

2021-2022 Annual Meeting Official Notice

TO: Members of the Greater South Texas Council

- Board of Directors
- Board Development Committee Members
- Council Delegates
- Membership (14 years of age and older)

FROM: Sharon Almaguer, GSGST Board Chair

SUBJECT: 2021-2022 Annual Meeting

- Saturday, April 2, 2022
Virtually via Zoom Platform

PURPOSE: Board of Directors, Members at Large
Installation of Members
Annual Report
Elections

SCHEDULE: 10:30 a.m. – 11:30 a.m. Business Meeting

ENCLOSED: Delegate Packet

Register at gsgst.org

For more information, contact:
Customer Care
info@gsgst.org
956-425-2388 or 800-477-2688

2021-2022 Annual Meeting Delegate Packet

Enclosed:

- Girl Scout Mission, Promise, and Law
- Meeting Agenda
- Delegate Position Description
- Task Vs. Operation Information
- Standing Rules
- 2021 Annual Meeting Minutes
- Financial Report
- GSGST Council information
- GSGST Bylaws

Girl Scout Mission, Promise, and Law

Girl Scout Mission

Girl Scouting builds girls of courage, confidence, and character, who make the world a better place.

Girl Scout Promise

On my honor, I will try:

To serve God* and my country,
To help people at all times,
And to live by the Girl Scout Law.

**Members may substitute for the word "God" in accordance with their own spiritual beliefs.*

Girl Scout Law

I will do my best to be
honest and fair,
friendly and helpful,
considerate and caring,
courageous and strong, and
responsible for what I say and do,
and to
respect myself and others,
respect authority,
use resources wisely,
make the world a better place, and
be a sister to every Girl Scout.

2021-2022 Council Business Meeting Agenda

10:15 a.m. Business meeting locked

10:30 a.m. Business meeting begins

- Call to order
- Flag Ceremony
- Invocation
- Credentials Report
- Appointment of Tellers, Minutes, and Parliamentarian
- Rules of Order
- 2021 Annual Meeting Minutes
- Financial Officer Report
- Elections
- Closing remarks and adjournment

11:30 a.m. Business meeting ends

**Girl Scouts of Greater South Texas
Delegate Position Description
&
Task Description
Council Delegate**

Purpose: Delegates are one group of decision-influencers that give direction for Girl Scouting within the council jurisdiction by acting as policy-influencers.

Term: 1 year term.

Principal Duties: Through their vote at the annual meeting, delegates complete the following policy-influencing acts:

Elect officers, members-at-large of the board of director members of the council nominating committee, and delegate to the National Council of Girl Scouts of the United States of America.

Approve changes in the council's Articles of Incorporation and Bylaws.

Conducts other business that requires membership vote.

Voting is only one delegate role. Delegates are a link to the members who elected them. **They:**

- Help provide two-way communications between the council leadership and membership.
- Help determine general lines of policy for direction for Girl Scouting within the jurisdiction of the council.
- Help give direction to the board of directors.

What is Policy? What is Operations?

Policy: A plan of action

Planning: Think beforehand, what is to be done

Operations: The implementation of strategic plans, policies and standards

Policies are developed by the Board of Directors. Often they use information and voting records gathered from Association and Council meetings as guides in setting policy. The Board develops a plan of action (policy) regarding an issue. It is then the function of the operational staff and volunteers to implement that policy to make it work.

A delegate's job is to provide direction to help the Board say what should be done (policy) not how it should be done (operations).

The staff and most volunteers work for the Board of Directors. As the elected governing body of the Council, the Board of Directors has the right and the authority to set direction for the membership.

You could compare the Board to Congress. Congress enacts laws we all must follow. Similarity, the Board sets the policy that the membership must follow. Changes are made through service units and policy- influencing procedures.

Setting a new policy is not a common occurrence. A policy has a long life and relatively few are needed:

The Board solicits member's opinions to help them in the planning and the evaluation aspect of their work. Members may provide information regarding what should be done, not how it should be done.

Some examples of Policy/Planning vs. Operations

<u>Policy/Planning</u>	<u>Operations</u>
New adult-based funding sources	Identify and research new donors, determine campaign theme, develop and produce director mail. Set up and maintain record keeping system, acknowledge gifts.
Train adults new to Girl Scouting	Hire training director, develop curriculum, arrange meeting places, recruit trainers, set up training calendar.
Increase membership among racial-ethnic minorities	Collect racial-ethnic membership data, assign staff to certain geographic areas, make contacts in the community, hold parent meetings, arrange publicity, utilize flexible program options.

Standing Rules

STANDING RULES

ADOPTION OF STANDING RULES:

The President of the Council will recommend that the following standing rules be adopted by the Council members.

REGULAR MEETING

Regular Meetings of the Council shall be held the first quarter of the year at such time and place as may be determined by the Board of Directors. The meeting shall be the Annual meeting. Notice of time, place, and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these bylaws, shall be given personally emailed or mailed to each member of the council not more than 45 days and not less than 20 days before the meeting.

QUORUM

Twenty-five percent of the members of the Council shall be present to constitute a quorum for transaction of business, provided that a majority of the service centers shall have at least one elected delegate present at each meeting.

VOTING

Each council member present in person shall be entitled to one vote.

Rule 1

Delegates must be signed in by 9:45 a.m. to be counted and conduct delegate business. If a delegate is not signed in by 9:45 a.m., the Service Unit Managers will appoint an alternate delegate replacement.

Rule 2

Discussion will be limited to 30 minutes.

Rule 3

Each speaker will be limited to 3 minutes and can speak only once on each issue.

Rule 4

Each speaker must be identified by name and association.

Rule 5

Motions must be present in writing to the secretary two weeks prior to annual meeting.

Rule 6

Discussion items, related to policy, must be in writing to the secretary two weeks prior to annual meeting.

Minutes

Girl Scouts of Greater South Texas
Annual Meeting 2021
Minutes for April 10, 2021 - Business Meeting via Zoom

Sharon Almaguer, Chair of the Board of Directors called for the invocation to be given by Board Director Elias Longoria, Jr., and Girl Scout Alumni Hannah Schulz recited the Pledge of Allegiance, followed by the Girl Scout Promise and Law.

Sharon Almaguer then appointed the following committees:

Minutes Committee Angel Seawell - Pharr
 Liza Gonzalez - McAllen

Credentials Chair Jennifer Ruiz-Longoria - Mission

Jennifer Ruiz-Longoria, Chair of Credentials Committee, reported that 73 delegates were present meeting the requirements of quorum and the business of the council could be conducted.

Having established that a quorum was established Sharon Almaguer called the 2021 Annual Meeting of the Girl Scouts of Greater South Texas to order at 10:15 a.m.

Sharon Almaguer received the Standing Rules with the delegation and a motion was made to approve the Standing Rules; motion was seconded, vote was taken, and motion was approved unanimously.

Sharon asked for any corrections or additions to the 2020 Annual Meeting Minutes. No objections being raised, a motion was made to approve the minutes as previously distributed; motion was seconded, vote was taken, and motion was approved unanimously.

Emma McCall, Treasurer, reviewed financial statement of the council and reported that the council was in good financial standing.

Sharon then proceeded on behalf of the board development committee, and presented the slate of nominees for the election:

Members at Large, terms expiring 2023: Wendy Horrell - Corpus Christi
Members at Large, terms expiring 2024: Deborah Lee Cordova - McAllen
 Judge Janet Leal - Harlingen
 Judge Migdalia Lopez - Harlingen
 Liza Wisner - Corpus Christi
 Stephanie Sokolosky - Harlingen

Sharon asked Board Secretary Cecilia Johnson if any other nominations were received. With no other nominations received the nominations were closed. The slate was elected by acclamation.

Sharon then presented the report from the 55th National Council Session held from October 23 - 25, 2020, national delegates approved the following:

- Establishment of a Task Force to examine the Feasibility of a National Gold Award Scholarship Foundation
- Constitutional Amendment on Membership Dues (Article IX)
- Communications Procedures for National Board Dues Changes
- Membership Dues and Procedures for Registration
- Constitutional Amendment on Consistency in Delegate Terms (Article IV) Section 7
- Lifetime Membership Discount

In addition to the actions listed above, the National Council elected the National Board for 2020-2023.

Sharon thanked all those in attendance of the Virtual Annual Business Meeting. There being no further business, the Annual Meeting was adjourned.

Respectfully Submitted,

Caroline Ibarra-Pena

Caroline Ibarra-Pena Chief Operating Officer

Financial Report

GIRL SCOUTS OF GREATER SOUTH TEXAS

AUDITED FINANCIAL STATEMENTS

SEPTEMBER 30, 2021

GIRL SCOUTS OF GREATER SOUTH TEXAS

STATEMENTS OF FINANCIAL POSITION

ASSETS

	SEPTEMBER 30,	
	2021	2020
Current Assets:		
Cash and Equivalents	3,268,783	3,131,903
Investments	289,591	279,215
Inventories	37,136	90,443
Pledges Receivable	60,271	60,906
Other Receivables Prepaid	391	--
Expenses	6,625	6,791
Other Assets	2,500	2,500
Total Current Assets	<u>3,665,297</u>	<u>3,571,758</u>
Property and Equipment, Net of Depreciation	<u>1,963,569</u>	<u>2,059,500</u>
TOTAL ASSETS	<u>5,628,866</u>	<u>5,631,258</u>

**LIABILITIES AND
NET ASSETS**

Liabilities:		
Payroll Protection Plan Loan	332,915	352,140
Accounts Payable	3,945	3,402
Accrued Expenses	10,653	9,853
Deferred Revenue	50,311	19,979
Compensated Absences	31,110	35,778
Total Current Liabilities	<u>428,934</u>	<u>421,152</u>
Net Assets:		
Without Donor Restrictions With	5,081,352	5,020,891
Donor Restrictions	118,580	189,215
Total Net Assets	<u>5,199,932</u>	<u>5,210,106</u>
TOTAL LIABILITIES AND NET ASSETS	<u>5,628,866</u>	<u>5,631,258</u>

GIRL SCOUTS OF GREATER SOUTH TEXAS

STATEMENTS OF ACTIVITIES

YEAR ENDED SEPTEMBER 30, 2021 WITH COMPARATIVE TOTALS
FOR THE YEAR ENDED SEPTEMBER 30, 2020

	<u>WITHOUT</u> <u>DONOR</u> <u>RESTRICTIONS</u>	<u>WITH</u> <u>DONOR</u> <u>RESTRICTIONS</u>	<u>TOTAL</u>	
			<u>2021</u>	<u>2020</u>
Support, Revenue, and Gains:				
Program Related Revenue	1,497,900	--	1,497,900	2,440,953
Payroll Protection Program Grant	352,140	--	352,140	--
Contributions	80,275	--	80,275	55,348
Special Events Revenue	87,602	--	87,602	--
Less- Cost of Direct Benefits to Donors	(15,805)	--	(15,805)	--
Grant Revenue	109,500	--	109,500	203,350
United Way	98,025	60,271	158,296	91,823
Other Income	12,478	--	12,478	8,719
Net Assets Released from				
Restrictions	130,906	(130,906)	--	--
Total Support, Revenue and Gains	<u>2,353,021</u>	<u>(70,635)</u>	<u>2,282,386</u>	<u>2,800,193</u>
Expenses:				
Program Services:				
Council	1,538,718	--	1,538,718	1,817,606
Camp	238,244	--	238,244	248,788
Stores	80,074	--	80,074	131,044
Supporting Services:				
General Administrative	266,673	--	266,673	299,246
Fundraising	168,851	--	168,851	161,924
Total Expenses	<u>2,292,560</u>	<u>--</u>	<u>2,292,560</u>	<u>2,658,608</u>
Change in Net Assets	60,461	(70,635)	(10,174)	141,585
Net Assets, Beginning of Year	<u>5,020,891</u>	<u>189,215</u>	<u>5,210,106</u>	<u>5,068,521</u>
NET ASSETS, END OF YEAR	<u><u>5,081,352</u></u>	<u><u>118,580</u></u>	<u><u>5,199,932</u></u>	<u><u>5,210,106</u></u>

See Notes to Financial Statements.

GIRL SCOUTS OF GREATER SOUTH TEXAS

STATEMENTS OF FUNCTIONAL EXPENSES

YEAR ENDED SEPTEMBER 30, 2021 WITH COMPARATIVE TOTALS
FOR THE YEAR ENDED SEPTEMBER 30, 2020

	<u>PROGRAM SERVICES</u>			<u>SUPPORTING SERVICES</u>		<u>TOTAL</u>	
	<u>COUNCIL</u>	<u>CAMP</u>	<u>STORES</u>	<u>GENERAL ADMIN</u>	<u>FUNDRAISING</u>	<u>2021</u>	<u>2020</u>
Salaries and Benefits:							
Wages	824,258	55,422	48,347	140,324	110,845	1,179,196	1,423,556
Health Insurance & Retirement Benefits	127,160	8,550	7,458	21,648	17,100	181,916	218,048
Payroll Taxes	75,778	5,096	4,445	12,901	10,190	108,410	127,993
Total Salaries and Benefits	1,027,196	69,068	60,250	174,873	138,135	1,469,522	1,769,597
Other Expenses:							
Individual Assistance to Girls	125,805	--	--	--	--	125,805	158,275
Repairs and Maintenance	49,179	30,363	1,121	3,252	2,569	86,484	104,903
Insurance	43,447	28,930	1,546	4,116	3,424	81,463	76,930
Utilities	35,520	37,138	--	--	--	72,658	75,424
Professional Fees	--	--	--	59,562	7,503	67,065	72,252
Information Technology	62,599	4,209	3,672	10,657	8,418	89,555	67,376
Other Operating Expenses	30,473	2,596	3,808	5,415	1,812	44,104	60,679
Communications	50,884	347	41	119	1,654	53,045	56,538
Supplies	43,342	723	638	--	292	44,995	39,568
Travel	15,451	1,780	377	1,416	2,336	21,360	32,243
Rent	20,400	--	6,300	3,300	--	30,000	30,000
Total Other Expenses	477,100	106,086	17,503	87,837	28,008	716,534	774,188
Total Expenses, Before Depreciation	1,504,296	175,154	77,753	262,710	166,143	2,186,056	2,543,785
Depreciation	34,422	63,090	2,321	3,963	2,708	106,504	114,823
Total Expenses	1,538,718	238,244	80,074	266,673	168,851	2,292,560	2,658,608

Elections

Board of Directors Slate

Position	Name	Region	Term
President	Becky Garcia	Corpus Christi	22-25
Chair Elect	Deborah Cordova	McAllen	22-25
1 st Vice Chair	Sharon Almaguer	McAllen	22-25
Secretary	Josette Perez	Corpus Christi	22-25
Treasurer	Elias Longoria	McAllen	22-25

Our Council

GSGST Executive Administration

Position	Name	Region
Chief Executive Officer	Xochiquetzal Cantu	All
Chief Operating Officer	Claudia Menchaca	Harlingen
Chief Development Officer	Veronica Garcia	Harlingen
Chief Financial Officer	Noe Hernandez	Harlingen

GSGST Board Member Roster

Position	Name	Region
President	Sharon Almaguer*	McAllen
Chair – Elect	Becky Garcia*	Corpus Christi
1st Vice Chair	Jamie L. Malone**	Corpus Christi
Secretary	Cecilia Johnson**	McAllen
Treasurer	Emma McCall**	Harlingen
Member at Large	Beatrice Lopez Juarez**	Harlingen
Member at Large	Deborah Lee Cordova*	McAllen
Member at Large	Elias Longoria, Jr.*	McAllen
Member at Large	Josette M. Perez*	Corpus Christi
Member at Large	Leo Vargas	McAllen
Member at Large	Liza Wisner	Corpus Christi
Member at Large	Lisa M. Oliver	Corpus Christi
Member at Large	Perla M. Ruiz**	Laredo
Member at Large	Priscilla Salinas**	Laredo
Member at Large	Stephanie Sokolosky	Harlingen
Member at Large	Suraida Eve Nanez- James*	Corpus Christi
Member at Large	Wendi Holliday Horrell	Corpus Christi
Member at Large	Yolanda Gonzalez	McAllen

*up for reappointment

**completed 2nd term commitment

Girl Scouts of Greater Girl Scouts of Greater South Texas Bylaws

Girl Scouts of Greater South Texas Bylaws

Adopted March 10, 2007
Revised February 7, 2009
Revised April 18, 2015
Revised April 1, 2017
Revised April 7, 2018
Article I - Name

The name of the corporation shall be called Girl Scouts of Greater South Texas, hereinafter referred to as “council” or “corporation”, a not-for-profit corporation organized under the laws of the State of Texas.

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 members of the Girl Scout Movement, meet the Membership Requirements listed in the Girl Scout Blue Book of Basic Documents and who are currently registered through the council are eligible to be members of the corporation.

Section 2. Composition

- A. Members of the corporation shall consist of:
 - i. Elected members of the Board of Directors, if not otherwise members of the corporation;
 - ii. Members of the Board Development Committee, if not otherwise members of the corporation;
 - iii. Delegates-at-large appointed by the Board of Directors.
- B. The number of members of the corporation shall be no less than 80.
- C. At least two-thirds of the members of the corporation shall be those elected by Service Units.

Section 3. Election

- A. Procedure. Each Service Unit shall elect delegates and alternates in accordance with policies and procedures established by the Board of Directors

- B. Number.
 - i. The number of delegates and alternates to which each Service Unit is entitled to shall be based on the number of girls in the Service Unit as of September 30 of each calendar year, according to a formula established and administered by the Board of Directors.
 - ii. Each Service Unit shall be entitled to at least 1 delegate.
 - iii. The Board of Directors may at their discretion appoint delegates-at-large from the council to ensure that the diversity of the council is adequately represented.
- C. Term and Vacancies.
 - i. Delegates shall serve for a term of 1 year or until their successors are elected and assume office.
 - ii. Delegates-at-large, if appointed, shall serve for a term of 1 year or until their successors are appointed and assume office.
 - iii. Terms of office shall begin at the close of the annual meeting at which delegates are elected or upon appointment.

ARTICLE IV – OFFICERS

Section 1. Elected Officers

The elected Officers of the council shall be the Chair of the Board, Chair -Elect, Second Vice-Chair, Secretary and Treasurer.

Section 2. Term of Office

- A. The Officers shall be elected by ballot in accordance with Article VI of these bylaws for a term of 3 years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than three consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board.
- D. No individual shall hold more than one elected 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 Chair-Elect of the Board for the remainder of the unexpired term.

- B. In the event of a vacancy in the Chair-Elect of the Board, the vacancy shall be filled by the Second Vice-Chair of the Board for the remainder of the unexpired term.
- C. In the event of a vacancy in both the Chair of the Board and the Chair-Elect, the Second Vice Chair shall fill the position of Chair of the Board for the remainder of the unexpired term, and the Chair of the Board will then nominate a candidate to fill the Chair-Elect vacancy and a candidate to fill the Second Vice Chair vacancy to the Board for approval.

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 corporation without vote.
- B. The Chief Financial Officer (CFO) shall be appointed by the CEO to serve at her/his pleasure and shall serve as an ex officio officer of the corporation 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 members of the council, the Board of Directors, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority.

- A. The Chair of the Board shall:
 - i. be the Principal Officer of the corporation;
 - ii. preside at all meetings of the council, the Board of Directors, and the Executive Committee;
 - iii. assure support by the Board of Directors for the council's strategic direction and appropriate oversight of performance;
 - iv. report to the council and the Board of Directors as to the conduct and management of the affairs of the corporation and
 - v. serve as an ex officio member of all committees except the Board Development Committee.
- B. The Chair-Elect 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.
 - iv. at the conclusion of the term of the Chair of the Board the Chair-Elect will assume the office of Chair of the Board.
- C. The Second Vice Chair of the Board shall:
- i. assist the Chair of the Board as assigned;
 - ii. in the event of the vacancy in the office of the First Vice Chair of the Board, succeed to the office for the remainder of the unexpired term;
 - iii. in the event of the vacancy in both the offices of Chair of the Board and Chair Elect of the Board, succeed to the office of Chair of the Board for the remainder of the unexpired term and
- D. The Secretary shall:
- i. ensure that proper notice is given for all meetings of the council, the Board of Directors and the Executive Committee;
 - ii. ensure that minutes of all meetings of the council, the Board of Directors and the Executive Committee are kept.
- E. The Treasurer shall:
- i. provide effective stewardship and oversight of the corporation's finances;
 - ii. serve as ex officio member of the finance committee;
 - iii. execute directives of the Board of Directors and
 - v. provide a month to month report to the financial committee, a quarterly report to the Board and an annual **audited** report to the Board of the financial status of the corporation.
- F. The Chief Executive Officer (CEO) shall:
- i. be responsible to the Board;
 - ii. Administer the total operations of the council in conformity with the policies and plans adopted by the Board of Directors, including signing contracts and spending funds within the approved budgets;
 - iii. provide advice and assistance to the council, the Board of Directors, the Chair and other Officers, committees and task groups;
 - iv. Interpreting and promoting Girl Scouting in the community and
 - v. has other powers and perform other duties as directed by the Board of Directors through the Chair.
- G. The Chief Financial Officer (CFO) shall:

- i. be responsible to the Board and the CEO;
- ii. maintain budgetary control of the finances of the corporation, ensuring that no obligations and/or indebtedness are incurred in the name of the council, except for the purpose of the corporation pursuant to proper authorization;
- iii. manage the accounts (checking, payables, receivables, etc.) and all financial records;
- iv. prepare and issue financial statements and reports;
- v. serve ex officio without vote as a member of the council Board of Directors and
- vi. perform such other duties as prescribed by the Board of Directors or the CEO.

ARTICLE V – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership.

The Board Development Committee shall be composed of 5 members of the Board of Directors, and the CEO of the council to serve as an ex officio nonvoting member.

Section 2. Election, Term, and Vacancies

- A. The committee members shall be appointed and serve until their successors are appointed.
- B. Appointment to the BDC will be consistent with Article XI-Committees. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than 1 term as a member of the committee, unless they are appointed to chairman.
- 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 other than Committee Chair, the vacancy shall be filled by the Board of Directors for the remainder of the term.

Section 3. Appointment, Term, and Vacancy of Committee Chair

- A. The Chair of the Committee shall be appointed by the Chair of the Board of Directors.
- B. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for appointment to the position of Chair.
- C. The term of office for Chair shall be two years.
- D. No individual shall serve more than one term as Chair of the committee.

- E. In the event of a vacancy in the office of Chair of the committee, the Chair of the Board of Directors shall appoint a new Chair from the eligible Board Development Committee members to serve the remainder of the term.
- F. An individual who shall have served a half term or more in the office of Chair shall be considered to have served a full term in the office.

Section 4. 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, 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 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 corporation Board of Directors and committees;
 - iv. methods for succession planning and
 - v. Board annual self assessment materials.
- E. to conduct Board orientation and Board development training sessions as needed and/or as directed by the Board of Directors.

Section 5. Nominations from the Floor.

- A. Nominations for any of the elected positions may be made from the floor at the annual meeting provided:
 - i. the individual to be nominated has consented in writing to serve if elected;
 - ii. the nomination along with the consent letter to serve if elected has been submitted to the Chair of the Board Development Committee and her/his designee, at least 5 working days before the convening of the annual meeting;

- iii. the prospective nominee meets the qualifications as determined by the Board Development Committee for the office for which she/he is being nominated.

Section 6. Quorum.

The quorum for meetings of the Board Development Committee shall be a majority of the members present, in good standing, in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE VI – ELECTION PROCEDURES

Section 1.

Election of Officers, Directors-at-large, Board Development Committee members, and National Council delegates shall occur by the method listed below.

Section 2.

The method of voting to be used at the annual meeting is by members present, in good standing, in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE VII – MEETINGS

Section 1. Annual Meeting.

- A. Scheduling. The corporation shall conduct an annual meeting of the corporation membership in the 1st quarter 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 or mailed or electronically transmitted to each member of the corporation not more than 45 days nor less than 20 days prior to the meeting.
- C. Business. At the annual meeting, the corporation shall:
 - i. elect Officers, Directors at large, 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 corporation in accordance with the process established by the Board of Directors.
- D. Quorum. The quorum for the annual meeting shall be 25% of the members of the corporation present, in good standing, in person or linked by telecommunication

or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings, provided that a majority of the council's Service Units are represented by at least 1 delegate.

- E. Voting.
 - i. Each member of the corporation 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 and/or absentee voting shall not be allowed.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the corporation membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the members of the Board of Directors then in office or by 25% of the members of the corporation. 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 or mailed or electronically transmitted or faxed to each member of the corporation at least 10 days prior to the meeting.
- C. Quorum. The quorum for a special meeting shall be a majority of the members of the corporation present, in good standing, in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.
- D. Voting. Voting shall be in accordance with Article VII, Section 1.E. of these bylaws.

ARTICLE VIII – ACTION BY WRITTEN OR ELECTRONIC BALLOT

Section 1. Action by Written or Electronic Ballot

- A. Unless prohibited or limited by state statute, the articles of incorporation or the bylaws, any action that may be taken at any annual, regular, or special meeting of the member may be taken without a meeting if the council delivers a written or electronic ballot to every member entitled to vote on the matter.
- B. A written or electronic ballot shall:
 - i. set forth each proposed action; and
 - ii. provide an opportunity to vote for or against each proposed action and an opportunity to write in an alternative selection

- C. Voting by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of affirmative votes equals or exceeds the number of votes that would be required to adopt the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- D. All solicitations for votes by written or electronic ballot shall:
 - i. indicate the number of responses needed to meet the quorum requirements;
 - ii. state the percentage or number of affirmative votes necessary to adopt each matter other than election directors; and
 - iii. specify the date, time by which a ballot must be received by the council in order to be counted.
- E. Except as otherwise provided in the articles or bylaws, a written or electronic ballot may not be revoked or changed once it is executed.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors shall consist of the elected and ex officio officers of the corporation and 15 Directors-at-large.

Section 2. Term of Office.

- A. The Directors-at-large shall be elected by ballot in accordance with Article VI of these bylaws for a term of 3 years or until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the annual meeting.
- C. The term of office of one-third (1/3) of the Directors-at-large shall expire at each annual meeting of the council.
- D. No individual shall serve more than two (2) consecutive terms 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.

Section 3. Vacancies.

A vacancy occurring in a position of Director-at-large shall be filled by the Board of Directors for the remainder of the unexpired term.

Section 4. Power, Authority, and Accountability.

- A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the council between meetings of the council, except as otherwise provided in these bylaws or by statute.
- B. Accountability. The Board of Directors is accountable to:
 - i. 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;
 - ii. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
 - iii. the state of incorporation for adherence to state corporation law;
 - iv. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 5. Regular Meetings.

- A. Scheduling. The Board of Directors shall hold at least 4 regular meetings a 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 days prior to the meeting.
- C. Quorum. A majority of the Board members then in office present, in good standing, in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the Board 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 and/or absentee voting shall not be allowed.

Section 6. 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 the Board members.

- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or electronically transmitted to each member of the board at least 24 hours prior to the meeting.
- C. Quorum. 51% of the Board members present, in good standing, in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the Board 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 and/or absentee voting shall not be allowed.

Section 7. Removal or Resignation

- A. Any Board member, including Officers, who fails to maintain membership or is absent from two (2) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, will have presumed to have resigned his/her position as a Board member of the council.
- B. Any Board member, including Officers, may be removed with or without cause by a three-fourths vote of the total number of the council Board of Directors.
- C. Any Board member, including officers, who submits a letter of resignation to the Chair of the Board or designee, will be considered resigned as of the date approved by the Executive Committee.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall consist of the elected Officers of the corporation and 2 Directors-at-large. The Chief Executive Officer shall serve as an ex officio member with voice but without vote. The Chief Financial Officer shall serve as an ex officio member with voice but without vote. The Directors-at-large shall be appointed by the Chair of the Board from the members of the Board of Directors.

Section 2. Duties.

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the corporation Board of Directors between the meetings of the board, except that the Executive Committee shall not:
 - i. adopt the budget;
 - ii. amend the bylaws;

- iii. 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. Reports. 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 as needed at the call of the Chair or upon written request of at least majority of the members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided 7 hours in advance of the meeting.

Section 4. Quorum.

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

ARTICLE X I– COMMITTEES

Section 1. Establishment

The Board of Directors may establish standing and special committees and/or task groups, and/or 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 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 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.
- C. At least 51% of the 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 2.A. or 2.B. of this Article.

Section 3. Quorum

The quorum for meetings of any committee or task group shall be a majority of the members present, in good standing, in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE XI I– 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 in accordance with Article VI 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 or Executive Committee shall fill delegate vacancies from among the elected alternates.

Article XIII – Finance

Section 1. Fiscal Year.

The fiscal year of the council is 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.

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 no later than 120 days after the end of each fiscal year 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 XIV – CONFLICT OF INTEREST

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

ARTICLE XV – 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 XVI – PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the council.

ARTICLE XVII – AMENDMENTS

These bylaws may be amended by two-thirds votes of those present, in good standing, and voting at an annual meeting of the council, provided that the proposed amendments shall have been included with the notice of the meeting.