

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE STATE OF DELAWARE

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women of the State of Delaware, hereinafter known as the “Organization.”

Section 2. Governance. The Organization shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Organization shall in no way conflict with 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 Organization is to further AAUW purposes and policies within the Organization and to promote, encourage, and coordinate the work of the branches within the Organization.

Section 2. Policies and Programs. In keeping with this purpose, the Organization 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 Program. The policies and program of AAUW shall be binding on all members, and no member 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. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual 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.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

(1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution 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 membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of any AAUW-affiliated entity or of AAUW 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 educational institution upon which qualification for membership was based.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors. A national member of AAUW residing within the boundaries of the Organization may become a member of the Organization upon payment of Organization dues. Branch members are also State members and pay State dues.

(b) A branch member is a national member who is also a member of one or more AAUW branches. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained. The term "branch" also denotes a comparable AAUW-affiliated entity.

(5) Life Membership.

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues. A life member is not exempt from payment of Organization dues.

(b) 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 dues. A fifty-year honorary member is not exempt from payment of Organization dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or more AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity membership shall be entitled to national member privileges only.

b. Partner Member. College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/university

member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws.

c. Other Partner Members. Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors.

Section 5. Dues

a. Amount.

(1) The annual dues for individual members shall be established by a two-thirds vote of the AAUW Board of Directors. Dues for Organization or comparable AAUW-affiliated entity members shall be established by a two-thirds (2/3) vote of the Organization's Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least sixty (60) days prior to the vote.

(2) Dues for partner members shall be set by the AAUW Board of Directors.

(3) AAUW dues shall include the AAUW publication distributed to all members electronically or by mail.

b. Payment. AAUW member dues shall be payable in accordance with procedures established by AAUW policy. Organization dues payment procedures shall be established by the Organization's board policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

Section 6. Severance of Membership. A member may be suspended or dropped 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.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. Composition and Appointment. There shall be seven (7) members on the Nominating Committee. The Board of Directors of the Organization shall appoint a chair and six (6) members of the Nominating Committee by November 1 of odd-numbered years. The chair and members of the Nominating Committee shall have the following qualifications: applicants must have served in a position on the Organization Board, and a representative from each branch must be included on the Nominating Committee.

- b. **Terms.** The term of service on the Nominating Committee shall begin November 1 of odd-numbered years and continue for two (2) years. Committee members may continue for a maximum of two (2) consecutive terms.
- c. **Resignation or Ineligibility.** In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the Board of Directors shall appoint another member to the Nominating Committee, preferably from the branch of the resigning member.

Section 2. Nominations.

- a. The Nominating Committee shall be empowered to seek and propose qualified candidates. No later than three (3) months prior to elections, the chair of the Nominating Committee shall notify the AAUW membership of the state of Delaware of the positions to be elected and request nominations. Notification includes publication on the Organization web site and written notice to branch presidents for distribution to branch members.
- b. Any member may propose candidates through their branch president who will forward the name/s to the Nominating Committee for vetting. The Committee shall submit recommendations to the Board of Directors for its approval. The names of the nominees for each elected office shall be published on the Organization web site and sent to branch presidents for distribution to members at least thirty-one (31) days prior to the biennial conference.
- c. Nominations may be made from the floor at the biennial conference with the consent of the nominee.

Section 3. Elections.

- a. Elections shall be held every two (2) years at the biennial conference. Each member in good standing who is present shall have one vote. Date of record, the last date on which a member may join and be able to vote in the next election, is thirty-one (31) days before the election.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case election may be by voice vote. Election shall be by a majority vote or by plurality if there are three (3) or more candidates for a position.

ARTICLE VI. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

- a. ~~Elected Officers and Directors.~~ The three (3) elected officers and directors shall be president, finance officer, and communications officer. The president shall be the designated contact for administration; the finance officer shall be the designated contact for financial matters; and the communication officer shall be the designated officer to coordinate meeting minutes and other communication related activities. In the absence of the communications officer another officer shall be selected to record and maintain the minutes of the Board of Directors and membership meetings.
- b. Presidents of the six (6) AAUW branches in Delaware, having been elected by their respective branches, shall serve as directors on the Organization Board of Directors.
- c. **Appointed Officers and Directors.** There shall be two (2) appointed officers. They shall be appointed by the president with the consent of a majority of the elected officers and directors. The elected officers and directors may confirm the appointees electronically.
- d. Each office may be filled by an officer or co-officers except for the finance officer position.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws. **The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.**

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policy and procedure adopted by the Board of Directors, by the current edition of *Robert's Rules of Order Newly Revised*, and by the laws of the state of Delaware.
- b. The president shall be the official spokesperson and representative for the Organization and shall be responsible for submitting such reports and forms as required by AAUW. The president will annually provide AAUW with designated contacts for administration and finance.
- c. The finance officer shall be responsible for collection, distribution and accounting for the funds of the Organization and for meeting all required deadlines.
- c. **The communications officer shall coordinate the recording, publication, and maintenance of the minutes of all board, membership, and special meetings. Minutes will be made available upon request. If the communications officer is unable to be present at the specified meetings, the president shall designate a member other than administration and finance to record minutes. The communications officer shall act as Organization historian and perform such duties as the president and the board shall direct and as specified in the Organization's policies and procedures.**
- e. The elected and appointed officers shall arrange for members, either on or off the board, to perform the tasks needed regarding program, communications, membership, public policy, AAUW Funds, community projects, public relations, and bylaws, and shall appoint committees as appropriate.
- f. All officers, directors and committee chairs shall submit annual reports to the president. **The president will compile a report of state activities for the year.**

Section 3. Terms of Office.

- a. Terms of Office. **Board** members shall serve for a term of two (2) years or until their successors have been elected or appointed and assume office. Board members may be elected or appointed to serve for **one (1) additional term**, but no member shall hold the same office for more than **two (2) consecutive terms**, with the exception of the **public policy chairperson/s**. A full term is considered service in office for **two (2) years**. No member shall hold more than one board position, elected or appointed, at any given time.
- b. Beginning of Terms. The term of each officer and director shall **begin on July 1, the beginning of the fiscal year**. The new or continuing administrative officer may call and hold a meeting of the incoming board and/or of the incoming Executive Committee prior to **July 1** so long as any vote taken at the meeting includes only those entitled to vote in that body on the date of the meeting. No incoming member shall be entitled to vote in that body until **July 1**.
- c. Removal from Office. An officer or director of the Organization may be removed for any reason or no reason by a **two-thirds (2/3) vote** at an in-person meeting of the Board of Directors **in accordance with policies and procedures adopted by the Board of Directors**.

Section 4. Vacancies.

- a. All vacancies in office, excluding the administrative officer, shall be filled for the unexpired term by the Board of Directors. **If there are co-officers, and one is unable to serve, the other co-officer shall continue in that position.**
- b. **A vacancy in the office of the administrative officer shall be filled by the elected co-president or another elected officer member of the Board of Directors.**

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Members. This Organization must have 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 multistate meeting and board meeting. This Organization has six (6) directors who are the elected presidents of the branches within the Organization, three (3) elected officers including the president, finance officer, communications officer, and two (2) appointed officers. The elected and appointed officers and directors shall constitute the Board of Directors of this Organization. Each shall have one vote on each piece of business brought before the Board. Co-presidents or other co-officers, shall be considered as one voting member of the Board.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to:

- a. provide oversight to ensure the proper administration of the affairs of the Organization; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law or these bylaws;
- b. appoint standing committee members and such other board and committee members as may be designated;
- c. act for the Organization between meetings of the membership;
- d. adopt rules to govern its proceedings;
- e. establish task forces or special committees as needed;
- f. determine date and location for any official meetings of the Organization;
- g. serve as a resource for branches by reviewing, assisting in, and coordinating the work of the branches.

Section 3. Delegation of Power.

The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

- a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least two (2) times a year at the call of the administrative officer at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board. Each co-officer shares one vote.
- b. Special Meetings. Special meetings of the board may be called by the administrative officer or shall be called upon the written request of a majority of members of the Board of Directors.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the administrative officer on any question submitted to the board members in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all board members vote on any question so submitted, the

vote, by any means permitted by state law, shall be counted and have the same effect as if cast at a board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its members.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the three (3) elected officers.

Section 2. Powers and Duties. Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the board its work and actions.

Section 3. Meetings. The Executive Committee shall meet at least two (2) times a year at the call of the administrative officer and at other times at the call of the administrative officer or at the written request of one (1) member of the Executive Committee. The Executive Committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present and voting at the meeting. An action of the Executive Committee will take effect if passed by the majority of its members.

Section 4. Voting between Meetings. Between meetings of the Executive Committee, a vote may be taken at the request of the administrative officer on any question submitted to the committee in writing, provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted and all members shall sign a consent in the form of a record describing the action to be taken. Voting will close by a specified time. If all Executive Committee members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at an Executive Committee meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be two (2) of its members.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees.

a. There shall be the following standing committees: Public Policy; Nominating; Communication; Finance; Community Outreach and Education; Programs; and Governance and Bylaws. There may be additional standing committees as shall be considered necessary by the Board of Directors.

b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors. Duties of the committees shall be stated in policies and procedures adopted by the Board.

c. Qualification, Duties, and Terms of Committee Chairs. Committee chairs must be interested in and knowledgeable about the areas of the committee they chair. Terms are for two (2) years, coinciding with the president's term. Committee chairs are appointed by the Board of Directors and attend all board meetings. Duties of specific committee chairs are detailed in the policies and procedures.

d. Qualification, Duties, and Terms of Committee Members. Qualifications, duties, and terms of committee members are specified in policies and procedures.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors, as necessary. The Communications Officer is the chair of the Communication Committee, and the Finance Officer chairs the Finance Committee. The chairs and members of such committees shall be appointed by the administrative officer and approved by the Board or, as appropriate, by the Executive Committee.

Section 3. Reports. All committees shall provide written reports to the Organization board for the annual meeting and such other times as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

ARTICLE X. 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 the AAUW Bylaws.

Section 3. Contact. All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the 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 AAUW-affiliated entity shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed AAUW-affiliated entity meeting and board meeting.

Section 5. Property and Assets. The title to all property, funds, and assets is vested in the Organization's 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.

Section 6. Dissolution. In the event of dissolution of an AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the 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. All assets shall be used to promote the mission and activities that fulfill the intent of AAUW donors.

ARTICLE XI. BRANCH AND COMPARABLE AAUW ENTITY RESPONSIBILITIES TO THE STATE

Section 1. Branches and Comparable AAUW-Affiliated Entities.

Branches and comparable AAUW-affiliated entities shall submit organization dues, by any means stipulated in Organization policy and procedures, by June 30.

ARTICLE XII. 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 additional, 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 XIII. FINANCIAL ADMINISTRATION

Section 1. Administration. The Board of Directors shall have responsibility to:

- a. oversee the administration of finances, including preparation of the budget;
- b. oversee the management, acquisition, and disposition of the Organization's property and equipment in accordance with the bylaws;
- c. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

ARTICLE XIV. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Organization shall have at least one regular meeting each year to be known as the Organization Annual Meeting to conduct the business of the state organization. The annual meeting may include the election of president and/or co-presidents, finance, and communications officers; reports of officers, directors, and committees; and the transaction of any noticed business that may properly come before it. The time and date of the annual meeting shall be set by the Organization's Board of Directors.

Section 2. Convention. A convention of the Organization may be held in such place and time as designated by the Board of Directors.

Section 3. Special Meetings. Special meetings of the membership may be called by a vote of the Board of Directors and/or administrative officer or at the request of seven per cent (7%) of the membership.

Section 4. Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least thirty-one (31) days before the date of the meeting to all members.

Section 5. Voting.

- a. Each member of the Organization in good standing by the date of record prior to the voting, shall be entitled to vote on any item of business. The date of record is the last date on which a member may join and be able to vote in the next election, that is, thirty-one (31) days before the voting period opens.

- b. Members shall be entitled to vote on noticed business items by voice or paper ballot. Such vote may include election of the Board of Directors, amendments to the bylaws, and any other noticed business.
- c. Seven per cent (7%) of the members entitled to vote shall constitute a quorum.
- d. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that two-thirds (2/3) vote shall be required to adopt amendments to these bylaws.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of Delaware.

ARTICLE XVI. INDEMNIFICATION

To the maximum extent allowable by law, the Organization may, as determined from time to time by the Board of Directors, indemnify any person 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, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of the Organization. Every member of the Board of Directors, officer, or committee member of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the board, officer, or committee member of the Organization, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be adopted by the Organization's Board of Directors without a vote of the Organization's membership. Provisions of the Organization's bylaws not mandated by AAUW may be amended by a two-thirds vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least thirty-one (31) days prior to the applicable meeting.

Ratification Date: _____