

Delaware ACE Women's NETWORK

Article I

Name

Section 1.01 Name. The name of the organization shall be Delaware ACE Women's Network.

Article II

Purpose

Section 2.01 Purpose. The purpose of the organization is to promote women's leadership roles in higher education by:

1. Identifying women leaders in higher education.
2. Developing their leadership abilities.
3. Encouraging the use of those abilities.
4. Advancing women's careers by linking them to other women and mentors.
5. Supporting the women throughout their careers.

Article III

Membership

Section 3.01 General Membership. General membership of the organization shall be open to women working for an institution or association of higher education who have paid their annual membership fee to be determined by the Executive Committee. There are two defined categories of membership:

1. Institutional Member Employees at a discount rate determined by the Executive Committee.
2. Non-member Institution Employees rate determined by the Executive Committee.

Section 3.02 Institutional Membership. Institutions of Higher Education operating within the State of Delaware and adjoining states may join the organization for an annual fee. Membership will allow:

1. Employee discount membership rate.
2. Institutions to send their employees to professional development events at a discounted fee.
3. Access to the Ace Network Delaware website with link to institution's homepage.
4. Representation on the Executive Committee.

Article IV

Executive Committee

Section 4.01 Definition. The business and affairs of the organization shall be governed and controlled by the Executive Committee. The Executive Committee with consist of:

1. Officers
2. Committee Chairs
 - A. Communication (public relations, marketing, outreach, e-communication/website)
 - B. Awards
 - C. Membership
 - D. Professional Development
 - E. Any other committees which the executive committee wishes to establish on an ad hoc or permanent basis (strategic plan, bylaws, etc.).
3. Institutional Representatives (may or may not be a committee chair/co-chair)

Section 4.02 Members. The Executive Committee shall consist of individuals recommended by the institutional members. Each Institution should recommend at least one individual and find that individual' s replacement should they resign their post. No one school shall have more than 2 voting members on the Executive Committee at any one time. Voting members should identify themselves at the first board meeting of the fiscal year. Additional members from the institution can serve on the Executive Committee and may vote if either of the voting members from the institution are not present.

Section 4.03 Meetings. The Executive Committee shall meet for general business meetings at least three (3) times a year as determined by the Executive Committee'. Notification of meetings shall be given at least one month before any Executive Committee Meeting.

Section 4.04 Attendance. It is expected that members of the Executive Committee will attend regularly scheduled meetings. Any member who consistently misses meetings and cannot participate in the activities of the committee should resign or may be asked by the executive committee to withdraw. The corresponding member institution will then recommend a replacement.

Section 4.05 Removal of Members. By a two-third vote of the Executive Committee, the Executive Committee may request the resignation of or removal of any member of the Executive Committee whenever it is in the best interests of the organization.

Section 4.06 Quorum. A majority of the members of the Executive Committee present shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

Article V

Officers

Section 5.01 Officers. The officers of the organization, all of whom shall be members of the Executive Committee and have such powers and duties as the Executive Committee from time-to-time may prescribe, shall be the:

- (1) President
- (2) Vice- President
- (3) Past-President(ex-officio)
- (4) Secretary
- (5) Treasurer

Section 5.02 President: Powers and Duties. The President shall preside at meetings of the Executive Committee and represent the Delaware Network to the National Committee.

Section 5.03 Vice-President: Powers and Duties. Shall perform the duties of the President when the President is not present. The vice-president is the president elect.

Section 5.04 Secretary: Powers and Duties. The Secretary shall keep the minutes of the meetings of the Executive Committee, and shall perform the duties and functions customarily performed by the secretary of a corporation.

Section 5.05 Treasurer: Powers and Duties. The Treasurer is a two year commitment and may be re-elected.

- (1) Render an account of the financial condition of the organization whenever called upon to do so;
- (2) Advise the Executive Committee in the preparation of the budget proposals;
- (3) Direct that the books and accounts of the organization follow standard accounting procedures.
- (4) A. For amounts over \$500.00, the Treasurer shall seek approval from another Officer prior to issuing a check.

Section 5.06 Officer Emeritus. The executive committee at their discretion may appoint a former officer who has provided meritorious service over time to the organization. This individual shall act in an advisory capacity to the Executive Committee.

Section 5.07 Delegation of Officer' s Duties. In the absence of any officer, the Executive Committee may delegate or authorize the temporary delegation of her powers or duties to any other member of the Executive Committee.

Section 5.08 Election of Officers. The officers shall serve as the nominating committee and will present nominations to the Executive Committee. Elections shall be held in May or June. The officers shall be elected by the Executive Committee but may not be elected for more than two (2) consecutive terms. The Vice President, President and Past-President shall serve one year terms beginning on July 1st and ending on June 30th. The Treasurer and Secretary shall serve two year terms beginning on July 1st and ending on June 30th.

Article VI

Records

Section 6.01 Corporate Records. The organization shall keep at its registered office in this State or at its principal place of business wherever situated an original or duplicate record of the proceedings of the Executive Committee, and the original or copy to its Bylaws, including all amendments and alterations thereto to date, and a register, giving the names and addresses of the Executive Committee Officers. The organization also shall keep complete and accurate books or records of account.

Section 6.02 Right of Inspection. Every member of the Executive Committee shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business, for any purpose reasonably related to the interest of such person as a member of the Executive Committee, books and records of account, and records of the proceedings of the Executive Committee, and to make copies of or extracts from such documents.

Section 6.03 Execution of Written Instruments. All contracts, deed, mortgages, obligations, documents and instruments, whether or not they require a seal, may be executed by the President and attested by the Treasurer or Secretary.

Article VII

Miscellaneous Provisions

Section 7.01 Indemnification of Officers. The organization shall, to the fullest extent permitted by law, 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 (and whether brought by or in the right of the organization) by reason of the fact that she is or was a committee member or an officer or an advisory panel member of the organization, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by her in connection with such action suit or proceeding.

Section 7.02 Fiscal Year. The fiscal year of the organization shall be from July 1 to June 30.

Article VIII

Irrevocable Dedication: Dissolution and Reversion

Section 8.01 Irrevocable Dedication. The organization is not organized, nor shall be operated for a pecuniary gain or profit. The property, asset, profits and net income of the organization are irrevocably dedicated to charitable purposes, and no part of the profits or net income shall inure to the benefit of any officer or member thereof. The property, assets and net income of the organization will be considered dedicated to a charitable purpose if the profit and net income (or in the case of dissolution, the assets) are distributed to another entity qualifying for exempt status under Section 501 (c) (3) of the code as further specified in Section 8.02.

Section 8.02 Dissolution. The organization may be dissolved only by a two-thirds vote of the members of the Executive Committee. Should the organization cease to exist and be dissolved, its property and assets the remaining shall be distributed among the member institutions.

Article IX

By-laws Changes

Section 9.01 By-law Changes. The By-laws may be changed by majority votes of the Executive Committee present and voting, providing a written notice is given 30 (thirty) days in advance.

Article X

Effective Date

Section 10.01 Effective Date. These by-laws shall take effect upon the adoption by the Executive Committee.

ADOPTED, the twelfth day of March, 2003; Revised, June 25, 2013; Revised September 10, 2015