

March 2025 CTLS Governance Committee Agenda

Tuesday, March 11, 2025

6PM

<https://us02web.zoom.us/j/88581089070?pwd=c2ZndHpnQkdVbGVGdk1iRlVlUmkvQT09>

Meeting ID: 885 8108 9070

Passcode: 625351

AGENDA

Old Business:

- Board Goals approved

New Business:

- March 23 Action Planning Agenda: Use this time to draft an agenda
- Voting by Proxy Addition to Bylaws Discussion: changes in bold

Section 5. Quorum.

Except as otherwise required by these Bylaws, a quorum will consist of a majority of Directors holding positions on the Board at any given time at any duly called regular or special meeting of the Board. No action of the Board shall be considered valid unless made with a quorum present in person, and an affirmative vote of the majority in number of those attending, or by a Director's alternate, through a proxy of those attending.

A Director participating in the entire meeting via telephone, or such method as may be permissible under the Pennsylvania Sunshine Act, 65 Pa.C.S.A. § 701 et. seq. or other relevant law, but is not physically present may be considered in determining the presence of a quorum with the consent of the presiding Officer. An abstention shall not be considered a vote for purposes of this Section.

Section 6. Protocol for Voting and Proxy Voting.

A. Protocol for Voting

The Board may not vote except at a properly held and constituted public meeting. Each member of the Board shall be entitled to one vote.

B. Proxy Voting

Any Director entitled to a vote shall have the power, in the event of their absence, to designate in writing, a proxy, who shall be entitled to attend a stated meeting or any adjourned session thereof and cast one vote in the place of the absent Director. Such proxy shall be a named Director and is not required to be a voting member of the Executive Committee. However, no person shall hold more than one proxy. If the person holding such proxy is otherwise entitled to vote, they are entitled to cast their own vote as well as the proxy vote.