

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

**ARTICLE I. NAME**

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

**ARTICLE II. GOVERNMENT**

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

**ARTICLE III. PURPOSE**

The purpose of the American Association of University Women is to promote equity for women and girls, education and self-development over the lifespan, and positive societal change. The purpose of the state shall be to further the Association purposes and policies within this state. The state shall organize new branches of the Association within the state, promote, encourage, and coordinate the work of the branches throughout the state, and cooperate in AAUW and regional work.

**ARTICLE IV. USE OF NAME**

**Section 1.** The policies and program of the Association shall be binding on all members, branches and states, and no member, branch or state shall use the name of the Association to oppose such policies or program. Established channels may be used to change a policy or program.

**Section 2.** The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

**Section 3.** Reference to membership in the Association by an individual shall be interpreted as use of name in Application of Section 1.

**Section 4.** On any national matter on which the Association has no policy, the only action which may be taken by a member, branch or state in the name of the Association is to use the established channels to effect the formulation of a policy.

**Section 5.** Violation of the use of the Association's name shall result in

- a. a member's suspension for one year or expulsion from membership or
- b. loss of recognition of a branch.

**Section 6.** 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 7.** The Public Policy chair(s) and Public Policy committee in consultation with the president, shall determine whether any particular 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 the Association 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 V. MEMBERSHIP**

**Section 1.** All branches of the Association within the Commonwealth of Pennsylvania shall be members of this state.

**Section 2.** Individuals who meet the criteria for membership as described in the Association Charter and Bylaws, Article IV, Section 3.a. (1), (2) and (3), are eligible to be admitted to membership in this state. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to state membership shall result in loss of recognition of a 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.

**Section 3.** A member-at-large of the Association residing within the state may become a member-at-large of the state upon payment of state dues.

**Section 4.** Paid life members of the Association, as defined in the *Association Charter and Bylaws*, Article IV, Section 3 (5)(a), who are members within the state are required to pay annual state and branch dues.

**Section 5.** Any branch member who has paid Association dues for fifty (50) years shall become a Fifty Year Honor Life Member and shall thereafter be exempt from payment of Association dues and may be exempt from state dues.

**Section 6.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the state upon payment of fees established by the Association and state boards of directors. Student affiliates may attend state and Association meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

**Section 7.** A college or university within the state which is a College/University member of the Association shall also be a college/university member of the state.

**Section 8.** A member whose dues remain unpaid after July 31 shall be dropped from membership.

## **ARTICLE VI. FINANCIAL ADMINISTRATION**

**Section 1.** The fiscal year shall correspond with that of the Association and shall begin on July 1.

**Section 2.** Each branch shall pay annual state dues for each member and associate member belonging to the branch. This amount shall include a subscription to the *KEYSTONER*.

**Section 3.** 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.

**Section 4.** Dues are payable on or before July 1 and shall be considered in arrears unless forwarded by the branch treasurer, postmarked no later than June 30.

**Section 5.** Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another state.

**Section 6.** A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend state meetings without vote.

**Section 7.** College/University representatives may become branch and state members upon payment of branch and state dues.

**Section 8.** A member-at-large belonging to the state shall pay annual dues to the state finance officer. Dues are payable on July 1 and shall be considered in arrears unless paid to the state finance officer, postmarked no later than June 30.

**Section 9.** Fees for student affiliates shall be established by the state board of directors.

**Section 10.** New members may join at any time. Dues are payable upon joining. The Association portion of dues paid by new members between January 1 and March 15 shall be one half the annual Association dues. The state board of directors may set a reduction for state dues.

**Section 11.** A branch recognized by the Association between January 1 and June 30 shall pay state dues for each member at half the annual amount.

**Section 12.** The annual budget and financial report shall be prepared at the direction of the finance committee and approved by the state board of directors.

**Section 13.** 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.

## **ARTICLE VII. STATE OFFICERS**

**Section 1.** The elected officers or co-officers shall be president, program vice president, membership vice president, secretary and finance officer.

**Section 2.** The appointed officers shall include officers fulfilling the function of public policy, Educational Foundation, Legal Advocacy Fund, district coordinators and such other functions as deemed necessary by the state.

**Section 3.** The above-mentioned elected and appointed officers shall be members of the Association and the state, and shall have qualifications necessary to execute the duties of the respective offices.

**Section 4.** 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.

**Section 5.** No 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.

**Section 6.** The incoming president may call a meeting of the incoming officers prior to July 1.

**Section 7.** All vacancies in office, except that of president, shall be filled for the unexpired term by the executive committee. A vacancy in the office of president shall be filled by the following method: the program vice president shall move to the presidency.

#### **ARTICLE VIII. DUTIES OF OFFICERS**

**Section 1.** 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.

**Section 2.** 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 the Association and region.

**Section 3.** The vice presidents shall perform such duties as the president and board shall direct.

**Section 4.** 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.

**Section 5.** 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.

**Section 6.** All officers shall submit an annual written report to the president, board of directors and to members at the state annual business meeting.

#### **ARTICLE IX. NOMINATIONS**

**Section 1.** 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:

- a. 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 voting delegates from each district as designated by the board of directors.
- b. One member and one alternate shall be elected by the board of directors at the first meeting of the fiscal year.

**Section 2.** The chair of the nominating committee shall be appointed by the president with board approval from among the committee members at the first meeting of the fiscal year.

**Section 3.** 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.

**Section 4.** 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*.)

## ARTICLE X. ELECTIONS

**Section 1.** All elections shall be held at the state annual business meeting.

**Section 2.** Nominations may be made from the floor with the written consent of the nominee.

**Section 3.** The elected officers shall be elected at a state annual business meeting by the duly accredited delegates.

**Section 4.** 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.

## ARTICLE XI. ROTATION OF OFFICERS

**Section 1.** The president and program vice president shall be elected in even numbered years.

**Section 2.** The membership vice president, secretary and finance officer shall be elected in odd numbered years.

**Section 3.** A vacancy in any office except that of president shall be filled 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.

## ARTICLE XII. BOARD OF DIRECTORS

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

**Section 2.** The board shall have the general power to administer the affairs of the state, and to initiate and carry out its programs and policies.

- a. It shall act for the state between state annual business meetings.
- b. The board may adopt rules to govern its proceedings.
- c. The board shall establish policies and procedures consistent with generally accepted accounting principles and federal, state and local laws to control the financial records of the state.
- d. It shall adopt the budget and accept the auditor's report.
- e. It shall select the second delegate and two alternates of the state to represent the state at Association convention.
- f. It shall elect the required members and the chair of the nominating committee.
- g. It shall approve the programs for state meetings.
- h. It shall approve the establishment of special committees and task forces.

**Section 3.** The board shall recommend to the Association action to be taken in regard to the admittance of new branches or the discontinuance of current branches.

**Section 4.** Meetings of the board shall be held at least three times per year.

**Section 5.** 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.** 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.** 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 of the state. 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.** The board may delegate such authority as it deems necessary to the executive committee.

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

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

**Section 2.** 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.

**Section 3.** 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 4.** The quorum shall be a majority of the voting members of the executive committee.

**Section 5.** 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 be given to the members together with the agenda.

**Section 6.** Between meetings of the executive committee, 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 XIV. COMMITTEES**

**Section 1.** Standing committees shall be program, membership, public policy, bylaws, college/university relations, Educational Foundation, finance, communications, resolutions and state project.

**Section 2.** There shall be such other standing committees as the state shall authorize upon recommendation of the board of directors.

**Section 3.** There shall be project committees appointed as required to carry out projects adopted by the state. The chairs of these committees shall serve on the state board of directors. They shall be appointed for the duration of the project. No person shall serve more than four consecutive years.

**Section 4.** Committee chairs shall be members of the Association and the state.

**Section 5.** Committee chairs shall serve for a term of two years and shall be eligible for reappointment for one term only, either for the same or a different position. The person who has served for two terms shall again be eligible for reappointment after the lapse of one term. "Term" shall not be construed to include an ad interim appointment for the purpose of this limitation.

**Section 6.** Members of the standing and special committees shall be chosen for their experience and work in Association and/or their special aptitude for the work of the committee with due regard for geographical representation and rotation in membership. All members of state committees shall be members of the Association.

**Section 7.** With the approval of the board, each standing committee shall formulate programs to carry forward the work of the Association within the state. Each standing committee shall cooperate with the appropriate Association committee and committees in the branches to initiate and promote projects of state-wide and national scope.

**Section 8.** The chair of each committee shall submit an annual report to the state president and the membership, and when required, to the appropriate staff member at the Association.

## **ARTICLE XV. RESPONSIBILITIES OF BRANCH OFFICERS AND CHAIRS TO THE STATE**

**Section 1.** The branch president shall:

- a. be the official representative of the branch in the activities of the Association on all levels;
- b. send to the president of the state the names and addresses of all officers, task force and committee chairs no later than June 1;
- c. file an annual report, no later than June 1, with the state president covering the activities of the branch;
- d. be responsible for the updating of branch bylaws after each Association convention and submitting them as instructed to the state bylaws chair before December 1 deadline; if branch bylaws are not approved by February 1, the privilege of voting on any and all matters at each state annual business meeting shall be suspended. Voting privileges shall be reinstated upon approval of the branch bylaws by the Association Committee on Bylaws.
- e. assume the responsibility to bring the branch bylaws into conformity with the bylaws of the state after each state annual business meeting;
- f. send to the state president a list of candidates for appointive offices together with a state of their qualifications.

**Section 2.** The branch treasurer 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, task force 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 XVI. MEETINGS OF THE STATE**

**Section 1.** The state shall hold an annual business meeting. In even-numbered years, it will be held during the state convention and in odd-numbered years during the state leaders meeting. 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.

**Section 2.** The exact date, time and place of the state annual business meeting shall be determined by the executive committee.

**Section 3.** Special meetings may be called by the president, or shall be called by the president on the written request of two-thirds members of the board of directors.

**Section 4.** Notice of meetings shall be sent to all branches, members of the state board of directors, the regional director, the Association, college/university members and state members-at-large at least 30 days prior to the meeting.

**Section 5.** The voting body shall include:

- a. members of the state board of directors;
- b. past presidents of the state;
- c. branch and other delegates, including the following:
  - i. presidents of branches
  - ii. one delegate for each 25 members of each branch or major fraction thereof, each branch being entitled to at least two delegates
  - iii. one delegate appointed by the state executive committee for each 25 paid members-at-large of the state
  - iv. one delegate for each college/university member

Delegates and alternates shall be selected by each branch pursuant to branch bylaws.

**Section 6.** A member of the voting body shall cast no more than one vote. No delegate may vote other than in person. Only members of the voting body may offer motions, resolutions or debate.

**Section 7.** Delegates representing a majority of the branches shall constitute a quorum.

**Section 8.** 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 9.** All state meetings, including meetings of the board of directors, shall be open and may be attended by any member of the state.

**Section 10.** If circumstances prevent the holding of a state meeting, the board of directors shall provide for the conduct of necessary business.

## **ARTICLE XVII. DELEGATES TO ASSOCIATION CONVENTION**

**Section 1.** The state shall be entitled to a maximum of 17 delegates.

**Section 2.** For funding purposes, two delegates shall have alternatives who are selected from the seventeen designated delegates; one of these delegates shall be the state president or incoming president; the state board of directors shall select the second delegate and the alternates.

**Section 3.** The following shall be entitled to be delegates but shall have no alternate: the finance officer, secretary, district coordinators, chairs of the committees on bylaws, college/university relations, Educational Foundation, Legal Advocacy Fund, Public Policy, memberships and program.

**Section 4.** The chair of the state delegation may cast the unrepresented votes to which the state is entitled in election voting.

**Section 5.** Delegates and alternates shall be certified by the state president.

### **ARTICLE XVIII. PROPERTY**

**Section 1.** 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 the Association, except that such property shall not be used for any purposes contrary to those of the Association.

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

### **ARTICLE XIX. PARLIAMENTARY AUTHORITY**

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

### **ARTICLE XX. INDEMNIFICATION**

Every member of the board may be indemnified by the state 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 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 is entitled.

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

**Section 1.** Amendments required by the Association 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 or its articles of incorporation.

**Section 2.** All other proposed amendments to the state bylaws shall be sent to the Association Bylaws chair for approval before being voted upon.

**Section 3.** Provisions of these bylaws not governed by the *Association Charter and Bylaws* 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.** An amendment to the bylaws of the state shall become effective and binding on all branches within the state.

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

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