

MAY 2002
PHILADELPHIA BRANCH, INC. BY-LAWS
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN

PREAMBLE

The American Association of University Women promotes equity for all women and girls, lifelong education, and positive societal change.

In principle and in practice, AAUW values and seeks a diverse membership. There shall be no barriers to full participation in this organization on the basis of gender, race, creed, age, sexual orientation, national origin or disability. Any person holding a Bachelor or higher degree from an accredited institution may join.

The Philadelphia Branch, Inc. American Association of University Women is committed not only to promote these goals in its community, but also to practice them in the carrying out of the responsibilities and activities of its organization.

ARTICLE I. NAME

The name of this organization shall be the Philadelphia Branch, Inc. American Association of University Women. The American Association of University Women is hereinafter called the Association, or AAUW.

ARTICLE II. GOVERNMENT

The charter and bylaws of the Association shall govern this branch in all its practices. The bylaws of this branch shall in no way conflict with the Charter and bylaws of the Association. Every amendment to the Bylaws of the Association shall become effective and binding on this branch.

ARTICLE III. PURPOSE

Section 1. Branch.

The purpose of this branch shall be to unite graduates of regionally accredited educational institutions in order to promote equity, education, intellectual growth, individual worth, and development of opportunities for women and girls. The branch shall:

- a. contribute to the growth and advancement of the Association, the AAUW Education Foundation, and the AAUW Legal Advocacy Fund;

b. participate in the development and promotion of AAUW policies and program through study, actions, 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 state and regional work.

Section 2, Corporation.

The purpose of this corporation shall be to hold the property, funds and assets of the Philadelphia Branch, Inc. American Association of University Women for the joint use of all members as long as the branch shall be recognized by the Association. No member nor group of members shall have any severable right to all or part of such property.

ARTICLE IV. USE OF NAME

Section 1.

The policies and program of the Association shall be binding on all members, branches and states, and no member, branch, or state shall use the name of the Association to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2.

The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3.

Reference to membership in the Association by an individual shall be interpreted as use of name in application of Section 1.

Section 4.

On any national matter on which the Association has no policy, the only action that may be taken by a member, branch, or state in the name of the Association is to use the established channels to effect the formulation of a policy.

Section 5.

Violation of the use of the Association's name shall result in:

- a. a member's suspension for one year or expulsion from membership; or
- b. a loss of recognition of the branch.

ARTICLE V. MEMBERSHIP

Section 1. Life Membership

ASSOCIATION MEMBERS. A graduate holding a baccalaureate or higher degree from a regionally accredited educational institution, a degree from a foreign institution recognized

by the International Federation of University Women (IFUW), or a foreign degree acceptable as a basis for admission by graduate schools at regionally accredited universities of the USA shall be eligible to receive admission to AAUW; such membership shall be granted upon payment of dues (Association + state = branch dues) on or before July 1,. The provisions set forth in this section are the sole requirements of eligibility for membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch,. The branch member shall be entitled to vote, hold office, and participate in all branch activities and programs.

Section 2, Life Members.

a. PAID LIFE MEMBERS. Any branch member of the Association may become a life member of the Association upon a one-time payment of twenty years' dues, based on the amount of Association dues the year that member elected to become a life member. Thereafter, the life member shall be exempt from payment of Association dues. Paid life members who are members of branches continue to pay annual state and branch dues.

b. FIFTY-YEAR HONOR. Any branch member who has paid Association dues for fifty (50) years shall become a life member and shall thereafter be exempt from payment of Association, state, and branch dues.

Section 3. Student Affiliates.

An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and Association meetings and receive the publication distributed to all members of the Association. Affiliates may not vote nor hold office. Fees for student affiliates shall be established by the Association Board of Directors. Branch fees will be established by the branch board of directors.

Section 4. Termination.

A member whose dues remain unpaid after July 31st of the fiscal year shall be dropped from membership.

Section 5. Suspension or Expulsion from Membership

Any member who violates Article IV, of these bylaws (Use of Name) shall be suspended or expelled from membership by the Association Board of Directors. At least three-fourths of the Board shall concur that a violation has occurred. Suspension shall be for a period of one year.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year.

The fiscal year of this branch shall correspond with that of the Association and shall begin July 1st.

Section 2. Amount of Dues.

a. ASSOCIATION MEMBERS. Dues for Association members shall include those for Association, state and branch and shall include a subscription to the publication distributed to all members. The branch annual dues shall be fixed by a two-thirds vote of the members at the branch annual meeting upon recommendation of the branch board of directors.

b. STUDENT AFFILIATES. Fees for student affiliates shall be established by the Association Board of Directors and shall include a subscription to the Association publication distributed to all members. An additional fee may be set by the state and by the branch board of directors.

Section 3. Payment of Dues.

a. CONTINUING MEMBERS. Dues of all continuing members are payable on or before July 1; a member whose dues remain unpaid after July 31 shall be dropped from membership. The branch treasurer shall immediately forward all Association dues to the Association and all state dues to the state treasurer. Dues shall be postmarked by the date specified by the Association.

b. NEW MEMBERS. Dues for new members may be paid at any time and shall be forwarded to the Association immediately. Dues paid between January 1 and March 15 shall be one-half the annual dues

Section 4. Reciprocity.

A branch member of the Association who has paid current dues shall be eligible to transfer membership to another branch. Payment of any additional dues shall be waived for a transferring branch member whose current dues have been paid in another branch.

Section 5. Finances.

This branch shall provide for such audit and control of its funds as are consistent with generally accepted accounting principles and federal, state and local laws.

Section 6. Stewardship.

This branch shall have a stewardship committee, consisting of three members appointed by the president subject to the approval of the executive committee, that shall be responsible for the oversight both of the financial health of the branch, and of the investment of its funds.

ARTICLE VII. OFFICERS

Section 1. Officers

- a. ELECTED OFFICERS. There shall be a president, a vice president for program, a vice president for membership, a vice president for general administration, a secretary, a treasurer, and three directors-at-large.
- b. APPOINTED OFFICERS. There shall be appointed officers for Public Policy, Educational Foundation, Legal Advocacy Fund, Diversity, Gender Equity, and such other officers as shall be deemed necessary to carry on the work of the branch.
- c. OTHER OFFICERS. The immediate past president and the chairman of the nominating committee shall also serve as officers.

Section 2. Duties.

Officers shall perform the duties prescribed by these bylaws and by Robert's Rules of Order, Newly Revised.

- a. OFFICER RESPONSIBILITIES. There shall be listed in the Membership Directory, the responsibilities of each office, and any other information relevant to that office. Modifications in this listing shall be made with the approval of the executive committee. Each officer shall meet with her successor in office to review the contents of that listing, and to ensure that the newly elected officer has a copy of the current listing.
- b. ASSISTING COMMITTEES. The President, in consultation with the appropriate officer, and with the approval of the executive committee, may appoint committees to work with each of the following officers to assist in the carrying out of the details of the responsibilities of the office: the program vice president, the membership vice president, the administration vice president, the secretary, and the treasurer.
- c. PRESIDENT. The president of this branch shall:
- (1) preside at meetings of the branch, the board, and the executive committee
 - (2) appoint all non-elected officers
 - (3) appoint all committee chairs (except nominating committee)
 - (4) serve ex-officio on all committees (except nominating committee)
 - (5) officially represent the branch and the community in the activities of the Association
 - (6) be responsible for submitting such reports and forms as required by the Association and state
 - (7) serve as immediate past president for the one year following the completion of her term of office as president.
- d. VICE PRESIDENTS.
- (1) The program vice president is responsible for the scheduled meetings of the branch and shall submit program information in a timely manner for the branch newsletter.

- (2) The membership vice president is responsible for recruitment and retention of members, and shall submit membership information in a timely manner for the branch newsletter
 - (3) The administration vice president is responsible for
 - (a) the equipment, supplies, maintenance of the office and of the membership
 - (b) the coordination of collection of material for the monthly newsletter, submission of this material to the editor of the newsletter, and, upon receipt of the newsletter from the editor, the publication and mailing of the newsletter.
- e. **SECRETARY.** The secretary shall be responsible for the minutes of all board and executive committee meetings, as well as all business transacted at a membership meeting.
- f. **TREASURER.** The treasurer is entrusted with the custody of the funds of the branch, recording all income, and preparing for signature and recording all approved requests for payment. The treasurer is responsible:
- (1) to forward all Association dues to the Association and all state dues to the state treasurer by the date specified by the Association.
 - (2) To pay out in response to a check request which is signed both by the person requesting and by the president
 - (a) the voucher in response to the check request shall be signed by any two designated officers.
 - (3) to make a financial report at:
 - (a) regular board meetings
 - (b) the annual meeting of the branch
 - (4) to make such interim reports as may be directed by the board
 - (5) to make a full financial report at the end of the fiscal year, June 30th
 - (6) to file any required government forms pertaining to federal or state tax exempt or not for profit status.
- g. **DIRECTORS-AT-LARGE.** The directors-at-large shall perform such duties as the president or the board of directors shall assign.
- h. **IMMEDIATE PAST PRESIDENT.** The immediate past president shall perform such duties as the president or the board of directors shall assign.
- i. **CHAIRMAN NOMINATING COMMITTEE.** The chairman of the nominating committee shall perform such duties as are listed under the nominating committee.

Section 3. Vacancies.

A vacancy in office, including that of president, shall be filled for the unexpired term by the following procedure:

- a. The executive committee will ask the nominating committee to recommend a replacement for the office. The committee is to report at the next meeting of the board of directors.

- b. The candidate or candidates will be approved or voted upon by the board of directors. If more than one candidate is presented for a position, a simple majority of the directors present will be sufficient to place a candidate in office.
- c. In the duration that a position is vacant, the executive committee will appoint a member of the executive committee to assume the duties of the vacant office.

Section 4. Terms.

All officers shall take office on July 1.

- a. **LENGTH OF TERM.** All officers shall serve for a term of one (1) year or until their successors are elected and assume office. No member shall hold the same office for more than two consecutive terms. The incoming or continuing president may call a meeting of the board of directors or the executive committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.
- b. **ROTATION.** The president, vice president or program, secretary, treasurer, one director-at-large and the nominating committee shall be elected in even-numbered years. The vice president of membership and the vice president of general administration and two (2) directors-at-large shall be elected in odd-numbered years.

Section 5. Nominations and Elections

- a. **NOMINATING COMMITTEE.** The nominating committee, consisting of six (6) members, four (4) to be elected by the general membership, and two (2) to be appointed by the Executive Committee from the members of the current Board, shall prepare a list of nominees to be published in the Bulletin at least one month prior to the election, and presented in writing to each member at least two weeks before the election.

NOMINATIONS shall be made in accordance with the following procedure:

- 1. **IN THE EVEN YEARS,** the nominating committee shall select:
 - (a) a single slate for the offices of president, vice president for program, secretary, treasurer, and one director-at-large;
 - (1) with the exception of the office of director-at-large, as occasion may present itself, the replacement of appointed member is made by the Executive Committee.
 - (b) a slate of six (6) candidates for members of the succeeding nominating committee
 - (1) the members of the nominating committee elected by the general membership shall consist of the four (4) nominees receiving the most votes, the person with the highest number of votes serving as chair; the remaining two (2) nominees shall, in descending, order of number of votes received, serve as alternates to the committee in case of vacancy.

- (2) In the case of a tie vote, the decision shall be made by drawing lots, supervised by the chairman of the election committee.
- (c) the nominating committee shall serve two years.
2. IN THE ODD YEARS, the nominating committee shall select a single slate for the offices of vice president for membership, vice president for general administration and two (2) directors-at-large.
 - (a) with the exception of the office of president and the office of director-at-large, as occasion may present itself, the nominating committee may nominate co-officers for a position.
3. The chair of the nominating committee shall review the duties of the office with each candidate, and secure the written consent of each candidate to serve if elected.
4. The list of nominations shall be printed in the February issue of the bulletin of this branch. In the February issue shall also be printed the following notice: "Further nominations requested in writing by twenty members and presented to the nominating committee not later than February 15, shall be included in the ballot, subject to the consent of the nominee."

ELECTIONS

1. Elections shall be by ballot which shall be mailed to the members by March by US mail or electronically and shall be returned to the elections committee on or before March 15.
2. The president shall appoint an election chairman who shall prepare ballots with the Nominating Committee Chair. The election results shall be reported to the members at the annual meeting. The chairman shall notify in writing all candidates of the results of the election.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Board of Directors

- a. MEMBERSHIP. The board of directors shall be composed of the elected, appointed, and designated other officers, and the committee chairmen. All elected officers shall be Association members.
- b. DUTIES. The board of directors shall:
 - (1) manage and supervise the business and activities of the branch subject to the instructions of the annual meeting.

- (2) accept the responsibility for such matters as delegated by the Association and state board.
 - (3) have the power to create special committees and task forces as deemed necessary and to support the programs of interbranch council, and shall perform such other duties as are specified by these bylaws.
 - (4) Develop a three year strategic plan for the branch, reviewing it with the members for their approval at each annual branch meeting.
- c. MEETINGS. Meetings of the board shall be held at least four (4) times a year. Special meetings may be called by the president, or upon written request of at least four (4) members of the board.

Section 2. Executive Committee.

The executive committee shall consist of the elected officers and shall act in the interim between board meetings. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board. Meetings of the executive committee shall be called at the request of the president.. The incoming or continuing president may call a meeting of the executive committee prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 3. Quorum.

The quorum of a meeting of the board or of a committee shall be a majority of attending members.

ARTICLE IX. MEETINGS

Section 1. Meetings.

- a. BRANCH MEETINGS. Regular meetings of the branch shall be held during months September through June.
- b. ANNUAL MEETING. The regular meeting held during the month of May or June, to be determined by the board, shall be known as the Annual Meeting. The Annual Meeting shall be for the purpose of receiving reports of officers, committees, and task forces, for presentation of the newly elected officers, and for such other business as may properly arise.
- c. SPECIAL MEETINGS. Special meetings of the members may be called by the president, by the board of directors, or by the written request of ten (10) members.
 - 1. NOTICE of the date and the business to be brought before the special meeting shall be sent at the direction of the president to the members in writing at least two

weeks in advance. Only business for which notice has been given shall be transacted.

- d. Quorum. Twenty-five (25) members of this branch shall constitute a quorum for the transaction of business at the annual meeting, and as special meetings.

ARTICLE X. PROPERTY

The title to all property, funds, and assets of this branch, which is incorporated, shall at all times be vested in the branch for the joint use of members, and no member or group of members shall have any severable right to all or any part of such property. The branch shall have complete control over the acquisition, administration, and disposition of its property without consent of the Association, except that such property shall not be used for any purposes contrary to those of the Association.

In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

ARTICLE XI. CONVENTIONS

Section 1. Delegates

- a. ASSOCIATION. Delegates and alternates shall be elected by the branch and certified by the branch president. If the delegation is incomplete after the branch vote, prior to convention the president shall have the right to complete the certification of convention delegates; at convention, the chair of the delegation shall have this right. This branch shall be entitled to be represented by delegates in proportion to the number of members as of February 1 of the convention year as follows; for twenty-five (25) or fewer paid-up members, one delegate; for each additional twenty-five (25) paid-up members, or major fraction thereof, one additional delegate.
- b. STATE. Delegates and alternates shall be elected by the branch and certified by the branch president. The number of delegates to which the branch shall be entitled shall be governed by the bylaws of the state.

Section 2. Voting Rights.

The privilege of voting shall be suspended for this branch if its bylaws are not in compliance with the AAUW Charter and Bylaws.

ARTICLE XII. INTERNATIONAL FEDERATION OF UNIVERSITY WOMEN

Section 1. Membership.

The Association shall be a constituent dues-paying member of the International Federation of University Women and as such all who qualify shall be IFUW members.

Section 2. Reciprocity.

A member of any one of the national organizations or federations of the IFUW who is spending a period of a year or less in this country may attend meetings of any branch of the Association and enjoy such privileges as may be afforded. Such a person shall have no voting rights.

ARTICLE XIII. FORFEITURE OF BRANCH STATUS

Section 1. Loss of Recognition of a Branch

This branch shall be deemed to have forfeited its right to continue as a branch for any of the following reasons:

- a. has violated the Use of Name Policy (see Article IV):
- b. has refused to admit an eligible graduate to branch membership (See Article V, Section 1,a);
- c. has had fewer than fifteen (15) members for twelve (12) consecutive months;
- d. has not forwarded the required dues to the AAUW finance vice president for a period of two years;
- e. has violated the purpose of the Association or the provisions of its Bylaws:
- f. has maintained branch bylaws or practices in conflict with the AAUW Charter and Bylaws.

If this branch appears to have forfeited its right to continue as a branch, the president of the state, Pennsylvania, in which this branch is located, or the president of the Association, shall notify the branch and shall request it to present its view in writing to the state board of directors within a designated period of time. The state and Association boards of directors shall review the branch status. The state and Association boards of directors shall have the authority to waive the numerical requirements.

Section 2. Discontinuance of branch.

A branch shall be discontinued only in accordance with the following procedure: in the event that a branch is unable to continue to function, the branch president shall notify the state president, the state membership vice president and the regional director. The state president shall promptly notify the Association. The AAUW board of directors shall have final authority to withdraw recognition of the branch. If there is no branch contact, the state may initiate the process.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current 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.

ARTICLE XV. INDEMNIFICATION

No director of the branch shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless such action or inaction constitutes both; (a) a breach of or failure to perform the fiduciary duties of the office as set forth in Section 8363 of the Pennsylvania Directors' Liability Act (42PA, C.S.A. Sec. 8361 et seq.) as amended and supplemented, and (b) such branch or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to either: (a) the responsibility or liability of a director pursuant to any criminal statute, or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

ARTICLE XVI. AMENDMENTS TO THE BYLAWS

Provisions of these bylaws not governed by the Charter and Bylaws of the Association may be amended by a three-fourth vote of those present and voting at any regular meeting of the branch, provided notice of the proposed amendments shall have been given at the previous regular meeting, or in writing to every member at least two weeks in advance of the meeting. Amendments required by the Association to bring branch bylaws into conformity shall not require a vote of the branch members.

Revised June 8, 2002

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