

AMERICAN NATIONAL CATTLEWOMEN, INC. BYLAWS

ARTICLE I - Organization

SECTION 1: Name

The Name of this Organization shall be The American National CattleWomen, Inc.

SECTION 2: Identity and Logo

A. The proper usage of this organization's name and logo shall be:



B. The color of the logo shall be Red Dahlia (Pantone #19-1555 TCX).

C. It shall be printed no smaller than ¼" wide nor no larger than 2" wide (except for large signage and needed promotional materials). It shall be printed in proportion to original digital format as it appears in Section 2 Item 1.

D. It may be printed in the Red Dahlia color or in black.

E. The Executive Committee will approve an official letterhead to be used by all.

F. The Executive Committee will approve any special request for logo usage on an individual basis.

SECTION 3: PURPOSE

A beef community dedicated to growing beef demand through education, development and legislative activities.

ARTICLE II - Membership - Dues

SECTION 1: Individual Membership Classifications

The membership of the American National CattleWomen, Inc. (hereinafter to be referred to as ANCW) shall consist of basic, Golden CowBelles, sustaining, life, affiliate, national associate, honorary, collegiate CattleWomen and junior classifications.

Membership in ANCW is a prerequisite to serving as an officer, member of the Executive Committee, Board of Directors or any committee.

An ANCW CattleWomen membership in good standing is one who is current with her ANCW dues.

The Presidents of Affiliate organizations must be current members in good standing of ANCW.

- A. **BASIC CATTLEWOMEN MEMBERSHIP** shall be granted to individuals who are actively engaged in and/or interested in promoting the beef industry. Member is eligible to hold ANCW Office and has full voting privileges at ANCW Member meetings
- B. **GOLDEN COWBELLES** are CATTLEWOMEN MEMBERS who have attained the age of 65.
- C. **COLLEGIATE CATTLEWOMEN MEMBERSHIP** shall be granted to individuals upon enrollment up to age 24 and/or who are actively attending a University or Trade School. Member is eligible to hold ANCW Office and has full voting privileges at ANCW Member meetings.
- D. **JUNIOR CATTLEWOMEN MEMBERSHIP** shall be granted to individuals from birth through 17 years of age. Member is not eligible to hold ANCW Office and has no voting privileges.
- E. **SUSTAINING MEMBERSHIP** shall be granted to members who pay the sustaining membership dues. Member has no additional privileges beyond member's REGULAR MEMBERSHIP.
- F. **LIFETIME MEMBERSHIP** shall be granted to individuals who are actively engaged in and/or interested in promoting the beef industry and pay one-time lifetime membership dues as determined by the Board of Directors. Member is eligible to hold ANCW Office and has full voting privileges at ANCW Member meetings.
- G. **LIFETIME PRESIDENTIAL MEMBERSHIP** shall be conferred upon ANCW Presidents at the completion of their term in office and upon Charter Members (1952 or before). Lifetime Presidential Members are not required to pay dues. Past Presidents may serve on committees and have full voting privileges.

SECTION 2: ADDITIONAL MEMBERSHIP CLASSIFICATION

- A. **AFFILIATE MEMBERSHIP** shall be granted to organizations that subscribe to the objectives of ANCW and assist with its programs, and whose bylaws are not in conflict with the Articles of Incorporation or Bylaws of ANCW. Affiliated organizations shall be state units bearing the name CattleWomen or CowBelles, breed organizations, or other industry related groups.
 - 1. A minimum of ten (10) members shall be required for affiliation with ANCW. The initial affiliation fee is to be accompanied by ANCW dues of current members and a copy of the organization's bylaws. Thereafter, the annual affiliation fee shall be accompanied by a current list of officers and Chair.
 - 2. Affiliate Membership shall be granted to newly formed or lapsed affiliate organizations that are renewing and are in the process of meeting the ten (10) members required for affiliation with ANCW. These affiliates shall have their affiliate fees waived for a maximum of one year from the date they submit a list of the current ANCW members and a copy of the organization's bylaws to the ANCW headquarters.
 - 3. The ANCW Executive Committee shall grant affiliate memberships and may revoke the membership of any such group for justifiable cause.

4. Combined CattleWomen/Cattlemen state organizations or “CattleWomen Councils” within these combined organizations may be affiliate organizations of ANCW.
 5. 100% States: The ANCW President will attend the annual meeting of the 100% states, at the expense of ANCW. There will be a complimentary registration for the State President, or representative, at the annual and summer conferences. The 100% states will be recognized in the ANCW Newsletter.
DEFINITION: 100% State Affiliate membership shall constitute a state where ALL members belong to state and national groups.
- B. **NATIONAL ASSOCIATE MEMBERSHIP** shall be granted to organizations that want to support the purposes of ANCW. These members shall not hold office or vote as regular members of ANCW.
- C. **HONORARY MEMBERSHIP** may be conferred upon individuals as determined by the Executive Committee. They shall pay no dues, shall have no voting privileges and not hold office in ANCW unless they are paid members of ANCW.

SECTION 3: Dues, Fees, Delinquency and Reinstatement

- A. Dues shall be designated by the Board of Directors.
- B. Dues shall be due on the anniversary of initial date of joining. Dues shall be considered delinquent if not paid within 90 days of due date. If renewal dues for an ANCW member are not paid within 180 days of due date, the member will be dropped from the roster.
1. Individuals voting at Annual or Summer Conference must be members in good standing at the time of the meetings (Jan 1 for General Membership Meeting & July 1 for Summer Conference).
 2. To be granted affiliation to ANCW the initial fee is to be accompanied by a copy of the organization’s bylaws, list of officers and chairs. Thereafter, the annual affiliation fee shall be accompanied by a current list of officers, chairs *and* current bylaws.
 - a. Affiliated organizations whose affiliate fees are delinquent shall not be entitled to representation on the Board of Directors, and all presidents shall be so notified in the notice of any regular or called meeting of the Board of Directors.
 - b. Those affiliated organizations with 100 percent ANCW membership shall not be required to pay an affiliation fee.

ARTICLE III - Annual Meeting

SECTION 1: The Annual Membership Meeting

This meeting shall be held at the time and place of the Annual Cattle Industry Convention. Official notice shall be sent to the members at least thirty (30) days prior to the meeting by way of *Official Publication*.

SECTION 2: A Quorum

It shall consist of those present and eligible to vote. In case of a challenged vote membership confirmation will be the current membership roster.

ARTICLE IV - Fiscal Year

SECTION 1: The Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 30.

The Corporation's financial records shall be audited on the basis of the fiscal year.

Have the financial records reviewed annually. This review may be done internally by committee. Every three (3) years, an outside CPA firm will be retained to complete a full audit of the corporation's financial records. Reviews/audits shall be done on the basis of the fiscal year. The CPA shall be a Colorado firm.

ARTICLE V - Executive Committee Members -Terms - Nominations - Elections

SECTION 1: Classifications of Executive Committee

- A. There shall be a President, President Elect, and a Vice President. These three officers shall constitute the "officer team." The President Elect and Vice President shall be elected annually. The current President Elect shall automatically ascend to President.
- B. There shall be an elected Treasurer.
- C. There shall be seven (7) Region Directors, one elected from each region.
- D. There shall be an elected Chair of the Board of Directors.
- E. Immediate Past President.
- F. The appointed members shall be Recording Secretary and Parliamentarian who shall be members of the Executive Committee without vote. They shall be appointed annually by the President Elect, with the approval of the current Executive Committee
- G. The Executive Director shall be retained by the Corporation and shall serve on the Executive Committee and Board of Directors without vote.

SECTION 2: Terms

- A. The President, President-Elect and the Vice President shall be elected to serve for one year or until a successor has been elected. They may be re-elected, but no officer shall serve more than two consecutive terms in the same office.
 - 1. Any part of a term in excess of six (6) months shall be considered a full term.
 - 2. In case of a vacancy in the office of President, the President-Elect shall complete the term of office or, a Past President, approved by the Executive Committee.

- B. Treasurer shall be recommended by the nominating committee and elected by the General Membership to serve for two (2) years and shall be a voting member of the Executive Committee. Not to exceed two (2) terms.
- C. The Region Directors' terms shall be for two (2) years and they may be re-elected for a second term. In the event they are filling a vacancy or unexpired term of one (1) year or less, they may be considered for another continuing two (2) years. They shall be eligible to serve another term after a two (2) year interval. Should the Region not fill this position the Executive Committee shall fill the position as needed.
- D. The Immediate Past President shall serve on the Executive Committee for a term of one (1) year immediately following her term as President.
- E. The Nominating Committee shall serve for one (1) year. The two (2) members-at-large elected by the General Membership may serve for two (2) consecutive one (1) year terms. ANCW members or Past Presidents may serve on the Nominating committee after a break of not less than three (3) years.
- F. Unless otherwise specified, Administrative committees are elected one (1) per region for a term of one (1) year and may be re-elected to three (3) terms. Marketing committee members are volunteers. They volunteer for one year and may volunteer with no term limits.

SECTION 3: Qualifications

- A. The elected officers and Region Directors shall have been members in good standing of the Corporation (ANCW) for at least two (2) years immediately preceding nomination and shall be members in good standing of the affiliated organization. The elected officers shall each be from different states. The seven (7) elected Region Directors shall be elected from each ANCW region.
 - 1. The President-Elect shall have served one (1) year on the Executive Committee as a voting member. This must immediately precede her nomination to the office of President-Elect.
 - 2. The Vice-President shall:
 - a. Have served at least one (1) year as an elected, voting member on the Executive Committee, either past or present,
 - b. Or have served as an ANCW Administrative committee or Marketing committee Chair or Co-Chair for at least one (1) year, or served as a Working Group Manager for a minimum of two (2) years.
 - c. Or have served as a Member-At-Large on the ANCW Board of Directors and completed a three (3) year term.
 - 3. Treasurer shall:
 - a. Shall serve a two (2) year term and can be re-elected for a second term.
 - b. Have skills in financial analysis, planning, management and accounting.

- c. Assure the financial integrity of ANCW.
- d. Use and knowledge of ANCW current accounting software.
- 4. The Region Director shall be a past state officer or past Chair or Co-Chair of an ANCW standing committee.
- 5. Emergency Clause: In the specific case where no one meets the current bylaws requirement eligibility for the Vice President office or Treasurer by January 1st, then the requirements for VP and Treasurer will be modified to:
 - a. Or has served as an ANCW Committee member for at least two (2) years.
 - b. Or has served as a Member-at-Large on the ANCW Board of Directors and completed one (1) year term.

Note: These modified requirements are only for the above-described specific situation.

- B. All individuals who serve in any capacity on standing committees must be current ANCW members in good standing.

SECTION 4: Nominations

- A. The Nominating Committee shall consist of eleven (11) members. The seven (7) Region Directors, two (2) elected from the general membership and the two (2) most immediate Past Presidents.

- 1. Two (2) members shall be nominated from the floor at the General Membership Meeting at the Annual Convention to serve as members-at-large.
- 2. Past Presidents or members-at-large shall be eligible for re-election after a break of not less than three (3) years.
- 3. A vacancy on the Nominating Committee shall be filled by the President by appointment of a member from the same region.

- B. The Nominating Committee shall prepare a single slate of nominees for President-Elect, Vice President and Treasurer and nominate, as needed to fill any open positions, the four (4) members-at-large (ANCW members in good standing) for the Board of Directors. Their year terms are to be staggered so that no more than 2 positions expire simultaneously.

- 1. Nominees shall have given consent to be nominated.
- 2. Nominees shall be notified of nomination twenty-four (24) hours in advance of election, if possible, and a list of nominees shall be made available immediately prior to the General Membership Meeting.

- C. Nominations may be made from the floor for any elected office, or Member-at-Large for the Board of Directors, provided the nominee has given written consent to be nominated and is

qualified as stated in ARTICLE V, SECTION 3 of the Bylaws. The Nominating Committee's candidate for any position should be given equal time to have her recommendation read.

- D. The Nominating Committee shall prepare a single slate of nominees for any special election to fill vacancies at the Board of Directors meeting at Summer Conference. A majority vote of the Board of Directors shall elect by ballot or by voice vote when only one candidate has been nominated.
- E. Nominations for the Treasurer shall come from the Nominating Committee and shall be voted on at the General Membership Meeting.
 - 1. Treasurer shall be the chief financial officer of ANCW.
 - 2. Nominees must be ANCW members in good standing.

SECTION 5: Elections

- A. A majority vote shall elect the elected officers by ballot at the General Membership Meeting, except that a voice vote may be taken when only one candidate has been nominated for an office.
- B. Two (2) Nominating Committee members and one (1) or two (2) – as terms expire – Members at Large for the Board of Directors shall be held at the General Membership Meeting.
- C. If an officer is elected from the floor who has already been elected to serve on either the Budget or Nominating Committee, she would resign the committee to allow the membership to elect another person.
- D. The election of the seven (7) Region Directors and all regional committee representatives will be held by the seven (7) regions at their respective Region Meetings prior to the Board of Directors Meeting.
- E. Emergency Clause: If, for any reason, the President-Elect is unable to succeed to the office of President, and there is no Vice President who is able to assume the office of President, the Executive Committee shall elect one of their members to assume the duties of the President until the next meeting of the Board of Directors, or the membership, whichever shall occur first.
- F. The President may appoint whomever she deems appropriate to fill a position that remains vacant because it was not filled under normal procedures and/or process.

ARTICLE VI - Executive Committee

SECTION 1: Composition

The Executive Committee shall consist of thirteen (13) voting members and three (3) non-voting members. The voting members shall be President, President Elect, Vice President and Treasurer, seven (7) Region Directors, the Immediate Past-President and Chair of the Board of Directors. The non-voting members shall be the Recording Secretary, Parliamentarian and Executive Director.

SECTION 2: Duties

The officers of this Corporation shall perform the duties relevant to their Office and as prescribed for them in the accompanying Policies and Procedures adopted as the official policy by this Corporation.

- A. The **President** shall be the chief executive officer and official representative of the Corporation.

She shall have authority to approve administrative and committee expenditures that exceed approved budget allocations up to \$2,000. Anything in excess of this amount requires approval of the Executive Committee.

Team She shall be a liaison to one of the Focus Working Groups as determined by the Officer prior to the beginning of their term year.

- B. The **President-Elect** shall automatically succeed to the Presidency at the completion of the President's term in office, or in the event vacancy occurs in the office of President. If for any reason the President-Elect is unable to assume the Presidency in either instance, the duties, but not the office, of President shall automatically be assumed by the Vice President until an election is held in accordance with the Bylaws.

She shall execute instruments of Conveyance and Encumbrance as authorized by the Executive Committee and is subject to the restrictions in the Articles of Incorporation.

Team She shall be a liaison to one of the Focus Working Groups as determined by the Officer prior to the beginning of their term year.

- C. The **Vice President** shall assume the office of the President-Elect and the duties, but not the office of President if vacancies occur in both those offices, until an election is held in accordance with these Bylaws. (Article V, Section 4 D).

She shall be a liaison to one of the Focus Working Groups as determined by the Officer Team prior to the beginning of their term year.

- D. The Treasurer shall be the chief financial officer of ANCW. She shall be a liaison with the Budget Committee and make fiscal recommendations. The annual budget shall be presented to the Executive Committee and Board of Directors at the Summer Meeting for approval. It shall be reviewed and monitored monthly and presented to the general membership at the Annual Convention for final approval.

- E. Region Directors shall represent their region on the Executive committee and shall serve as Region Meeting Coordinator as stated in the accompanying Policies and Procedures.

- F. The Immediate Past President shall serve as chair of the Nominating Committee and be a member of the Ways and Means Committee. She shall be a liaison to all the Administrative Standing Committees and accept such other duties as assigned by the President.

- G. The Chair of the Board of Directors shall be elected by the General Membership at the Annual Membership Meeting from the members-at-large. She shall preside at the Board of Directors meetings.

- H. The Recording Secretary shall record the minutes of all meetings of the Membership, the Executive Committee, and Board of Directors.

- I. The Parliamentarian shall serve as consultant to the President and all board and committee members of the Corporation, on matters pertaining to the interpretation of the bylaws and parliamentary authority of the Corporation.
- J. The Executive Director shall be retained by the Corporation and recognized as the Chief Operating Officer with day-to-day responsibility for the Corporation's management. They shall be bonded. This may be excused if the organization (ANCW) has made other arrangements such as being insured against employee dishonesty. The Executive Committee shall ensure such a safeguard is adequately in place. She shall perform duties as assigned by the Executive Committee or the President.

SECTION 3: Authority

- A. The Executive Committee shall act in place and instead of the membership and the Board of Directors in the interim between the stated meetings of the Board of Directors or the membership except that they shall not modify or rescind the budget, or any other action taken by the Board of Directors or the membership.
- B. The Executive Committee shall authorize the formulating and awarding of contracts and legal agreements.
- C. The Executive Committee shall perform the duties prescribed for them in the accompanying Policies and Procedures adopted by this Corporation.

SECTION 4: Meetings

The Executive Committee shall meet at the time and place of the General Membership meeting, at the Summer Conference, and one other time as determined by the President to perform the duties prescribed for them in the accompanying Policies and Procedures as adopted by this Corporation. Notice shall be sent to the committee members at least seven (7) days prior to the meeting.

- A. Special meeting of the Executive Committee may be called by the President or by any five (5) members of the Committee upon written notice to all members of the Executive Committee at least ten (10) days prior to the meeting.
- B. Additional meetings of the Executive Committee may be held by electronic means provided that all members participating can be seen or heard, and recognized. Members shall be notified in writing at least seven (7) days prior to the meeting. Meetings shall be conducted in accordance with the procedures set forth in the current Policies and Procedures as adopted by this Corporation.

SECTION 5: Quorum

Nine (9) of the elected officers and elected directors of the Executive Committee shall constitute a quorum of the committee.

SECTION 6: Vacancies

Vacancies on the Executive Committee shall be filled in accordance with these Bylaws (Article V, Section 2: A. and B.).

- A. Any elected member of the Executive Committee who is absent from two (2) meetings, including conference call meetings, during her term of office has vacated her office and shall be notified in writing by the ANCW President.
- B. If a vacancy occurs in a Region Director position before the two (2) year term is completed, the vacancy shall be temporarily filled by an appointment by the ANCW President of an ANCW member in good standing from the same Region, with the approval of the Executive Committee, until a formal Region membership vote can be taken at the next annual Region meeting.

ARTICLE VII - Board of Directors

SECTION 1: Composition

The Board of Directors shall consist of the elected representative of each affiliated organization in office at the time of any meeting of the Board of Directors, the current ANCW President, four (4) ANCW members at large, as elected by the general membership for a three (3) year term, staggered among the four, and each may be elected for one (1) additional three (3) year term, one ANCW collegiate member elected by the general membership annually, one Past President (as selected by all ANCW Past Presidents) and the ANCW Executive Director (non-voting). A past NCBA President and a past CBB Chair may serve as ex-officio members (non-voting.) The four members at large and the collegiate member should apply for this position to the Nominating Committee and have a letter of recommendation from their state. Neither current Region Directors nor current ANCW officers are allowed to serve as members at large. All voting members of the Board of Directors must be current ANCW members in good standing and serve a term of one (1) year and may be re-elected, unless otherwise stated.

A. Affiliate Representation.

Further representation of the Board of Directors shall be allotted on state membership as reported by the ANCW Membership Chair. The membership as of July 1 will be used for Summer Conference and January 1 for General Membership Meeting. Ten (10) to 300 ANCW members allot the state or affiliate a director; any portion of each additional block of 150 ANCW members allots the state or affiliate a director, up to a maximum of four (4) additional directors per state, with a maximum of five (5) votes per state or affiliate.

B. Officers of the BOD

1. There shall be a Chair and Vice Chair for the purpose of conducting meetings of the Board of Directors.
2. The Chair and Vice Chair shall be elected at the General Membership Meeting from the members at large for a one (1) year term, to begin at Leadership Conference following General Membership meeting where elected and may be re-elected for one (1) additional term but for no more than two (2) one-year terms.
3. The Chair shall serve as a voting member of the Executive Committee and a liaison to the President's Council. The Chair will be expected to attend the Leadership Conference following her election.

SECTION 2: Alternate Representative

The Presidents of the affiliated organizations may designate an alternate representative to act as the affiliated President's proxy to the Board of Directors meeting in case of the President's absence. Notice shall be in writing to the credentials committee prior to the opening of the Board of Directors meeting.

SECTION 3: Authority

The Board of Directors shall have general supervision of the affairs of the Corporation between annual meetings of the Corporation and:

- A. Shall have authority to combine, abolish and create standing committees as submitted by the Executive Committee.
- B. Shall have the authority to set the annual dues. Any proposed change to the dues structure must be published in *Official Publication* at least 30 days prior to the next Board of Directors meeting.
- C. Shall perform the duties prescribed for them in the accompanying Policies and Procedures adopted by this corporation.

SECTION 4: Meetings

The Board of Directors shall meet at the time and place of the General Membership Meeting and Summer Conference. Notice shall be sent to members of the Board of Directors at least thirty (30) days prior to the meeting and such notice shall also notify those affiliated organizations that are delinquent, that they will not be entitled to vote at the Board of Directors meeting. (Article II, Section 3-B. 2. a.)

- A. Special meetings of the Board of Directors may be called by the Chair of the Board with the approval of a majority of the Board of Directors. Notice shall be sent to the members of the Board of Directors at least ten (10) days prior to the meeting and shall include notice that affiliated organizations whose dues are not paid shall not be entitled to vote.
- B. Meetings of the Board of Directors may be held by electronic means provided that all members participating can be seen, heard, recognized and credentialed. Members shall be notified in writing at least ten (10) days prior to the meeting. Meetings shall be conducted in accordance with procedures set forth in the current Policies and Procedures as adopted by this corporation.

SECTION 5: Quorum

The quorum of the Board of Directors consists of those who attend the meeting.

ARTICLE VIII- Committees

SECTION 1: Classifications

There shall be two (2) classes of standing committees: Focus Area and Administrative.

- A. Focus Area Committees: Education, Beef Promotion, and Legislation. A member of the Officer team will serve as liaison to each one of the three Focus Area Committees.

- B. Administrative Committees include Awards, Bylaws/Policies & Procedures, Budget, Credentials, Membership, Nominating, Communications, and Ways and Means. The immediate Past President shall serve as liaison between the Budget, Communications, and Ways and Means Committee and the Executive Committee. The President Elect shall serve as liaison between Bylaws/Policies & Procedures Committee and the Executive Committee. Vice President shall serve as liaison between Credentials and Membership Committees and Executive Committee. The Awards and Nominating Committees shall report to the Executive Committee as necessary.

SECTION 2: Financial Responsibility

All committees shall contain expenditures within their budget allocations. They must submit written plans and estimated budget to the Executive Committee for consideration 30 days prior to Summer Conference.

- A. Committee Chair shall submit itemized statements and proper documentation to the ANCW Executive Director and cc the ANCW Treasurer for reimbursement of expenses incurred.
- B. Special committees shall have prior authorization from the Executive Committee for the expenditure of funds.

SECTION 3: Ex-Officio

The President shall be an ex-officio member, with vote, of all committees except the Nominating Committee.

ARTICLE IX- Resolutions

All ANCW resolutions shall remain in effect for five years, unless modified or canceled prior to this term. Resolutions will be reviewed annually by the Bylaws Committee during summer conference. At the end of their 5 year term, the Committee will recommend the resolution to be renewed or to allow it to “sunset” (expire). Ultimately all Resolutions must be ratified by two thirds (2/3) majority of the membership at the annual membership meeting.

ARTICLE X - Official Publication

The official publication of the ANCW shall be *The American CattleWoman* published as directed by the Executive Committee.

ARTICLE XI - Parliamentary Authority

Robert’s Rules of Order Newly Revised shall apply on all questions of Procedure and Parliamentary Law not specified in these Bylaws or indicated by the Corporation’s Policies and Procedures.

ARTICLE XII - Conflict of Interest

Section 1:

No member of the Executive Committee or Board of Directors shall participate in any discussion or vote on any matter in which she, or a member of her immediate family, has a potential conflict of interest due to having a material economic involvement regarding the matter being discussed. When such a situation presents itself, the Executive Committee member or Board of Director member must announce her potential conflict, disqualify herself and be excused from the meeting until discussion is over on the matter involved. The President/Chair of the meeting is expected to make inquiry if such conflict appears to exist, and the Executive Committee member or Board of Director member has not made it known.

ARTICLE XIII - Insurance

Section 1:

ANCW will purchase and maintain insurance on behalf of any person who is or was a director, employee, or agent of the Corporation, or is or was serving at the request of ANCW as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the ANCW would have the power to indemnify them against any such liability and under the laws of Colorado, as the same may be amended or modified.

Section 2:

Indemnity. Except with respect to claims arising from any of ANCW's separate negligence or willful acts, which shall remain that ANCW's personal obligation, ANCW agrees to defend, indemnify and hold harmless the other Party and its directors, officers, and employees with respect to a claim arising from the Party's actual or alleged act, failure to act, error, or omission in the performance of their obligations under these By-Laws or any governing law or regulation.

ARTICLE XIV- Amendments

SECTION 1: Bylaws Amendments

These Bylaws may be amended at any General Membership meeting by a two-thirds vote of the members present and voting, provided the change has been submitted to the Bylaws Committee ninety (90) days prior to the General Membership meeting and the committee has made them available to the membership, via *Official Publication*, 30 days prior to the Annual General Membership meeting.

SECTION 2: Emergency Amendments

Emergency amendments may be adopted at the annual General Membership meeting without previous notice by a seven-eighths (7/8) vote of those present and voting.

ARTICLE XV - Emergency Clause

SECTION 1: No Meeting

When because of war, great disaster or extraordinary emergency the holding of a General Membership meeting is made impractical, all functions, powers and duties of the ANCW shall be and are vested in the Executive Committee.

SECTION 2: Voting Procedures

If travel is forbidden or curtailed to a prohibitive extent, voting by mail or virtual meeting where attendees can be seen, heard, recognized and credentialed for the purposes of electing officers, carrying on the business and amending Bylaws shall be and is authorized and the Executive Committee is empowered to prescribe in full appropriate procedures for the purpose thereof.