



PROPOSED BYLAW CHANGES TO BE PRESENTED
AT THE ANNUAL MEETING
SATURDAY, JUNE 6, 2020
10 A.M.

PROPOSED EDITORIAL CHANGES
PROPOSED BYLAW CHANGES
RATIONALE

ARTICLE IV – OFFICERS

**CURRENT
Section 2.**

- C. **Term of Office**
No individual shall serve more than two consecutive terms in any one office or combination of offices, except that an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms the individual shall have served in any office or offices other than Chair of the Board.

**PROPOSED
Section 2.**

- C. **Term of Office**
No individual shall serve more than two consecutive terms in any one office or combination of offices, with the exception that an individual may receive a special appointment, and be elected to serve an additional term or terms in an office when that person possesses specific skills or knowledge required at that time by the council. And with the exception that an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms the individual shall have served in any office or offices other than Chair of the Board.

RATIONALE

This change allows us to retain certain officers who have expertise in certain areas. This relates particularly to our treasurer as it can be difficult to find someone with the specific knowledge and expertise to deal with financial matters at such a large capacity. Additionally, due to COVID-19, it would be beneficial to retain our current Treasurer during this time, rather than onboarding someone brand new.

**CURRENT
Section 2.**

- E. **Term of Office**
No individual shall serve as an officer of the Board of Directors and as a Girl Scout Community Action Cabinet Chair concurrently.

PROPOSED

- E. This item will be removed from the bylaws.

RATIONALE

Because we will be removing the Community Action Cabinets from the bylaws, there is no need for this section. These were established at the merger to provide communication amongst the regions since it has been 10 years these are no longer necessary.

CURRENT Section 5.

Duties of Officers

The officers shall perform the duties prescribed in this Article IV and such other duties as are prescribed by action of the members of the Council, the Board of Directors, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority. The Chair of the Board shall:

- i. be the principal officer of the Council;
- ii. preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
- iii. assure support by the Board of Directors for the Council's strategic direction and appropriate oversight of performance;
- iv. report to the Council and the Board of Directors as to the conduct and management of the affairs of the Council; and
- v. serve as an ex-officio member of all committees except the Board

Development Committee. The First Vice Chair of the Board shall:

- i. assist the Chair of the Board as assigned;
- ii. preside at meetings of the Council, the Board of Directors, or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding;
- iii. direct the Council's advocacy efforts to be a leading voice for girls; and
- iv. in the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.

The Second Vice Chair of the Board shall:

- i. assist the Chair of the Board as assigned;
- ii. provide oversight of the Girl Scout Community Action Cabinet Chairs; and
- iii. in the event of the vacancy in both the offices of Chair of the Board and First Vice Chair of the Board, succeed to the office of Chair of the Board for the remainder of the unexpired term.

The Secretary shall:

- i. ensure that proper notice is given for all meetings of the Council, the Board of Directors, and the Executive Committee;
- ii. ensure that minutes of all meetings of the Council, the Board of Directors, and the Executive Committee are kept; and
- iii. have responsibility for the seal of the Council and ensure its safekeeping. The Treasurer shall:

- i. provide effective stewardship; and
- ii. be responsible for monitoring the assets of the Council.

PROPOSED Section 5.

Duties of Officers

This entire section will be removed from the bylaws.

RATIONALE

The duties of board officers will always exist; however, it will exist in a separate policy document. This is simply to streamline the bylaws

ARTICLE V – BOARD OF DIRECTORS

CURRENT Section 1.

Composition

The Board of Directors shall consist of at least 12 directors at large which reflect adequate regional representation of the Council, Girl Scout Community Action Cabinet Chairs and ex-officio officer of the Council. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as a member of the Board of Directors. Board members shall be 18 years of age or older.

PROPOSED Section 1.

Composition

The Board of Directors shall consist of at least 12 directors at large which reflect adequate regional representation of the Council, and ex-officio officer of the Council. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as a member of the Board of Directors. Board members shall be 18 years of age or older.

RATIONALE

The proposed section simply removes the part about Girl Scout Community Action Cabinet Chairs because the Community Action Cabinet will no longer be in the bylaws. These were established at the merger to provide communication amongst the regions since it has been 10 years these are no longer necessary.

CURRENT Section 3.

Vacancies

A vacancy occurring in a position of member of the Board of Directors or Girl Scout Community Action Cabinet Chair shall be filled for the remainder of the unexpired term by a vote of the majority of the remaining directors then in office.

PROPOSED Section 3.

Vacancies

A vacancy occurring in a position of member of the Board of Directors shall be filled for the remainder of the unexpired term by a vote of the majority of the remaining directors then in office.

RATIONALE

The proposed section simply eliminates the mention of the Community Action Cabinet.

CURRENT Section 7.

Quorum

A majority of the board members then in office present in person or linked by telecommunication or by means such that all members of the board participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

PROPOSED PROPOSED Section 7.

Quorum

A majority of the board members then in office present **and voting** in person, or

electronic linkage, or by means such that all members of the board participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

RATIONALE

This minor change, suggested by our Parliamentarian, allows our bylaw quorum to have a clearer definition. The verbiage “electronic linkage” was to streamline the language throughout all our quorums.

CURRENT

Section 8. Voting Procedures

- C. Unless otherwise designated by statute, the Charter of the Council, or these Bylaws, all matters shall be determined by a majority vote of members of the Board of Directors present.
- D. Proxy, absentee, and/or e-mail voting shall not be allowed.

PROPOSED

Section 8. Voting Procedures

- C. Unless otherwise designated by statute, the Charter of the Council, or these Bylaws, all matters shall be determined by a majority vote of members of the Board of Directors present **and voting.**
- D. **Voting can be conducted by electronic means.**

RATIONALE

Given the current climate, this change will simply allow for electronic voting, such as email, when necessary.

CURRENT

Section 10. Action Without a Meeting

Actions required or permitted of the Board of Directors at a meeting of the Board of Directors under this Article may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

PROPOSED

Section 10. Action Without a Meeting

Actions required or permitted of the Board of Directors at a meeting of the Board of Directors under this Article may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. **Both Actions and Voting can be conducted by electronic means.**

RATIONALE

Given the current climate, this change will simply allow for electronic voting when necessary.

ARTICLE VI- EXECUTIVE COMMITTEE

CURRENT

Section 1.

Composition

The Executive Committee shall consist of the elected officers of the Council and two members of the Board of Directors. The CEO of the Council shall serve as an ex-officio member with voice but without voting rights. The Chair of the Board shall appoint the members of the Executive Committee.

PROPOSED

Section 1.

Composition

The Executive Committee shall consist of the elected officers of the Council. **The Chair of the Board has the discretion to appoint up to two additional members from the Board of Directors to the Executive Committee.** The CEO of the Council shall serve as an ex-officio member with voice but without voting rights. The Chair of the Board shall appoint the members of the Executive Committee.

RATIONALE

This change allows the Chair of the Board to appoint up to two members, outside of the officers, to the Executive Committee, if she feels their years or expertise could add value.

CURRENT

Section 4.

Quorum

A majority of the Executive Committee members then in office present in person or linked by telecommunication or by means such that all members of the Executive Committee participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

PROPOSED

PROPOSED

Section 4.

Quorum

A majority of the Executive Committee members then in office present **and voting** in person or **electronic linkage**, or by means such that all members of the Executive Committee participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

RATIONALE

This minor change, suggested by our Parliamentarian, allows our bylaw quorum to have a clearer definition. The verbiage “electronic linkage” was to streamline the language throughout all our quorums.

CURRENT

Section 5.

Voting Procedures

C. Unless otherwise designated by statute, the Charter of the Council, or these Bylaws, all matters shall be determined by a majority vote of members of the Executive Committee present at the meeting.

D. Proxy, absentee, and/or e-mail voting shall not be allowed.

PROPOSED

Section 5. Voting Procedures

- C. Unless otherwise designated by statute, the Charter of the Council, or these Bylaws, all matters shall be determined by a majority vote of members of the Executive Committee present and voting at the meeting.
- D. Voting can be conducted by electronic means.

RATIONALE

Given the current climate, this change will simply allow for electronic voting, such as email, when necessary.

CURRENT

Section 6. Action Without a Meeting

Actions required or permitted of the Executive Committee at a meeting of the Executive Committee under this Article may be taken without a meeting. If all members of the Executive Committee consent to taking such action without a meeting, the affirmative vote of the number of members that would be necessary to authorize or take such action at a meeting is the act of the Executive Committee. The action must be evidenced by one or more written consents describing the action taken, signed by each member of the Executive Committee, and included in the minutes filed with the corporate records reflecting the action taken.

PROPOSED

Section 6. Action Without a Meeting

Actions required or permitted of the Executive Committee at a meeting of the Executive Committee under this Article may be taken without a meeting. If all members of the Executive Committee consent to taking such action without a meeting, the affirmative vote of the number of members that would be necessary to authorize or take such action at a meeting is the act of the Executive Committee. The action must be evidenced by one or more written consents describing the action taken, signed by each member of the Executive Committee, and included in the minutes filed with the corporate records reflecting the action taken. Both Actions and Voting can be conducted by electronic means.

RATIONALE

Given the current climate, this change will simply allow for electronic voting when necessary.

ARTICLE VII – BOARD DEVELOPMENT COMMITTEE

CURRENT

Section 1. Membership

The Board Development Committee shall be composed of **seven** members, at least three of whom shall be members of the Board of Directors and at least a majority of whom shall not be members of the Board of Directors, and the CEO of the Council who shall serve as an ex-officio non-voting member. Members of the Board Development Committee shall be 18 years of age or older.

Section 2. Election, Term, and Vacancies

- A. The committee members shall be elected by ballot in accordance with Article XI of these Bylaws for a term of two years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. An individual's term of office on the Board Development Committee shall begin at the end of the annual meeting in which he or she is elected.
- C. No individual shall serve more than two consecutive terms as a member of the Board Development Committee.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position other than Board Development Committee Chair, the vacancy shall be filled by an appointment of the Board of Directors for the remainder of the term.

Section 3. Election, Term, and Vacancy of Committee Chair

- A. The Chair shall be appointed by the Chair of the Board in concurrence with the CEO.
- B. The term of office for Chair shall be a maximum of two years.
- C. No individual shall serve more than one term as Chair of the committee regardless of how many years or terms the individual may be a member of the Board Development Committee.
- D. In the event of a vacancy in the office of Chair of the committee, the Chair of the Board in concurrence with the CEO shall appoint a new Chair to serve the remainder of the term.
- E. An individual who shall have served a half term or more in the office of Chair of the committee shall be considered to have served a full term in the office.
- F. If not already a member of the Board of Directors, the Chair shall serve as a member of the Board of Directors, with all the rights and responsibilities of other board members.

Section 4. Responsibilities

The responsibilities of the Board Development Committee shall be:

- A. to solicit and recruit candidates for elected positions in the Council.
- B. to provide to the membership a single slate for all positions for election, including officers, directors, Girl Scout Community Action Cabinet Chairs and Board Development Committee members
- C. to provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.
- D. to develop in conjunction with the Board of Directors:
 - i. board orientation and education materials;
 - ii. board development materials;
 - iii. methods for identifying needed skills and talents for the Board of Directors and committees;
 - iv. methods for succession planning; and
 - v. board annual self-assessment materials.
- E. to conduct board orientation and board development training sessions as needed and/or as directed by the Board of Directors.

Section 5. Removal

Any Board Development Committee member who is absent for two consecutive Board Development Committee meetings in their entirety without good cause acceptable to the Chair of the committee shall be removed from the Board Development Committee by a majority vote of the Board Development Committee members present and voting at any regular meeting of the Board Development Committee. Any Board Development Committee member, including the Chair, may

be removed with or without cause by a three-fourths vote of the total number of the Board Development Committee.

Section 6. Nominations from the Floor

Nominations for any of the elected positions may be made from the floor at the annual meeting provided:

- A. the individual to be nominated has consented in writing to serve if elected;
- B. the nomination has been submitted to the Chair of the Board Development Committee, or his/her designee, at least 72 hours before the convening of the annual meeting;
- C. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

Section 7. Quorum

The quorum for meetings of the Board Development Committee shall be a majority of the current members present in person or linked by telecommunication or by means such that all members of the Board Development Committee participating in the meeting are able to hear one another and participate in the proceedings.

Section 8. Action Without a Meeting

Actions required or permitted of the Board Development Committee at a meeting of the Board Development Committee under this Article may be taken without a meeting. If all members of the Board Development Committee consent to taking such action without a meeting, the affirmative vote of the number of members that would be necessary to authorize or take such action at a meeting is the act of the Board Development Committee. The action must be evidenced by one or more written consents describing the action taken, signed by each member of the Board Development Committee, and included in the minutes filed with the corporate records reflecting the action taken.

PROPOSED

This section of the bylaws will be removed. The Board Development Committee will now be listed under Board Committees below.

RATIONALE

As a council, we have several standing committees, however the Board Development Committee is the only one listed out in its own article in the bylaws. As a result, the Board Development Committee will simple be added under the Board Committees Article below rather than exist separately. The “Nominations from the Floor” section will be moved under the Election Procedures Article, as it will still exist as well.

ARTICLE VIII – GIRL SCOUT COMMUNITY ACTION CABINETS

CURRENT

Section 1. Composition

There shall be Girl Scout Community Action Cabinets, which are authorized by the Board of Directors. Each Girl Scout Community Action Cabinet shall consist of a diverse group of high level and high- profile community leaders.

Section 2. Duties

The members of each Girl Scout Community Action Cabinet shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the members of the Council, the Board of Directors and the Chair of the local Girl Scout Community Action Cabinet. The scope of their duties may include but not be limited to:

- A. work together to promote and foster Girl Scouting in regional or geographic areas of the Council's jurisdiction;
- B. support the Girl Scout brand by reinforcing the brand messaging;
- C. support Council fundraising efforts by identifying potential resources and new funding opportunities;
- D. serve as a catalyst to initiate potential Council partnerships and collaborations in order to leverage community relationships to assist the Council in forming collaborations, especially in unserved and underserved communities;
- E. serve as the eyes and ears of the community in identifying community challenges, trends, strategic issues and resources while demonstrating an understanding of the needs of the community; and
- F. practice regional and state-level advocacy and serve as a voice for the girls.

Section 3. Election, Term and Vacancy- Girl Scout Community Action Cabinet Chair

- A. The Chair of each Girl Scout Community Action Cabinet shall be nominated by the Board Development Committee and elected by ballot in accordance with Article XI of these Bylaws for a term of two years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office for the Chair of each Community Action Cabinet shall be for two years and shall begin at the end of the annual meeting in which they are elected.
- C. No individual shall serve more than two consecutive terms.
- D. Girl Scout Community Action Cabinet Chairs shall serve on the Board of Directors.
- E. No individual shall serve as a Girl Scout Community Action Cabinet Chair and as an officer of the Board of Directors concurrently.
- F. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- G. Vacancy in the position of the Chair shall be filled by an appointment of the Chair of the Board, subject to the approval of the Board of Directors to complete the balance of the term.

Section 4. Appointment and Term- Girl Scout Community Action Cabinet Members

- A. The CEO and Chair shall appoint members of each Girl Scout Community Action Cabinet subject to the approval of the Board of Directors.
- B. The CEO and Chair shall determine the number of members appointed to each Girl Scout Community Action Cabinet based upon the need of the respective region served.
- C. Terms of office for the members of the Girl Scout Community Action Cabinet will be two years and shall begin upon appointment to the Community Action Cabinet.

Section 5. Regular Meetings

- A. Scheduling. Each Girl Scout Community Action Cabinet shall hold at least four regular meetings a year at such time and place as the Community Action Cabinet may determine.
- B. Notice. Notice of the date, time, and place of each Community Action Cabinet meeting, accompanied by a tentative agenda, shall be given personally, mailed, electronically transmitted, or by any other means permitted by state statutes, to each member of the Community Action Cabinet at least 10 days prior to the meeting.

Section 6. Special Meetings

- A. Scheduling. Special meetings may be called by the Chair of the Community Action

Cabinet and shall be called by the Chair of the Community Action Cabinet upon the written request of at least one-third of current board members. The purpose of the meeting shall be stated in the written request.

- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, electronically transmitted, or by any other means permitted by state statutes to each member of the Community Action Cabinet at least three days prior to the meeting.
- C. Business. No business shall be transacted except that for which the meeting has been called.

Section 7. Quorum

The quorum for meetings of each of the Girl Scout Community Action Cabinet shall be a majority of the members of the board present in person or linked by telecommunication or by means such that all members of the board participating in the meeting are able to hear one another and participate in the proceedings.

Section 8. Action Without a Meeting

Actions required or permitted of a Community Action Cabinet at a meeting of a Community Action Cabinet under this Article may be taken without a meeting. If all members of the Community Action Cabinet consent to taking such action without a meeting, the affirmative vote of the number of members that would be necessary to authorize or take such action at a meeting is the act of the Community Action Cabinet. The action must be evidenced by one or more written consents describing the action taken, signed by each member of the Community Action Cabinet, and included in the minutes filed with the corporate records reflecting the action taken.

PROPOSED

The entirety of Article VIII will be removed from the bylaws.

RATIONALE

These were established at the merger to provide communication amongst the regions since it has been 10 years these are no longer necessary.

ARTICLE IX VII – BOARD COMMITTEES

CURRENT

Section 1. Establishment

The Board of Directors may establish standing committees, special committees and/or task groups, as it deems necessary, which shall operate under the general supervision of the Board of Directors.

PROPOSED

Section 1. Establishment

Standing committees will include The Finance Committee, The Audit Committee, The Board Development Committee, and The West Tennessee Endowment Advisory Committee. The Board of Directors may establish additional standing committees, special committees and/or task groups, as it deems necessary, which shall operate under the general supervision of the Board of Directors.

RATIONALE

It was a suggestion of our Parliamentarian to list our current Standing Committees.

CURRENT

Section 3. Quorum

The quorum for meetings of any committee or task group shall be a majority of the current members of the committee present in person or linked by telecommunication or by means such that all members of the committee participating in the meeting are able to hear one another and participate in the proceedings.

PROPOSED

PROPOSED

Section 3. Quorum

The quorum for meetings of any committee or task group shall be a majority of the current members of the committee present **and voting** in person, or **electronic linkage**, or by means such that all members of the committee participating in the meeting are able to hear one another and participate in the proceedings.

RATIONALE

This minor change, suggested by our Parliamentarian, allows our bylaw quorum to have a clearer definition. The verbiage “electronic linkage” was to streamline the language throughout all our quorums.

CURRENT

ARTICLE XI – ELECTION PROCEDURES

Election of officers, members of the Board of Directors, Girl Scout Community Action Cabinet Chairs, Board Development Committee members, and National Council Delegates shall occur at the annual meeting. Election shall be decided by members of the Council present in person or linked by telecommunication or by means such that all members of the Council participating in the meeting are able to hear one another and participate in the proceedings.

PROPOSED

PROPOSED

ARTICLE IX- ELECTION PROCEDURES

Section 1. Election

Election of officers, members of the Board of Directors, Board Development Committee members, and National Council Delegates shall occur at the annual meeting. Election shall be decided by members of the Council present **and voting** in person, or **electronic linkage**, or by means such that all members of the Council participating in the meeting are able to hear one another and participate in the proceedings.

Section 2. Nominations from the Floor

Nominations for any of the elected positions may be made from the floor at the annual meeting provided:

- A. the individual to be nominated has consented in writing to serve if elected;
- B. the nomination has been submitted to the Chair of the Board Development Committee, or his/her designee, at least 72 hours before the convening of the annual meeting;
- C. the prospective nominee meets the qualifications for the office for which she/he is

being nominated.

RATIONALE

Nominations from the floor was removed from the Article regarding the Board Development Committee, and instead placed under this one, where it makes more sense.

ARTICLE XX X- MEETINGS OF THE COUNCIL

CURRENT Section 1.

Annual Meeting

A. Scheduling. The Council shall conduct an annual meeting of the members of the Council in the spring of each year at a date, time, and place determined by the Board of Directors.

PROPOSED Section 1.

Annual Meeting

A. Scheduling. The Council shall conduct an annual meeting of the members of the Council in the second quarter of each calendar year at a date, time, and place determined by the Board of Directors.

RATIONALE

This verbiage more clearly specifies “spring.” The second quarter of a calendar year is comprised of the months April, May, and June.

CURRENT Section 3.

Quorum

The quorum for the annual meeting or a special meeting shall be two-thirds of those members of the Council present in person or linked by telecommunication or by means such that all members of the Council participating in the meeting are able to hear one another and participate in the proceedings, provided that a majority of the Council's volunteer service delivery areas are represented by at least one member.

PROPOSED PROPOSED

Section 3.

Quorum

The quorum for the annual meeting or a special meeting shall be a majority of The Board of Directors; plus one Service Unit Manager or an alternate, as designated by that Service Unit Manager of at least ten of Girl Scout Heart of the South's active Service Units present and voting. Attendance and voting must be in person, or electronic linkage, or by other means such that all members of the Council participating in the meeting are able to be accounted for, to hear and communicate with one another, and participate in the proceedings:

RATIONALE

The proposed quorum for the Annual Meeting better defines what our quorum would be. By giving a specific number of Service Unit Representatives needed to make up a quorum, we can better meet quorum year after year, if for example, the number of active Service Units were to change.

CURRENT Section 4.

Voting Procedures

C. Unless otherwise designated by statute, the Charter of the Council, or these Bylaws, all matters shall be determined by a majority vote of members of the Council present and voting.
D. Proxy, absentee, and/or e-mail voting shall not be allowed.

PROPOSED

Section 4. Voting Procedures

C. Unless otherwise designated by statute, the Charter of the Council, or these Bylaws, all matters shall be determined by a majority vote of members of the Council present and voting.

D. Voting can be conducted by electronic means.

RATIONALE

Given the current climate, this change will simply allow for electronic voting, such as email, when necessary.

CURRENT

ARTICLE XVI - AMENDMENTS

These Bylaws may be amended by a two-thirds vote of those members of the Council present (in person or linked by telecommunication or by means such that all members of the Council participating in the meeting are able to hear one another and participate in the proceedings) and voting at a meeting of the Council provided that the proposed amendments shall have been included with the notice of the meeting.

PROPOSED

PROPOSED

ARTICLE ~~XVI~~ XIV - AMENDMENTS

These Bylaws may be amended by a two-thirds vote of those members of the Council present and voting in person, or ~~electronic linkage~~, or by means such that all members of the Council participating in the meeting are able to hear one another and participate in the proceedings) at a meeting of the Council provided that the proposed amendments shall have been included with the notice of the meeting.

RATIONALE

This minor change, suggested by our Parliamentarian, allows our bylaw quorum to have a clearer definition. The verbiage “electronic linkage” was to streamline the language throughout all our quorums.