



# TENNESSEE BAR ASSOCIATION

## Bylaws

(As amended through August 2019)

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### Offices

1. The principal office of the corporation (the “Association”) shall be located at the Tennessee Bar Center, 221 Fourth Avenue N., Nashville, Tennessee 37219, and the corporation shall have such other offices at such other places as the Board of Governors may from time to time specify or as the business of the Association may require.

### Purpose

2. The purposes of the Association shall be to foster legal education, maintain the honor, dignity and well-being of the members of the legal profession, enhance the performance of the legal profession, cultivate professional ethics and fellowship among its members and promote responsible relationships between the legal profession and the public.

### Members

3. *Classifications.* The Board of Governors shall determine classifications of the members of the Association.

4. *Qualification.* Any person who is a member in good standing of the legal profession shall be eligible for membership in this Association. *Law Student Members:* As the Board of Governors may determine, a category of non-voting law student membership may be created and established, and any law student is eligible to become a law student member of the Association. Law students may apply for law student membership by such rules as are established by the Board of Governors. *Law Firm Members:* As the Board of Governors may determine, a category of non-voting law firm, employer-level membership may be created and

established, and any law firm in which 100% of the firm’s Tennessee-based attorneys are members of this Association is eligible to become a law firm member of the Association. Law firms may apply for law firm membership by such rules as are established by the Board of Governors.

5. *Termination or Suspension.* Upon disbarment or suspension from the practice of law, a membership is automatically terminated. Also, a membership may be terminated for non-payment of dues. A member may be suspended or expelled for other cause by a two-thirds vote of the Board of Governors after 30 days notice to the member, and after an appropriate hearing, if requested, before the Board of Governors.

6. *Non-Discrimination.* No person shall be denied membership in the Association because of race, creed, color, sex or national origin.

7. *Regular Meetings of Members.* The members of the Association shall meet at least annually at places designated by the President and approved by the Board of Governors.

8. *Notice.* All Members shall be notified in writing of the place and time of each meeting, and, in case of a special meeting, the purpose or purposes for which it is called. The Notice shall be given no fewer than 10 or more than 60 days before a meeting. Notice may be printed in an issue of a regularly published periodical or journal of the Association, mailed to each member entitled to vote, or it may be mailed separately.

9. *Quorum.* The voting members present shall constitute a quorum at any meeting.

10. *Amount of Dues.* The amount and time of payment of dues by each classification of membership shall be fixed by the Board of Governors.

**Board of Governors**

11. *Authority of the Board.* The Board of Governors shall govern the activities of, administer the business of and act for the Association in all matters, subject to the direction of membership and provisions of the Charter and these Bylaws.

12. *Members of the Board.* The Board shall consist of 27 members, as follows:

- President
- President-Elect
- Vice President
- Immediate Past President
- Secretary
- Treasurer
- President, Tennessee Judicial Conference
- President and President-Elect, Young Lawyers Division
- President, District Attorneys General Conference
- President, District Public Defenders Conference
- Speaker, House of Delegates
- Two Governors from each of the three Grand Divisions
- One Governor from each of eight Districts and two Governors from the Fifth District as established by the Board of Governors

13. *The Districts are:*

*First District*

Johnson	Hancock	Washington	Hamblen
Carter	Grainger	Unicoi	Sevier
Cocke	Jefferson	Hawkins	
Greene	Sullivan	Claiborne	

*Second District*

Campbell	Blount	Union	Loudon
Anderson	Morgan	Knox	Scott
Roane	Cumberland		

*Third District*

Polk	Bradley	Bledsoe	Rhea
Hamilton	Marion	Meigs	McMinn
	Monroe		

*Fourth District*

White	Warren	Franklin	Lincoln
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Van Buren	Fentress	Moore	Marshall
Pickett		Bedford	Cannon
Putnam	Smith	Rutherford	DeKalb
Overton	Jackson	Wilson	Macon
Clay	Coffee	Trousdale	Grundy
Sequatchie			

*Fifth District (two District Governors)*

Davidson

*Sixth District*

Giles	Lawrence	Humphreys	Houston
Wayne	Perry	Cheatham	Stewart
Lewis	Hickman	Montgomery	Sumner
Maury	Dickson	Robertson	
Williamson			

*Seventh District*

Henry	Decatur	Hardeman	McNairy
Carroll	Chester	Hardin	Madison
Henderson	Fayette	Benton	Gibson
Weakley	Obion	Haywood	Crockett
Lake	Dyer	Tipton	Lauderdale

*Eighth District*

Shelby

14. *Eligibility.* Any voting member of the Association, engaged in the practice of law or retired from the practice of law, is eligible for election to any office within the member’s district or grand division.

14.a. *Defining Practice of Law.* For purposes of eligibility, the practice of law shall include members primarily engaged in private or public practice, primarily engaged in teaching law, judicial clerk or staff attorney, service as a judge, attorney general, public defender, Assistant United States Attorney, or in-house counsel.

14.b. *Geographic Eligibility.* The address of the member’s principal law office, or in the case of a retired member, the residential address, shall determine the applicable district and grand division.

14.c. *Loss of Geographic Eligibility.* Should any elected or appointed District Governor or Grand Division Governor lose his or her geographic eligibility, the elected governor shall serve until the conclusion of the next annual membership meeting of the Association, at which time, if an election has not named a new

governor, the Board of Governors shall appoint a new eligible governor for any remaining term, to begin immediately following the annual membership meeting of the Association.

14.d. *Loss of Eligibility Status.* Should any elected or appointed District Governor or Grand Division Governor lose eligibility per §5, the governor will immediately surrender his or her seat on the Board, and unless the vacated seat would be up for election in its normal rotation cycle, the remaining Board of Governors shall appoint a new governor per §15.a.

15. *Election of Governors.* The nine District governors and the six Grand Division governors shall be elected by the voting members from their respective Districts or Grand Divisions. The election of District Governors shall be rotated among the eight Districts, with governors to be elected annually from three Districts for three-year terms. The election of the Fifth District Governor Position 1 shall take place in the same rotation as for district governors from Districts 2 and 7. The election of the Fifth District Governor Position 2 shall take place as the same rotation as for district governors from Districts 3 and 6. The election of the District Governor from District 1 shall take place as the same rotation as for district governors from Districts 4 and 8.

Two governors from and representing each of the three Grand Divisions shall be elected annually for a one-year term to a position designated by Grand Division as either Position 1 or Position 2.

15.a. *Vacancies.* A vacancy in the office of Governor may be filled by appointment of the Board of Governors, said appointee to serve until the seat's normal rotation in the voting cycle.

15.b. *Term-Limits.* No eligible member shall serve more than two consecutive elected terms as District Governor for the same district. No eligible member shall serve more than three consecutive elected terms as Grand Division Governor for the same grand division.

15.c. Should the Board of Governors appoint an eligible member to district governor under §15.a. in the first year of the district seat's three-year term, said appointee may hold the seat for the remainder of the full term and then may be elected to the seat so as to serve a total of six consecutive years from the same district.

15.d. Should the Board of Governors appoint an eligible member to District Governor during year two or year three of the district seat's term, said appointee may hold the seat for the remainder of the term and seek election to the seat for an additional two election cycles for a maximum term serving as District Governor for eight consecutive years.

15.e. Should the Board of Governors appoint an eligible member to serve as a Grand Division Governor during any portion of the seat's term, such term shall be considered year one. If the appointed Grand Division Governor still has term limit eligibility, then he or she may seek reelection in accordance therewith.

15.f. The Board of Governors shall not be prohibited from appointing an otherwise term limited member from serving as District or Grand Division Governor so long as the otherwise term-limited member meets the other eligibility requirements.

15.g. The term of an elected Governor shall commence immediately following the annual membership meeting of the Association. The term of an appointed Governor shall commence at the next scheduled meeting of the Board.

16. *Composition of Districts and Grand Divisions.* The Board of Governors shall have the authority to change composition of the Districts and Grand Divisions to assure fair and equitable apportionment.

17. *Executive Committee.* The Executive Committee of the Board of Governors shall consist of the President, President-Elect, Vice President, Immediate Past President, Secretary, and the Treasurer. The Secretary of the Association shall serve as secretary to the Executive Committee. The Executive Committee shall exercise the powers and duties of the Board of Governors when the Board is not in session.

18. *Committees.* The Board of Governors may create such other committees as it may determine helpful in discharging its responsibilities. Each such committee shall be for such duration, consist of such persons and shall perform the functions as assigned by the Board of Governors.

19. *Meetings.* The Board of Governors shall meet at least three times each year, at a time and place to be designated by the President. Special meetings may be called by the President or by

eight members of the Board. The Board members designated by virtue of being President of the Tennessee Judicial Conference, District Attorneys General Conference and/or the District Public Defenders Conference may designate, in writing, a member of their conference to attend and vote in their absence at any meeting of the Board of Governors, but only for that meeting or portion thereof.

20. *Notice of Meetings.* Each Governor including members of the Executive Committee, shall be given prior notice of a meeting either personally or by mail, electronic mail, telephone, or facsimile transmission.

21. *Quorum.* A majority of the members of the Board shall constitute a quorum.

22. *Removal.* If a member of the Board of Governors shall attend less than 50 percent of the meetings of the Board of Governors within any administrative year of the Association, the President in his or her discretion may notify the Governor that he or she has been suspended until the next regularly scheduled meeting of the Board when the suspension shall be considered. If the Board shall vote to sustain such a suspension, the Governor shall be notified that membership on the Board is terminated and the Board shall fill the vacancy under the terms of §15.

### **House of Delegates**

23. *Board Action on Policy Recommendations of the House.* The Board of Governors may adopt, reject, or amend the policy recommended by the House of Delegates. The Board of Governors may adopt a policy recommended by the House by majority vote of those present and voting. The Board of Governors may reject or amend a policy recommended by the House of Delegates by a vote of a majority of the voting members of the entire Board.

24. *Purpose.* The purpose of the House of Delegates shall be to consider, debate, and make the policy recommendations on matters of interest and concern to the legal profession. The House shall act on matters brought to its attention by the Board of Governors and shall have the authority to institute consideration of matters on its own initiative.

25. *Authority.* The House of Delegates shall report its findings, studies, and recommendations

to the Board of Governors. Copies of all minutes of meetings of the House shall be furnished to each member of the Board of Governors.

The president or other principal officer of the association shall be present at each meeting of the House of Delegates to report on Association policy, activities, and other matters.

26. *Membership of the House.* Every two years in odd years a District Delegate shall be elected from each Judicial District to serve for a four-year term with the exception of the sixth, eleventh, twentieth and thirtieth Districts which shall elect two delegates every two years in odd years to serve four-year terms.

In addition to the District delegates, every two years, one (1) young lawyer delegate shall be elected from each Grand Division by the young lawyer members from that Grand Division.

### **Counties in Judicial Districts**

#### *First Judicial District*

Carter, Johnson, Unicoi, Washington

#### *Second Judicial District*

Sullivan

#### *Third Judicial District*

Greene, Hamblen, Hancock, Hawkins

#### *Fourth Judicial District*

Cocke, Grainger, Jefferson, Sevier

#### *Fifth Judicial District*

Blount

#### *\*Sixth Judicial District*

Knox

#### *Seventh Judicial District*

Anderson

#### *Eighth Judicial District*

Campbell, Claiborne, Fentress, Scott,  
Union

#### *Ninth Judicial District*

Loudon, Meigs, Morgan, Roane

#### *Tenth Judicial District*

Bradley, McMinn, Monroe, Polk

*\*Eleventh Judicial District*  
Hamilton

*Twelfth Judicial District*  
Bledsoe, Franklin, Grundy, Marion, Rhea,  
Sequatchie

*Thirteenth Judicial District*  
Clay, Cumberland, DeKalb, Overton,  
Pickett, Putnam, White

*Fourteenth Judicial District*  
Coffee

*Fifteenth Judicial District*  
Jackson, Macon, Smith, Trousdale, Wilson

*Sixteenth Judicial District*  
Cannon, Rutherford

*Seventeenth Judicial District*  
Bedford, Lincoln, Marshall, Moore

*Eighteenth Judicial District*  
Sumner

*Nineteenth Judicial District*  
Montgomery, Robertson

*\*Twentieth Judicial District*  
Davidson

*Twenty-First Judicial District*  
Hickman, Lewis, Perry, Williamson

*Twenty-Second Judicial District*  
Giles, Lawrence, Maury, Wayne

*Twenty-Third Judicial District*  
Cheatham, Dickson, Houston, Humphreys,  
Stewart

*Twenty-Fourth Judicial District*  
Benton, Carroll, Decatur, Hardin, Henry

*Twenty-Fifth Judicial District*  
Fayette, Hardeman, Lauderdale, McNairy,  
Tipton

*Twenty-Sixth Judicial District*  
Chester, Henderson, Madison

*Twenty-Seventh Judicial District*  
Obion, Weakley

*Twenty-Eighth Judicial District*  
Crockett, Gibson, Haywood

*Twenty-Ninth Judicial District*  
Dyer, Lake

*\*Thirtieth Judicial District*  
Shelby

*Thirty-First Judicial District*  
Van Buren, Warren

\*The sixth, eleventh, twentieth and thirtieth districts shall elect an additional two Delegates, one for a two-year term and the other for a four-year term with the Delegate receiving the highest number of votes to be designated for the four-year term. Thereafter every two years the additional Delegates from the four said Districts shall be elected for four-year terms.

27. *Elections.* Election for the position of Delegate shall be as provided for in §§40-46 of the Bylaws.

28. *Eligibility.* Any voting member of the Association, except Association Officers, engaged in the practice of law, or retired from the practice of law, is eligible for election to serve as a District Delegate. Any voting member eligible to be a member of the Young Lawyers Division at the time of his or her nomination shall be eligible to serve as a Young Lawyer Delegate.

28.a. *Defining Practice of Law.* For purposes of eligibility, the practice of law shall include members primarily engaged in private or public practice, primarily engaged in teaching law, judicial clerk or staff attorney, service as a judge, attorney general, public defender, Assistant United States Attorney, or in-house counsel.

28.b. *Geographic Eligibility.* The address of the member's principal law office, or in the case of a retired member, the residential address, shall determine the eligible judicial district.

28.c. *Loss of Geographic Eligibility.* Should any elected or appointed District Delegate lose his or her geographic eligibility, the delegate shall serve until the conclusion of the next annual membership meeting of the Association, at which time, if an election has not named a new delegate,

the House of Delegates may fill the vacancy for any remaining term to begin in accordance with §30.

28.d. *Loss of Eligibility Status.* Should any elected or appointed District Delegate lose eligibility per §5, the delegate will immediately surrender his or her seat in the House, and unless the vacated seat would be up for election in its normal rotation, the House of Delegates shall appoint a new delegate per §30.

29. *Vacancy of Delegate.* If no candidate files a declaration of candidacy for District Delegate in a district or if there is no District Delegate by reason of death, declination or other cause, the officers of the House of Delegates may fill the vacancy. If no candidate files a declaration of candidacy for Young Lawyer Delegate or if there is no Young Lawyer Delegate by reason of death, declination or other cause, the Board of Governors of the Young Lawyers Division may fill the vacancy.

30. *Term of Office.* The term of an elected Delegate shall commence immediately following the adjournment of the annual meeting of the House next following the certification of the election results.

31. *Officers.* The House of Delegates shall elect from its membership a Speaker, who shall preside over the House, a Deputy Speaker, and a Secretary. Each shall serve a two-year term, even if the officer's term as a Delegate expires in the interim.

32. *Meetings.* The annual meeting and additional meetings of the House of Delegates shall be held at times and places, as the House shall determine.

33. *Bylaws.* The House of Delegates shall establish its own rules of procedure, not inconsistent with these Bylaws.

### **Officers**

34. *President.* The President shall be the principal executive officer of the Association. He or she shall supervise and direct the activities of the Association and shall preside at all the meetings of the Association and of the Board of Governors.

35. *President-Elect.* The President-Elect shall succeed to the Office of the President. The President-Elect shall discharge the duties of the President upon the death, disability or absence of

the President, or upon delegation of that authority by the President.

36. *Vice President.* The Vice President shall be elected annually by the voting members of the Association. The Office of Vice President shall move in succession from the Grand Division of Middle Tennessee to the Grand Division of East Tennessee to the Grand Division of West Tennessee. The Vice President shall automatically succeed to the Office of the President-Elect.

37. *Secretary.* The Secretary shall be nominated by the President and elected for a one-year term by the Board of Governors at its first meeting following each Annual Convention. The Secretary shall supervise the records of all meetings of the Membership, the Board of Governors and the House of Delegates and shall serve as parliamentarian for meetings of the membership and Board of Governors. The Secretary shall supervise all records and archives of the Association and shall serve as historian while in office.

38. *Treasurer.* The Treasurer shall be nominated by the President and elected by the Board of Governors for a term to commence following the Annual Convention. The Treasurer shall have general supervision of the financial operations of the Association. At the beginning of the Treasurer's final term of office, President-Elect shall nominate an Assistant Treasurer for election by the Board of Governors who shall not be an officer and who shall have no vote during the year which follows but who shall succeed to the office of Treasurer when the incumbent Treasurer's term expires.

39. *Executive Director.* The Executive Director shall be appointed by the Board and shall serve at its pleasure with such compensation as set from time to time by the Board. The Executive Director shall be in charge of the Association headquarters, shall be responsible for hiring and termination of staff members with the concurrence of the Board, and shall perform other duties as the Board may direct.

### **Elections of Officers, Governors and American Bar Association Delegates**

40. *Notice of Election.* A notice indicating the officers, governors and delegates to be elected

under these Bylaws shall be contained in general membership publication to be disseminated to the membership at least sixty (60) days prior to February 15 of each year. The Board of Governors may also direct that a separate notice of election be disseminated to the membership, said notice to be received not less than 30 days prior to February 15.

41. *Nominations.* Nominations for Officers (other than the Secretary and Treasurer and those who automatically succeed to an office) TBA delegate to the ABA House of Delegates and Governors shall be by petition signed by 25 or more voting members of the Association. Nominating petitions shall be filed with the Executive Director by February 15 preceding the election. Nominations for Delegates to the TBA House of Delegates shall be by a declaration of candidacy filed with the Executive Director by February 15 preceding the election. In addition to the signed petition or declaration of candidacy, each candidate may on or before the February 15 deadline submit a photograph and brief biographical sketch in a form specified by the Board of Governors.

42. *Ballots.*

(a) Whenever a contest for a position of Officer, Governor or Delegate exists, the Executive Director shall cause ballots to be printed substantially in the form required by the ballot law of the State. Each ballot shall list the candidates alphabetically under each office. Whenever there is no contest for an office for which a candidate qualifies, the Board of Governors (in the case of officers, governors, or TBA delegate to the ABA House of Delegates) and the House of Delegates (in the case of delegate to the TBA House of Delegates) shall have the authority to declare that any duly qualified candidate who is unopposed shall be automatically elected and a report of the election disseminated to the membership.

(b) The Board of Governors may by resolution establish an optional method for members to cast their vote by a secure electronic method.

43. *Distribution of Ballots for Voting.*

(a) By March 15, the Executive Director shall distribute to every voting member of the Association eligible to vote in an Officer, Governor or Delegate election an appropriate

ballot or ballots. A signature card, a ballot envelope and a return envelope shall be included with the ballot. The return mail envelopes with the ballots shall bear thereon the address of the accountant or accounting firm tabulating the results of the election.

(b) If the Board of Governors authorizes an optional method as provided in §42 (b), the distribution of ballots, the use of passwords and the return of the vote to a secure third-party website may be substituted for distribution and return of the ballot and ballot envelope addressed to the accountant or accounting firm.

44. *Return and Counting of Ballots.* (a) Not later than the distribution of the ballot, the Board of Governors or its Executive Committee shall select a certified public accountant or a certified public accounting firm to tally the ballots. Ballots must be returned to the designated accountant or accounting firm. The accounting firm shall be provided by the Executive Director a list of the active members eligible to vote in the Association. The accounting firm shall, at the close of business on the 1st of April, or, if that day be on a Saturday or Sunday, on the following Monday, count the ballots.

45. *Certification of Election Results.* After the tabulation has been made by the accountant or accounting firm, a report of the count shall be delivered by the accounting firm to the President. If two or more candidates receive an equal number of votes, the winner shall be determined by lot under the supervision of the Board of Governors or House of Delegates respectively. The ballots shall be retained for a period of one-year following any election.

46. *Death of a Candidate.* Whenever a duly nominated candidate in a contested election for an officer, Governor or Delegate dies after February 15, his or her name shall, nevertheless, be printed on the contested ballot. If he or she receives a plurality of the votes cast, a vacancy shall exist.

47. *Vacancies of Board Membership.* If no candidate is nominated for Governor or if there is no candidate by reason of death, declination or other cause, the Board may fill the vacancy at its next meeting. The Board's action in filling vacancies shall be effective until the seat's normal rotation in the voting cycle.

48. *Vacancy of Officers.* If a vacancy occurs in the Office of the President, the President-Elect shall perform the duties of the President, without vacating his/her own Office. If a vacancy occurs in the Office of President-Elect, the Board of Governors shall fill that vacancy from the members of the Board of Governors from the Grand Division entitled to be represented in that Office and that appointee shall succeed to the Presidency of the Association. If a vacancy occurs in the Office of Vice President, the Board shall fill that vacancy until the next election at which time the Office of President-Elect shall be open for the nomination and election of a candidate from the Grand Division from which the previously sitting Vice President came.

49. *Election of TBA Delegate, ABA House of Delegates.* The TBA Delegates to the ABA House of Delegates shall be elected by a vote of the voting membership of the TBA. The notice of election, deadline for filing nominating petitions, ballot preparation, distribution and counting of ballots, deadline for receipt of ballots and provisions for contest of elections shall be the same as provided for in §§40-46 for the election of vice president of the TBA. There shall be no requirement as to the grand division from which the candidate shall be nominated or elected.

The delegate positions shall be designated by numbers. The delegate positions with terms expiring in 2005 and each subsequent two-year period shall be designated seats one and three. The positions with terms expiring in 2006 and each subsequent two-year period shall be designated as positions two, four, and five. The position to be held by a young lawyer delegate shall be designated position three. A vacancy in the position of delegate shall be filled in the same manner and under the same terms as a vacancy in member of the Board of Governors under §47.

### **Sections**

50. *Creation or Discontinuance.* The Board of Governors may establish Sections for Members interested in particular areas of practice, as it deems necessary or advantageous. The Board of Governors may terminate any Section if its function is considered unnecessary in carrying out the objectives of the Association or may consolidate the functions of Sections to better accomplish such objectives.

51. *Function.* The function of a Section shall be to investigate, discuss and evaluate trends and activities in its specialized areas and make appropriate recommendations to the Board of Governors regarding legislation, continuing legal education or other needed action in regard to the specialized areas of law.

52. *Bylaws of Sections.* A Section shall submit its proposed Bylaws and all amendments thereto to the Board of Governors for approval.

53. *Funds.* Each year a Section shall submit its proposed budget to the Board of Governors for approval. Any funds generated by Section dues unspent or unauthorized for Section projects at the close of a fiscal year shall revert to the general operating fund of the Association.

### **Fiscal Matters**

54. *Fiscal Year.* The fiscal year of the Association shall be July 1 through June 30.

55. *Fiscal Authority.* The Executive Director, Treasurer and other members of the Board or staff members delegated by the Board of Governors to sign checks, handle Association funds, or open and close accounts, shall operate under a surety bond in an amount determined by the Board of Governors.

### **Indemnity**

56. *Indemnification.* The Association shall indemnify each present and future Governor, Delegate, Officer, Employee, or Agent of the Association, or any person who may have served at its request as a Director, Officer or Agent of another company or business entity (and, in either case, their heirs, executors and administrators) to the full extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted.

57. *Insurance.* The Board of Governors shall have power to purchase and maintain liability insurance on behalf of any person who is or was a Governor, Delegate, Officer, Employee or Agent of the Association, or is or was serving at the request of the Association as a Governor, Delegate, Officer, Director, Employee or Agent of another enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association



would have the power to indemnify him or her against such liability under applicable law.

#### **Dissolution**

58. The Association shall use its assets only to accomplish the objectives and purposes as specified in its Charter and these Bylaws. Upon dissolution of the Association, any assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in IRS Code Section 501(c)(3), to be selected by the Board of Governors.

#### **Amendment**

59. *Amendment to the Bylaws.* These bylaws may be amended, and new provisions may be adopted by any one of the three following methods:

1. By an affirmative vote of two-thirds (2/3) of the entire Board of Governors occurring

at least twenty-one (21) days after notice has been given to the membership as to the facts and contents of the proposed amendments; or,

2. By the affirmative vote of two-thirds (2/3) of the members present and voting at any regular or special meeting of the members at which a quorum is present and occurring at least twenty-one (21) days after notice has been given to the membership as to the facts and contents of the proposed amendment; or

3. By an affirmative vote of two-thirds (2/3) of the members of the Association who cast votes by mailed ballot with that number of the members voting which would constitute a quorum of a meeting of the members, and the voting deadline for which shall be at least twenty-one (21) days after notice has been given to the membership as to the facts and contents of the proposed amendment, and occurring at least twenty-one (21) days after notice has been given to Board of Governors as to the facts and contents of the proposed amendment.