



## **BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF HUNTINGDON, PENNSYLVANIA, BRANCH**

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

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

**Section 2.** Affiliate. AAUW Huntingdon, PA, 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 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 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 education 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 (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 Affiliates 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. Nominations**

a. There shall be a nominating committee of two or more members, elected or appointed. The immediate past administrative officer/president shall serve as chair of the nominating committee. If there are immediate past co-administrative officers/presidents, one will serve as committee chair and the other will serve on the committee. Its duty shall be to secure and present to the members candidates for officers of the Affiliate.

b. The term of service on the nominating committee shall be for two years for a maximum of three consecutive terms.

c. The names of the nominees for elected office shall be presented to every member at least seven days prior to the annual Affiliate meeting.



- d. Nominations may be made from the floor with the consent of the nominee.

## **Section 2. Elections**

- a. Elections shall be held at the annual Affiliate meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XIV.

## **ARTICLE IX. OFFICERS**

**Section 1.** Affiliate Officers. The Affiliate shall have a minimum of three separate officers: one responsible for the management of the Affiliate, one responsible for financial affairs, and one responsible for recording and making available upon request the minutes of each noticed Affiliate or multi-Affiliate meeting and board meeting.

- a. The elected officers for the Affiliate shall be an administrative officer/president, finance officer, and secretary.
- b. There shall be additional officers as needed. They shall be appointed by the elected officers with the consent of the board.
- c. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of office shall begin on July 1.
- d. No officer shall hold more than one elected office at a time. Elected officers are eligible to serve unlimited consecutive terms in the same office.
- e. All vacancies in office shall be filled for the unexpired term by the board.
- f. Each office may be filled by an officer or co-officers.
- g. The following officer shall be elected in even years: Administrative officer/president. The following officers shall be elected in odd years: Finance officer and secretary.

## **Section 2. Duties**

- a. Officers shall perform the duties prescribed by these bylaws and by the rules, policies, and procedures adopted by the board of directors.
- b. The administrative officer shall be the official spokesperson and representative for the Affiliate and shall be responsible for submitting such reports and forms as required by AAUW.
- c. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the Affiliate and for meeting specific deadlines.
- d. The secretary or a member other than the administrative officer/president and/or finance officer shall record and make available upon request the minutes of each meeting and board meeting.
- e. All officers and chairs shall submit annual reports to the administrative officer/president.

## **ARTICLE X. BOARD OF DIRECTORS**

**Section 1.** Composition. The board of directors shall include the elected officers, appointed officers, and immediate past administrative officer/president.



**Section 2.** Administrative Responsibilities. The board shall have the power to administer the affairs of the Affiliate and to carry out its programs and its policies and shall accept responsibilities delegated by AAUW and AAUW PA. It shall act for the Affiliate between membership meetings. The board shall have fiscal responsibility as outlined in Article XIII. Financial Administration. Section 2.

**Section 3.** Meetings. Meetings of the board shall be held at least four times a year at a time and place agreed upon by the board. Board members may attend meetings via technological means, such as videoconference, and will be considered present at the meeting.

**Section 4.** Special Meetings. Special meetings may be called by the elected officers or shall be called upon written request of two members of the board provided that at least five days' notice of such meeting and its agenda have been given to the members of the board.

**Section 5.** Quorum. The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall each have one vote.

**Section 6.** Voting between Meetings. Between meetings of the Affiliate board, a written or electronic vote of the board may be taken at the request of the administrative officer/president on any question submitted to the board in writing, provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be ratified and recorded in the minutes of the next board meeting.

**Section 7.** Removal from Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

## **ARTICLE XI. EXECUTIVE COMMITTEE**

**Section 1.** Composition. The executive committee shall consist of the elected officers of the Affiliate and the immediate past president/administrative officer.

**Section 2.** Duties. 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 duties as may be delegated to it by the board.

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

**Section 4.** Quorum. The quorum of the executive committee shall be a majority of the voting members. Co-officers shall each have one vote.



**Section 5. Voting Between Meetings.** A written, conference-call, or electronic vote may be taken at the request of the administrative officer/president on any question submitted to all voting members of the executive committee, provided that every voting member of the executive committee shall have an opportunity to vote on the question submitted. If a majority shall vote on a question so submitted, the votes shall be counted and shall have the same effect as if cast at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

## **ARTICLE XII. COMMITTEES**

**Section 1. Establishing Committees.** The administrative officer/president may establish standing and special committees and appoint committee chairs as needed with consent of the board.

**Section 2. Purpose.** With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

**Section 3. Program Committee.** The program committee shall consider how programs can advance the mission of AAUW and shall plan the programs for the Affiliate.

**Section 4. Membership Committee.** The membership committee shall be responsible for the recruitment and orientation of new members to the mission of AAUW and to the activities of the Affiliate.

**Section 5. Committee Structure.** The board of directors may choose to have the functions of any standing or special committee, except the Executive Committee, carried out as a committee of the whole.

## **ARTICLE XIII. FINANCIAL ADMINISTRATION**

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

**Section 2. Financial Policies.** The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws, including an annual financial review.

**Section 3. Budget.** The board shall adopt an annual budget for presentation to the Affiliate at the first meeting of the program year.

## **ARTICLE XIV. MEETINGS**

**Section 1. Annual Meeting.** The Affiliate shall hold an annual meeting to conduct the business of the Affiliate. Such business shall include the election of officers, receipt of written reports on the activities and financial condition of the Affiliate, and transaction of such other business as may properly come before it. Such other business may include resolutions, changes to the



Affiliate dues structure, and amendments to these bylaws. This meeting shall be held during the months of April or May.

**Section 2. Affiliate Meetings.** The Affiliate shall hold at least four meetings during the fiscal year. The Affiliate board shall determine the time and place for these meetings, as recommended by the program committee.

**Section 3. Special Meetings.** Special meetings may be called by the administrative officer/ president or shall be called by the secretary at the written request of five members of the board or fifty percent of the Affiliate membership.

**Section 4. Meetings Notice.** Notice of meetings shall be sent to all members of the Affiliate at least ten days prior to the meetings.

**Section 5. Voting.** Each member of the Affiliate in good standing as of the official notice of the meeting is entitled to one vote at any annual or special meeting of members.

**Section 6. Quorum.** The quorum shall be fifteen percent of the Affiliate membership.

#### **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 board or committee members 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 board or committee, 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. AFFILIATE AMENDMENTS TO THE BYLAWS**

**Section 1. Prior Approval.** All affiliate-proposed amendments to the Affiliate bylaws shall be sent to the state bylaws committee for approval before the call for the Affiliate vote. If there is no state structure, approval of amendments to Affiliate bylaws in those states will be according to procedures established by the AAUW Governance Committee.

**Section 2. Affiliate Membership Vote.** Provisions of these bylaws not governed by the AAUW Bylaws may be amended at an Affiliate meeting by a two-thirds vote of those present and voting, provided written notice shall have been sent to the members at least fifteen days prior to the meeting.





These bylaws have been amended by the membership of the Huntingdon Branch of the American Association of University Women this seventh day of May, 2024.

—*Deborah W. Roney, Co-Administrative Officer*—

*Name, Administrative Officer/President*

**Date Adopted:**

February 1986

**Date Last Amended:**

November 21, 1991

November 13, 2003

May 9, 2006

October 2009

December 15, 2009

June 29, 2010

June 13, 2011

March 5, 2012

February 8, 2014

October 26, 2015

February 26, 2016

January 9, 2017

November 1, 2023

May 7, 2024