

**NATIONAL ASSOCIATION OF CAREER WOMEN
NATIONAL BYLAWS**



National Bylaws

Updated – August 2022



**NATIONAL ASSOCIATION OF CAREER WOMEN
NATIONAL BYLAWS**

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Article I

NAME, STATUS, AND POWERS

Section 1. Name and Location. The name of this organization shall be NACW or National Association of Career Women. Office of the Association shall be located in Michigan and/or such other localities as may be determined by the Board of Directors.

Section 2. Status. It shall be a non-profit, non-sectarian, non-partisan, non-union corporation incorporated in the State of Michigan.

Section 3. Powers. The Association shall have the powers granted to corporations not for profit under the laws of the State of Michigan, which are necessary or convenient to affect any and all purposes for which the corporation is organized. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual. Nor shall this organization raise funds for charities or any other organization or individual.

Article II

PURPOSE AND OBJECTIVES

Section 1. Purpose. The purpose of NACW (National Association of Career Women) shall be to promote the concept and the objectives of the local Chapters at a National level.

Section 2. Objectives. The objectives of NACW and its Chapters shall be:

1. Provide a forum for the exchange of ideas and experiences.
2. Work collectively toward the promotion and career development of women.
3. Recognize women and their achievements.
4. Educate members and the public about opportunities available to women.
5. Hold monthly luncheon meetings that feature informative, motivating speakers.

This Association may assist any organization which has objectives in harmony with the purpose and objectives of NACW.

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Article III

CHAPTERS

Section 1. Authorization to Charter. For the mutual benefit of all, for the advancement of career women and in order to further the objectives of the NACW, the Board of Directors shall charter groups of career women as Chapters of NACW on a geographical or counterpart basis according to territorial limits established by the Board. The Board of Directors shall have the power to establish such terms and conditions of Chapters, as it considers desirable.

When a local Chapter already exists within a city, county, or area of the city or county, the application for another charter shall include a Statement of Agreement to charter a new Chapter from those existing Chapters upon approval from the National Board.

Section 2. Minimum Size. A minimum of 15 persons will be required to charter a local Chapter. Once a Chapter is chartered, the Chapter must increase its size by 5 per year until it attains 25 members. A minimum of 25 members is required to maintain Chapter status. Should a Chapter fail to meet this requirement with paid members by December 31, the National Board is to be informed no later than January 15 and the Chapter is to be put on probation. During the probationary period, the National Board is to work closely with the Chapter Board to determine problem areas and to increase membership. During the six-month probationary period, all funds in the Chapter or operating unit treasury shall become the property of the National Board and the National Board must approve all expenditures. If at the end of the six-month period, membership has not met the minimum 25 members, the Chapter will be dissolved, and any remaining funds will be turned over to the National Board.

Section 3. Charter Acceptance. By accepting a charter each Chapter agrees to comply with the National and Chapter Bylaws, and the Chapter Policies and Procedures Manual.

Section 4. Chapter Charter Suspension/Revocation. Charters of Chapters or other operating units may be suspended or revoked by resolution of the National Board of Directors at any time in such manner and after such investigation, as the National Board of Directors may deem necessary. Upon revocation of a charter, all funds in the Chapter or operating unit treasury and all Chapter or other operating records shall be delivered to the National President as specified and agreed upon in the Chapter Chartering Agreement.

Section 5. Dissolution. Chapters that have voted to dissolve their membership shall give notification to the National Board of Directors. All funds in the Chapter or operating unit treasury and all Chapter or other operating records shall be delivered to the National President as specified and agreed upon in the

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Chapter Chartering Agreement. The chapter funds shall be held in escrow for one year after dissolution should the chapter decide to reassemble.

Article IV

MEMBERSHIP

Section 1. Qualifications. Membership in this Association shall be open to individuals active in their career and/or community involvement or college/university students pursuing a professional degree.

Section 2. Regular Membership. A regular member is an individual active in their career, a college student pursuing a business career, or others (retirees, etc.) focused on community involvement; displays high standards of personal and professional conduct; and promotes the continuing interaction and advancement of other NACW members.

A regular member can vote and will receive all rights and privileges afforded an NACW member.

Section 3. Lifetime Membership. The National Board of Directors along with a local Chapter board, may award a Lifetime Membership to an individual or member who has continually performed outstanding service for the organization, when deemed appropriate. No dues are to be paid by the member or to the National Board. Qualifications must be met which are outlined in the Chapter Policies and Procedures.

Section 4. Application for Membership. Applicants for membership shall complete and sign the form of application provided by the National Board of Directors and submit the application to the local Chapter. If applicant meets all requirements as set forth in these Bylaws, that application must be accepted without discrimination of age, sex, race and religion or National origin.

Section 5. Removal. The Board of Directors for cause may remove members of any classifications from membership by two-thirds vote. For any cause other than non-payment of dues, removal shall occur only after that member has been given reasonable opportunity for defense; and such member, if removed, may appeal the decision of the local Chapter Board to the National Board not later than the next National Annual Meeting, providing that notice of intent to appeal is provided to the President at least ten (10) days in advance of the meeting.

Section 6. Reinstatement. A former member desiring a continuous membership record may be reinstated on showing proof of qualification and paying all dues in arrears. If, however, a continuous membership record is not desired, the member may be reinstated on showing proof of qualification and paying current year's dues.

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Section 7. Resignation. Any member may resign but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Article V

BOARD MEETINGS AND VOTING

Section 1. Meetings. The National Board of Directors shall have a minimum of 4 board meetings per fiscal year. More meetings will be held as deemed necessary by the Executive Committee or by the National President.

Section 2. Annual Meeting. The Annual Meeting of the Association shall be held each year in October at such time and place as may be determined by the Board of Directors. The purpose of this Annual Meeting shall be to elect the Board of Directors and to transact other business to be legally brought before the Association. ***This meeting is mandatory.***

Section 3. Special Meetings. Special meetings of the Association may be called by the President or the Board of Directors at any time; or shall be called by the President within thirty (30) days upon receipt of a written request by fifty (50) percent of the Chapters. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 4. Notice of Meetings. Written notice of any meeting of the Association shall be mailed or emailed to each Chapter and each Chapter's members, not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 5. Conducting Business. The board may conduct its business in writing, by telephone, virtual platform, or any other means which the Board of Directors in their sole discretion deems to be appropriate. Action taken shall constitute a valid action of the Board when a majority of such Officers subsequently in writing or via virtual platform, indicate themselves in agreement.

Section 6. Voting. Voting rights of a Director shall not be delegated to another nor exercised by proxy.

Section 7. Quorum of the Board. At any meeting of the Board of Directors a majority of the Directors shall constitute a quorum for the transaction of business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

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Section 8. Quorum for Annual & Special Meetings. A majority of the members present shall constitute a quorum and shall have the power to transact the business at an Annual Meeting or any Special Meeting of the Association. The Annual Meeting of the Association may be adjourned from time to time until the Association's business is completed, and no further notice of any such adjourned meeting shall be necessary.

Section 9. Certification of Members Entitled to Vote. For purposes of determining the number of qualified members entitled to notice of and to vote on behalf of their Chapter, each Chapter shall provide a list of the membership in the form required by the Board of Directors. The Chapters shall mail or email the membership list so that it is received by a date established by the National Board which is not more than sixty (60) nor less than twenty (20) days before any Annual or Special Meeting. When a determination of members entitled to notice of or to vote at such meeting has been made, as provided in this Section, the determination applies to any adjournment of the meeting, unless the board fixes a new record date under this Section for the adjourned meeting.

Section 10. Cancellation of Meeting. The Board of Directors may cancel any Annual or Special Meeting for cause if consent in writing is obtained from a majority of the members. Any action required or permitted by Statute to be taken at an Annual or Special Meeting of the members may be taken without a meeting, and without prior notice. In the event of cancellation of the Annual Meeting, the business of the organization must be conducted as prescribed in the Bylaws and by Statute.

Article VI

BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body of this Association shall be the National Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively pursue its objectives and supervise the disbursement of funds. The Board shall establish territorial limits as a basis for the Chapters and shall take other actions reasonably necessary to ensure fair representation to each Chapter member at all Annual and Special Meetings of the members. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. Composition. The National Board of Directors shall consist of the President, Vice President, Treasurer, Secretary, and up to eight (8) regular voting members of the Association who will be known as Directors.

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The immediate Past President may serve in a non-voting advisory capacity to the Board of Directors. This is not an elected position. At a Board of Directors meeting her presence shall not be counted in determining quorum.

Section 3. Qualifications for Board of Directors. Any regular member shall be eligible for nomination and election to the Board of Directors provided that she shall have been a member in good standing for a minimum of two (2) years, unless her Chapter shall have been newly chartered within the previous year.

Any nominee for President must be a regular member in good standing who has served as a member of the National Board of Directors for at least one year prior to her elective term in office. Any regular member shall be eligible for nomination and election to any other national elective office of this Association, provided that she shall have been a member in good standing for a minimum of two years.

Section 4. Nomination and Election of Officers. The nomination and election of Directors shall be in accordance with procedures specified in Article X.

Section 5. Term of Office. Each elected Director shall take office immediately upon installation and shall serve for a term of two (2) years or until her successor has been elected and assumes office.

A term is defined as two (2) years.

Section 6. Re-election. Each Director shall be eligible for re-election to the same office for one additional term. After serving two (2) consecutive terms in the same office, the Director shall be eligible for re-election to that office after two (2) terms have passed.

Section 7. Resignation. A Director may resign by written notice to the President of the National Board, with a copy to the Secretary. The resignation is effective upon its receipt by the Board, or at a subsequent time as set forth in the written notice of resignation.

Section 8. Absence. Any elected Director who shall have been absent from (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; however, the Board of Directors shall consider each absence of an elected Director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 9. Removal. The Board of Directors may in its discretion, by affirmative vote of a majority of its members remove any Director for cause and may fill the vacancy for the unexpired term.

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Section 10. Vacancies on the Board. With the exception of the office of President, whose duties may be assumed by the Vice President, the Board of Directors may fill any vacancy occurring on the Board of Directors between Annual Meetings. A Director so elected to fill a vacancy shall serve the unexpired term of her predecessor.

Section 11. Compensation. The Board of Directors shall not receive any compensation for serving the board including but not limited to reduced membership dues.

Article VII

EXECUTIVE COMMITTEE

Section 1. Authority and Responsibility. The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws or as otherwise prohibited by statute, pursuant to the delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification by mail, email or at the next Board meeting.

Section 2. Composition. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The President shall serve as Chairman of the Executive Committee.

Section 3. Quorum – Call of Meetings. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the Vice President on request of two (2) members of the Executive Committee.

Section 4. Vacancies. Any vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article VI, Section 10. Any committee member so elected to fill a vacancy shall serve the unexpired term of her predecessor.

Section 5. Executive Staff Appointment. The Board may employ or contract with an individual to serve as Executive Director and whose terms and conditions of employment the Board shall specify and whose employment or contract may be terminated by the Board.

Section 6. Authority and Responsibility. The Executive Director shall be the chief executive of the Association responsible for all management functions. She or he shall manage and direct all activities of the Association as prescribed by the Board of Directors and shall be responsible to the Board. She or he shall employ and may terminate the employment of members of a staff necessary

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to carry on the work of the Association and fix their compensation within the approved budget. As Executive Director, she or he shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in her or his judgment, be in the best interest of the Association.

Article IX

DUTIES OF EXECUTIVE COMMITTEE

Section 1. President. The President shall be the principal Executive Officer of the Association and shall in general supervise all the activities, business, and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper Officer of the Association authorized by the Board of Directors, documents or instruments which the Board of Directors has authorized to be executed except in cases where the signing or execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by Statute to some other Officer or agent of the Association; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. Vice President. In the absence of the President or in the event of her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 3. Secretary. The Secretary shall keep all permanent records of the meeting minutes and treasurer reports after being approved by the board in paper and/or electronic format. They will also be recorder of the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and all documents, the execution of which on behalf of the corporation is duly authorized in accordance with the provisions of the Bylaws; keep a register of the post office address of each Chapter and of each member which shall be furnished to the Secretary by the Chapter or such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4. Treasurer. The Treasurer shall be the principal financial officer of the Association. The Treasurer shall have custody of all funds and property of the Association and shall deposit all funds and property of the Association in accordance with the provisions of these Bylaws or as otherwise established by the Board of Directors. The Treasurer shall prepare and submit a statement of

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the financial condition of the Association at all regular meetings of the Board of Directors and at the Annual Meetings of members and at such other times and in such manner as the Board of Directors may require. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or the Board of Directors.

Article X

NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee; Nominations. The President shall, not less than five (5) months prior to the date of the Annual Meeting of members, appoint a Nominating Committee Chairperson for the purpose of selecting a committee of not less than four (4) members, nor shall any Chapter be represented by less than two (2) members on this committee. The purpose of this committee is to adapt a slate of nominees for each of the positions to be filled by election at such Annual Meeting, as provided by these Bylaws. Chapters shall be notified that each has the right to submit to the Nominating Committee, a name for each of the positions, not less than ninety (90) days prior to the Annual Meeting. Any person so nominated shall have given their prior consent to nomination and election as such Director and shall meet the established qualifications.

Section 2. Independent Nominations. Independent nominations for Directors may also be made, with each nominee endorsed with the names of not less than ten (10) members of the Association, if received by the Nominating Committee, with a copy to the Secretary, not less than ninety (90) days prior to the Annual Meeting. Any persons so nominated shall have given their prior consent to nomination and election and shall meet the established qualifications. All such independent nominations shall be given consideration by the Nominating Committee.

Section 3. Nominees. Names of the Directors so nominated shall be presented to the Chapters not less than thirty (30) days prior to the Annual Meeting. Nominations will be accepted from the floor at the Annual Meeting provided that the nominee is present.

Section 4. Elections. Each member entitled to vote shall be entitled to cast one (1) vote for each of the positions to be filled by election as set forth in these Bylaws. Such votes may be cast only for the nominees designated in accordance with Section 3 of this Article XI. The nominee receiving the largest number of votes for each of the positions shall be declared elected.

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Article XI

DUES

Section 1. Establishment of Dues. Dues to the National Association shall be established by the National Board of Directors.

Section 2. Delinquency and Cancellation. Renewing Members not paid in-full by December 31 will be considered and charged as a new member. It is recommended that Chapters notify a member prior to being dropped from the membership list and the consequences of non-payment.

Section 3. Refunds. No dues shall be refunded to any member.

Article XII

FISCAL YEAR AND FINANCIAL REQUIREMENTS

Section 1. Fiscal Period. The Board of Directors shall establish the fiscal period of the Association as running October 1 through September 30.

Section 2. Budget. With recommendation from the appropriate committees, the Board shall adopt in advance of the next fiscal period an annual operating budget covering all activities.

Section 3. Contracts. The Board of Directors may authorize any Director or Directors to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the President or Treasurer.

Section 5. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in a bank or trust company located in the City of _____ as approved by the Board of Directors.

Section 6. Recording. The Association shall keep correct and complete books and records of accounts which will be reflected in the monthly Treasurer's report which has been approved by the Board of Directors. Chapters are responsible to submit a copy of approved treasurer and secretary reports to National each month a meeting is held.

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Article XIII

SPECIAL COMMITTEES

Section 1. Appointment. The President shall have the power to appoint such other committees, subcommittees, or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the President shall prescribe the duties of any such committee.

Section 2. Term of Office. Each member of a committee shall continue as such until the next Annual Meeting is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Vacancies. Vacancies in the membership of any Committee may be filled in the same manner as provided in this Article XIII for the appointment of the original membership of such Committee. Any Committee member so elected to fill a vacancy shall serve the unexpired term of her predecessor.

Section 4. Quorum. Unless otherwise provided in the Board resolution or direction of the President, as the case may be, through which a committee was designated, a majority of such committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article XIV

WAIVER OF NOTICE

Section 1. Notices. Whenever any notice is required to be given under the provisions of the laws of the State in which the main office is located, or under the provisions of the Articles of Incorporation or Bylaws of the Association, a waiver thereof in writing, signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to give of such notice.

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Article XV

DISSOLUTION

Section 1. Funds. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article XVI

AMENDMENTS

Section 1. At Annual Meeting of the Members or by Board of Directors. These Bylaws may be amended by the Board of Directors in accordance with the applicable statute. Any amendments to the Bylaws made by the affirmative vote of the majority of the Board of Directors may be amended, altered, changed, added to, or repealed by a majority of the voting members at any Annual Meeting, or at any special meeting of the members called for the purpose.

Section 2. At Special Meeting of the Members. These Bylaws may also be amended at any special meeting of the members. Notice of such meetings shall be served upon the Chapters at least forty-five (45) days before such meetings and a copy of the proposed amendment or an abstract of the substance thereof in detail sufficient to fully inform the members of the nature of the proposed amendment shall accompany the notice.

Section 3. Vote Required. All amendments shall be adopted by the majority vote of such qualified voting members present in person or via virtual platform at such meetings. Amendments adopted by the Board of Directors shall be adopted by the majority vote of the members of the Board of Directors.