

## **Proposed Bylaws Amendments and Restructuring Proposals 2007**

The following proposals and Bylaws amendments are presented by the Bylaws Committee in two sections. Section A addresses the proposed restructuring of AAUW. Section B addresses other issues and includes two proposed amendments that will not be considered if the restructuring amendments are adopted.

In Section A, the three restructuring proposals derive from extensive strategic planning during which the Association and Educational Foundation boards of directors examined the challenges AAUW faces in the immediate future. See the forthcoming article on the strategic process in the Spring/Summer 2007 issue of *AAUW Outlook* for an explanation of the rationale for the restructuring proposals. Background is also provided in the Strategic Process Joint Boards' Report, available in the Strategic Process section of the website, as well as in the article "Legacy, Mission, Vision," on page 27 of the Fall/Winter 2006 *AAUW Outlook* and also on the website.

The three proposals in Section A are as follows:

1. AAUW will transfer most of its assets and activities, other than those currently devoted to voter education, to the AAUW Educational Foundation, which would become the primary membership organization, effective July 1, 2009. Current AAUW members would then have membership in both organizations for the same dues amount. Revised Bylaws for the restructured organization would be presented to the members for approval in 2009.
2. The AAUW Bylaws will be amended to add a requirement that the AAUW and Educational Foundation boards of directors meet jointly during the 2008-09 year to ensure continued coordination and cooperation on the transition of the restructuring.
3. The Board of Directors of the restructured organization will be composed of the officer positions stated in the proposal. This proposal will allow the delegates to establish the 2009 Board composition so that candidates for the 2009 Board will know the available positions.

In Section B, the nine proposed amendments to the current AAUW Bylaws provide for removing previous service requirements for the executive vice president/secretary position, establishing separate finance vice presidents, filling vacancies in elected positions and clarifying maximum terms, restructuring the Nominating Committee, establishing an Audit Committee, voting on AAUW business by the members between conventions, and addressing AAUW's membership in the International Federation of Women.

Bylaws amendments originate with individual members, branches, states, Association committees, and the AAUW Board of Directors. The call for proposed amendments was published in the Spring/Summer 2006 *AAUW Outlook* and posted in the Member Center on AAUW's website. Bylaws Committee members met by conference call to consider the proposals submitted, and the proposed amendments are printed here for consideration by all members. Delegates will debate and vote on each proposal at the convention.

Adoption requires a two-thirds vote. Bylaws amendments also can originate from the convention floor, but their adoption requires a unanimous vote. The current AAUW *Charter and Bylaws* are located on the AAUW website under Member Center.

*Bylaws Committee members are Caroline Pickens (VA), chair; Jo Harberson (CA); Doris Martin (FL); Caroline Sedlacek (NE); Roger Sween (MN); Association President Ruth Sweetser (IL), ex officio; and Parliamentarian Coco Siewert (MI), consultant.*

## **SECTION A.**

### **1. RESTRUCTURE AAUW.**

*NOTE: This proposal will approve the adoption of a restructured organization but does not amend a specific section of the Bylaws.*

#### **Rationale**

The purpose of this proposal is to restructure AAUW into an entity better suited to addressing current challenges and taking the organization into the future. *Members are urged to read the article in the forthcoming Spring/Summer 2007 AAUW Outlook that details the process by which this decision was reached and the extensive rationale for the proposed restructuring.*

#### **Proposal**

1. The American Association of University Women, a Section 501(c)(4) nonprofit Massachusetts corporation, shall transfer the majority of its assets and activities to the AAUW Educational Foundation, a Section 501(c)(3) nonprofit District of Columbia corporation, effective July 1, 2009.
2. All members of AAUW shall become members of both organizations. The Foundation shall become the primary member organization and shall be renamed. Member dues shall cover membership in both organizations.
3. The 501(c)(4) corporate structure shall be continued for the purpose of voter education or related political activities.
4. The directors of the 501(c)(3) organization shall be elected at the biennial convention. The directors of the 501(c)(4) organization shall be appointed by the Board of the 501(c)(3) organization.

### **2. PROVIDE A TRANSITIONAL BOARD OF DIRECTORS.**

#### **Rationale**

Establishing a transitional Board of Directors by which the boards of both AAUW and the Educational Foundation will meet jointly will provide a smooth transition to the new governance structure in 2009, with the boards elected in 2007 actively participating in the

structure changes. If this amendment is adopted, the Educational Foundation Board of Directors will also amend its bylaws to reflect the transitional Board of Directors.

### **Current Bylaw**

#### **ARTICLE VII. ASSOCIATION BOARD OF DIRECTORS**

**Section 1. Members.**

**Section 2. Powers and Duties.**

**Section 3. Delegation of Power.**

**Section 4. Meetings.**

**Section 5. Voting Between Meetings.**

**Section 6. Quorum.**

### **Proposed Amendment**

Add to Article VII a new Section 7 as follows.

### **Proposed Amended Bylaw**

#### **Section 7. Transitional Board of Directors.**

- a. The boards of directors of the Association and the Educational Foundation for the 2007-09 biennium, including all elected and appointed officers and directors, shall meet jointly from July 1, 2008, until June 30, 2009, or until the successor members of the 2009-11 Board of Directors have been elected.
- b. All members of the boards of directors shall continue to have their assigned powers and duties in their respective organizations and shall assist in preparing for structure changes.

### **3. CREATE COMPOSITION OF THE BOARD OF DIRECTORS TO TAKE EFFECT JULY 1, 2009.**

*Note: This proposal is part of the restructuring process and does not amend a specific section of the current Bylaws.*

### **Rationale**

This proposal creates the composition of the officer positions of the new membership organization, which will constitute the Board of Directors for the restructured organization. This structure is designed to administer efficiently and effectively the programs and policies for the restructured organization. It provides the flexibility to appoint officers and Board members with needed expertise, including a finance vice president with the requisite background and skills for a restructured organization. This proposal also provides for the possibility of three terms on the Board of Directors to address turnover on the Board due to the current two-term limitation.

### **Proposal**

#### **Article. OFFICERS**

**Section 1. Officers.**

- a. Elected Officers. The elected officers shall be the president, vice president, and seven (7) directors-at-large. The president and vice president shall have served previously on the Association, Educational Foundation, or Legal Advocacy Fund Board of Directors.
- b. Appointed Officers. At the meeting of the incoming officers following the convention the elected officers shall appoint six (6) additional directors-at-large, three (3) of whom shall be members and three (3) of whom shall be external to the organization. A finance vice president, with the requisite skills, and a secretary shall be appointed from among the elected or appointed members. The finance vice president shall be or shall become a member.

**Section 2. Duties.** Officers shall perform the duties described by these Bylaws and by the parliamentary authority adopted by the organization.

- a. President. The president shall have the usual executive powers of supervision and management as may pertain to the office of president and such other powers and duties as designated by the Board of Directors and the Executive Committee, and shall execute, with the secretary of the corporation, all legal documents of the organization.
- b. Vice President. The vice president shall
  - (1) assume the office of the president in the event of a vacancy in that office;
  - (2) perform the duties of the president in all cases in which the president is unable to serve;
  - (3) assist in such matters as may be delegated by the president or the Board of Directors;
  - (4) serve as a member of any committee, except the Nominating or Audit committees, whenever designated by the president.
- c. Secretary. The secretary shall
  - (1) be responsible for the minutes of the organization;
  - (2) assist in such matters as may be delegated by the president or Board of Directors.
- d. Finance Vice President. The finance vice president shall perform the duties of the president in all cases in which the president and vice president are unable to serve. The finance vice president shall perform the duties usually pertaining to that office, shall serve as the chief financial officer of the organization, and shall
  - (1) serve as treasurer of the organization;
  - (2) serve as chair of the Finance Committee;
  - (3) serve as chair of the Advisers of the Fellowships Fund;
  - (4) be the custodian of the title deeds, business papers, and the bonds and other securities belonging to the organization;
  - (5) with the approval of the Board of Directors, make special arrangements with a recognized financial institution or institutions regarding investments in securities and their safekeeping.
- e. Directors-at-Large. The elected and appointed directors-at-large shall facilitate programs and policies that pertain to the mission of the organization.

**Section 3. Terms of Office.** [no change from current AAUW Bylaws]

- a. Terms of Office. The officers shall serve for a term of two years each or until their successors are elected and take office.
- b. Beginning of Terms. The term of each officer shall begin on July 1. The incoming or continuing president may call a meeting of the incoming Board of Directors or of the incoming Executive Committee prior to July 1.

**Section 4. Maximum Terms.**

- a. All officers shall be eligible for re-election or reappointment to the office or to another office for two additional terms.
- b. No member shall serve more than three consecutive terms in any combination of elected and appointed positions.
- c. The office of the president may be filled without regard to previous consecutive service and shall be limited to no more than two consecutive terms. [no change from current AAUW Bylaws]
- d. Service in any office for one-half or more of the term shall be considered a full term. [no change from current AAUW Bylaws]
- e. No member shall hold more than one position, elected or appointed, at any given time. [no change from current AAUW Bylaws]

**Section 5. Vacancies.**

- a. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the Board of Directors. [no change from current AAUW Bylaws]
- b. A vacancy in the office of the president shall be filled by the elected vice president.

**SECTION B.**

**4. REMOVE ELIGIBILITY RESTRICTIONS ON EXECUTIVE VICE PRESIDENT/SECRETARY.**

*NOTE: This proposed amendment will not be considered if the restructuring amendments are adopted.*

**Rationale**

As the AAUW Board of Directors has decreased significantly in size, a smaller and smaller pool exists for potential candidates for president and executive vice president/secretary. This is particularly true now that eight of the 10 elected regional directors and the elected committee chairs do not serve on the Board. Eliminating the requirement that the executive vice president /secretary have served previously on the Board would open the position to more members who are qualified to serve in this position but have not previously been on the Board. Qualified members serving in responsible national-level positions but not on the Board would become eligible.

**Current Bylaw**

**ARTICLE V. OFFICERS OF THE ASSOCIATION**

**Section 1. Officers.**

- a. Elected Officers. The elected officers of the Association shall be the president, executive vice president/secretary, finance vice president/co-finance vice president, five directors-at-large, and the Educational Foundation president. The president and executive vice president/secretary shall have served previously on the Association Board of Directors.

### **Proposed Amendment**

In Article V, Section 1.a., strike “and executive vice president/secretary” in the second sentence.

### **Proposed Amended Bylaw**

#### **ARTICLE V. OFFICERS OF THE ASSOCIATION**

##### **Section 1. Officers.**

- a. Elected Officers. The elected officers of the Association shall be the president, executive vice president/secretary, finance vice president/co-finance vice president, five directors-at-large, and the Educational Foundation president. The president shall have served previously on the Association Board of Directors.

### **5. CREATE SEPARATE FINANCE VICE PRESIDENT POSITIONS.**

*NOTE: This proposed amendment will not be considered if the restructuring amendments are adopted.*

### **Rationale**

As the duties of the finance vice president for the Association and for the Educational Foundation have become more complex through the years, it has become obvious that each board should have a separate finance vice president with the requisite skills and expertise for that particular corporation since each is subject to different IRS rules and regulations. As the current Bylaws stand, one person can be elected to serve as the finance vice president for both boards, which would be a difficult job for one person. Additionally, the alternative of co-finance vice presidents has usually meant that a person interested in serving one of the boards feels compelled to identify a co-finance vice president to serve the other board. Creating two separate positions would better serve both corporations. (If this amendment is adopted, the Educational Foundation Board of Directors has given notice that it will amend its bylaws to create the position of a finance vice president.)

### **Current Bylaw**

#### **ARTICLE V. OFFICERS OF THE ASSOCIATION**

##### **Section 1. Officers.**

- a. Elected Officers. The elected officers of the Association shall be the president, executive vice president/secretary, finance vice president/co-finance vice president, five directors-at-large, and the Educational Foundation president.

### **Proposed Amendment**

Strike “/co-finance vice president” in Article V, Section 1.a., line 2 and all subsequent references to “co-finance vice president.”

### **Proposed Amended Bylaw**

## **ARTICLE V. OFFICERS OF THE ASSOCIATION**

### **Section 1. Officers.**

- a. Elected Officers. The elected officers of the Association shall be the president, executive vice president/secretary, finance vice president, five directors-at-large, and the Educational Foundation president.

## **6. ESTABLISH MAXIMUM TERMS.**

### **Rationale**

The current Bylaws limit all elected positions except president to two consecutive terms. This means that off-Board regional directors and committee chairs who may wish to serve two terms in those positions are then prevented from running for the Board of Directors. This term limitation adds to Board turnover, depriving the Board of potential experience and knowledge and limiting its continuity and effectiveness. This proposed amendment would provide the flexibility of three consecutive terms, one or two of which could be served in an off-Board position.

### **Current Bylaw**

## **ARTICLE V. OFFICERS OF THE ASSOCIATION**

### **Section 4. Maximum Terms.**

- a. All elected officers shall be eligible for re-election to the office or for election to another office for one additional term.
- b. No member, except the president, shall serve more than two consecutive terms in any combination of elected positions. The number of years of combined consecutive service on the Association Board of Directors and the Educational Foundation Board shall be limited to six years, except for the service as president as provided in Article V, Officers of the Association.
- c. The office of the president may be filled without regard to previous consecutive service and shall be limited to no more than two consecutive terms.
- d. Service in any office for one-half or more of the term shall be considered a full term.
- e. No member shall hold more than one position, elected or appointed, at any given time.

### **Proposed Amendment**

In Article V, strike Section 4.a. and insert, “Members of the Board of Directors, including the two regional directors appointed by their peers to represent them on the Board, shall be eligible for re-election to that office or for election to another office for one additional term.”

In Section 4.b. strike “in any combination of elected positions.” after “terms” in the first sentence. Insert, “on the Board of Directors.”

Insert a new Section 4.d.: “The elected positions not serving on the Board of Directors shall be eligible to serve three consecutive terms in any combination of positions. Two terms may be served as regional director or elected standing committee chair and one term on the Board of Directors; or one term may be served as a regional director or elected standing committee chair and two terms on the Board of Directors.”

### **Proposed Amended Bylaw**

#### **ARTICLE V. OFFICERS OF THE ASSOCIATION**

##### **Section 4. Maximum Terms.**

- a. Members of the Board of Directors, including the two regional directors appointed by their peers to represent them on the Board, shall be eligible for re-election to that office or for election to another office for one additional term.
- b. No member, except the president, shall serve more than two consecutive terms on the Board of Directors. The number of years of combined consecutive service on the Association Board of Directors and the Educational Foundation Board shall be limited to six years, except for the service as president as provided in Article V. Officers of the Association.
- c. [no change]
- d. The elected positions not serving on the Board of Directors shall be eligible to serve three consecutive terms in any combination of positions. Two terms may be served as regional director or elected standing committee chair and one term on the Board of Directors; or one term may be served as a regional director or elected standing committee chair and two terms on the Board of Directors.
- e. [no change—current d.]
- f. [no change—current e.]

#### **7. FILL REGIONAL DIRECTOR VACANCY ON THE BOARD OF DIRECTORS.**

##### **Rationale**

While the Bylaws state that the presidents of the states affected fill a vacancy in the position of regional director, they do not clearly address how to fill a vacancy if one of the two regional directors elected by the other regional directors to represent them on the Board of Directors can no longer serve in that position. The Bylaws state that the Board fills vacancies on the Board, except that of president. Since the regional directors were the original electing body, however, it is logical and fair in the event of a vacancy that the regional directors recommend to the Board the regional director who represents them on the Board of Directors.

##### **Current Bylaw**

#### **ARTICLE. V. OFFICERS OF THE ASSOCIATION.**

##### **Section 5. Vacancies.**

- c. A vacancy in the position of regional director shall be filled by the presidents of the states in the affected region.

##### **Proposed Amendment**

Add a new sentence to Article V, Section 5.c.: “If a vacancy occurs in the position of the regional director appointed by the regional directors to represent them on the Association Board of Directors, the vacancy shall be filled by the Board upon recommendation from the regional directors.”

### **Proposed Amended Bylaw**

#### **ARTICLE V. OFFICERS OF THE ASSOCIATION**

##### **Section 5. Vacancies.**

- c. A vacancy in the position of regional director shall be filled by the presidents of the states in the affected region. If a vacancy occurs in the position of the regional director appointed by the regional directors to represent them on the Association Board of Directors, the vacancy shall be filled by the Board upon recommendation from the regional directors.

### **8. RESTRUCTURE THE NOMINATING COMMITTEE.**

#### **Rationale**

Currently, there is no consistency among the regions in the selection of Nominating Committee members, and there are no specific qualifications. Often members have little or no knowledge about regional members outside their own states, which poses difficulties for the committee in recruiting well-qualified candidates. This proposed amendment would create a stronger Nominating Committee with knowledge about qualified candidates in their regions, and perhaps other regions, and a willingness to spend time searching for candidates. Asking Nominating Committee candidates to submit an application stating experience and knowledge as related to the needs of the committee will provide consistency in selection as well. Broadening the candidate pool for committee chair to a member from any preceding Nominating Committee will present the Board with more choices.

#### **Current Bylaw**

#### **ARTICLE VI. NOMINATIONS AND ELECTIONS**

##### **Section 1. Nominating Committee**

- a. Composition. There shall be a Nominating Committee composed of one member elected from each of the regions and one member from the preceding Nominating Committee elected by the Association Board of Directors who shall serve one additional term as committee chair.
- b. Alternates. There shall be one alternate elected from each of the regions and an alternate committee chair elected by the Association Board of Directors, any or all of whom shall serve as committee members under conditions described in c.
- 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, that member shall be replaced by the designated alternate from that member’s region or, if the member is the committee chair, by the alternate committee chair.
- d. Election of Nominating Committee and Alternates.

- (1) Chair. Prior to each Association convention, the Association Board of Directors shall elect one member and one alternate from the current Nominating Committee to serve as chair and alternate chair of the ensuing Nominating Committee.
- (2) Members. At each Association convention the delegates from each region shall nominate and elect by plurality vote (from their respective region) one member who shall serve on the Nominating Committee and one alternate.

### Proposed Amendment

Strike all of Article VI, Section 1, except 1.c., which will become new 1.b. Substitute the following.

### Proposed Amended Bylaw

#### ARTICLE VI. NOMINATIONS AND ELECTIONS

##### Section 1. Nominating Committee.

- a. Composition. There shall be a Nominating Committee composed of one member and one alternate from each of the regions, appointed from applications received by the Board of Directors in consultation with the appropriate regional director and state presidents. One member from a previous Nominating Committee shall be appointed chair by the Board of Directors. No member shall serve more than two consecutive terms as chair.
- b. Resignation or Ineligibility. [no change—current c.]
- c. Election of Nominating Committee and Alternates.
  - (1) Chair. By July 1 of odd-numbered years the Board of Directors shall appoint a chair and an alternate chair from a previous Nominating Committee to serve as chair and alternate chair for the ensuing Nominating Committee.
  - (2) Members. By July 1 of odd-numbered years the Board of Directors, in consultation with the appropriate regional director and state presidents, shall appoint for each region one member of the Nominating Committee and one alternate from the applications submitted by a specified deadline.

## 9. FILL AN ELECTED CHAIR VACANCY.

### Rationale

The current Bylaws do not address filling a vacancy in off-board elected committee chair positions. This proposed amendment will clarify who has authority to fill the vacancy when an elected committee chair resigns or is unable to complete the term.

### Current Bylaw

#### ARTICLE IX. COMMITTEES OF THE ASSOCIATION

##### Section 1. Standing Committees.

- c. Committee Chairs.
  - (1) Elected Chairs.
  - (2) Appointed Chairs.

### Proposed Amendment

Add to Article IX, Section 1.c. “(3) Vacancies. A vacancy in the position of committee chair shall be filled by the Association Board of Directors.”

### **Proposed Amended Bylaw**

#### **ARTICLE IX. COMMITTEES OF THE ASSOCIATION**

##### **Section 1. Standing Committees.**

###### **c. Committee Chairs**

- (1) Elected Chairs. [no change]
- (2) Appointed Chairs. [no change]
- (3) Vacancies. A vacancy in the position of committee chair shall be filled by the Association Board of Directors.

### **10. ESTABLISH AN AUDIT COMMITTEE.**

#### **Rationale**

With the recent emphasis on financial oversight and assurance, there are many new regulations for nonprofits. The establishment of an Audit Committee separate from the Finance Committee will put AAUW in compliance with current regulations.

#### **Current Bylaw**

#### **ARTICLE XIII. FINANCIAL ADMINISTRATION**

##### **Section 1. Administration.**

##### **Section 2. Fiscal Year.**

##### **Section 3. Finance Committee of the Association Board of Directors.**

##### **Section 4. Fellowships Fund.**

##### **Section 5. Dissolution.**

#### **Proposed Amendment**

Insert in Article XIII a new Section 4 as follows.

**Section 4. Audit Committee of the Association Board of Directors.** The Audit Committee shall be appointed by the Association Board of Directors. Composition and duties of the committee shall be stated in policies and working rules adopted by the Board of Directors.

[Renumber subsequent sections.]

#### **Proposed Amended Bylaw**

#### **ARTICLE XIII. FINANCIAL ADMINISTRATION**

##### **Section 1. Administration. [No change]**

##### **Section 2. Fiscal Year. [No change]**

##### **Section 3. Finance Committee of the Association Board of Directors. [No change]**

**Section 4. Audit Committee of the Association Board of Directors.** The Audit Committee shall be appointed by the Association Board of Directors. Composition and duties of the committee shall be stated in policies and working rules adopted by the Board of Directors.

**Section 5. Fellowships Fund.** [No change; renumbered]

**Section 6. Dissolution.** [No change; renumbered]

## **11. PROVIDE FOR VOTING ON AAUW BUSINESS BY ALL MEMBERS BETWEEN CONVENTIONS.**

### **Rationale**

As AAUW seeks to become a more responsive and equitable organization, this proposal would enable all members to have a voice in the decision-making process. The proposed amendment would provide for voting between conventions if there is compelling business that should be addressed by the membership. Current Article XVI. Association Convention, Section 1, provides for possible voting by mail if a state of emergency prevents holding the convention. The proposed amendment would allow for mail or electronic balloting at any time and specifies that each member in good standing would have a vote. The quorum of 2,500 ballots cast was selected because that is approximately the full voting strength at current AAUW conventions. Members who receive ballots from their collegiate alumni associations or professional organizations for the election of officers and changes in bylaws will be familiar with the system that AAUW will employ.

### **Proposed Amendment**

Add a new Article XVII. Association Member Voting Between Conventions, as follows. [Subsequent articles will be renumbered.]

## **ARTICLE XVII. ASSOCIATION MEMBER VOTING BETWEEN CONVENTIONS.**

**Section 1.** The Association Board of Directors, by a two-thirds vote, may submit a call to the membership for a vote by mailed or electronic ballot. The call shall be communicated to each member, and the ballot will be available to those whose Association dues are current. At least 2,500 ballots must be cast for a vote to be counted. The ballot shall remain open for a minimum of 45 days.

**Section 2.** The call for a vote may pertain to the election of officers of the Board of Directors, standing committee chairs, and regional directors. It may also pertain to the adoption or amendment of resolutions, the public policy program, or amendments to the Bylaws. The vote requirements shall be the same as those prescribed by these Bylaws for votes taken at convention.

**Section 3.** The vote shall be conducted under the supervision of the secretary of the Association Board of Directors. The system and policies to be used for the conduct of the vote shall be adopted by a two-thirds vote of the Board of Directors and shall be made available to the membership.

## **12. ADDRESS AAUW'S STATUS WITH THE INTERNATIONAL FEDERATION OF UNIVERSITY WOMEN.**

## Rationale

AAUW was a founding member of the IFUW nearly 90 years ago. In the past 30 years, however, there have been disputes over the high assessment of dues AAUW is expected to pay to IFUW, and recent negotiations have not been successful. For financial reasons, AAUW has been unable to pay its dues for three years, a sum of approximately \$1 million. Because of financial constraints and changing times, the value of IFUW to AAUW has been greatly diminished when compared to the annual dues AAUW is expected to pay. Removing reference to IFUW in the Bylaws still enables AAUW to remain a member until Dec. 31, 2007, albeit not in good standing because of the dues arrearages. The AAUW Board of Directors has complied with the 2005 convention resolution to do everything possible to remain a member of IFUW. AAUW retains a strong commitment to global issues and continues to be a leader in funding for international scholars, to maintain an International Affairs Committee and programming, and to have its own observer at the United Nations.

## Current Bylaw

### **ARTICLE XIX. INTERNATIONAL FEDERATION OF UNIVERSITY WOMEN**

**Section 1. Membership.** The Association shall be a constituent dues-paying member of the IFUW and, as such, its members who qualify shall be IFUW members.

### **Section 2. Representation at Conferences.**

- a. Voting Delegates. The voting delegates to IFUW conferences and their alternates shall be elected by the Association Board of Directors.
- b. Official Representation. The president of the Association, who shall be the AAUW representative on the IFUW Council, shall be the official representative and the channel of communications between the Association and the IFUW, and shall report to the Association Board of Directors at its meetings and to the Association convention.

## Proposed Amendment

Strike all of Article XIX. International Federation of University Women.  
[Renumber the subsequent articles.]

*NOTE: If this proposed amendment is adopted, the duty of the president to represent AAUW on the IFUW Council will be automatically struck from Article V. Officers of the Association, Section 2. Duties., a. President., (4). Article IV. Membership and Dues, Section 3. Basis of Membership, and Article XII. Branches, Section 3. International Reciprocity, will remain as a courtesy.*