

# 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) Pittsburgh Branch, hereinafter known as the "Affiliate."

**Section 2. Affiliate.** AAUW Pittsburgh Branch 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 Program.** 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 in 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 this 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 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 as scheduled annually by the affiliate board of directors.
- d. Nominations may be made from the floor with the consent of the nominee.

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

- a. Elections shall be held at the affiliate annual meeting as scheduled annually by the affiliate board of directors.
- 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. Election shall be by a majority vote of those 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/Administrator.
- 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 (by vote in a 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, affiliate policies, and the current edition of *Robert's Rules of Order, Newly Revised*
- b. The President/Administrator shall be the official spokesperson and representative for the affiliate and shall be responsible for submitting such reports and forms as required by AAUW national 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 affiliate meeting and affiliate board meeting.
- e. The Finance Officer shall be responsible for collecting, distributing, and accounting for the funds of the affiliate. The Finance Officer shall collect dues and properly remit them to AAUW national 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 and Vice President for Program shall be elected in even-numbered years.
- b. The Vice President for Membership, Finance Officer, and Secretary shall be elected in odd-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 affiliate, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by AAUW national and state.

**Section 3. Meetings.** Meetings of the board shall be held at least 4 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 meeting 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 of 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 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 affiliate 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 affiliate members within the State are required to pay annual State and affiliate dues.
- c. Dues are payable on or before the members anniversary date. After notification of nonpayment, a member still in arrears after 45 days shall be dropped.
- d. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another affiliate.

**Section 4. Budget.** 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 affiliate 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 annually shall be designated the Annual Meeting, the exact date, time and place to be determined by the board.

**Section 2. Membership Meetings.** The affiliate shall hold at least two monthly membership meetings during the fiscal year. The affiliate 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 affiliate membership.

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

**Section 5. Quorum.** The quorum for all meetings shall be a majority of the registered eligible voters.

### **ARTICLE XIV. INDEMNIFICATION**

Every member of the board or committee is 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 board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement, the indemnification herein shall apply only when the affiliate board approves such settlement and reimbursement as being in the best interest of the affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

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

**Section 1. Non-AAUW-mandated Amendment 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.

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

**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

Date Last Amended: December 13, 2023