



Summary of Changes

Throughout, changed “Corporation” to “NACW” for readability.

Changed references to she/her and he/him to they/them.

Highlights in magenta are substantial/significant changes from the previous NACW bylaws.

Article II: Purposes and Operation

Section 1. Purposes

Removed “technical assistance”

Removed regional meeting every two years and “encourage the sponsorship of annual national conference...” these can/should still happen but don’t need to be in the bylaws.

Section 5. Offices – NOTE, the PaNPCL (Pennsylvania Nonprofit Corporation Law) requires a physical address in PA. 24 Veterans Square is Susan Garrison’s office address; we can also pay a registered agent in PA to maintain our PA address.

Article III: Members

Section 1. A)

Changed approval of new member from “Board” to “Executive Committee” and simplified verification process

Section 1. B)

Updated allied member organizations are available to “U.S. based civil society organization...including...501(c)(7) orgs”.

Article IV: Non-Voting Participation: Associates, Affiliates, and Emeritae

New Article

Creates a section for “Affiliates” which mimics the Associate language and allows CSW or it’s equivalent to be an affiliate with the NACW to serve on committees, but not have voting privileges at business meetings.

Adds emeritus status for previous members.

Removes the list of benefits provided to non-voting members (this list will exist within a policy/procedure document)



Article V: Meetings of Voting Members

Rearranged sections for flow/readability.

Distinguishing a difference between the annual business meeting and the annual conference (which previously have been used interchangeably throughout the bylaws).

Section 2. Time and Place of Meetings

Adds that the annual business meeting will be held “virtually and or at such other places, as the Board” may decide. This allows for hybrid meetings that are hosted in-person with a virtual attendance option.

Section 3. Notice of Annual Meeting

Notice reduced from 60 days to 45 days.

Section 4. Special Meetings

Changed the time frame to fix a special meeting to not more than 45 days thereafter.

Section 5. Notice of Special Meetings

Changed notice from 10 days to 45 days for consistency throughout. Additionally, later in the bylaws, we provide the opportunity for an election (to fill a vacancy) and Bylaws changes to be on the agenda for a special meeting (previously only allowed to be changed at the annual business meeting).

Section 7. Quorum

Removed “in person” since meeting will be held with a virtual option of attendance. Simplified language if quorum is not present-will reschedule within 14 days.

Section 8. Majority Vote

Removed “in person” since meeting will be held with a virtual option of attendance.

Section 9. No Cumulative Voting

Removed last sentence because it is covered in Section 8.

Section 11. Eligibility for Notice

Renamed for clarity.

Section 12. Action without a meeting

Renamed the section to more accurately reflect what the section does. Section is also required under PaNPCL.



Section 13. Meetings Involving Electronic Technology

Simplified language providing members ability to participate virtually.

Section 14. Electronic Vote

New section to clearly define option to vote electronically. Must be concurrent with the meeting (PaNPCL does not allow for “early voting” if the meeting is being held for the purpose of an election).

Article VI. Officers and Directors

Combined the articles, to address both officers and directors.

Section 1. Number, Qualification and Selection of Directors

Added a minimum number of directors (11) and reduced the maximum from 19 to 13. Removed changed “full age” to “18 years old”. Reduced the number of Directors that are from Allied Members or Commission Affiliates from 6 to 3. Reduced the number of Directors that can be elected from one state from 3 to 2. Removed the “3 classes” of voting directors and simplified language for officers and directors. Moved the Host Commission director to the associate director description. Adjusts the number of Directors from 14 to 9 to reflect the above reduced maximum number of directors.

Section 2. Qualification of Officers

Moves existing language into this article.

Section 3. Enumerated Powers

Removed last paragraph which allowed the Board to withdraw approval of a grant and use the funds for something else.

Section 4. Term and Service of Directors and Officers

Cleans up (removes Host Commission Director) and makes more readable.

Section 5. Vacancies

Combines directors and officers

Section 6. Resignation and Removal

Adds resignation (not previously in bylaws)

Reformats removal portion. Adds language that four unexcused absences from Board meetings or a reason for removal.



Article VII: Duties of Officers

Moved this article up to be ready immediately following the article on Officers and Directors.
Removed “Section 1: Qualification and Election” and “Section 2: Term” these are now in Article VI
Section 1 and 2

Section 1. President

Removed reference to nominating subcommittee of the Governance committee.

Removed authorize in writing payment of all proper bills of the NACW.

Added (j) Compile an annual summary report and make it available to the membership at the annual meeting.

Section 2. Vice President

(d) updated “annual conference” to “national conference planning activities”

Section 3. Secretary

Modernize language for keeping records of meetings. Track attendance at meetings. Add “make reports as requested by the Board and/or as needed”

Section 4. Treasurer

Added “the board” for whom receives the list of paid members. Modernized language for maintain digital records of receipts.

Article VIII: Director’s Meetings

Section 2. Reorganizational meeting

Adds option to schedule within 60 days of the annual business meeting

Section 3. Regular meetings

Clarifies that the meetings are virtual with option for in person (same as annual business meeting). Changes to written notice and removes “personally, by mail, [fax], [email] or telegram.”

Section 4. Special meeting

Reduces amount of notice give from 15 to 10 days and changes to written notice and removes “personally, by mail, [fax], [email] or telegram.” Updates the general nature of the business need be stated in the notice.

Section 6. Action without a meeting

Renamed the section to more accurately reflect what the section does. Section is also required under PaNPCL. (kept consistent with Article V)



Section 7. Meetings Involving Electronic Technology

Updated to provide for virtual attendance at regular meetings, special meetings and committee meetings. (kept consistent with Article V)

Article IX: Committees

Section 1. Committees of Directors

Removed specific committee names, provided for more flexibility for the board to determine committees.

Section 2. Committee Meetings and Actions

Consolidated two sections. Moved “At least a majority of the persons at meetings of the Committees shall constitute a quorum for the transaction of business, and the acts of a majority of the members present at such meetings shall be the acts of the Committees.” And reporting to the board from previous section on committee meetings section.

Section 3. Standing Committees

Removed “Development” from the list of standing committees.

Section 4. Action without a meeting

Updated to be consistent with previous articles.

Article X: Indemnification

No substantial changes.

Article XI: Miscellaneous

Removed Section 4. Waiver of Notice since each meeting section included a section on notice.

Article XII: Amendment of Bylaws

Added that the bylaws may also be amended at a duly notice special meeting and notice must be provided 45 days in advance.