RESOLUTIONS OF THE BOARD

AMMENDMENTS TO THE BY-LAWS

Below you will find the proposed resolutions to the changes of the By-laws as approved by the Board to date.

**Resolution**: **The Board confirms hereby the approval of all changes conducted during extraordinary meetings, those changes have been highlighted in the revised version of the By-laws.**

**ARTICLE III - MEMBERSHIP**

**Resolution:** The Board hereby accepts the suggested changes proposed to **Article III, Section 4** Category Specific Membership Requirements,

Certification Bodies must,

1. Ensure certification programs align with GSTC criteria aiming at **beginning the process** of accreditation within 12 months of membership;
2. Aim to achieve accreditation by GSTC criteria within 24 months of **submitting the application**. (of membership);

Discussion: deadlines as stated in the original By-laws do not correspond to the real time it takes to undergo accreditation.

**Resolution**: The Board hereby accepts the suggested changes proposed to **Article III, Section 10** Membership Dues,

Original text: Dues should be paid the first month of every year.

Recommended text**: Members joining in the first semester will pay dues on January 1st. Members joining the second semester will pay dues on July 1st.**

Discussion: While logistically paying once a year is easier, it seems difficult for some of the members to do so. By splitting it up we still focus on two specific dates rather than throughout the year but can align with the requirements of the organizations.

**ARTICLE V- BOARD OF DIRECTORS**

**Resolution**: To add to Article V, Section 2, Point 2 “Up to five (5) additional seats from within or outside the Membership Council, assigned by the Board to outstanding individuals and organizations that will further the mission and vision of GSTC, through their contributions and access to prominent networks or visibility” the following language “**In assigning these seats balance will be sought between category, geographical representation and gender.** “

Discussion: This is to ensure that there is a regional, category and gender balance in the group.

**Resolution**: Article V, Section 4 This resolution will be determined by discussion of the board (discussion paper: provided)

**Resolution**: On Article V the Board decides to create a new Section 6 to describe the selection of the Selected Board members. The text will read: “**Section 6 - Selected Board members** **All Directors shall be over eighteen years of age, nominated and seconded by any elected Director. The Director will be selected with a 2/3 majority vote. The selected Directors will serve on the Board for one year, with the possibility to two consecutive terms. This selection will not preclude selected Directors to run in the election process for future terms**.”

## Discussion: The process for Selected Board members was not described in the By-laws.

**Resolution** On Article V, Section 8 Removal, the Board agrees to substitute consecutive by meetings in a year. Leaving the new text of the article as follows: **”** A Director shall cease to hold office and be removed in the event that said Director fails to attend in person or by other communication three meetings of the Board **in one year**, such cessation to occur at the conclusion of the third meeting missed**”**

## Discussion: The Board has 4 meetings a year, one of them may or may not coincide with the annual in person meeting. Missing 3 meetings in a year constitutes 75% of the time. This does not benefit the organizations. The meetings times are dictated by the by-laws, Board members are familiar with the dates. Annual in person meetings are set at least 6 months in advanced, giving ample time to program.

**ARTICLE VIII – ADVISORY BOARD**

**Resolution:** As per agreement in the last Board meeting on June 2nd 2011, the Advisory Body becomes an Ambassadors Circle with Global Ambassadors. The Board approves the text as shown in the By-laws and reads:

Article VIII GLOBAL AMBASSADORS

* 1. **Overview. The Global Ambassadors** will be a group of outstanding and visible individuals, from within or outside the Membership Council, leaders in their fields, that will help further the mission and vision of the GSTC, through their financial contributions, access to networks, or public visibility.
	2. **Objectives.** The objectives of the Global Ambassadors are to provide the Board and GSTC strategic guidance and financial resources to accomplish the mission, vision and objectives of GSTC. They will also help position the GSTC within the business community and to the general public.
	3. **Responsibilities.** The Global Ambassadors do not create policy but serve as an important resource to guide the mission, vision and objectives of the organization. If they bring particular expertise they may be called upon to reflect upon particular decisions or to provide guidance to the Board, Secretariat or Working Groups.
	4. **Size and Composition.** The Global Ambassadors will not have a size limit. Global Advisors will serve for a period of two years, with the possibility of serving subsequent terms, based on decision of the Board.

**ARTICLE XI – ACCREDITATION**

**Resolution**: This resolution will be determined by discussion of the board after the presentation of the Chair of the Accreditation Panel. It may require revisions to the current text.