

**BYLAWS**  
**AS AMENDED AUGUST 2017**

**ARTICLE I: NAME**

The name of the Corporation shall be the ASSOCIATION OF FRATERNITY/SORORITY ADVISORS, INC. The Corporation may also utilize the following assumed names: Association of Fraternity/Sorority Advisors; AFA.

**ARTICLE II: PURPOSES**

- A. The purpose of the Association shall be to:
1. Provide for the cooperative association and professional stimulation of those persons engaged in the advisement of fraternities and sororities;
  2. Formulate and maintain high professional standards in the advisement of fraternities and sororities;
  3. Provide a forum through publications, conferences, and informal interactions for the sharing of ideas and concerns related to the advisement of fraternities and sororities;
  4. Stimulate educational programming and student development concepts within undergraduate chapters of fraternities and sororities and fraternal organizations;
  5. Promote research and experimentation related to fraternities and sororities;
  6. Encourage interested and qualified persons to seek student personnel positions in post- secondary educational institutions that include advisement of fraternities and sororities and/or professional positions with inter/national fraternities and sororities;
  7. Maintain positive and supportive working relationships with related professional higher education associations and with inter/national fraternity and sorority organizations;
  8. Assist other tax-exempt organizations, whose purposes are educational and/or charitable and are compatible with the educational purposes of the Association; and
  9. Do all things reasonably in furtherance of, or incidental to, the above.

### **ARTICLE III: MEMBERSHIP**

- A. The classifications of membership in the Association shall be Professional, Graduate, Affiliate, Vendor, and Emeritus.
1. Professional members shall be those persons holding full-time paid, positions either at a college/university or at an inter/national fraternity or sorority.
  2. Graduate members shall be those persons who are enrolled as part-time or full-time graduate students (masters or doctoral) but who are not employed in any full-time, professional position.
  3. Affiliate members shall be persons who are actively concerned with the advisement of men's or women's fraternities and sororities who are not employed by a college/university or inter/national fraternity or sorority.
  4. Vendor members shall be those organizations, companies, manufacturers, or suppliers of goods and services, either for profit or not for profit in nature, that support the policies, purposes, and activities of the Association. Vendor members shall be subject to the approval of the President.
  5. Emeritus members shall be those persons who have been Professional members of the Association up to the time they have retired from the field of higher education or from an inter/national fraternity or sorority staff, but still are actively interested in men's or women's fraternities and sororities.
- B. All members shall pay dues annually. Emeritus members shall pay annual dues commensurate to the rate for Graduate members.
- C. Professional, Graduate, Affiliate, and Emeritus members shall be entitled to one vote in all business of the Association; be able to hold appointed and elected offices; and be eligible to serve on Association committees, editorial boards, and workgroups.
- D. Vendor members shall be listed in the vendor directory, receive updated membership lists, and be eligible to exhibit or sponsor an event at the Annual Meeting.

### **ARTICLE IV: FINANCES**

- A. Dues for all categories of membership shall be established by the Board of Directors of the Association.

- B. The fiscal year of the Association shall be September 1 through August 31.
- C. The membership year of the Association shall run concurrent with the fiscal year. First-time members of the Association who join after June 1 will have their membership payment applied to the remainder of the current membership year and all of the following membership year. Failure to pay the annual dues by September 15 shall cause the Central Office to drop the member's name from the roll of the Association.
- D. Volunteers may request reimbursement for expenses reasonably connected to their responsibilities from the Central Office staff. Such reimbursement requests shall not include reimbursement for travel to the Annual Meeting of the Association. Expenditures shall not exceed the amounts approved in the budget without prior special approval of the Board of Directors.
- E. The Board of Directors shall approve expenditures in accordance with the projected annual budget. The Board of Directors may deviate from the annual budget in unforeseen circumstances, provided such a deviation does not exceed overall projected income.
- F. The Association shall not operate at a deficit in any fiscal year. No expenditures shall be authorized that would cause such deficit condition. If necessary, the Finance Committee of the Board of Directors will have the ability to utilize the Association's reserve funds consistent with the adopted policies.

#### **ARTICLE V: BOARD OF DIRECTORS**

- A. The affairs of the Association shall be governed by its Board of Directors. The Board of Directors shall:
  - 1. Articulate the mission and purpose of the Association;
  - 2. Formulate and adopt policies for the Association within the provisions of these Bylaws;
  - 3. Select and supervise the executive or association management company to whom responsibility for the operations of the Association shall be delegated;
  - 4. Manage the Association's finances;
  - 5. Ensure effective organizational planning and resource allocation;
  - 6. Enhance the Association's public image;

7. Create committees and workgroups to advance Association projects between business sessions of the Annual Meeting;
  8. Propose amendments to these Bylaws; and
  9. Participate in the fundraising activities of the AFA Foundation by contributing at a pre-determined level of giving or getting an equal contribution from another source.
- B. The Board of Directors shall consist of seven (7) members, including the following officers: President, Treasurer, and Secretary. Five (5) members of the Board of Directors, including the President, shall be elected in accordance with the procedures outlined herein. Two (2) members of the Board of Directors shall be appointed in accordance with the procedures outlined herein. The Board of Directors shall serve in accordance with the laws of the State of Indiana.
1. The AFA Foundation Chair shall be an invited guest to all meetings of the Board of Directors.
  2. The Executive Director shall serve as an ex-officio, non-voting member of the Board of Directors.
  3. Additional ex-officio, non-voting members of the Board of Directors may be appointed by the President on an annual basis, subject to approval by the Board of Directors.
- C. All members of the Board of Directors shall be Professional, Graduate, Affiliate, or Emeritus members.
- D. All members of the Board of Directors shall have been members of the Association for a minimum of three (3) years prior to nomination.
- E. The term of office for all members of the Board of Directors shall be two (2) years. No member of the Board shall serve more than three (3) consecutive, regular terms in office.

- F. Newly elected members of the Board of Directors shall take office at the close of the Annual Meeting at which they are installed and shall serve through the Annual Meeting of the year their term expires or until their successors are elected. Retiring members of the Board shall be responsible for the completion of all responsibilities and for providing new members of the Board all necessary reports and information required for the smooth transition of responsibility.
- G. In the event a member-elect of the Board of Directors resigns his/her position after the completion of the official ballot and prior to his/her installation at the business session of the Annual Meeting, the Board of Directors shall call for the election of a new member-elect of the Board by the eligible voting membership within one (1) week of the resignation. An open call for nominations shall be conducted by the Chair of the Nominations and Elections Committee and candidates shall be determined within two (2) weeks of the resignation. The special election shall be conducted in accordance with the applicable election procedures outlined herein and shall remain open for one (1) week.
- H. If a vacancy occurs on the Board of Directors, the President, with the approval of the Board of Directors, shall appoint an interim member of the Board.
1. If the vacancy was created by an elected member of the Board, the interim member of the Board shall serve until the conclusion of that year of the term of office.
  2. If the vacancy occurs during the first year of a regular term of office for an elected member of the Board, the Board of Directors shall call for a special election by the eligible voting membership of the Association of the conclusion of the first year of the regular term of office. Nominations for and the election of the new member of the Board of Directors shall occur during the annual election process. The newly elected member of the Board shall serve a special one-year term to complete the remainder of the vacated term of office.
  3. If the vacancy was created by an appointed member of the Board, the interim member of the Board shall serve until the conclusion of the regular term of office.
  4. An interim member of the Board shall be eligible to succeed himself/herself for three (3) consecutive, regular terms.

- I. Should any member of the Board of Directors become unemployed or no longer enrolled in a graduate program between the time of election results being validated and the end of the member's term, a period of forty-five (45) business days will be extended to him/her to seek employment or enroll in a graduate program. Should s/he remain ineligible to serve on the Board of Directors after forty-five (45) business days, the member of the Board shall resign his/her position.
- J. The Board of Directors shall meet at such times and places as it shall determine, to include at least one (1) meeting in the interim of the Annual Meeting. The Board of Directors may, at its discretion, authorize the use of Association funds to support such meetings.
- K. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- L. The committees of the Board of Directors shall be the Finance Committee, Resolutions Committee, and Audit Committee.
  1. The Finance Committee shall consist of the President, Treasurer, and one (1) additional member of the Board of Directors. The Treasurer shall chair the Finance Committee. The Executive Director shall serve as an ex-officio, non-voting member of the Committee. The Finance Committee shall review quarterly and annual financial reports and make recommendations regarding financial matters to the Board of Directors and the general membership.
  2. The Resolutions Committee shall consist of the Secretary and two (2) additional members of the Board of Directors. The Secretary shall chair the Resolutions Committee. The Executive Director shall serve as an ex-officio, non-voting member of the Committee. The Resolutions Committee shall review all Association standing resolutions, as well as other policy and/or position statements, and make recommendations regarding appropriate revisions, additions, or eliminations to the Board of Directors and the general membership.
  3. The Audit Committee shall consist of two (2) members of the Board of Directors and an at-large member to be appointed by the President. The Audit Committee shall be chaired by the at-large member, who may not be a member of the Board of Directors. The Audit Committee shall review and present the fiscal year audit report at the annual business session. No members of the Finance Committee may also sit on the Audit Committee.

- M. Members of the Board of Directors may be impeached and removed for failure to appropriately perform their duties in accordance with the procedures outlined herein.
1. Elected members of the Board of Directors may be impeached and removed under the following procedures:
    - a. Charges may be brought by any eligible voting member of the Association in good standing. Charges will be filed with the Secretary of the Board of Director, except in if the Secretary is the affected officer, in which case charges will be filed with the President.
    - b. Charges shall be brought before the Board of Directors, who shall conduct a hearing and provide the affected member of the Board an opportunity to defend himself/herself.
    - c. The Board of Directors, in closed session and in the absence of the accused, votes on the question of impeachment.
    - d. The Bill of Impeachment, along with an explanatory statement from the Board of Directors and a statement from the accused, is submitted to all eligible voting members of the Association. A majority agreement of those voting within four (4) weeks of the date of the distribution of the electronic ballot shall be sufficient to effect removal from the Board of Directors.
  2. Appointed members of the Board of Directors may be removed from their position, without notice, by a three-fourths (3/4) vote of the Board of Directors.
  3. Appointed members of the Board of Directors may be removed by a majority vote of the Board, provided sufficient notice has been given and the individual has a reasonable opportunity to defend himself/herself before the Board of Directors.
  4. Members of the Board of Directors who are removed for failure to meet the minimum requirements outlined in Section C of this Article and Section C of Article IV shall automatically forfeit their positions on the Board and are not entitled to the removal procedures outlined herein.
- N. Members of the Board of Directors shall be covered by the Association's bond policy, which shall provide a minimum of \$100,000 in coverage.

## ARTICLE VI: OFFICERS

- A. The officers of the Association shall be the President, Treasurer, and Secretary. The President shall be elected in accordance with the procedures outlined herein. The Treasurer and Secretary shall be appointed from the six sitting members of the Board, matching skill sets and interests to the needs of the Association.
- B. All officers must meet the eligibility requirements to serve on the Board of Directors, as outlined in Article V.
- C. The President shall be employed at a college or university or enrolled in a graduate program during his/her term of office; have been a professional member of the Association for a minimum of five (5) years prior to nomination; and have held an elected or appointed role on the Board of Directors for one (1) year prior to his/her assumption of office. The term of service need not be consecutive with the member's term as President of the Association. The President may serve no more than two consecutive, regular terms in office.
1. Should the President no longer be employed at a college or university or no longer enrolled in a graduate program between the time of election results being validated and the end of his/her term, a period of forty-five (45) business days will be extended to the President to seek employment at a college or university or enrollment in a graduate program. Should s/he remain ineligible to serve as President after forty-five (45) business days, the President shall resign his/her office.
- D. A member of the Board of Directors may accept a nomination to run for the Office of President mid-term. If elected, said member of the Board shall resign his/her seat upon assuming the Office of President. No other office position shall require a member of the Board to resign his/her seat.
- E. Newly elected and appointed officers shall take office at the close of the Annual Meeting at which they are installed and shall serve through the Annual Meeting of the year their term expires or until their successors are elected or appointed. Retiring officers shall be responsible for the completion of all responsibilities and for providing new officers all necessary reports and information required for the smooth transition of responsibility.



F. The President shall serve as the chief volunteer of the Association and shall preside at all business sessions. The President shall have the following duties:

1. Chair the Board of Directors;
2. Have general and active management of the Board of Directors;
3. Have general superintendence and direction of all other officers of the Association and members of the Board of Directors and see that their duties are properly performed;
4. Play a leading role in the Association's fundraising activities, serving as the liaison from the Board of Directors to the AFA Foundation;
5. Supervise the Executive Director;
6. Serve as the official spokesperson of the Association;
7. Oversee the review and advancement of the Association's Strategic Plan;
8. Serve as the liaison to selected interfraternal, higher education, and other non- contractual partners of the Association;
9. Serve as an ex-officio member of all committees; and
10. Have the power and duties usually vested in the Office of the President.

G. The Treasurer shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Treasurer shall have the following duties:

1. Chair the Finance Committee;
2. Ensure the development and subsequent review by the Board of Directors of all financial policies and procedures;
3. Provide an annual budget to the Board of Directors for approval;
4. Assist the Association's professional staff in the collection and disbursement of all Association funds as authorized by the Board of Directors and approved by the President;
5. Assist in the preparation of written quarterly and annual financial reports;
6. Assist in the management of the Association's investments; and
7. Perform other such duties as may be assigned by the President.

H. The Secretary shall act as the clerk of the Board of Directors and the Association. The Secretary shall have the following duties:

1. Chair the Resolutions Committee;

2. Keep and subsequently distribute or publish as appropriate the minutes of all Board of Directors meetings and all business sessions of the Association;
  3. Manage the records of the Board and ensure the effective management of the Association's records;
  4. Be sufficiently familiar with the Association's governing documents so as to note applicability during meetings; and
  5. Perform other such duties as may be assigned by the President.
- I. If the Office of President becomes vacant, the next person available shall assume office as Acting President according to the following Order of Succession: Treasurer, Secretary, and then the longest-serving member of the Board of Directors in order of years of service to the Association. The Acting President shall hold office until the Board of Directors can act as specified herein.
1. If the Office of President becomes vacant within thirty (30) days after the beginning of a term of office, the Board of Directors shall call for the election of a new President by the eligible voting membership.
  2. If the Office of President becomes vacant more than thirty (30) days after the beginning of a term of office, the Board of Directors may elect a member of the Board to serve as Interim President until the conclusion of that year of the term of office. The Board of Directors shall then call for a special election. Nominations for and the election of the new President shall occur during the annual election process.
  3. Interim Presidents shall be eligible to succeed themselves for a regular term.

#### **ARTICLE VII: CENTRAL OFFICE STAFF**

- A. The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall be the chief staff officer of the Association and shall have immediate and overall supervision of the operations of the Association and the Central Office. The Executive Director shall direct the day-to-day business of the Association; hire, discharge, and determine the salaries and other compensation of all staff members under his/her supervision; and perform such additional duties as may be directed by the Board of Directors.

- B. The Executive Director shall report to the Board of Directors on the activities of the Central Office and make other such reports as shall be required by the President or the Board of Directors.

#### **ARTICLE VIII: REGIONAL DIRECTORS**

- A. The Association shall be divided into the following regions, each of which shall have an appointed Regional Director:
1. Region I: Connecticut, Delaware, the District of Columbia, Maine, Maryland, Massachusetts, New Brunswick, Newfoundland, New Hampshire, New Jersey, New York, Nova Scotia, Pennsylvania, Quebec, Rhode Island, Vermont, West Virginia, and the United Kingdom;
  2. Region II: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, and Virginia;
  3. Region III: Illinois, Indiana, Manitoba, Michigan, Ohio, and Ontario;
  4. Region IV: Arkansas, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, Texas, and Wisconsin; and
  5. Region V: Alaska, Alberta, Arizona, British Columbia, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Saskatchewan, Utah, Washington and Wyoming.
- B. Regional Directors shall promote the mission and programmatic benefits of the Association within their respective regions, supervise the activities and programs of regionally-based committees or workgroups, and promote the Association to potential new members. Regional Directors shall be appointed by the Central Office staff in accordance with Article XI of these Bylaws.
- C. All Regional Directors shall be Professional, Graduate, Affiliate, or Emeritus members.
- D. All Regional Directors shall have been members of the Association for a minimum of one (1) year prior to appointment.
- E. All Regional Directors shall be employed by an institution or organization in the region s/he represents for at least one year prior to appointment.

- F. The term of office for all Regional Directors shall be one (1) year. No Regional Director shall serve more than two (2) consecutive, regular terms in office.
- G. Regional Directors may be removed from their volunteer role for failure to appropriately perform their duties in accordance with the procedures outlined herein.

#### **ARTICLE IX: MEETINGS**

- A. Unless prevented by a national emergency, there shall be an Annual Meeting of the Association at which the annual business session shall be conducted. Notice of the Annual Meeting of the Association shall be sent to all current members of record at least forty-five (45) days in advance of the meeting.
- B. The Professional, Affiliate, Graduate, and Emeritus members and the Past Presidents present at the business session of the Annual Meeting shall constitute a quorum for the transaction of business, provided proper notice of the business session has been given.
- C. All officers and Regional Directors of the Association shall be present at the Annual Meeting at which they are elected or appointed and at the Annual Meeting for which they are responsible. Failure to attend these meetings, unless excused by a vote of the Board of Directors shall constitute cause for removal without notice as provided for herein.

#### **ARTICLE X: NOMINATIONS AND ELECTIONS**

- A. The Nominations and Elections Committee shall consist of eleven (11) members, including one (1) elected representative from each region, one (1) appointed representative from each region, and a Chair. The Chair of the Nominations and Elections Committee shall be a Past President of the Association, who shall be appointed by the President with the approval of the Board of Directors.
  - 1. The President of the Association shall appoint one (1) Professional, Affiliate, Graduate, or Emeritus member from each region.

2. During the normal election process, one (1) Professional, Affiliate, Graduate, or Emeritus member from each region shall be elected by the eligible voting membership of the region. The eligible voting membership of the region shall also elect an alternate representative to the Nominations and Elections Committee.
  3. The membership of the Nominations and Elections Committee shall be officially announced following the Annual Meeting.
- B. All members of the Nominations and Elections Committee shall have been members of the Association for a minimum of three (3) years prior to election or appointment.
- C. Representatives to the Nominations and Elections Committee shall serve for one (1) year. No representative to the Nominations and Elections Committee shall serve no more than two (2) consecutive terms.
- D. The Association's nominations and elections procedures shall be established by the Nominations and Elections Committee and approved by the Board of Directors, unless otherwise specified herein.
1. The Nominations and Elections Committee shall call for nominations for the elected positions to be filled on the Board of Directors from all Professional, Graduate, Affiliate, and Emeritus members of the Association.
  2. Half of the elected members of the Board of Directors shall be elected each year. The Office of President shall be elected every other year.
  3. The Nominations and Elections Committee may solicit and nominate candidates in addition to those nominated and received from the membership.

4. The Committee shall slate all nominees deemed qualified for service and able to advance the work of the Association. For efficiency, it is recommended that the Committee nominate one candidate more than the number of vacancies on the Board of Directors, with no more than five (5) candidates being nominated for the Board in any year. In the year the Office of President is elected, the Commission should slate no more than two (2) candidates for the position. When multiple members accept nominations, a single slate is acceptable when the Committee either lacks confidence in the nominees or is able to determine a distinct variation in the level of preparedness between nominees.
  5. To be eligible for nomination, a candidate must meet all qualifications and eligibility requirements for the positions outlined in these Bylaws.
  6. Write-in candidates shall be permitted in all elections, with the exception of run-offs. Ballots shall be arranged so as to provide for write-in candidates.
  7. No later than thirty (30) days prior to the Annual Meeting, the Chair of the Nominations and Elections Committee shall send an electronic ballot to all Professional, Affiliate, Graduate, and Emeritus members and Past Presidents who were listed on the roll of the Association as of the day prior to the ballot opening. The specific timing of the election shall be determined by the Board of Directors. The ballot shall be returned electronically no later than twenty-one (21) days after the date of distribution.
  8. A plurality of votes shall constitute election to the Office of President. In the event two (2) candidates receive an identical numbers of votes for President, the Association shall conduct an additional electronic vote for only the tied position and only including the original slate of candidates.
  9. The members of the Board of Directors, other than the President, shall be elected by preferential voting.
  10. The results of all elections shall be announced by the President at the business session of the Annual Meeting and shall subsequently be officially announced in writing following the Annual Meeting.
- E. After elections and prior to new members of the Board of Directors assuming office, the sitting members of the Board of Directors shall appoint one (1) additional member of the Board each year, giving weight to candidates who add value, necessary expertise, and unique skills to the Board.

## ARTICLE XI: VOLUNTEERS

- A. The Central Office staff shall appoint all volunteers whose elections or appointment procedures are not herein defined, with the approval of the Board of Directors.
- B. All persons serving on committees, editorial board, or workgroups shall be members of the Association during their terms of appointment. The editors, liaisons, and chairs of all committees, editorial board, or workgroups shall be Professional or Graduate members of the Association.
- C. The qualifications and terms of appointment for all volunteers shall be determined by the Central Office staff, with the approval of the Board of Directors.
- D. All committees, editorial board, and workgroups shall report to an assigned member of the Board of Directors or Central Office staff. All volunteers shall submit the reports requested by the Board of Directors and Central Office staff.
- E. No committee, editorial board, or workgroup shall obligate the Association to any undertaking not specifically approved in writing by the Board of Directors or the membership of the Association at the business session of the Annual Meeting.
- F. Appointed members of committees, editorial boards, and workgroups may be removed from their position in accordance with the procedures outlined herein.
  - 1. Appointed volunteers may be removed from their position, without notice, by a three- fourths (3/4) vote of the Board of Directors.
  - 2. Appointed volunteers may be removed by a majority vote of the Board of Directors, provided sufficient notice has been given and the individual has a reasonable opportunity to defend himself/herself before the Board of Directors.
  - 3. Appointed volunteers who are removed for failure to meet the minimum eligibility requirements outlined herein shall automatically forfeit their positions and are not entitled to the removal procedures outlined in these Bylaws.

## **ARTICLE XII: RESOLUTIONS**

- A. There are two types of resolutions: those intended to be construed as policy or position statements of the Association, and those intended to be commemorative or construed as special recognition of events or individuals.
- B. Resolutions may be proposed by the Board of Directors or upon petition of any Professional, Affiliate, Graduate, or Emeritus member or Past President of the Association. All proposed resolutions shall be reviewed by the Board of Directors prior to presentation to the membership, unless proposed from the floor of the business session of the Annual Meeting.
- C. Resolutions shall be considered adopted if approved by a majority vote of the Professional, Affiliate, Graduate, Affiliate, and Emeritus members and Past Presidents present at the business session of the Annual Meeting, provided written notice of the proposed resolution was sent to all voting members thirty (30) days in advance.
- D. Resolutions shall also be considered adopted, without notice, if approved by a two-thirds (2/3) vote of the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents present at the business session of the Annual Meeting, provided the voting membership of the Association approves discussion and consideration of said resolution on the floor of the business session and the text of the proposed resolution is distributed to those in attendance at the business session.
- E. The Board of Directors may submit a resolution to the eligible voting membership for approval by electronic ballot. The resolution shall remain open for thirty (30) days. The resolution shall be considered adopted if approved by a majority of the Professional, Graduate, Affiliate, and Emeritus members and Past President participating in the vote.

## **ARTICLE XII: PARLIAMENTARY AUTHORITY**

In all situations not provided for in the Articles or the Bylaws, the rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Association in operations.



### **ARTICLE XIII: CONSTRUCTION**

These Bylaws shall be construed and enforced in accordance with the laws of the State of Indiana.

### **ARTICLE XIV: AMENDMENTS**

- A. Amendments to or a repeal of these Bylaws may be proposed by the Board of Directors on its own initiative, through solicitation of member input, or upon petition by 2.5 percent of the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents. The Board of Directors shall present all such proposals to the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents with or without endorsement.
  
- B. Amendments to or a repeal of these Bylaws shall be approved by a two-thirds (2/3) affirmative vote of the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents present at the annual business session of the Association duly called, provided written notice of proposed changes has been sent to all eligible voting members thirty (30) days before such meeting; or by majority vote of the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents voting by a thirty (30) day electronic ballot.