



Global Bylaws

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

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

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 Executive Director 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.
11 The International Staff may delegate selected decision-making responsibilities of the International Staff
12 to the 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
15 of 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 through the advancement of academics, leadership and service.

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.

**AMENDED AND RESTATED GLOBAL BYLAWS OF
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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
5 rights and other conditions of each class of members. Unless otherwise specified by the Board of
6 Directors, membership in the Society is voluntary and by invitation only.

7 Section 2 – Undergraduate Membership

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

- 21 1. are recognized by their academic institution as meeting or exceeding a cumulative grade
22 average 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
26 disciplines 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
32 International Leadership Council or the local Chapter Executive Board to individuals who are not
33 undergraduate students and who have distinguished themselves in their field of endeavor. Local
34 chapters are encouraged to grant up to five honorary memberships per year. Honorary members should
35 meet general guidelines set 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.

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1 Section 6 – Student Member

2 The term “student member,” as used in these bylaws, refers to a Society member who gained
3 membership in the Society as an undergraduate or graduate/postgraduate student and who is currently
4 enrolled at a Society-chartered campus as either an undergraduate or graduate/postgraduate student.
5 Normally, only student members shall have voting rights at chapter meetings.

6 Section 7 – Active Member

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

10 Section 8 – Premium Member

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

16 Section 9 – Equal Opportunity

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

18 Section 10 – Resignation

19 A Society member wishing to resign from the Society is permitted to do so provided that the Society
20 member sends a written letter of intent (which may include a message sent via email or other electronic
21 means) to resign to the International Staff. No refund of the Society membership fee or Society
22 merchandise purchased will be provided.

23 Section 11 – Removal

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

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

34 ARTICLE V – MEMBERSHIP FEES AND DUES

35 Section 1 – Determination of Membership Fees and Dues

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

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1 **Section 2 – Payment**

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

4 **Section 3 – Membership Fee Waivers**

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

8 **ARTICLE VI – SOCIETY CHAPTERS**

9 **Section 1 – Chapter Qualification**

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

16 **Section 2 – Chartering Process**

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

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

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

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

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

30 **Section 5 – Chapter Governance**

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

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

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

4 **Section 7 – Meetings**

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

7 **Section 8 – Chapter Activities**

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

10 **Section 9 – Chapter Limitations**

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

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

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

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

27
28 Should the decision be made to dissolve the chapter, the chapter shall lose all rights and privileges,
29 including, but not limited to, the right to use any part of the Society’s name and logo. All remaining
30 funds from the Society chapter treasury that have been provided by the Society and/or raised by the
31 individual Society chapter shall, after paying all outstanding debts, be forwarded to the International
32 Staff. Funds that were contributed from the host institution will be returned to the institution. Under no
33 circumstance shall chapter funds unlawfully inure to the benefit of any individual.

34 **Section 11 – Voting Delegates**

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

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1 ARTICLE VII – CHAPTER EXECUTIVE BOARD

2 Section 1 – Composition

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

8 The Chapter Executive Board shall be composed of student members and may appoint alumni members
9 to serve in an advisory or committee capacity.

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

12 Section 2 – Selection

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

15 Section 3 – Duties and Responsibilities

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

18

19 Section 4 – Removal

20 All members of the Chapter Executive Board serve at the pleasure of Golden Key International Staff.

21 ARTICLE VIII – CHAPTER ADVISOR

22 Section 1 – Primary Advisor

23 An individual – faculty, administrative staff or other – acceptable to the host college/university shall be
24 selected to serve as the Primary Advisor for the Society chapter. The individual must be an employee of
25 or affiliated with and approved by the institution in order to serve as the Primary Advisor. If not already
26 a member, the advisor shall be inducted into the Society as an Honorary Member and shall have all the
27 rights and privileges of Society membership. The induction of a Primary Advisor does not count toward
28 the five annual honorary members who are eligible to be inducted.

29 Section 2 – Co-Advisors

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

34 Section 3 – Appointment and Term

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

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1 Section 4 – Duties and Expectations

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

8 Section 5 – Resignation

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

14 Section 6 – Removal

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

16 ARTICLE IX – BOARD OF DIRECTORS

17 Section 1 – Powers

18 There shall be a Board of Directors of the Society that shall govern the business, property and affairs of
19 the Society, except as otherwise expressly provided by law, by the Articles of Incorporation of the
20 Society or by these bylaws.

21 Section 2 – Number and Qualifications

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

- 24 1. individuals who are role models of the Society’s values, who have an appreciation of and a
25 commitment to the goals of the Society, who have distinguished themselves professionally and
26 who meet the specific requirements established by the Nominations Task Force. See Article IX,
27 Section 3;
- 28 2. a balanced representation of individuals from the academic, for-profit and not-for-profit sectors
29 to the extent practical;
- 30 3. the Executive Director who shall serve ex-officio as a full, voting member of the Board;
- 31 4. the ILC President who shall serve ex-officio as a full, voting member of the Board. See Article XII,
32 Section 3; and
- 33 5. the ILC Student Member who shall serve ex-officio as a full, voting member of the Board. See
34 Article XII, Section 6.

35 Section 3 – Nomination and Election

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

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1
2 The Task Force shall represent an appropriate international balance as well as an appropriate
3 constituent balance with a genuine and concerted effort toward diversity. The Task Force shall forward
4 to the Board a proposed slate of candidates, along with a list of all nominees whose names were
5 submitted. Upon receipt of the Task Force’s nominations, the Board will select a slate of candidates
6 from among the Task Force’s nominations (and, if desired, from among the other nominees) and will
7 forward the Board’s slate for ratification by a vote of the active members of the Society.

8 **Section 4 – Term of Office**

- 9 1. Ex-officio board members shall serve on the board as long as they hold the office qualifying
10 them for ex-officio board status.
11 2. Other board members shall serve a three-year term and may be nominated and stand for re-
12 election to additional three-year terms as members of the Board of Directors. Founding Board
13 members with 30 years of consecutive service may be reelected to unlimited three-year terms.
14 All other Board members may not serve more than three consecutive, three-year terms on the
15 Board of Directors except that officers of the Board of Directors whose current term as an
16 officer of the board extends beyond their board term will have their term on the board
17 automatically extended to coincide with the end of their term as a board officer, provided that
18 the extension of those terms does not cause the total number of board members to exceed
19 those allowed in the bylaws. Board members who have reached the limit of their service may be
20 re-elected to the Board of Directors for additional terms after a minimum of one year has
21 passed since the completion of their service. In the event the size of the Board of Directors
22 exceeds eight board members, the Board of Directors shall be divided into three groups of
23 roughly equal size, with each group serving staggered three-year terms of office.

24 **Section 5 – Resignation**

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

28 **Section 6 – Removal**

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

32 **Section 7 – Vacancies**

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

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

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

39 **Section 9 – Meetings**

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

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

8 Section 10 – Notice

9 Notice of the time, day and place of any meeting of the Board of Directors shall be given at least four

10 days prior to the meeting and in the manner set forth in Article XVI, Section 3. The purpose for which a

11 special meeting is called shall be stated in the notice. Any board member may waive notice of any

12 meeting by a written statement executed either before or after the meeting. Attendance and

13 participation at a meeting without objection to notice shall also constitute a waiver of notice. Meetings

14 may be held at any time without notice if all the board members are present and do not object to a lack

15 of notice or, if at any time before or after the meeting, board members not present waive notice of the

16 meeting in writing.

17 Section 11 – Quorum

18 A majority of the board members (including ex-officio board members) then in office shall constitute a

19 quorum for the transaction of business at any meeting of the Board of Directors. If, at any meeting of

20 the Board of Directors, there is less than a quorum present, a majority of the board members present

21 may adjourn the meeting, without further notice, until a quorum is obtained.

22 Section 12 – Manner of Acting

23 Except as otherwise expressly required by law, the Articles of Incorporation of the Society or these

24 bylaws, the affirmative vote of a majority of the board members present at any meeting at which a

25 quorum is present shall be the act of the Board of Directors. Each board member shall have one vote.

26 Voting by proxy shall not be permitted.

27 Section 13 – Written Consent in Lieu of a Meeting

28 Any action required by law to be taken at a meeting, may be taken without a meeting if consent in

29 writing, setting forth the action so taken, is signed by a majority of those entitled to vote with respect to

30 the subject matter thereof. Such consent may be signed manually or electronically and transmitted by

31 electronic mail, facsimile, mail or other means of delivery.

32 Section 14 – Telephonic and Other Meetings

33 Any one or more board members or members of a committee/task force may participate in a meeting of

34 the Board of Directors or committee/task force by means of a conference telephone or other

35 telecommunications device which allows all persons participating in the meeting to hear and speak to

36 each other, and such participation in a meeting shall be deemed presence in person at such meeting.

37 Section 15 – Conflicts of Interest

38 In the event that any board member has a conflict of interest that might properly limit his/her fair and

39 impartial participation in Board of Directors deliberations or decisions, he/she shall inform the Board of

40 Directors as to the circumstances of such conflict. If those circumstances require the nonparticipation of

41 the affected board member, the Board of Directors may nonetheless request from the board member

42 any appropriate, non-confidential information that might inform its decisions. "Conflict of interest," as

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1 referred to herein, shall include but shall not be limited to, any transaction by or with the Society in
2 which a board member has a direct or indirect personal interest, or any transaction in which a board
3 member is unable to exercise impartial judgment or otherwise act in the best interests of the Society.

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

12 **ARTICLE X – OFFICERS**

13 **Section 1 – Officers**

14 The officers of the Society shall consist of Chair, Vice Chair, Secretary, Executive Director and such other
15 subordinate officers as the Board of Directors may, from time-to-time, appoint or authorize the Chair to
16 appoint. All officers, except the Executive Director, shall be elected by the Board of Directors from
17 among the current members of the Board of Directors.

18 **Section 2 – Term of Office**

19 The term of office for each officer, other than the Executive Director, shall be two years. The Executive
20 Director shall hold that office until the termination of his or her employment with the Society for any
21 reason.

22 **Section 3 – Resignation**

23 Any officer may resign at any time by giving written notice to the Chair of the Board, with a copy to the
24 Vice Chair, Secretary and Executive Director. Such resignation shall take effect at the time specified in
25 the notice or, if no time is specified, immediately. Should the Chair of the Board resign, he/she shall give
26 written notice to the Vice Chair of the Board, with a copy to the Secretary and the Executive Director.

27 **Section 4 – Removal**

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

31 **Section 5 – Vacancies**

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

34 **Section 6 – The Chair**

35 The Chair of the Board of Directors shall, at a minimum, preside over the Annual Meeting of the Society
36 and chair all meetings of the Board of Directors; establish, in conjunction with the Executive Director,
37 the schedule and agenda for meetings of the Board of Directors; and facilitate communication among
38 the Board of Directors. Ex-officio board members may not serve as board chair.

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1 **Section 7 – The Vice Chair**

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

4 **Section 8 – The Secretary**

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

6 **Section 9 – The Executive Director**

7 The Board of Directors shall appoint an Executive Director (ED) who shall be an employee and the
8 principal administrator of the Society. The Board of Directors may outline the specific responsibilities of
9 the ED. In the absence of Board limitations to the contrary, the Executive Director shall have active
10 direction and control of the business and other affairs of the Society, shall sign contracts or other
11 instruments consistent with the purpose of the Society, and shall perform all duties incident to the office
12 of Executive Director as may be prescribed by the Board of Directors. Unless otherwise specified by the
13 Board, the Executive Director shall also have the authority to sign any documents required to be signed
14 by the Society’s “President” and may delegate to any appropriate employee the authority to sign any
15 document required to be signed by a “Treasurer.”

16 **ARTICLE XI – DISSOLUTION**

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

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

20 **Section 2 – Distribution of Assets**

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

- 24 1. Bona fide creditors shall be paid first; if any assets remain,
25 2. A fund shall be established to pay the pensions of vested employees of the Society; if any funds
26 remain,
27 3. The Board shall disburse assets consistent with the dissolution clause (Article VII) of the Articles
28 of Incorporation.

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

30 **Section 1 – Purpose**

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

35 Specific purposes may include,

- 36 1. mentoring and training advisors and chapter leaders;
37 2. serving as a communication channel among advisors, student members, the International Staff
38 and Board of Directors;

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3. managing the approval process for chartering petitioning chapters;
4. overseeing the implementation of chapter standards, awards and service programs;
5. reporting to the Board of Directors through the International Leadership Council President and International Leadership Council Student Member on the work, progress and performance of chapters;
6. adjudicating (with assistance from the International Staff) disciplinary matters of any chapter, advisor, chapter officer or member; and
7. advising the International Staff on specific initiatives to improve the recruitment and retention of members, as well as education-based service and diversity initiatives.

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

Section 2 – Composition

The ILC shall be comprised of an ILC President, an ILC Vice President, an ILC Secretary, an ILC Student Member and an ILC Alumni Member.

Section 3 – International Leadership Council (ILC) President

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

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

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

Section 5 – International Leadership Council (ILC) Secretary

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

Section 6 – International Leadership Council (ILC) Student Member

The Board of Directors shall establish the qualifications required of the ILC Student Member, which shall include a distinguished record of at least one full year of leadership and active participation in the Society. The ILC Student Member shall be a student member and shall be elected from among the Society student members in accordance with the election process (Article XII, Section 8). Delegates serving the Society as an advisor are not eligible to run for ILC Student Member. The ILC Student Member shall serve, concurrent with his/her one-year term as ILC Student Member, as an ex-officio

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1 voting member of the Board of Directors. The ILC Student Member shall serve for a period of one year,
2 may be elected to a second term (continuous or other) provided he/she remains a student
3 (undergraduate or graduate) but shall be limited to two terms. The ILC Student Member shall chair the
4 Council of Student Members.

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

6 The Board of Directors shall establish the qualifications required of the ILC Alumni Member, which shall
7 include a distinguished record of at least two full years of excellent leadership and active participation in
8 the Society. The ILC Alumni Member shall be an alumni member and shall be elected in accordance with
9 the election process (Article XII, Section 8) to a single three-year term. The ILC Alumni Member shall not
10 serve concurrently as a Golden Key Advisor and may not be elected to a second term.

11 **Section 8 – Election Process**

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

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

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

20 **Section 10 – Vacancies**

- 21 1. In the event of a vacancy in the office of International Leadership Council President, the Vice
22 President shall become President for the unexpired term.
- 23 2. In the event of a vacancy in the offices of Vice President or Secretary, the International
24 Leadership Council shall appoint, after collaboration with the Council of Advisors and the
25 International Staff, a replacement for the unexpired term subject to the approval of the Board of
26 Directors.
- 27 3. In the event of a vacancy in the office of ILC Student Member, the International Leadership
28 Council shall appoint, after collaboration with the Council of Student Members and the
29 International Staff, a replacement for the unexpired term subject to the approval of the Board of
30 Directors.
- 31 4. In the event of a vacancy in the office of ILC Alumni Member, the International Leadership
32 Council shall appoint, after collaboration with the International Staff, a replacement for the
33 unexpired term subject to the approval of the Board of Directors.

34 **Section 11 – Meetings**

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

36 **ARTICLE XIII – COUNCIL OF ADVISORS**

37 **Section 1 – Purpose**

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

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1
2 The primary purpose of the Council of Advisors is to serve as a communication channel among chapter
3 advisors, the International Leadership Council and the International Staff. Other purposes include
4

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

16 **Section 2 – Composition**

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

21 **Section 3 – Minimum Requirements**

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

26 **Section 4 – Term of Office**

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

31 **Section 5 – Vacancies**

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

34 **Section 6 – Meetings**

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

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

37 **Section 1 – Purpose**

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

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

4 Other purposes may include:

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

12 **Section 2 – Elections**

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

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

20 Delegates serving the Society as an advisor in any capacity are not eligible to run for positions on the
21 Council of Student Members.

22 The International Staff shall establish the election process in collaboration with the International
23 Leadership Council.

24 **Section 3 – Composition**

25 The Council of Student Members shall be composed of student members in a number representative of
26 the Society’s geographical presence.

27 **Section 4 – Minimum Requirements**

- 28 • Shall be a student member at a chapter in good standing at the time of election and shall be able to
29 serve the majority of their term as a student member.
- 30 • Shall have served as an officer at the student member’s chapter prior to seeking election.

31 **Section 5 – Term of Office**

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

34 **Section 6 – Removal**

35 Members of the Council of Student Members whose participation in scheduled meetings and
36 responsibilities is below average and/or who are generally unresponsive to solicitations for input from
37 the International Staff and/or the International Leadership Council may be removed from the Council of
38 Student Members for cause. Members in this category must first be notified of their shortfalls and be
39 given a fair chance (at least one cycle of meetings or 2 months, whichever period of time is shorter) to
40 correct/work them out. Should the member fail to make the necessary improvements, he/she may be

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1 removed by a supermajority (60%) vote by secret ballot of all of members of the Council of Student
2 Members then in office.

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

7 **Section 7 – Vacancies**

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

11 **Section 8 – Staggered Terms**

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

13 **Section 9 – Meetings**

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

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

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

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

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

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

23 Members of the Council of Student Members can expect to interact routinely with members of the
24 International Headquarters. The primary point of contact between the Council of Student Members and
25 the International Headquarters shall be between the International Leadership Council Student Member
26 and the headquarters staff person designated as the Council of Student Members point of contact.

27 **Section 13 – Abbreviation**

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

29 **ARTICLE XV – ANNUAL MEETING**

30 **Section 1 – Agenda and Notice**

31 There shall be an annual meeting of the members upon such date, time and place as the Board shall
32 determine. The Chair of the Board of Directors shall preside over the annual meeting. At the annual
33 meeting, the Executive Director shall report on the activities and financial condition of the Society and
34 the members shall consider and act upon such other matters as may be raised consistent with the notice
35 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
21 so 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
31 time, during which it shall have the authority to develop a governance transition plan that will
32 implement the 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

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1 delivered by first-class mail or delivery service with postage or delivery prepaid to such person at his or
2 her address as it appears in the records of the Society. Such notice shall be deemed to have been given
3 when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic
4 mail, hand delivery or any other form of wire or wireless communication and will be deemed given
5 when received.

6 **Section 5 – Fidelity Bond**

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

9 **ARTICLE XVII – INDEMNIFICATION**

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

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

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

29 **ARTICLE XVIII – AMENDMENTS TO BYLAWS**

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

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

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

40 A bylaw amendment requires a two-thirds vote of all board members then in office at any regular or
41 special Board of Directors meeting. Any bylaw amendment also determined by the ILC to warrant

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- 1 ratification by the voting delegates shall also require ratification by two-thirds of the votes cast by active
- 2 members or a majority of the voting power, whichever is less, at any regular or special meeting called
- 3 for that purpose.