pennsylvania meeting—Summer Retreat—will be held in Gettysburg, PA on July 29<sup>th</sup> and that registration was available on the AAUW PA website. She further noted that AAUW PA branch awards can be found in the 2023 Yearbook which is on the AAUW Pennsylvania website and congratulated all of the winners on the awards. Cindy indicated the AAUW PA Gateway to Equity Award honors an individual, group, or organization that has shown by action and philosophy the promotion of the AAUW mission to advance gender equity for women and girls through research, education, and advocacy. She informed the members that the State's Gateway to Equity Award went to Kate Elkins, Gail D'Urso (pronounce De'orso), Mary (Cherry) France, and Nany Sigrist from the Carlisle Branch for their Beyond Suffrage Project. Their program

will be presented at the Summer Retreat. Cindy also mentioned we have a wonderful showing of branches presenting programs at the Retreat and urged members to attend. Cindy indicated all members should vote in the national election and that an email was sent on April 5 with the Subject line AAUW Election 2023 with voting information and members unique elector ID and password.

**ADJOURNMENT.** Cindy inquired if there was further business, but there was none raised. Cindy asked for a motion to adjourn the business meeting by acclamation. Sandra Miller moved to end the meeting. Kathy Quinn seconded. All members gave a "thumbs up" in favor of adjourning the 94<sup>th</sup> Annual Business Meeting. The meeting ended at 7:28pm.

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## AAUW PA 2024-2026 Proposed Public Policy Priorities

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AAUW PA's public policy goals are to educate citizens about the impact of public policies on women and girls and to advocate for policies that will advance equity for women and girls. In Pennsylvania, AAUW actively endorses the [national AAUW Public Policy Priorities](#). AAUW Pennsylvania supports good governance, an informed citizenry, and community dialogue on critical issues. Biennial priorities are intended to complement national priorities and to be a focus for active educational and advocacy efforts by members in the state.

### **To enable members and all citizens to participate fully in a representative democracy and self-governance, AAUW PA advocates**

- Awareness of issues so that members may be fully informed and empowered voters
- Opposition to measures likely to suppress voting rights
- Support for efforts to increase civil discourse and compromise between those with opposing views
- Efforts to Get Out the Vote, including voter registration and use of social media to promote voting

### **To support a quality system of public education, AAUW PA advocates**

- Opposition to the diversion of public funds to non-public elementary and secondary education, charter and cyber charter schools
- Support for a fair and adequately funded system of public education
- Strengthening secondary and post-secondary programs that provide women with education, vocational training, and support for success in the workforce, including non-traditional occupations
- Policies promoting inclusion, diversity, equity and justice in our schools

### **To improve the economic self-sufficiency of all women, AAUW PA advocates**

- Pay equity and fairness in compensation and benefits
- Raising the minimum wage and tipped minimum wage to an amount that would provide a meaningful boost to family incomes in Pennsylvania and help grow the state's economy
- Vigorous enforcement of employment anti-discrimination statutes
- Creating family-friendly workplace environments, including flexible workplace policies, paid leave for personal and family illness, and quality child-care facilities available to all parents, regardless of their circumstances
- Improving retirement security
- Reducing the unprecedented level of student debt and the record high cost of college

### **To improve the operation and transparency of government, AAUW PA advocates**

- Measures to improve the efficiency and effectiveness of government that can improve the well-being of women
- Efforts to end the practice of partisan redistricting, gerrymandering, in Pennsylvania

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## AAUW PA Proposed Bylaws Changes

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**KEY:**

***BOLD ITALIC*** INDICATES PROPOSED ADDITIONS.

**~~STRIKETHROUGH~~** INDICATES PROPOSED DELETIONS.

**Note:** All changes begin with Article VIII since I-VII were just replaced due to the mandated changes from National.

### 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.

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## AAUW PA Proposed Bylaws Changes (Continued)

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**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.

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## AAUW PA Proposed Bylaws Changes (Continued)

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**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.**

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.

## AAUW PA Proposed Bylaws Changes (Continued)

- 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~~

## AAUW PA Proposed Bylaws Changes (Continued)

~~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. ~~Affiliate AAUW National Members.~~ *All members of local AAUW affiliates located in Pennsylvania, hereinafter known as branches, are also members of the Affiliate.*** An AAUW national member residing with Pennsylvania may become a ***member*** ~~member-at-large~~ of the Affiliate upon payment of Affiliate dues.

#### Section 2. Dues.

- a. ***Affiliate Dues.*** ~~AAUW Branch Members. Individuals belonging to a branch in Pennsylvania are required to pay annual Affiliate dues. The Annual Affiliate dues for ***all categories of members*** 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 members ***as specified in Article XVI.3.***~~
- 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 ***of with*** the Affiliate are exempt from the payment of Affiliate dues.
- d. AAUW ***College/University (C/U)*** Representatives. AAUW C/U Representatives ***who are members of the Affiliate*** are required to pay Affiliate dues. Branches may choose whether or not to charge branch dues to C/U representatives.
- e. ***Benefits of Membership. Payment of Affiliate dues entitles members to the membership benefits as determined by the Affiliate Board of Directors.*** ~~Affiliate dues include the AAUW PA *Keystoner* publication distributed to all members electronically or by mail.~~

**Section 3. Payment.** ***Any member whose annual Affiliate dues remain unpaid 45 days after the expiration of their membership shall be dropped from Affiliate membership.*** ~~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.

## AAUW PA Proposed Bylaws Changes (Continued)

### ARTICLE X. AFFILIATE NOMINATIONS AND ELECTIONS

#### Section 1. Nominations.

- a. There shall be a ~~n~~Nominating and ~~e~~Elections ~~c~~Committee composed of a ~~c~~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.
- c. 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 ~~n~~Nominating and ~~e~~Elections ~~c~~Committee by the designated due date.
- d.
- e. The ~~n~~Nominating and ~~e~~Elections ~~c~~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.~~)
- f.
- g. If no candidate is identified for an office in time to be included on the ballot, the ~~e~~Executive ~~c~~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 ~~n~~Nominating and ~~e~~Elections ~~c~~Committee.
- b. All members are encouraged to vote in all elections of the Affiliate. ***The board of directors shall determine the method(s) of voting and voting period in compliance with PA law and notify members.*** ~~To facilitate member 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. ***Officers shall be elected by a plurality vote.*** ~~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. ***The Affiliate shall have a minimum of three separate officers: one responsible for the management of the Affiliate, one responsible for financial affairs, and one responsible for recording and making available upon request the minutes of each noticed Affiliate or multi-Affiliate meeting and board meeting.***

- 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.



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## AAUW PA Proposed Bylaws Changes (Continued)

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- a. 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.
- b. 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.
- c. 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<sup>st</sup>.
- d. 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.
- e. The incoming president may call a meeting of the incoming officers prior to July 1<sup>st</sup>.
- f. 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.
- g. 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 designated contact for finance to AAUW.

***f. Appointed officers shall perform such duties as the president and board shall direct.***

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## AAUW PA Proposed Bylaws Changes (Continued)

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- g. 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 the chair or the president so request, a matter may be referred to the Affiliate board of directors for final determination.*
- h. ~~f.~~ All elected officers **shall** ~~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 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. The board may adopt rules to govern its proceedings.
- c. The board shall have fiscal responsibilities as outlined by Article ~~XV.2~~ **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. ***All meetings of the board of directors shall be open and may be attended by any member of the Affiliate.***

**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.

## AAUW PA Proposed Bylaws Changes (Continued)

**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, by conference call, or by any electronic means to all members of the board. Board members shall send their vote to the secretary. If the secretary is unavailable, the president may select an alternate member of the board, such as the administrative director, who did not put forth the motion to receive and record the votes. The deadline for responses shall be ten days after the question has been submitted; voting will close early if all votes have been cast. 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 board. The secretary or the designated alternate shall immediately notify all board members of the result and will report the motion and the result of the vote at the next board meeting.*

~~**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.~~ **a.** Make recommendations to the board of directors.
- ~~g.~~ **b.** Report to the board of directors *at their next meeting* on *all* its activities and actions taken.
- ~~h.~~ **c.** Fill a vacancy in any office except that of the president.
- ~~i.~~ **d.** Accept and request resignations of board members.

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## AAUW PA Proposed Bylaws Changes (Continued)

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**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 *that the agenda and at least five days' notice of the meeting have* has been given to the members together with the agenda *at least five days in advance*.

**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.** *Between meetings of the executive committee, a vote may be taken at the request of the president on any question submitted in writing, by conference call, or by any electronic means to all members of the executive committee. Executive committee members shall send their vote to the secretary. If the secretary is unavailable, the president may select an alternate member of the executive committee, such as the administrative director, who did not put forth the motion to receive and record the votes. The deadline for responses shall be five days after the question has been submitted; voting will close early if all votes have been cast. 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. The secretary or the designated alternate shall immediately notify all executive committee members of the result and will report the motion and the result of the vote at the next board meeting.*

~~**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.

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## AAUW PA Proposed Bylaws Changes (Continued)

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### ARTICLE XV. FINANCIAL ADMINISTRATION

**Section 1.** The fiscal year shall correspond with that of AAUW and shall begin on July 1<sup>st</sup>.

**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 MEMBERSHIP

**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. ***Such business shall include the official election of officers, receipt of written reports on the activities and financial condition of the Affiliate, and transaction of such other business as may properly come before the meeting.*** 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 ***members of the Affiliate*** branches, ~~members of the Affiliate board of directors, AAUW, C/U members' representatives, and Affiliate-at-large~~ at least 30 days prior to the meeting.

***[First new section] Section 4. New Business for the Affiliate.***

***a. New business may be brought before the membership at the annual meeting by a motion or resolution from any two Affiliate members or any branch if it is first submitted to the Affiliate president ten days before the date of the winter board meeting for consideration by the board.***

***b. The board shall establish procedures to provide for member input before the vote at the annual meeting.***

**Section 6. 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. ***In addition to the election of officers, votes may include, as part of business that properly comes before the meeting, adoption of or amendment to the public policy priorities, resolutions, changes to the Affiliate dues structure, and amendments to these bylaws. Affiliate members who cast a vote are considered to be present at the meeting.***

## AAUW PA Proposed Bylaws Changes (Continued)

~~**b. There shall be no proxy voting.** 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. Ballots equal in number to at least five percent of the votes entitled to be cast must be cast for a vote to be counted. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a two-thirds vote shall be required to adopt amendments to these Bylaws and changes to the Affiliate dues structure.** 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.~~

**[Second new section, likely to be lettered d.] The board of directors shall determine the method(s) of voting and voting period in compliance with PA law. The system and policies to be used for the conduct of the vote, including methods by which every Affiliate member's input is sought prior to the submission of a proposal for final adoption, shall be adopted by a two-thirds vote of the board of directors and shall be made available to the Affiliate members.**

**Section 7 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 8 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 5 8. Quorum.** The quorum shall be **five percent of the Affiliate membership as of the official notice of the meeting.** 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 *in* 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.

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## AAUW PA Proposed Bylaws Changes (Continued)

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**Section 1. ~~Non-AAUW-mandated~~ Amendments *Not Mandated by AAUW 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 **of the proposed bylaws amendments** shall have been sent to members ***no fewer than ten but no more than sixty days prior to the meeting*** ~~at least six weeks prior to the meeting. or, if the previous notice has not been given, ***these bylaws may be amended by*** unanimous vote of ***those voting at*** the Affiliate annual business meeting.~~

**Section 2. *The board shall establish procedures to provide for member input before the vote.***

**Section 3 2. Branch Compliance.** An amendment to the bylaws of the Affiliate shall become effective and binding on all branches within the Affiliate.

**Section 4 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.

## AAUW PA Proposed Bylaws Changes (Continued)

~~Date adopted: November 1977~~  
**As amended on** Date adopted: June 2020  
 November 1979  
**As amended on** Date adopted: June 2022  
 September 1981  
**As amended on** Date adopted: May 2023  
 December 1982  
**As amended on** Date adopted: October 2023  
 December 1983  
**As amended on** Date adopted: June 1986  
 December 1985  
**As amended on** Date adopted: September 1987  
 May 1992  
**As amended on** Date adopted: January 1998  
 Date adopted: April 2016  
**As amended on** Date adopted: May 2000  
**As amended on** Date adopted: May 2001  
**As amended on** Date adopted: April 2002  
**As amended on** Date adopted: December 2005  
**As amended on** Date adopted: May 2007  
**As amended on** Date adopted: April 2008  
**As amended on** Date adopted: January 2009  
**As amended on** Date adopted: October 2009  
**As amended on** Date adopted: April 2010  
**As amended on** Date adopted: April 2012  
~~Date adopted: April 2016~~  
**As amended on** Date adopted: January 2017  
**As amended on** Date adopted: April 2018





## GLOSSARY OF TERMS

**AAUW** (no periods) – the American Association of University Women – Name was adopted in 1921 through the merger of the Association of Collegiate Alumnae (formed in 1881) and the Southern Association of College Women. To include all eligible members clearly, since 2008 the preferred name is AAUW.

**AAUW Action Fund** – This fund supports AAUW’s 501(c)(4) work and is not tax-deductible.

**AAUW Affiliate** – An organization affiliated with AAUW for the purpose of supporting AAUW’s mission through affiliate programming, fundraising, networking, and/or other activities. Affiliates include branches, states, multi-state organizations, C/U members, etc.

**AAUW Funds** – The umbrella name for the philanthropic opportunities within national AAUW. The funds that support the 501(c)(3) work and which are fully tax-deductible include the Greatest Needs Fund (9110), Education and Training Fund (4450), Leadership Fund (4452), Economic Security Fund (4449), and Governance and Sustainability Fund (4451).

**AAUW Funds Chair** – The AAUW Funds Chair coordinates fundraising activities with branches and the state for all fund contributions to AAUW National.

**AAUW Greatest Needs Fund (9110)** – The AAUW Greatest Needs Fund is a general fund for unrestricted gifts, which are used when and where they are most needed for programming, research, and advocacy.

**AAUW National Election and Annual Meeting Notice** – Notice of the time and place of the meeting shall be sent to all members between 10-60 days prior to the date of such meeting. The meeting shall include receipt of written reports of activities and the financial condition of AAUW and other appropriate business (Bylaws of AAUW, Article IV.1).

**AAUW Virtual Office Hours** – Two weekly sessions for leaders to ask questions of AAUW national staff: Tuesdays at 3:00 pm (ET) and Thursdays at 3:30 pm (ET). Links to register to attend can be found here: <https://www.aauw.org/membership/new-systems-update/#-support>.

**Affiliate Agreement** – A required signed document between an affiliate and the national AAUW organization. Unless or until an affiliate’s status changes, this is a one-time reporting task.

**American Fellowships** – AAUW’s largest fellowship program and oldest non-institutional support of graduate funding for women in the U.S. The fellowships support women pursuing full-time study to complete dissertations, conducting postdoctoral research, or preparing research for publication.

**Board of Directors** - The national board provides strategic leadership and fiduciary oversight for the organization. Most states and branches have their own boards.

**Branch** – Basic affiliate unit of AAUW (not “chapter” or “club”).

**Career Development Grants** – National AAUW grants that support women who are reentering the work force, making a career change, or advancing their current career through higher education.

**College/University (C/U) Liaison, State and/or Branch** – A liaison appointed by AAUW PA or a branch to work with a college or university to build programs and other ties of mutual interest and/or to encourage a non-participating college or university to become a C/U Member. The liaison can be particularly effective in communicating information about local activities and the National Conference for College Women Student Leaders (NCCWSL).

**College/University (C/U) Member** – A college or university joins AAUW as an institutional member to work with AAUW at the local, state, and national levels to promote equity. C/ U members may take advantage of leadership and diversity programs for their students, faculty, and staff; collaborate with branches/affiliates on community programs; receive national visibility; and benefit from AAUW’s powerful network.

**College/University (C/U) Representative** – An employee appointed by a College/University Member to receive AAUW correspondence and publicize AAUW on campus. Each campus may appoint two. These representatives receive a free national membership each year they serve. They may also choose to join at the state and branch levels.



## GLOSSARY OF TERMS

**Community Action Grants (CAG)** – National AAUW grants that provide funding to branches, states, individual members, and community-based non-profits for programs that address education and equity for women and girls.

**Community Hub** – AAUW’s database for members, supporters, and other contacts. Members can manage their personal profile, renew their membership, and donate. AAUW presidents/administrators, membership vice presidents, and finance officers can also access their branch’s roster and manage membership (join/renew/transfer members) and donations on behalf of others. Information on how to use the Community Hub is located here: <https://www.aauw.org/membership/new-systems-update>.

**Connect** – This is the National AAUW contact that responds to members’ inquiries and requests for materials (800-326-AAUW (2289) M-F between 10 am – 5 pm ET). AAUW can be accessed on the web at <https://www.aauw.org>. Their email is [connect@aauw.org](mailto:connect@aauw.org).

**Diversity Statement** – In principle and in practice, AAUW values and seeks an inclusive membership, workforce, leadership team, and board of directors. There shall be no barriers to full participation in this organization on the basis of age, disability, ethnicity, gender, gender identity, geographical location, national origin, race, religious beliefs, sexual orientation, or socioeconomic status.

**Dual Member** – Member of more than one branch who pays national dues through their primary affiliate and any required additional dues through the appropriate secondary affiliate(s).

**Economic Security Fund (4449)** – The AAUW Economic Security Fund promotes women’s livelihoods through advocacy for fair-pay, legislation, researching the pay gap, training women to negotiate for the salaries they deserve, and advising employers on fostering fair cultures.

**Education and Training Fund (4450)** – The AAUW Education and Training Fund addresses the barriers that prevent women from thriving in school and pursuing the careers of their dreams. That means championing equal access to education and ensuring women can learn in environments free from harassment and discrimination.

**Fifty-year (Honorary) Life Member** – This status was granted by the 1959 Convention to any AAUW member who has been a member for 50 years; such membership does not have to be consecutive. No state or national dues are paid; branches decide for themselves whether branch dues are paid.

**Five-Star National Recognition Program** – Annual program to reward branches for mission-related work. For all but fundraising, the program year runs July 1 – June 30; fundraising runs on an annual calendar ending on December 31. The criteria change annually and can be found here: <https://www.aauw.org/resources/member/initiatives/5-star-program>.

**Governance and Sustainability Fund (4451)** – The AAUW Governance and Sustainability Fund enables AAUW to function as effectively and efficiently as possible, following the latest best practices for hiring and governance and incorporating state-of-the-art technology into our member database and other systems.

**IRS Annual Tax Return Form** - Every AAUW affiliate is required to file a federal tax return. The specific form depends on the annual gross receipts and will be either a 990-N (e-postcard), 990-EZ, or 990 form.

**Issues** – Priority public policy issues for study and action.

**International Fellowships** – AAUW International Fellowships provide support for women pursuing full-time graduate or postdoctoral study in the United States to women who are not U.S. citizens or permanent residents, and who intend to return to their home country to pursue a professional career.

**International Project Grants** – AAUW awards grants to International Fellowship alumnae who have returned home after successfully completing the course of study for which they received funding. These grants allow alumnae to build on their academic work and implement community-based projects that will improve the lives of women and girls.



## GLOSSARY OF TERMS

**Leadership Fund (4452)** – The Leadership Fund supports AAUW’s work to bolster the number of women in top roles across all industries by addressing systematic biases and giving women the skills and resources they need to lead.

**Legal Advocacy Fund (LAF)** – AAUW’s Legal Advocacy Fund addresses barriers of unfair pay, pregnancy discrimination, sexual harassment, sexual assault, and violations of Title IX of the Education Amendments of 1972 by informing people of their rights and using the legal system to seek justice and change.

**Life Member/Paid-Life Member** – Any member may become a life member by making a one-time payment of 20 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. In contrast to an honorary life member, who has been a member for 50 years and who no longer pays national or state dues, a paid-life member may still have to pay annual state or branch dues. In PA, paid-life members **do** pay state dues; branches set their own policies.

**Lobby Corps** – The AAUW Action Fund Capitol Hill Lobby Corps is a group of AAUW members that lobbies on Capitol Hill on issues pertinent to the AAUW public policy agenda: <https://www.aauwaction.org/lobby-corps/>. Local lobby corps members lobby on the state and local levels.

**Membership** – AAUW membership is open to anyone holding an associate or higher degree from an accredited institution.

**Mission Statement** – To advance equity for women and girls through research, education, and advocacy.

**National Conference of College Women Student Leaders (NCCWSL)** – This multi-day conference is sponsored by AAUW to develop leadership skills in college women. It is held annually in May or June, usually at the University of Maryland in College Park, MD: <https://www.aauw.org/resources/events/nccwsl/>.

**National Conference for College Women Student Leaders (NCCWSL) Scholarships (2504)** – The National Conference for College Women Student Leaders (NCCWSL) Scholarship Fund provides access for a broader and more diverse audience to be a part of the leadership training, inspiration, and networking opportunities provided during this event.

**National Members** – Members who affiliate directly with AAUW. National members may choose to join a branch and/or state, but either the branch has to contact them, or they have to seek out the branch. National members’ dues go directly to AAUW.

**Public Policy Priorities** – AAUW members approve the organization’s biennial action priorities. National: <https://www.aauw.org/resources/policy/aauw-public-policy-priorities/> and state: <https://aauw-pa.aauw.net/policy/priorities/>.

**Research Publication Grants in Engineering, Medicine, and Science** – These national AAUW grants fund research projects that lead to scholarly publications in engineering, medicine, and science.

**Selected Professions Fellowships** – National AAUW fellowships are awarded to U.S. women who will pursue full-time graduate study in the U.S. in architecture, computer/information sciences, engineering, mathematics/statistics, and, only for women of color, in business administration, law, and medicine.

**Shape the Future (STF)** – This membership campaign is designed to help branches recruit new members by offering 50% off national membership dues to anyone who joins at a public event or meeting. Lapsed members who rejoin after two or more years are also eligible. For every two new members, the branch earns one free national membership, up to a maximum of three free memberships per year. STF participants pay half-price state dues.

**Start Smart** – This national AAUW program teaches how to negotiate salaries and benefits for a new job. It exists as in-person trainings and as an online program: <https://www.aauw.org/resources/programs/salary/start-smart/>.

**State** – This term refers to the state affiliate of AAUW, in our case AAUW PA.

**STEM** – Science, technology, engineering, and math.



## GLOSSARY OF TERMS

**Student Associate** – Student-associate status is available both to any individual enrolled as an undergraduate student in a two- or four-year regionally accredited institution and to degree-seeking graduates enrolled in full-time or part-time programs. Those enrolled in a school that is not a C/U Member pay national dues set by the AAUW Board of Directors (currently \$18.81 annually). Students enrolled in a school that is a C/U Member do not pay national dues. Student Associates are entitled to attend AAUW meetings and receive the notifications distributed to all members. Student Associates may affiliate with states and branches by paying any applicable dues set by those states and branches; AAUW PA waives dues for student associates. Students may not vote nor hold office. Upon the awarding of an associate or equivalent degree, the student associate may transfer to AAUW membership. If the student associate continues undergraduate work toward a bachelor's degree after receiving the associate degree, the student may choose either to become a member with the right to vote and hold office or to remain a student associate without those rights. See <https://www.aauw.org/resources/member/governance-tools/students-campus-professionals/>.

**Student Organization (SO)** – An organized group of undergraduate students or other campus group associated with AAUW that works on women's equity. A student organization may carry out independent local study and action and/or collaborate with an established branch.

**Values** – Nonpartisan. Fact-based. Principled. Inclusive and Intersectional.

**Vision Statement** – Equity for all.

**Women Graduates-USA (WG-USA)** – WG-USA is an organization of women graduates interested in international issues affecting women and children worldwide. WG-USA is the U.S. affiliate of Graduate Women International (GWI), which provides a worldwide forum where university women interact on international issues.

**Work Smart** – These trainings teach participants how to negotiate for a new job, raise, or promotion. Starting soon, they will be available only as in-person trainings: <https://www.aauw.org/resources/programs/salary/work-smart/>.

### AAUW PA ADDITIONS

**Gateway to Equity Award** – AAUW PA created the Gateway to Equity Award to honor individuals, groups, or organizations that have shown by action and philosophy that they advance equity for women and girls through research, education, or advocacy. These awards may be given at the state and/or branch level and are often awarded on March 8, International Women's Day.

**Keystoner** – The *Keystoner* is the state newsletter sent electronically to all Pennsylvania state members with email access. It is also available online at <https://aauw-pa.aauw.net/communications/keystoner/>.

**Let's Read Math™ (LRM)** – A project developed by AAUW PA member Dr. Claire Passantino to increase elementary students' level of comfort with math. Several branches have been involved in sharing these materials with children.

**Member Making a Difference Award** – This AAUW PA award is given to a branch member who has made a big difference in something important to the branch within the last year and who exemplifies the spirit of AAUW. She does not need to be an officer or committee chair.

**Named Gift Honoree** – For each \$500 of total donations to AAUW Funds that have been credited to a branch in a calendar year, the branch may choose a Named Gift Honoree. These honorees are listed in the AAUW PA annual Yearbook.

**Outstanding Woman Award** – This AAUW PA recognition is awarded to a member of a branch for meritorious service to the branch and to the community. Each branch selects their award winner.

**Student Impact Mini-Grants** – These grants of up to \$500 are awarded to one or more undergraduate students or student organizations to start or continue a project that advocates for AAUW's mission.