



**GSCB Association and Service Unit
Delegate Guidebook**

October 2023

Welcome and Introduction

Association Chairs and Service Unit Delegates... You're Important!

Representing Girl Scouts of the Chesapeake Bay (GSCB) is an honor and a privilege. Our governance and delegate system somewhat mirrors that of our elected legislators who represent constituents. You are nominated by your peers and elected by those who are members of your Service Unit. When you accept the nomination, you are proudly stating your commitment to place the needs and desires of the council and Service Unit members above your own personal interests.

Association Chairs and Service Unit Delegates have very important responsibilities. They participate in meetings, engage in discussions on major issues, interact with association and service unit members, and gather input that influences policy. Chairs and Delegates attend the Annual Meeting to review financial reports, vote on Board of Director candidates, and give broad, general direction to the Board of Directors as it strives to make the most appropriate policy decisions.

This guidebook will answer many of your questions and help you understand the importance of your role in representing Girl Scout members at GSCB.

Table of Contents

Welcome and Introduction.....	2
GSCB Governance Structure	5
GSUSA Governance Structure.....	5
Governance and Operations	5
Governance	6
Operations.....	6
Examples of real-life governance vs. operations	8
GSCB Governance Structure.....	9
Board of Directors (Governance)	9
Board Development Committee (Governance).....	10
National Council Session Delegates (Governance).....	11
Association Chairs (Governance).....	11
Service Unit Delegates (Governance)	11
Chief Executive Officer (Operations)	11
Governance and Operations Diagrams	12
Association Chair and SU Delegate Election Process	12
Association Chair	12
Appointment.....	12
Term	13
Service Unit Delegates and Alternate Delegates.....	13
Delegate Requirements	13
Appointment.....	13
Terms	14
Association Management	14
Association Role	14
Association Meetings	15

Annual Meeting of the Association	15
Special Meetings of the Association	15
Association Chair	15
Association Chair Responsibilities in Action.....	16
Association Meeting Management.....	16
Communication with Association Members.....	16
Proposal Management	17
Service Unit Delegate Management	18
Service Unit Delegate Engagement and Participation.....	18
Annual Meeting	18
Special Meetings	18
Association Meetings	19
Service Unit Meetings	19
Communication report outs for Service Unit	19
Soliciting Service Unit Volunteer feedback.....	19
Governance Responsibilities.....	20
Proposals for policy and bylaws changes.....	20
GSCB Proposal Management.....	20
Influencing GSCB Policy: The Process of Proposal Submission	20
Step 1: Identification of the Issue / Proposal Concept.....	21
Step 2: Service Unit Proposal Presentation	22
Step 3: Association Proposal Presentation and Review	22
Step 4: Board of Directors Proposal Presentation.....	22
Proposal Workflow.....	23
Resources.....	24
Glossary of Terms.....	27

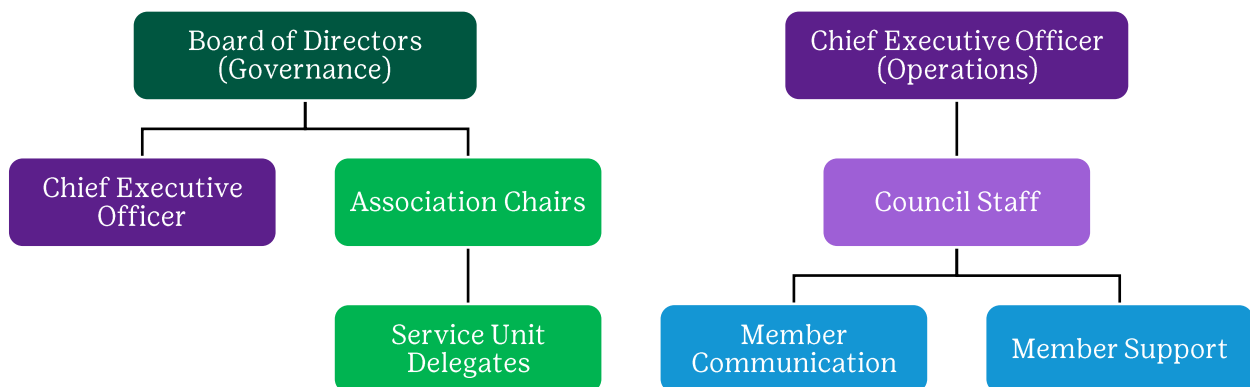
GSUB Governance Structure

GSUSA Governance Structure

Each Girl Scout council is modeled on the national organization’s efficient and effective structure and utilizes the same democratic governance system to achieve decisiveness, speed of action, and wise use of its resources. Girl Scouts of the USA received a Congressional Charter by a special act of the United States Congress in 1951. Girl Scout councils are chartered by GSUSA. Renewal of a council’s charter requires a satisfactory assessment of the council’s performance, generally over a period of four years. If the council meets all charter requirements and is developing, managing, and maintaining Girl Scouting throughout its area of jurisdiction, GSUSA’s national board of directors may recommend renewal. Special provisions for charter extensions may be made during the realignment period by GSUSA’s national board of directors.

Governance and Operations

There are two components that drive the success of the council: Governance and Operations. It is important to understand the differences and roles of each. Specifically, Governance volunteers create policy and operational volunteers deliver program. Governance is provided by the Board of Directors and the Board Development Committee who receive input and feedback from the members of the Corporation. Operations are managed and delivered by council staff and operational volunteers.



Governance

The governance functions of the council are those that relate to developing a vision for the future and the oversight of the council's corporate, legal, and fiscal responsibilities. The chair of the board has primary responsibility for governance, and these functions are carried out by the volunteer board of directors and officers, with appropriate involvement by the delegates. The board of directors has responsibilities including policymaking, fund development, and strategic planning. In carrying out their responsibilities, they comply with state and federal law, our charter with GSUSA, our Code of Regulations, and our established board policies.

This involves:

- Fulfilling charter and legal obligations
- Defining the council's strategic goals and objectives
- Ensuring the organizations long-term sustainability
- Hire and evaluate the Chief Executive Officer (CEO)
- Protect the council's assets.
- Make, review, and change policies.
- Overseeing the annual budget, including transfer of major dollars from one fund to another.

The CEO is a staff member who works closely with the officers and board of directors. They are an *ex officio* member and non-voting member of the board of directors. Additional staff members provide information and support for the board and its committees.

Members of the board of directors and the council nominating committee are elected by the members of the corporation at the Annual Meeting of the Council, held each spring.

Operations

The CEO is employed by the board of directors and has primary responsibility for the operations functions of the council. These include organizing and directing council operations in conformity with goals, policies, and standards established by Girl Scouts of the U.S.A. and the council's board of directors.

This involves:

- Administration of Girl Scout Program.
- Direct work on employed staff and operational volunteers.
- Developing and administering the budget.
- File governance reports properly and on time.
- Implement Strategic plan.
- Implement Policies
- Helping the board carry out its fundraising plans.

Many volunteers (troop leaders, service unit team members, product program volunteers, program volunteers, camp maintenance volunteers, and many others) along with the full-time staff members carry out the management work of the council.

This involves:

- Tactical planning (developing annual objectives, action steps, and activities which support the council's goals).
- Recruiting, registering, and serving girls in a wide variety of settings.
- Recruiting and training adults.
- Developing programs.
- Product program management.

Examples of real-life governance vs. operations

GSCB Governance (Green) and Operations (Blue) Responsibility Matrix					
Responsibility	Board of Directors	Chief Executive Officer (CEO)	Service Unit Delegates	Council Staff	Operational Volunteers
Adopts policies that govern all GSCB activities	Decision	Implements	Input	Supports	Input
Formulates GSCBs strategic goals	Decision	Input		Input	
Selects and appoints the CEO	Decision			Input	
Adopts the annual operating budget	Decision	Implements		Supports	
Adopts council bylaws	Decision	Implements	Decision	Supports	Input
Plans a fund development campaign	Decision/Input	Develops/Implements		Supports	
Suggests changes to bylaws	Decision	Input	Proposes	Input	Input
Acquires or divests of property	Decision	Supports	Input	Supports	Input
Elects officers, board members, and National Council Delegates	Decision	Supports	Decision	Supports	Input
Submits proposals to change policy and bylaws	Input	Supports	Responsible	Supports	Input
Creates annual operating goals that align with the strategic plan	Input	Decision		Develops/Implements	
Develops operating procedures	Input	Decision	Input	Develops	Input
Develops the annual operating budget	Input	Develops/Implements		Develops/Implements	
Hires the staff		Decision		Supports	

GSCB Governance Structure

Girl Scouts of the Chesapeake Bay Council, Inc. is known as the “Council” or “Corporation”. The composition of the voting members of the Corporation consists of the following.

- Elected members of the [Board of Directors](#)
- Members of the [Board Development Committee](#)
- Elected [Delegates to the National Council](#)
- Appointed [Association Chairs](#)
- Elected [Service Unit Delegates](#)

The Corporation shall be comprised of no less than 100 voting members, with at least two-thirds of the voting members of the Corporation being Service Unit Delegates.

Board of Directors (Governance)

The Board of Directors is ultimately responsible for all policy and fiduciary decisions. The Board is the body responsible for the governance of the Council and for acting on any governance issues. The Board's major functions include:

- **Fulfilling Charter Obligations and Corporate Responsibilities** - The Board is responsible for the Council meeting charter obligations. In addition, state law provides for certain powers that are outlined in the Council's articles of incorporation and bylaws. Amending the bylaws can only be done by action of the delegates. The Board is responsible for initiating the necessary action for revision. The Board must also be familiar with federal and state legislation and regulations affecting not-for-profit organizations.
- **Policymaking** - It is the responsibility of the Board of Directors to establish policies that are consistent with policies of GSUSA and to make the policy-level decisions that govern all of the activities of GSCB Through Board Committees, the Board hears diverse views before acting on a matter that will have significant impact.
- **Selection & Performance Evaluation of the CEO** - The search process and hiring/evaluation of the Chief Executive Officer are arguably the most important decisions a Board is called upon to make. An evaluation of the Chief Executive

Officer is conducted annually and is based on agreed-upon personal performance goals that support the council's corporate goals.

- **Strategic Planning** - The strategic planning process establishes corporate goals that give direction to a long-term integrated strategy for the acquisition, development and disposition of critical resources (human, fiscal and property) and to the development of annual operating objectives and budgets that support corporate goals.
- **Fund Development** - Fund development is the ongoing process of generating public support and enables board members to fulfill their responsibility for securing adequate funding for Girl Scouts within the council jurisdiction.
- **Fiduciary Oversight** - It is the Board's responsibility to maintain the fiscal assets of the organization in such a way as to be able to sustain and grow Girl Scouting throughout the jurisdiction. This is done in a variety of ways including providing adequate insurance, dependable outside legal counsel, a qualified accounting firm to perform an annual audit, approving an annual operating budget, guidelines for accepting all gifts including cash and non-cash contributions and investment policies.
- **Interaction with the Community** - Board members can help create broader awareness of the relevance and quality of the Girl Scout program through their own participation in community networks.
- **Oversight of the Management Function** - The Chief Executive Officer manages the day-to-day work of the Council, making all operational decisions, including the appointment and release of operational volunteers and employed staff. One important way in which the Board monitors the work of the Chief Executive Officer is by reviewing regular financial and management reports.

Board Development Committee (Governance)

The Board Development Committee is a standing committee of the Board of Directors, and monitors the effectiveness of the Council's executive functions by:

- identifying and recruiting qualified individuals for all elected positions, including the Officers, directors-at-large, Board Development Committee members, and National Council Delegates and Alternates
- assisting in identifying and recruiting qualified individuals willing to serve on the various Board committees

- annually providing at least one slate of candidates for all elected positions
- creating programs for, and conducting, Board orientation, training and development

National Council Session Delegates (Governance)

The National Council is the membership body of Girl Scouts of the USA charged with providing input and broad direction to the future of the Girl Scout Movement. National Council Delegates serve as Girl Scouts of the Chesapeake Bays voting members at the National Council Sessions.

Association Chairs (Governance)

Association Chairs guide the members of their Association in their governance responsibilities. Ensuring the following items are effectively communicated and managed.

- Service Unit Delegates Training
- Meeting notifications
- Meeting Coordination
- Proposal Management

Service Unit Delegates (Governance)

Service Unit Delegates are a decision influencing group that focuses on the following.

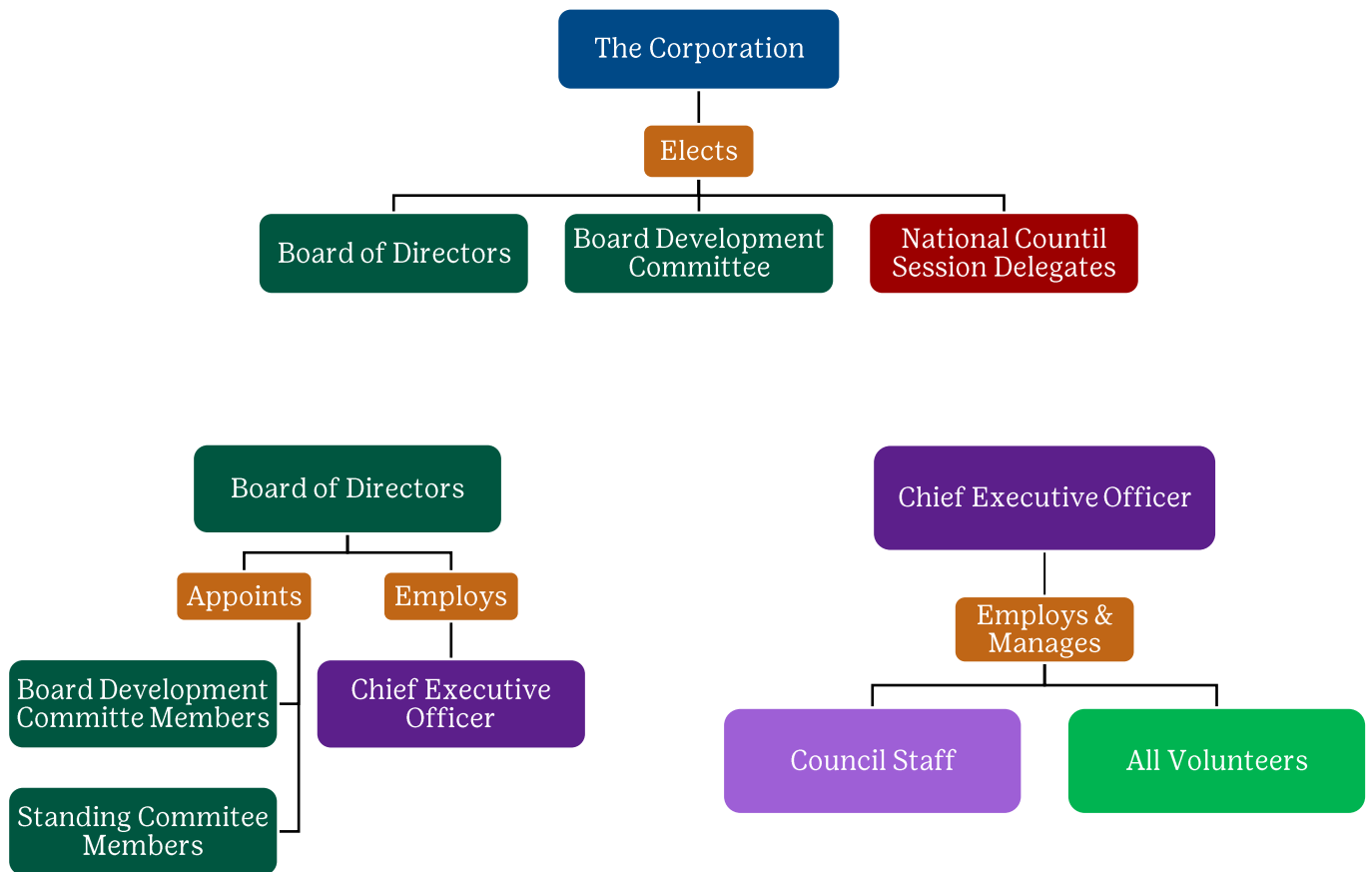
- Participation, attendance, and voting at the GSCB Annual Meeting
- Participation and attendance at the annual Association Meeting
- Communication with local Service Unit Membership regarding Association and Council business

Chief Executive Officer (Operations)

The Chief Executive Officer oversees the following.

- Implementation of key priorities
- communication to the Board of Directors
- Employment of Council Staff
- Assignment of operational volunteers

Governance and Operations Diagrams



Association Chair and SU Delegate Election Process

Association Chair

Appointment

In February of each year a request for Association Chair nominations will be sent to all members of Council. Nominations are to be submitted to the [GSCB Association Chair Nomination Form](#) and provided to the Board Chair for review.

At the first meeting following the Council Annual Meeting the board of directors will vote on the appointment of the slate of Association Chairs.

Term

The Association Chair shall be appointed for a term of two years, beginning July 1, and ending June 30 two years hence, or until a successor is appointed, and shall serve for no more than two consecutive terms.

All vacancies shall be filled by the Board Chair, subject to the approval of the board of directors.

Service Unit Delegates and Alternate Delegates

Electing delegates and alternates for your Service Unit ensures that the voice of your Service Unit is heard at the Annual Meeting.

Delegate Requirements

- Registered member of Girl Scouts
- Must be 14 years of age or older
- Have an understanding of the council structure
- Have the ability to consider actions and how they support and impact the well-being of council
- Have the time to attend and participate in council meetings as necessary (including but not limited to:
 - Annual Meeting
 - Association Meetings
 - Special Meetings as scheduled
 - Service Unit Meetings to report to members
- Knowledge or willingness to learn GSCB council bylaws

Appointment

Between April 1st and June 30th of each year, Service Units will hold Service Unit Delegate and Alternate Delegate Elections where members will vote on proposed nominees. Each Service Unit shall be entitled to the following delegates based on the number of girls in the Service Unit as of September 30th of the preceding year:

- Each SU shall have two (2) delegates (1-75 girl members)
- One (1) additional delegate for every 75 girl members thereafter.

Each Service Unit shall have at least one (1) Alternates elected to serve and attend meetings in place of a Delegate, but may have up to one (1) Alternate per Delegate. After the election has taken place, the Service Unit Manager will complete the [GSCB Service Unit Delegate Election Form](#) by June 30th to communicate their Service Unit Delegate and Alternate elects to council.

Terms

Delegates shall serve for a term of one (1) year beginning July 1st through June 30th or until their successors are elected and assume office. No Delegate may serve more than three (3) consecutive terms without an interval of one year. If a Delegate is unable to complete their term, and there is more than one Alternate willing/able to fill the vacancy, the Service Unit Manager will include the election of an Alternate to the Delegate position as an item on the Service Unit business agenda.

Association Management

Association Role

An Association is a geographic subdivision, established and evaluated by the board of directors. Associations hold decision influencing meetings with their members, including girls, to have a voice on key issues affecting the Council and the movement. GSCB is comprised of six Associations that are led by an Association Chair and made up of members in defined Service Units.

Responsibilities of the Association include:

- Make recommendations to the Board Chair for appointment of the Association Chair
- Advise on proposed plans, policies, and other matters referred to the Association by the board of directors.
- Participate in the strategic planning process as delegated by the board of directors.
- Submit proposals to the board of directors for improving the quality of Girl Scouting.
- Perform such other duties as may be delegated.

Association Meetings

Annual Meeting of the Association

Regular meetings of the Association are held once a year, typically in the winter. The purpose an Association Meeting is to provide members (adults and girls 14 years and older) the opportunity to receive update and provide input into council policy and governance decisions, provide feedback, and participate in discussion and forums necessary to ensure consistent, quality service delivery of the Girl Scout program, and help set and support strategic goals of the council.

Special Meetings of the Association

Special meetings of the Association may be called by the Association Chair, Board of Directors, at a written request of the Delegates of the Association.

Association Chair

Each Association shall have an Association Chair, appointed by the Board of Directors at the recommendations of the respective Association.

Responsibilities of the Association Chair include:

- Guide the members of the Association in their responsibilities.
- Communicate with Service Unit Managers (SUM) and Service Unit Delegates, encouraging participation in the Association and Annual Council Meetings.
- Participate in the Annual Council Meetings
- Convene, if necessary, Delegates of the Association to inform them about issues to be considered, including proposals submitted by a member of their Association.
- Communicate with Service Unit Managers regarding their allotment of Delegates positions, election of Delegates and Alternate Delegates, and process for submission of election results.
- Perform such other duties as may be delegated.

Association Chair Responsibilities in Action

Association Meeting Management

The Association Chair works closely with their GSCB Council Staff Liaison to plan and execute at least one Association Meeting annually.

Planning

- Support coordination of meeting location in the local Association geography.
- Coordinate purchase, delivery, and setup of refreshments for the meeting.
- Request recommendations for Association Meeting agenda items from Service Unit Delegates in Association.
- Serve as the main point of contact for all Service Unit Delegates.
 - Announce registration.
 - Share meeting details.

Execution

- Coordinator room setup
 - Including tables, chairs, technology, access, etc.
- Assign a meeting record keeper to keep minutes from the meeting.
- Prepare and email completed meeting minutes following the meeting to governance@cbgsc.org

Communication with Association Members

The Association Chair serves as a main point of contact for Service Unit Delegates throughout their experience.

Appointment

When Service Unit Delegates are appointed, they are welcomed to their role by the Association Chair and provided with information and resources that allow them to understand their responsibilities and best practices for engaging in the governance process.

This communication includes.

- Association and Service Unit Guidebook
- Service Unit Delegate Position Description
- Training Opportunities
- Save the Dates for the upcoming year

Trainings

The Association Chair will work with their GSCB Staff Liaison to facilitate and track Service Unit Delegate online learning completion. Engaging and communicating with those who haven't completed their required training, ensuring compliance with role expectations.

The Association Chair(s) will host a virtual Meet and Greet for Service Unit Delegates each September, ensuring members have the opportunity to meet their peers, ask questions, and understand the important role they play.

Proposal Management

Girl Scouts of the Chesapeake Bay Members can develop and submit proposals for consideration by Girl Scout Leadership and/or the Board of Directors. It is the Association Chairs responsibility to support, review, and submit any proposals brought forth by Girl Scout Members within with Association geography.

When a proposal is received by the Association Chair, they will notify their Service Unit Delegates as well as coordinate an opportunity for collective consideration and input.

The Association Chair will

- Provide a copy of the proposal to all Service Unit Delegates in their Association.
- Coordinate an opportunity for a virtual Association Meeting with their GSCB Council Staff liaison.
- Notify their Service Unit Delegates of the meeting date, time, location, and any other important information.
- Document input and further considerations, to be provided to the maker of the proposal.
- Submit final proposal to the Board of Directors for consideration via the [GSCB Proposal Submission Form](#)

The Association Chair will be notified of any acting taken by the Board and they will inform their Service Unit Delegate body as to the outcome.

More information on the **GSCB Proposal Management** section.

Service Unit Delegate Management

Service Unit Delegate Engagement and Participation

Throughout their term, Service Unit Delegates should be prepared to participate in council meetings as necessary and be prepared to do the following:

- Keep informed of national and council policies, standards, and decisions.
- Communicate with those you represent to be sure they understand issues emanating from the board, and to be sure you are aware of their opinions on such issues.
- Keep informed of other governance policy issues that concern your constituency and be sure that these concerns are heard.

Delegates are required to attend a number of meetings throughout the year to fulfill the duties of their position. These include:

- Annual Meeting of the Council
- Any special meeting of the corporation called by the Board Chair.
- Any special meeting of the association called by the Association or Board Chair.
- Delegate Forums
- Service Unit Meetings

Annual Meeting

Service Unit Delegates are required to attend the GSCB Annual Meeting which is held in April of each year. If the delegate is unable to fulfill this obligation, the alternate delegate will attend. At this meeting Service Unit Delegates do the following:

- elect officers, board, board development committee, and national council delegates
- amend the Articles of Incorporation and Code of Regulations
- conduct business that may come before the council
- take action requiring membership vote
- determine general policy direction for Girl Scouting

Special Meetings

Any special meeting of the corporation or association called by the Association or Board chair upon written request of two-thirds of the board of directors or one-third of the corporate members for a specific purpose.

Association Meetings

Regular meetings of the Association are held once a year, typically in the winter. The purpose an Association Meeting is to provide members (adults and girls 14 years and older) the opportunity to receive update and provide input into council policy and governance decisions, provide feedback, and participate in discussion and forums necessary to ensure consistent, quality service delivery of the Girl Scout program, and help set and support strategic goals of the council.

Service Unit Meetings

The delegate role at service unit meetings is to discuss agenda items with the members and bring opinions and concerns about policy issues to Delegate Forums. After the Association Meetings, Annual Meeting, and any special corporation meetings, the delegate reports back to the service unit on action taken.

Communication report outs for Service Unit

The Service Unit Delegate serves as a main point of communication of governance related topics for members within their Service Unit.

This communication includes:

- Report outs following the Association Meeting, Annual Meeting, or any special meetings
- Results / outcomes of any voting that occurred
- Any resources that were shared (such as the Annual Report)
- Save the Dates for the upcoming year

Soliciting Service Unit Volunteer feedback

Just as the Service Unit Delegate's role is to report outcomes to members in their Service Unit, it is equally important to obtain feedback from their members. The Service Unit Delegate will then communicate this feedback to the Association Chair.

This feedback may include:

- The solicitation of topics that are important to members to be discussed at Association Meetings
- Feedback regarding outcomes of topics discussed at Association Meetings
- Feedback regarding outcomes of voting / actions taken at the Annual Meeting

Governance Responsibilities

Proposals for policy and bylaws changes

Girl Scouts of the Chesapeake Bay Members can develop and submit proposals for consideration by Girl Scout Leadership and/or the Board of Directors. It is the Service Unit Delegate's responsibility to support, review, and submit any proposals brought forth by Girl Scout Members to the Association Chair for further review.

When a proposal is received by the Service Unit Delegate, they will notify their Service Unit Manager for inclusion on an upcoming Service Unit Meeting agenda. This will serve as an opportunity for collective consideration and input by Service Unit Members.

The Service Unit Delegate will:

- Coordinate an opportunity for addition to the agenda at an upcoming Service Unit meeting with their Service Unit Manager.
- Present the proposal to their Service Unit Members for further consideration, discussion, and refinement.
- Document input and further considerations, in coordination with the maker of the proposal.
- Submit the proposal to the Association Chair for further consideration via the [GSCB Proposal Submission Form](#)

More information on the **GSCB Proposal Management** section.

GSCB Proposal Management

Influencing GSCB Policy: The Process of Proposal Submission

A proposal is an item of business that appears in the delegate workbook for the Annual Meeting. All items to be submitted by a Corporate Member for consideration by the Corporation at the Annual Meeting must be submitted in writing to the Chair of the Board not less than one hundred (100) days prior to the Annual Meeting. The Board of Directors

shall determine whether such proposals relate to matters that should properly be acted on by the Corporation.

When a GSCB Member has a concern, there is a formal communication process between the membership and the Board of Directors where their voice can be heard. Proposals related to Council policy or bylaws may be submitted by registered members of the Girl Scouts of the Chesapeake Bay, 14 years of age or older, for potential consideration by the Board of Directors.

That process for proposal submission is defined in the following steps.

Step 1: Identification of the Issue / Proposal Concept

Girl Scout Member identifies an issue that they wish to change at the Council level. It is up to them to conduct the necessary research and draft a [GSCB Proposal Identification Worksheet](#), which they will present to their Service Unit Members and Delegates for consideration. In this form, they should be prepared to identify the following:

- Define what you want to happen
 - Identify the issue you wish to address. Be sure it is only one issue, not several linked together.
 - Research why the policy or procedure came about in the first place.
- Assess how the change will affect others
 - Consider what affect this change might have on your Service Unit or the Council
- Justification: The justification for your proposal should not go over 500 words.
 - Include the information you have researched and collected.
 - Write a clear rationale for the change and indicate the effects that the recommended change would have on the membership.
 - Ensure that the proposal addresses a governance issue that affects the entire Council and that all information is complete.

Step 2: Service Unit Proposal Presentation

With the [GSCB Proposal Identification Worksheet](#) completed, the Girl Scout member will present it to their Service Unit Members and Delegates for further consideration and refinement.

Once the Proposal has been discussed and any revisions are defined, the Service Unit Delegate will support the Girl Scout Member in submitting their proposal through the [GSCB Proposal Submission Form](#).

Step 3: Association Proposal Presentation and Review

This preliminary Proposal will be submitted to the Associate Chair for review and consideration by the full Association. Association Chair will then convene a meeting of their Association for the review and consideration of the proposal.

A proposal must be approved by majority vote at a meeting of Service Unit Delegates. Delegates do not have to agree with, or believe in, the proposal being submitted. By moving the proposal forward, SU Delegates are indicating that they are aware of the proposal and believe the matter to have governance implications.

If this Preliminary Proposal gains the required support, the Associate Chair will prepare the [GSCB Proposal Submission Form](#) to be forwarded to the Board of Directors.

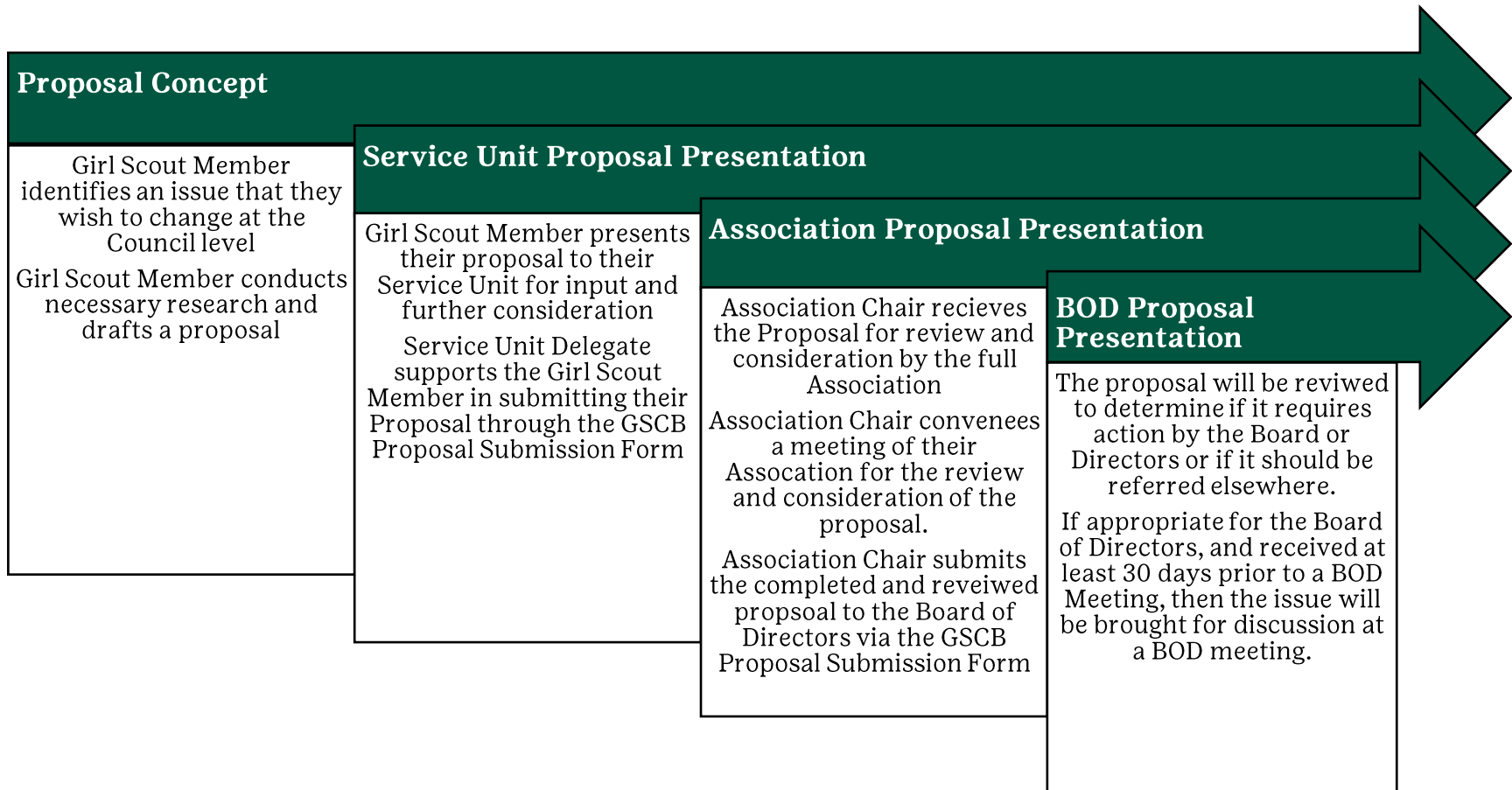
Step 4: Board of Directors Proposal Presentation

Once received, the proposal will be reviewed to determine if it requires action by the Board of Directors or if it should be referred to elsewhere. If the proposal is deemed appropriate for consideration by the Board of Directors and is received at least 30 days prior to a scheduled Board Meeting, then the issue will be brought for discussion at that meeting. The BOD has final decision on all policy matters.

Follow-up communications shall include the following:

- The Chief of Staff will inform the Association Chair of the decision and timetable for discussion by the BOD, if applicable.
- The Association Chair will be notified of any action taken by the BOD.
- The Association Chair will inform the delegate body as to the outcome.

Proposal Workflow



Resources

Article of Incorporation

[GSCB Articles of Incorporation](#)

Association Chair Nomination

[GSCB Association Chair Nomination Form](#)

Bylaws

[GSCB Bylaws – April 19, 2023](#)

Governance Webpage

[GSCB Governance and Financials](#)

gsLearn

[200: GSCB Association and Service Unit Delegate Orientation](#)

Position Descriptions

[Board of Directors](#)

[Board Development Committee](#)

[Delegate to the National Council](#)

[Association Chair](#)

[Service Unit Delegates](#)

Proposal Resources

[GSCB Proposal Identification Worksheet](#)

[GSCB Proposal Submission Form](#)

Parliamentary Procedure

Parliamentary Reference at a Glance

QUORUM: A quorum is the minimum number of members who must be present at a meeting for business to be legally transacted. PARLIAMENTARY PROCEDURE: The parliamentary rules followed by Girl Scouts of the Chesapeake Bay are Robert’s Rules of Order Newly Revised.

To do This	You Say This	May You Interrupt Speaker?	Must You be Seconded?	Is This Motion Debatable?	What Vote is Required?
Obtain the floor	“Madame President”	No	No	No	No Vote
Make a motion	“I move to/that (state what you want to do)”	No	Yes	Yes	Majority
Second a motion (not needed if motion comes from committee)	“I second the motion”	No	No	NO	No Vote
Amend a motion	“I move to amend the motion by (inserting, add, striking, or striking and inserting)”	No	Yes	Yes	Majority
“Nominate from the floor”	“I nominate (person’s name)”	No	Yes	Yes	Majority
“Withdraw motion/nominee”	“I ask permission to withdraw the motion”	No	No	NO	Majority
Have something studied further	“I move to refer the question to (state time)” name the committee/person to study it.	No	Yes	Yes	Majority
Limit or extend limits of debate	“I move to limit debate to (state unit of time or number of speakers)”	No	Yes	No	2/3 Vote
*Close debate	“I move the previous question”	No	Yes	No	2/3 Vote
*Postpone consideration of something	“I move to postpone the question to (state time)”	No	Yes	Yes	Majority
*Suspend further consideration of something	“I move to table the motion”	No	Yes	No	Majority
*Postpone indefinitely	“I move that the question be postponed indefinitely”	No	Yes	Yes	Majority
*Take up a matter previously tabled	“I move to take from the table”	No	Yes	No	Majority

To do This	You Say This	May You Interrupt Speaker?	Must You be Seconded?	Is This Motion Debatable?	What Vote is Required?
*Reconsider something already voted on	"I move to reconsider the vote on (state the motion on which the vote was taken)"	No	Yes	Yes	Majority
*Consider something out of its scheduled order	"I move to suspend the rules and consider...."	No	Yes	No	2/3 Vote
Parliamentary inquiry	"I rise to a parliamentary inquiry"	Yes	No	No	Majority
*Object to a procedure or a personal affront	"Point of Order"	Yes	No	No	No Vote
*Ask for a vote by actual count to verify a voice vote or inclusive show of hands	"I call for a division of the house"	No	No	No	No Vote
*Request information not related to parliamentary procedure about pending business	"Point of Information"	Yes	No	No	No Vote
*Appeal the chair's ruling	"I appeal the chair's decision"	Yes	Yes	Yes	Majority
*Recess the meeting	"I move the meeting be recessed until...."	No	Yes	Yes	Majority
*Adjourn the meeting	"I move the meeting be adjourned"	No	Yes	No	Majority

Service Unit Delegate Election Form

[GSCB Service Unit Delegate Election Form](#)

Glossary of Terms

Alternate Delegate

An Alternate Delegate is a member who has been elected through her/his Service Unit. This person is prepared to serve as a Delegate if the elected Delegate cannot continue her/his duties during their term. In addition, the Alternate may vote at the GSCB Annual Meeting if the elected Delegate is unable to be present. The Alternate Delegate shall be able to perform the duties as specified in this document.

Annual Meeting

The required meeting is held each year to elect Council officers, directors- at large, members of the Board Development Committee and National Council Session Delegates and for the Board to present stewardship and financial reports to the membership.

Articles of Incorporation

Articles of incorporation, sometimes called a certification of formation or a charter, are a set of documents filed with a government body to legally document a corporation's creation. These legal documents contain general information about the corporation, including the business name and business location.

Associations

Geographic subdivisions regions specified by the Board of Directors, known as associations. The area associations (areas) are governance bodies. Each registered adult member of the council and each girl fourteen years of age or older shall be a member of one (1) area association of the member's choice. The members may only vote or stand for election in that area. Area associations meet in the fall and spring of each year. In addition to electing officers in the spring and delegates and alternates in the fall, they provide opportunities for volunteers to meet and discuss matters of interest, to recognize the contributions of members, to receive information from the Board of Directors and to provide feedback to the board. In addition, some areas may provide girl programs to improve the quality of Girl Scouting in the community.

Association Chair

The Association Chair coordinates Service Unit Delegate elections within their association and facilitates an open communication channel between the GSCB Board of Directors via the Director of Volunteer Engagement and the Association Members.

Associations Meetings

The purpose of the Association Meeting is to provide members (adults and girls 14 years and older) the opportunity to receive update and provide input into council policy and governance decisions, provide feedback, and participate in discussion and forums necessary to ensure consistent, quality service delivery of the Girl Scout program, and help set and support strategic goals of the council.

Board Development Committee

The committee is elected by the Corporation whose responsibility is to recruit candidates and prepare and present slates of nominees for election by the Corporation.

Board of Directors

The Board of Directors consists of the officers of the council, (Chair, 1st Vice Chair, 2nd Vice Chair, Secretary, Treasurer, and the CEO who serves as an *ex officio* non-voting member) and nine to twelve directors (members-at-large). The Board of Directors is selected from members of the communities GSCB serves and may or may not have a background in Girl Scouts. The board also includes two girl representatives who are non-voting but otherwise fully participating. These positions are filled by the Board of Directors for one-year terms based on recommendations from the Board Development Committee after the review of applications from girls who will be at least 14 years of age at the time of service.

Bylaws

A blueprint or the rules of how the corporation functions.

Corporation (Council)

GSCB is a corporation (council) made up of all registered members; a body created by law and authorized for purposes as stated in its Articles of Incorporation and bylaws. The

membership of the corporation consists of all registered adult Girl Scouts and girl members aged 14 and over.

Delegate

A registered Girl Scout adult or girl member who is age 14 and over, elected from a specific Service Unit to represent his/her membership at the annual meeting. More than one delegate represents each area. The exact number is determined by a formula based on membership. This position has a one-year term with an option to be reelected. As representatives of their Service Units, delegates are the communication link between their members and the Board of Directors and are an important part of the Democratic Process in GSBC. In addition to this link, delegates vote on changes to the bylaws, the slate of officers and members-at-large of the Board of Directors, national delegates and alternates, and Board Development Committee members.

National Council Delegates

Every three years, GSUSA holds a national session. Each council elects' delegates to represent them at this session. These delegates then report back to the council membership the actions at that session. Those who wish to become delegates to represent GSCB at the GSUSA national session submit applications to the Board Development Committee for review. The BDC then presents nominations as part of the slate to be voted on at the annual meeting.

Parliamentary Procedure

The parliamentary rules followed by Girl Scouts of the Chesapeake Bay are Robert's Rules of Order Newly Revised.

Proposals

A proposal is an item of business that appears in the delegate workbook for the Annual Meeting. All items to be submitted by a Corporate Member for consideration by the Corporation at the Annual Meeting must be submitted in writing to the Chair of the Board not less than one hundred (100) days prior to the Annual Meeting. The Board of Directors shall determine whether such proposals relate to matters that should properly be acted on by the Corporation.

Quorum

A quorum is the minimum number of members who must be present at a meeting for business to be legally transacted.

Service Unit

A geographic service delivery subdivision within the Council.