

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE COMMONWEALTH OF PENNSYLVANIA

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name

The name of this organization shall be the American Association of University Women of the Commonwealth of Pennsylvania, hereafter called the "State".

Section 2. Governance

The Bylaws of the American Association of University Women, hereafter called "AAUW", shall govern the State in all practices. The bylaws of the State shall in no way conflict with the bylaws of AAUW. Every amendment to the bylaws of AAUW shall become effective and binding on the State.

ARTICLE II. PURPOSE

The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the State shall be to further the AAUW mission, program, and policies within the state and promote, encourage, and coordinate the work of the branches throughout the state.

ARTICLE III. USE OF NAME

Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members, branches, and organizations; and no member, branch or organization shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. 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 3. Violations. Violation of the use of AAUW's name policy shall result in action taken in accordance with AAUW policy.

Section 4. AAUW-PA Policy. The policies and program of the State on matters of statewide scope shall be binding on all members and branches, and no member or branch shall use the name of the State to oppose such policies and program. No action in the name of the State shall be taken on any matter of statewide scope on which the State has no policy.

Section 5. 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 State has a policy and whether any particular action is in accord with the State policies and principles. No action in the name of AAUW-PA shall be taken on any matter until such determination has been made. Should either chair or the president so request, a matter may be referred to the State board of directors for final determination.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership.

- a. All members of branches of AAUW within the Commonwealth of Pennsylvania shall be members of the State.

- b. Individuals who meet the criteria for membership as described in the AAUW Bylaws, Article IV, are eligible to be admitted to membership in the State. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person to State membership shall result in loss of recognition of the State. The State member shall be entitled to vote, hold office, and participate in all State activities and programs and receive the publications distributed to all members.
- c. A member-at-large of AAUW residing within the Commonwealth of Pennsylvania may become a member-at-large of the State upon payment of State dues.
- d. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the State upon payment of any fees established by AAUW and the State board of directors. Student affiliates may attend State and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.
- e. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation or that is contrary to or destructive of its mission according to the AAUW policies and procedures.

Section 2. Dues.

- a. Annual State dues for branch members and members-at-large shall be determined by a two-thirds vote of those present and voting at the State annual business meeting, provided written notice has been given to all the members. This amount shall include a subscription to the *KEYSTONER*.
- 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. Any member who has paid AAUW dues for fifty (50) years shall become a Fifty-Year Honorary Life Member and shall thereafter be exempt from payment of AAUW dues and State dues.
- d. New members may join at any time. Dues are payable upon joining. The AAUW portion of dues paid by new members for less than a full year is determined by AAUW and State policy.
- e. Dues for branch members and members-at-large belonging to the State are payable on or before July 1. Dues for branch members shall be forwarded by the branch treasurer or finance officer, postmarked no later than August 10.
- f. Payment of additional AAUW-PA dues shall be waived for a transferring member whose current dues have been paid to another state or AAUW multi-state/regional organization.
- g. Fees for student affiliates shall be established by the State board of directors.
- h. A member whose dues remain unpaid after August 10 shall be dropped from membership.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. There shall be a nominating committee of a representative from each district in the State plus a minimum of one representative from the State board, only one of whom shall have served the previous year, elected by the following procedure:

- 1) At the State annual business meeting, one member and two alternates not currently serving on the State board of directors shall be elected by the members from each district as designated by the board of directors.
 - 2) One member and one alternate shall be elected by the board of directors at the first meeting of the fiscal year.
- b. The chair of the nominating committee shall be appointed from among the committee members by the president with board approval at the first meeting of the fiscal year.
 - c. Suggestions from the branches and/or individual members for nominees shall be submitted in writing to the chair of the nominating committee by the date established by the State board of directors. The chair shall report to the members of the committee all names received.
 - d. The nominating committee shall present a slate of nominees to each branch at least one month prior to the State annual business meeting. (NOTE: This may be done through the *KEYSTONER*.)

Section 2. Elections.

- a. All elections shall be held at the State annual business meeting.
- b. Nominations may be made from the floor with the written consent of the nominee.
- c. Elections shall be by secret ballot unless there is only one nominee for a given office in which case the election may be by voice vote. Election shall be by a majority vote of those present and voting or by plurality if there are three (3) or more candidates for a position.

ARTICLE VI. STATE OFFICERS

Section 1. Officers.

- a. The elected officers or co-officers shall be president, program vice president, membership 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 State executive committee, which functions may include AAUW Funds, Diversity, Younger Members, Branch Liaisons, C/U, Communications, and Conference Coordinator.
- c. The above-mentioned elected and appointed officers shall be members of AAUW and the State 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 shall be eligible to serve more than two consecutive terms in the same office. No officer with the exception of the president 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 State

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 president shall move to the presidency.

- h. The president and program vice president shall be elected in even-numbered years. The membership vice president, secretary, and finance officer shall be elected in odd-numbered years.

Section 2. Duties.

- a. 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 State policy manual.
- b. The president shall be the official spokesperson and representative for the State and shall be responsible for submitting such reports and forms as required by 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. 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 State and for meeting specific deadlines. The finance officer shall serve as custodian of all funds and securities.
- f. All elected officers shall submit an annual written report to the president, board of directors, and members at the State annual business meeting.

ARTICLE VII. BOARD OF DIRECTORS

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

Section 2. Administrative Responsibilities.

- a. The board shall have the general power to administer the affairs of the State and to initiate and carry out its programs and policies.
- b. It shall act for the State between State annual business meetings.
- c. The board may adopt rules to govern its proceedings.
- d. The board shall have fiscal responsibilities as outlined in Article XI, Financial Administration, Section 2.
- e. It shall approve the programs for State meetings.
- f. It shall approve the establishment of special committees 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 three times per year.

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 State 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 State.

ARTICLE VIII. 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. Determine the standing and special committees necessary for the work of the State and recommend their establishment by the board.
- b. Confirm the appointments of all committees, task forces and appointed officers.
- c. Determine the time and place of the State annual business meeting, other State meetings and meetings of the board of directors.
- d. Make recommendations to the board of directors.
- e. Report to the board of directors on its activities and action taken.
- f. Fill a vacancy in any office except that of the president.
- g. Accept and request resignations of board members.

Section 3. Meetings. The executive committee shall meet at the time of the State annual business meeting and at the call of the president; and at other times at the written request of two members of the committee, provided at least five days' notice has been given to the members together with the agenda.

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. 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 State.

ARTICLE IX. 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 State and shall be appointed by the president and confirmed by the state board of directors. Committee chairs may serve on the state 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 state.
- b. When required by the board of directors, the chair of each committee shall report to the State president.

ARTICLE X. RESPONSIBILITIES OF BRANCH OFFICERS AND CHAIRS TO THE STATE

Section 1. Branch President or Administrative Officer. The branch president or administrative officer shall:

- a. Be the official representative of the branch in the activities of AAUW on all levels;
- b. Send to the president of the State the names and addresses of all officers and task-force and committee chairs no later than June 30.
- c. Assume the responsibility to bring the branch bylaws into conformity with AAUW and State bylaws after each AAUW convention and State annual business meeting and submit them as instructed to the State bylaws chair before the December 1 deadline.
- d. Send to the State president a list of candidates for appointive offices together with a statement of their qualifications.

Section 2. Branch Treasurer or Finance Officer. The branch treasurer or finance officer shall send State dues to the State finance officer, postmarked no later than August 10. Dues received after August 10 for late renewals or for new members shall be forwarded immediately.

Section 3. Branch Officers and Committee Chairs. Branch officers, task force chairs and committee chairs shall make reports as may be required by a member of the State board of directors or by a special committee chair.

ARTICLE XI. 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 State 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 XII. MEETINGS OF THE STATE

Section 1. Annual Meeting. The State shall hold an annual business meeting. In even-numbered years this will be held during the State convention. The purpose of the annual business meeting will be to conduct the business of the State, including but not limited to electing officers, establishing dues, reviewing the budget, amending bylaws, and receiving reports. The exact date, time, and place of the State annual business meeting shall be determined by the executive committee.

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 State.

Section 3. Meetings Notice. Notice of meetings shall be sent to all branches, members of the State board of directors, AAUW, partner members' representatives, and State members-at-large at least 30 days prior to the meeting.

Section 4. Voting. Each member of the State in good standing as of the official notice of the meeting is entitled to one vote at any annual or special meeting of members.

Section 5. Meeting Rules. State annual business meeting rules shall be proposed by the State board of directors and considered by each State annual business meeting as its first order of business.

Section 6. Meeting Attendance. All State meetings, including meetings of the board of directors, shall be open and may be attended by any member of the State.

Section 7. Special Circumstances. If circumstances prevent the holding of a State meeting, the board of directors shall provide for the conduct of necessary business.

Section 8. Quorum. The quorum shall be 3% percent of the membership.

ARTICLE XIII. PROPERTY

Section 1. Title. The title for all property, funds, and assets of the State, whether incorporated or not, shall at all times be vested in the State 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. The State shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. Dissolution. In the event of the dissolution of the State, all assets of the State shall be transferred and delivered to an AAUW entity.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of *Robert's Rules of Order, Newly Revised* shall govern the State in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XV. INDEMNIFICATION

Every board or committee member may be indemnified by the State 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 to which the board or committee member may become involved by reason of being or having been a member of the State, 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 State board approves such settlement and reimbursement as being in the best interest of the State. 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 XVI. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring State bylaws into conformity shall not require a vote of the members, except that an incorporated state shall take the necessary steps required by the State bylaws, its articles of incorporation, or state law.

Section 2. Prior Approval. All other proposed amendments to the State bylaws shall be sent to AAUW's Governance's Committee for approval before being voted upon.

Section 3. Member Vote. Provisions of these bylaws not governed by the bylaws of AAUW may be amended at the State annual business meeting by a two-thirds vote of those present and voting, provided written notice shall have been sent to the members at least six weeks prior to the meeting or, if the previous notice has not been given, by unanimous vote of the State annual business meeting.

Section 4. Branch Compliance. An amendment to the bylaws of the State shall become effective and binding on all branches within the State.

Section 5. Final Approval. The Bylaws of the AAUW Pennsylvania and all subsequent amendments thereto shall be forwarded to the chair of the AAUW Governance Committee for approval.

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Date adopted:	November 1979	Date adopted:	May 2001
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