



NATIONAL ASSOCIATION OF WOMEN JUDGES

BYLAWS

Revised: October 9, 2016

ARTICLE I - PRINCIPAL OFFICE

The principal place of business of the National Association of Women Judges (“the organization”) shall be the national office as designated by the Board of Directors.

ARTICLE II - PURPOSES

The organization is organized and operated exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, including the following specific educational and charitable purposes:

- (1) To promote equal access to justice for vulnerable populations and to ensure fairness and gender equality in our judicial system;
- (2) To conduct and sponsor educational conferences and seminars, and to develop and distribute educational materials, for the benefit of judges and other interested persons;
- (3) To promote judicial leadership through education and the development of supportive judicial networks;
- (4) To promote the selection and advancement of women judges, to educate the public and decision makers about the importance of selecting a diverse judiciary that reflects the make-up of society at large, to compile information about the numbers of women serving on the bench, and to study and eradicate the impediments to their selection or advancement;
- (5) To promote the selection of judges who are not members of clubs or associations which invidiously discriminate on the basis of sex, race, religion, national origin, age, socio-economic status or sexual orientation;
- (6) To educate and sensitize all judges to social, economic, psychological, and scientific factors that disproportionately or adversely affect women and children in the judicial system;
- (7) To do all things necessary and proper to accomplish these and similar purposes.

ARTICLE III - MEMBERSHIP

Section 1. Voting Members

Any person who holds or has held a judicial position requiring admission to the practice of law in the United States or its territories is eligible to be a voting member and hold office, upon timely payment of dues. A voting member can be a sitting judge, a life member judge if otherwise eligible, or a retired judge, including those who have taken senior status.

Section 2. Associate Members

Any person who holds or has held a judicial position not requiring admission to the practice of law in the United States or its territories or who has held a judicial position but is no longer holding the position due to resignation, loss of election or otherwise being terminated is eligible to be an associate member but may not vote or hold office.

Section 3. Life Members

Any member may become a Life Member by making a one-time contribution in an amount set by the Board of Directors. Life members shall not be assessed any future dues for these membership privileges. Life members are eligible to vote and to hold office if they are otherwise eligible to do so.

Section 4. Amicus Judicii

A person who is not otherwise eligible for membership but who supports the purposes and activities of the organization may become an Amicus Judicii upon application and payment of dues in an amount set by the Board of Directors. Amicus Judicii members include lawyers, law clerks, law students and other friends of NAWJ. They are not eligible to vote or hold office.

Section 5. Honorary Members

Honorary Memberships, for the period of one year, may be given to a person selected by the organization, and approved by the President. Honorary members do not pay dues and are ineligible to vote or hold office.

Section 6. Non-Voting Members

All non-voting members shall have the right to be appointed to serve on any committee of the organization except the Executive Committee.

ARTICLE IV - DUES

Section 1.

Dues for each category of membership and for subscribers, as set forth in Article III, shall be in such amount per year as set by two-thirds vote of the Board of Directors. Dues shall run for a full year commencing from the month joined.

Section 2. Life Members

Any member in good standing may become a Life Member by making a significant one-time contribution in an amount set by the Board of Directors. Life members shall not be assessed any future dues for these membership privileges. Life Members are eligible to vote and to hold office if they are otherwise eligible to do so.

Section 3. Subscribers

Any organization or any person not eligible for membership may receive copies of the organization's newsletters and other mailings upon payment of an annual subscriber fee set by the Board of Directors.

ARTICLE V - MEETINGS AND OTHER MISCELLANEOUS PROVISIONS

Section 1.

There shall be one (1) general membership meeting annually (herein referred to as the "Annual Meeting"). The time and place for that meeting shall be determined by the Board of Directors.

Section 2.

Special meetings may be called by the Board of Directors or upon written request to the Board of Directors signed by one hundred (100) voting members of the organization. In addition, the various committees may set meetings at their convenience.

Section 3.

Elected District Directors shall call at least one (1) general meeting of members within their district(s) prior to the Annual Meeting. All bylaws and activities of the districts must be consistent with the purposes and policies of the organization. District bylaws must be approved by the Board of Directors. Each District shall prepare written reports that describe the District's programs, fundraising and other activities. The reports shall be submitted to the Board of Directors twice yearly as they shall direct.

Section 4.

Written notice stating the place, day, and time of the Annual Meeting shall be mailed to each member in good standing by or at the direction of the Board of Directors or one of its officers. Notices shall be mailed to the addresses of members appearing on the records of the organization not less than thirty (30) days before the date of any meeting.

Notices of committee meetings will be sent to the members of the committee at the addresses provided. Others wishing to be placed on the mailing list for various committees will also be notified. Notices of committee meetings will be sent fifteen (15) days before the date of any such meeting. The purpose or purposes for which a special meeting is called shall be stated in the notice.

Section 5.

A quorum for the purpose of transacting any business at an Annual Meeting shall consist of twenty percent (20%) plus one (1) of the voting members in good standing attending the meeting.

Section 6.

Proxy voting will not be allowed at Annual Meetings, except that members registered for and attending the organization's annual conference during which the Annual Meeting takes place may, if required to leave early, cast an early vote if allowed by rules adopted for the conduct of the Annual Meeting.

Section 7.

Members of the Board of Directors and members of committees may participate in Board or committee meetings through use of conference telephone, e-mail or similar communications equipment.

Section 8.

Every member of the Board of Directors, officer or employee of the organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board of Directors, officer, or employee of the organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board, officer or employee is entitled.

Section 9.

Notices required by any section of these bylaws may be given by mail, E-mail, or FAX or any similar electronic means.

ARTICLE VI - BOARD OF DIRECTORS

Section 1.

The Board of Directors shall consist of three categories of directors, all of whom shall perform the same functions and have the same duties as directors. The first category shall be the officers of the organization and the immediate Past President. The second category shall consist of the delegate to the American Bar Association House of Delegates, the representative to the International Association of Women Judges, and the Chairs of the Projects Committee and the Finance Committee, (hereinafter referred to as the "Status Directors"). The third category shall be the Elected District Directors. All directors must be voting members in good standing of the organization.

(a) The officers shall assume office as directors at the end of the Annual Meeting at which they become an officer of the organization. The Status Directors shall assume office as directors at the end of the Annual Meeting at which they attain the status that entitles them to be directors. Officers shall serve as directors for terms of one (1) year or until the election and installation of their successors. The immediate Past President shall serve as a director for a term of one (1) year. All Status Directors shall serve for terms of two (2) years or until their successors are installed. Elected directors shall serve a term of two (2) years or until their successors are installed. An Officer or Director who either a) retires from the judiciary and returns to the practice of law, attains a non-judicial public office by appointment or election, or attains a position in a partisan political organization; or b) involuntarily retires or is removed from judicial office shall be replaced in accordance with the procedure set forth in the bylaws as soon as reasonably practicable. The Executive Committee shall conduct an investigation (if necessary) to determine ineligibility for continued service.

Vacancies in any elected officer or Status Director position shall be filled by appointment by a majority vote of the Board of Directors. Vacancies in any appointed Status Director position shall be filled by appointment of the President. Any person appointed to fill a vacancy hereunder shall serve until the next Annual Meeting, at which time the balance of the term shall be filled by the person or persons elected or appointed to the office.

(b) Elected District Directors shall be elected on a district basis by a plurality of votes cast by the district members at a district meeting to be held prior to the Annual Meeting, at a time to be determined by the district. The district may elect its Director at a district meeting or as

otherwise determined by the district, including but not limited to electronically, telephonically, or by mail.

For the purpose of electing the Elected District Directors, the organization is divided into districts as set forth below:

- District 1 - Maine, Massachusetts, New Hampshire, Puerto Rico, Rhode Island
- District 2 - Connecticut, New York, Vermont
- District 3 - Delaware, New Jersey, Pennsylvania, Virgin Islands
- District 4 - District of Columbia, Maryland, Virginia
- District 5 - Florida, Georgia, North Carolina, South Carolina
- District 6 - Alabama, Louisiana, Mississippi, Tennessee
- District 7 - Michigan, Ohio, West Virginia
- District 8 - Illinois, Indiana, Kentucky
- District 9 - Iowa, Missouri, Wisconsin
- District 10 - Kansas, Minnesota, Nebraska, North Dakota, South Dakota
- District 11 - Arkansas, Oklahoma, Texas
- District 12 - Arizona, Colorado, New Mexico, Utah, Wyoming
- District 13 - Alaska, American Samoa, Guam, Hawaii, Idaho, Montana, Oregon, Washington
- District 14 - California, Nevada

Elected District Directors shall assume office at the end of the Annual Meeting next occurring after their election or during which they were elected in accordance with this Section 1(b). Elected District Directors shall hold office for a two (2) year term or until the election and installation of their successors. Vacancies in the Elected District Directors shall be filled by appointment by a majority vote of the Board of Directors, and the person appointed to fill the vacancy shall serve until the next Annual Meeting, at which time the balance of the term shall be filled by a person elected in accordance with the provisions of this Section 1(b).

Elections shall be held for the Elected District Director of Districts 1, 3, 5, 7, 9, 11, and 13 in even-numbered years. Elections shall be held for the Elected District Director of Districts 2, 4, 6, 8, 10, 12, and 14, in odd-numbered years.

No Elected District Director shall serve a consecutive full term.

Section 2.

a. Meetings of the Board of Directors shall be held upon call of the President or upon the written request of five (5) members of the Board of Directors. Members of the Board of Directors shall be notified of all meetings of the Board in writing transmitted by mail or electronically. Written notice of meetings shall be sent or given to each member of the Board no less than ten (10) days prior to the meeting. All meetings of the Board of Directors shall be open to members of the organization.

b. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if the majority the members of the Board or committee participate in the electronic vote pursuant to Article V, Section 7.

Section 3.

A quorum shall consist of one-half plus one of the Directors.

Section 4.

All actions of the Board of Directors shall be by majority vote at a meeting at which a quorum is present except as otherwise required or permitted by these bylaws.

Section 5.

The Executive Committee shall consist of, and be limited to, the President, President-Elect, Vice-Presidents, Treasurer, Secretary, immediate Past President, and the chairs of the Projects Committee and the Finance Committee; provided, however, that the President may from time to time designate other Board members to participate in Executive Committee meetings in an advisory capacity. The Executive Committee shall have the authority to act for the Board of Directors in the periods between Board Meetings. Whenever a specific district would be affected by a decision of the Executive Committee, that district's Elected District Director shall be included in the decision-making process. A quorum shall be the majority of the designated members of the Executive Committee.

Section 6.

It is the responsibility of each District Director upon assuming the position of District Director to review the duties and responsibilities of position contained in the NAWJ Board of Directors Manual, and to particularly note the commitment to (1) participate in the monthly conference calls, (2) attend the Midyear and Annual Board of Directors meetings, and (3) to participate by a mode of communication which enables simultaneous audio exchanges if an irreconcilable conflict or emergency prevents in person attendance at a Midyear or Annual Board of Directors meeting.

To assist the Directors in fulfilling their responsibilities throughout their respective districts, and to establish and maintain close communication within the District as to the issues being addressed by the NAWJ organization, District Directors may annually select a NAWJ member in each state within their District to serve as a State Chair. District Directors shall assign specific tasks to the State Chairs, and shall be advised of and authorize NAWJ activities and events undertaken by the State Chairs. State Chairs shall not have voting rights of the District Director.

A District Director who is unable to attend a Midyear or Annual Board of Directors meeting for which a quorum is required due to an irreconcilable conflict or emergency situation, and further is unable to participate by a mode of communication which enables simultaneous audio exchanges in a Board of Directors meeting, has the authority to designate in writing a member of the district or a current Board member as a proxy. The document bearing the name of the proxy shall be transmitted to the President prior to the commencement of the meeting (or prior to the substitution of the proxy during a meeting.) If the proxy is a current Board member, the proxy shall assume all voting rights of the District Director for the duration of the meeting. If the proxy is not a current Board member, the proxy shall be encouraged to attend and participate in the discussions, but shall not assume the Director's voting rights.

Section 7.

A midyear meeting of the Board of Directors shall be held.

Section 8.

The Board of Directors may conduct business at the midyear board meeting in the absence of a quorum, subject to ratification by written vote of the absent board members, transmitted by mail or electronically, provided that the total of the number of board members present and approving and plus the number of board members absent and ratifying shall constitute a majority of the board.

ARTICLE VII - POWER OF THE BOARD OF DIRECTORS

Subject to the limitations contained in the Articles of Incorporation or the bylaws of this organization, all corporate necessary powers shall be exercised by or under the authority of, and the business and affairs of this organization shall be controlled by, the Board of Directors.

ARTICLE VIII - REPRESENTATIVES TO OTHER ORGANIZATIONS

Section 1. Representative to the American Bar Association House of Delegates

There shall be a Delegate to the American Bar Association (ABA) House of Delegates (HOD). The Delegate shall be nominated by the organization's Nominating Committee in odd-numbered years pursuant to criteria established by the Executive Committee. The Delegate shall be a former or current member of the organization's Board of Directors, other than a current officer, be a current member of the organization and of the ABA, and have a demonstrated level of involvement within the ABA. The Delegate shall be elected by the membership at the Annual Meeting of the organization in odd-numbered years for a two year term in the manner provided for in Article IX, Section 2 for the election of officers. Upon election, the Delegate shall be certified in accordance with the ABA Bylaws to represent the organization for a two-year term. Should a vacancy occur midterm, it shall be filled by a majority vote of the Board of Directors of the organization for the Delegate to serve the balance of the term.

The Delegate shall serve as the organization's delegate to the ABA House of Delegates and attend House meetings on the organization's behalf. The delegate shall arrange for the organization to take positions on issues before the House, present issues of concern to the organization to the House, and keep the organization informed about matters of interest to the organization that are before the House. The delegate shall also keep the organization informed about all relevant activities of the ABA including but not limited to committees, sections, and the Board of Governors. The Delegate to the ABA House of Delegates shall submit a written report to the Board of Directors at the midyear meeting and to the membership at the Annual Meeting.

Section 2. Representative to the International Association of Women Judges: International Director

There shall be an International Director who shall be the chair of the organization's International Outreach Committee and the nominee for the Board of Directors of the International Association of Women Judges (IAWJ). The International Director shall be nominated by the Nominating Committee in odd numbered years pursuant to criteria established by the Executive Committee. The International Director shall be elected by the members at the Annual Meeting in odd numbered years for a two year term in the manner as provided for in Article IX, Section 2 for the election of officers. The International Director shall assume office the following even numbered year at the conclusion of the IAWJ biennial meeting. A vacancy shall be filled by appointment by a majority vote of the Board of Directors until the next Annual Meeting at which time the balance of the term shall be filled by a person nominated and elected pursuant to Article IX, Section 2. The International Director shall submit a written report to the Board of Directors at the Mid-Year Meeting and to the membership at the Annual Meeting.

Section 3. The President may appoint a liaison to the ABA Commission on the Status of Women in the Profession, and to such other organizations and entities as share the organization's mission.

ARTICLE IX - OFFICERS

Section 1.

Only voting members of the organization in good standing shall be eligible to hold office. The officers of the organization shall serve as directors and shall be a President, a President-Elect, two Vice Presidents, a Secretary and a Treasurer. The officers shall perform the duties prescribed by these bylaws and such other duties as may be prescribed by the Board of Directors.

Section 2.

The officers of the organization shall be elected by the general membership at the Annual Meeting except the President who shall assume office following one (1) year as President-Elect.

They shall be elected in the following order: President-Elect, Vice-President Districts, Vice-President Publications, Secretary and Treasurer.

(a) Officers other than the Vice Presidents shall not serve more than one (1) consecutive term in the same office. Vice Presidents shall not serve more than two (2) consecutive terms in the office of Vice President.

(b) The Nominating Committee shall present at least one (1) nominee for each officer's position. A nomination for each officer's position also may be submitted in writing to the Nominating Committee by petition of no less than nine (9) voting members of the organization at least sixty (60) days prior to the Annual Meeting. The list of nominees for each position designated by the Nominating Committee and by petition shall be circulated to the voting membership at least thirty (30) days prior to the Annual Meeting. Nominations for all officer positions may also be made by voting members from the floor at the Annual Meeting provided such nominees' names have previously been submitted to the Nominating Committee and the Nominating Committee has failed to endorse their candidacy.

(c) The election of officers shall be held at a general session of the Annual Meeting. The rules adopted for the conduct of business may provide for early voting by those members attending the annual membership meeting who are unable to remain for the election.

(d) The Nominating Committee shall be responsible for the conduct of elections at the Annual Meeting, which may, in the discretion of the Board of Directors, be conducted either by written ballot or voice vote. The Nominating Committee shall prepare a list of eligible voters and, if the vote is by written ballot, will be responsible for the printing, distribution, collection and counting of ballots, and for the determination of voter eligibility.

(e) In each officer election, the person receiving the highest number of votes shall be declared the winner, unless the rules adopted for the conduct of business require a majority of the votes cast.

Section 3.

A parliamentarian may be appointed by the President.

Section 4.

Officers shall be inducted at the Annual Meeting and shall assume office at the end of the Annual Meeting. Officers shall hold office for one (1) year or until the election and installation of their successors, unless otherwise removed upon a vote of not less than fourteen (14) members of

the Board of Directors. Officers may be removed with or without cause. Vacancies shall be filled by the Board of Directors as provided in Article VI.

Section 5.

The President-Elect shall have served a term in any one of the following: Vice-President, Treasurer, Secretary, Chair of the Projects Committee or Chair of the Finance Committee. The President-Elect shall not be required to have served in more than one of these offices.

ARTICLE X - DUTIES OF OFFICERS

Section 1.

The President shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors. The President shall be the principal executive officer of the organization and shall supervise and control all of the business and affairs of the organization. The President shall preside at all meetings of members and at all meetings of the Board of Directors. The President shall appoint chairpersons, vice chairpersons and members of all committees in accordance with Article XI, Sections 5 and 6. The President shall be the spokesperson for the organization and principally responsible for dealing with the public, including the media. She shall act as liaison with the Conference Committee for the Annual Meeting held during her tenure. She shall supervise the standing committees and such other committees established from time to time by the President or the Board of Directors.

Section 2.

The President-Elect shall serve as liaison to the Resource Board and shall perform all duties of the President in the absence or disability of the President. The President-Elect shall succeed to the office of President should that office become vacant for any reason and shall serve as President for the balance of that term. In the event of such succession, the office of President-Elect shall be and remain vacant. The President-Elect shall automatically succeed without further election to the office of President at the end of the Annual Meeting following her election as President-Elect. The President-Elect shall perform such other duties as shall be delegated by the President and the Board of Directors. The President-Elect shall monitor and supervise all ongoing judicial education projects of the organization.

Section 3.

There shall be two Vice-Presidents, each of which shall constitute a separate office. The Vice-President Districts shall be responsible for overseeing all district matters. The Vice-President Publications shall oversee all publications, including Counterbalance. On a rotating basis one of the two Vice-Presidents shall be designated by the Board to perform the duties of the President in the absence of the President and the President-Elect. Each Vice- President shall perform such other duties as shall be delegated by the President.

Section 4.

The Secretary shall be responsible for all correspondence on behalf of the organization not otherwise within the duties of the other officers. The Secretary shall keep the minutes of the Board of Directors and the minutes of the meeting of the members, and shall serve as historian-archivist for the organization. She shall be responsible for staff and personnel matters and perform such other duties as the Board of Directors shall direct.

Section 5.

The Treasurer shall perform all of the duties to the office of the Treasurer. The Treasurer shall have charge of all operating funds of the Association, and shall keep books of account and render

reports as are requested by the Board of Directors, Executive Committee, or as required by law. The Executive Committee may designate employees of the organization to assist the Treasurer. The Treasurer shall report to the membership as to the current and previous fiscal year at the Annual Meeting and perform such other duties as the Board of Directors shall direct. The Treasurer shall be a member of the Finance Committee and of and Audit and Compliance Committee. At the end of her term, the immediate past Treasurer shall be a member of the Audit and Compliance Committee.

ARTICLE XI - COMMITTEES

Section 1.

- Administrative Judiciary
- Amicus
- Annual Conference Planning
- Audit and Compliance
- Awards
- Bylaws
- Conference Site Selection
- Domestic Violence
- Ethics
- Fairness and Access
- Federal Judges
- Finance
- Human Trafficking
- Immigration
- International Outreach
- International Parental Abduction Liaison Network
- Judicial Independence
- Media and Public Relations
- Membership Outreach and Retention
- Military Courts
- New Judges
- Nominating
- Personnel
- Projects
- Resolutions
- Retired/Senior Judges
- Rural Courts
- Strategic Planning
- Women in Prison

In addition, there shall be a Resource Board. Resource Board members shall be leaders in their professions. Resource Board members work with other organization members and staff to raise judicial awareness about subjects of mutual interest, provide advice regarding education projects and provide and cultivate professional and financial support for the organization as it works towards its mission. Resource Board members shall be members of the organization.

Section 2.

Subcommittees and special committees shall be created as the President or the Board of Directors may authorize from time to time.

Section 3.

Except as provided in Sections 7, 8 and 9 of this Article, the duties of the committees and the time and manner of reporting shall be prescribed in writing by the Board of Directors. All committees shall submit written reports of their annual activities to the Secretary thirty (30) days prior to the Annual Meeting for circulation to the membership at the Annual Meeting.

Section 4.

Committee reports shall not be released for publication nor shall committees purport to speak for the organization except by specific authorization of the President or Board of Directors.

Section 5.

Chairpersons and vice-chairpersons of committees shall be appointed by the President from among the voting members and shall not be limited to members of the Board of Directors.

Section 6.

The President shall appoint committee members after consulting to the greatest extent possible with committee chairs, vice-chairs and the Elected District Director of the district in which proposed committee members reside and shall also take into account the designations of interest by the members.

Section 7.

The Nominating Committee, chaired by the Immediate Past President, shall consist of no less than nine (9) members selected to afford fair representation to all regions of the country. Names of the members of the Nominating Committee shall be circulated by the President to the voting members not less than ninety (90) days prior to the Annual Meeting.

Section 8.

The Resolutions Committee shall report on all resolutions proposed for adoption at the Annual Meeting. No resolution shall be submitted to the Annual Meeting which has not been filed with the chairperson of the Resolutions Committee thirty (30) days prior to the Annual Meeting. All resolutions shall be distributed to the membership prior to the first business session of the Annual Meeting.

Emergency resolutions must be in writing and may be considered at any time upon written approval of an Elected District Director, the President and the Resolutions Committee Chairperson.

Section 9. Duties of Chairs of Projects and Finance Committees.

- (a) The Projects Chair shall be appointed at an Annual Meeting for a two year term in even numbered years by the President in consultation with the President-elect. She shall work with the program staff, monitor ongoing projects and programs and assist in the development of new projects and programs.
- (b) The Finance Committee Chair shall be appointed at an Annual Meeting for a two year term in odd numbered years by the President in consultation with the President-elect. She shall collect, deposit and monitor the project grant funds received by the organization to insure the funds are segregated and all proper accounting procedures are followed, and shall oversee the investments of the organization. She shall be a member of the Audit and Compliance Committee

ARTICLE XII - LOCAL CHAPTERS

Section 1. Creation of District Chapter

Upon the petition of 25% of the organization members from a specific geographic area, the Board of Directors may approve the formation of a local district chapter of the organization. The petition will set forth the proposed purpose of the local district chapter and an outline of its intended activities during its first three years of operation.

In deciding whether to approve the formation of the proposed chapter, the board shall consider whether formation of the chapter will further the effectiveness of the organization in meeting its purposes and whether the size and plan of activities of the proposed chapter are reasonably likely to sustain a viable chapter. The board may adopt other specific criteria for approval of local district chapters.

Section 2. Bylaws

Within one year of obtaining approval to form a local district chapter, the members of the organization within the designated geographic area shall submit proposed bylaws to the organization for approval by the Board. Any subsequent amendments to the bylaws of a local district chapter must also be approved by the Board of Directors.

Section 3. Local Activities

All activities of local district chapters shall be consistent with the purposes and policies of the national organization. Each Chapter shall prepare written reports that describe the Chapter's programs, fundraising and other activities. The reports shall be submitted to the Board of Directors twice yearly as they shall direct.

Section 4. Membership

Only organization members residing or employed within the local district chapter's geographic area shall be eligible for chapter membership. Organization members within the local geographic area may choose not to join the local district chapter and still be members in good standing of the organization.

Section 5. Termination

The Board of Directors of the organization may withdraw its approval of a local district chapter when:

- (1) The local district chapter is no longer viable because of small size or lack of activity; or
- (2) The local district chapter violates the bylaws and/or policies of the organization; or
- (3) The local district chapter's activities conflict with the goals and purposes of the organization.

ARTICLE XIII - PARLIAMENTARY PROCEDURE

Section 1.

The Rules of Parliamentary Procedure set forth in Robert's Rules of Order, as such rules may be revised from time to time shall govern the proceedings of this organization, subject to such special rules as may be adopted by this organization.

Section 2.

Notwithstanding anything to the contrary in these bylaws, if a quorum is present at the time a meeting of members or Directors is convened, but thereafter and prior to adjournment so many of those present withdraw as to leave less than a quorum, a quorum shall nevertheless be deemed to be present and those remaining may continue to transact business until a majority of those remaining vote to adjourn; provided, however, that all action of members or Directors shall be by an affirmative vote of a majority (or such greater number as may be required by law or these bylaws) of the minimum number of members or Directors necessary to constitute a quorum.

ARTICLE XIV - AMENDMENT TO BYLAWS

Section 1.

Proposed amendments to or repeal of these bylaws, or any part thereof, shall be mailed, E-mailed, FAXed, or sent by any similar electronic means, to each member in good standing thirty (30) days prior to the Annual Meeting at which such proposals shall be voted upon.

Section 2.

Except as otherwise provided for herein, these bylaws, or any of them, may be amended or repealed or new bylaws may be adopted, only at an Annual Meeting at which a quorum is present and by the vote of the majority of the members actually present at the Annual Meeting.