



Girl Scouts of the Chesapeake Bay

Bylaws Task Force

Members: Kim Ziolkowski, chair, Lesley Czochor, Gail Foltz, Lyn Gill, Barbara Hill, Sindy Rodriguez

<p>The Bylaws Task Force reviewed the Bylaws adopted on April 29, 2020, to ensure clarity that guides the decision-making process of the Council. As you review the proposed changes, please note the following blanket language changes throughout the document. The rationale will simply state, no significant changes.</p>		<p>Glossary of Acronyms</p>	
Notices & Communication channels: provided in writing, mail, fax or by phone	Electronically	Board Development Committee	BDC
Meeting attendance/Quorum: Conference telephone, or other communications equipment	In-person or electronically	Board of Directors	BODs
Election option: mail ballot & proxy	All instances removed as an election option due to current way of work. Maintaining in person, electronically, or linked by telecommunication.	Chief Executive Officer	CEO
Annual Council Meeting	Council Annual Meeting	Girl Scouts of the Chesapeake Bay	GSCB
With voice but without vote	<i>ex officio</i> non-voting	Girl Scouts of the United States of America	GSUSA
		National Council Session	NCS
		Service Unit	SU & SUs
		Service Unit Manager	SUM & SUMs
		<p>Consistency Items</p>	
		Capitalization	Style
		Alternate	<i>ex officio</i> (italicize, no hyphen)
		Board	non-voting (hyphen)
		Committee	Numbers 1 – 10 displayed as one (1)
		Council & Council Annual Meeting	Numbers >10 displayed as the number
		Delegate	
Members	Definition		
Members of the Corporation	Individuals 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through the Council.		
Voting Members of the Corporation	Elected Board Members, Board Development Committee Members, Delegates elected by Service Units, Association Chairs, and National Council Session Delegates are voting members of the Corporation.		

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
Article I - Name	<p>The name of the corporation shall be Girl Scouts of the Chesapeake Bay Council, Inc., hereinafter referred to as “Council” or “Corporation,” a not-for-profit corporation organized under the laws of the state of Delaware.¹</p> <hr/> <p>¹ The Council/Corporation although incorporated through the state of Delaware encompasses members in the following states: Delaware, Maryland and Virginia.</p>	<p>The name of the Corporation shall be Girl Scouts of the Chesapeake Bay Council, Inc., hereinafter referred to as “Council” or “Corporation,” a not-for-profit Corporation organized under the laws of the state of Delaware.¹</p> <hr/> <p>¹ The Council/Corporation although incorporated through the state of Delaware encompasses members in the following states: Delaware, Maryland and Virginia.</p>	No significant changes
Article II - Purpose	<p>The purpose of the Council shall be as defined in the Certificate 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.</p>	<p>The purpose of the Council shall be as defined in the Certificate 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 (GSUSA).</p>	No changes
Article III - Members			
Section 1. Eligibility	<p>Individuals 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through the Council are eligible to be members of the Corporation.</p>	<p>Individuals 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through the Council are members of the Corporation and are eligible to be voting members of the Corporation.</p>	Clarified eligibility for voting members
Section 2. Composition	<p>A. Members of the Corporation shall consist of:</p> <ol style="list-style-type: none"> 1. Elected members of the Board of Directors, if not otherwise members of the Corporation; 2. Members of the Board Development Committee (<i>Nominating Committee</i>), if not otherwise members of 	<p>A. Voting members of the Corporation shall consist of:</p> <ol style="list-style-type: none"> 1. Elected members of the Board of Directors (BODs), if not otherwise voting members of the Corporation; 2. Members of the Board Development Committee (BDC) (<i>Nominating Committee</i>), if not otherwise voting members of the 	No significant changes

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	<p>the Corporation; 3. Delegates elected by Service Units (subdivisions of the Associations established by council that serve geographic areas within the Association areas). 4. Association Chairs, if not otherwise members of the Corporation. B. The number of members of the Corporation shall be no less than 100. C. At least two-thirds (2/3) of the members of the Corporation shall be those elected by Service Units.</p>	<p>Corporation; 3. Delegates elected by Service Units (SUs), defined as subdivisions of the Associations, established by the Council that serve geographic areas within the Association areas. 4. Association Chairs, if not otherwise voting members of the Corporation. 5. Current National Council Session (NCS) Delegates as elected by the Corporation. NCS Delegates who also serve as SU Delegates are entitled to a single vote, per Article IV, Section 2, E. 2. B. The number of voting members of the Corporation shall be no less than 100. C. At least two-thirds (2/3) of the voting members of the Corporation shall be those elected by SUs.</p>	<p>5 – Added this section. This Bylaw change added current NCS Delegates to the list of identified voting members of the Corporation. GSUSA does not prohibit a SU Delegate from simultaneously serving as an NCS Delegate. In order to permit this, however, a local Council’s Bylaws must explicitly state this. Per Bylaws Article VII, Section 2, E. 2. no member shall vote in more than one capacity, thus any SU Delegate who is also elected to be a NCS Delegate is limited to a single vote at the Council Annual Meeting.</p>
<p>Section 3. Association</p>	<p>A. Geographic Subdivisions: The Board of Directors shall establish geographic subdivisions within the Council jurisdiction. B. Members: There shall be within each geographic subdivision an Association. Each member of the Girl Scout movement 14 years of age or over, registered through the Council and residing or working in the geographic subdivision, shall be a member of an Association and is eligible to be elected as a Delegate or an Alternate. C. Responsibility of the Association: 1. Make recommendations to the Board Chair of the Council for the appointment of the Association Chair. 2. Advise on proposed plans, policies and other matters referred to the</p>	<p>A. Geographic Subdivisions: The Board of Directors shall establish geographic subdivisions within the Council jurisdiction and reassess the boundaries as needed. There shall be within each geographic subdivision an Association, which will hold decision-influencing meetings for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement. B. Members: Each member of the Girl Scout Movement 14 years of age or over, registered through the Council and residing or working in the geographic subdivision, shall be a member of an Association and is eligible to be elected as a Delegate or an Alternate. C. Responsibility of the Association: 1. Make recommendations to the Board</p>	<p>Reassessment of the number of Associations may be necessary due to fluctuation in membership numbers. A. and B. Moved the first statement in part B to part A, and repositioned statements from Article VII, section 4, part B 1., to emphasize that the Associations within the geographic subdivisions are the means through which the membership can voice their comments and concerns on key issues affecting the Council and the Movement.</p>

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	<p>Association by the Board of Directors.</p> <ol style="list-style-type: none"> 3. Participate in the strategic planning process as delegated by the Board of Directors. 4. Submit proposals to the Board of Directors for improving the quality of Girl Scouting. 5. Perform such other duties as may be delegated by the Board of Directors. <p>D. Meetings of the Association: Regular meetings of the Association shall be held at least one time each year, within a time cycle determined by the Board of Directors. A second meeting may be held at the discretion of the Association Chair. Notice of the meeting(s) shall be provided in writing (mail, fax or electronically) or by phone to each member of the Association not less than ten (10) business days before the meeting.</p> <p>E. Special Meetings of the Association: Special meetings shall be called by the Association Chair, or at the request of the Board of Directors, or upon written request to the Association Chair of one more than fifty percent of the Delegates of the Association. No business shall be transacted except that for which the meeting has been called. Notice of the meeting shall be provided in writing (fax, mail or electronically) or by phone to each member of the Association no less than three (3) (business) days before the meeting.</p> <p>F. The presence at Association meetings of twenty-five percent of the Delegates shall constitute a quorum for the transaction of</p>	<p>Chair of the Council for the appointment of the Association Chair.</p> <ol style="list-style-type: none"> 2. Advise on proposed plans, policies and other matters referred to the Association by the BODs. 3. Participate in the strategic planning process as delegated by the BODs. 4. Submit proposals to the BODs for improving the quality of Girl Scouting. 5. Perform such other duties as may be delegated by the BODs. <p>D. Meetings of the Association: Regular meetings of the Association shall be held at least one (1) time each year, within a time cycle determined by the BODs. Notice of the meeting(s) shall be provided electronically to each member of the Association not less than ten (10) business days before the meeting.</p> <p>E. Special Meetings of the Association: Special meetings shall be called by the Association Chair, or at the request of the BODs, or upon written request to the Association Chair of one (1) more than fifty percent of the Delegates of the Association. The purpose of the meeting shall be stated in the request. No business shall be transacted except that for which the meeting has been called. Notice of the meeting shall be provided electronically to each member of the Association no less than ten (10) business days prior to the meeting.</p> <p>F. The presence at Association meetings of at least 25% of the Delegates shall constitute a quorum for the transaction of business, provided that a representative from at least a majority of the SUs from the Association is present.</p>	<p>Deleted redundant statement</p>

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	<p>business, provided that a representative from at least a majority of the Service Units from the Association is present.</p> <p>G. Appointment, Term, and Vacancies of Association Chair: There shall be a Chair for each Association who shall be appointed by the Board Chair of the Council on the recommendations of the respective Association, subject to the approval of the Board of Directors. Appointment to the position of the Association Chair shall be approved at the next Board Meeting following the Annual Meeting of the Council. Vacancies shall be filled by the Board Chair, subject to the approval of the Board of Directors. The Association Chair shall be appointed for a term of two year, beginning on 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.</p> <p>H. Duties of the Association Chair:</p> <ol style="list-style-type: none"> 1. Guide the members of the Association in their responsibilities. 2. Contact Service Unit Managers to encourage participation in the meeting. 3. Participate in the Annual Council Meeting. 4. Convene, if necessary, the Delegates of the Association to inform them about issues to be considered. 5. Carry out such other duties as may be requested by the Board of Directors. 	<p>G. Appointment, Term, and Vacancies of Association Chair: There shall be a Chair for each Association who shall be appointed by the Board Chair of the Council on the recommendations of the respective Association, subject to the approval of the BODs. Appointment to the position of the Association Chair shall be approved at the next Board Meeting following the Council Annual Meeting. Vacancies shall be filled by the Board Chair, subject to the approval of the BODs. The Association Chair shall be appointed for a term of two (2) years, beginning on July 1 and ending June 30 two (2) years hence, or until a successor is appointed, and shall serve for no more than two (2) consecutive terms.</p> <p>H. Duties of the Association Chair:</p> <ol style="list-style-type: none"> 1. Guide the members of the Association in their responsibilities. 2. Contact Service Unit Managers (SUMs) to encourage participation in the Association and Council Annual Meetings. 3. Participate in the Council Annual Meeting. 4. Convene, if necessary, the Delegates of the Association to inform them about issues to be considered. 5. Contact SUMs regarding scheduling the election of Delegates/Alternates and the reporting requirements of the results. 6. Carry out such other duties as assigned. 	<ul style="list-style-type: none"> • H: <ul style="list-style-type: none"> ○ Clarified which meetings to attend (Association & Council Annual) ○ 5 & 6: switched positions to realign & clarify duties.

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	<p>6. Contact Service Unit Managers regarding the election of Delegates/Alternates.</p>		
<p>Section 4. Election</p>	<p>A. Procedure: Each Service Unit shall elect Delegates and Alternates in accordance with policies and procedures established by the Board of Directors.</p> <p>B. Time of Election: Between April 1 and June 30 of each year, the Service Unit Managers will include an item on their Service Unit business agenda to include election of Delegates and Alternates.</p> <p>C. Number: 1. The number of Delegates and Alternates to which each Service Unit is entitled 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. 2. Each Service Unit shall be entitled to at least one Delegate.</p> <p>D. Term and Vacancies: 1. Delegates shall serve for a term of one (1) year beginning July 1 through June 30 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. 2. If a Delegate is unable to complete his/her term, and there is more than one Alternate willing/able to</p>	<p>A. Procedure: Each SU shall elect Delegates and Alternates in accordance with policies and procedures established by the BODs.</p> <p>B. Time of Election: Between April 1 and June 30 of each year, the SUMs will include an item on their SU business agenda to include election of Delegates and Alternates.</p> <p>C. Number: 1. The number of Delegates to which each SU is entitled shall be based on the number of registered girls in the SU as of September 30 of each calendar year. The BODs will review the formula every three (3) years or as needed to maintain voter requirements: • Each SU shall be entitled to two (2) Delegates plus an additional Delegate for every 75 girls registered in that SU.</p> <p>D. Term and Vacancies: 1. Delegates shall serve for a term of one (1) year beginning July 1 through June 30 or until their successors are elected and assume office. No Delegate may serve more than three (3) consecutive terms without an interval of one (1) year. 2. If a Delegate is unable to complete his/her term, an Alternate will</p>	<p>C- Per the GSCB Bylaws, Article III Members, Section 2. Composition. Part B. The number of members of the Corporation shall be no less than 100. Part C. At least two-thirds (2/3) of the members of the Corporation shall be those elected by SUs.</p> <p>The formula used to calculate the number of delegates allotted per SU comes from the Board and was not defined in the Bylaws. The formula had been:</p> <ul style="list-style-type: none"> • A minimum of one delegate per SU • One additional Delegate for every 125 girl members registered as of September 30 <p>The number of SU Delegates has been directly and significantly impacted by the decline in girl registration numbers. We are no longer maintaining the number of members of the Corporation at or above 100, nor the number of members of the Corporation elected by the SUs at 2/3 of the total.</p> <p>In order to maintain the desired number (100) and fraction (2/3), a change to the formula is proposed. The</p>

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	<p>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, provided that at least one more than one-third of the troops must be represented at any meeting at which the election of an Alternate is considered.</p> <p>E. Responsibilities:</p> <ol style="list-style-type: none"> 1. Attend the Association Meeting(s) and the Council Annual Meeting. 2. Share concerns with the Service Unit. 3. Submit agenda proposals for the Association Meeting. <p>F. Elect the Officers of the Council, the Members-at-Large of the Board of Directors, the members of the Council Board Development Committee, and the Delegates and Alternates to the National Council Session of Girl Scouts of the United States of America.</p>	<p>serve in their place.</p> <p>E. Responsibilities:</p> <ol style="list-style-type: none"> 1. Attend the Association Meeting(s) and the Council Annual Meeting. 2. Share concerns with the SU. 3. Submit agenda proposals for the Association Meeting. 4. Elect the Officers of the Council, the Members-at-Large of the BODs, the members of the Council BDC, and the Delegates and Alternates to the NCS of GSUSA. 	<p>formula will now be defined in the Bylaws, and is subject to review by the Board every three years to reconfirm.</p> <p>The new formula is:</p> <ul style="list-style-type: none"> • A minimum of two (2) delegates per SU • One (1) additional Delegate for every 75 girl members registered as of September 30 <p>D –</p> <p>2: Removed the need to have an additional election because Alternates were previously elected. Alternates understand their role is to step in when Delegates cannot fulfill their duties.</p>
			<p>Reordered Articles as follows for reader ease:</p> <ul style="list-style-type: none"> ➤ IV from Officers to Meetings ➤ V from Board Development Committee to Election Procedures ➤ VI from Election Procedures to Board Development Committee ➤ VII from meetings to Board of Directors ➤ VIII from Board of Directors to Officers
<p>Article IV Meetings</p>			<p>Reordered Article IV from Officers to Meetings</p>
<p>Section 1.</p>	<p>A. Scheduling. To the best of its ability, the Corporation shall conduct an Annual Council Meeting of the</p>	<p>A. Scheduling. To the best of its ability, the Corporation shall conduct a Council Annual Meeting of the</p>	<p>Established a common time each year for the Council Annual Meeting.</p>

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	<p>Corporation membership during the same period each year, unless a National and/or State (DE, MD, VA) emergency or disaster is declared. In that case, the Annual Meeting will be rescheduled as soon as possible, either by the end of that calendar year or within 90 days after the declaration of the disaster has been lifted, whichever is later. The Board of Directors will determine the date, time and place of the meeting each year.</p> <p>B. Notice.</p> <p>1. Notice of the Annual Council 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 if allowed by statute) to each voting member and Alternates of the Corporation not more than sixty (60) business days nor less than ten (10) business days prior to the meeting.</p> <p>2. Notice of the Annual Council Meeting will be provided (fax, mail or electronically) to all members of the Corporation not more than sixty (60) business days nor less than ten (10) business days prior to the meeting.</p> <p>C. Business. At the Annual Council Meeting, the Corporation shall:</p> <p>1. Elect Officers, Directors-at-Large, members of the Board Development Committee, and in appropriate years, Delegates and Alternates to the National Council of the Girl Scouts of</p>	<p>Corporation membership during the Spring each year unless a National and/or State (DE, MD, VA) emergency or disaster is declared. In that case, the Council Annual Meeting will be rescheduled as soon as possible, either by the end of that calendar year or within 90 days after the declaration of the disaster has been lifted, whichever is later. The BODs will determine the date, time and place of the meeting each year.</p> <p>B. Notice.</p> <p>1. Notice of the Council Annual Meeting, accompanied by a tentative agenda, the slate of nominees for all positions and any proposed amendments to these Bylaws shall be given electronically to each voting member and Alternates of the Corporation not more than 60 business days nor less than ten (10) business days prior to the meeting.</p> <p>2. Notice of the Council Annual Meeting will be provided electronically to all members of the Corporation not more than 60 business days nor less than ten (10) business days prior to the meeting.</p> <p>C. Business. At the Council Annual Meeting, the Corporation shall:</p> <p>1. Elect Officers, Directors-at-Large, members of the BDC, and in appropriate years, Delegates and Alternates to the NCS of the GSUSA.</p> <p>2. Amend and vote on any proposed amendments to the Council Bylaws;</p> <p>3. Provide input on key issues affecting</p>	

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	<p>the UnitedStates of America. If the election has been held by mail ballot, the results of the election shall be announced at the Annual Council Meeting;</p> <ol style="list-style-type: none"> 2. Amend and vote on any proposed amendments to the Council Bylaws; 3. Provide input on key issues affecting the Council and the Movement: and 4. Consider any other business appropriate to come before the Corporation in accordance with the process established by the Board of Directors. <p>D. The presence in person, by proxy or participating by means of remote communication as permitted by Delaware law of 25% of the members of the Corporation shall constitute a quorum for the transaction of business at the Annual Council Meeting.</p> <p>E. Voting.</p> <ol style="list-style-type: none"> 1. Each member of the Corporation shall be entitled to one (1) vote. 2. No member shall vote in more than one capacity. 3. Unless otherwise designated by statute, the Certificate of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote. 4. Members may vote in person, by proxy, by electronic means as permitted by Delaware law or by mail ballot. Any permitted proxy voting shall be consistent with applicable law and otherwise on 	<p>the Council and the Movement: and</p> <ol style="list-style-type: none"> 4. Consider any other business appropriate to come before the Corporation in accordance with the process established by the BODs. <p>D. The presence in person or participating electronically as permitted by Delaware law, of at least 25% of the voting members of the Corporation, including at least one (1) Delegate from each Association, shall constitute a quorum for the transaction of business at the Council Annual Meeting.</p> <p>E. Voting.</p> <ol style="list-style-type: none"> 1. Each voting member of the Corporation shall be entitled to one (1) vote. 2. No voting member shall vote in more than one (1) capacity. 3. Unless otherwise designated by statute, the Certificate of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote. 4. Voting members may vote in person or electronically as permitted by Delaware law. 	<p>To ensure proper representation across the Associations.</p>

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	such terms and conditions as may be established by the Board of Directors.		
Section 2. Special Meetings	<p>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.</p> <p>B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed (or electronically transmitted if allowed by statute) to each member of the corporation at least 10 days prior to the meeting.</p> <p>C. The presence in person, by proxy or participating by means of remote communication as permitted by Delaware law of 25% of the members of the Corporation shall constitute a quorum for the transaction of business at a special Council Meeting.</p> <p>D. Voting. Voting shall be in accordance with Article VII, Section 1.E. of these Bylaws.</p>	<p>A. Scheduling. A special meeting of the voting members of the Corporation may be called by the Chair of the Board, or upon written request to the Chair of the Board, of a majority of the members of the BODs or by at least 25% of the voting members of the Corporation. The purpose of the meeting shall be stated in the request. No business shall be transacted except that for which the meeting has been called.</p> <p>B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given electronically to each voting member of the Corporation at least ten (10) business days prior to the meeting.</p> <p>C. The presence in person or participating electronically as permitted by Delaware law of at least 25% of the voting members of the Corporation shall constitute a quorum for the transaction of business at a special Council Meeting.</p> <p>D. Voting. Voting shall be in accordance with Article VII, Section 1.E. of these Bylaws.</p>	Aligned for consistency
Article V – Election Procedures	Election of officers, directors-at-large, Board Development Committee members, and National Council delegates shall occur by one of the methods listed below determined by the Board of Directors. Only one (1) method may be used for an election; there shall not be a combination of voting methods during an election.	Election of Officers, Directors-at-Large, BDC members, and NCS Delegates shall occur by vote at the Council Annual Meeting by voting members present in person or electronically.	Reordered Article V from Board Development Committee to Election Procedures Removed unnecessary language and section 1.

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Section 1.	<p>One of the following methods may be used at the Annual Council Meeting:</p> <p>A. Members present in person, electronically, by proxy, 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; or</p> <p>B. By mail ballot in accordance with a procedure established by the Board of Directors.</p> <p>i. If this method is utilized, members shall be notified that the election will be held by mail ballot at least ten (10) business days prior to the Annual Meeting at which election results will be announced.</p> <p>ii. A majority of ballots cast by mail shall elect, provided that at least the number of members required for a quorum at the Annual Council Meeting shall have cast a ballot. Nominations from the floor will not be accepted if the vote is held by a mail ballot.</p>		
Article VI – Board Development Committee			Reordered Article VI from Election Procedures to Board Development Committee
Section 1. Membership	The Board Development Committee (BDC) shall be composed of seven (7) to nine (9) members, at least three (3) of whom shall be members of the Board of Directors and at least four (4) to six (6) of whom shall not be members of the Board of Directors, and the CEO of the Council who shall serve as an <i>ex officio</i> nonvoting member.	The Board Development Committee BDC shall be composed of seven (7) to nine (9) members, at least three (3) of whom shall be members of the BODs and at least four (4) to six (6) of whom shall not be members of the BODs , and the CEO of the Council who shall serve as an ex officio non-voting member.	No significant changes
Section 2. Election, Term, and Vacancies	A. The Committee members shall be elected by ballot in accordance with Article VI of	A. The Committee members shall be elected by ballot in accordance with Article VI of	No significant changes

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	<p>these Bylaws for a term of three 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.</p> <p>B. Terms of office shall begin at the close of the Annual Council Meeting.</p> <p>C. No individual shall serve more than two (2) consecutive terms as a member of the Committee or until their successors are elected and assume office.</p> <p>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.</p> <p>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.</p>	<p>these Bylaws for a term of three (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.</p> <p>B. Terms of office shall begin at the close of the Council Annual Meeting.</p> <p>C. No individual shall serve more than two (2) consecutive terms as a member of the Committee or until their successors are elected and assume office.</p> <p>D. In the event of a vacancy in any position other than Committee Chair, the vacancy shall be filled by the BODs for the remainder of the term.</p> <p>E. 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.</p>	<p>Switched position to realign & provide clarity (D is now E and E is now D)</p>
<p>Section 3. Election, Term, and Vacancy of Committee Chair</p>	<p>A. At its first meeting following the election, the Committee shall elect from amongst its eligible members an individual to serve as Chair of the Committee.</p> <p>B. The term of office for the Chair shall be no more than three (3) years. The Chair shall serve no more than two (2) consecutive terms or until their successors are elected and assume office.</p> <p>C. In the event of a vacancy in the office of Chair, the Committee shall elect a new Chair from its eligible members to serve the remainder of the term.</p> <p>D. 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.</p> <p>E. If not already a member of the Council Board of Directors, the Chair shall serve as</p>	<p>A. At its first meeting following the Council Annual Meeting, the Committee shall elect from amongst its eligible members an individual to serve as Chair of the Committee.</p> <p>B. The term of office for the Chair shall be no more than three (3) years. The Chair shall serve no more than two (2) consecutive terms or until their successors are elected and assume office.</p> <p>C. In the event of a vacancy in the office of Chair, the Committee shall elect a new Chair from its eligible members to serve the remainder of the term.</p> <p>D. A member who shall have served a half term or more in the office shall be considered to have served a full term in the office.</p> <p>E. A member who shall have served less</p>	<p>A. Removed “election” and inserted Council Annual Meeting for specificity</p>

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	<p>an ex officio member of the Council Board of Directors, with all the rights and responsibilities of other Board members.</p>	<p>than a half term in the office shall not be considered to have served a full term in the office.</p> <p>F. If not already a member of the Council BODs, the Chair shall serve as an ex officio non-voting member of the Council BODs.</p>	
<p>Section 4. Responsibilities</p>	<p>The responsibilities of the Board Development Committee shall be:</p> <ul style="list-style-type: none"> 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: <ul style="list-style-type: none"> 1. Board orientation and education materials; 2. Board development materials; 3. Methods for identifying needed skills and talents for the Corporation Board of Directors and committees; 4. Methods for succession planning; and 5. Board annual self-assessment materials. E. To conduct Board orientation and Board development training sessions as needed and/or as 	<p>The responsibilities of the BDC shall be:</p> <ul style="list-style-type: none"> 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 BDC members. C. To provide to the membership, in accordance with the time frame and criteria established by GSUSA, a single slate of Delegates and Alternates to the NCS of GSUSA. D. To develop in conjunction with the BODs: <ul style="list-style-type: none"> 1. Methods for identifying needed skills and talents for the Corporation BODs and committees 2. Methods for succession planning E. To conduct Board development training sessions as needed and/or as directed by the BODs. 	<p>Significant changes</p> <ul style="list-style-type: none"> C. Inserted “and criteria” for clarity. D. Moved the following to Board Chair responsibilities to Article VII, Section 5. <ul style="list-style-type: none"> 1. Board orientation and education materials 2. Board development materials 3. Board annual self-assessment materials

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
	directed by the Board of Directors.		
Section 5. Nominations from the Floor	<p>Nominations for any of the elected positions may be made from the floor at the Annual Meeting provided:</p> <p>A. Notice of Intent to nominate from the floor must be given to the Chair of the Board Development Committee. This Notice must be addressed to the attention of the Chair of the Board Development Committee at the Council’s Headquarters and must be received five (5) business days prior to the Annual Council Meeting.</p> <p>B. The Notice must contain (1) name and address of the Delegate who intends to make the nomination from the floor (<i>the Nominator</i>), (2) the name and address of the individual to be nominated (<i>the Potential Candidate</i>), (3) the position for which the nomination will be made, (4) a brief biographical description of the potential candidate, and (5) a statement signed by the potential candidate agreeing to serve and meet all the requirements of the position if elected.</p> <p>C. The Chair of the Board Development Committee will (1) promptly send an acknowledgement of receipt of the Notice to the nominator and (2) send the information contained in the Notice to each person who was mailed the original information regarding the Annual Council</p>	<p>Nominations for any of the elected positions may be made from the floor at the Council Annual Meeting provided:</p> <p>A. Notice of Intent to nominate from the floor must be given to the Chair of the BDC. This written Notice must be addressed to the attention of the Chair of the BDC and delivered through the Council’s official channels of communications and must be received ten (10) business days prior to the Council Annual Meeting.</p> <p>B. The Notice must contain (1) name and address of the Delegate who intends to make the nomination from the floor (<i>the Nominator</i>), (2) the name and address of the individual to be nominated (<i>the Potential Candidate</i>), (3) the position for which the nomination will be made, (4) a brief biographical description of the potential candidate, and (5) a statement signed by the potential candidate agreeing to serve and meet all the requirements of the position if elected.</p> <p>C. The Chair of the BDC will promptly send an electronic acknowledgement of receipt of the Notice to the nominator.</p> <p>D. The BDC will review the potential candidate’s eligibility/qualifications. If an issue regarding the potential candidate’s qualification arises, the</p>	<p>No significant changes</p> <p>Revisions to Sections C were intended to clarify the process followed.</p> <p>Deleted “and (2) send the information contained in the Notice to each person who was mailed the original information regarding the Annual Council Meeting.” This notification was moved to the new section E.</p>

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
	<p>Meeting.</p> <p>E. The Board Development Committee will review the potential candidate's eligibility/qualifications. If an issue regarding the potential candidate's qualification arises, the Chair of the Board Development Committee will notify both the nominator and the potential candidate.</p> <p>F. The nominator will make the nomination or may delegate another person to make the nomination at the meeting. If the nomination is not made from the floor at the meeting, the potential candidate will not be included in the vote.</p>	<p>Chair of the BDC will notify both the nominator and the potential candidate.</p> <p>E. The Chair of the BDC will send electronically the information contained in the Notice to each voting member and Alternate Delegates.</p> <p>F. The Nominator will make the nomination or may delegate another person to make the nomination at the meeting. If the nomination is not made from the floor at the meeting, the potential candidate will not be included in the vote.</p>	<p>E. Repositioned statement from C for clarity.</p>
<p>Section 6. Quorum</p>	<p>The presence of a majority of the members of the Board Development Committee shall constitute a quorum for the transaction of business. Members of the Board Development Committee may participate in a meeting of such committee by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.</p>	<p>Quorum. The presence of a majority of the members of the BDC shall constitute a quorum for the transaction of business. Members of the BDC may participate in person or electronically.</p>	<p>No significant changes</p>

<p>Section 7 Removal/Resignation</p>		<p>A. Any BDC member who is absent for three (3) consecutive meetings in their entirety without good cause shall be removed by a majority vote of the members present.</p> <p>B. Further, a BDC committee member may be removed, with or without cause, by a majority vote of the members present.</p> <p>C. Any BDC member may resign at any time by providing written notice. Such resignation shall be effective as of the date of its receipt or such later date as specified in the notice.</p>	<p>This is a section add:</p> <ul style="list-style-type: none"> - Clarified language on the removal process and aligned with GSUSA and other Councils' bylaws.
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	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
Article VII – Board of Directors			Reordered Article VII from meetings to Board of Directors
Section 1. Composition	The Board of Directors shall consist of the elected and ex officio officers of the Corporation and nine (9) to twelve (12) Directors-at-Large. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as an ex officio member of the Board of Directors. The CEO of the Council shall serve as an ex officio nonvoting member.	The BODs shall consist of the elected and <i>ex officio</i> officers of the Corporation and nine (9) to 12 Directors-at-Large. The Chair of the BDC , if not otherwise elected to the BODs , shall serve as an <i>ex officio</i> member of the BODs . The CEO of the Council shall serve as an <i>ex officio non-voting</i> member.	No significant changes
Section 2. Term of Office	<p>A. The Directors-at-Large shall be elected by ballot in accordance with Article VI of these Bylaws for a term of three 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.</p> <p>B. Terms of office shall begin at the close of the Annual Council Meeting.</p> <p>C. The term of office of approximately 1/3 of the Directors-at-Large shall expire at each Annual Meeting of the Council.</p> <p>D. No individual shall serve more than two consecutive terms as a Director-at-Large.</p> <p>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.</p>	<p>A. The Directors-at-Large shall be elected in accordance with Article V of these Bylaws for a term of three (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.</p> <p>B. Terms of office shall begin at the close of the Council Annual Meeting.</p> <p>C. The term of office of approximately 1/3 of the Directors-at-Large shall expire at each Council Annual Meeting.</p> <p>D. No individual shall serve more than two (2) consecutive terms as a Director-at-Large.</p> <p>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.</p> <p>F. A member who shall have served less than a half term in office shall not be considered to have served a full term in office.</p>	A - Changed to reflect newly ordered article number (from Article VI to V)

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
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.	A vacancy occurring in a position of Director-at-Large shall be filled by the BODs for the remainder of the unexpired term	
Section 4. Power, Authority and Accountability	<p>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.</p> <p>B. Accountability. The Board of Directors is accountable to:</p> <ol style="list-style-type: none"> 1. The Council membership for managing the affairs of the Council including development of the 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. 2. The Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements; 3. The state of incorporation for adherence to state corporation law; 4. The federal government in matters relating to legislation affecting not-for-profit, non-stock corporations. <p>C. Conflict of Interest. Operational volunteers assuming Board membership will relinquish their position during the time they serve on the Board.</p>	<p>A. Power and Authority. The BODs 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</p> <p>B. Accountability. The BODs is accountable to:</p> <ol style="list-style-type: none"> 1. The Council membership for managing the affairs of the Council. 2. The BODs of GSUSA for compliance with the charter requirements; 3. The state of incorporation for adherence to state corporation law; 4. The federal government in matters relating to legislation affecting not-for-profit, non-stock corporations. <p>C. Conflict of Interest. Operational volunteers assuming Board membership will relinquish their volunteer position within GSCB's jurisdiction during the time they serve on the Board.</p>	<p>B. 1. Removed from here and repositioned the statement (below) into Article III, section 3, part A, to emphasize that the decision-influencing system lies within the Associations through which members have a voice on key issues affecting the Council and the Movement.</p> <p>"including development of the 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."</p> <p>C - For clarity, added the word volunteer and within GSCB's jurisdiction. Board members are allowed to hold volunteer positions outside of our jurisdiction.</p>
Section 5. Regular Meetings	A. Scheduling. The Board of Directors shall hold at least three (3) regular meetings a year at such time and place as the Board	A. Scheduling. The BODs shall hold at least three (3) regular meetings a year at such time and place as the Board may	No significant changes

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
	<p>may determine.</p> <p>B. Notice. Notice of the date, time, and place of each Board meeting shall be given personally or mailed (or electronically transmitted if allowed by statute) to each member of the Board of Directors at least five days prior to the meeting.</p> <p>C. Quorum. The presence of a majority of the members of the entire Board of Directors shall constitute a quorum for the transaction of business at any regular meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting pursuant to this provision shall constitute presence in person at the meeting.</p> <p>D. Voting.</p> <ol style="list-style-type: none"> 1. Each member of the Board shall be entitled to one vote. 2. No member shall vote in more than one capacity. 3. Unless otherwise designated by statute, the Certificate of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote. <p>E. Proxy and/or absentee voting shall not be allowed.</p>	<p>determine.</p> <p>B. Notice. Notice of the date, time, and place of each Board meeting shall be provided electronically to each member of the BODs at least five (5) business days prior to the meeting.</p> <p>C. Quorum. The presence of a majority of the members of the entire BODs shall constitute a quorum for the transaction of business at any regular meeting of the BODs. Members of the BODs may participate in a meeting of the BODs in person or electronically.</p> <p>D. Voting.</p> <ol style="list-style-type: none"> 1. Each member of the Board shall be entitled to one (1) vote. 2. No member shall vote in more than one (1) capacity. 3. Unless otherwise designated by statute, the Certificate of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote. 4. Proxy and absentee voting shall not be allowed. 	

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
<p>Section 6. Unanimous Written Consent In lieu of Meeting</p>	<p>Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the members of the Board of Directors consent thereto in writing or by electronic transmission and such writing or writings or electronic transmission are filed with the minutes of proceedings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.</p>	<p>Any action required or permitted to be taken at any meeting of the BODs may be taken without a meeting if all of the members of the BODs consent electronically and such electronic transmissions are filed with the minutes of proceedings of the BODs.</p>	<p>No significant changes</p>
<p>Section 7. Special Meetings</p>	<p>A. Quorum. The presence of a majority of the members of the entire Board of Directors shall constitute a quorum for the transaction of business at any special meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting pursuant to this provision shall constitute presence in person at the meeting.</p> <p>B. Notice. Notice of the date, time, place and specific purpose of the meeting shall be given personally or mailed (or electronically transmitted if permitted by statute) to each member of the Board at least five (5) days prior to the meeting.</p> <p>C. Quorum. One third (1/3) of Board members present 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</p>	<p>A. Quorum. The presence of a majority of the members of the entire BODs shall constitute a quorum for the transaction of business at any special meeting of the BODs. Members of the BODs may participate in a meeting of the BODs in person or electronically.</p> <p>B. Notice. Notice of the date, time, place and specific purpose of each Board meeting shall be provided electronically to each member of the BODs at least five (5) business days prior to the meeting.</p> <p>C. Voting:</p> <ol style="list-style-type: none"> 1. Each member of the Board shall be entitled to one (1) vote. 2. No member shall vote in more than one (1) capacity. 3. Unless otherwise designated by statute, the Certificate of Incorporation of the Council shall be determined by a majority vote 4. Proxy and absentee voting shall not be allowed. 	<p>C. Removed redundancy. Quorum already established in A. - D is now C</p>

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
	<p>constitute a quorum for the transaction of business.</p> <p>D. Voting.</p> <ol style="list-style-type: none"> 1. Each member of the Board shall be entitled to one vote. 2. No member shall vote in more than one capacity. 3. Unless otherwise designated by statute, the Certificate of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote. 4. Proxy and/or absentee voting shall not be allowed. 		
Section 8. Girl Representation	Two teen Girl Scouts shall be appointed by the Board Chair as nonvoting representatives to the Board of Directors.	<p>Two (2) Girl representatives shall be elected by the BODs as non-voting members of the BODs for a one (1)-year term beginning at the close of the Council Annual meeting.</p> <p>Eligibility: Individuals 14 years of age and over whose term will be completed while in high school, who are members of the Girl Scout Movement, and who are currently registered through the Council are eligible to be Girl representatives.</p>	- Clarified selection, term, and eligibility for girl representative to the BOD.
Article VIII Officers			Reordered Article VIII from Board of Directors to Officers
Section 1. Elected Officers	The elected officers of the Council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer.	The elected officers of the Council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer.	No changes
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 three 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	A. The officers shall be elected by ballot in accordance with Article VI of these Bylaws for a term of three (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	No changes

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
		commitment) by vote at the Council Annual Meeting.	
Section 4. <i>Ex Officio</i> Officers	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 <i>ex officio</i> officer of the Corporation without vote.	The CEO shall be appointed by the BODs of the Council to serve at its pleasure and shall serve as an <i>ex officio</i> non-voting officer of the Corporation.	No significant changes
Section 5. Duties of Officers	<p>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.</p> <p>A. The Chair of the Board shall:</p> <ol style="list-style-type: none"> 1. Be the Principal Officer of the Corporation; 2. Preside at all meetings of the Council, the Board of Directors and the Executive Committee; 3. Assure support by the Board of Directors for the Council’s strategic direction and appropriate oversight of performance; 4. Report to the Council and the Board of Directors as to the conduct and management of the affairs of the Corporation; and 5. Serve as an <i>ex officio</i> member of all committees except the Board Development Committee. <p>B. The First Vice Chair of the Board shall:</p> <ol style="list-style-type: none"> 1. Assist the Chair of the Board as assigned; 2. Preside at meetings of the Council, the Board of Directors or the 	<p>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 BODs, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority.</p> <p>A. The Chair of the Board shall:</p> <ol style="list-style-type: none"> 1. Be the Principal Officer of the Corporation; 2. Preside at all meetings of the Council, the BODs, and the Executive Committee; 3. Assure support by the BODs for the Council’s strategic direction and appropriate oversight of performance; 4. Report to the Council and the BODs as to the conduct and management of the affairs of the Corporation; 5. Provide Board orientation and education materials to new Board members in partnership with the CEO; and 6. Facilitate Board annual self-assessment 7. Serve as an <i>ex officio</i> non-voting member on all 	<p>Moved responsibilities from Board Development Committee (Article VI, Section 4D, 1, 2 & 5) to Board Chair Note: 1 was deleted, 2 & 5 are now 5 & 6 in this section and the original 5 in this section is now 7 with the following modification:</p> <ul style="list-style-type: none"> - Inserted non-voting on all committees/taskforces. Removed “<i>except board development committee,</i>”

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
	<p>Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding.</p> <p>C. The Second Vice Chair of the Board shall:</p> <ol style="list-style-type: none"> 1. Assist the Chair of the Board as assigned. <p>D. The Secretary shall:</p> <ol style="list-style-type: none"> 1. Ensure that proper notice is given for all meetings of the Council, the Board of Directors, and the Executive Committee; 2. Ensure that minutes of all meetings of the Council, the Board of Directors, and the Executive Committee are kept; and 3. Have responsibility for the seal of the Corporation and ensure its safekeeping. <p>E. The Treasurer shall:</p> <ol style="list-style-type: none"> 1. Provide effective stewardship, control, and oversight of the Corporation's finances; 2. Execute directives of the Board of Directors. 	<p>committees/task forces.</p> <p>B. The First Vice Chair of the Board shall:</p> <ol style="list-style-type: none"> 1. Assist the Chair of the Board as assigned; 2. Preside at meetings of the Council, the BODs, or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding. <p>C. The Second Vice Chair of the Board shall:</p> <ol style="list-style-type: none"> 1. Assist the Chair of the Board as assigned. <p>D. The Secretary shall:</p> <ol style="list-style-type: none"> 1. Ensure that proper notice is given for all meetings of the Council, the BODs, and the Executive Committee; 2. Ensure that minutes of all meetings of the Council, the BODs, and the Executive Committee are kept; and 3. Have responsibility for the seal of the Corporation and ensure its safekeeping. 4. Ensure that a summary of the monthly Board meeting minutes is published on the Council website after BOD approval at the subsequent Board meeting. <p>E. The Treasurer shall:</p> <ol style="list-style-type: none"> 1. Provide stewardship, control, and oversight of the Corporation's finances; 2. Execute directives of the BODs 	<p>D</p> <p>Add #4 Members of the Corporation have requested more transparency. Summaries of the minutes had been provided in the past. Therefore, a summary of the monthly Board Meeting minutes published on the website would provide transparency.</p> <p>E -</p> <ol style="list-style-type: none"> 1. Removed the word "effective" between provide and stewardship. No replacement word needed.

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Article IX – Executive Committee			
Section 1. Composition	The Executive Committee shall consist of the elected Officers of the Corporation and two (2) Directors-at-Large. The Chief Executive Officer shall serve as an ex officio member of the Executive Committee 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 and shall serve one-year terms on the Executive Committee.	The Executive Committee shall consist of the elected Officers of the Corporation and one (1) Director-at-Large . The CEO shall serve as an ex officio non-voting member of the Executive Committee. The Director-at-Large shall be appointed by the Chair of the Board from the members of the BODs and shall serve a one (1)-year term on the Executive Committee.	Followed best practice, revised Director-at-Large requirement from 2 to 1
Section 2. Duties	<p>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:</p> <ol style="list-style-type: none"> 1. Adopt the budget; 2. Amend the Bylaws; 3. Take action which is contrary to or a substantial departure from the affairs, business, or policy of the Council. <p>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.</p>	<p>A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Corporation BODs between the meetings of the Board, except that the Executive Committee shall not:</p> <ol style="list-style-type: none"> 1. Adopt the budget; 2. Amend the Bylaws; 3. Take action which is contrary to or a substantial departure from the affairs, business, or policy of the Council. <p>B. Reports. The Executive Committee shall submit to the BODs at each Board meeting a report of all actions taken since the last Board meeting.</p>	No significant changes
Section 3. Meetings	Meetings of the Executive Committee shall be called by the Board Chair. Notice of time, place, and purpose of the meeting shall be provided in writing (mail, fax, or electronic mail) or by telephone to each member of the Executive Committee not less than five (5) days before the meeting.	Meetings of the Executive Committee shall be called by the Board Chair. Notice of time, place, and purpose of the meeting shall be provided electronically to each member of the Executive Committee no less than five (5) business days prior to the meeting.	No significant changes
Section 4. Quorum	Quorum. The presence of a majority of the members of the entire Executive	Quorum. The presence of a majority of the members of the Executive Committee shall	No significant changes

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
	<p>Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. Members of the Executive Committee may participate in a meeting of the Executive Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting pursuant to this provision shall constitute presence in person at the meeting.</p>	<p>constitute a quorum for the transaction of business at any meeting of the Executive Committee. Members of the Executive Committee may participate in person or electronically.</p>	
<p>Section 5. Removal</p>	<p>Directors-at-Large members of the Executive Committee may be removed for non-participation at the discretion of the Chair of the Board. For purposes of this section, non-participation shall mean unexcused absences.</p>	<p>Any Board member or Officer who is absent for three (3) consecutive Board meetings in their entirety without good cause shall be removed from the Board by a majority vote of the Board members present and voting at any regular meeting of the BODs.</p> <ul style="list-style-type: none"> A. Further, a Board member or Officer may be removed, with or without cause, by a majority vote of the Board members present. B. Any Board member may resign at any time by providing written notice. Such resignation shall be effective as of the date of its receipt or such later date as specified in the notice. 	<p>Provided clarity on the removal process and aligned with GSUSA and other Councils' bylaws.</p>
<p>Article X – Committees</p>			
<p>Section 1. Establishment</p>	<p>The Board of Directors shall establish standing and special committees, task groups and/or ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors. Each committee, task group and/or ad hoc committee will be given a Charge that each member is expected to uphold. Nothing in this section shall be interpreted as precluding or</p>	<p>The BODs shall establish standing and special committees, task groups or ad hoc committees as needed, which shall operate under the general supervision of the BODs. Each committee, task group or ad hoc committee will be given a Charge that each member is expected to uphold. Nothing in this section shall be interpreted as precluding or limiting the CEO's</p>	<p>No significant changes</p>

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	limiting the CEO’s ability to establish operational committees, task groups, or ad hoc committees as needed to conduct the operations or business of the Council.	ability to establish operational committees, task groups, or ad hoc committees as needed to conduct the operations or business of the Council.	
Section 2. Appointment	<p>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.</p> <p>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.</p> <p>C. At least one member of any committee or task group shall be a member of the Board of Directors, one of whom shall serve as Chair of the committee.</p> <p>D. 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.</p>	<p>A. The Chair of any committee, task group or ad hoc committee shall be appointed by the Chair of the Board, subject to the approval of the BODs.</p> <p>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.</p> <p>C. At least one (1) member of any committee or task group shall be a member of the BODs, one (1) of whom shall serve as Chair of the committee.</p> <p>D. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with A or B of this Section.</p>	<p>No significant changes</p> <p>D. For clarity, removed Section 2.A or 2.B and replaced it with A or B.</p>
Section 3. Quorum	<p>Quorum. The presence of a majority of the members of the entire committee shall constitute a quorum for the transaction of business. Members of any committee established by the Board of Directors may participate in a meeting of such committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.</p>	<p>Quorum. The presence of a majority of the members of the committee, task force, or ad hoc committee shall constitute a quorum for the transaction of business. Members may participate in person or electronically.</p>	<p>No significant changes</p>

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
Section 4. Unanimous Consent in Lieu of Meeting	Any action required or permitted to be taken at any meeting of a committee established by the Board of Directors may be taken without a meeting if all of the members of the committee consent thereto in writing or by electronic transmission and such writing or writings or electronic transmission are filed with the minutes of proceedings of the committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.	Section 4. Majority Consent in Lieu of Meeting Any action required or permitted to be taken at any meeting of a committee, task force, or ad hoc committee established by the BODs may be taken without a meeting if a majority of the members of the committee consent electronically and that consent is filed with the minutes of proceedings of the committee. Such filing shall be in electronic form.	<ul style="list-style-type: none"> - Replaced Unanimous with Majority in section title. Majority vote is allowed in all other instances.
Section 5. Removal	Members of any Committee or Task Group may be removed for non-participation at the discretion of the Chair for that Committee or Task Group, with the acceptance of the Chair of the Board. For purposes of this section, non-participation shall mean unexcused absences.	Members of any committee, task group or ad hoc committee may be removed for non-participation at the discretion of the Chair for that committee, task group or ad hoc committee , with the consent of the Chair of the Board. For purposes of this section, non-participation shall mean unexcused absences.	No significant changes <ul style="list-style-type: none"> - Added “ad hoc committee” - Replaced the word “acceptance” with “consent”
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.	Delegates and Alternates to the National Council of GSUSA 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.	No changes
Section 2. Election	The Delegates and Alternates 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 States of America and shall serve a term of	The Delegates and Alternates whom the Council is entitled to elect to the National Council of GSUSA shall be elected in accordance with Article VI of these Bylaws in accordance with the time frame established by the GSUSA and shall serve a term of three (3) years or until their successors are elected and assume office.	No changes

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
	three (3) years or until their successors are elected and assume office.		
Section 3. Vacancies	The Board of Directors, or the Board Chair in the absence of a meeting of the Board, shall fill delegate vacancies from among the persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner as Delegates.	The BODs , or the Board Chair in the absence of a meeting of the Board, shall fill Delegate vacancies from among the Alternate Delegates .	No significant changes - updated language to provide clarity
Article XII – Finance			
Section 1. Fiscal Year	The fiscal year of the Council shall be October 1 through September 30.	The fiscal year of the Council shall be October 1 through September 30.	No changes
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.	Any contributions, bequests, or gifts made to the Council shall be accepted or collected as authorized by the BODs.	No significant changes - updated language to provide clarity
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.	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 BODs .	No significant changes
Section 4. Approved Signatures	Approval 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.	Approval for signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the BODs .	No significant changes
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.	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 BODs .	No significant changes
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.	The BODs shall approve the annual operational and capital budgets. No expense shall be incurred in excess of the budgetary appropriations without prior approval of the BODs.	No significant changes - updated language to provide clarity
Section 7. Property	Title to all property shall be held in the name of the Council.	Title to all property shall be held in the name of the Council.	No changes
Section 8. Audits	An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of the financial	An independent certified public accountant shall be retained by the BODs to perform an annual audit of the financial statements of the	No significant changes

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
	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.	Council. A report of the audit shall be submitted to the BODs and to the GSUSA .	
Section 9. Financial Reports	A summary report of the financial condition of the Council shall be presented to the membership at the Annual Meeting.	A summary report of the financial condition of the Council for the most recent fiscal year-end shall be presented at the Council Annual Meeting.	No significant changes - updated language to provide clarity
Section 10. Investments	The Girl Scouts of the Chesapeake Bay Council, Inc. shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of, the Council if such action is a prohibited transaction or would result in the denial of the tax exemption under section 503 or section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.	The Girl Scouts of the Chesapeake Bay Council, Inc. shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the BODs , without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of, the Council if such action is a prohibited transaction or would result in the denial of the tax exemption under section 503 or section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.	No significant changes
Section 11. Legal Counsel	Independent legal counsel should be retained by the Board of Directors to: A. Ensure compliance with federal and state requirements; B. Review and advise on any, and all, legal instruments the Council executes, such as leased, contracts, property purchased or sale; and C. Review and advise on any official statements developed for the media (print, television, or radio).	Independent legal counsel should be retained by the BODs to: A. Ensure compliance with federal and state requirements; B. Review and advise on any, and all, legal instruments the Council executes, such as leases , contracts, property purchased or sold ; and C. Review and advise as needed on official statements developed for all media . D. Review and advise on issues to mitigate risk, including but not limited to employment issues	No significant changes - Updated language to provide clarity o Removed “the media (print, television or radio)” and replaced it with “all media” o Added D. to mitigate risk

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
Section 12. Dissolution	In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending the reorganization of another Girl Scout Council in the jurisdiction.	<p>In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending the reorganization of another Girl Scout Council in the jurisdiction.</p> <p>Such remaining assets shall be placed in trust with GSUSA (so long as it remains a Section 501(c)(3) charitable or educational organization for the benefit of Girl Scouting) pending:</p> <ul style="list-style-type: none"> A. The creation of a new Girl Scout Council with the same jurisdiction as the dissolved Girl Scout Council; or B. The inclusion of the jurisdiction of the dissolved Girl Scout Council into the jurisdiction of another Girl Scout Council; or C. The separation of the dissolved Girl Scout Council into two (2) or more regions that are then incorporated into two (2) or more Girl Scout Councils. In this case, asset distribution will be proportional based on girl membership in those regions at the time of the dissolution of the dissolved Girl Scout Council. 	<p>Significant change:</p> <ul style="list-style-type: none"> - Language updated to ensure control and distribution of assets in the event of dissolution
Article XIII – 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.	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.	No changes

	Current Language (Adopted 4/29/20)	Proposed changes/addition in yellow	Rationale
Article XIV – Parliamentary Authority	The current edition of <i>Robert’s Rules of Order Newly Revised</i> shall be the parliamentary authority of the Council.	The current edition of <i>Robert’s Rules of Order Newly Revised</i> shall be the parliamentary authority of the Council.	No changes
Article XV – Amendments			
Section 1. Amendment	These Bylaws may be amended by a two-thirds vote of those present 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) and voting at a meeting of the Council.	These Bylaws may be amended if approved by two-thirds (2/3) of the voting members present electronically or in person at a meeting of the Council.	No significant changes
Section 2. Grammatical Changes	The Secretary shall have the authority to make necessary technical and typographical changes to these Bylaws in order to assure editorial continuity with substantive changes approved by the membership. These technical and typographical changes shall be reported to the Board of Directors, and with the approval of the Board of Directors shall become official. Report of such changes shall also be made to the membership at the next annual meeting of the Council where revised copies of the Bylaws shall be distributed.	The Secretary shall have the authority to make necessary technical and typographical changes to these Bylaws to ensure continuity. Technical and typographical changes shall be reported to the BODs, and with the approval of the BODs shall become official.	No significant changes

Girl Scouts of the Chesapeake Bay (GSCB)

Bylaws Task Force

Parking Lot

Board Action	Legal Question	Council Responsibility	
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.		Track historical amended dates	
		Post on website within 30 days of the Council Annual Meeting: <ul style="list-style-type: none"> - Minutes and approved bylaws - Typographical/Technical edits approved by the Board 	
		Provide: <ul style="list-style-type: none"> - Annual Report with Financial Information - Impact Report 	
		<ul style="list-style-type: none"> - Post board meeting dates on the Council calendar - List BDC members on the website 	
		Prepares & post a summary of the approved Board meeting minutes on the website within 30 days	