

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

## ARTICLE I. NAME AND GOVERNANCE

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

**Section 2. Affiliate.** The AAUW Pittsburgh Branch is an Affiliate of AAUW as defined in Article V.

**Section 3. Legal Compliance.** The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

## ARTICLE II. PURPOSE

**Section 1. Purpose.** The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

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

## ARTICLE III. USE OF NAME

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

**Section 2. Proper Use of Name and Logo.** The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

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

## ARTICLE IV. MEMBERSHIP AND DUES

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

## Section 2. Basis of Membership.

### a. Individual Members.

- (1) **Eligibility.** An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- (2) **Appeals of Refusals of Admission to Membership.** Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.
- (3) **Saving Clause.** No individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.
- (4) **Life Membership.**
  - (a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of AAUW dues the year the member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.
  - (b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

- b. College/University Members.** Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

**Section 3. Student Affiliates.** The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

#### **Section 4. Dues.**

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

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

**Section 5. Severance of Membership.** Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

### **ARTICLE V. AAUW AFFILIATES**

**Section 1. AAUW Affiliate Defined.** An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

#### **Section 2. Organization.**

- a. Purpose.** Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. Bylaws.** Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.
- c. Structure.** Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contracts for administration and finance.

#### **Section 3. Loss of Recognition of an Affiliate.**

- a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAU Board of Directors.
- b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

**Section 4. Property and Assets.** Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW's purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

## **ARTICLE VI. PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

## **ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS**

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

## **ARTICLE VIII. AFFILIATE 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.
- 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 affiliate 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 IX. AFFILIATE OFFICERS**

### **Section 1. Officers.**

- a. The elected officers shall be a President/Administrator, Vice President for Program, Vice President for Membership, Secretary, and Finance Officer.
- b. The appointed officers shall be Bylaws, Communications, College/University Liaison, Public Policy, Advocacy, and Diversity. They shall be appointed by the President/Administration.
- c. All 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/Administrator may call a meeting of the incoming officers prior to July 1.
- f. A vacancy in office, excluding the President/Administrator, shall be filled for the unexpired term by the board of directors (secret ballot). A vacancy in the office of President/Administrator 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/Administrator 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/Administrator 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/Administrator.

### **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 X. BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall include the elected officers and all appointed officers.

**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 2 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/Administrator 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 has 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 affiliate board, a written or electronic vote of the board may be taken at the request of the President/Administrator 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 XI. COMMITTEES**

**Section 1. Establishing Committees.** The President/Administrator 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 XII. 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 XIII. 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 two 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 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 even 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. Prior Approval.** Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

**Section 2. 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

Date Last Amended: November 1, 2015

Date Last Amended: January 1, 2017