

**BYLAWS OF  
THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE  
PITTSBURGH (PA2041) PENNSYLVANIA BRANCH**

**ARTICLE I. NAME**

**Section 1. Name.** The name of this organization shall be the Pittsburgh Branch of AAUW, hereafter called the "Branch".

**Section 2. Governance.** The AAUW Bylaws, hereinafter called "AAUW", shall govern this Branch in all practices. The bylaws of the Branch shall in no way conflict with the bylaws of AAUW. Every amendment to the bylaws of AAUW shall become effective and binding of this Branch.

**ARTICLE II. PURPOSE**

The purpose of this branch shall be to advance equity for women and girls through advocacy, education, philanthropy, and research.

**ARTICLE III. USE OF NAME**

**Section 1. Policies and Program.** The policies and programs of the AAUW shall be binding on all members and no member shall use the name of AAUW to oppose such policies or programs. Established channels may be used to change a policy or program.

**Section 2. Proper Use of Name and Logo.** The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and programs. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

**Section 3. Freedom of Speech.** The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

**Section 4. Violations.** Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.

## ARTICLE IV. MEMBERSHIP AND DUES

**Section 1. Composition.** The membership of AAUW shall consist of individual and partner members.

**Section 2. Qualified Institutions.** Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

**Section 3. Basis of Membership.**

**(a) Individual Member.**

(1) **Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) **Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or state of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the [AAUW] Board of Directors shall be final.

(3) **Saving Clause.** No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.

**(4) Categories of Membership.**

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or other AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

**(5) Life Membership.**

(a) **Paid.** An individual member may become a life member upon a one-time payment of 20 years' dues; based on the amount of

AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

- (b) **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 dues.
- (c) **Privileges.** A life member of AAUW who maintains a membership in one or more branches or other AAUW-affiliated entities on an annual basis shall be entitled to branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

**(b) Partner Member.** College/university partner members are qualified educational institutions, including two year or community colleges that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with the branch.

**Section 4. Student Affiliates.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUD meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote nor hold office.

## **Section 5. Dues.**

### **(a) Amount.**

- (1) The annual state and branch dues for individual members shall be established by the state and branch.
- (2) The AAUW Board of Directors shall set the dues for partner members.

(b) **Payment.** Member dues shall be payable in accordance with procedures established by policy.

(c) **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.

**Section 6. Severance of Membership.** A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these Bylaws, with action taken following policies and procedures adopted by the Board of Directors. [See AAUW Affiliation Review Policy 208.]

## **ARTICLE V. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations.**

- (a) There shall be a nominating committee of two members who shall be elected by the board of directors at the first board meeting of the fiscal year, one of whom shall be appointed chair of the committee.
- (b) The term of service on the nominating committee shall be for 2 years for a maximum of 4 consecutive terms.
- (c) The names of the nominees for elected office shall be published and sent to every member at least 30 days prior to the annual branch meeting held in May.
- (d) Nominations may be made from the floor with the consent of the nominee.

### **Section 2. Elections.**

- (a) Elections shall be held at the annual meeting in May.
- (b) Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Elections shall be by a majority vote of those present and voting.

## ARTICLE VI. OFFICERS

### Section 1. Officers.

- (a) The elected officers shall be a President, or official representative, or Co-President, Vice President for Program, Vice President for Membership, Secretary, and Finance Officer.
- (b) The appointed officers shall be Communications, Public Policy, Advocacy, and Diversity. They shall be appointed by the President and approved by a majority of the "Board" which is made up of both elected and appointed officers.
- (c) Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of each office shall begin on July 1.
- (d) No member shall be eligible to serve more than four consecutive terms in the same office.
- (e) The incoming President may call a meeting of the incoming officers prior to July 1.
- (f) A vacancy in office, excluding the President, or official representative, or Co-Presidents, shall be filled for the unexpired term by the board of directors (secret ballot). A vacancy in the office of President, or official representative, or Co-Presidents shall be filled by the vice presidents in the order listed in Section 1 (a) above.

### Section 2. Duties.

- (a) Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of *Robert's Rules of Order, Newly Revised*.
- (b) The President shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by the AAUW and state.
- (c) The vice presidents shall perform such duties as the President and board shall direct.
- (d) The Secretary shall be designated as the member to record the minutes of each branch meeting and branch board meeting.
- (e) The Finance Officer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The Finance Officer shall collect dues and properly remit them to the AAUW and state by the specified deadline.
- (f) All officers and chairs shall submit annual reports to the President.

### **Section 3. Rotation of Officers.**

- (a) The President, Vice President Program, and Finance Officer shall be elected in odd numbered years.
- (b) The Vice President Membership and Secretary shall be elected in even numbered years.

## **ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected officers and the following appointed officers: Communications, Diversity, Public Policy, and Advocacy.

**Section 2. Administrative Responsibilities.** The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by the AAUW and state.

**Section 3. Meetings.** Meetings of the board shall be held at least 9 times a year at a time and place agreed upon by the board.

**Section 4. Special Meetings.** Special meetings may be called by the President or shall be called upon written request of 2/3 members of the board provided at least 30 days notice of such meetings and its agenda have been given to the members of the board.

**Section 5. Quorum.** The quorum of the board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the board.

**Section 6. Voting Between Meetings.** Between meetings of the branch board, a written or electronic vote of the board may be taken at the request of the President on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

**Section 7. 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.

## **ARTICLE VIII. COMMITTEES**

**Section 1. Establishing Committees.** The President may establish standing and special committees as needed with consent by the board.

**Section 2. Purpose .** With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

## ARTICLE IX. FINANCIAL ADMINISTRATION

**Section 1. Fiscal Year.** The fiscal year shall correspond with that of the AAUW, and shall begin on July 1.

**Section 2. Financial Policies.** The board 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.

### **Section 3. Dues.**

- (a) Each member shall pay branch dues established at the annual meeting by a two-thirds (secret ballot) vote of those present and voting provided written notice has been given to all the members thirty days prior to the meeting.
- (b) Paid life members of AAUW, as defined in AAUW policy, who are branch members within the State are required to pay annual State and branch dues.
- (c) Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped.
- (d) Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.
- (e) Dues of new members may be paid at any time. The AAUW portion of dues paid by new members between January 1 and March 15 shall be one half the annual AAUW dues. Dues paid before January 1 will be considered dues for the current membership year. Dues paid after March 15 will be considered dues for the next membership year. The branch board of directors may set a reduction for branch fees. There is no reduction for State dues.
- (f) The annual budget shall be adopted by the board of directors for presentation at the annual meeting.

## ARTICLE X. MEETINGS

**Section 1. Annual Meeting.** The branch shall hold an annual meeting to conduct business including but not limited to hearing officers' reports, reviewing the budget, electing officers and nominating committee, establishing dues, amending bylaws, and giving directions to the board. The general membership meeting held in May shall be designated the Annual Meeting, the exact date, time and place to be determined by the board.

**Section 2. Membership Meetings.** The branch shall hold at least nine membership meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

**Section 3. Special Meetings.** Special meetings may be called by the President or shall be called by the President at the written request of 2/3 members of the board or 30 percent of the branch membership.

**Section 4. Meetings Notice.** Notice of meetings shall be sent to all members of the branch at least 30 days prior to the meetings.

**Section 5. Quorum.** The quorum shall be a majority of the branch members present.

## **ARTICLE XI. PROPERTY**

**Section 1. Property and Assets.** The title for all property, funds and assets is vested in the Pittsburgh Branch for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purposes contrary to AAUW.

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

If the property and assets of the Pittsburgh Branch are disbursed appropriately prior to dissolution of the branch, i.e., disbursement consistent with AAUW mission and purposes, requirements of the PA State Code, the IRS, and the intent of the donors of the property or assets, the paragraph above does not apply.

## **ARTICLE XII. LOSS OF RECOGNITION**

Article XIII (Section 4) of the AAUW's Charter and Bylaws contains the provisions and conditions under which a branch may be discontinued.

## **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of the state or AAUW.

## **ARTICLE XIV. INDEMNIFICATION**

Every member of the board is indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch board, 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 branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.



## **ARTICLE XV. AMENDMENTS TO THE BYLAWS**

**Section 1. AAUW Mandated Amendments.** Provisions of these bylaws not governed by the AAUW Charter and Bylaws may be amended by a two-thirds vote of those present and voting at a general membership meeting provided written notice shall have been given to every member at least thirty days prior to the meeting.

**Section 2. Prior Approval.** Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

**Section 3. Branch Vote.** Amendments required by the AAUW to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary states required by their articles of incorporation.

Date of Amendment:

Date Last Amended: October, 2009

Date Last Amended: November 12, 2011

Date Last Amended: May 1, 2012

Date Last Amended: November 1, 2013