

## Summary of changes to GMR, Inc. Bylaws (2019)

- Article 1 - Name and Principal
  - No changes
- Article II - Purpose
  - No changes
- Article III - Membership
  - Minor changes "Resignations" paragraph to ensure greater consistency with the National PCA bylaws
- Article IV - Meetings of Members
  - Relocated language specific to Board of Directors to to Article VI
- Article V - Elected Officers
  - No changes
- Article VI - Board of Directors
  - Revised composition to allow for a range of members, not less than nine (9) nor more than eleven (11). The prior bylaws called for a 7 member Board with the option for the Board to consider additional Members at Large
  - Sets limits on the Board's authority to meet in closed session
  - Added a Conflict of Interest provision to the bylaws
- Article VII - Duties of Officers
  - Clarified that reasonable expenses associated with the President's role as a voting member of the National Board of Directors may be reimbursed by the Club.
  - Requires that the Secretary to notify all members, within 30 days, of election results
  - Sets a 30 day time limit for the transfer of documents and related materials by the incumbent Secretary to a new Secretary
  - Clarifies that the Treasurer is responsible for the filing of any required tax reports and the requisite filing required under Vermont Corporate law.
- Article VIII - Committees
  - Eliminated the Website committee
  - Renamed the Events | Tours committee to "Events"
  - Added the Nominations committee as a standing committee
  - Established criteria for committee members
  - Authorizes the Board to establish ad-hoc committees as needed
- Article IX - Election of Officers
  - Prohibits any current officer from serving on the Nominations committee
  - Allows for the nomination of candidates who are not on the Nominations committee slate
  - Clarifies that the election of each officer will be determined by a majority vote of eligible voters present at the Annual meeting
- Article X - General Provisions
  - At the recommendation of the National PCA added Sections 10.6 - Unauthorized Obligations, 10.7 - Personal Liability for Unauthorized Obligation and 10.8 - Financial Reporting
- Article X - Amendment

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