

**By-Law Amendments**  
**For Approval at 2023 Annual Members Meeting**

**2022 Amendments**

All changes are **written in green**, deleted sections are ~~struck out~~ and new sections are *italicized*.

**1) 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.

**2) 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.

**3) 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.

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

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

**5) 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.***

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

## 2023 Amendments

All changes are **written in green**, deleted sections are ~~struck out~~ and new sections are *italicized*.

### 1) Amendments (Resolves uncertainties about how many meetings of the Board are required to approve an amendment before it is presented to the membership.)

#### Revise ARTICLE XXIV Amendments

A] Proposed amendments may be presented at a regular meeting of the Board if preliminary notice of an intention to present amendments, with a full draft thereof, has been delivered to the Secretary, at least ten (10) days prior to the date of **the next such** regular meeting of the Board, at which the amendments are to be presented, and reference thereto, without summary or copy of the proposed amendments, shall be included in the notice for such meeting.

### 2) Notices (Removes the requirement that notices be delivered to members by US mail and recognizes that electronic communication is now the norm.)

#### Revise ARTICLE X Meetings of Members of the Society

**10.3-Notice of Meetings.** Notice of all meetings (except adjourned meetings) shall be sent to each member ~~in writing, addressed to the members at the address last appearing on the books of the Society, at least not less than~~ ten (10) days **nor more than 60 days** prior to the date of such meeting. *Notice shall consist of an electronic message using the member's electronic address as it appears in GSP's records or notice via United States postal mail. The notice shall be deemed delivered when transmitted electronically or deposited in the United States mail in a sealed envelope properly addressed with postage thereon prepaid.*

#### Revise ARTICLE XXIV Amendments.

D] In no event shall the notice of the meeting for final action by members be effective for this purpose unless it has been ~~deposited in the United States mails~~ **transmitted to members as described in 10.3** at least ten (10) days prior to the date of such meeting.

### 3) Membership (Removes the mention of a sponsor, which we are not uniformly using, is a barrier, and is not inviting or welcoming. Also deletes reference to election as we no longer hold an election, nor do we wish to)

**ARTICLE IX Membership in the Society 9.1-** Qualifications for Membership in the Society. Any person of legal age and good repute who shares the objectives of the Society shall be eligible for membership in the Society.

#### **9.2-Election to Membership Approval.**

A] The President shall, from time to time, direct the Secretary to notify all persons with Board of Directors voting rights of the names of those who have applied for membership, ~~and of the member sponsoring each such applicant.~~

B] If none of the persons with Board voting rights directs an objection in writing to the Secretary within fourteen (14) days of notification, each such applicant shall be deemed admitted to membership. Membership cards and welcome letters shall then be issued to those admitted to membership.

C] If a timely objection to admitting any applicant for membership is received by the Secretary, the question of admitting or denying admission to the said applicant to membership shall be placed on the agenda of the next regularly scheduled Board meeting.

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Approvals: Governance Com. 3/6/2023; Solicitor 2/28/2022, 3/6/2023; Board 3/20/2023