

# **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN**

## **NORTH HILLS - McKNIGHT BRANCH Pittsburgh, PA**

Revised: January, 2014

### **ARTICLE I. NAME**

The name of this organization shall be the American Association of University Women, North Hills / McKnight Branch, hereinafter called the branch.

### **ARTICLE II. GOVERNMENT**

The AAUW Bylaws shall govern this branch in all practices, and the bylaws of this branch shall in no way conflict with the *AAUW Bylaws*.

### **ARTICLE III. PURPOSE**

The purpose of this branch shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy and research.

The branch shall:

- a. Contribute to the growth and advancement of AAUW and the AAUW Educational Foundation;
- b. Participate in the development and promotion of AAUW policies and program through study, action and public policy advocacy in areas related to its purpose, including community, cultural interests, education, and international relations;
- c. Support branch needs and promote positive societal change in the community;
- d. Cooperate in AAUW regional, state, and interbranch work.

## ARTICLE IV. USE OF NAME

**Section 1. Policies and Program.** The policies and program of AAUW and the state shall be binding on all members and branches, and no member or branch 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. Individual 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. Proper Use of Name and Logo.** The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

## ARTICLE V. MEMBERSHIP AND DUES

**Section 1. Composition.** The membership of AAUW shall consist of individual and partner members.

**Section 2. Qualified Institutions.** Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

**Section 3. Basis of Membership.**

a. Individual Member.

**(1) Eligibility.** A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

**(2) Determination of Admissibility to Membership.** Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or state of AAUW 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 educational institution upon which qualification for membership was based.

**(4) Categories of Membership.**

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or other AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

**(5) Life Membership.**

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues; based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues.

(b) 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 dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more branches or other AAUW-affiliated entities on an annual basis shall be branch rights and privileges. A life member of AAUW who does not maintain branch membership shall be entitled to national member privileges only.

**(6) Partner Member.**

College/university partner members are qualified educational institutions, including two year or community colleges that pay annual dues to AAUW. Each college/university

member shall appoint one or two representatives who shall each have the membership

benefits of a national member and any other benefits that accrue to representatives of

partner members. A representative of a college/university partner member may choose to affiliate with North Hills-McKnight Branch upon payment of branch and state dues.

**Section 4. Student Affiliates.** An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Student affiliates pay no branch or state dues.

**Section 5. Dues.**

a. Amount.

(1) The annual branch dues for individual members shall be established by the branch.

(2) The AAUW Board of Directors shall set the dues for partner members C/U member representatives shall pay the current branch and state dues.

b. Payment. Member dues shall be payable in accordance with procedures established by policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

**Section 6. Severance of Membership.** A member may be suspended or dropped 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 Board of Directors. [See AAUW Affiliation Review Policy 208.]

**ARTICLE VI. FINANCIAL ADMINISTRATION**

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

**Section 2.** Changes in branch dues shall be established at the annual meeting by a two-thirds vote of those present and voting, provided written notice has been given to all the members 30 days prior to the meeting.

**Section 3.** Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped from membership.

**Section 4.** Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.

**Section 5.** New members may join at any time. Dues are payable upon joining. The national (and state) portion of the dues paid by new members for less than a full year is determined by AAUW (and state) policy. The branch Board of Directors may set a reduction for branch dues.

**Section 6.** The annual budget shall be adopted by the Board of Directors for presentation to the branch.

**Section 7.** The branch 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. OFFICERS**

**Section 1.** There shall be officers or co-officers to fulfill the functions of Administration, Program, Membership, Public Policy, Finance, Educational Foundation, and Communications.

**Section 2.** The elected officers shall be a President, or official representative, Vice Presidents for Program and Membership, Secretary and Treasurer or Secretary/Treasurer.

**Section 3.** The appointed officers shall be Bylaws/Branch Policy, Communications, Community/Diversity, Cultural, Educational Foundation Fundraiser, Historian, Hospitality, International Relations, Legal Advocacy Fund, Outstanding Educator, Public Policy/Women's Issues, Viewpoints, Yearbook, Book Group, Bridge, International Dinners and Corporate Representative from LaRoche College. They shall be appointed by the President.

**Section 4.** Officers shall serve for a term of two (2) year 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 elected officer shall be eligible to serve more than two (2) consecutive terms in the same office

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

**Section 7.** A vacancy in office, excluding the President, shall be filled for the unexpired term by the Board of Directors. A vacancy in the office of President shall be filled by the President-elect or by the Vice Presidents in the order listed in Section 2.

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

**Section 1.** Officers shall perform the duties prescribed by these bylaws, branch policies, and by the most recent edition of *Robert's Rules of Order, Newly Revised*.

**Section 2.** All officers shall submit an annual written or electronic report to the president.

**Section 3.** The President shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by the national and the state. The branch will annually provide AAUW and AAUW-PA with the name of the designated officer for Administration.

**Section 4.** The Vice Presidents shall perform such duties as the President and Board shall direct.

**Section 5.** The Secretary shall be designated as the member to record the minutes of each branch meeting and branch board meeting.

**Section 6.** The Treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The Treasurer shall collect dues and properly remit them to national and the state by the specified deadline. The Treasurer shall send monies for the Educational Foundation, including the Legal Advocacy Fund, by the specified deadlines and shall keep separate ledgers for each type of account. The branch will annually provide AAUW and AAUW-PA with the name of the designated officer for Finance.

## **ARTICLE IX. NOMINATIONS**

**Section 1.** A nominating committee of five (5) members shall be elected by the board of directors at least two (2) months prior to the annual election and 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, provided written consent of the nominee has been obtained. One of the committee shall be appointed chair.

**Section 2.** The term of a committee member shall be one year. Members shall serve no more than five (5) consecutive terms.

## **ARTICLE X. ELECTIONS**

**Section 1.** The names of the nominees shall be published and sent to every member at least thirty (30) days before the annual meeting.

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

**Section 3.** All elections shall be held at the annual meeting.

**Section 4.** Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

## **ARTICLE XI. ROTATION OF OFFICERS**

**Section 1.** The Vice President(s) for Membership and Treasurer shall be elected in even numbered years.

**Section 2.** The President, Vice President (s) for Program, and Secretary shall be elected in odd numbered years.

## **ARTICLE XII. BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall include the elected and the appointed officers of the branch.

**Section 2.** The board shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by national and the state.

**Section 3.** Meetings of the board shall be held at least nine (9) times per year. Special meetings may be called by the president and shall be called upon the request of three (3) members of the board. Notice of a special meeting shall be sent to the membership at least 15 days before the meeting.

**Section 4.** The quorum of the board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the board.

## **ARTICLE XIII. EXECUTIVE COMMITTEE**

**Section 1.** The executive committee shall consist of the elected officers.

**Section 2.** The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such other duties as may be delegated to it by the board.

**Section 3.** Meetings of the executive committee shall be held on the call of the president or by written request of three of its members.

**Section 4.** The quorum of the executive committee shall be a majority of its voting members. Co-officers shall be considered as one voting member of the executive committee.

## **ARTICLE XIV. MEETINGS**

**Section 1.** There shall be at least seven (7) general membership meetings each year.

**Section 2.** The general membership meeting held in April shall be designated the annual meeting, the exact date, time and place to be determined by the board.

**Section 3.** The annual meeting shall be to conduct business including but not limited to hearing officers' reports, reviewing the budget and the financial report, electing officers, establishing dues, amending bylaws, and giving directions to the board.

**Section 4.** Special meetings may be called by the president or shall be called by the president on the written request of 25% of the voting members of the board of directors or 10% percent of the branch membership.

## **ARTICLE XV. COMMITTEES**

**Section 1.** Standing committees shall be Program, Membership, Public Policy, Finance, Educational Foundation, Bylaws, and Communications

**Section 2.** Standing committees shall be appointed by the President for a term of two (2) years.

**Section 3.** Special committees and/or task forces may be appointed by the president with the consent of the board.

## **ARTICLE XVI. PROPERTY**

**Section 1.** The title for all property, funds and assets is vested in the North Hills/McKnight 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. Property and assets shall not be used for any purpose contrary to AAUW.

**Section 2.** In the event of the dissolution of the North Hills/McKnight Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

**Section 3.** If the property and assets of the North Hills/McKnight Branch are disbursed appropriately prior to dissolution of the branch, i.e., disbursement consistent with AAUW mission and purposes, requirements of the PA State Code, the IRS, and the intent of the



donors of the property or assets, the paragraph above does not apply.

## **ARTICLE XVII. FORFEITURE OF BRANCH STATUS**

Article XI Section 3 of the *AAUW Bylaws* contains the provisions and conditions under which a branch may be discontinued.

## **ARTICLE XVIII. PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XIX. INDEMNIFICATION**

Every member of the board may be indemnified by the branch 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 branch board, 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 branch board approves such settlement and reimbursement as being in the best interest of the branch. 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 XX. AMENDMENTS TO THE BYLAWS**

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

**Section 2.** Prior to being voted on, all other proposed amendments to the branch bylaws shall be sent to the State Bylaws Chair for approval.

**Section 3.** Provisions of these Bylaws not governed by the *AAUW Bylaws* may be amended by a two-thirds vote of those present and voting at a general membership meeting provided written notice shall have been given to every member at least 30 days

prior to the meeting.

Revised: January 2014  
Julie Makuta