

# **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN NORTH HILLS PITTSBURGH AFFILIATE**

## **ARTICLE I. NAME AND GOVERNANCE**

**Section 1. Name.** The name of the organization shall be the American Association of University Women (AAUW) NORTH HILLS PITTSBURGH, hereinafter known as the "Affiliate."

**Section 2. Affiliate.** AAUW NORTH HILLS PITTSBURGH 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. Nominating Committee.**

a. Composition and Appointment. There shall be three (3) to five (5) members on the Nominating Committee. The Board of Directors of the Organization shall appoint a chair and up to four (4) members of the Nominating Committee at least two (2) months prior to the annual election. Qualifications for the chair and members of the Nominating Committee shall be controlled by affiliate policy.

b. Terms. The committee chair, and committee members shall serve one year. Members shall serve no more than five (5) consecutive terms.

c. Resignation or Ineligibility. If any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for

nomination, the committee will proceed with at least three (3) members or more will be appointed.

**Section 2. Nominations.** The nominating committee shall prepare a list of nominees to be presented at the affiliate meeting one month prior to the election provided consent of the nominee has been obtained. The names of the nominees shall be published and sent to every member at least (30) days before the annual meeting. Other procedures and timelines shall be followed according to affiliate policy.

**Section 3. Elections.**

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

b. Nominations may be made from the floor during the annual meeting with the consent of the nominee.

c. All elections shall be held at the annual meeting.

d. 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 affiliate members present and voting.

e. The Vice President(s) for Membership and Finance Officer shall be elected in even numbered years. The President, Vice President(s) for Program and Secretary shall be elected in odd numbered years.

f. Additional election policies set out by affiliate policy shall be followed.

## **ARTICLE IX. OFFICERS AND DIRECTORS**

**Section 1. Officers and Directors.**

a. Elected Officers. The elected officers shall be a President, Vice Presidents for Program and Membership, Secretary, and Finance Officer.

b. Appointed Directors. The appointed directors shall be AAUW Funds, Auditor, By Laws/Affiliate Policy, Communications, Corporate Representatives, Diversity, Great Decisions, Hospitality, Let's Read Math, Photographer, Public Policy, STEM, Viewpoints, Yearbook and Interest Group Chair. They shall be appointed by the president and approved by the executive committee.

**Section 2. Duties.**

- a. Officers and Directors. The officers and directors shall perform the duties described by these bylaws, by affiliate policies, and by the most recent edition of Robert's Rules of Order, Newly Revised.
- b. Annual Reports. All officers and directors shall submit a report to the president at the annual affiliate meeting.
- c. President. The president shall be the official spokesperson and representative for the affiliate and shall be responsible for submitting such reports and forms as required by the national and the state. The affiliate will annually provide AAUW and AAUW-PA with the name of the designated officer for Administration.
- d. Vice Presidents. The vice presidents shall perform such duties as the president and Board shall direct.
- e. Secretary. The secretary shall be designated as the member to record the minutes of each affiliate meeting, board of directors meeting and executive committee meeting.
- f. Finance Officer. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the affiliate. The finance officer shall collect dues and properly remit them to national and the state by the specified deadline. The finance officer shall send monies for AAUW Funds by the specified deadlines and shall keep separate ledgers for each type of account. The affiliate will annually provide AAUW and AAUW-PA with the name of the designated officer for finance.

### **Section 3. Terms of Office.**

- a. Terms of Office. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and have assumed office. No elected officer shall be eligible to serve more than two (2) consecutive terms in the same office. No member shall hold more than one elected board position at any given time.
- b. Beginning of Terms. The term of each officer shall begin on July 1. The incoming or continuing president may call and hold a meeting of the incoming board of directors and/or of the incoming executive committee (defined in Article VIII) 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.
- c. Removal from Office. An elected officer or appointed person of the Organization may be removed for cause (as defined by affiliate policy) by a majority vote at an in-person meeting of the board of directors.

**Section 4. Vacancies.**

a. All vacancies in office, excluding president, shall be filled for the unexpired term by the board of directors.

b. A vacancy in the office of the president shall be filled by the vice presidents in the order listed in Article IX, Section 1. If there are co-presidents and one is unable to serve, the other co-president shall continue as a single president.

**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. In addition, the Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed affiliate meeting and board meeting.

**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 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 of directors 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 six (6) times a year at the call of the president at such time and place as may be designated. Board members are responsible for attending all scheduled

meetings. If a board member cannot be present, she is responsible for submitting to the president any necessary update two (2) days prior to the meeting. 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 present in person at the meeting. An action of the board will take effect if passed by a majority of the members of the board present. If there is a co-officer structure, each co-officer shares one vote.

b. Special Meetings. Special meetings of the board may be called by the president or shall be called upon the written request of any three (3) members of the board of directors. Notice of a special meeting shall be sent to the membership at least 10 days before the meeting.

**Section 5. Voting between Meetings.** Between meetings of the board of directors, a vote may be taken at the written (including electronic) request of the president on any question submitted to the board members in writing, provided 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 have closed 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 a majority (at least 51%) of its members.

## **ARTICLE XI. EXECUTIVE COMMITTEE**

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

**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 act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the board its work and actions.

**Section 3. Meetings.** The executive committee shall meet at the call of the president or at the written request of three (3) members of the executive committee. The executive committee may conduct the meeting using any means of communication by which all officers participating may simultaneously hear each other during the meeting. An officer participating in a meeting by this means



shall be considered present in person at the meeting. An action of the executive committee will take effect if passed by a majority of its members. Co-officers shall be considered as one voting member of the executive committee.

**Section 4. Voting between Meetings.** Between meetings of the executive committee, a vote may be taken at the written request of the president on any question submitted to the committee in writing, provided 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 voting members.

## **ARTICLE XII. COMMITTEES**

**Section 1. Standing Committees.**

a. There shall be the following standing committees: AAUW Funds, Bylaws/Affiliate Policy, Communications, Finance, Program and Public Policy. Additional Study/Action/Interest Groups shall be controlled by affiliate policy. There may be additional Standing Committees as shall be considered necessary by the Board of Directors.

b. Standing committee chairs shall be appointed by the President for a term of two (2) years.

**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 president and approved by the board or, as appropriate, by the executive committee. These committees and task forces shall be controlled by affiliate policy.

## **ARTICLE XIII. FINANCIAL ADMINISTRATION**

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

a. Oversee the administration of finances, including preparation of the budget. The annual budget shall be adopted by the Board of Directors for presentation to the affiliate.

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.** Annual and General Meetings.

a. The Organization's general membership meeting held in April shall be known as the AAUW North Hills Pittsburgh Affiliate Annual Meeting and shall be held to conduct the business of the Organization. The Annual Meeting may include the election of officers; the receiving of reports of officers and the transaction of any other business as may properly come before it. The time and date of the Annual Meeting shall be set by the Organization's board of directors.

b. There shall be at least seven (7) general membership meetings each year.

**Section 2.** Special Meetings. Special meetings of the membership 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% of the affiliate membership.

**Section 3.** Notice. Written (including electronic) notice 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 thirty (30) days before the date of the meeting to all members.

**Section 4.** Voting.

a. Each member of the Organization whose dues are current as of July 1st shall be entitled to vote on any item of business.

b. Members shall be entitled to vote on noticed business items by show of hands, recorded ballot voting or voice call. If attending by remote means, members must state their name and vote publicly. Such vote may include election of officers, amendments to the bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.

c. Affiliate policy shall control the quorum needed for voting.

d. The affirmative vote of fifty-one percent (51%) of the votes cast shall be necessary for the adoption of noticed business, except that two thirds (2/3) vote shall be required to adopt amendments to these bylaws.

#### **ARTICLE XV. 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 upon 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 member 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.

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

Section 1. State Approval. Prior to being voted on, all affiliate proposed amendments to affiliate bylaws shall be sent to the State Bylaws Chair for approval.

Section 2. Non-mandated Bylaws Amendments. Provisions of the Organization's bylaws not mandated by AAUW may be amended by a two-thirds vote of members voting after a quorum (Refer to Policy Sheet) is attained at the affiliate meeting. Proposed bylaws amendments shall be sent to the entire membership at least thirty (30) days prior to the applicable meeting.

Adopted 5-18-16

Revised 1-5-17