BYLAWS of THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN of WILMINGTON, DELAWARE BRANCH, INC.

**ARTICLE I. NAME AND GOVERNANCE**

**Section 1.** Name. The name of the Affiliate shall be the American Association of University Women (AAUW) Wilmington, DE Branch, Inc., hereinafter known as the “Affiliate.”

**Section 2.** Affiliate**.** AAUW Wilmington, DE Branch, Inc. 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.

**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 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.

1. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW 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 60 days prior to the vote.
2. 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 who is no longer eligible for membership shall be removed from membership as soon as practicable losing eligibility.

**Article V. AAUW AFFILIATES
Section 1.** AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an Affiliate 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 Affiliates under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) Affiliates 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.** Affiliate.

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

1. 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 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 consistent 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.

1. Composition and Appointment. The Executive Committee will serve as the Nominating Committee.
2. 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, then the Board of Directors will appoint a replacement with the appropriate qualifications.
3. The nominating committee shall request suggestions for nominees from the membership and prepare a slate for each elective office to be filled. The number of nominees shall be decided at the discretion of the Nominating Committee. The names of the nominees for elective office shall be published and sent to every member at least thirty days prior to the meeting at which the slate will be presented. The slate will be presented at the Spring general meeting, at which time nominations may be made from the floor with the consent of the nominee.

**Section 2.** Elections.

1. Elections shall be held annually at the Spring general meeting or other designated meeting of the *Affiliate*, as deemed necessary by the Affiliate’s Board of Directors.
2. Elections shall be by secret ballot unless there is only one nominee for a given office, in which case a voice vote may be taken. Election shall be by a majority vote of those present and voting.

**ARTICLE IX. OFFICERS *AND DIRECTORS***

**Section 1.** Officers and Directors**.**

a**.** Elected Officers and Directors**.**The elected *O*fficers *and Board* shall be President, President-Elect (odd-numbered fiscal years), Past President (even-numbered fiscal years), Vice President for Programs, Vice President for Membership, Communications Officer, Financial Officer, and the *Chairperson* of the Trustees of the Scholarship and Memorial Fund.

b. Appointed Officers and Directors.  The appointed officers and directors shall be the chairpersons of the standing committees (excluding those chairpersons serving in elected positions – who are already officers and directors).  They shall be appointed by the President, based on recommendations from the elected officers and directors.

***Section 2****.  Duties.*

a.  *The elected and appointed**directors shall facilitate and promote the purpose and mission of AAUW.*   Specific duties are specified below and shall be performed as prescribed by these bylaws, the Affiliate’s Standing Rules, and the current edition of *Robert’s Rules of Order, Newly Revised,* consistent with the laws of the state of Delaware.  The *Affiliate* will annually provide AAUW with designated officers for administration and finance.

b**.** All officers shall submit an annual written report to the President.

c. The President shall be the official *administrative officer,* spokesperson, and representative for the *Affiliate*. The President shall be responsible for submitting such reports and forms as required by AAUW and the State Board.

d.  The President-elect shall spend the year in training to become President and shall be kept apprised of Affiliate issues.

e.  The Past President shall serve as mentor to the President during the President’s first year.

f. The Vice President for Programs shall organize programming for meetings, ensure that arrangements at meeting venues are appropriately planned and set up, chair the Programs Standing Committee, and perform such other duties as the President and Board shall direct.

g.  The Vice President for Membership shall oversee the recruitment of new members and retention of current members, oversee the maintenance of a membership database, chair the Membership Standing Committee, and perform such other duties as the President and Board shall direct.

h. The Communications Officer shall record, keep, and make available upon request the minutes of all business meetings and will also chair the Communications Standing Committee.

i. The Financial Officer shall be responsible for overseeing the collection, distribution, and accounting of the funds of the *Affiliate.*The Financial Officer shall be responsible for overseeing the collection of dues and proper remittance of them to AAUW and the State Board by the specified deadline, chairing the Finance Committee, overseeing preparation of the Affiliate’s annual budget, sending funds as donations to National AAUW above what is sent from dues*,* and performing such other duties as the President and Board shall direct.

**Section 3.** Terms of Office*.*

a.  Terms of Office. Officers shall serve for a term of two years, except the President-Elect and Past President who shall serve a term of 1 year. Terms continue until successors have been elected or appointed and have assumed office. No member shall be eligible to serve more than two consecutive terms in the same office.

b. Beginning of Terms.  The term of each officer and director shall begin on July 1.  The incoming or continuing administrative officer may call and hold a meeting of the incoming Board of Directors 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.  Directors are expected to attend all Board meetings.  Failure to attend at least 50% of regular Board meetings is a cause for removal from office, subject to the Affiliate’s process for removal.  An officer or director of the Affiliate may be removed by a two-thirds vote at an in-person meeting of the Board of Directors, in accordance with the Standing Rules.

**Section 4.** Vacancies.

a. All vacancies in office, excluding the president/*administrative officer,* shall be filled for the unexpired term by majority vote of the Board of Directors.

*b.* A vacancy in the office of the *administrative officer/*president shall be filled for the unexpired term by the President-elect. If the office of President-elect is vacant, or the President-elect is unable to succeed to the presidency, the Programs Vice President, or Membership Vice President, in that order, shall be asked to serve as President until a special election can be held.

**Section 5.**  Co-officers. Each office *except the Financial Officer* may be filled by co-officers who shall be considered as one voting member of the Board of Directors.

**Section 6.**  Rotation of Officers**.**  The terms of office shall be rotated, in accordance with the Standing Rules.

**ARTICLE *X.*  BOARD OF DIRECTORS**

**Section 1.** Members.The elected and appointed officers and directors shall constitute the Board of Directors. .This Affiliate must have at least five Directors and *a minimum of two separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs.  In addition, the Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed affiliate or affiliated entity meeting and Board meeting.*

**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 Affiliate; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, and these bylaws;

b. appoint standing committee members and such other board and committee members as may be designated;

c. act for the Affiliate between meetings of the membership;

d. adopt rules to govern its proceedings;

e. establish task forces or special committees as needed; and

f. determine date and location for any official meetings of the Affiliate**.**

**Section 3.**  Delegation of Power.  The Board may delegate to the Executive Committee such authority as it deems necessary and consistent with the bylaws.

**Section 4.**  Meetings.

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least threetimesa 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.  In the case of co-officers, each co-officer has one-half 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 at least 50% of the 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 XI. EXECUTIVE COMMITTEE**

**Section 1.** *Members***.** The Executive Committee shall consist of the elected officers of the Affiliate and the Chairperson of the Scholarship and Memorial Fund.

**Section 2.** *Powers and Duties.*

1. *The Executive* Committee may act for the Board between meetings of the Board and shall have such power and dutiesas may be delegated to it by the Board.
2. The Committee shallreport to the Board its work and actions.
3. The Committee shall serve as the Nominating Committee and abide by Article VIII and Standing Rules.
4. The Committee shall select the Named Gifts with recommendations from the Board.

**Section 3.** Meetings.  The Executive Committee shall meet at the call of the President or at the written request of three of its members, 14 days notice having been given.  The Executive Committee may conduct the meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting.  A member participating in a meeting by this means shall be considered to be present in person at the meeting.  An action of the Executive Committee will take effect if passed by the majority of its members.  In the case of co-officers, each co-officer has one-half vote.

**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 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 a majority of its members.

**ARTICLE XII. COMMITTEES**

**Section 1.** Standing Committees.

There shall be the following standing committees:  Programs, Membership, Public Policy, Finance, Communications, Book Room, and Scholarships.There may be additional standing or ad hoc committees as shall be considered necessary by the Board of Directors.

**Section 2.**  Committee Functions and qualifications shall be specified in the Affiliate’s Standing Rules.

**Section 3.** Special committees and Task Forces.   Special committees and task forces may be authorized by the Board of Directors, as necessary.  The chairs of such committees shall be appointed by the president with the consent of the Board.

**ARTICLE XIII. SCHOLARSHIP AND MEMORIAL FUND**

**Section 1.** A Scholarship and Memorial Fund shall be maintained as set forth in a trust agreement executed on May 7, 1962, to receive, manage and distribute all scholarship monies for the *Affiliate* and to give an annual accounting to the *Affiliate.*

**Section 2.** The Scholarship and Memorial Fund shall be administered by five trustees elected by the *Affiliate* for terms of three years on a rotating basis. The trustees must be members of AAUW.  No trustee shall serve more than two consecutive terms.

**Section 3.** The trustees shall select their own officers.

**Section 4.** If a vacancy should occur, the remaining trustees shall name an *Affiliate* member to complete the term or to serve until the next regular election, whichever is preferable. Either of these actions shall be taken only after the President of the *Affiliate* and the Membership Committee chair have agreed with the trustees as to the member to be named to fill the vacancy.

**ARTICLE.  XIV. FINANCIAL ADMINISTRATION**

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

**Section 2.** The annual *Affiliate* dues for individual members shall be specified in the *Affiliate’s* Standing Rules.

**Section 3.** Payment of additional dues shall be waived for a transferring member whose current dues have been paid to any Affiliate (branch).

**ARTICLE XV. MEETINGS OF THE MEMBERSHIP**

**Section 1.** General membership meetings shall be held throughout the year, as

specified in the Affiliate’s Standing Rules

**Section 2.** Onegeneral membership meeting 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 installing officers and receiving reports of officers and committees.

**Section 4.** Special Meetings may be called by the President, by the Board of Directors, or by the written request of twenty-five (25) members of the Affiliate. The membership shall be notified in advance of the time and purpose of such meetings.

**Section 5.** The quorum shall be l0% of the current membership.

**ARTICLE XVI. INDEMNIFICATION**

To the maximum extent allowable by law, the Affiliate 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 Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate may be indemnified by the Affiliate 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 Affiliate, 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 Affiliate 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 Affiliate’s Board of Directors without a vote of the Affiliate’s membership. Provisions of the Affiliate’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* 14 days *prior to the applicable meeting*.