

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. 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 Programs. 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. 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 or 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 a 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.
- b. The elections shall be held at a regular meeting after the nominating committee has presented the nominees at the previous regular meeting.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. **Elected Officers.** The elected officers shall be two (2) co-presidents, vice president of membership and vice president of program, two (2) secretaries, and finance officer.
- b. **Appointed Directors.** The appointed directors shall be Public Policy and AAUW Funds, and such others as shall be deemed necessary to carry on the work of the Affiliate. These directors shall be appointed by the co-presidents with the approval of the Board of Directors.

Section 2. The elected officers 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*.

Co-Presidents. The co-presidents of the Affiliate shall:

- a. be the official representative of the Affiliate in the activities of the AAUW on all levels
- b. submit a list of the incoming and continuing officers and chairs to the state president and to the executive director of the Educational Center no later than June 1
- c. submit an annual report to the persons designated on forms provided by the AAUW no later than June 1
- d. work with the bylaws committee to validate the Affiliate bylaws conform with the AAUW Bylaws after each AAUW business meeting, and submit amended bylaws for review to the chair of the state committee on bylaws as specified by the State Bylaws chairperson following annual state business meeting
- e. perform the following duties:
 - 1) preside at all meetings of the Affiliate, 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 Affiliate in accordance with provisions of the bylaws

- 4) appoint, with the approval of the Board of Directors, the chairs of all task forces and committees except the nominating committee and those provided for by election, and any additional directors authorized by the bylaws

Vice-Presidents. There shall be at least two vice presidents of the Affiliate. 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 co-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 co-president or by the Board of Directors.

Secretaries. The secretaries shall:

- a. record and keep in custody the minutes of all meetings of the Affiliate, board of directors, and the executive committee.
- b. have available for reference at all meetings a copy of the bylaws and a list of officers, directors, task force chairs, committee chairs, and members
- c. have charge of such correspondence as 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 co-president or by the Board of Directors.

Upon mutual agreement between the two (2) secretaries, one shall record minutes for board meetings and the other shall record minutes for the regular meetings. The secretaries shall serve as a substitute for each other as appropriate.

Finance Officer. The finance officer, with an 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
- c. verify all members have paid their dues (any member whose annual Affiliate dues remain unpaid 45 days after the expiration of her/his/their membership shall be dropped from Affiliate membership)
- d. transmit to the AAUW finance officer all qualifying applications, with dues, made to the Affiliate
- e. perform the following duties:
 - 1) receive all monies due the Affiliate
 - 2) pay all bills provided for in the budget or verified by the co-presidents
 - 3) keep a proper set of books
 - 4) render a financial report at the annual meeting of the Affiliate 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.

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 Affiliate. A full term is considered service in office for one-half term or more. No elected officer shall hold more than one elected officer position at any given time (see Article IX, Section 1, (a) for a list of elected officers).

- a. The term of each officer and director shall begin on July 1. The incoming or continuing co-president 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.)
- b. Removal from Office. An officer or director of the Affiliate 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.

Section 4. Vacancies.

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

Section 5. Rotation.

A co-president, membership vice-president, and secretaries 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 officers and appointed directors shall constitute the Board of Directors of this Affiliate. This Affiliate must have a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs.

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 Affiliate; 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 Affiliate 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 Affiliate

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 co-president 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 officers and directors participating may simultaneously hear each other during the meeting. A director or officer 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 board member gets one vote.
- b. Special Meetings. Special meetings of the board may be called by the co-president 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 co-president 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 twenty percent (20%) of its members.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected officers and the immediate past co-president of the Affiliate.

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 Affiliate at the April meeting a budget for the coming year. The budget shall be voted on at this meeting.

Section 3. Meetings. The Executive Committee shall meet at the call of the co-president and at other times at the call of the co-president 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. 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 co-president 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.

ARTICLE XII. Committees

Section 1. Standing Committees.

- a. There shall be the following standing committees: AAUW Funds, Public Policy, Membership, Finance, Bylaws, Communications, Program, and Nomination. 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 co-president and approved by the board or, as appropriate, by the Executive Committee.

Section 3. Reports. All committees shall provide written reports to the Board of Directors for regular meetings and such other times as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall be majority of its members.

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Administration. The 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 Affiliate'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 XIV. MEETINGS OF THE MEMBERSHIP

Section 1. Regular Meetings. The Affiliate 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 15.

Section 2. Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors and/or co-president at the request of five members of the Affiliate.

Section 3. Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each regular 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.

Section 4. Voting.

- a. Each member of the Affiliate in good standing shall be entitled to vote on any item of business. (Note: if delegate voting is used, state the process and rationale 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. Twenty percent (20%) of those 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.)
- d. The affirmative vote of the majority of the votes cast shall be necessary for the adoption of noticed business, except that a two-thirds 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 XV. INDEMNIFICATION

To the maximum extent allowable by law, the Affiliate 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 Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate may be indemnified by the Affiliate 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 Affiliate, 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 Affiliate 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 XVI. AMENDMENTS TO THE BYLAWS

Provisions of the Affiliate's bylaws not mandated by AAUW may be amended by a two-thirds 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 XVII. 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 Affiliate. The Affiliate 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 XVIII. AAUW Business Meetings

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

Changes mandated by AAUW National Convention 2015.

Changes mandated by AAUW Pennsylvania State 2016.

Changes mandated by AAUW National and Pennsylvania State 2023.

Changes mandated by AAUW Pennsylvania State By-Laws Chair Review 2024.