

# 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. AMENDMENTS TO AFFILIATE BYLAWS

**Section 1. Amendments Not Mandated by AAUW.** 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. 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. 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. Branch Compliance.** An amendment to the bylaws of the Affiliate shall become effective and binding on all branches within the Affiliate.

**Section 4. Final Approval.** The Bylaws of the Affiliate and all subsequent amendments thereto shall be forwarded to the chair of the AAUW Governance Committee for approval.

## ARTICLE IX. AFFILIATE MEMBERSHIP AND DUES

**Section 1. Affiliate Members.** All members of local AAUW affiliates located in Pennsylvania, hereinafter known as branches, are also members of the Affiliate. An AAUW national member may become a member of the Affiliate upon payment of Affiliate dues.

### **Section 2. Dues.**

- a. **Affiliate Dues.** Annual Affiliate dues for all categories of members 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 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 members of 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.

**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.

- 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.
- 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.
- 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. The board of directors shall determine the method(s) of voting and voting period in compliance with PA law and notify members.
- c. Officers shall be elected by a plurality vote.

## **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.

- 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, program vice president, and marketing and communications 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.

- 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. All elected officers shall 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.

**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.
- 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.

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

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

### **ARTICLE XIII. AFFILIATE EXECUTIVE COMMITTEE**

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

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

- a. Make recommendations to the board of directors.
- b. Report to the board of directors at their next meeting on all activities and actions taken.
- c. Fill a vacancy in any office except that of the president.
- d. 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 that the agenda and notice of the meeting have been given to the members 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.

## **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 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. Meeting Notice.** Notice of meetings shall be sent to all members of the Affiliate at least 30 days prior to the meeting.

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

**Section 6. 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 amendments 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.

b. There shall be no proxy voting.

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.

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

## **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 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.

<b>Adopted</b>	November 1977
As amended on	November 1979
As amended on	September 1981
As amended on	December 1982
As amended on	December 1983
As amended on	December 1985
As amended on	June 1986
As amended on	September 1987
As amended on	May 1992
As amended on	January 1998
As amended on	May 2000
As amended on	May 2001
As amended on	April 2002
As amended on	December 2005
As amended on	May 2007
As amended on	April 2008
As amended on	January 2009
As amended on	October 2009
As amended on	April 2010
As amended on	April 2012
As amended on	January 2017
As amended on	April 2018
As amended on	June 2020
As amended on	June 2022
As amended on	May 2023
As amended on	October 2023
As amended on	May 2024