

**AMENDED AND RESTATED GLOBAL BYLAWS OF THE  
GOLDEN KEY INTERNATIONAL HONOUR SOCIETY**

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**1 ARTICLE I – NAME**

2 The name of the nonprofit corporation shall be Golden Key International Honour Society, Inc.,  
3 hereinafter referred to as the "Society."

**4 ARTICLE II – OFFICE AND REGISTERED AGENT**

**5 Section 1 – Principal Office**

6 The International Headquarters and principal office of the Society shall be in the State of Georgia, USA.

**7 Section 2 – International Staff**

8 The Chief Executive Officer and selected, full time, professional staff of the Society shall be referred to  
9 herein as the "International Staff." The International Staff may establish other operational offices as  
10 necessary to support the Society's international presence and operational and geographic structure. The  
11 International Staff may delegate selected decision-making responsibilities of the International Staff to the  
12 staff of other operational headquarters as appropriate.

**13 Section 3 – Registered Office and Agent**

14 The Society shall have and continuously maintain a registered office and a registered agent in the State of  
15 Georgia, USA, as required by the State of Georgia (USA) Nonprofit Corporation Code.

**16 ARTICLE III – NONPROFIT PURPOSES**

17 The purposes for which the Society is formed are as set forth in the Articles of Incorporation.

**18 Section 1 – Mission**

19 The Society's mission is to enable members to realize their potential. The Society accomplishes its  
20 mission by connecting individual achievement with service and lifelong opportunity.

**21 Section 2 – Core Values**

22 The Society's core values are Integrity, Collaboration, Innovation, Respect, Diversity, Excellence and  
23 Engagement.

**24 Section 3 – Specific Objectives**

25 Specific objectives of the Society shall be,

- 26 1. to recognize and encourage academic achievement and excellence in all fields of study;
- 27 2. to financially support high achievers through scholarships and awards;
- 28 3. to promote altruistic conduct through voluntary community service;
- 29 4. to provide members opportunities for personal growth and leadership development;
- 30 5. to provide members career-related information and selected career services;
- 31 6. to foster an overall appreciation of the value of the higher education experience;
- 32 7. to champion education-based service initiatives; and
- 33 8. to champion and practice the principles of diversity.

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**1 ARTICLE IV – ELIGIBILITY AND MEMBERSHIP**

**2 Section 1 – Classes and Qualifications**

3 The Society Board of Directors, hereinafter referred to as the “Board of Directors,” shall determine  
4 classes of membership and chapters, and shall set forth the qualifications, fees, dues, terms, voting rights  
5 and other conditions of each class of members. Unless otherwise specified by the Board of Directors,  
6 membership in the Society is voluntary and by invitation only.

**7 Section 2 – Undergraduate Membership**

8 Membership shall be granted by the chapter to undergraduate students in all academic disciplines who,

- 9 1. are recognized by their academic institution as ranking at least among the top 15% of their  
10 class/year group based on cumulative grade performance, or a comparable alternate standard  
11 approved by the Board of Directors;
- 12 2. complete and submit the acceptance of Society membership; and
- 13 3. pay the Society membership fee in full, unless waived under Article V, Section 3.

14 Membership shall be granted by the Society to undergraduate students in all academic disciplines who,

- 15 1. meet the standards set by the Society and approved by the Board of Directors,
- 16 2. adhere to the application process set by the Society; and
- 17 3. pay the Society membership fee in full.

**18 Section 3 – Graduate/Postgraduate Membership**

19 Membership shall be granted by the chapter to graduate/postgraduate students in all academic disciplines  
20 who

- 21 1. are recognized by their academic institution as meeting or exceeding a cumulative grade average  
22 or comparable alternate standard approved by the Board of Directors;
- 23 2. complete and submit the acceptance of Society membership; and
- 24 3. pay the Society membership fee in full, unless waived under Article V, Section 3.

25 Membership shall be granted by the Society to graduate/postgraduate students in all academic disciplines  
26 who

- 27 1. meet the standards set by the Society as approved by the Board of Directors,
- 28 2. adhere to the application process set by the Society, and
- 29 3. pay the Society membership fee in full.

**30 Section 4 – Honorary Membership**

31 Honorary membership may be granted by the Board of Directors, the International Staff, the International  
32 Leadership Council or the local Chapter Executive Board to individuals who are not undergraduate  
33 students and who have distinguished themselves in their field of endeavor. Local chapters are encouraged  
34 to grant up to five honorary memberships per year. Honorary members should meet general guidelines set  
35 by the Board of Directors.

**36 Section 5 – Lifetime Membership**

37 Any individual who joins Golden Key is considered a lifetime member unless removed from membership  
38 in accordance with Article IV, Section 11. Lifetime membership affords access to all benefits and  
39 services not otherwise restricted to other membership categories.

**40 Section 6 – Student Member**

41 The term “student member,” as used in these bylaws, refers to a Society member who gained membership  
42 in the Society as an undergraduate or graduate/postgraduate student and who is currently enrolled at a

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1 Society-chartered campus as either an undergraduate or graduate/postgraduate student. Normally, only  
2 student members shall have voting rights at chapter meetings.

3 **Section 7 – Active Member**

4 The term “active member,” as used in these bylaws, refers to a Society member from any category of  
5 membership whose contact information (including email address) with the Society is current and accurate  
6 and who is in good standing.

7 **Section 8 – Premium Member**

8 The term “premium member,” as used in these bylaws, refers to a Society member from any category of  
9 membership whose contact information (including email address) with the Society is current and  
10 accurate; and who is in good standing particularly in respect of any applicable premium member fee. The  
11 additional rights and privileges of premium members are as approved by the Board of Directors from time  
12 to time and are published on the home page of the Society.

13 **Section 9 – Equal Opportunity**

14 The Society shall not discriminate on any basis prohibited by law.

15 **Section 10 – Resignation**

16 A Society member wishing to resign from the Society is permitted to do so provided that the Society  
17 member sends a written letter of intent to resign to the International Staff. No refund of the Society  
18 membership fee or Society merchandise purchased will be provided.

19 **Section 11 – Removal**

20 Any member may be removed from membership by a majority vote of the International Leadership  
21 Council only for cause, which is defined as any action which brings discredit upon the Society. In  
22 addition, any member may be removed from active membership upon the failure to pay any fees or dues  
23 that may be owed.

24  
25 In the event the International Leadership Council votes to remove a member for any reason, the  
26 International Leadership Council shall notify the member of its decision in writing. The member shall  
27 then have the right to submit a written statement of appeal to the International Leadership Council within  
28 30 calendar days of notification. Upon receipt of an appeal, the International Leadership Council shall  
29 have 30 calendar days to reconsider the matter and render a final decision.

30 **ARTICLE V – MEMBERSHIP FEES AND DUES**

31 **Section 1 – Determination of Membership Fees and Dues**

32 The Board of Directors shall determine the membership fees and dues. Society chapters may not add  
33 local membership fees or dues unless they first obtain written approval to do so from the International  
34 Staff.

35 **Section 2 – Payment**

36 The Society membership fee shall be paid in accordance with the policy and procedure established by the  
37 International Staff.

38 **Section 3 – Membership Fee Waivers**

39 The Society membership fee is waived for initial chartering officers, advisors and all honorary members.  
40 Chapters may request other fee waivers which may be approved on a case-by-case basis by the  
41 International Staff.

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**1 ARTICLE VI – SOCIETY CHAPTERS**

**2 Section 1 – Chapter Qualification**

3 Any degree-granting institution approved by the International Leadership Council is eligible to host a  
4 Society chapter. United States (USA) chapters may be established, maintained or reactivated only at  
5 colleges and universities that are accredited by a regional accrediting agency. Chapters outside the USA  
6 may be established only at institutions which meet the standards of their country, state or province’s  
7 official accreditation or equivalent process. The chartering requirements and standards shall be  
8 determined by the International Leadership Council and must be approved by the Board of Directors.

**9 Section 2 – Chartering Process**

10 International Staff, in accordance with the guidelines and criteria established by the Board of Directors,  
11 shall determine the chartering procedures. Formal chartering shall require approval by a petition from the  
12 host institution as well as approval by the International Leadership Council.

**13 Section 3 – Chapter in Good Standing**

14 Any chapter that complies with these bylaws, any Chapter Affiliation Agreement and the policies of the  
15 Society shall remain in good standing provided it also meets minimum chapter standards. The  
16 International Staff may require any Chapter to execute a Chapter Affiliation Agreement as a condition of  
17 its charter and/or as a condition of continuing as a Chapter in good standing.

**18 Section 4 – Chapter Not in Good Standing**

19 Any chapter deemed by the International Leadership Council to be not in good standing may lose all  
20 chapter rights and privileges, including, but not limited to, the right to use any part of the Society’s name  
21 and logo. Members of a chapter no longer in good standing shall continue to maintain all the rights and  
22 privileges of Society membership.

**23 Section 5 – Chapter Governance**

24 Each Society chapter is responsible for all actions of that individual Society chapter and shall have full  
25 control of its individual affairs, subject to any applicable law, these bylaws, any Chapter Affiliation  
26 Agreement and the policies of the Society. A chapter may enact governing documents for its own  
27 guidance, but such governing documents must be consistent with the chapter-relevant portions of the  
28 Society’s bylaws; any applicable requirements of local law; as well as applicable statutes, bylaws, rules  
29 and regulations governing the host college/university. The International Staff may require any chapter to  
30 submit its governing documents to the International Staff for approval and may require any amendments  
31 thereto. The Chapter Executive Board shall implement an appropriate approval process for chapter  
32 governing documents and amendments thereto.

**33 Section 6 – Representation of the Society**

34 A chapter shall not purport to speak for, or to represent the official position of the Society without written  
35 consent of the International Staff.

**36 Section 7 – Meetings**

37 Each Society chapter shall meet in such frequency as needed but not less than twice each academic year.

**38 Section 8 – Chapter Activities**

39 Unless otherwise limited by these bylaws, chapters may plan, promote and engage in activities authorized  
40 by their college/university policy for student organizations.

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**1 Section 9 – Chapter Limitations**

2 No chapter or chapter official shall enter into any contract in the name of the Society nor shall they incur  
3 any debt upon the Society, attempt to license the Society’s name or logo, engage in direct or grassroots  
4 lobbying as defined by USA Internal Revenue Code, alter the membership dues structure, solicit tax-  
5 deductible charitable donations from the general public or corporate sponsorship payments in the name of  
6 the Society, or use the Society’s USA federal employer identification number without prior written  
7 consent of the International Staff. In addition, no chapter may support or oppose any candidate for public  
8 office.

**9 Section 10 – Inactive/Dissolved Chapters**

10 The International Staff in collaboration with the International Leadership Council and Board of Directors  
11 shall establish criteria by which a Society chapter may be determined to become inactive or require  
12 dissolution. Additionally, individual chapters may, because of a host college/university decision or other  
13 reason, request to become inactive or dissolved.

14 Should a Society chapter become inactive, and should the criteria and process established by the  
15 International Staff allow it, the chapter may be moved to an alternative status that enables the Society to  
16 maintain an appropriate presence at the host college/university while providing Society benefits to those  
17 who join.

18  
19 Should the decision be made to dissolve the chapter, the chapter shall lose all rights and privileges,  
20 including, but not limited to, the right to use any part of the Society’s name and logo. All remaining funds  
21 from the Society chapter treasury that have been provided by the Society and/or raised by the individual  
22 Society chapter shall, after paying all outstanding debts, be forwarded to the International Staff. Funds  
23 that were contributed from the host institution will be returned to the institution. Under no circumstance  
24 shall chapter funds unlawfully inure to the benefit of any individual.

**25 Section 11 – Voting Delegates**

26 For chapter-exclusive matters the chapter shall vote through chapter voting delegates. Each Society  
27 chapter in good standing shall select, through some fair procedure, and shall report to the International  
28 Staff the names of two voting delegates. Unless otherwise specified in writing to the International Staff,  
29 the Chapter President and Primary Advisor are assumed to be the voting delegates.

**30 ARTICLE VII – CHAPTER EXECUTIVE BOARD**

**31 Section 1 – Composition**

32 Unless otherwise prohibited by applicable law, or by college/university policy, each Society chapter in  
33 good standing shall have a Chapter Executive Board comprised of at least two officers to include, at a  
34 minimum, a President. The Primary Advisor may be a member of the Chapter Executive Board, ex-  
35 officio and non-voting. If not a member of the Chapter Executive Board, the Primary Advisor shall have  
36 the right to attend meetings.

37 The Chapter Executive Board shall be comprised of student members and may appoint alumni members  
38 to serve in an advisory or committee capacity.

39 To the extent that the host college/university permits alumni members to serve on chapter executive  
40 boards, alumni members may hold a maximum of 25% of Chapter Executive Board positions.

**41 Section 2 – Selection**

42 The Society chapter officers shall be selected by a fair process as specified in the chapter governing  
43 documents.

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**1 Section 3 – Duties and Responsibilities**

2 The duties and responsibilities of each chapter officer shall be defined in the chapter governing  
3 documents.

**4 ARTICLE VIII – CHAPTER ADVISOR**

**5 Section 1 – Primary Advisor**

6 An individual – faculty, administrative staff or other – acceptable to the host college/university shall be  
7 selected to serve as the Primary Advisor for the Society chapter. If not already a member, the advisor  
8 shall be inducted into the Society as an Honorary Member and shall have all the rights and privileges of  
9 Society membership. The induction of a Primary Advisor does not count toward the five annual honorary  
10 members who are eligible to be inducted.

**11 Section 2 – Co-Advisors**

12 Chapters may have more than one advisor – faculty, administrative staff or other. If not already a  
13 member, the Co-Advisor(s) shall be inducted into the Society as an Honorary Member and shall have all  
14 the rights and privileges of Society membership. The induction of a Co-Advisor does not count toward  
15 the five annual honorary members who are eligible to be inducted.

**16 Section 3 – Appointment and Term**

17 The Primary Advisor and Co-Advisor(s) must be appointed in accordance with host college/university  
18 policies and in collaboration with the Chapter Executive Board and International Staff. The term of the  
19 appointment for an advisor to serve shall be individually determined but must be no less than one year  
20 unless serving in an interim capacity.

**21 Section 4 – Duties and Expectations**

22 The duties and expectations of the advisor will be defined in the Chapter governing documents and may  
23 include meeting with chapter leaders for the purpose of mentoring; attending general chapter membership  
24 meetings; attending induction ceremonies; attending regional and international leadership development  
25 conferences; ensuring continuity between chapter officers; and advising on all aspects of institution,  
26 chapter and Golden Key International standards. In no case shall advisors have sole control of chapter  
27 funds, nor may they hold any student leadership position within a chapter.

**28 Section 5 – Resignation**

29 If an advisor chooses to resign for any reason, the advisor and/or chapter leadership shall immediately  
30 notify the International Staff. The Chapter Executive Board shall then collaborate with the International  
31 Staff and, as appropriate, the host college/university to discuss and designate a possible replacement.  
32 Under no circumstance shall an advisor replace himself/herself without collaboration with both the  
33 chapter leadership and the International Staff and, as appropriate, the host college/university.

**34 Section 6 – Removal**

35 All advisors serve at the pleasure of the International Leadership Council.

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**1 ARTICLE IX – BOARD OF DIRECTORS**

**2 Section 1 – Powers**

3 There shall be a Board of Directors of the Society which shall govern the business, property and affairs of  
4 the Society, except as otherwise expressly provided by law, by the Articles of Incorporation of the Society  
5 or by these bylaws.

**6 Section 2 – Number and Qualifications**

7 There shall be no less than seven nor more than 18 members of the Board of Directors, as determined by  
8 the Board of Directors. The Board of Directors shall be comprised of,

- 9 1. individuals who are role models of the Society’s values, who have an appreciation of and a  
10 commitment to the goals of the Society, who have distinguished themselves professionally and  
11 who meet the specific requirements established by the Nominations Task Force. See Article IX,  
12 Section 3;
- 13 2. a balanced representation of individuals from the academic, for-profit and not-for-profit sectors to  
14 the extent practical;
- 15 3. the Chief Executive Officer who shall serve ex-officio as a full, voting member of the Board;
- 16 4. the ILC President who shall serve ex-officio as a full, voting member of the Board. See Article  
17 XII, Section 3; and
- 18 5. the ILC Student Member who shall serve ex-officio as a full, voting member of the Board. See  
19 Article XII, Section 6.

**20 Section 3 – Nomination and Election**

21 Individuals are nominated by a Nominations Task Force following a request for prospective board  
22 member nominations from multiple sources to include all Society chapters. The Board of Directors shall  
23 determine the composition and mandate of the Task Force. The Task Force shall have no more than nine  
24 members and shall include, at a minimum, all ex-officio members of the board. The number of board  
25 members on the Task Force may not exceed the number of non-board members.

26  
27 The Task Force shall represent an appropriate international balance as well as an appropriate constituent  
28 balance with a genuine and concerted effort toward diversity. The Task Force shall forward to the Board a  
29 proposed slate of candidates, along with a list of all nominees whose names were submitted. Upon  
30 receipt of the Task Force’s nominations, the Board will select a slate of candidates from among the Task  
31 Force’s nominations (and, if desired, from among the other nominees) and will forward the Board’s slate  
32 for ratification by a vote of the active members of the Society.

**33 Section 4 – Term of Office**

- 34 1. Ex-officio board members shall serve on the board as long as they hold the office qualifying them  
35 for ex-officio board status.
- 36 2. Other board members shall serve a three-year term and may be nominated and stand for re-  
37 election to additional three-year terms as members of the Board of Directors. Board members  
38 may not serve more than three consecutive, three-year terms on the Board of Directors. Board  
39 members who have reached the limit of their service may be re-elected to the Board of Directors  
40 for additional terms after a minimum of one year has passed since the completion of their service.  
41 In the event the size of the Board of Directors exceeds eight board members, the Board of  
42 Directors shall be divided into three groups of roughly equal size, with each group serving  
43 staggered three-year terms of office.

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1    **Section 5 – Resignation**

2    Any board member may resign at any time by giving written notice to the Chair of the Board and to the  
3    Chief Executive Officer. Such resignation shall take effect at the time specified therein, or, if no time is  
4    specified, at the time of acceptance thereof as determined by the Chair of the Board.

5    **Section 6 – Removal**

6    A board member may be removed from office, with or without cause, upon a two-thirds majority vote of  
7    all of the board members then in office or upon a two-thirds majority vote of the voting delegates at any  
8    meeting called for that purpose.

9    **Section 7 – Vacancies**

10    Vacancies for the unexpired term may be filled by a majority vote of the remaining members of the Board  
11    of Directors.

12    **Section 8 – Committees, Task Forces and Work Groups**

13    The Board of Directors, by resolution, may establish committees of the board, task forces and/or work  
14    groups. Such board resolution shall include, as a minimum, the purpose and composition of the  
15    committee, task force and/or work group.

16    **Section 9 – Meetings**

17    The Board of Directors shall meet at least twice annually.

- 18        1. Regular meetings of the Board of Directors shall be held at such place as may from time-to-time  
19        be fixed by resolution of the Board without further notice, or as may be specified in a notice of  
20        the meeting.
- 21        2. Special meetings may be called at any time by the Chair or by written request signed by four  
22        board members and submitted to the Secretary, provided written notice is duly served on, sent by  
23        mail, e-mailed or faxed with a follow-up confirmatory phone call to each board member not less  
24        than four days before such meeting.

25    **Section 10 – Notice**

26    Notice of the time, day and place of any meeting of the Board of Directors shall be given at least four  
27    days prior to the meeting and in the manner set forth in Article XVI, Section 3. The purpose for which a  
28    special meeting is called shall be stated in the notice. Any board member may waive notice of any  
29    meeting by a written statement executed either before or after the meeting. Attendance and participation  
30    at a meeting without objection to notice shall also constitute a waiver of notice. Meetings may be held at  
31    any time without notice if all the board members are present and do not object to a lack of notice or, if at  
32    any time before or after the meeting, board members not present waive notice of the meeting in writing.

33    **Section 11 – Quorum**

34    A majority of the board members (including ex-officio board members) then in office shall constitute a  
35    quorum for the transaction of business at any meeting of the Board of Directors. If, at any meeting of the  
36    Board of Directors, there is less than a quorum present, a majority of the board members present may  
37    adjourn the meeting, without further notice, until a quorum is obtained.

38    **Section 12 – Manner of Acting**

39    Except as otherwise expressly required by law, the Articles of Incorporation of the Society or these  
40    bylaws, the affirmative vote of a majority of the board members present at any meeting at which a

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1 quorum is present shall be the act of the Board of Directors. Each board member shall have one vote.  
2 Voting by proxy shall not be permitted.

3 **Section 13 – Written Consent in Lieu of a Meeting**

4 Any action required by law to be taken at a meeting, may be taken without a meeting if consent in  
5 writing, setting forth the action so taken, is signed by a majority of those entitled to vote with respect to  
6 the subject matter thereof. Such consent may be signed manually or electronically and transmitted by  
7 electronic mail, facsimile, mail or other means of delivery.

8 **Section 14 – Telephonic and Other Meetings**

9 Any one or more board members or members of a committee/task force may participate in a meeting of  
10 the Board of Directors or committee/task force by means of a conference telephone or other  
11 telecommunications device which allows all persons participating in the meeting to hear and speak to  
12 each other, and such participation in a meeting shall be deemed presence in person at such meeting.

13 **Section 15 – Conflicts of Interest**

14 In the event that any board member has a conflict of interest that might properly limit his/her fair and  
15 impartial participation in Board of Directors deliberations or decisions, he/she shall inform the Board of  
16 Directors as to the circumstances of such conflict. If those circumstances require the nonparticipation of  
17 the affected board member, the Board of Directors may nonetheless request from the board member any  
18 appropriate, non-confidential information which might inform its decisions. "Conflict of interest," as  
19 referred to herein, shall include but shall not be limited to, any transaction by or with the Society in which  
20 a board member has a direct or indirect personal interest, or any transaction in which a board member is  
21 unable to exercise impartial judgment or otherwise act in the best interests of the Society.

22 No board member shall cast a vote, nor take part in the final deliberation in any matter in which he/she,  
23 members of his/her immediate family or any organization to which he/she has allegiance, has a personal  
24 interest that may be seen as conflicting with the interest of the Society. Any board member who believes  
25 he/she may have such a conflict of interest shall so notify the Board of Directors prior to deliberation on  
26 the matter in question, and the Board of Directors shall make the final determination as to whether any  
27 board member has a conflict of interest in any matter. The minutes of the Board meeting shall reflect  
28 disclosure of any conflict of interest and the recusal of the interested board member.

29 **ARTICLE X – OFFICERS**

30 **Section 1 – Officers**

31 The officers of the Society shall consist of Chair, Vice Chair, Secretary, Chief Executive Officer and such  
32 other subordinate officers as the Board of Directors may, from time-to-time, appoint or authorize the  
33 Chair to appoint. All officers, except the CEO, shall be elected by the Board of Directors from among the  
34 current members of the Board of Directors.

35 **Section 2 – Term of Office**

36 The term of office for each officer, other than the Chief Executive Officer, shall be two years. The Chief  
37 Executive Officer shall hold that office until the termination of his or her employment with the Society  
38 for any reason.

39 **Section 3 – Resignation**

40 Any officer may resign at any time by giving written notice to the Chair of the Board, with a copy to the  
41 Vice Chair, Secretary and Chief Executive Officer. Such resignation shall take effect at the time specified  
42 in the notice or, if no time is specified, immediately. Should the Chair of the Board resign, he/she shall

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1 give written notice to the Vice Chair of the Board, with a copy to the Secretary and Chief Executive  
2 Officer.

3 **Section 4 – Removal**

4 An officer may be removed from office, with or without cause, upon a two-thirds majority vote of all of  
5 the board members then in office or upon a two-thirds majority vote of the voting delegates at any  
6 meeting called for that purpose.

7 **Section 5 – Vacancies**

8 A vacancy in any office shall be filled by the Board of Directors from the members of the Board of  
9 Directors remaining for the unexpired term.

10 **Section 6 – The Chair**

11 The Chair of the Board of Directors shall, at a minimum, preside over the Annual Meeting of the Society  
12 and chair all meetings of the Board of Directors; establish, in conjunction with the Chief Executive  
13 Officer, the schedule and agenda for meetings of the Board of Directors; and facilitate communication  
14 among the Board of Directors. Ex-officio board members may not serve as board chair.

15 **Section 7 – The Vice Chair**

16 The Vice Chair of the Board shall, at minimum, chair meetings of the Board in the absence of the Chair.  
17 Ex-officio board members may not serve as board vice chair.

18 **Section 8 – The Secretary**

19 The Secretary shall keep the minutes of the Board of Directors meetings.

20 **Section 9 – The Chief Executive Officer**

21 The Board of Directors shall appoint a Chief Executive Officer (CEO) who shall be an employee and the  
22 principal administrator of the Society. The Board of Directors may outline the specific responsibilities of  
23 the CEO. In the absence of Board limitations to the contrary, the Chief Executive Officer shall have  
24 active direction and control of the business and other affairs of the Society, shall sign contracts or other  
25 instruments consistent with the purpose of the Society, and shall perform all duties incident to the office  
26 of Chief Executive Officer as may be prescribed by the Board of Directors. Unless otherwise specified by  
27 the Board, the Chief Executive Officer shall also have the authority to sign any documents required to be  
28 signed by the Society’s “President” and may delegate to any appropriate employee the authority to sign  
29 any document required to be signed by a “Treasurer.”

30 **ARTICLE XI – DISSOLUTION**

31 **Section 1 – Dissolution of Charter and Ceasing Operations**

32 The Board of Directors may dissolve the Society and cease operations under procedures outlined by  
33 Georgia (USA) law if three-fourths (3/4) of the entire Board votes in favor of articles of dissolution.

34 **Section 2 – Distribution of Assets**

35 In the event that the Board of Directors votes to dissolve the charter for the Society and to cease  
36 operating, the organization’s assets shall be distributed according to the laws of the State of Georgia,  
37 USA. In accordance with these laws, distribution of assets shall occur as follows:

- 38 1. Bona fide creditors shall be paid first; if any assets remain,  
39 2. A fund shall be established to pay the pensions of vested employees of the Society; if any funds  
40 remain,

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- 1           3. The Board shall disburse assets consistent with the dissolution clause (Article VII) of the Articles  
2           of Incorporation.

3           **ARTICLE XII – INTERNATIONAL LEADERSHIP COUNCIL (ILC)**

4           **Section 1 – Purpose**

5           The International Leadership Council (ILC) shall be the focal point for advisors and members (student  
6           and alumni) and will serve in accordance with the Society’s bylaws, policies and Board of Directors’  
7           Mandate(s) as an advisory body to the Board of Directors and International Staff regarding chapter-  
8           related and member-related programs and initiatives of the Society.

9           Specific purposes may include,

- 10           1. mentoring and training advisors and chapter leaders;  
11           2. serving as a communication channel among advisors, student members, the International Staff  
12           and Board of Directors;  
13           3. managing the approval process for chartering petitioning chapters;  
14           4. overseeing the implementation of chapter standards, awards and service programs;  
15           5. reporting to the Board of Directors through the International Leadership Council President and  
16           International Leadership Council Student Member on the work, progress and performance of  
17           chapters;  
18           6. adjudicating (with assistance from the International Staff) disciplinary matters of any chapter,  
19           advisor, chapter officer or member; and  
20           7. advising the International Staff on specific initiatives to improve the recruitment and retention of  
21           members, as well as education-based service and diversity initiatives.

22           The ILC shall act by a majority vote of the ILC members then in office, using notice and other provisions  
23           under these bylaws.

24           **Section 2 – Composition**

25           The ILC shall be comprised of an ILC President, an ILC Vice President, an ILC Secretary, an ILC  
26           Student member and an ILC Alumni member.

27           **Section 3 – International Leadership Council (ILC) President**

28           The Board of Directors shall establish the qualifications required of the ILC President which shall include  
29           service as an advisor for a continuous period of not less than five years and a distinguished record as an  
30           advisor at a chapter in good standing. The ILC President shall be elected in accordance with the election  
31           process (Article XII, Section 8) and shall serve, concurrent with his/her term as ILC President, as an ex-  
32           officio voting member of the Board of Directors. The ILC President shall serve for a period of three years  
33           and may be elected to a second term (continuous or other) but shall be limited to two terms.

34           **Section 4 – International Leadership Council (ILC) Vice-President**

35           The Board of Directors shall establish the qualifications required of the ILC Vice President which shall  
36           include current, continuous service as an advisor at a chapter in good standing for a period of not less than  
37           three years and a distinguished record as an advisor. The ILC Vice President shall be elected from among  
38           the Society advisors in accordance with the election process (Article XII, Section 8). The ILC Vice  
39           President shall serve for a period of three years and may be elected to a second term (continuous or other)  
40           but shall be limited to two terms. The ILC Vice President shall chair the Council of Advisors.

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**1 Section 5 – International Leadership Council (ILC) Secretary**

2 The Board of Directors shall establish the qualifications required of the ILC Secretary which shall include  
3 current, continuous service as an advisor at a chapter in good standing for a period of not less than two  
4 years and a distinguished record as an advisor. The ILC Secretary shall be elected from among the  
5 Society advisors in accordance with the election process (Article XII, Section 8). The ILC Secretary shall  
6 serve for a period of three years and may be elected to a second term (continuous or other) but shall be  
7 limited to two terms.

**8 Section 6 – International Leadership Council (ILC) Student Member**

9 The Board of Directors shall establish the qualifications required of the ILC Student Member which shall  
10 include a distinguished record of at least one full year of leadership and active participation in the Society.  
11 The ILC Student Member shall be a student member and shall be elected from among the Society student  
12 members in accordance with the election process (Article XII, Section 8). The ILC Student Member shall  
13 serve, concurrent with his/her one-year term as ILC Student Member, as an ex-officio voting member of  
14 the Board of Directors. The ILC Student Member shall serve for a period of one year, may be elected to a  
15 second term (continuous or other) provided he/she remains a student (undergraduate or graduate) but shall  
16 be limited to two terms. The ILC Student Member shall chair the Council of Student Members.

**17 Section 7 – International Leadership Council (ILC) Alumni Member**

18 The Board of Directors shall establish the qualifications required of the ILC Alumni Member which shall  
19 include a distinguished record of at least two full years of excellent leadership and active participation in  
20 the Society. The ILC Alumni Member shall be an alumni member and shall be elected in accordance  
21 with the election process (Article XII, Section 8) to a single three-year term. The ILC Alumni Member  
22 may not be elected to a second term.

**23 Section 8 – Election Process**

24 The International Staff shall establish the election process in collaboration with the International  
25 Leadership Council and the Board of Directors. The election process shall ensure that the terms of  
26 President, Vice President and Secretary are staggered such that only one term expires annually.

**27 Section 9 – Maximum Term Limits (President, Vice President and Secretary)**

28 Individual position term limits are as stated in the previous sections. An individual who has served as  
29 ILC President, ILC Vice President or ILC Secretary may run for one of the positions he/she has not held.  
30 The maximum term limit is two terms (six years) for any individual on the International Leadership  
31 Council serving as ILC President, ILC Vice President, ILC Secretary or any combination thereof.

**32 Section 10 – Vacancies**

- 33 1. In the event of a vacancy in the office of International Leadership Council President, the Vice  
34 President shall become President for the unexpired term.
- 35 2. In the event of a vacancy in the offices of Vice President or Secretary, the International  
36 Leadership Council shall appoint, after collaboration with the Council of Advisors and the  
37 International Staff, a replacement for the unexpired term subject to the approval of the Board of  
38 Directors.
- 39 3. In the event of a vacancy in the office of ILC Student Member, the International Leadership  
40 Council shall appoint, after collaboration with the Council of Student Members and the  
41 International Staff, a replacement for the unexpired term subject to the approval of the Board of  
42 Directors.

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1           4. In the event of a vacancy in the office of ILC Alumni Member, the International Leadership  
2           Council shall appoint, after collaboration with the International Staff, a replacement for the  
3           unexpired term subject to the approval of the Board of Directors.

4           **Section 11 – Meetings**

5           The International Leadership Council will convene as necessary but not less than once per year.

6           **ARTICLE XIII – COUNCIL OF ADVISORS**

7           **Section 1 – Purpose**

8           The Council of Advisors shall serve in accordance with the Society’s bylaws, policies and Board of  
9           Directors mandate as an advisory body to the International Leadership Council and International Staff  
10          regarding advisor, member and chapter-related matters.

11          The primary purpose of the Council of Advisors is to serve as a communication channel among chapter  
12          advisors, the International Leadership Council and the International Staff. Other purposes include  
13          14

- 15           1. providing members to serve on ad hoc work groups and task forces to address issues of  
16           significant importance to the Society;
- 17           2. mentoring new advisors and providing a source of institutional knowledge to the advisors they  
18           represent;
- 19           3. assisting the International Staff in the implementation of specific programs and initiatives within  
20           their geographic areas of responsibility;
- 21           4. establishing systems of communication with all advisors within their geographic areas of  
22           responsibility to ensure routine and effective communication of success and knowledge  
23           management as well as issues, concerns and problems among the bodies referenced above;
- 24           5. advising International Staff on scholarship selection.

25          **Section 2 – Composition**

26          The Council of Advisors shall be composed of advisors elected by the Society voting delegates from  
27          among the Society advisors in numbers representative of the Society’s international presence, and  
28          operational and geographic structure as determined by the International Staff after collaboration with the  
29          Board of Directors and International Leadership Council.

30          **Section 3 – Minimum Requirements**

31          Delegates to the Council of Advisors shall have a distinguished record of at least one full year, but  
32          preferably two full years of service as an advisor at the time of nomination, shall be serving currently as  
33          an advisor to a chapter in good standing and shall remain in such status throughout their term(s).  
34          Delegates may not serve concurrently as an elected officer of the International Leadership Council.

35          **Section 4 – Term of Office**

36          Delegates to the Council of Advisors shall serve for a period of three years and shall not serve more than  
37          two consecutive, three-year terms. Delegates may serve a total of three 3-year terms so long as two of the  
38          terms are separated by three or more years. Terms shall be staggered so that no more than 50% of  
39          delegates’ terms expire at a given time.

40          **Section 5 – Vacancies**

41          In the event of a vacancy, the International Leadership Council shall, by a majority vote, appoint a  
42          replacement for the unexpired term.

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1 **Section 6 – Meetings**

2 The Council of Advisors shall convene as necessary but not less than once per year.

3 **ARTICLE XIV – COUNCIL OF STUDENT MEMBERS**

4 **Section 1 – Purpose**

5 The Council of Student Members shall serve in accordance with the Society’s bylaws, policies and Board  
6 of Directors mandate as an advisory body to the International Staff and International Leadership Council  
7 regarding student member matters.

8 The primary purpose of the Council of Student Members is to serve as a resource on a variety of Society  
9 issues, ideas and initiatives. The Council of Student Members serves the Society at the international level.

10 Other purposes may include:

- 11 1. serving on ad hoc work groups and task forces to address issues of significant importance to the  
12 Society; i.e.: student member benefits and services development, conference/event planning,  
13 partner or alumni development, strategic planning input, etc;
- 14 2. assisting the Golden Key International Staff in the implementation of conferences/events, specific  
15 programs, activities and initiatives; and,
- 16 3. serving as an additional communication channel for chapter leaders and student members, as  
17 required.

18 **Section 2 – Elections**

19 Only student members may run for a position on the Council of Student Members, however, they may  
20 continue to serve the remainder of their term on the Council as alumni members should they graduate  
21 before the end of their term. Council of Student Members’ elections will be electronic and will be based  
22 on a fair process established by the International Staff.

23 Voting for candidate(s) for the Council of Student Members will be by country or region of membership  
24 (i.e.: *only Canadian student members will vote for the candidate(s) for the Canadian member of the*  
25 *Council of Student Members*).

26 The International Staff shall establish the election process in collaboration with the International  
27 Leadership Council.

28 **Section 3 – Composition**

29 The Council of Student Members shall be composed of student members in a number representative of  
30 the Society’s geographical presence and with a goal of an even split between chapter officers and general  
31 members.

32 **Section 4 – Minimum Requirements**

- 33 • Shall be a student member at the time of election and shall be able to serve the majority of their term  
34 as a student member.
- 35 • Willing and able to commit an average of 6-8 hours per month to Council of Student Members work.
- 36 • Attend and participate in scheduled Council of Student Members meetings.
- 37 • At the request of appropriate Golden Key headquarters (international, national or regional), attend and  
38 assist with conferences/events that fall within their term of office and are within the country/region  
39 from which elected.

40 **Section 5 – Term of Office**

41 Members of the Council of Student Members shall serve a one-year term, with the option of running for a  
42 second term. Members may not serve on the Council of Student Members for more than two terms.

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1 **Section 6 – Removal**

2 Members of the Council of Student Members whose participation in scheduled meetings and  
3 responsibilities is below average and/or who are generally unresponsive to solicitations for input from the  
4 International Staff and/or the International Leadership Council may be removed from the Council of  
5 Student members for cause. Members in this category must first be notified of their shortfalls and be  
6 given a fair chance (at least one cycle of meetings or 2 months, whichever period of time is shorter) to  
7 correct/work them out. Should the member fail to make the necessary improvements, he/she may be  
8 removed by a supermajority (60%) vote by secret ballot of all of members of the Council of Student  
9 Members then in office.

10 A member of the Council of Student Members facing removal may appeal the decision to the  
11 International Leadership Council. International Leadership Council President must receive such appeal  
12 within 14 days of the member’s notification of removal. The International Leadership Council will  
13 decide the matter within 30 days of receipt of the appeal and their decision is final.

14 **Section 7 – Vacancies**

15 In the event of a vacancy of greater than 6 months, the International Staff, in collaboration with the  
16 International Leadership Council, will appoint a replacement. In the event of a vacancy of 6 months or  
17 less, the position will not be filled until the next election process.

18 **Section 8 – Staggered Terms**

19 Staggering may be achieved in part by aligning local elections to the local academic year.

20 **Section 9 – Meetings**

21 The Council of Student Members shall convene a minimum of once each quarter (primarily via  
22 teleconference) or when called upon by the Golden Key International Headquarters.

23 **Section 10 – Expense Reimbursement/Funding**

24 When attending any required face-to-face meeting where event registration and lodging fees are incurred,  
25 registration and lodging (double occupancy) expenses will be covered/reimbursed by the Society.

26 **Section 11 – Chair of the Council of Student Members**

27 The ILC Student Member shall chair the Council of Student Members.

28 **Section 12 – Relationship with GK International Headquarters**

29 Members of the Council of Student Members can expect to interact routinely with members of the  
30 International Headquarters. The primary point of contact between the Council of Student Members and  
31 the International Headquarters shall be between the International Leadership Council Student Member  
32 and the headquarters staff person designated as the Council of Student Members point of contact.

33 **Section 13 – Abbreviation**

34 The official abbreviation of the “Council of Student Members” is “CoSM

35 **ARTICLE XV – ANNUAL MEETING**

36 **Section 1 – Agenda and Notice**

37 There shall be an annual meeting of the members upon such date, time and place as the Board shall  
38 determine. The Chair of the Board of Directors shall preside over the annual meeting. At the annual  
39 meeting, the Chief Executive Officer shall report on the activities and financial condition of the Society  
40 and the members shall consider and act upon such other matters as may be raised consistent with the  
41 notice requirements of State of Georgia (USA) Nonprofit Code Sections 14-3-705 and 14-3-706.

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1 **Section 2 – Voting Delegates**

2 Only voting delegates designated in accordance with Article VI, Section 11 from chapters in good  
3 standing shall have the right to vote at the annual meeting on any chapter-specific items the Board of  
4 Directors may choose to bring before the voting delegates.

5 Active members (as defined in Article IV, Section 7 – Active Members) are eligible to vote on Society-  
6 wide, non-chapter specific matters.

7 **Section 3 – Attendance**

8 Any member may attend and observe the annual meeting. Only active members shall have the right to  
9 participate in the annual meeting.

10 **Section 4 – Quorum and Voting**

11 For chapter specific matters, a quorum shall consist of 30% of the total designated voting delegates.

12 For society wide, non-chapter specific matters, a quorum shall consist of at least 2,500 active member  
13 votes.

14 A majority of the votes cast at any meetings at which a quorum is present in person shall constitute the  
15 action of the voting delegates. If a quorum is not achieved, a second ballot conducted within 4 weeks  
16 shall occur in which a simple majority of those voting will be deemed conclusive.

17 Voting shall be in such manner as set forth in the meeting notice and procedural rules established by the  
18 presiding officer for the meeting.

19 **Section 5 – Taking Action without a Meeting**

20 Any action that may be taken at any annual, regular or special meeting may be taken without a meeting so  
21 long as the Society complies with State of Georgia (USA) Code 14-03-708.

22 **ARTICLE XVI – MISCELLANEOUS PROVISIONS**

23 **Section 1 – Legal Priority**

24 These bylaws are subordinate to, in order of priority, the State of Georgia Nonprofit Corporation Code  
25 and the Articles of Incorporation. Subordinate to these bylaws, in order of priority, are Chapter Affinity  
26 Agreements, resolutions and policies of the Board of Directors, Society policy, regional constitutions and  
27 bylaws (if any), and local chapter bylaws.

28 **Section 2 – Transition**

29 Notwithstanding anything in these bylaws to the contrary, upon initial approval of these amended and  
30 restated bylaws, the then-existing board of directors shall remain in power for a reasonable period of time,  
31 during which it shall have the authority to develop a governance transition plan that will implement the  
32 provisions of these bylaws.

33 **Section 3 – Fiscal Year**

34 The fiscal year of the Society shall be the calendar year.

35 **Section 4 – Notice**

36 Whenever, under the provisions of these bylaws, notice is required to be given to a board member,  
37 officer, committee member or voting delegate, such notice shall be given in writing. Notice may be  
38 delivered by first-class mail or delivery service with postage or delivery prepaid to such person at his or  
39 her address as it appears in the records of the Society. Such notice shall be deemed to have been given

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1 when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic  
2 mail, hand delivery or any other form of wire or wireless communication and will be deemed given when  
3 received.

4 **Section 5 – Fidelity Bond**

5 The Society shall carry appropriate insurance policies to indemnify the Society against employees who  
6 dishonestly (i) commit fraud for personal benefit or (ii) cause the Society to sustain a loss.

7 **ARTICLE XVII – INDEMNIFICATION**

8 Unless otherwise prohibited by law, the Society shall indemnify any board member or officer (as defined  
9 in Article X, Section 1), any former board member or officer (as defined in Article X, Section 1) and any  
10 employee against any and all expenses and liabilities incurred by him or her in connection with any claim,  
11 action, suit or proceeding to which he/she is made a party by reason of being a board member, officer or  
12 employee, provided that he or she (i) acted in good faith, (ii) reasonably believed that his or her conduct  
13 was in the best interests of the Society, and (iii) in the case of a criminal proceeding, had no reasonable  
14 cause to believe his or her conduct was unlawful. Indemnification shall be made only under the  
15 requirements, limitations and procedures for indemnification set forth in the State of Georgia (USA)  
16 Nonprofit Corporation Code.

17 Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to,  
18 counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and  
19 amounts paid in settlement by, such board member, officer or employee. The Society may advance  
20 expenses or, where appropriate, may itself undertake the defense of any board member, officer or  
21 employee. However, such board member, officer or employee shall repay such expenses if it should be  
22 ultimately determined that he or she is not entitled to indemnification under this article.

23 The Board of Directors shall also authorize the purchase of insurance on behalf of any board member,  
24 officer, employee or other agent against any liability incurred by him/her which arises out of such  
25 person's status as a board member, officer, employee or agent, whether or not the Society would have the  
26 power to indemnify the person against that liability under law.

27 **ARTICLE XVIII – AMENDMENTS TO BYLAWS**

28 Amendments may be proposed to the International Staff by any voting delegate, chapter advisor or board  
29 member.

30 Corrections of typographical and other non-substantive errors, omissions, edits or changes in the bylaws  
31 may be made by the Board of Directors.

32 All other substantive bylaw amendment proposals shall be reviewed by the International Leadership  
33 Council (ILC) and the International Staff, which together shall have 30 days to review the proposed  
34 amendment(s) for merit; make a recommendation to the Board of Directors regarding approval,  
35 disapproval or modification of the amendment; and determine, in the ILC's sole discretion, whether the  
36 amendment warrants ratification by chapter voting delegates because it affects the rights and privileges of  
37 student members and/or involves chapter-related matters.

38 A bylaw amendment requires a two-thirds vote of all board members then in office at any regular or  
39 special Board of Directors meeting. Any bylaw amendment also determined by the ILC to warrant  
40 ratification by the voting delegates shall also require ratification by two-thirds of the votes cast by active  
41 members or a majority of the voting power, whichever is less, at any regular or special meeting called for  
42 that purpose.