

## Bylaws Revisions HIGHLIGHTS (for 5/2/2020)

### Clarity of Terminology

- Membership *changed to* Delegate Council
- Board *changed to* Board of Directors
- Board Member *changed to* Board Director at Large
- Management *changed to* Council
- Delegate *changed to* Service Unit Delegate OR Service Unit Alternate Delegate
- May / Will / Shall *changed to* MUST
- Power *changed to* Authority

### Added Definition

- Governance Year = The Governance Year is defined as from the close of one Annual meeting to the close of the next Annual Meeting.
- Annual Meeting = The Annual Meeting is a meeting of the Delegate Council where a quorum is present to conduct business.
- Quorum / present = All participants MUST be present in person or linked electronically such that all members are able to actively participate in the meeting

### Change

- Special Meeting called with request of 10% of Delegate Council (PA law)
- Removal of an Officer of the Board of Directors change from 2/3 to majority vote
- Board Development Committee term limits change from 2 terms to 3 terms
- Duties and Responsibilities of Chair of the Board, First Vice Chair, Secretary, Treasurer, CEO: Total overhaul, update, refresh with GSUSA, GSEP Board, and internal counsel input
- Removal of additional Vice Chairs from required to MAY
- CEO of the Council is an “ex officio non-voting” member
- Notice of Meeting change to remove telephone, fax, email and replace with electronic communication
- Indemnification moved to the last Section – revised with legal wording
- Added reference to PA Law where necessary
- Moved Article on Meeting Notice (XII) and Partial Terms (XIII) to include within the document
- Bylaws revisions pass with a vote of 2/3 of Delegate Council members present and voting
- At the discretion of the Chair of the Board, persons may be linked electronically such that all members are able to actively participate in the proceedings of the Annual Meeting or Special Meetings.