

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF READING, PENNSYLVANIA, BRANCH

ARTICLE I. NAME & GOVERNANCE

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

Section 2. Affiliate. AAUW Reading (PA) Branch 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 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 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 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' 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 Affiliate 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 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. FINANCIAL ADMINISTRATION

Section 1: The fiscal year shall begin on July 1.

Section 2: Dues. Annual dues shall be collected by the national membership anniversary date. Each member (other than Honorary Life members) shall pay the amount of branch dues recommended by the board of directors and established at the annual meeting by a two-thirds vote of those present and voting, provided written notice has been given to all the members thirty days

prior to the meeting.

Members shall also pay AAUW national and/or state dues as established by those entities. Those dues shall be forwarded to the AAUW national and state finance officers by the branch finance officer at the specified times. Dues of new members may be paid at any time and shall be forwarded to AAUW national and state immediately.

Section 3: After notification of non-payment of dues, a member still in arrears after 30 days past the anniversary date shall be dropped from membership.

-Section 4: Budget: The preliminary draft of the annual budget shall be adopted by the board of directors for presentation at the annual meeting.

Section 5 : The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

ARTICLE IX. OFFICERS

Section 1: There shall be officers or co-officers to fulfill the functions of administration, public policy, finance, and communications.

Section 2: The elected officers of this branch shall include president/co-presidents, vice president/co-vice presidents for each membership and program, secretary, finance, assistant finance, and at least three (3) directors who shall serve at large and be assigned duties as necessary. Additional directors may be approved by the board as needed.

Section 3: The appointed officers of this branch shall include up to three (3) officers for AAUW/state issues, media information, Book Bonanza, Reading Branch Lines and/or such others as deemed necessary for the branch. They shall be appointed by the president(s) with the consent of the board of directors.

Section 4: Qualifications for office. The above-mentioned elected and appointed officers shall be members of AAUW and shall have qualifications necessary to execute the duties of the respective offices.

Section 5: Terms. The term of each officer shall begin on July 1 (except the membership vice president, whose term shall begin April 1); however, the president(s) may call meetings of the incoming executive committee and board members prior to July 1 for the purpose of approving appointments and making plans for the coming year. Officers shall serve for a term of two (2) years or until their successors have been elected or appointed and have assumed office.

Section 6: No member shall be eligible to serve more than two (2) consecutive terms in the same

elective office unless exempted by the board.

Section 7: Vacancies. A vacancy in office shall be filled for the unexpired term by the board of directors. If at any time there is no one to fill the position of President, the Vice Presidents of Program and Membership shall assume the duties as Co-Presidents until the Board identifies a new President.

ARTICLE X. DUTIES OF OFFICERS

Section 1. Officers shall perform the duties prescribed by these bylaws, branch policies as outlined in the branch handbook, and the current edition of Robert's Rules of Order, Newly Revised. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

Section 2. In addition to the above-mentioned duties the following specifics shall apply:

- a. President(s): shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and state.
- b. Program vice president(s): shall plan and implement branch meeting programs.
- c. The secretary, or another officer designated by the president: shall record and keep minutes of all branch board meetings and branch meetings.
- d. The finance officer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The finance officer shall see to the collection of dues and their proper remittance to AAUW and state by the specified deadline(s). The finance officer shall send moneys for the AAUW Funds, as designated by the Branch, by the specified deadlines; shall keep proper records of the separate accounts; and shall arrange for an annual audit of the books. The finance officer will provide financial information to AAUW as required.
- e. Membership vice president: shall, in conjunction with the finance officer, see to the collection of dues and their distribution to AAUW national and state by the specified deadline(s).

Section 3. Appointed officers shall perform the duties as outlined in the branch handbook.

ARTICLE XI. NOMINATIONS

Section 1. A nominating committee of five (5) members shall be selected by the board of directors and/or branch members at least three months prior to the annual meeting. Alternatively, the Board may act as the nominating committee.

Section 2. The nominating committee shall report a slate of candidates to the board at the February board meeting and to the membership in the March Reading Branch Lines issue.

ARTICLE XII. ELECTION OF OFFICERS

Section 1. Upon approval by the board, the names of the nominees shall be published and sent to every member at least one (1) week before the annual meeting. All elections will be held at the annual meeting.

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

Section 3. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

Section 4. All branch members are eligible to vote. Ten percent (10%) of branch members shall constitute a quorum.

Section 5. The last date a member can join and still vote is the day before the official notice date of the election.

ARTICLE XIII. ROTATION OF OFFICERS

~~Section 1. The president, secretary, treasurer and one (1) director shall be elected in even numbered years. The program Vice president, membership Vice President, and two (2) directors shall be elected in odd numbered years. If the branch has Co Presidents or Co Vice Presidents, one of each position shall be elected per even and odd numbered year.~~

Section 1. Elections shall be held annually:

a. Even-numbered - year (election held in even-numbered year for the period with odd numbers – i.e.,

- Finance officer
- Two (2) Directors
- VP Program
- VP Membership

b. Odd-numbered years (election held in odd-numbered years; i.e., 2023 election serving 2024-2026)

- President
- Secretary
- Assistant Finance officer
- One (1) Director

c. If there are Co-Presidents, elect one in each cycle.

ARTICLE XIV. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected and appointed officers, all of whom shall have equal voting privileges. This organization must have at least two directors and a minimum of two separate officers, one responsible for the management of the Organization and one responsible for the financial affairs. In addition, the Organization shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed ~~state or multi-state meeting and~~ branch board meeting. (Note: An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer.)

Section 2. Duties. In accordance with the bylaws, the board of directors shall have the general power to administer the affairs of the branch and to initiate and carry out its program and policies. It shall act for the branch between meetings. It shall approve the budget and accept the audit committee report. It shall also approve the establishment of special committees and task forces as needed.

Section 3. Representatives to the board shall perform the duties prescribed by the branch board of directors handbook and shall, when appropriate, prepare a written year-end report for the president and board and if finances are involved, to the ~~treasurer~~ finance officer. Representatives to the board are not voting members of the board.

Section 4. Meetings of the board shall be held at least four (4) times per year. Special meetings may be called by the president or upon written request of three (3) members of the board.

Section 5. A quorum of the board shall be a majority of its members.

ARTICLE XV. MEETINGS

Section 1: There shall be at least four (4) general meetings of the branch each year.

Section 2: An annual business meeting shall be held in March to address business. The agenda of the annual business meeting shall include but not be limited to hearing officers' reports, reviewing the budget, electing officers, establishing dues, amending bylaws, and giving direction to the board.

Section 3: Special meetings may be called by the president, by the board of directors, or by written request of five (5) ~~twenty (20)~~ members of the branch. The date, time, and nature of the business to be discussed shall be announced prior to the meeting. Only the business for which the meeting was called may be discussed.

Section 4: All branch members are eligible to vote. Ten percent (10%) of branch members shall constitute a quorum.

ARTICLE XVI. COMMITTEES

Section 1: Standing committees may be formed as needed for program, membership, public policy, finance, ~~Educational Foundation~~, bylaws, and communications.

Section 2: Standing committees may be appointed by the respective chairs.

Section 3: Special committees may be appointed by the president with the consent of the board.

~~ARTICLE XVII. STATE OR MULTISTATE ORGANIZATIONS~~

~~ARTICLE XVIII. BRANCHES~~

~~ARTICLE XXIX. ADDITIONAL AAUW ENTITIES~~

ARTICLE XVII. CONVENTIONS

Section 1: All members of Reading Branch are eligible to vote at AAUW-PA and AAUW ~~national conventions and~~ business meetings.

~~ARTICLE XXI. CONTACT~~

ARTICLE XVIII. INDEMNIFICATION

Section 1: A director shall not be personally liable for monetary damages as director for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of director in accordance with the standard of conduct contained in Section 8363 of Subchapter F of Chapter 83 Title 42 of the Pennsylvania Consolidated Statutes and any amendments and successor acts thereto; and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, the foregoing provision shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 2: The organization shall indemnify any officer or director 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, (and whether or not by, or in the right of, the organization) by reason for the fact that such person is or was a representative of the organization, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as officer or director and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, (or in such persons' capacity as employee or representative) provided, however that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted

willful misconduct or recklessness.

Section 3: In the event of a settlement the indemnification herein shall apply only when the branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and exclusive to all other rights to which the member of the board is entitled.

ARTICLE XIX. AMENDMENTS TO AFFILIATE BYLAWS

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

Section 1: Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

Section 2: Provisions of these bylaws not governed by the AAUW bylaws may be amended by two-thirds vote of those present and voting at a general membership meeting provided written notice shall have been given to every member at least 30 days prior to the meeting.

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