

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

**ARTICLE I. NAME**

The name of this organization shall be the American Association of University Women, Wilmington, Delaware Branch, Inc., hereinafter called AAUW Wilmington, DE Branch, Inc. or the branch.

**ARTICLE II. GOVERNMENT**

The bylaws of the American Association of University Women, hereinafter called AAUW, shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the bylaws of AAUW. Every amendment to the bylaws of AAUW shall become effective and binding on this branch.

**ARTICLE III. PURPOSE**

**Section 1.** Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research.

**Section 2.** Policies and Program. In keeping with this purpose, the branch shall:

- a. promote equity, education, and development of opportunities for women and girls;
- b. contribute to the growth and advancement of AAUW;
- c. participate in development and promotion of AAUW policies and program through study, action and public policy advocacy in areas related to its purpose, including community, cultural interests, education, and international relations;
- d. support branch needs and promote positive societal change in the community;
- e. cooperate in AAUW state work.

**ARTICLE IV. USE OF NAME**

**Section 1.** Policies and Program. The policies and program of AAUW and the state 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.** 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.

**Section 3.** Violations. Violation of the Use of Name Policy shall result in action taken in accordance with AAUW policy.

**ARTICLE V. MEMBERSHIP**

**Section 1.** Individuals eligible to be admitted to membership are those holding an associate or equivalent, baccalaureate or higher degree from a regionally accredited educational institution, a degree from a foreign institution recognized by the International Federation of University Women (IFUW), or a foreign degree acceptable as a basis for admission by graduate schools at regionally accredited universities of the U.S.A. and who have paid dues (Association + State + Branch dues) on or before July 1 annually. The provisions set forth in this section are the sole requirements of eligibility and admissibility for membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of the branch. The branch member shall be entitled to vote, hold office, and participate in all branch activities and programs, and receive the publications distributed to all members.

**Section 2.** Paid life members of AAUW, as defined in the AAUW bylaws, Article IV, Section 3.a.(5)(a), who are branch members are required to pay annual state and branch dues.

**Section 3.** Any branch member who has paid AAUW dues for fifty (50) years shall become a Fifty Year Honorary Life Member, and shall thereafter be exempt from payment of AAUW dues.

**Section 4.** An undergraduate student enrolled in a regionally accredited educational institution shall be eligible for student affiliation with the branch upon payment of fees established by AAUW, state and branch board of directors. Student affiliates may attend branch, state and AAUW meetings and receive the publications distributed to all members. Affiliates may not vote nor hold office.

**Section 5.** A member whose dues remain unpaid after July 31 shall be dropped from membership.

**Section 6.** Associate members will not be admitted after July 1, 1957. Associate members shall not be AAUW members. To maintain associate status, AAUW members shall hold continuous membership without a break.

## ARTICLE VI. FINANCIAL ADMINISTRATION

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

**Section 2.** Each member shall pay a fixed amount for branch dues. The fixed amount may be changed at the annual meeting by a two-thirds vote of those present and voting provided written notice has been given to all the members thirty days prior to the meeting. The change will become effective the year following the next fiscal year.

**Section 3.** Dues are payable on or before July 1. After notification of nonpayment, a member still in arrears after July 31 shall be dropped.

**Section 4.** Payment of additional dues shall be waived for a transferring member whose current dues have been paid to any branch.

**Section 5.** A member of one of the national organizations or federations of IFUW, whose current dues have been paid and who is spending a period of a year or less in the U.S.A., may attend branch meetings without vote.

**Section 6.** Dues of new members may be paid at any time. The AAUW portion of dues paid by new members between January 1 and March 15 shall be one half the annual AAUW dues. The branch board of directors may set a reduction for branch fees.

**Section 7.** The annual budget shall be adopted by the board of directors for presentation at the annual meeting.

**Section 8.** The branch shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

## ARTICLE VII. OFFICERS

**Section 1.** There shall be officers to fulfill the functions of administration, program, membership, public policy, finance, Education Programs, and communications.

**Section 2.** The elected officers shall be president, president-elect, vice presidents for program and membership, secretary, treasurer and Trustees of the Scholarship and Memorial Fund.

**Section 3.** The appointed officers shall be Education, Public Policy, Bulletin, Education Programs & Advocacy Programs, Finance, Public Information, Scholarship and Awards, Nominating, Bylaws, Convention, and Book Sale. They shall be appointed by the president/president-elect.

**Section 4.** Officers shall serve for a term of two years, except the president-elect with a term of 1 year and the members of the Scholarship & Memorial Fund with a term of three years.

**Section 5.** No member shall be eligible to serve more than two consecutive terms in the same office.

**Section 6.** The incoming president may call a meeting of the incoming officers prior to July 1.

**Section 7.** A vacancy in office, excluding the president, or official representative, or co-president, shall be filled for the unexpired term by the board of directors. A vacancy in the office of 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 program vice president, or membership vice president, in that order, shall be asked to serve as president until a special election can be held.

## ARTICLE VIII. DUTIES OF OFFICERS

**Section 1.** Officers shall perform the duties prescribed by these bylaws, branch policies, and by the current edition of *Robert's Rules of Order, Newly Revised*.

**Section 2.** All officers shall submit an annual written report to the president.

**Section 3.** The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and state.

**Section 4.** The vice presidents shall perform such duties as the president and board shall direct.

**Section 5.** The secretary shall record and keep minutes of all business meetings.

**Section 6.** The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch. The treasurer shall collect dues and properly remit them to AAUW and state by the specified deadline. The treasurer shall send monies for the Education Programs and Advocacy Programs by the specified deadlines and shall keep separate ledgers for each type account.

#### **ARTICLE IX. NOMINATIONS**

**Section 1.** The nominating committee shall be chaired by the past president and shall consist of at least six members to be appointed by the outgoing executive committee for a maximum term of two years each on a rotating basis.

**Section 2.** The nominating committee shall request suggestions for nominees from the membership and prepare a slate for each elective office to be filled including trustees. The number of nominees shall be decided at the discretion of the nominating committee.

#### **ARTICLE X. ELECTIONS**

**Section 1.** The names of the nominees shall be published and sent to every member in the March *Bulletin* and the slate will be presented at the March general meeting at which time nominations may be made from the floor with the consent of the nominee.

**Section 2.** Elections shall be held annually at the April general meeting or any designated meeting of the branch.

**Section 3.** Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

#### **ARTICLE XI. ROTATIONS OF OFFICERS**

**Section 1.** President elect, vice president for membership, and secretary shall be elected in even numbered years.

**Section 2.** Vice president for program and treasurer shall be elected in odd numbered years.

**Section 3.** The president elect becomes president in the odd numbered year.

#### **ARTICLE XII. BOARD OF DIRECTORS**

**Section 1.** The board of directors shall include the elected and following appointed officers of the branch, Education, Public Policy, Bulletin, Public Information, Finance, Education Programs and Advocacy Programs and Scholarship and Memorial.

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

**Section 3.** Meetings of the board shall be held monthly, July through May, unless otherwise ordered by the board. Special meetings may be called by the president and shall be called upon request of one-half of the members of the board.

**Section 4.** The quorum of the board shall be a majority of its members.

#### **ARTICLE XIII. EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee shall consist of the elected officers.

**Section 2.** The committee may act for the board between meetings of the board and shall have such power and duties as may be delegated to it by the board. The committee shall report to the board its work and actions.

**Section 3.** The 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.

#### **ARTICLE XIV. 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 branch and to give an annual accounting to the branch.

**Section 2.** The Scholarship and Memorial Fund shall be administered by five trustees elected by the branch 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 a branch member to complete the term or to serve until the next regular election, whichever is preferable. Either of these actions should be taken only after the president of the branch and the nominating committee chair have agreed with the trustees as to the member to be named to fill the vacancy.

## ARTICLE XV. MEETINGS

**Section 1.** There shall be at least five 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 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 branch. The membership shall be notified in advance of the time and purpose of such meetings.

**Section 5.** The quorum shall be 10% of the current membership.

## ARTICLE XVI. COMMITTEES

**Section 1.** Standing committees shall be program, membership, public policy, finance, Education Programs, communications, webmaster, book sale, hospitality, bylaws and scholarships and awards.

**Section 2.** Special committees may be appointed by the president with the consent of the board.

## ARTICLE XVII. CONVENTIONS

The Convention Committee shall make recommendations to the board of directors concerning the level of branch financial support available to branch members who may wish to attend state or AAUW conventions.

## ARTICLE XVIII. PROPERTY

**Section 1.** The title for all property, funds and assets of the branch, whether incorporated or not, shall at all times be vested in the branch for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. The branch shall have complete control over the acquisition, administration and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

**Section 2.** In the event of the dissolution of the branch, all assets of the branch shall be transferred and delivered to an AAUW entity.

**Section 3.** Access to securities or other chattels of the branch shall be by the president or treasurer or such other person having been approved by the board of directors.

## ARTICLE XIX. FORFEITURE OF BRANCH STATUS

Conditions for loss of recognition of a branch are set forth in the AAUW bylaws, Article XI, Section 3.

## ARTICLE XX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition or *Robert's Rules of Order, Newly Revised* shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of the state or AAUW.

## ARTICLE XXI. INDEMNIFICATION

Every member of the board may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the branch board, 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 is entitled.

## ARTICLE XXII. AMENDMENTS TO THE BYLAWS

**Section 1.** Provisions of these bylaws not governed by the AAUW bylaws may be amended by a two-thirds vote of those present and voting at a general membership meeting provided written notice shall have been given to every member at least 14 days prior to the meeting.

**Section 2.** Prior to being voted on, proposed changes to the branch bylaws shall be sent to the state bylaws chair for approval.

**Section 3.** Amendments required by the AAUW to bring branch bylaws into conformity shall not require a vote of branch members, except that an incorporated branch shall take the take the necessary steps required by its articles of incorporation.

October 31, 2009

Date bylaws modified to bring branch bylaws into conformity with AAUW bylaws.