

**PROPOSED 2009 - 2010
BYLAWS OF THE LOCK HAVEN BRANCH OF THE AMERICAN
ASSOCIATION OF UNIVERSITY WOMEN (AAUW)**

(ARTICLE I NAME AND GOVERNANCE)

Section 1. Name. The name of this organization shall be the Lock Haven Branch of AAUW, hereinafter called the branch.

Section 2. Governance. The AAUW Bylaws shall govern this branch in all practices, and the bylaws of this organization shall in no way conflict with the AAUW Bylaws.)

(ARTICLE II PURPOSE)

The purpose of this branch shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research.)

(ARTICLE III USE OF NAME)

Section 1. AAUW Policy. The policies and program of AAUW shall be binding on all members and the branch and no member or the branch shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Violations. Violation of the use of AAUW's name shall result in action taken in accordance with AAUW policy.)

(ARTICLE IV MEMBERSHIP AND DUES)

Section 1. Membership

- a. Individuals eligible to be admitted to membership are those holding an associate or equivalent, baccalaureate, or higher degree from a qualified 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 qualified universities of the U.S.A. and who have paid dues (national+ state + branch dues) on or before July 1 annually. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible person 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 and receive the publications distributed to all members.
- b. A member-at-large (MAL) of AAUW may become a member of the branch upon payment of branch (and state) dues.
- c. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to affect adversely its reputation, or that is contrary to or destructive of its mission according to AAUW policies and procedures.
- d. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW, state and branch boards of directors. Student affiliates shall be entitled to attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

Section 2. Dues

- a. Changes in Branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided written notice has been given to the members thirty days prior to the meeting.
- b. Paid life members of AAUW, as defined in the AAUW Bylaws, are required to pay branch dues to become members of the branch.
- c. Fifty-Year Honorary Members of AAUW are exempt from paying AAUW, state and branch dues.
- d. A member of one of the national associations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the USA, may attend branch meetings without vote.
- e. New members may join at any time. Dues are payable upon joining. The national and state portion of the dues paid by new members for less than a full year is determined by AAUW and state policy. The branch board of directors may set a reduction in branch dues.
- f. Payment of additional dues shall be waived for a transferring member whose current dues have been paid to another branch.)

ARTICLE V NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. There shall be a nominating committee of three members, of whom two shall be elected by the branch members at a regularly scheduled branch meeting. One may be elected by the board of directors. One of the committee shall be appointed chair.
- b. The term of a nominating committee member shall be one year. Members shall serve no more than two consecutive terms.
- c. The names of the nominees for elected office shall be presented at a branch meeting thirty (30) days prior to the election or published and sent to every member at least ten (10) days prior to the annual branch 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 branch meeting in April.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by voice vote. Election shall be by a majority 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*

ARTICLE VI OFFICERS

Section 1. Officers

- a. The elected officers or co-officers for the branch shall be a president or official representative, vice-presidents for program and membership, secretary and treasurer. *The president shall have been a branch member for at least two years.*
- b. The appointed officers shall be public policy, Educational Foundation, Public relations, book sale, diversity, hospitality, parliamentary advisor and such other officers as shall be deemed necessary to carry out the work of the branch. These officers shall be appointed by the president with the approval of the executive board.
- c. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. Term of office shall begin July 1.

- d. No officer shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office. No appointed officer shall be eligible to serve more than two consecutive terms in the same office unless approved by the executive board.
- e. All vacancies in office shall be filled for the unexpired term by the board. A vacancy in the office of president shall be filled by the program vice-president or membership vice-president in the order listed.
- f. *All officers shall be elected in the even years.*

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by the current edition of *Robert’s Rules of Order Newly Revised*.
- b. The president shall be the official spokesperson and representative for the branch And shall be responsible for submitting such reports and forms as required by AAUW.
- c. The vice-presidents shall perform such duties as the president and the board shall direct and shall preside in the absence of the president.
- d. The secretary shall record and keep minutes of all board, membership, and special meetings.
- e. The treasurer shall be responsible for collecting, distributing and accounting for the funds of the branch and for meeting specific deadlines. The treasurer shall collect dues and properly remit them to AAUW and AAUW PA at the specified deadline. The treasurer shall send moneys for the Educational Foundation, including the Legal Advocacy Fund, and shall keep separate ledgers for each type of account.
- f. All officers and chairs shall submit annual reports to the president.
- g. The incoming president may call a meeting of the incoming officers prior to July1.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected officers and the appointed officers.

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

Section 3. Meetings. Meetings of the board shall be held at least three times per year.

Section 4. Special Meetings. Special meetings may be called by the president or upon the written request of four (4) members of the board provided that at least ten (10) 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 be considered as one voting member of the board.

Section 6. Voting Between Meetings. *A written, conference call or electronic vote may be taken at the request of the 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 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 VIII COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with consent of the board. Standing committees shall be: program, membership, public policy, finance, Educational Foundation, bylaws, public relations, diversity and hospitality.

Section 2. Term of Office. The standing committees shall be appointed as needed by the president and approved by the board for a term of two years.

ARTICLE IX MEETINGS

Section 1. Annual Meeting. The branch shall hold an annual meeting to conduct business, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held during the month of April.

Section 2. Membership Meetings. The branch shall hold at least seven (7) meetings during the fiscal year. *The board shall determine the time and place for these meetings.*

Section 3. Special Meetings. Special meetings may be called by the president, a majority of members of the board of directors or by the written request of ten (10) percent of members of the branch. A written notice of the date, time, place and business to be brought before the branch shall be sent by the secretary to the membership at least three (3) days in advance. Only business for which notice has been given shall be transacted.

Section 4. Quorum. Ten (10) percent of the members of the branch shall constitute a quorum.

ARTICLE X 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 branch.*

ARTICLE XI PROPERTY

Section 1. Title. The title for all funds and assets of the branch, whether incorporated or not, 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 severance 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 the consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 2. Dissolution of Branch. In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

ARTICLE XII LOSS OF RECOGNITION

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

ARTICLE XIII 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 or those of AAUW or AAUW PA.

ARTICLE XIV INDEMNIFICATION

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonable incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to 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 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 of all other rights to which the member of the board or committee is entitled.

ARTICLE XV AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by 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 state law or its articles of incorporation.

Section 2. Prior Approval. All other proposed amendments to the branch bylaws shall be sent to the state bylaws committee for approval before the call for the branch vote. If there is no state structure, approval of amendments to branch bylaws in those states will be according to procedures established by the AAUW Governance Committee.

Section 3. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least thirty (30) days prior to the meeting.

Last Amended: October, 2009

ARTICLE XII BOARD OF DIRECTORS

Section 1. The board of directors shall include the elected and the appointed officers.

Section 2. The board of directors shall have the general power to administer the affairs of the branch, including but not limited to establishing policies and procedures to control financial records. It shall accept responsibility delegated by the Association and the state.

Section 3. Meetings of the board shall be held at least three times per year. Special meetings may be called by the president or upon the written request of four (4) members of the board. Notice of a special meeting shall be sent to the membership at least ten days before the meeting.

Section 4. The quorum of the board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the board.

ARTICLE XIII MEETINGS

Section 1. There shall be at least seven (7) meetings of the branch members each year.

Section 2. The annual meeting of the Lock Haven Branch shall be held during the month of April.

Section 3. The annual meeting shall be to conduct business including, but not limited to, hearing officers' reports including the financial report, electing officers, establishing dues, amending bylaws and giving directions to the board.

Section 4. Special meetings may be called by the president, a majority of members of the board of directors or by the written request of ten percent of members of the branch. A written notice of the date, time, place and the business to be brought before the meeting shall be sent by the secretary to the members at least three days in advance. Only business for which notice has been given shall be transacted.

Section 4. Ten percent (10%) of the members of the branch shall constitute a quorum.

ARTICLE XIV COMMITTEES

Section 1. Standing committees shall be program, membership, public policy, finance, Educational Foundation, bylaws, public relations, diversity, and hospitality.

Section 2. The standing committees shall be appointed as needed by the president and approved by the board of directors for a term of two years.

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

ARTICLE XV CONVENTIONS

Delegates and alternates to the Association and state conventions, as described in the Association and state bylaws, shall be elected by the branch and certified by the president.

ARTICLE XVI PROPERTY

Section 1. The title for all property, funds and assets of the branch, whether incorporated or not, 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.

Section 2. In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

ARTICLE XVII FORFEITURE OF BRANCH STATUS

Article XII of the *Association's Charter and Bylaws* contains the provisions and conditions under which a branch may be discontinued.

ARTICLE XVIII 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 or those of the state or Association.

ARTICLE XIX INDEMNIFICATION

Every member of the board may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch board, 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 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 not exclusive of, all other rights to which the member of the board is entitled.

ARTICLE XX AMENDMENTS TO THE BYLAWS

Section 1. Amendments required by the Association 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 2. Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

Section 3. Provisions of these bylaws not governed by the *Association Charter and Bylaws*, may be amended by a two-thirds vote of those present and voting at a general branch meeting provided written notice shall have been given to every member at least thirty days prior to the meeting.

Amended November 19, 1992

Amended February 19, 1998

Amended February 19, 2004

Amended November 17, 2005