



# **Girl Scouts of North East Ohio**

## **Bylaws**

Revised  
April 7, 2018

# GSNEO BYLAWS

## BYLAWS OF GIRL SCOUTS OF NORTH EAST OHIO COUNCIL OF GIRL SCOUTS OF THE UNITED STATES OF AMERICA

### ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of North East Ohio, hereinafter referred to as “the Council”, a not-for-profit organized under the laws of the state of Ohio.

### ARTICLE II – PURPOSE

The purpose of the Council shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

### ARTICLE III – MEMBERS

#### Section 1 Eligibility

Individuals age 14 years of age and over who are currently registered Girl Scouts through and in good standing with the Council are eligible to be voting members of the Council.

### ARTICLE IV – GENERAL ASSEMBLY

#### Section 1 Composition of General Assembly

- A. Voting members of the General Assembly shall consist of:
  - i. members of the Board of Directors, including Girl Directors at Large;
  - ii. members of the Board Development Committee, if not otherwise voting members of the General Assembly;
  - iii. Membership Delegates elected by Service Units as defined by Section 2 of this article;
  - iv. National Delegates, except GSNEO Staff serving as National Delegates shall not be entitled to a vote in the General Assembly.
- B. The number of members of the General Assembly shall be no less than 100.
- C. At least two-thirds of the voting members of the General Assembly shall be those Membership Delegates elected by Service Units.

#### Section 2 Membership Delegate Elections

- A. The Council shall establish geographic subdivisions within the jurisdiction. Each geographic subdivision shall be termed a Service Unit.
- B. Individuals age 14 years of age and over who are currently registered Girl Scouts through and in good standing with the Council shall be a member of a Service Unit. A person may be a member of only the Service Unit in which he/she resides.
- C. The members residing within a specific Service Unit shall elect representation in the form of a Membership Delegate, to the General Assembly of the Council. If the Membership Delegate elected by the Service Unit is a girl delegate then the Service Unit shall be entitled to elect a 2<sup>nd</sup> Membership Delegate.

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- D. Each Service Unit Member, age 14 and older, attending a Membership Meeting in a Service Unit shall be entitled to one (1) vote. A Service Unit Member shall vote in only one (1) Service Unit. Elections shall be by show of voting cards or other means in uncontested elections. In the event of a contested election, those positions shall be elected by ballot vote. A majority shall elect. No proxy votes shall be permitted.
- E. Service Unit Membership Meetings shall be held at least one (1) time each year. The election of Membership Delegates will be held during the meeting. Each Service Unit shall conduct election of a Membership Delegate in the first quarter of the membership year (October – December) or at such other time as chosen by GSNEO.
- F. The quorum shall be those voting members of the Service Unit present at the meeting.
- G. Candidates shall be nominated from the floor at the time of the election provided that the potential candidate:
  - i. has completed the appropriate nomination form
  - ii. is an individual age 14 years of age and over who is currently a registered Girl Scout through and in good standing with the Council ;
  - iii. an elected Membership Delegate may represent any Service Unit which elects her/him regardless of where the delegate resides. A Membership Delegate can only represent one Service Unit per term, and
  - iv. agrees to serve if elected.
- H. Procedure. Each Service Unit shall elect a Membership Delegate in accordance with Section 2D of this article.
- I. Each Service Unit shall notify [governance@gsneo.org](mailto:governance@gsneo.org) of the results of the election and provide the written application of the elected Membership Delegate(s).
- J. Term:
  - i. Membership Delegates shall serve for a term of 2 years or until their successors are selected and assume office.
  - ii. Terms of office shall begin at the close of the meeting at which Membership Delegates are elected.
- K. Duties: Each Membership Delegate shall fulfill the duties outlined in the position description.

## **Section 3 Resignation**

- A. Resignation from the position of Membership Delegate shall be submitted in writing to the Chairperson of the Board of Directors, Service Unit Director of the Service Unit they represent and/or her/his designee at least ten (10) calendar days prior to the effective date.
- B. Vacancies in the position of Membership Delegate shall be filled by an election by the Service Unit for the remainder of the unexpired term. Only delegates of record forty-five (45) days prior to a meeting of the General Assembly shall be entitled to vote.

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## ARTICLE V – MEETINGS

### Section 1 Annual Meeting.

- A. Scheduling. The Council shall conduct an Annual Meeting of the General Assembly in March or April of each year at a date, time, and place determined by the Board of Directors.
- B. Notice. Notice of the date, time, and place of the Annual Meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these Bylaws shall be given personally by standard postal mail, or electronically to each member of the General Assembly not less than 30 days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Business. At the Annual Meeting, the General Assembly shall:
  - i. elect officers, directors at large, girl directors, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America.
  - ii. consider any proposed amendments to the Council Bylaws;
  - iii. provide input on key issues affecting the Council and the Movement; and
  - iv. consider any other business appropriate to come before the General Assembly in accordance with the process established by the Board of Directors.
- D. Quorum. The quorum for the Annual Meeting shall be 35 members of the General Assembly present provided that at least twenty-three (23) of the voting members present are Membership Delegates.
- E. Voting.
  - i. Each member of the General Assembly shall be entitled to one (1) vote.
  - ii. No member shall vote in more than one capacity.
  - iii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
  - iv. Proxy votes shall not be permitted.
  - v. In the event of an uncontested election, the election may be conducted by a show of voting cards or other means, including acclamation.
  - vi. In the event of a contested election, the election shall be conducted by ballot, and may be conducted by electronic means.

### Section 2 Special Meetings

- A. Scheduling. A special meeting of the General Assembly may be called by the Chair of the Board and shall be called by the Chair of the Board within thirty (30) business days upon receiving the written request of a majority of the members of the Board of Directors or a minimum of twenty-three (23) of the members of the General Assembly. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, by standard postal mail, or electronically to each member of the General Assembly at least ten (10) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

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- C. Quorum. The quorum for a special meeting shall be thirty-five (35) members of the General Assembly present, provided that at least twenty-three (23) of the voting members present are Membership Delegates.
- D. Voting. Voting shall be in accordance with Article V, Section 1E of these Bylaws.

## ARTICLE VI – OFFICERS

### Section 1 Elected Officers

The elected officers of the Council shall be the Chair of the Board; Vice Chair; Secretary; and Treasurer. They shall be an annual or lifetime member of Girl Scouts of the United States of America, eighteen (18) years of age or older, registered through the Council, and have met the qualifications as established by the Board Development Committee for the position. In addition, they must have served as a Director at Large on the Board of Directors for at least one (1) year prior to election.

### Section 2 Term of Office

- A. The officers shall be elected in accordance with Article V, Section 1E of these bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected and continue until a successor is elected and assumes office.
- C. No individual shall serve more than two (2) consecutive terms in any one or combination of offices, except that an individual that serves as Chair of the Board shall be eligible to serve three (3) consecutive terms as an officer of the Council, but not more than two (2) consecutive terms as Chair.
- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

### Section 3 Vacancy in Office

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the Vice Chair of the Board for the remainder of the unexpired term.
- B. A vacancy among the officers, other than the Chair of the Board, shall be filled by the Board of Directors until the next election, at which time the General Assembly will vote to fill the remainder of the unexpired term.

### Section 4 Ex Officio Officers

- A. The Chief Executive Officer (CEO) shall be appointed by the Board of Directors of the Council to serve at its pleasure and shall serve as an ex officio officer of the Council without vote.

### Section 5 Duties of Officers

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the voting members of the Council, the Board of Directors, the Executive Committee, or Chair of the Board.

- A. The Chair of the Board shall:
  - i. be the principal officer of the Council;

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- ii. preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
  - iii. lead the Board of Directors in setting strategic direction and providing oversight of the management and affairs of the Council;
  - iv. report to the voting members of the Council as to the conduct of the affairs of the Council;
  - v. serve as an ex officio member of all committees except the Board Development Committee; and
  - vi. other duties as defined elsewhere in these Bylaws.
- B. The Vice Chair of the Board shall:
- i. assist the Chair of the Board as assigned;
  - ii. preside at meetings of the Council, the Board of Directors, or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding; and
  - iii. in the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.
- C. The Secretary shall:
- i. see that proper notice is given for all meetings of the Council, the Board of Directors, and the executive committee;
  - ii. see that minutes of all meetings of the Council, the Board of Directors, and the Executive Committee are kept; and
- D. The Treasurer shall:
- i. provide effective stewardship, control and oversight of the Council's finances;
  - ii. execute directives of the Board of Directors

## ARTICLE VII – BOARD OF DIRECTORS

### Section 1 Composition.

The Board of Directors shall consist of the Chair, Vice-Chair, Treasurer, Secretary, fifteen (15) Directors at Large, and two (2) Girl Directors at large. The Chief Executive Officer shall be an ex officio member of the board without vote.

### Section 2 Term of Office.

- A. The Directors at Large shall be elected by ballot in accordance with Article V, Section 1E of these Bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected and continue until a successor is elected and assumes office.
- C. The term of office of approximately one half (1/2) of the Directors at Large shall expire at each Annual Meeting of the Council.
- D. No individual shall serve more than 3 consecutive terms (or six years) as a Director at Large.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.
- F. No member shall serve more than a total of ten (10) consecutive years on the Board of Directors, unless elected as Chair, in which case they may serve twelve (12)

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consecutive years. A person may run again providing that a span of one (1) year has expired since the end of the last term.

## **Section 3 Girl Directors at Large**

The Board shall have two (2) Girl Directors at Large, fourteen (14) years of age or older, who shall serve without vote.

## **Section 4 Girl Directors at Large Terms of Office**

The Girl Directors at Large shall be elected for a term of one (1) year.

## **Section 5 Vacancies**

A vacancy occurring in any position of Director at Large or Girl Director at Large shall be filled by the Board of Directors until the next election.

## **Section 6 Power, Authority, and Accountability**

- A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the Council, except as otherwise provided in the Articles of Incorporation, these Bylaws, or by statute.
- B. Accountability. The Board of Directors is accountable to:
  - i. the state of incorporation for adherence to state corporation law;
  - ii. the federal government in matters relating to legislation affecting nonprofit/not-for-profit/non-stock corporations (including, but not limited to, the requirements of the Internal Revenue Service as to 501 (c)(3) public charities);
  - iii. the Council membership for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement;
  - iv. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements.

## **Section 7 Regular Meetings.**

- A. Scheduling. The Board of Directors shall hold at least 4 regular meetings each year at such time and place as the board may determine.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally or mailed or electronically transmitted to each member of the Board of Directors at least 10 business days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. A majority of the board members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- D. Voting.
  - i. Each member of the board shall be entitled to one (1) vote.
  - ii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.

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- iii. Proxy and email voting shall not be allowed for votes of the Board of Directors.

## **Section 8 Special Meetings.**

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least a majority of board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed or electronically transmitted to each member of the board at least 3 business days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. A majority of the board members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- D. Voting.
  - i. Each member of the board shall be entitled to one (1) vote.
  - ii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote of the Board of Directors present at any meeting at which a quorum is present.
  - iii. Proxy and email voting shall not be allowed.

## **Section 9 Unanimous Written Consent in Lieu of Meeting**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

## **Section 10 Removal**

- A. Any board member, including officers, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, may be removed from the board by a majority vote of the board members present and voting at any regular or special meeting of the board at which a quorum is present.
- B. Any board member, including officers, may be removed with or without cause by a two-thirds (2/3) vote of the total number of the Council Board of Directors.

## **ARTICLE VIII – EXECUTIVE COMMITTEE**

### **Section 1 Composition**

The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer, Secretary and 3 Directors at Large. The Chief Executive Officer shall serve as an ex officio member without vote. The Directors at Large shall be appointed by the Chair of the Board from the members of the Board of Directors, subject to the approval by the Board of Directors.

### **Section 2 Duties**



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- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Board of Directors between the meetings of the board, except that the Executive Committee shall not have the authority to:
  - i. adopt the budget;
  - ii. make exceptions to the budget;
  - iii. amend or revise the articles of incorporation or Bylaws;
  - iv. take action which is contrary to, or a substantial departure from, the direction established by the board or which represents a major change in the affairs, business, or policy of the Council.
- B. The Executive Committee shall submit to the Board of Directors at each board meeting a report of all actions taken since the last board meeting.

## **Section 3 Meetings**

- A. Scheduling. The Executive Committee shall meet only as needed at the call of the Chair or upon written request of at least 3 members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided at least one working day in advance of the meeting.

## **Section 4 Quorum**

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

## **Section 5 Voting**

- A. Each member of the Executive Committee shall be entitled to one (1) vote.
- B. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote of the executive committee members present at any meeting at which a quorum is present;
- C. Proxy and email voting shall not be allowed.

## **ARTICLE IX – COMMITTEES**

### **Section 1 Establishment**

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

### **Section 2 Appointment**

- A. The Chair of any standing committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors.
- B. Members of any standing committee, task group, or ad hoc committee shall be appointed by the Chair of the Board in consultation with the Chair of the respective committee or task group.

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- C. At least 2 members of any committee or task group shall be members of the Board of Directors, one of whom shall serve as Chair of the committee.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the Board of Directors at the time of appointment.
- E. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2A or 2B of this Article.

## **Section 3 Quorum**

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

## **ARTICLE X – BOARD DEVELOPMENT COMMITTEE**

### **Section 1 Membership and Relationship to Board**

The Board Development Committee shall be composed of 8 committee members, at least 2 of whom shall be members of the Board of Directors and at least 4 of whom shall not be members of the Board of Directors, and the CEO of the Council who shall serve as an ex officio nonvoting member and shall not be counted toward any quorum requirements. Between meetings of the Council, the Board Development Committee shall work in partnership with and report to the Board of Directors.

### **Section 2 Election, Term, and Vacancies**

- A. The committee members shall be elected in accordance with Article V, Section 1E of these Bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected.
- C. No individual shall serve more than 2 consecutive terms on the committee, regardless of position.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position, including the Board Development committee Chair, the vacancy shall be filled by a vote of the Board of Directors until the next election, at which time the General Assembly will vote to fill the unexpired term.

### **Section 3 Election and Term of Committee Chair**

- A. The Chair of the Board Development Committee shall be appointed by the Chair of the Board of Directors from among those elected members of the Board Development Committee who also serve on the Board of Directors, but such appointment shall be subject to the approval/ratification of the Board of Directors.
- B. The term of office for Chair shall be 2 years.
- C. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.

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## **Section 4 Quorum**

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

## **Section 5 Responsibilities**

The responsibilities of the Board Development Committee shall be:

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

## **Section 6 Nominations from the General Assembly**

When balloting for elected positions shall be done in person at the Annual Meeting, nominations for any of the elected positions may be made by voting members of the General Assembly provided:

- i. the individual to be nominated has consented in writing to serve if elected;
- ii. the nomination has been submitted in a form approved by the Board of Directors to the Chair of the Board Development Committee, or his/her designee, at least five (5) days before the convening of the Annual Meeting;
- iii. the individual to be nominated has submitted the written endorsement of at least three (3) voting members of the General Assembly;
- iv. the prospective nominee meets the qualifications for the office for which she/he is being nominated as specified in the written application materials provided by the Board Development Committee.

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## ARTICLE XI – NATIONAL COUNCIL DELEGATES

### **Section 1 Eligibility**

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service.

### **Section 2 Election**

The delegates and alternates to whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected by the General Assembly in accordance with Article V, Section 1E of these Bylaws in accordance with the time frame established by the Girl Scouts of the United State of America and shall serve a term of three (3) years or until their successors are elected and assume office.

### **Section 3 Vacancies**

The Board of Directors shall fill delegate vacancies to the National Council of the Girl Scouts of the United States of America from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the Council until the next election, at which time the General Assembly will vote to fill the unexpired term.

## ARTICLE XII – FINANCE

### **Section 1 Fiscal Year**

The fiscal year of the Council shall be October 1 through September 30.

### **Section 2 Contributions**

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Council shall be accepted or collected only as authorized by the Board of Directors.

### **Section 3 Depositories**

All funds of the Council shall be deposited to the credit of the Council under such conditions and in such financial institutions as shall be designated by the Board of Directors.

### **Section 4 Approved Signatures**

Approvals for signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the Board of Directors.

### **Section 5 Bonding**

All persons having access to or responsibility for the handling of monies and securities of the Council shall be bonded in the amount authorized by the Board of Directors.

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## **Section 6 Budget**

The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Council in excess of the budgeted amounts without prior approval of the Board of Directors.

## **Section 7 Property**

Title to all property shall be held in the name of the Council.

## **Section 8 Audits**

An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of the financial statements of the Council. A report of the audit shall be submitted to the Board of Directors and to the Girl Scouts of the United States of America.

## **Section 9 Financial Reports**

A summary report of the financial condition of the Council shall be presented to the membership at the Annual Meeting.

## **Section 10 Investments**

The funds of the Council shall be invested in accordance with the policy established by the Board of Directors or by a committee appointed by the Board of Directors for such purpose.

## **ARTICLE XIII – CONFLICT OF INTEREST**

The board shall maintain a policy regarding conflicts of interest, which shall require all directors and officers to complete and sign an annual disclosure statement indicating any conflict or potential conflict with her/his service on the board.

## **ARTICLE XIV – INDEMNIFICATION**

The Council shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

## **ARTICLE XV – PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order*, in its most current revision, shall be the parliamentary authority of the Council, subject to the laws of the State of Ohio, the articles of incorporation and these Bylaws and any special rules of order adopted by the Council or Board of Directors.

## **ARTICLE XVI – AMENDMENTS**

These Bylaws may be amended or revised by a two-thirds vote of those present in person and voting at a meeting of the General Assembly; provided that the terms of the proposed amendments shall have been included with the notice of the meeting at which the proposed amendments are to be considered.

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All proposed amendment(s) to the Bylaws to be submitted by a member for consideration by the General Assembly must be submitted in writing to the Chair of the Board not less than sixty (60) calendar days prior to the Annual Meeting of the General Assembly.

In order to propose an amendment at any time other than the Annual Meeting the proposed amendment(s) to the Bylaws to be submitted for consideration by the General Assembly must be submitted in writing to the Chair of the Board at the same time the Chair receives a written request of the majority of the Board members or a minimum of twenty-three (23) of the members of the General Assembly to convene a special meeting.