

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF THE CARLISLE BRANCH CARLISLE, PA**
(ARTICLE I through ARTICLE VII are required by AAUW)

AAUW Carlisle seeks to promote diversity, equity, inclusion and belonging.

ARTICLE I. NAME AND GOVERNANCE

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

Section 2. Affiliate. AAUW Carlisle 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 the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

Definitions

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ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

Section 2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate’s (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 educational 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 AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) 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.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a “Life Member”) upon a one-time payment of twenty years’ annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW 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 AAUW Board of Directors.

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

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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.

a. Amount. Annual AAUW dues and Member benefits for any category of Member shall be set by the AAUW Board of Directors.

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. 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 mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW 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. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each 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 an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The 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 an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such

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property and assets shall not be used for any purpose contrary to AAUW's purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate's affiliation with AAUW, all assets of the 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 the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW 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. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- a. No later than three months prior to the April annual meeting, the Branch Board of Directors shall appoint a Nominating Committee consisting of three members, one of whom shall be designated as the Chair. The Chair of the Nominating Committee shall be selected from the Board of Directors. The remaining two members of the Nominating Committee shall be selected from the membership.
- b. The report of the Nominating Committee, which shall include but not be limited to the names of the nominees, shall be communicated to every member at least fourteen days before the annual meeting.
- c. Nominations may be made from the floor at the time of the election, provided prior consent of the nominee has been obtained.

Section 2. Election of Officers.

- a. Officers elected to the Board shall be elected at the annual meeting in April.
- b. Voting shall be by secret ballot unless there is only one nominee for a given position, in which instance a voice vote may be taken. Election shall be by a majority vote of members present and voting.

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ARTICLE IX. OFFICERS

Section 1. Branch Officers

- a. The elected Officers for the Branch shall be a President, Vice President, Program Vice President, Membership Vice President, Secretary, and Finance Officer. All elected offices may be shared.
- b. The President, with the consent of the Executive Committee, as described in Article XI, Section 1, shall appoint a Public Policy Chair, AAUW Funds Chair, and any other Officers as deemed necessary to the work of the Branch.
- c. Officers shall serve for a term of two year(s) or until their successors have been elected or appointed and assume office. The term of each Officer shall begin on July 1 unless the Officer is appointed to fill a vacancy in an unexpired term.
- d. No elected Officer shall hold more than one office at a time.
- e. No elected or appointed Officer shall be eligible to serve more than two consecutive terms in the same office unless the term limit restriction is waived by a majority vote of the Board. No Officer with the exception of the President shall be eligible to serve on the Board for more than eight consecutive years. After four consecutive terms, elected and appointed Officers must step off the Board for at least one fiscal year.
- f. The incoming President may call a meeting of the incoming Officers prior to July 1.
- g. A vacancy in office, excluding the President, shall be filled for the unexpired term by the Board of Directors. A vacancy in the office of President shall be filled by the Co-President if applicable or Vice President. If there is neither a Co-President nor a Vice President, a vacancy in the office of President shall be filled by the Vice Presidents in the order listed in Article IX, Section 1, a.
- h. The President, Program Vice President, and Secretary shall be elected at the annual meeting in odd-numbered years. The Vice President, Membership Vice President, and Finance Officer shall be elected at the annual meeting in even-numbered years unless the office is shared. If an office is shared, the respective Co-Officers shall be elected to staggered terms, with one co-office holder being elected each year.
- i. As provided in Article V, Section 2, c, the Branch will provide AAUW with designated contacts for administration and finance. The Branch will designate a member other than the contacts for administration and finance to record the minutes of each meeting of the Branch and each meeting of the Branch's Board of Directors.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these Bylaws, Branch Policies and Procedures, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. All Officers and Committee Chairs shall submit an annual report to the President.

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c. All Officers shall submit reports required by AAUW, AAUW-PA, and government entities.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall include the elected and appointed Officers, Committee Chairs, and Past President. All persons serving on the Branch Board of Directors shall be AAUW members. At the discretion of the President, Committee Chairs could serve in off Board positions. The President may appoint Coordinators for an ongoing Branch function and who are not members of the Board of Directors.

Section 2. Administrative Responsibilities. The Board shall:

- a. Carry on the business of the Branch in conformity with the policies and programs of AAUW.
- b. Implement the policies and programs of the Branch subject to the approval of the membership.
- c. Administer the affairs of the Branch and report its actions to the Branch.
- d. Establish standing and ad hoc committees.

Section 3. Regular Meetings. Regular meetings of the Board shall be held in September, November, January, March, and May. An organizational meeting including incoming and outgoing members of the Board shall be held in June.

Section 4. Special Meetings. Special meetings may be called by the President or upon written request of two members of the Board of Directors or five members of the Branch provided at least seven days written notice of such meeting and its agenda have been given to the members of the Board.

Section 5. Quorum. A quorum of the Board is the majority of the Directors currently in office. Each member of the Board of Directors, including Co-Officers, appointed Officers and Board designated Chairpersons shall have an equal vote on the Board.

Section 6. Voting Between Meetings. Between meetings of the Branch Board, a written or electronic vote of the Board 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 declare their consent of an electronic vote in lieu of a meeting and 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. Use of Electronic Technology. Members of the Board of Directors may participate in any Board meeting via conference call, Zoom, or other electronic technology if all Directors in

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attendance are able to hear one another. Director participation and voting through such means shall constitute presence in person at the meeting.

Section 8. 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 and the immediate Past President.

Section 2. Duties. The Executive Committee shall have the emergency 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 other 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 President or two members of the Executive Committee.

Section 4. Quorum. The quorum of the Executive Committee shall be a majority of its members. Co-Officers shall each be considered a voting member of the Executive Committee.

ARTICLE XII. COMMITTEES

Section 1. Standing committees. Standing committees shall be Program, Membership, Public Policy, and AAUW Funds.

Section 2. Composition and functions of standing committees. The composition and function of the standing committees shall be as follows:

a. The Committee on AAUW Funds shall be responsible for implementing the AAUW Funds programs on Fellowships, Research & Projects, and such others as may be established by the AAUW Funds and/or AAUW.

b. The Committee on Public Policy shall be responsible for developing advocacy programs, activities, and events to advance AAUW's Public Policy Priorities and to address local issues related to these policy priorities.

c. The Committee on Programs shall be chaired by the Program Vice President(s) and may include representatives from the areas of interest or issue task forces and any other members as deemed necessary. The Committee on Programs shall consider program issues of AAUW and plan programming for the Branch.

d. The Committee on Membership chaired by the Membership Vice President(s) shall be responsible for the Branch membership recruitment and orientation to the purpose and program of

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AAUW. The Committee shall receive all applications for membership, review the educational qualifications to determine eligibility, and coordinate with the Finance Officer(s) to finalize membership.

Section 3. Ad Hoc Committees. The President may create such special committees as it deems necessary and may be appointed by the President with the consent of the Executive Committee, and they shall carry out the work of the Branch.

Section 4. Appointed Committee Chairs. The Chairs of all committees, except the Nominating Committee and those provided for by election, shall be appointed by the President with the consent of the Executive Committee, and they shall carry out the work of the Branch.

Section 5. Special interest Coordinators. Special interest Coordinators may be appointed by the President with the consent of the Executive Committee, and they shall carry out the work of the Branch.

ARTICLE XIII. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member Branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Purpose. These organizations shall further AAUW purposes, program, and policies within their respective areas. Bylaws of such organizations shall not be in conflict with these AAUW Bylaws.

Section 3. Contact. Each state or multistate organization shall provide AAUW with a designated contact for administration and finance. These contacts can be the President and Finance Officer(s) if that is consistent with the state or multistate organization's structure. If the Branches within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact.

Section 4. Recorded Minutes. Each state or multistate 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 multistate meeting and Board meeting.

Section 5. Property and Assets. The title to all property, funds, and assets is vested in the state or multistate structure for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of an affiliated state or multistate organization or the termination of its affiliation with AAUW, all assets of the state or multistate

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organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE XIV ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE XV. FINANCIAL ADMINISTRATION

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

Section 2. Financial Records. The Branch shall maintain accurate and complete financial records consistent with principles of cash accounting and federal, state, and local laws and the financial policies and procedures of AAUW, including an annual financial review.

Section 3. Annual Budget. The annual budget shall be adopted by the Board of Directors for presentation to the Branch at the September meeting.

ARTICLE XVI. MEETINGS

Section 1. Branch Meetings. The Branch membership shall meet August through May as recommended by the Committee of Programs with the approval of the Board of Directors. The Branch Board shall determine the time and place for these meetings.

Section 2. Annual Meeting. The annual meeting of the Branch membership shall be held during the month of April to elect the Officers of the Branch and to set the dues amount for the following fiscal year.

Section 3. Special Meetings. Special meetings may be called by the President, six members of the Board of Directors, or by written request of fifteen members of the Branch. Notice of the date, time, place and business to be brought before the meeting shall be sent by the Secretary to the members by email at least five days in advance. Only business for which notice has been given shall be transacted.

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

Section 5. Fifteen percent of all members of the Branch in good standing shall constitute a quorum.

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ARTICLE XVII. INDEMNIFICATION

Every Board or Committee member may be indemnified by the Branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Board or Committee member 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 not exclusive of all other rights to which the member of the Board or Committee is entitled.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Section 1. 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 its articles of incorporation.

Section 2. Non-mandatory Amendments to the Bylaws. All other proposed amendments to the Branch Bylaws shall be sent to the state Bylaws Committee for approval before the call for a 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. Vote on Bylaw Amendments. 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 of the date, time, and place of the meeting has been sent to every member at least fourteen days prior to the meeting.

Approved by AAUW Carlisle Board of Directors, March 8, 2022, and Members, March 22, 2022.

Updated with AAUW mandatory changes and approved by AAUW-PA January 23, 2017

Updated with AAUW mandatory changes and reviewed and approved by AAUW-PA, October 12, 2015.

Updated with AAUW mandatory changes to ARTICLE IV. MEMBERSHIP AND DUES, November 12, 2013.

Approved by AAUW Carlisle Branch Members September 25, 2012.

Approved by AAUW Carlisle Branch Board of Directors July 19, 2012.

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