

PTWW Bylaws Side-by-Side Comparison & Redline

Original PTWW Bylaws (2023) vs. Proposed Draft Bylaws (2026)

Complete section-by-section text comparison. 2023 language is shown in red strikeout; 2026 proposed language is shown in green; Rational is Shown in Blue.

Bylaw Article & Section	Redline Comparison (Deleted vs. Added)	Rationale & Strategic Impact
ARTICLE I: Name and Location		
2023 Location: Article I	DELETED / REPLACED VERBIAGE (2023): Article I. Name This organization is an international society, and shall be named The Original Prime Timers Worldwide, Inc. doing business as Prime Timers Worldwide. In these bylaws it will be referred to as "the Society."	<i>Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.</i>
2026 Location: Section 1.01	PROPOSED / REDLINED VERBIAGE (2026): Section 1.01 — Name This international organization shall be named The Original Prime Timers Worldwide, Inc. ("the Society" or "PTWW"), doing business as PrimeTimers® Worldwide (PTWW).	<i>Modernizes the corporate name, formally defines "PTWW," and consistently uses the registered PrimeTimers® name as a trademark designation..</i>
2023 Location: None (New Provision)	DELETED / REPLACED VERBIAGE (2023): [NEW PROVISION - No direct 2023 counterpart.]	<i>Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.</i>
2026 Location: Section 1.02	PROPOSED / REDLINED VERBIAGE (2026): Section 1.02 — Location PTWW is a U.S. Domestic Non-Profit Corporation registered with and located within the State of Oklahoma.	<i>Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.</i>
ARTICLE II: Purpose		
2023 Location: Section 2.01	DELETED / REPLACED VERBIAGE (2023): Section 2.01 "Prime Timers Worldwide" is a worldwide Society of mature gay and bisexual men and younger men over 21 who prefer the company of older men coming together in a supportive atmosphere to promote educational, cultural, and social activities for mature gay and bisexual men.	<i>Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.</i>
2026 Location: Article II	PROPOSED / REDLINED VERBIAGE (2026): Article II: Purpose A. As a nonprofit 501(c)(3) charitable Society, PrimeTimers® Worldwide enriches the lives of mature gay and bisexual men who identify and present themselves as men by providing educational, social, and cultural activities in a safe and supportive environment. B. Through its worldwide network of autonomous Chapters, the organization promotes non-political, non-sectarian meaningful social connections, reduces isolation, and supports personal growth, care, and well-being of its members.	<i>Clarifies PTWW's charitable purpose, 501(c)(3) status, worldwide mission, and non-political/non-sectarian character. Removes the former "younger men over 21" wording; age eligibility is addressed separately under membership requirements.</i>
		<i>Removes the outdated 'younger men over 21 who prefer the company of older men' framing while preserving the core mission; age requirements are addressed in Section 3.05.A. The phrase "who identify and present themselves as men" is intended to be inclusive of transgender men while avoiding terminology that may be politically sensitive in the current climate and preserving the Society's longstanding focus on men.</i>
ARTICLE III: Structure and Chapter Enrollment		

2023 Location:
Section 2.02, Section 2.03, Section 3.01, Section 3.07

2026 Location:
Section 3.01

DELETED / REPLACED VERBIAGE (2023):

~~Section 2.02~~

~~The Society will plan, promote, support, and carry through such activities as these Bylaws shall require in support of its purpose.~~

~~Section 2.03~~

~~The Society will pursue this aim by establishing chapters, including an Independent Chapter, to plan, promote and carry through activities in support of the Society's purpose in their local geographic area.~~

~~Section 3.01-Structure~~

~~This worldwide Society is organized as a federation of autonomous chapters.~~

~~The Society will also maintain an Independent Chapter primarily to serve those men who do not live within commuting distance of a regular chapter.~~

~~Authority and legitimacy within the Society are derived from the chapters.~~

~~The chapters elect a Board of Directors of the Society to carry out those tasks beyond the scope or capacity of individual chapters and to provide continuity and leadership for the Society as a whole.~~

~~Section 3.07~~

~~Problems of distance and communication shall not become the excuse for an individual chapter or regional group of chapters to usurp authority properly belonging to the Society as a whole.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 3.01 — PTWW Structure

A. PTWW shall be structured as a federation of local autonomous Chapters, each of which is legally independent and solely responsible for its own legal compliance, tax obligations, and liabilities.

B. PTWW shall also maintain an Independent Chapter for individuals who reside beyond a reasonable commuting distance of any Local Chapter.

C. Authority and legitimacy within the Society shall be derived solely from its Chapters.

D. The Board of Directors of the Society is elected by the Chapters to carry out those tasks beyond the scope or capacity of individual Chapters and to foster community and provide leadership for the Society as a whole.

E. The Society will establish Chapters, including an Independent Chapter, to plan, promote and carry through activities in support of the Society's purpose in their local geographic area.

F. PTWW does not extend the umbrella 501(c)(3) charitable status provided under the U.S. Internal Revenue Code, or comparable status to any Local Chapter.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Consolidates the operational scope under Article III. Reorganizes the Society's structure provisions, expressly protects Chapter legal and financial independence, preserves Chapter-derived authority, and clarifies that PTWW's 501(c)(3) status does not automatically extend to Local Chapters, helping protect PTWW from Chapter liabilities.

2023 Location:
Section 3.02, Section 3.06

2026 Location:
Section 3.02

DELETED / REPLACED VERBIAGE (2023):

~~Section 3.02 Membership~~

~~Membership in the Society shall be comprised of autonomous chapters registered on the Society's Roll of Chapters.~~

~~Groups wishing to enroll as local chapters shall submit their application to the Vice-President. The minimum criteria for application are:~~

~~That the Chapter has 15 or more members (approximately).~~

~~That membership is restricted to men 21 years of age or older.~~

~~That the Chapter supports the purposes of the Society.~~

~~That the Chapter will conform to Article IV of these Bylaws.~~

~~That the Chapter will conduct itself in such a way that it will contribute to the good name of the Society.~~

~~That the Chapter will identify itself as a "Chapter of Prime Timers Worldwide" if the words "Prime Timers" are not contained in the Chapter's name. This allows an existing organization that wishes to become a chapter to retain its existing familiar name.~~

~~That it is not in another chapter's previously approved geographic area, or that it has reached an agreement with existing chapters regarding geographic area and cooperation.~~

~~The chapter's name will include the geographic area's name in which it resides.~~

~~The chapter will include and use some form of the "handshake logo".~~

~~A prospective chapter may not be enrolled if its intended geographic area overlaps that of an existing chapter or chapters already enrolled, unless the existing chapter(s) agree to a revision of geographic boundaries to accommodate the applicant chapter.~~

~~On the Board's approval of an application, the Secretary of the Board shall enter the chapter's name and contact information on the Roll of Chapters, and inform existing Chapters of the new chapter's name, contact information and geographic area.~~

~~Section 3.06~~

~~The Secretary shall maintain the Roll of Chapters and shall provide copies to chapters in good standing.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 3.02 — New Chapter Enrollment: Groups wishing to enroll as Local Chapters shall submit their application to the PTWW Board of Directors.

A. The Chapter shall have 10 or more prospective and qualifying members who intend to join.

B. The Chapter shall establish and follow written Chapter Bylaws that comply with the laws and regulations of the jurisdiction in which the Chapter is organized and operates.

C. The Chapter shall support the purposes and mission of the Society.

D. The Chapter shall conform to Article IV of these Bylaws.

E. The Chapter shall conduct its activities in a manner that upholds the reputation of the Society and does not jeopardize PTWW's 501(c)(3) charitable status under the US Internal Revenue Code.

F. An existing organization that wishes to become a Chapter may retain its existing name, provided that the Chapter identifies itself as a "Chapter of PrimeTimers® Worldwide" if the words "PrimeTimers" are not included in the Chapter's name.

G. The Chapter shall define a clear written description of its Geographic Service Area, consistent with Section 3.03, that does not conflict with any previously approved Chapter Service Area unless a cooperative agreement has been reached, and shall provide PTWW Board with a written update of any changes.

H. Following approval by a majority vote of the PTWW Board, the Secretary shall record the Chapter's name and contact information on the official Roll of Chapters and notify all existing Chapters of the new Chapter's name, contact information, and defined Geographic Service Area.

I. No individual Chapter or regional group of Chapters may assume or exercise authority that is reserved to the Society as a whole.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Creates a clearer enrollment process; lowers the approximate startup threshold from 15 to 10 members; requires written Chapter Bylaws, legal compliance which expressly protects PTWW's 501(c)(3) status, a defined service area; applications are submitted to the PTWW Board rather than the Vice President and require majority Board approval.

2023 Location:
Section 3.03

2026 Location:
Section 3.03

DELETED / REPLACED VERBIAGE (2023):

~~Section 3.03-Geographic-Area~~

~~The geographic area of a chapter will generally be the Metropolitan Area as defined by the US Census. Where two or more large cities are located within regular commuting distance of each other (for example, Dallas and Fort Worth, Washington DC and Arlington VA, Los Angeles and Long Beach), the geographic area of two chapters will be considered to be a line roughly drawn equidistant between the two city's centers. Large metropolitan areas may form additional chapters to attract potential members who do not wish to travel across town for the chapter events.~~

~~Chapters located near each other may mutually agree on their geographic areas.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 3.03 — Geographic Area

A. The geographic area of a Chapter will generally be the metropolitan area as defined by the U.S. Census or other international jurisdictions.

B. Large metropolitan areas may form additional Chapters to attract potential members who do not wish to travel across town for the Chapter events.

C. Chapters located near each other may mutually agree on their geographic areas.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Modernizes geographic-area language for both U.S. and international Chapters and preserves flexibility for large metropolitan areas and neighboring Chapters to attract potential members.

Extends geographic definitions to accommodate international jurisdictions outside the United States.

2023 Location:
Section 3.04

2026 Location:
Section 3.04

DELETED / REPLACED VERBIAGE (2023):

~~Section 3.04-Independent Chapter~~

~~One Independent Chapter shall be formed to serve primarily those men who do not live within commuting distance of an existing chapter.~~

~~Eligibility for membership in the Independent Chapter~~

~~All members of the Independent Chapter must be twenty-one (21) years of age or older.~~

~~Persons who live in an existing Chapter's geographic area are not excluded from membership in the Independent Chapter.~~

~~Eligibility for membership in the Independent Chapter~~

~~The Chairman of the Independent Chapter shall be elected by the Society.~~

~~The Independent Chapter has the same rights and responsibilities as any other chapter as outlined in these Bylaws.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 3.04 — Independent Chapter (I-Guys)

A. Independent Chapter serves individuals who reside beyond a reasonable commuting distance of a Local Chapter.

B. Where applicable, the Independent Chapter shall have the same rights, responsibilities and requirements as any Local Chapter as outlined in these Bylaws.

C. Persons who live in an existing Chapter's geographic area may join the Independent Chapter, except those terminated for actions deemed harmful to the reputation of a Chapter.

D. The Chairman of the Independent Chapter shall be elected by the Society at the Biennial Convention.

E. The Independent Chapter roster shall be maintained by the Chairman and kept confidential. Upon the election of a new Chairman, the roster shall be transferred to the newly elected Chairman.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Clarifies Independent Chapter rights and administration, protects the confidentiality and continuity of its roster, and prevents a person terminated for harmful conduct from bypassing a Local Chapter's action through the Independent Chapter.

2023 Location:
Section 3.02, Section 3.05

2026 Location:
Section 3.05

DELETED / REPLACED VERBIAGE (2023):

~~Section 3.02 Membership~~

~~Membership in the Society shall be comprised of autonomous chapters registered on the Society's Roll of Chapters.~~

~~Groups wishing to enroll as local chapters shall submit their application to the Vice-President. The minimum criteria for application are:~~

~~That the Chapter has 15 or more members (approximately).~~

~~That membership is restricted to men 21 years of age or older.~~

~~That the Chapter supports the purposes of the Society.~~

~~That the Chapter will conform to Article IV of these Bylaws.~~

~~That the Chapter will conduct itself in such a way that it will contribute to the good name of the Society.~~

~~That the Chapter will identify itself as a "Chapter of Prime Timers Worldwide" if the words "Prime Timers" are not contained in the Chapter's name. This allows an existing organization that wishes to become a chapter to retain its existing familiar name.~~

~~That it is not in another chapter's previously approved geographic area, or that it has reached an agreement with existing chapters regarding geographic area and cooperation.~~

~~The chapter's name will include the geographic area's name in which it resides.~~

~~The chapter will include and use some form of the "handshake logo".~~

~~A prospective chapter may not be enrolled if its intended geographic area overlaps that of an existing chapter or chapters already enrolled, unless the existing chapter(s) agree to a revision of geographic boundaries to accommodate the applicant chapter.~~

~~On the Board's approval of an application, the Secretary of the Board shall enter the chapter's name and contact information on the Roll of Chapters, and inform existing Chapters of the new chapter's name, contact information and geographic area.~~

~~Section 3.05~~

~~A person may belong to more than one chapter.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 3.05 — Members Rights and Requirements

A. Membership within a Local Chapter or the Independent Chapter is limited to those who have reached at least the legal age of majority in the jurisdiction in which they reside.

B. Members may belong to more than one Local Chapter, including the Independent Chapter.

C. Members in good standing shall have the right to participate in Chapter or PTWW activities, programs, and events, and to be treated with dignity and respect.

D. Members shall comply with all applicable local, state, provincial, territorial, and national laws governing the jurisdiction in which the activity or event is held.

E. Membership may be denied or terminated for good cause by majority vote of the Chapter's governing body if an individual's conduct or history is deemed detrimental to PTWW, the Chapter, or its members.

F. Subject to these Bylaws, the Society or its Chapters shall not discriminate based on race, age, ethnicity, nationality, religion, disability, marital status, social status, political affiliation, or HIV status.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Creates a comprehensive member-rights and requirements section, replaces a fixed U.S. age of 21 with the legal age of majority to accommodate national and international jurisdictions, adds dignity and participation rights, legal-compliance expectations, standards for termination for good cause, and a formal nondiscrimination provision.

2023 Location:
None (New Provision)

2026 Location:
Section 3.06

DELETED / REPLACED VERBIAGE (2023):
[NEW PROVISION - No direct 2023 counterpart.]

PROPOSED / REDLINED VERBIAGE (2026):

Section 3.06 — Non-U.S. Chapters and International Jurisdiction

A. As a worldwide, non-political organization incorporated in the United States, PTWW recognizes and respects the sovereignty, laws, regulations, customs, currencies, Indigenous rights, and age-of-majority requirements of the jurisdictions in which Local Chapters operate.

B. Non-U.S. Chapters shall comply with the laws and regulations of their respective jurisdictions, provided such compliance does not conflict with these Bylaws, applicable law binding upon the Society, or the Society's 501(c)(3) charitable status under the U.S. Internal Revenue Code.

C. If a provision of these Bylaws conflicts with applicable local law, the Chapter may request an exception from the PTWW Board in writing. The Board may approve or deny such exceptions, by majority vote, based on consistency with the Society's purpose and mission.

D. Non-U.S. Chapters may pay dues and assessments in their local currency at the equivalent value of the U.S. dollar amount established by the Society.

E. All Chapters of PrimeTimers Worldwide, regardless of their country of operation, are recognized as equal participants in the global organization and have the right to vote at the general meeting.

F. Chapters shall comply with the privacy and data protection laws of their jurisdiction when managing membership rosters and information.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

New section dedicated to international Chapters. New international framework recognizing local sovereignty, laws, customs, currencies, Indigenous rights, local privacy requirements, and age-of-majority rules while preserving PTWW's Bylaws and U.S. charitable obligations.

ARTICLE IV: Autonomous Chapters

2023 Location:
Section 4.01

2026 Location:
Section 4.01

DELETED / REPLACED VERBIAGE (2023):

~~Section 4.01 Chapter Rights~~

~~Each chapter has the following rights:~~

~~Each chapter in good standing shall have one vote on all Society matters for which a vote of the membership is called. This vote shall be exercised by the chapter president or by his proxy.~~

~~Each chapter has input to policies and activities intended for the Society as a whole, and for the election of the Society's officers.~~

~~Each chapter shall have the right to set a minimum age for its membership so long as that age is 21 years of age or higher.~~

~~Each chapter shall have the right to set and collect dues for its own purposes.~~

~~Each chapter shall have the right to conduct its own business, host local or regional events, and conduct fund-raising events.~~

~~Each chapter shall have the right to establish its own governing structure.~~

~~Each chapter shall have the right to define its membership in accordance with local laws and customs.~~

~~Each chapter shall have the right to define its geographical area in accordance with Section 3.03.~~

~~Each chapter shall have the right to join with other chapters in a regional agreement to enhance opportunities for their respective members.~~

~~Each chapter shall have the right to withdraw from the Society, provided it ceases to use the name "Prime Timers" and ceases to represent itself as a Chapter of the Society.~~

~~Each chapter shall have the right to dissolve itself and distribute its assets and property as it sees fit.~~

~~Each chapter is part of the Prime Timers Worldwide organization regardless of the Internal Revenue Service 501(c) status.~~

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Strengthens transparency from the PTWW Board and consolidates Chapter autonomy, ownership and governance rights; expressly protects Chapter rosters and assets; preserves withdrawal and dissolution rights; and improves transparency by giving Chapter Presidents access to key PTWW records.

PROPOSED / REDLINED VERBIAGE (2026):

Section 4.01 — Local Chapter Rights and Autonomy

Each Local Chapter in good standing shall have the following rights:

A. Chapters are autonomous and self-governing within the framework of PrimeTimers Worldwide and retain independence in their structure and activities in accordance with their own Bylaws.

B. Each Chapter may define its membership including establishing a minimum membership age, in accordance with applicable local customs, laws, and the Society's Bylaws.

C. Each Chapter shall have one vote on matters presented for a vote of the Society. The vote shall be cast by the Chapter President or a designated proxy.

D. Chapters may also offer input on Society Policies, programs, and other matters affecting the Society including the election of PTWW Board Officers.

E. Each Chapter may establish and collect its own dues, manage its finances and assets, and conduct its business, events, and fundraising activities in accordance with applicable laws.

F. Each Chapter may define its geographic area in accordance with Section 3.03 and may cooperate with other Chapters through regional agreements.

G. A Chapter's membership roster is the private property of that Chapter and shall be maintained in accordance with the Chapter's Bylaws and applicable privacy laws.

H. Each Chapter may adopt and amend its own Bylaws and elect its own Officers.

I. Chapters in good standing may identify themselves as Chapters of PrimeTimers Worldwide and use the PrimeTimers name in accordance with the Society's Bylaws.

J. A Chapter may withdraw from the Society provided it ceases using the name "PrimeTimers" and no longer represents itself as a Chapter of the Society.

K. A Chapter may dissolve and distribute its assets in accordance with its own Bylaws and applicable local laws.

L. Chapter Presidents shall be provided timely access to current digital copies of PTWW's Bylaws, Policies and Procedures, Board meeting minutes, financial reports, and other operational documents upon written request submitted to the Secretary.

2023 Location:
Section 4.02

2026 Location:
Section 4.02

DELETED / REPLACED VERBIAGE (2023):

~~Section 4.02 Chapter Responsibilities~~

~~Each chapter has the following responsibilities:~~

~~To ensure that its general purposes are consistent with those of the Society, and that its membership is at the required level:~~

~~To submit a biennial report to the Board showing that its general purposes are consistent with those of the Society, and that its membership is at the required level:~~

~~To use the words "Prime Timers" as part of its name, or to use the words "A Chapter of Prime Timers Worldwide" if Prime Timers is not a part of the name:~~

~~To maintain its membership at the required level of approximately 15 or more members:~~

~~To pay annual dues to the Society, these dues to be determined by the Board and chapters in accordance with the practice of approving all policies. Dues are payable no later than January 31 based on membership as of December 31. Late charges will apply if not paid on time:~~

~~See Policies and Procedures for current late charge:~~

~~To pay special assessments passed by vote of the Society in accordance with these Bylaws in a timely manner:~~

~~To include the name of the geographic area in its name:~~

~~To possibly include some form of the "handshake logo" in its logo:~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 4.02 — Chapter Responsibilities

Each Chapter shall have the following responsibilities:

A. To ensure that its purpose and activities remain consistent with the purposes and mission of the Society.

B. To submit a yearly report on the state of the Chapter to the Board.

C. To maintain a membership of approximately ten (10) or more members.

D. To include the words "Prime Timers" or "PrimeTimers" as part of its name, or to use the phrase "A Chapter of PrimeTimers® Worldwide" if "Prime Timers" or "PrimeTimers" is not included in the Chapter's name.

E. To include the name of its geographic area as part of the Chapter's name.

F. To maintain consistency, Chapters may include the PrimeTimers® "handshake logo," or a variation of it, as part of their Chapter logo.

G. To pay annual dues to the Society as established by the Board. Dues are payable by January 31 based on membership as of December 31, with late charges applied as described in the Policies and Procedures.

H. To pay any special assessments approved in accordance with these Bylaws in a timely manner.

I. To ensure continuity of Chapter operations in the event of absence, loss, or data breach involving a key Chapter leader. To maintain at all times at least two (2) trusted Chapter leaders with access to current Chapter records, files, passwords, financial accounts, membership information, websites, social media, and related backups.

J. To promptly notify the Society of any changes in Chapter leadership, related contact information, and any other significant changes or issues that the PTWW Board should be made aware of.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Updates Chapter responsibilities, changes the Chapter state report from biennial to yearly, reduces the approximate membership level from 15 to 10, modernizes branding language, and adds digital-security and leadership-continuity safeguards by providing important organizational protection against lockout or data loss if a single Chapter leader resigns, becomes incapacitated, or dies by requiring shared access and continuity safeguards.

2023 Location:
Section 4.03

2026 Location:
Section 4.03

DELETED / REPLACED VERBIAGE (2023):

~~Section 4.03 Maintenance of good standing~~

~~A chapter shall be in good standing if it is no more than three (3) months overdue on annual dues:~~

~~A chapter shall be in good standing if it is no more than three (3) months overdue on special assessments properly levied by a vote of the Society:~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 4.03 — Maintenance of Good Standing

A. A Chapter shall be considered in good standing if it is no more than three (3) months overdue in paying its annual dues or any special assessments properly approved by a vote of the Society.

B. A Chapter shall operate in accordance with these Bylaws.

Clarifies good-standing requirements by combining financial standing with compliance with the Bylaws.

2023 Location:
Section 4.04

2026 Location:
Section 4.04

DELETED / REPLACED VERBIAGE (2023):

Section 4.04 Chapter Deletions:

A chapter may be deleted from the Roll of Chapters on the two-thirds (2/3) vote of the Board of Directors, for being more than three (3) months overdue in payment of annual dues or special assessments. The Society will set the due date for dues collection.

A chapter may be deleted from the Roll of Chapters on the two-thirds (2/3) vote of the Board of Directors, for Failing to satisfy the Board with respect to its purposes or membership.

Activities contrary to the good reputation of the Society:

When the Board intends to pass a motion of deletion, the chapter concerned must be given two (2) months' notice of the intended motion and the charges on which the motion is based.

Within the required two-month period, the chapter has the right to submit answers to said charges and reasons why the motion should not pass for the Board's consideration.

When a motion of deletion is passed by the Board, the chapter concerned has the right to appeal the action to the Board.

The appeal must be received by the Board within sixty (60) calendar days of the mailing of notice of deletion to the chapter.

The Board shall vote to affirm the Board's action by a unanimous vote, or to re-instate the Chapter by a unanimous vote.

The vote on the appeal shall be conducted according to the voting procedures outlined in these Bylaws and will be held within three (3) months following the deletion vote by the board.

If the vote of the Board is to affirm the deletion, the deleted chapter will be removed from the Roll of Chapters immediately after the vote of the Board.

If no appeal is made the Board's resolution to delete shall take effect sixty (60) days after its vote, and the Secretary shall enter the deletion to the Roll of Chapters and inform all chapters accordingly.

A chapter's right to vote on Society matters is revoked upon the Board's decision to revoke membership.

PROPOSED / REDLINED VERBIAGE (2026):

Section 4.04 — Chapter Deletions

A. Grounds for Deletion

Chapters may be subject to deletion for any of the following:

1. Being more than three (3) months overdue in the payment of dues or approved assessments;
2. Conduct detrimental to the mission, purpose, or reputation of the Society; or
3. Failure to maintain an active and functioning organization.

B. Board Determination and Notice

1. The Board of Directors, by a two-thirds (2/3) vote of the entire Board, may recommend the deletion of a Chapter.
2. Following such a vote, the Board shall provide the Chapter with written notice within fifteen (15) days of the proposed deletion, including the reasons.
3. Upon receipt of the deletion notice, the Chapter shall have 60 days to respond and take corrective action.

C. Board Decision

After the notice period, the Board of Directors, by a two-thirds (2/3) vote, may approve the deletion of the Chapter.

D. Right to Appeal

1. A Chapter may appeal a deletion decision by submitting a written request to the Board within sixty (60) days of notice of deletion.
2. The Board shall review the appeal and, by a two-thirds (2/3) vote, either affirm the deletion or reinstate the Chapter.

E. Effective Date

1. If no appeal is filed, deletion becomes effective upon expiration of the appeal period, and the Secretary shall record the deletion and notify the Society.
2. If an appeal is filed, deletion shall not take effect until the Board by two-thirds (2/3) vote issues a final decision.
3. Chapter deletion shall be designated as "not in good standing".

F. Rights Pending Final Decision

The Chapter shall retain all rights and privileges, including voting rights, until a final decision is made.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Provides a more detailed and orderly Chapter-deletion process with stated grounds, written notice, a corrective-action period, appeal rights, defined voting thresholds which replaces the impractical unanimous-vote requirement on appeals with a two-thirds standard, and continued Chapter rights until a final decision.

2023 Location:
Section 5.01

2026 Location:
Section 5.01

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.04~~

~~The Board of Directors shall be composed of a~~

~~President;~~

~~Vice President;~~

~~Chairman of Independent Chapter;~~

~~Secretary;~~

~~Treasurer;~~

~~At least Two (2) but no more than Four (4) Directors-at-Large as approved by the Board of Directors; and~~

~~The Board will appoint non-voting members of the Board as necessary.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 5.01 — Board Structure

The Board of Directors shall be composed of the following five (5) Officers:

A. President,

B. Vice President,

C. Chairman of the Independent Chapter,

D. Secretary, and

E. Treasurer

In addition, there shall be at least two (2) and no more than four (4) Directors-at-Large as voting Board members. The number to be determined by the Board.

2023 Location:
Section 5.04, Section 5.05, Section
5.08

2026 Location:
Section 5.02

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.04~~

~~Members of the Board must be a member in good standing of an existing chapter.~~

~~Section 5.05~~

~~Voting board members must be from different chapters (Independent members are exempt from this rule).~~

~~Section 5.08~~

~~Directors shall be members in good standing of a chapter and shall be elected to their positions by a vote of the Society for a term of two (2) years. No voting Director shall serve for more than two (2) full consecutive terms in the same position.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 5.02 — Eligibility and Term Limits

A. Members of the Board must be members in good standing of an existing Chapter.

B. No two current voting members of the PTWW Board may belong to the same Local or Independent Chapter.

C. All Directors shall be elected to their positions for a two (2) year term at the Biennial Business Meeting by a majority vote of the Chapters in Good Standing.

D. No Director shall serve on the Board for more than three (3) full consecutive terms.

E. No Director shall serve more than two (2) consecutive full terms in the same Board position.

F. A Director who has served three (3) consecutive full terms shall step down from the Board and shall not be eligible to run for election again until two (2) years have elapsed, after which the individual may again serve up to three (3) consecutive full terms.

G. In the event of a vacant position, the Board shall promptly appoint a qualified replacement member of a Chapter in Good Standing to fill the position for the remainder of the term.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Clarifies the voting Board structure, the distinction between Officers and Directors and removes the prior general authorization for unspecified non-voting Board members.

Helps prevent concentration of power by ensuring that no Chapter, including the Independent Chapter, holds multiple voting seats on the Board.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Creates clearer eligibility and term-limit rules: two-year terms, no more than two consecutive terms in the same office, a three-consecutive-term Board limit, and a two-year break before returning after three consecutive terms.

Prevents indefinite Board service by requiring a two-year break after three consecutive terms (six consecutive years) on the Board.

2023 Location:
Section 5.03

2026 Location:
Section 5.03

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.03
Membership on the Board assumes that members can attend in person at his own expense at least one meeting a year.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 5.03 — Compensation and Reimbursement
PTWW Board members serve as unpaid volunteers; however, they may be reimbursed for reasonable and pre-approved expenses by the Society related to their duties.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.
Standardizes nonprofit governance practice by expressly establishing unpaid volunteer service while allowing reasonable pre-approved expense reimbursement.

2023 Location:
Section 5.06, Section 5.07

2026 Location:
Section 5.04

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.06~~

~~The Board of Directors shall have the responsibility and the authority to:~~

~~Approve the enrollment of member chapters and maintain qualification and conduct for member chapters.~~

~~Promote the Society through appropriate methods.~~

~~Organize General Conventions of the Society in cooperation with a host chapter selected by the Board.~~

~~Assist chapters in their organization of regional gatherings and other joint activities, where such coordination or assistance is requested by one or more chapters concerned.~~

~~Organize general votes of the Society.~~

~~Develop policies and plan activities which advance the Society's purposes but are outside the scope or resources of an individual chapter.~~

~~Through the President, or other designated Board member, represent the Society to other organizations.~~

~~Prepare budgets and recommend dues necessary to support the work of the Board and the approved activities of the Society.~~

~~Authorize financial transactions and expenditures in accordance with fiscal procedures that the Board may from time to time approve.~~

~~Hold, administer and dispose of general property of the Society.~~

~~Section 5.07~~

~~Subject only to requirements set out in these Bylaws for minimum number of meetings a year, and for specific duties to be carried out by particular Directors, the Board shall determine the times of its meetings, the rules of conduct for its meetings, the duties for Directors, and appoint or dissolve committees of the Board as shall from time to time seem suitable to the Board.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 5.04 — Duties and Responsibilities of the Board

The Board of Directors shall:

A. Provide overall leadership and strategic direction for the Society.

B. Ensure compliance with these Bylaws and all applicable laws and regulations.

C. Establish Policies and Procedures to govern the operations of the Society.

D. Oversee the financial affairs of the Society, including budgets, expenditures, financial reporting and ensuring compliance with applicable tax and Internal Revenue Service reporting requirements.

E. Approve the enrollment of new Local Chapters and maintain qualification and conduct for member Chapters.

F. Act in the best interests of the Society and its members, exercising fiduciary responsibility.

G. Support and coordinate with Local Chapters while respecting their autonomy.

H. Approve PTWW programs, initiatives, and major activities consistent with the Society's mission and purpose.

I. Organize General Conventions of the Society in cooperation with a host Chapter selected by the Board.

J. Assist Chapters, upon request, in organizing regional gatherings and other joint activities.

K. Organize general votes of the Society.

L. Maintain transparency and accountability in decision-making and communications.

M. The Board of Directors shall prepare, adopt by a majority vote, and maintain Policies and Procedures to assist in the administration of these Bylaws. Policies and Procedures shall be consistent with the Bylaws and shall not amend, supersede, or conflict with any provision of the Bylaws. Current Policies and Procedures shall be made available to all Chapter Presidents.

N. Ensure that, upon written request to the PTWW Secretary, copies of Society documents are made available to Chapter Leaders, including:

1. Articles of Incorporation;

2. These Bylaws;

3. Policies and Procedures;

4. Minutes of Board proceedings;

5. Financial and Annual Statements of Affairs; and

6. Other documents as provided in these Bylaws or Policies and Procedures.

O. Perform such other duties as may be required by these Bylaws or as necessary for effective governance of the Society.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Expands the Board's fiduciary and governance responsibilities, including legal compliance, financial oversight, transparency, Chapter support, conventions, votes, and controls on Policies and Procedures so they cannot override the Bylaws.

2023 Location:
Section 5.09

2026 Location:
Section 5.05

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.09~~

~~The Board of Directors shall have the power to grant the title of Director Emeritus, to be held for life, the title to be held by no more than two (2) persons at a time.~~

~~Those granted the title of Director Emeritus to be an advisory, consultative resource to attend and speak at Board Meetings when invited by the President or Board to speak on specific topics, past actions, and general history and also modify that once an individual accepts Director Emeritus status that he permanently retires from active leadership in Original Prime Timers Worldwide. The Director Emeritus role would not be a Board member and would not have voting privileges, unless designated a proxy for a director that is not able to attend a Board Meeting.~~

~~If a Director Emeritus desires to run for a Worldwide Board office, they must be duly nominated and elected by the General Membership as would any individual desiring any board position. If the Director Emeritus is again elected to leadership, he will give up the Emeritus position for life.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 5.05 — Directors Emeritus

A. Appointment and Term

The Board of Directors may, by majority vote, designate former Directors who have provided distinguished service to the Society as Directors Emeritus. Directors Emeritus shall serve at the pleasure of the Board and may be removed at any time by majority vote of the Board.

B. Status and Limitations

Directors Emeritus shall serve in an honorary, advisory, and consultative capacity. They shall not be members of the Board, shall have no voting rights, shall not be counted toward a quorum of the Board.

C. Participation in Meetings

Directors Emeritus may be invited to attend meetings of the Board at the discretion of the President or the Board. When invited, they may participate in discussions at the discretion of the Chair, particularly on matters relating to past actions, institutional knowledge, and organizational history, but shall have no vote.

D. Access to Information

Directors Emeritus may, upon request and with approval of the Board, be provided access to certain non-confidential Board documents as necessary to fulfill their advisory role.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Clarifies Director Emeritus status as honorary and advisory, eliminates voting/quorum authority, and changes the designation from a lifetime appointment to service in an honorary/advisory capacity at the pleasure of the Board.

2023 Location:
Section 5.10

2026 Location:
Section 5.06

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.10~~

~~The Society honors the founder of Prime Timers, Woody Baldwin, with the title "Founder Emeritus." This position shall continue forever.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 5.06 — Founder Emeritus The Society honors the founder of Prime Timers, Woody Baldwin, with the title "Founder Emeritus." This position shall continue in perpetuity.

Preserves permanent recognition of founder Woody Baldwin as Founder Emeritus.

2023 Location:
Section 5.13

2026 Location:
Section 5.07

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.13 Duties of Directors (Continued)~~

~~Bylaws of the Society: He shall preside at the meetings of the Board of Directors, and at general meetings of the Society. He shall appoint a newsletter editor and a webmaster, upon approval of the Board of Directors. He shall represent the Society, when necessary, in his capacity as President of the Board. He bears the ultimate responsibility for seeing that all functions and duties of the Society are carried out.~~

~~Vice-President: The Vice-President shall act for the President in the latter's absence or incapacity. He is responsible for the promoting, establishing, and assisting of chapters, for facilitating communications between chapters and the Board, and for facilitating communications between chapters.~~

~~Chairman of the Independent Chapter: The Chairman of the Independent Chapter shall serve the Independent Chapter and shall represent that chapter to the Board. In the absence or incapacity of both the President and the Vice-President, he shall act for them.~~

~~Treasurer: The Treasurer shall receive all monies due to the Society, and deposit them at a bank as approved by the Board of Directors. He shall keep the Society's accounts and financial records, prepare all the financial reports of the Society, and arrange for the annual audit of accounts. He shall also prepare such further reports and audits of the Society's accounts as the Board may require. He shall provide such information on the Society's accounts to all Chapter Presidents in the same manner and frequency as provided to the Board of Directors and as may be required by government agencies. He shall file an end-of-year report with the IRS in accord with the IRS due dates.~~

~~Secretary: The Secretary shall maintain the Society's files and other records. In particular, the Secretary shall maintain and update the Society's Roll of Chapters. The Secretary shall also act as clerk to the Board, preparing and keeping minutes of the Board's meetings, and performing other duties as the Board shall from time to time determine. He may delegate specific duties to other persons. He shall also work with the Treasurer to ensure end-of-year reports are filed. He shall also work with chapters to help them attain their 501(c)(3) status.~~

~~Directors-at-Large: The Directors-at-Large shall assume such specific duties as the Board shall from time to time determine.~~

~~Founder and Director(s) Emeritus: The Founder and Director(s) Emeritus shall assume such specific duties as the Board shall from time to time determine.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 5.07 — Duties of Directors

All Directors share responsibility for participating in Board actions and shall perform duties and responsibilities assigned by the Board, in addition to the specific duties outlined below.

A. President: The President shall:

1. Provide overall leadership of the Society;
2. Ensure compliance with the Bylaws;
3. Guide the Society toward its future vision and purpose;
4. Preside at meetings of the Board of Directors and general meetings of the Society;
5. Represent the Society as needed;
6. Appoint committees, a newsletter editor, and a webmaster, with approval of the Board;
7. Bear the ultimate responsibility for seeing that all functions and duties of the Society are carried out; and
8. At Board meetings, the President shall vote only to break a tie.

B. Vice President: The Vice President shall:

1. Assume the duties of the President in case of absence or incapacity;
 2. Assist the President in carrying out his duties;
 3. Support the development of Chapters; and
 4. Facilitate communication between Chapters and the Board.
- C. Chairman of the Independent Chapter: The Chairman shall:
1. Serve as President of the Independent Chapter;
 2. Maintain communications between its members;
 3. Maintain the Independent Chapter's website;
 4. Maintain the roster of its members;
 5. Represent the Independent Chapter to the Board; and
 6. Perform the duties of the President in the absence or incapacity of both the President and the Vice President.

D. Treasurer: The Treasurer shall:

1. Receive and deposit all funds of the Society in accounts approved by the Board;
2. Maintain accurate financial records;

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Defines each Director's responsibilities in substantially greater detail, strengthens accountability, financial and record keeping duties.

President provides overall leadership and direction, ensures compliance with the Bylaws, presides over the Society and Board, and bears ultimate responsibility for the Society's operations, President's voting authority with a tie-breaker model.

Vice President supports the President, promotes chapter development and communication, and assumes the President's duties when necessary.

Chairman of the Independent Chapter leads and represents the Independent Chapter, maintains its membership and communications, and serves as the next officer in succession when necessary.

Treasurer oversees the Society's finances, financial records, budgets, reporting, audits or reviews, and required governmental filings.

Secretary maintains the Society's official records, minutes, notices, correspondence, and organizational documents.

Directors-at-Large represent regional Chapters on the Board and support committees, special projects, and other Board responsibilities.

Directors Emeritus provide institutional knowledge and advice to the Board and assist with special responsibilities or projects as requested.

2023 Location:
Section 5.11

2026 Location:
Section 5.08

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.11~~

~~The Board may declare the position of a Director vacant if:~~

~~The incumbent resigns; the resignation is effective on written receipt.~~

~~The incumbent dies or is incapacitated by illness.~~

~~The incumbent fails to attend two successive meetings without good cause; or~~

~~The incumbent is subject to a vote of removal by no less than five (5) Directors, or by two-thirds (2/3) of a general vote of the Society, voting on a Special Resolution of Removal. An incumbent so removed shall be eligible to stand for re-election to his former position.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 5.08 — Vacancies and Removal The Board may declare the position of a Director vacant if:

A. The Director resigns, effective upon written notice received by the Board;

B. The Director dies or becomes unable to serve due to illness or incapacity;

C. The Director fails to attend Board meetings for three (3) consecutive meetings without good cause, as determined by the Board; or

D. The Director is removed for cause by a two-thirds (2/3) vote of the Board, or by a two-thirds (2/3) vote of the Chapters in a duly called general vote of the Society.

E. Prior to any vote for removal, the Director shall be provided with written notice of the proposed action and an opportunity to respond within thirty (30) days.

F. A Director who is removed shall remain eligible to stand for future election to the Board.

2023 Location:
Section 5.12

2026 Location:
Section 5.09

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.12~~

~~In the event of the resignation, death, incapacity, or removal of a Director, the Board may appoint a person to a vacant position to exercise the responsibilities of that position until the next regularly scheduled biennial Convention.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 5.09 — Filling Vacancies

A. In the event of the resignation, death, incapacity, or removal of a Director, the Board shall appoint a qualified individual to fill the vacancy within a reasonable period of time, and in no event later than sixty (60) days, to serve until the next regularly scheduled Biennial Convention.

B. The Board shall act promptly to fill vacancies and maintain the minimum number of Directors required for a quorum.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Expands vacancy/removal due process protections for members of the Board of Directors by defining grounds, changing attendance language, requiring a two-thirds vote for removal, and providing written notice and an opportunity to respond.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Adds a firm 60-day outside deadline for filling Board vacancies so Board positions do not remain vacant for extended periods, helping preserve quorum, continuity, and effective governance.

ARTICLE VI: Committees

2023 Location:
Section 5.07

2026 Location:
Section 6.01

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.07~~

~~Subject only to requirements set out in these Bylaws for minimum number of meetings a year, and for specific duties to be carried out by particular Directors, the Board shall determine the times of its meetings, the rules of conduct for its meetings, the duties for Directors, and appoint or dissolve committees of the Board as shall from time to time seem suitable to the Board.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 6.01 — Standing Committees

The organization shall maintain the following standing committees to support its operations, governance, and mission:

A. Finance Committee

The Finance Committee shall oversee the financial affairs of the organization, including budgeting, financial planning, and the review of financial reports. The Committee shall work closely with the Treasurer and may conduct periodic financial reviews as directed by the Board of Directors and/or the Society.

B. Nominating Committee

The Nominating Committee shall identify, recruit, and present qualified candidates for elected positions within the organization. The Committee shall encourage leadership development, promote fair and transparent election processes, and help ensure a diverse and qualified pool of candidates from across the PTWW Chapters.

C. Events Committee

The Events Committee shall plan, coordinate, and support social, educational, and special events of the organization, including the Biennial Convention and PTWW cruises. The Committee shall promote member engagement and participation.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

New Article dedicated to three key standing committees with defined responsibilities:

The Finance Committee includes the Treasurer and oversees periodic reconciliations, the Annual Financial Review, and audit assistance when needed.

The Nominating Committee must actively seek qualified candidates through direct outreach such as calls, emails, and text messages rather than relying solely on submitted nominations.

The Events Committee oversees major PTWW events, including the Biennial Convention and cruises and other events.

2023 Location:
Section 5.07

2026 Location:
Section 6.02

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.07~~

~~Subject only to requirements set out in these Bylaws for minimum number of meetings a year, and for specific duties to be carried out by particular Directors, the Board shall determine the times of its meetings, the rules of conduct for its meetings, the duties for Directors, and appoint or dissolve committees of the Board as shall from time to time seem suitable to the Board.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 6.02 — Ad Hoc Committees

A. The Board of Directors may establish additional committees as necessary to carry out the work and mission of the organization.

B. Ad Hoc Committees may be formed for specific tasks or purposes and shall have duties, authority, and duration as determined by the Board.

C. Such committees shall automatically dissolve upon completion of their assigned purpose or objective, unless otherwise extended by the Board.

Expressly authorizes task-specific Ad Hoc Committees and provides that they dissolve when their assigned work is completed unless extended by the Board.

2023 Location:
Section 5.07

2026 Location:
Section 6.03

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.07~~

~~Subject only to requirements set out in these Bylaws for minimum number of meetings a year, and for specific duties to be carried out by particular Directors, the Board shall determine the times of its meetings, the rules of conduct for its meetings, the duties for Directors, and appoint or dissolve committees of the Board as shall from time to time seem suitable to the Board.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 6.03 — Appointment and Oversight

A. Committee members and Chairmen shall be appointed from Local Chapters by the PTWW Board of Directors.

B. Committee Chairmen and members shall be appointed by the PTWW Board of Directors from among members in good standing of the Local Chapters and the Independent Chapter.

C. Whenever practical, committee members should reflect broad geographic and Chapter representation, including international representation.

D. Except for the Nominating Committee, a member of the PTWW Board of Directors shall serve as a liaison member to each committee in a non-voting capacity to facilitate communication and coordination between the committee and the Board.

Establishes consistent appointment and oversight rules, encourages broad geographic and international representation, and protects Nominating Committee independence by excluding a Board liaison from that committee.

Committee Chairmen and members shall be appointed by the PTWW Board of Directors instead of the President.

ARTICLE VII: Meetings

2023 Location:
Section 6.01

2026 Location:
Section 7.01

DELETED / REPLACED VERBIAGE (2023):

~~Section 6.01~~

~~Meetings of the Society shall include:~~

~~The biennial General Convention, which shall include a regular business meeting as part of its agenda;~~

~~Meetings of the Board of Directors;~~

~~Specially called business meetings~~

~~Called by the Board of Directors, or~~

~~Called as a result of a petition from 20% of chapter presidents;~~

~~Other meetings may be organized from time to time by the Board, or by a group of chapters, but votes of the Society may not be conducted at these meetings.~~

~~A quorum to conduct business of the Society at a business meeting shall be 40% of the presidents of chapters in good standing or their duly appointed proxies.~~

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Describes the different types of Society meetings in greater detail.

PROPOSED / REDLINED VERBIAGE (2026):

Section 7.01 — Types of Meetings

Meetings of the Society shall include:

A. The Biennial General Convention and Business Meeting;

B. Meetings of the Board of Directors;

C. Specially called Business Meetings; and

D. Other meetings organized by the Board or by Chapters.

2023 Location:
Section 6.01, Section 6.02, Section 6.03

2026 Location:
Section 7.02

DELETED / REPLACED VERBIAGE (2023):

~~Section 6.04~~

~~Meetings of the Society shall include:~~

~~The biennial General Convention, which shall include a regular business meeting as part of its agenda.~~

~~Meetings of the Board of Directors.~~

~~Specially called business meetings~~

~~Called by the Board of Directors, or~~

~~Called as a result of a petition from 20% of chapter presidents.~~

~~Other meetings may be organized from time to time by the Board, or by a group of chapters, but votes of the Society may not be conducted at these meetings.~~

~~A quorum to conduct business of the Society at a business meeting shall be 40% of the presidents of chapters in good standing or their duly appointed proxies.~~

~~Section 6.02~~

~~Business meetings of the Society are open to all members. All chapter members present at the Convention may attend such business meetings and have the right to speak in discussions of Society affairs, and to request the inclusion of new business. Only chapter presidents or their proxies may vote on motions moved at such meetings.~~

~~Section 6.03~~

~~A business meeting of the Society shall be conducted in accordance with an agenda, which shall be mailed to all chapters no less than four (4) weeks before the date of the meeting. Additional items may be added to the agenda at the business meeting subject to the approval of 60 percent of the chapter presidents or their appointed proxies who are physically present.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 7.02 — Biennial General Convention and Business Meeting

A. The Society shall hold a Biennial General Convention, which shall include a regular Business Meeting of the Society as part of its agenda.

B. The Convention shall be hosted by a Local Chapter to be determined by the Board of Directors.

C. Business Meetings shall be open to all members. All Chapter members in attendance may participate in discussions of Society affairs and may propose new business, subject to the agenda requirements set forth below.

D. Only Chapter Presidents, or their duly appointed Proxies, shall be entitled to vote. Proxies shall be members of any Local Chapter in good standing, and shall be designated in writing and submitted to the Secretary prior to the meeting.

E. A quorum for conducting business at a Society Business Meeting shall consist of forty percent (40%) of all Chapter Presidents in good standing, or their duly appointed Proxies.

F. Business Meetings shall be conducted in accordance with an agenda distributed to all Chapters no less than four (4) weeks prior to the meeting by electronic mail.

G. Additional items may be added to the agenda at the meeting upon approval of a simple majority of the Chapter Presidents present in person or by their duly appointed Proxies.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Clarifies the Biennial Convention and Business Meeting, participation and voting rights, proxy requirements, 40% quorum, four-week electronic agenda notice, and lowers the threshold for adding new agenda items from 60% to a simple majority of those Chapter Presidents/proxies present.

Modernizes meeting procedures and reflects contemporary electronic communication practices, including advance electronic distribution of the Business Meeting agenda.

2023 Location:

Section 5.02, Section 5.03, Section 5.14, Section 5.15, Section 5.16

2026 Location:

Section 7.03

DELETED / REPLACED VERBIAGE (2023):

~~Section 5.02~~

~~The Board of Directors shall hold at least one meeting in person each year.~~

~~Section 5.03~~

~~Membership on the Board assumes that members can attend in person at his own expense at least one meeting a year.~~

~~Section 5.14~~

~~Voting at a Board meeting shall be in accordance with such procedures as the Board may determine from time to time, subject only to the presence of a quorum.~~

~~Section 5.15~~

~~A director may designate another director (voting or non-voting) to serve as his proxy in the event he is unable to attend a meeting of the Board of Directors.~~

~~Section 5.16~~

~~Board business and meetings may be conducted in person, virtually, or by other digital means identifying each member and requires at least fifty percent (50%) of the members of the Board participating to establish a quorum.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 7.03 — Board of Directors Meetings

A. The Board of Directors shall hold monthly meetings, which may be conducted in person, virtually, or by other electronic means that allow all participants to be identified and to hear and be heard by one another. B. Board members are encouraged to meet in person at least once annually at their own expense.

C. A quorum shall consist of a majority of the voting members of the Board, or their duly appointed Proxies.

D. Participation by electronic means shall be considered attendance in person for purposes of quorum and voting.

E. The Board shall determine its meeting schedule and establish rules for its proceedings.

F. All meetings shall be conducted in accordance with the most recent version of Robert's Rules of Order.

G. All actions of the Board shall be taken by motion and decided by a vote, with approval by a majority of votes cast unless otherwise specified in these Bylaws.

H. A Director may designate another voting Director as a Proxy to vote on their behalf at a Board meeting, provided such designation is made in writing prior to the meeting.

I. No Director may hold more than one Proxy at any given meeting.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Modernizes Board operations through monthly meetings that may be virtual, recognizes electronic attendance while encouraging periodic in-person participation, adopts Robert's Rules, defines majority voting, and limits each Director to holding one written proxy.

2023 Location:
Section 6.01

2026 Location:
Section 7.04

DELETED / REPLACED VERBIAGE (2023):

~~Section 6.04~~

~~Meetings of the Society shall include:~~

~~The biennial General Convention, which shall include a regular business meeting as part of its agenda.~~

~~Meetings of the Board of Directors.~~

~~Specially called business meetings~~

~~Called by the Board of Directors, or~~

~~Called as a result of a petition from 20% of chapter presidents.~~

~~Other meetings may be organized from time to time by the Board, or by a group of chapters, but votes of the Society may not be conducted at these meetings.~~

~~A quorum to conduct business of the Society at a business meeting shall be 40% of the presidents of chapters in good standing or their duly appointed proxies.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 7.04 — Specially Called Business Meetings

A. Specially called Business Meetings outside the Biennial Business Meeting may be called by the Board of Directors or be called upon a written petition submitted to the Secretary by at least twenty percent (20%) of Chapter Presidents.

B. The Board shall schedule such meetings within a reasonable period, but no later than 60 days following receipt of a valid petition.

C. Notice of such meetings shall be provided to all Chapters by electronic mail.

D. A quorum for such a meeting shall consist of at least forty percent (40%) of the Chapters in good standing.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Clarifies who may call a Special Business Meeting, retains the 20% Chapter-President petition right, adds a 60-day scheduling deadline, electronic notice, and a 40% quorum.

2023 Location:
Section 6.01

2026 Location:
Section 7.05

DELETED / REPLACED VERBIAGE (2023):

~~Section 6.04~~

~~Meetings of the Society shall include:~~

~~The biennial General Convention, which shall include a regular business meeting as part of its agenda.~~

~~Meetings of the Board of Directors.~~

~~Specially called business meetings~~

~~Called by the Board of Directors, or~~

~~Called as a result of a petition from 20% of chapter presidents.~~

~~Other meetings may be organized from time to time by the Board, or by a group of chapters, but votes of the Society may not be conducted at these meetings.~~

~~A quorum to conduct business of the Society at a business meeting shall be 40% of the presidents of chapters in good standing or their duly appointed proxies.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 7.05 — Other Meetings

Other meetings may be organized from time to time by the Board or by two or more Chapters; however, no official votes of the Board or the Society may be conducted at such meetings.

Clarifies that informal or other meetings may occur but cannot be used to conduct official Board or Society votes, and no official votes of the Board or the Society may be conducted at such meetings.

2023 Location:
None (New Provision)

2026 Location:
Section 7.06

DELETED / REPLACED VERBIAGE (2023):

[NEW PROVISION - No direct 2023 counterpart.]

PROPOSED / REDLINED VERBIAGE (2026):

Section 7.06 — Official Communications

A. All official communications and announcements between the Board and Chapters shall be conducted by official correspondence, including electronic mail.

B. The Society's newsletter shall not be relied upon as the sole or official method of communication for governance matters.

New communications rule requiring governance notices to use official correspondence, including email, rather than relying on the newsletter as the sole official channel.

2023 Location:
Section 6.04

DELETED / REPLACED VERBIAGE (2023):

~~Section 6.04~~

~~Any procedural issues that are not addressed in this Constitution and Bylaws shall be handled according to Robert's Rules of Order.~~

Preserves Robert's Rules of Order as the parliamentary authority for procedural matters not addressed in the Bylaws.

2026 Location:
Section 7.07

PROPOSED / REDLINED VERBIAGE (2026):

Section 7.07 — Parliamentary Authority

Any procedural matters not addressed in these Bylaws shall be governed by Robert's Rules of Order.

ARTICLE VIII: Voting

2023 Location:
Section 7.01

DELETED / REPLACED VERBIAGE (2023):

~~Section 7.01~~

~~A vote of the membership shall be required:~~

~~To elect members of the Board of Directors of the Society.~~

~~To amend the Constitution and Bylaws of the Society.~~

~~For dissolution of the Society.~~

~~For special assessments by the Society~~

~~For the purchase of property or raising of loans by the Society~~

~~Notwithstanding a vote of approval, there shall be no liability devolved onto individual chapters or their members, or members of the Independent Chapter, arising from such transactions.~~

~~For approval or reversing Board resolutions which have been appealed to the general vote of the membership.~~

~~For the approval of the Society's budget and establishing appropriate dues to support the budget.~~

~~On such other matters as the Board may see fit from time to time to refer to the general vote of the membership.~~

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Retains the principal matters requiring a Society vote while reorganizing and clarifying the list and preserving the protection against liability being imposed on individual Chapters or members.

2026 Location:
Section 8.01

PROPOSED / REDLINED VERBIAGE (2026):

Section 8.01 — Matters Requiring a Vote of the Society

A vote of the Society shall be required for the following matters:

A. Election of members of the Board of Directors of the Society.

B. Amendment of the Bylaws of the Society.

C. Dissolution of the Society.

D. Approval of any special assessment imposed by the Society.

E. Approval of the purchase of real property or the incurrence of loans or other significant financial obligations by the Society.

F. Approval or reversal of Board resolutions which have been appealed to the general vote of the Society.

G. Approval of the Society's budget and the establishment of Chapter dues necessary to support such a budget.

H. Any other matter that the Board of Directors may, from time to time, refer to a vote of the Society.

I. Notwithstanding a vote of approval, there shall be no liability devolved onto individual Chapters or their members, or members of the Independent Chapter, arising from such transactions.

2023 Location:
Section 7.02

DELETED / REPLACED VERBIAGE (2023):

~~Section 7.02~~

~~Votes of the Society may take place.~~

~~In person as part of the agenda of a business meeting; or~~

~~Electronically or by mail, in response to a call for a general vote of the Society by the Board~~

Clarifies the methods of voting, including in-person or by Proxy at a Business Meeting and electronic or mail voting conducted outside a Business Meeting.

2026 Location:
Section 8.02

PROPOSED / REDLINED VERBIAGE (2026):

Section 8.02 — Methods of Voting

Votes of the Society may be conducted:

A. In person or by Proxy during a duly called Business Meeting of the Society; or

B. Electronically or by mail when a general vote of the Society has been authorized by the Board of Directors outside of a Business Meeting.

2023 Location:
Section 7.03

2026 Location:
Section 8.03

DELETED / REPLACED VERBIAGE (2023):

~~Section 7.03~~

~~A general vote of the Society shall be organized by the Board. Notice of the vote shall be mailed to each chapter no less than two (2) calendar months before the scheduled vote and shall include the motion(s) to be voted on, background material and explanation as necessary. The date, place, deadline for voting, and the manner of recording votes will be included in the Notice of the vote.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 8.03 — Notice of General Vote

- A. The Board of Directors shall be responsible for organizing all general votes of the Society.
B. Notice of a general vote shall be provided to each Chapter no less than sixty (60) days prior to the voting deadline and shall include:
1. The exact motion(s) or question(s) to be voted upon;
 2. Any necessary background information or explanatory materials;
 3. The method of voting;
 4. The starting date of the votes and the deadline for submitting the votes; and
 5. Any additional procedures necessary to properly conduct and record the vote.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Modernizes and standardizes notice of a general vote with a 60-day notice period and a required statement of the exact question, background, method, dates, and procedures.

2023 Location:
Section 7.04

2026 Location:
Section 8.04

DELETED / REPLACED VERBIAGE (2023):

~~Section 7.04~~

~~A chapter president may vote if he is present in person at a business meeting, or electronically or by mail when a general vote of the Society has been called to take place outside of a business meeting.~~

~~The president of each chapter may vote as he pleases; he shall not necessarily be bound by any previous ruling of his chapter.~~

~~A chapter president may be considered present in person at a business meeting if the meeting is being conducted through some form of electronic conferencing, which permits him to hear all discussion, and permits all others present to hear him. In such a case, the chapter president may vote electronically, provided his vote can be recorded for any required replay.~~

~~A chapter president may provide for a proxy if he cannot attend a business meeting. Such proxy must be in writing. Proxies shall be certified by the chair of a meeting as the first item of business, and the holders of proxies noted for the record.~~

~~For a vote that takes place outside of a business meeting, at least 50 percent of the presidents of chapters in good standing must participate in the vote for the action taken to be valid.~~

Describes Chapter-President and proxy voting in greater detail, requires written proxy certification and recording, and changes the outside-meeting participation quorum from 50% to 40% of Chapters in good standing.

PROPOSED / REDLINED VERBIAGE (2026):

Section 8.04 — Voting by Chapter Presidents and Proxies

- A. The President of each Chapter in good standing, or their properly designated Proxy, shall cast the Chapter's vote on matters submitted to the Society at their own discretion.
B. All voting results must be properly recorded as part of the official record by the Secretary.
C. During the Biennial Business Meeting of the Society, a Chapter President shall vote:
1. In person while physically present at the meeting; or
 2. By a properly designated Proxy, present in person. Any Proxy designation must be submitted in writing by the Chapter, certified by the Secretary at the opening of the meeting, and recorded in the official minutes. If a Chapter fails to designate a Proxy in writing, the Chapter's vote shall not be counted.
- D. When a general vote of the Society is conducted outside of the Biennial Business Meeting, a Chapter President or a properly designated Proxy shall vote electronically, by mail, or through electronic conferencing technology or other electronic means that permits all participants to hear and communicate with one another simultaneously.
E. For any vote conducted outside of a Business Meeting, participation by at least forty percent (40%) of the Chapters in good standing shall constitute a quorum for the vote to be valid.

ARTICLE IX: Elections

2023 Location:
Section 8.01

2026 Location:
Section 9.01

2023 Location:
Section 8.02

2026 Location:
Section 9.02

DELETED / REPLACED VERBIAGE (2023):

~~Section 8.01~~

~~Elections for Directors shall take place at the biennial Convention.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 9.01 — Biennial Directors Elections

Elections for Directors shall be conducted at the Biennial Convention at a date, time, and place established by the Board of Directors.

DELETED / REPLACED VERBIAGE (2023):

~~Section 8.02~~

~~Nominations for the Board of Directors:~~

~~The Society President shall appoint a Nominating Committee no less than four (4) calendar months before the date set for an election. The committee shall be composed of no fewer than three (3) persons, all from different chapters.~~

~~The Chairman of the Nominating Committee shall announce the date and place of the election; the Directors' position(s) to be filled; and shall request nominations for each particular position from each chapter no less than three (3) months before the date of the election;~~

~~It shall be the responsibility of the chapter president to ensure that persons nominated by his chapter are members in good standing of his chapter.~~

~~Nominations must reach the Chairman of the Nominating Committee not less than two (2) months before the date of the election.~~

~~Nominations shall be considered and approved by at least two-thirds of the members of the Nominating Committee. The Committee may approve all, some, or none of the nominations for each position.~~

~~The Nominating Committee Chairman shall compile a list of nominations received and approved for each position, and report this to the Society President.~~

~~In the event that there is only one (1) nomination received for a position, the Board may:~~

~~Declare that person elected by acclamation to the position, or~~

~~Reject the nomination and declare the position vacant.~~

~~In the event that no nominations are received for a position, the Board shall make a nomination, and declare that person elected by acclamation to the position.~~

~~The Board shall confirm the date, place and time of the election, and the Chairman of the Nominating Committee shall send the list of nominations (including nominations already elected by acclamation) to all chapters, no later than six (6) weeks before the date of the vote.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 9.02 — Nominating Committee

A. Purpose and Responsibilities

1. The Nominating Committee shall identify, recruit, evaluate, and nominate qualified candidates for election to the Board of Directors.

2. The Committee shall actively seek candidates from throughout the Society, including international Chapters, and shall not rely solely upon nominations submitted by Chapters.

3. The Committee may use any reasonable means to recruit, communicate with, and evaluate prospective candidates while encouraging broad participation and leadership development throughout the Society.

4. In preparing its slate of nominees, the Nominating Committee shall consider the need to maintain continuity of leadership, governance, and institutional knowledge.

B. Appointment and Independence

1. The Board of Directors shall appoint a Nominating Committee and its Chair no less than eight (8) months prior to the election.

2. The Committee shall consist of no fewer than five (5) members in good standing, representing different Chapters, with consideration given to broad geographic and international representation.

3. Members of the Committee shall not be current Board of Directors, candidates for election, or persons with any conflict of interest. The Committee shall operate independently of the Board of Directors.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Retains Biennial Convention elections while clearly assigning the Board responsibility for establishing the election date, time, and place.

Greatly strengthens the Nominating Committee: appointment at least eight months instead of four months before the election, allowing sufficient time to organize, plan, and conduct a thorough search for qualified candidates, at least five members from different Chapters, active recruitment throughout PTWW including international Chapters, and independence from current Board of Directors, candidates, and conflicts of interest.

Independently manages the Society's nomination process by actively seeking qualified candidates from throughout the Society, evaluating their eligibility, experience, leadership qualifications, and commitment to serve; determining the final slate of nominees; overseeing candidate statements and campaign conduct; addressing nomination or campaign issues; maintaining appropriate election records; and ensuring a fair, impartial, transparent, and orderly nomination and election process in accordance with the Bylaws.

2023 Location:
Section 8.02

2026 Location:
Section 9.03

DELETED / REPLACED VERBIAGE (2023):

~~Section 8.02~~

~~Nominations for the Board of Directors:~~

~~The Society President shall appoint a Nominating Committee no less than four (4) calendar months before the date set for an election. The committee shall be composed of no fewer than three (3) persons, all from different chapters.~~

~~The Chairman of the Nominating Committee shall announce the date and place of the election; the Directors' position(s) to be filled; and shall request nominations for each particular position from each chapter no less than three (3) months before the date of the election;~~

~~It shall be the responsibility of the chapter president to ensure that persons nominated by his chapter are members in good standing of his chapter.~~

~~Nominations must reach the Chairman of the Nominating Committee not less than two (2) months before the date of the election.~~

~~Nominations shall be considered and approved by at least two-thirds of the members of the Nominating Committee. The Committee may approve all, some, or none of the nominations for each position.~~

~~The Nominating Committee Chairman shall compile a list of nominations received and approved for each position, and report this to the Society President.~~

~~In the event that there is only one (1) nomination received for a position, the Board may:~~

~~Declare that person elected by acclamation to the position, or~~

~~Reject the nomination and declare the position vacant.~~

~~In the event that no nominations are received for a position, the Board shall make a nomination, and declare that person elected by acclamation to the position.~~

~~The Board shall confirm the date, place and time of the election, and the Chairman of the Nominating Committee shall send the list of nominations (including nominations already elected by acclamation) to all chapters, no later than six (6) weeks before the date of the vote.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 9.03 — Candidate Qualifications

A. All candidates, including incumbent Board members seeking re-election, shall be nominated by their Chapter President to the Nominating Committee for a specific position on the Board of Directors.

B. It shall be the responsibility of each Chapter President to ensure that nominees submitted by the Chapter are members in good standing.

C. The Committee shall evaluate nominees based upon their leadership experience, qualifications, commitment to the Society, and willingness to serve a full term, taking into consideration relevant leadership, governance, financial, administrative, organizational, or other experience appropriate to the position.

D. Candidates shall affirm their willingness and ability to serve if elected and acknowledge the duties and responsibilities of the position.

E. The Committee shall ensure continuity of leadership and preserve institutional knowledge by maintaining an appropriate balance of experienced and newly elected Directors on the Board.

F. The Nominating Committee shall have sole authority to determine the final nominee or nominees for each position.

Establishes detailed candidate qualifications, Chapter-President nomination and good-standing verification, willingness-to-serve requirements, and consideration of leadership continuity and institutional knowledge.

Creates clearer and more consistent candidate qualification standards and supports leadership continuity and institutional knowledge.

2023 Location:
Section 8.03

2026 Location:
Section 9.04

DELETED / REPLACED VERBIAGE (2023):

~~Section 8.03~~

~~Persons nominated may circulate to all chapters a "platform" on which they base their request for support and may require the facilities of the Board to ensure such statements are circulated fully and promptly. These statements cannot be sent out until the nominations have been announced. The 'platform' can only discuss the accomplishments and merits of the nominee. Any negative or derogatory statements about competing nominees will result in the removal of the offending nominee from this election. Should the nominee remove himself from the process he may not re-enter this election.~~

Creates consistent campaign standards, equal distribution opportunities for candidates to communicate with Chapters and a defined process for addressing campaign violations, respectful communications, notice and response before ballot removal, and a two-thirds Committee vote for removal.

PROPOSED / REDLINED VERBIAGE (2026):

Section 9.04 — Candidate Statements and Campaign

A. Candidates must submit a written statement or platform outlining their qualifications, experience, accomplishments, goals, and vision for the Society.

B. The Society shall provide equal and reasonable means for candidates to distribute campaign materials to Chapters. Candidate statements shall not be distributed until the final slate of nominees has been announced.

C. Campaign communications shall be conducted in a respectful and professional manner. Candidates shall refrain from false, misleading, defamatory, or personal attacks against other candidates.

D. Alleged violations of this section shall be reviewed by the Nominating Committee, which may take appropriate action. Removal of a candidate from the ballot shall require a two-thirds (2/3) vote of the Nominating Committee after the candidate has been given notice and an opportunity to respond.

E. Candidates who voluntarily withdraw from the election shall not be eligible to re-enter the same election cycle.

2023 Location:
Section 8.02

2026 Location:
Section 9.05

DELETED / REPLACED VERBIAGE (2023):

~~Section 8.02~~

~~Nominations for the Board of Directors:~~

~~The Society President shall appoint a Nominating Committee no less than four (4) calendar months before the date set for an election. The committee shall be composed of no fewer than three (3) persons, all from different chapters.~~

~~The Chairman of the Nominating Committee shall announce the date and place of the election; the Directors' position(s) to be filled; and shall request nominations for each particular position from each chapter no less than three (3) months before the date of the election;~~

~~It shall be the responsibility of the chapter president to ensure that persons nominated by his chapter are members in good standing of his chapter.~~

~~Nominations must reach the Chairman of the Nominating Committee not less than two (2) months before the date of the election.~~

~~Nominations shall be considered and approved by at least two-thirds of the members of the Nominating Committee. The Committee may approve all, some, or none of the nominations for each position.~~

~~The Nominating Committee Chairman shall compile a list of nominations received and approved for each position, and report this to the Society President.~~

~~In the event that there is only one (1) nomination received for a position, the Board may:~~

~~Declare that person elected by acclamation to the position, or~~

~~Reject the nomination and declare the position vacant.~~

~~In the event that no nominations are received for a position, the Board shall make a nomination, and declare that person elected by acclamation to the position.~~

~~The Board shall confirm the date, place and time of the election, and the Chairman of the Nominating Committee shall send the list of nominations (including nominations already elected by acclamation) to all chapters, no later than six (6) weeks before the date of the vote.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 9.05 — Nomination Process

A. The Committee Chair shall announce the election, identify the positions to be filled, and actively recruit and solicit nominations from all Chapters, including international Chapters and the Independent Chapter, no less than six (6) months prior to the election.

B. Nominations must be received from the Chapter Presidents no less than three (3) months prior to the election.

C. The Committee shall review all nominations for eligibility and qualifications and determine, by majority vote, which nominees shall be included on the ballot.

Creates a clear nomination timetable and requires active recruitment and solicitation beginning at least six months before the election, with nominations due at least three months before the election.

The Committee shall review all nominations for eligibility and qualifications and determine the nominees, by majority vote.

2023 Location:
Section 8.02

2026 Location:
Section 9.06

DELETED / REPLACED VERBIAGE (2023):

~~Section 8.02~~

~~Nominations for the Board of Directors:~~

~~The Society President shall appoint a Nominating Committee no less than four (4) calendar months before the date set for an election. The committee shall be composed of no fewer than three (3) persons, all from different chapters.~~

~~The Chairman of the Nominating Committee shall announce the date and place of the election; the Directors' position(s) to be filled; and shall request nominations for each particular position from each chapter no less than three (3) months before the date of the election;~~

~~It shall be the responsibility of the chapter president to ensure that persons nominated by his chapter are members in good standing of his chapter.~~

~~Nominations must reach the Chairman of the Nominating Committee not less than two (2) months before the date of the election.~~

~~Nominations shall be considered and approved by at least two-thirds of the members of the Nominating Committee. The Committee may approve all, some, or none of the nominations for each position.~~

~~The Nominating Committee Chairman shall compile a list of nominations received and approved for each position, and report this to the Society President.~~

~~In the event that there is only one (1) nomination received for a position, the Board may:~~

~~Declare that person elected by acclamation to the position, or~~

~~Reject the nomination and declare the position vacant.~~

~~In the event that no nominations are received for a position, the Board shall make a nomination, and declare that person elected by acclamation to the position.~~

~~The Board shall confirm the date, place and time of the election, and the Chairman of the Nominating Committee shall send the list of nominations (including nominations already elected by acclamation) to all chapters, no later than six (6) weeks before the date of the vote.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 9.06 — Final Slate of Nominees

A. The Nominating Committee shall have sole authority to determine the final slate of nominees presented to the Society.

B. Before the slate is released to the Chapters, the Committee shall provide it to the Board of Directors for review.

C. The Board may submit written concerns regarding any nominee, which the Committee may reconsider. The final determination regarding inclusion of any nominee on the ballot shall rest solely with the Committee.

D. The final slate shall be distributed to all Chapters no later than two (2) months prior to the election.

Protects Nominating Committee independence by giving it sole final authority over the slate while permitting the Board to raise written concerns for reconsideration; requires distribution of the final slate two months before the election.

2023 Location:
Section 8.02

2026 Location:
Section 9.07

DELETED / REPLACED VERBIAGE (2023):

~~Section 8.02~~

~~Nominations for the Board of Directors:~~

~~The Society President shall appoint a Nominating Committee no less than four (4) calendar months before the date set for an election. The committee shall be composed of no fewer than three (3) persons, all from different chapters.~~

~~The Chairman of the Nominating Committee shall announce the date and place of the election; the Directors' position(s) to be filled; and shall request nominations for each particular position from each chapter no less than three (3) months before the date of the election;~~

~~It shall be the responsibility of the chapter president to ensure that persons nominated by his chapter are members in good standing of his chapter.~~

~~Nominations must reach the Chairman of the Nominating Committee not less than two (2) months before the date of the election.~~

~~Nominations shall be considered and approved by at least two-thirds of the members of the Nominating Committee. The Committee may approve all, some, or none of the nominations for each position.~~

~~The Nominating Committee Chairman shall compile a list of nominations received and approved for each position, and report this to the Society President.~~

~~In the event that there is only one (1) nomination received for a position, the Board may:~~

~~Declare that person elected by acclamation to the position, or~~

~~Reject the nomination and declare the position vacant.~~

~~In the event that no nominations are received for a position, the Board shall make a nomination, and declare that person elected by acclamation to the position.~~

~~The Board shall confirm the date, place and time of the election, and the Chairman of the Nominating Committee shall send the list of nominations (including nominations already elected by acclamation) to all chapters, no later than six (6) weeks before the date of the vote.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 9.07 — Records and Reporting

A. The Nominating Committee shall maintain reasonable records of its activities, including meeting dates, attendance, the names of nominees considered, and a record of candidates who were interviewed and vetted by the Committee.

B. Upon completion of the election process, the Committee shall provide its records to the Society Secretary for preservation as part of the Society's official records.

C. The Committee shall not be required to retain or disclose confidential deliberations, candidate evaluations, voting records, or internal discussions, except as required by law or these Bylaws.

Improves transparency and accountability through election records and reporting while protecting confidential deliberations, evaluations, and internal voting records.

2023 Location:
Section 8.02

2026 Location:
Section 9.08

DELETED / REPLACED VERBIAGE (2023):

~~Section 8.02~~

~~Nominations for the Board of Directors:~~

~~The Society President shall appoint a Nominating Committee no less than four (4) calendar months before the date set for an election. The committee shall be composed of no fewer than three (3) persons, all from different chapters.~~

~~The Chairman of the Nominating Committee shall announce the date and place of the election; the Directors' position(s) to be filled; and shall request nominations for each particular position from each chapter no less than three (3) months before the date of the election;~~

~~It shall be the responsibility of the chapter president to ensure that persons nominated by his chapter are members in good standing of his chapter.~~

~~Nominations must reach the Chairman of the Nominating Committee not less than two (2) months before the date of the election.~~

~~Nominations shall be considered and approved by at least two-thirds of the members of the Nominating Committee. The Committee may approve all, some, or none of the nominations for each position.~~

~~The Nominating Committee Chairman shall compile a list of nominations received and approved for each position, and report this to the Society President.~~

~~In the event that there is only one (1) nomination received for a position, the Board may:~~

~~Declare that person elected by acclamation to the position, or~~

~~Reject the nomination and declare the position vacant.~~

~~In the event that no nominations are received for a position, the Board shall make a nomination, and declare that person elected by acclamation to the position.~~

~~The Board shall confirm the date, place and time of the election, and the Chairman of the Nominating Committee shall send the list of nominations (including nominations already elected by acclamation) to all chapters, no later than six (6) weeks before the date of the vote.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 9.08 — Uncontested or Vacant Positions

A. If only one qualified nominee is presented for a position, that nominee shall be placed on the ballot and submitted to the Chapters for election. The Society shall make the final determination through the voting process prescribed in Article VIII.

B. If no qualified nominee is presented for a position, nominations shall be accepted from the floor during the Biennial Convention Business Meeting, and the Society shall elect the successful candidate.

C. If no candidate is nominated and elected at the Biennial Convention Business Meeting, the newly elected Board of Directors shall appoint, within sixty (60) days, a qualified member in good standing to fill the vacancy for the remainder of the term.

Expands democratic participation by returning uncontested positions to the Chapters for a vote, permits floor nominations when no qualified nominee is presented, and provides a 60-day newly elected Board appointment process only if the position remains unfilled after the Business Meeting.

2023 Location:
Section 8.04, Section 8.05

2026 Location:
Section 9.09

DELETED / REPLACED VERBIAGE (2023):

~~Section 8.04~~

~~Should there be two or more candidates for a position, that person who receives the most votes shall be declared elected to that position. In the event of a tie vote, the Board of Directors shall vote on the two candidates.~~

~~Section 8.05~~

~~No later than two (2) weeks after the date of any vote, the Secretary shall inform all chapters of the result of the vote.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 9.09 — Election Results

A. The Nominating Committee and the Secretary shall tally the ballots. The Secretary shall certify the results, and the election results shall be announced to the Chapters during the Business Meeting.

B. If two (2) or more candidates are nominated for a position by the Nominating Committee, all nominees shall be placed on the ballot and submitted to the Society for election. The candidate receiving the highest number of votes shall be elected.

C. In the event of a tie vote, a runoff election shall be conducted among the tied candidates, and the candidate receiving the highest number of votes in the runoff election shall be elected.

D. If the runoff election also results in a tie, the newly elected Board of Directors shall, by majority vote, select one of the tied candidates to fill the position.

Provides clear procedures for ties and runoff elections, reducing gaps and uncertainty and limiting Board involvement to a second tie after a runoff.

2023 Location:
Section 8.05, Section 8.06

2026 Location:
Section 9.10

DELETED / REPLACED VERBIAGE (2023):

~~Section 8.06~~

~~No later than two (2) weeks after the date of any vote, the Secretary shall inform all chapters of the result of the vote.~~

~~Section 8.06~~

~~Newly elected directors shall succeed their predecessors in the duties and powers of their position immediately upon announcement by the President of the Society of the election results.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 9.10 — Certification and Transition

A. The Secretary shall provide all Chapters with the official results of any vote of the Society within fourteen (14) days following the vote by official correspondence.

B. Newly elected Directors shall assume the duties, powers, and responsibilities of their offices immediately upon certification of the election results at the Biennial Business Meeting.

C. The outgoing Chairman of the Independent Chapter shall provide the newly elected Chairman with the membership roster, records, website, system login credentials, and other information necessary for the operation of the Chapter on the day of the Biennial Business Meeting or as soon as practicable thereafter.

Improves transparency and continuity through certification, timely reporting of results, orderly Board transitions, and transfer of Independent Chapter records and system access.

ARTICLE X: Amendments to the Bylaws

2023 Location:
Section 9.01

DELETED / REPLACED VERBIAGE (2023):

~~Section 9.01~~

~~Amendments to the Constitution and Bylaws may be proposed by the Board or by a petition of no less than ten percent (10%) of chapter presidents.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 10.01 — Proposal of Amendments

Amendments to the Bylaws may be proposed by the Board of Directors or by a petition signed by no fewer than ten percent (10%) of the Chapter Presidents.

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Retains the right of the Board or at least 10% of Chapter Presidents to initiate amendments, using clearer language.

2023 Location:
Section 9.02

DELETED / REPLACED VERBIAGE (2023):

~~Section 9.02~~

~~The Society President shall appoint a drafting committee or person to prepare draft amendment(s) in accordance with the recommendation of the Board or the petition of the chapter presidents.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 10.02 — Drafting Committee

A. Upon receipt of such a petition, the Board of Directors shall appoint a Bylaws Drafting Committee, including its Chair, consisting of no fewer than three (3) members in good standing from different local and international Chapters, to prepare the proposed amendment(s) for consideration.

B. The Drafting Committee shall solicit comments and recommendations from Chapters and may consult with members, committees, legal counsel, parliamentarians, or other advisors as appropriate.

C. The Committee shall periodically conduct meetings, forums, or other interactive sessions to receive input and feedback from local and international Chapters and discuss proposed amendments.

D. The Drafting Committee shall prepare and distribute, with each proposed amendment, a written rationale explaining the purpose and intent of the proposed change. The Committee shall also provide a redlined version or side-by-side comparison showing the existing language and the proposed language to assist Chapters in their review and consideration.

Replaces a single drafting person/committee concept with a representative Drafting Committee of at least three members and requires Chapter outreach, consultation, interactive feedback, written rationales, and a redline/side-by-side comparison.

2023 Location:
Section 9.03, Section 9.04

2026 Location:
Section 10.03

DELETED / REPLACED VERBIAGE (2023):

~~Section 9.03~~

~~The draft amendment(s) shall be presented for discussion at a business meeting of the Society.~~

~~Section 9.04~~

~~Following this discussion, the drafting committee shall prepare a final draft, which shall be referred to a general vote of the Society.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 10.03 — Review and Discussion

A. Proposed amendment(s), the rationale and the side-by-side comparison shall be provided to the Board of Directors for review and recommendations.

B. Following such review and discussion, the Drafting Committee may revise the proposed amendment(s) based on the comments received and shall prepare the final proposed amendment(s) for submission to the Board for a vote of the Chapters.

C. The Board shall distribute the final proposed amendment(s) to all Chapters by official correspondence, and present the proposed amendment(s) for review and discussion at a Business Meeting of the Society prior to being submitted for a vote.

Creates a defined review sequence involving Board recommendations, Drafting Committee reconsideration, final distribution, and Business Meeting discussion before a Chapter vote.

Creates a structured review process so Chapter feedback and Board recommendations can be considered before a final proposal is prepared by the Drafting Committee and is finally presented to the society for a vote.

2023 Location:
Section 9.05

2026 Location:
Section 10.04

DELETED / REPLACED VERBIAGE (2023):

~~Section 9.05~~

~~The Secretary shall notify all chapters of the call for a vote in accordance with the provisions on voting above.~~

~~The notice shall contain the final draft of the proposed amendment(s), and the vote shall be "Support" or "Not Support" for each amendment. The voting shall be in accordance with the provisions for voting set out above in Section VII~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 10.04 — Notice of Vote

A. The Secretary shall provide notice of the vote to all Chapters in accordance with the provisions governing Society votes.

B. The notice shall include the complete text of each proposed amendment, the rationale and side-by-side comparison and shall be distributed no less than sixty (60) days prior to the voting deadline.

C. Each amendment shall be voted upon separately unless a complete revision of the Bylaws is submitted as a single proposal.

Requires the complete amendment text, rationale, and side-by-side comparison to be distributed at least 60 days before the voting deadline and generally requires separate votes on separate amendments.

2023 Location:
Section 9.05, Section 9.06

2026 Location:
Section 10.05

DELETED / REPLACED VERBIAGE (2023):

~~Section 9.05~~

~~The Secretary shall notify all chapters of the call for a vote in accordance with the provisions on voting above.~~

~~The notice shall contain the final draft of the proposed amendment(s), and the vote shall be "Support" or "Not Support" for each amendment. The voting shall be in accordance with the provisions for voting set out above in Section VII~~

~~Section 9.06~~

~~The by-laws may be amended in total by the presentation of a revised set of by-laws. In this case, the vote shall be "Support" or "Not Support" the revised by-laws in total.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 10.05 — Voting

A. The vote on each proposed amendment shall be conducted in accordance with the voting procedures established in Article VIII.

B. The voting options shall be "Approve" or "Do Not Approve."

Standardizes amendment voting under Article VIII and uses the clear choices "Approve" and "Do Not Approve."

2023 Location:
Section 9.07

2026 Location:
Section 10.06

DELETED / REPLACED VERBIAGE (2023):

~~Section 9.07~~

~~A proposed amendment shall pass if it receives "Support" votes from at least two-thirds (2/3) of the presidents of chapters in good standing. Section 9.08 A document shall exist titled "Policies and Procedures" as an addendum to these Bylaws. It shall act to further clarify some of the language of the Bylaws. It shall be formulated by the Board of Directors.~~

Maintains the two-thirds approval requirement based on all Chapters in good standing, rather than only Chapters that cast a vote, ensuring that significant Bylaw changes require broad support across the Society.

PROPOSED / REDLINED VERBIAGE (2026):

Section 10.06 — Adoption

A. A proposed amendment or complete revision shall be adopted only upon receiving affirmative votes from at least two-thirds (2/3) of all Chapters in good standing.

B. Adopted amendments shall become effective immediately upon certification of the vote.

2023 Location:
Section 9.06

2026 Location:
Section 10.07

DELETED / REPLACED VERBIAGE (2023):

~~Section 9.06~~

~~The by-laws may be amended in total by the presentation of a revised set of by-laws. In this case, the vote shall be "Support" or "Not Support" the revised by-laws in total.~~

Expressly permits a complete Bylaw revision to be submitted and voted upon as a single proposal.

PROPOSED / REDLINED VERBIAGE (2026):

Section 10.07 — Complete Revision of the Bylaws

A. A complete revision of the Bylaws may be submitted as a single proposal.

B. In such a case, the vote shall be "Approve" or "Do Not Approve" the proposed revision as a whole.

ARTICLE XI: Assets and Property

2023 Location:
Section 10.01, Section 10.03

2026 Location:
Section 11.01

DELETED / REPLACED VERBIAGE (2023):

~~Section 10.01~~

~~The title to ownership of all property, effects, and assets of the Society as a whole, shall be in the name of the Society, held in trust by the Board of Directors for the benefit and enjoyment of the chapters, and for individual members of their chapters.~~

Sections were renamed, renumbered, and restructured to improve clarity, flow, and logical structure.

Clearly separates Society assets from Chapter assets and expressly protects Chapter ownership of funds, records, rosters, databases, websites, domains, social media, intellectual property, and other tangible or intangible property.

~~Section 10.03~~

~~The property, effects, and assets of each individual chapter shall be held in the name of the chapter, in accordance with the constitution of that chapter. Neither the Society as a whole, nor any other chapter, shall have rights, title, or interest to the property, effects, or assets of an individual chapter.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 11.01 — Society and Chapter Assets

A. Title to all property and other assets of the Society shall be held in the name of the Society. The Board of Directors shall manage such property and assets in a fiduciary capacity for the benefit of the Society, its Chapters, and their members.

B. Title to and ownership of all property, assets, funds, records, membership rosters, databases, websites, domain names, social media accounts, intellectual property, and other tangible or intangible assets of a Chapter shall be vested exclusively in that Chapter and shall be owned and controlled by the Chapter in accordance with its governing documents.

C. The Society shall have no ownership interest in, claim to, or right of control over such property or assets unless otherwise established by a written agreement executed by the Chapter and the Society.

2023 Location:
Section 10.02, Section 10.03

2026 Location:
Section 11.02

DELETED / REPLACED VERBIAGE (2023):

~~Section 10.02~~

~~If a chapter is dissolved, or is deleted from the Roll of Chapters, this shall be considered as assignment and release by the chapter to the Board of Directors as trustee for the Society, of all rights, titles, and interests of the chapter and its members in and to the property and assets of the Society.~~

~~Section 10.03~~

~~The property, effects, and assets of each individual chapter shall be held in the name of the chapter, in accordance with the constitution of that chapter. Neither the Society as a whole, nor any other chapter, shall have rights, title, or interest to the property, effects, or assets of an individual chapter.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 11.02 — Chapter Dissolution and Asset Distribution

- A. If any Chapter is dissolved or removed from the Roll of Chapters, that Chapter shall determine the distribution of its assets in accordance with its governing documents and applicable law.
- B. Upon dissolution of the Chapter, its assets shall be distributed in accordance with the wishes of the Chapter's membership and governing documents, provided such distribution complies with all applicable federal, state, provincial, territorial, and local laws governing charitable and nonprofit organizations.
- C. Upon dissolution, inactivity, or removal from the Roll of Chapters, an autonomous Chapter may transfer its remaining assets to the Society for safekeeping.
- D. If the Chapter no longer has a functioning governing body, or is otherwise unable to provide for the distribution of its assets, the Society may accept custody of such assets, subject to applicable law.
- E. Such assets shall be maintained in a separate account identified with the name of the Chapter and shall not be commingled with the Society's general funds.
- F. The Society shall hold the assets for five (5) years to permit the Chapter's reactivation.
- G. If the Chapter is reactivated within five (5) years, the assets shall be returned to the Chapter.
- H. If the Chapter is not reactivated within five (5) years, the assets shall become property of the Society and shall be used in furtherance of its mission.
- I. Any transfer, custody, return, or distribution of assets under this Section shall comply with applicable laws and any requirements associated with the Chapter's charitable or nonprofit status.

Protects Chapter autonomy in dissolution and creates an optional five-year safekeeping mechanism for inactive or dissolved Chapter assets, with separate accounting and return upon reactivation, subject to applicable nonprofit law.

2023 Location:
Section 10.04

2026 Location:
Section 11.03

DELETED / REPLACED VERBIAGE (2023):

~~Section 10.04~~

~~If the Society is dissolved, the monies and other assets will be distributed to the remaining chapter organizations in a manner determined by the Board of Directors.~~

PROPOSED / REDLINED VERBIAGE (2026):

Section 11.03 — Society Dissolution and Asset Distribution

- A. As a tax-exempt charitable organization under Section 501(c)(3) of the Internal Revenue Code or under a comparable charitable or nonprofit designation in its jurisdiction, PTWW shall distribute its assets in accordance with applicable federal, state, and local laws governing charitable organizations.
- B. The Board of Directors shall prepare a plan for the distribution of the Society's assets. The plan shall be submitted to the Chapters for approval as part of the dissolution process and shall require approval by a majority of the Chapters in good standing.

Modernizes PTWW dissolution requirements for a tax-exempt charitable organization and requires a Board asset-distribution plan to receive approval from a majority of Chapters in good standing.

Ensures compliance with nonprofit and charitable laws when Society assets are distributed and establishes a clear PTWW dissolution process that includes Chapter approval of the asset-distribution plan.