

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF BEAVER VALLEY, PENNSYLVANIA

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Beaver Valley Branch, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW Beaver Valley 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 Programs. The policies and programs of 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 annual 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 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.

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 contacts 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 AAUW 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. 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. NOMINATIONS AND ELECTIONS

Section 1. Nomination Committee

- a. Composition and Appointment. There shall be three members on the Nominating Committee. The Board of Directors of the Affiliate shall appoint a chair and the two members of the Nominating Committee. The chair and members of the Nominating Committee shall have the following qualifications: the chairman of the Nominating Committee shall be from the current Board of Directors.
- b. Terms. The committee chair, alternate chair, and committee members shall be appointed by at least two months prior to the annual election and shall serve until the annual election.
- c. Resignation of ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the Board of Directors shall appoint a replacement to the committee.

Section 2. Nominations

- a. The committee shall prepare a list of nominees to be presented at the branch meeting one month prior to the election, or in writing to each member at least two weeks before the election.
- b. Nominations may be made from the floor at the time of election provided written consent of the nominee has been obtained.

Section 3. Elections.

- a. Elections shall be held in which each member shall be eligible to vote in person by ballot and a majority of the votes cast shall be necessary for election. When there is only one nominee for office, the vote may be taken by choice.
- b. The elections shall be held at the annual meeting of the branch.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Officers and Directors

- a. Elected Officers and Directors. The elected officers and directors shall be two (2) co-presidents, vice president of membership and vice president of program, secretary, and finance officer.
- b. Appointed Officers and Directors. The appointed officers and directors shall be Public Policy and AAUW Educational Fund, and such other as shall be deemed necessary to carry on the work of the branch. These officers shall be appointed by the co-presidents with the approval of the executive committee.

Section 2. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW. Officers shall perform the duties prescribed by the Bylaws and by Robert's Rules of Order, Newly Revised.

President. The president of the branch shall:

- a. be the official representative of the branch in the activities of the AAUW on all levels
- b. submit a list of the incoming and continuing branch officers and chairs to the state president and to the executive director of at the Educational Center no later than June 1
- c. submit an annual report of the branch to the persons designated on forms provided by the AAUW no later than June 1
- d. be responsible for bringing the branch bylaws into conformity with the AAUW Bylaws after each AAUW Convention and for submitting amended bylaws for review to the chair of the state committee on bylaws by the December 1st following annual state business meeting
- e. be responsible for bringing the branch bylaws into conformity with the state bylaws after a state convention
- f. perform the following duties:
 - 1.) preside at all meetings of the branch, the board of directors, and the executive committee
 - 2.) serve as an ex officio member of all task forces and committees except the nominating committee
 - 3.) call special meetings of the branch in accordance with provisions of the branch bylaws
 - 4.) appoint, with the approval of the executive committee, the chair of all task forces and committees except the nominating committee and those provided for by election, and any additional officers authorized by the branch bylaws.

Vice-Presidents. There shall be at least two vice presidents of the branch. One vice president shall serve as chair of the committee on program development and one shall serve as chair of the committee on membership.

- a. PROGRAM VICE-PRESIDENT. The program vice president shall preside at meetings in the absence of both co-presidents and perform such other duties as are requested by the president or the Board of Directors.

- b. MEMBERSHIP VICE-PRESIDENT. The membership vice president shall preside at meetings in the absence of the co-presidents and the program vice president and perform such other duties as are requested by the president or by the Board of Directors.

Secretary. The secretary shall:

- a. record and keep in custody the minutes of all meetings of the branch, board of directors, and the executive committee.
- b. have available for reference at all meetings a copy of the branch bylaws and a list of its officers, task force, and committee chairs and members
- c. have charge of such correspondence of the branch as is delegated by the co-presidents or by the Board of Directors
- d. keep on file all communications received and copies of all letters sent
- e. perform such other duties as are requested by the president or by the Board of Directors.

Finance Officer. The finance officer, with assistant if necessary, shall:

- a. be responsible for collecting all annual dues
- b. forward all dues collected for AAUW members and associate members to the AAUW finance officer, and all state dues to the state finance officer; dues of continuing members shall be postmarked no later than August 10
- c. transmit to the AAUW finance officer all qualifying applications, with dues, made to the branch
- d. perform the following duties:
 - 1.) receive all monies due the branch
 - 2.) pay all bills provided for in the budget or verified by the president
 - 3.) keep proper set of books
 - 4.) render a financial report at the annual meeting of the branch and at such other times as is requested by the Board of Directors
 - 5.) serve on the budget committee
 - 6.) present the books for an annual audit
 - 7.) serve as assistant for two years following term of office.

Section 3. Terms of Office. (see state law)

- a. Terms of Office. Board members shall serve for a term of two years or until their successors have been elected or appointed and have assumed office. Board members may be elected or appointed to serve for another additional term, but no member shall hold the same office for more than two consecutive terms with the exception of a vote by the board if they deem it is in the best interests of the branch. A full term is considered service in office for one-half term or more. No member shall hold more than one board position, elected or appointed, at any given time.
- b. The term of each officer and director shall begin on July 1. The incoming or continuing administrative officer may call and hold a meeting of the incoming

Board of Directors and/or of the incoming Executive Committee prior to July 1, so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until July 1. (Note: New board members are not permitted to vote until after the term start date, as they are not officially board members until that date.)

- c. Removal from Office. An officer or director of the Organization may be removed for any reason by a majority vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors. (This clause provides a process for removal of a board member.)

Section 4. Vacancies

- a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board of Directors.
- b. A vacancy in the office of the administrative officer shall be filled by the elected vice president of program.

Section 5. Rotation.

- a. A co-president, membership vice president, and secretary shall be elected in odd numbered years. A co-president, program vice president and a finance officer shall be elected in even numbered years.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of this Organization. This Organization must have a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs. In addition, the Organization shall designate a member other than the contacts for administration and finance to record and to make available upon request the minutes of each noticed branch or affiliated entity meeting and board meeting. (Note: An officer must supervise the recording and maintaining of the minutes if the designated members is not an officer.)

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to

- a. provide oversight to ensure the proper administration of the affairs of the Organization, carry out its policies, financial administration, and programs, and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporations, if applicable, or these bylaws;
- b. appoint standing committee members and such other board and committee members as may be designated;
- c. act for the Organization between meetings of the membership;
- d. adopt rules to govern its proceedings;
- e. establish task forces or special committees as needed;
- f. determine date and location for any official meetings of the Organization

Section 3. Delegation of Power.

The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings

- a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least three times a year at the call of the administrative officer at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board. Each co-president gets one vote.
- b. Special Meetings. Special meetings of the board may be called by the administrative officer or shall be called upon the written request of four members of the Board of Directors.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the administrative officer on any question submitted to the board members in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all board members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at a board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be seven of its members. (Proxy and/or secret ballot voting is generally discouraged and sometimes prohibited by state law.)

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected members of the branch.

Section 2. Powers and Duties. Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall:

- a. have emergency power to act for the Board of Directors between meetings of the board
- b. provide for such audit and control of funds as are necessary to assure their safekeeping and complete accounting
- c. perform such duties as the board may deem necessary

- d. in addition, the continuing and incoming executive committee shall serve as the budget committee, chaired by the immediate past co-president. This committee shall meet in March and shall submit to the branch at the April meeting a budget for the coming year. The budget shall be voted on by the branch at the May meeting.

Section 3. Meetings. The Executive Committee shall meet at the call of the administrative officer and at other times at the call of the administrative officer or at the written request of two members of the Executive Committee. The Executive Committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. (see state law) A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Executive Committee will take effect if passed by the majority of its members.

Section 4. Voting between Meetings. Between meetings of the Executive Committee, a vote may be taken at the request of the administrative officer on any question submitted to the committee in writing, provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all Executive Committee members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at an Executive Committee meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of its members. (Proxy and/or secret ballot voting is generally discouraged and sometime prohibited by state law.)

ARTICLE XII. Committees

Section 1. Standing Committees.

- a. There shall be the following standing committees: AAUW Educational Fund, Public Policy, Membership, Finance, Bylaws, Communications, as per national recommendations. There may be additional standing committees as shall be considered necessary by the Board of Directors.
- b. Committee Functions. Committee shall perform duties as may be assigned by the Board of Directors. Duties of the committees shall be stated in policies and/or working rules adopted by the board.
- c. Qualifications, Duties, and Terms of Committee Chairs. The chair of all committees, except the nominating committee and those provided for by election, shall be appointed by the co-presidents with the approval of the executive committee. Chairs shall serve as channels of communication in their respective fields with the state and AAUW chairs and shall make such reports as their counterparts' request.

- d. Qualifications, Duties, and Terms of Committee Members. These are specified in policy.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors, as necessary. The chairs and members of such committees shall be appointed by the administrative officer and approved by the board or, as appropriate, by the Executive Committee.

Section 3. Reports. All committees shall provide written reports to the Organization's Board of Directors for the annual meeting and such other times as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall be majority of its members (see state law).

ARTICLE XIII. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization exists, such organization will remain in effect until such times as the members branches and/or comparable AAUW-affiliated entities determine that such an organizations should no longer exist.

Section 2. Contact. All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches or comparable AAUW-affiliated entities within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches or comparable AAUW-affiliated entities in the state, will appoint an administrative contact.

ARTICLE XIV. BRANCHES

Section 1. Branches and Comparable AAUW-Affiliated Entities.

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall have been given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

Section 2. Organization.

- a. Purpose. Branches and comparable AAUW-affiliated entities shall promote the purpose, program, and policies of AAUW.
- b. Bylaws. Branches and comparable AAUW-affiliated entities shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws or with controlling state law.

- c. Structure. Branches and comparable AAUW-affiliated entities may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration and finance. These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting. (If this member is not an officer, then an officer must be assigned to supervise the designated member.)

Section 3. Loss of Recognition of a Branch or Comparable AAUW-Affiliated Entity.

- a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be revoked for cause through the affiliation review procedures specified by AAUW policy.
- b. The branch 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 a branch or comparable AAUW-affiliated entity is vested in the branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. The branch or comparable AAUW-affiliated entity 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.

Section 5. Dissolution. In the event of the dissolution of the branch or comparable AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the branch or AAUW-affiliated entity shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE XV. ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purpose following procedures and policies established by the AAUW Board of Directors.

ARTICLE XVI. FINANCIAL ADMINISTRATION

Section 1. Administration. The Organization's Board of Directors shall have responsibility to

- a. Oversee the administration of finances, including preparation of the budget;
- b. Oversee the management, acquisition, and disposition of the Organization's property and equipment in accordance with the bylaws;

- c. Set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

ARTICLE XVII. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Organization shall have at least one regular meeting each year to be known as the AAUW Beaver Valley Branch Annual Meeting to conduct the business of the Organization. The Annual Meeting may include the election of officers, the receiving of reports of officers, directors, and committees, fix dues; and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be held during the month of March.

Section 2. Regular Meetings. The branch shall hold as least seven meetings a year. Regular meetings of the Beaver Valley Branch shall be held from September through May unless circumstances make it advisable that other dates be chosen, no later than June 1st.

Section 3. Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors and/or administrative officer or at the request of five members of the branch.

Section 4. Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least ten days before the date of the meeting to all members. (see state law).

Section 5. Voting.

- a. Each member of the Organization in good standing by June 1 shall be entitled to vote on any item of business. (Note: if delegate voting is used, state the process and rational for determining the number of votes assigned to each delegate or delegation.)
- b. Members shall be entitled to vote on noticed business items by method established by presiding officer. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.
- c. Fifteen members entitled to vote shall constitute a quorum. (For example, if 100 members are entitled to vote, and 20% is the chosen number to effect a quorum, then at least 20 members entitled to vote must vote to establish a quorum. See state law.)
- d. The affirmative vote of the majority of the votes cast shall be necessary for the adoption of noticed business, except that a majority vote shall be required to adopt amendments to these bylaws. (For example, if your quorum consists of 20

members, and you use majority, then an affirmative vote of 11 members is required for the adoption of noticed business.)

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the law of the state of Pennsylvania.

ARTICLE XIX. INDEMNIFICATION

To the maximum extent allowable by law, the Organization may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of the Organization. Every member of the Board of Directors, officer, or committee member of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed on such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a members of the board, officer, or committee member of the Organization, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled. (It is highly advisable to have directors and officers insurance; AAUW can assist.)

ARTICLE XX. AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be adopted by the Organization's Board of Directors without a vote of the Organization's membership. Provisions of the Organization's bylaws not mandated by AAUW may be amended by a two-thirds (unless otherwise stipulated by state law) vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least 14 days prior to the applicable meeting.

ARTICLE XXI. ISSUES TASK FORCES

Section 1. Issues Task Forces. There shall be a task force on each current AAUW program issues to be implemented by the branch. The branch must implement at least one issue.

Section 2. The chair of the issues Task Forces shall be appointed by the co-presidents with the approval of the executive committee.

ARTICLE XXII. CONVENTIONS

Voting rights. Every member of national is entitled to vote at national business meetings. Every member of state is entitled to vote at state business meetings.

Changes mandated by AAUW National Convention 2015.

Changes mandated by AAUW Pennsylvania State 2016.