

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF NORTH HILLS PITTSBURGH, PA

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 Branch, hereinafter known as the “Affiliate.”

Section 2. Affiliate. AAUW North Hills Pittsburgh 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 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 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’ 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 Affiliate's 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. Nominating Committee.

- a. Composition and Appointment. There shall be two (2) to five (5) members on the Nominating

Committee. The Board of Directors of the Affiliate shall appoint a chair and up to four (4) members to 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 either proceed with at least two (2) members or will appoint more members.

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

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

c. 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.

d. The Vice President for Membership and Finance Officer shall be elected in even-numbered years. The President, Vice President for Program, and Secretary shall be elected in odd-numbered years.

e. 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 President, Vice President for Program, Vice President for Membership, Secretary and Finance Officer. If no member is willing to fill an elected officer position, the President, with approval of the Board of Directors, shall appoint a member of the Board to fulfill the duties of the missing officer.

b. Appointed Directors. The appointed directors shall be AAUW Funds, Bylaws/Affiliate Policy, College/University Liaisons, Diversity, and Public Policy. They shall be appointed by the President and approved by the Board of Directors. Appointed directors may be added or removed

as needed. Off-board positions may be created or removed at the discretion of the President and Board of Directors. Their duties will be covered by Affiliate policy.

Section 2. Duties

a. Officers and Directors. The officers and directors shall perform the duties described by these Bylaws, by Affiliate policy, 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 as required by AAUW and AAUW-PA. The Affiliate will annually provide AAUW and AAUW-PA with the name of the designated officer for administration, who shall be the President.

d. Vice Presidents. The Vice Presidents shall perform such duties as the President and Board shall direct.

e. Secretary. The Secretary shall record and make available 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 AAUW and AAUW-PA 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 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. Appointed directors' terms of office are covered in Affiliate policy.

b. Beginning of Terms. The term of each officer shall begin on July 1st.

c. Removal from Office. An elected officer or appointed director of the Affiliate 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.a. If they are unable or unwilling to fill the Presidency, the Board of Directors shall appoint a director as President. 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.

Section 2. Powers and Duties.

a. In accordance with the Bylaws, the Board of Directors shall have the general power to 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 confirm any appointments made by the President.

c. Act for the Affiliate between business meetings of the membership.

d. Adopt rules to govern its proceedings.

e. Establish task forces or special committees as needed.

f. Determine the date and location for any official business 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.

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.

c. Co-directors. If there is a co-director structure (where 2 people share the duties of the director portfolio), each co-director will share one vote.

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. Voting will be closed by a specified date. If a majority of Board members vote, by any means permitted by state law, on any question so submitted, the vote 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. Shared director positions shall count as no more than one member.

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.

a. 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

b. 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. Voting will be closed by a specific date. If a majority of Executive Committee members vote, by any means permitted by state law, on any question so submitted, the vote] 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. Shared committee positions shall count as no more than one member.

ARTICLE XII. COMMITTEES

Section 1. Standing Committees.

- a. Standing committees may be created or disbanded by the Board of Directors. Additional study/action/interest groups shall be controlled by Affiliate policy.
- b. Standing committee chairs and members shall be appointed by the President and approved by the Board.

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 special 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 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, including an annual financial review.

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 Affiliate'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 Affiliate. 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 Affiliate's Board of Directors.
- b. There shall be at least six (6) general membership meetings each year containing a program and a business meeting. Additional program meetings may be scheduled by the Program V.P. or, if no officer, the appointed chair of the Program Committee.

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 members of the Board of Directors (see Art. X.6) 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 Affiliate 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. The quorum needed for voting during business meetings is 10% of paid membership.

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

Every Board or committee member may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board or committee in connection with any threatened, pending, or completed action, suit, or proceeding in which the Board or committee member may become involved by reason of being or having been a member of the Affiliate, 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 Affiliate Board approves such settlement and reimbursement as being in the best interest of the Affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board or committee 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 Affiliate's Bylaws not mandated by AAUW may be amended by a two-thirds (2/3) vote of members after a quorum is

attained at an 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

Reviewed 6-11-2020

Revised 1-6-23

As amended on 3-24-25