

BOARD OF DIRECTORS DUTIES EXCERPTED FROM THE BYLAWS: BYLAWS CHAIR

NOTE: The passages quoted in **red** below pertain to the Board duties as specified by the bylaws. The passages quoted in **blue** below pertain items specified by past practice in our branch. See the complete BYLAWS on the Branch Officer page.

Bylaws Committee Responsibilities in ARTICLES VII, XVII & V.

For the Complete Bylaws see: <https://indiana-pa.aauw.net/files/2017/04/Bylaws-Indiana-County-PA.pdf>

The **Bylaws Chair** serves as the chair of the **Bylaws Committee**, which is created as a Standing Committee appointed by the President as described in ARTICLES XVII & V below. The **Bylaws Chair** is an on-board or off-board member of the Board of Directors. **[Normally the President and the Board of Directors serve with the Bylaws Chair to review and amend Bylaws.]**

AAUW National and AAUW-PA mandated Bylaw revisions in October 2016. The Branch Bylaws must conform to the state and national bylaws in ARTICLES I-VII, and XVIII.

ARTICLE VII: AAUW-MANDATED AMENDMENTS TO THE BYLAWS states that –

“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.” **[Note: “Affiliate” in the Bylaws means “Branch”]**

The **Bylaws Committee** reviews Articles VIII- XVII annually, and makes suggested revisions to the President and the Board of Directors. AAUW-IC – ARTICLES VIII-XVII were last revised in October 2016 by the Executive Committee.

ARTICLE XVII. COMMITTEES

Section 1. **Standing committees** shall be in such areas as: Program, Membership, Public Policy, Awards, Finance, Foundation, Scholarship, **Bylaws**, and Communications

Section 2. Standing committees shall be appointed by the President **for a term of two (2) years**

Article V. AAUW AFFILIATES

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

Bylaws Chair Duties in Articles XIV & XVI - as a member of the Board of Directors

ARTICLE XIV. BOARD OF DIRECTORS **[The Bylaws Chair is a member of the Board of Directors]**

Section 1. The **Board of Directors** shall include the elected and the **appointed officers** of the branch.

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

Section 3. **Meetings of the board** shall be held at least six (6) times per year. Special meetings may be called by the president and shall be called upon the request of three (3) members of the board. Notice of a special meeting shall be sent to the membership at least 15 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 XVI. MEETINGS **[The Bylaws Chair attends all meetings]**

Section 1. There shall be at least four (4) general membership meetings each year.

Section 2. The general membership meeting held in May shall be designated the annual meeting, the exact date, time and place to be determined by the board.

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