

**BYLAW AMENDMENTS**  
**2022**

**Term Limits** *(Resolves uncertainties about how to define the term limits when someone is appointed or elected to a partial term.)*

**Revise 3.2.B.** There shall be a limit of three (3) successive *full or partial* terms for each director effective with the elections for the year 2023. Any such director may stand for election after an interval of one (1) year following the expiration of the third (3rd) term.

**Quorum for Board Meetings** *(Allows the quorum to change in proportion to the size of the Board, which now numbers 22.)*

**Revise 5.5 A.** A quorum shall consist of a majority of the ~~at least ten (10)~~ members of the Board of Directors then in office.

**Annual Meeting** *(Recognizes the way we have been doing this recently and avoids an excessively long meeting!)*

**Revise 10.1.** The annual meeting of the members shall be held, ~~jointly with a regular meeting of the Board of Directors,~~ at the Society or any other place in Pennsylvania specified in the notice of the meeting, ~~on the fourth Monday of April in the second quarter~~ of each year or on such other date specified by the Board of Directors and included in the notice of meeting.

**Eliminate 5.1 C.** One (1) of the quarterly meetings shall be held jointly with the annual meeting of members.

**Compensation for Professional Services by Directors** *(Updates this to reflect the Board's 11/16/2020 CoI Policy.)*

**Revise 15.1.** None of the Directors, Officers or members of the Society, as such, may receive or accept any gain or profit from the Society for the performance of their prescribed duties. The Board may, however, compensate any member, officer or director for special services rendered, and he or she may enter into contract with the Society in the due course of his or her business or profession. *Such compensation must be reviewed and approved and shall be reasonable and fair to the Society in accordance with the Board's Conflict of Interest Policy and state law.*

\*\*\*\*\*

Approvals: Governance Com. 02/21/2022, Solicitor 02/24/22, Board 3/21/2022

**BYLAW AMENDMENTS**  
**2022**

**Powers and Duties of the Board of Directors** *(Updates this to reflect the Board's new Endowment Policy.)*

**Revise 3.3 B.** The Board shall have the authority to adopt policies which complement these Bylaws in regulating the business and affairs of the Society. *Pursuant thereto, the Board of Directors has adopted a Statement of Principles Governing Endowment Investment and Funds Withdrawal which provides that the policies set forth therein only be amended by a vote of 85% of the Directors present at a meeting at which a quorum is present. The Statement of Principles referred to above shall be added to the bylaws as Exhibit A.*

\*\*\*\*\*

Approvals: Finance Com. 01/10/2022, Board 01/24/2022