**BYLAWS OF THE AMERICAN ASSOCIATION OF**

**UNIVERSITY WOMEN OF 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.** 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:

1. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
2. provide fellowships and grants to women and girls;
3. cooperate with other organizations having mutual interests;
4. 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 the 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 ASSOCATION

**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.**

1. 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 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.

(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.

1. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution 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.
2. 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.**

1. Amount. Annual dues and member benefits for any category of m~~e~~mber 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.
2. Life Membership.
3. 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.
4. 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.**

1. 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.
2. 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 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**. 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.**

1. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
2. Bylaws. As an AAUW affiliate, this Affiliate shall develop bylaws as meet this Affilates’ needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or 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.
3. 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.**

1. The AAUW affiliation status of any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
2. Any Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

**Section 4**. **Property and Assets.** The title to all property, funds, and assets of this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In the event of the dissolution of this Affiliate or the termination of this Affiliate’s affiliation with AAUW, all assets of this Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

**ARTICLE VI. PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of *Robert*’*s Rules of Order Newly Revised* shall govern this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate Bylaws or with the requirements of AAUW or applicable laws.

 **ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS**

AAUW-mandated amendments shall be implemented by this Affiliate’s Board of Directors (“Board”) 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.**

1. No later than three months prior to the annual meeting, the Board 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 a member ofthe Board. The remaining two members of the Nominating Committee shall be selected from the Membership.
2. The report of the Nominating Committee, which shall include but not be limited to the names of the nominees, shall be communicated to every Affiliate member at least fourteen days before the annual meeting.
3. 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.**

1. Officers elected to the Board shall be elected at the annual meeting.
2. 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.

**ARTICLE IX. OFFICERS**

**Section 1**. **Elected and Appointed Officers.**

a. Elected Officers*.*The elected Officers shall be President, Vice President, Program Vice President, Membership Vice President, Secretary, and Finance Officer. All elected offices may be shared.

b. Appointed Officers. The appointed Officers shall be the Chairs of the Standing Committees described in Article XII, Section 2.The President, with the consent of the Executive Committee, shall appoint a Public Policy Chair, AAUW Funds Chair, and any other Officers deemed necessary to the work of the Affiliate***.***

**Section 2. Term of Office**

1. Officers shall serve for a term of two years or until their successors have been elected or appointed and haveassumed office. The term of office shall begin on July 1 unless the Officer is appointed to fill a vacancy in an unexpired term.
2. No elected Officer shall hold more than one office at a time.
3. 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. The President is the only Officer eligible to serve on the Board for more than eight consecutive years. After four consecutive terms, all other elected and appointed Officers must step off the Board for at least one fiscal year.
4. A vacancy in office, excluding the President, shall be filled for the unexpired term by the Board. A vacancy in the office of President shall be filled by the Co-President, if applicable, or by theVice President. If there is neither a Co-President nor a Vice President, a vacancy in the office of the President shall be filled by the other Vice Presidents in the order listed in Article IX.1.a.
5. 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. If an office is shared, the respective Co-Officers shall be elected to staggered terms with one co-officeholder being elected each year.

**Section 3.** **Duties**

1. All elected and appointedOfficers shall submit an annual report to the President as described in the Board Policies and Procedures.
2. All Officers shall submit reports required by AAUW, AAUW-PA, and government entities.
3. The President shall be the official spokesperson and representative for the Affiliate, shall be responsible for submitting forms and reports required by AAUW, and shall be the designated contact for administration to AAUW. The incoming President may meet with incoming and mid-term Officers before the beginning of the President’s term of office.
4. The Vice President shall perform such duties as the President directs and, in the absence of the President, perform the duties of the President.
5. The Finance Officer shall serve as the custodian of all funds of the Affiliate and shall serve as the designated contact for finance to AAUW.
6. The Secretary shall record and keep minutes of all meetings of the Membership, the Board of Directors, and the Executive Committee.
7. The Program Vice President shall chair the Program Committee, which shall develop programs for Affiliate meetings to further the mission of AAUW and the Affiliate.
8. The Membership Vice President shall chair the Membership Committee, which is responsible for recruiting and mentoring new members and for assisting members in ensuring that membership records are accurate and complete.

**ARTICLE X. BOARD OF DIRECTORS**

**Section 1.** **Composition.** The Board shall include the elected and appointed officers, and the Past President. All persons serving on the Board shall be AAUW members.

**Section 2.** **Administrative Responsibilities.** The Board shall:

1. Carry on the business of the Affiliate in conformity with the policies and programs of AAUW;
2. Implement the policies and programs of the Affiliate subject to the approval of the Membership;
3. Administer the affairs of the Affiliate and report its actions to the Membership; and
4. Delegate such authority as it deems necessary to the Executive Committee.

**Section 3**. **Regular Meetings**. Regular meetings of the Board shall be held five times each fiscalyear. An organizational meeting***,*** including incoming and outgoing members of the Board***,*** shall be held in June unless the incoming President opts to hold the meeting in July.

**Section 4.** **Special Meetings.** Special meetings may be called by the President. In addition, upon written request of two members of the Board or five members of the Affiliate, the Presidentshall call a special meeting. If a special meeting is called,at least five days written notice of such meeting and its agenda shall be given to the members of the Board.

**Section 5**. **Quorum.** A quorumfor a meeting of the Board shall be the majority of the members of the Board. Each member of the Board, including Co-Officers, shall have an equal vote.

**Section 6**. **Voting between Meetings.** Between meetings of the 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 is given an opportunity to consent to an electronic vote in lieu of a meeting and to vote upon the question submitted. If a majority of the members votes on any question so submitted, the vote shall be counted and shall have the same effect as if castat a meeting. The result of the vote shall be reported in the minutes of the next Board meeting.

**Section 7**. **Use of Electronic Technology.** Members of the Board may participate in any Board meeting via conference call, Zoom, or other electronic technology if all membersin attendance canhear one another. Participation and voting through such means shall constitute presence in person at the meeting.

**Section 8.** **Removal from Office.** A member of the Board 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 of two members of the Executive Committee.

**Section 4**. **Quorum.** The quorum for a meetingof 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 AND COORDINATORS**

**Section 1**. **Committees**. The President may establish standing and ad hoc committees as needed with consent of the Board. Committees thus created are described in the Board’s Policies and Procedures.

**Section 2.** **Standing Committees.** Chairs of standing committees shall be members of AAUW and the Affiliate and shall be appointed by the President and confirmed by the Executive Committee. Committee chairs shall serve as appointed Officers and as members of the Board. With the approval of the Board, each standing committee shall formulate programs andactivities to further the mission of AAUW and the Affiliate.

**Section 3**. **Ad Hoc Committees.** The President, with the consent of the Executive Committee, may create special committees to carry out the work of the Affiliate.

**Section** **4.Special Interest Coordinators.** The President, with the consent of the Executive Committee, may appoint special interest coordinators to carry out the work of the Affiliate. Coordinators are not members of the Board.

**ARTICLE XIII. FINANCIAL ADMINISTRATION**

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

**Section 2**. **Financial Records.** The Affiliate 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 Affiliate at the May meeting.

**ARTICLE XIV. AFFILIATEMEETINGS**

**Section 1*.* Monthly Meetings**. The Membership shall meet August through May as recommended by the Program Committee with the approval of the Board. The Board shall determine the time and place for the meetings. Notice of the meeting shall be sent to all members of the Affiliate at least ten days prior to the meeting.

**Section 2.** **Annual Meeting.** The annual meeting of Membership shall be held in the Springto elect Officers and to set the dues amount for the upcoming fiscal year. Notice of the annual meeting shall be sent to all members of the Affiliate at least ten days prior to the meeting.

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

**Section 4. Quorum.**Fifteen percent of all members of the Affiliate in good standing shall constitute a quorum.

**ARTICLE XV. INDEMNIFICATION**

Every Board or Committee member may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Board or Committee member in connection with any threatened, pending, or completed action, suit, or proceeding in which the Board or Committee member may become involved by reason of being or having been a member of the Board or Committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement***,*** the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Affiliate. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board or Committee is entitled.

**ARTICLE XVI. AMENDMENTS TO THE BYLAWS**

**Section 1.** **Non-mandatory Amendments to the Bylaws.** Proposed amendments to these Bylaws not mandated by Article VII shall be sent to the state Bylaws Committee for approval before the call for a vote of the Membership.

**Section 2**. **Vote on Bylaw Amendments**. Provisions of these Bylaws not governed by Article VII may be amended at a Membership 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 provided to every member at least fourteen days prior to the meeting at which the vote will be taken.

Approved by AAUW Carlisle Branch Board of Directors, November 14, 2023 and January 24, 2024 and by the AAUW Carlisle Branch Membership, May 28, 2024.

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