



**girl scouts**  
of the chesapeake bay

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**Delegate Manual**

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## Delegate Manual

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## **Introduction**

The purpose of this booklet is to interpret the role of the Delegate/Alternate. It is through the Delegates/Alternates that direction is given to the council.

Girl Scouting has created a variety of systems for involving its membership in the democratic process. According to Webster, a democracy is "a system of representation usually involving periodically held elections." Girl Scout members exercise power through their elected Delegates/Alternates, using a system of representation at the Annual Meeting.

When determining board policies and distribution of resources, your role will be to represent all of the members in your service unit. This is very challenging because every service unit is unique and diverse. You will be representing all the volunteers, including first year parents helping the troop, as well as the veteran volunteer. Most importantly, you represent all of the girls in your service unit, including girls who just joined and the girl earning her Girl Scout Gold Award. You will also represent the girls in special interest groups and the girls waiting to join.

## **Vision of Girl Scouts of the Chesapeake Bay**

(Visual image of what success looks like)

### **Envisioned Future**

From their first encounter with Girl Scouts, girls enjoy the fun, friendship and power of girls together. In partnership with caring, committed adults, girls develop the strength, confidence, motivation, leadership and skills to succeed for a lifetime. Girls embrace the values of the Girl Scout Promise and Law as touchstones for life decisions. They are changing the world. Once a Girl Scout, always a Girl Scout.

### **Organizational Vision**

We are the world's preeminent organization dedicated solely to girls. We have what it takes to bring Girl Scouting to every girl. We are a forward thinking and well-managed organization, taking the risks necessary to fulfill the Girl Scout Purpose. We are the first choice of girls and those who care about girls.

### **Purpose of the Girl Scout Movement**

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

# Girl Scouts of the USA - What We Stand For

## Introduction

The purpose of this document is to answer some commonly asked questions about Girl Scouts, its principles and its practices. It is designed to help all of us in the Girl Scout movement communicate what we stand for in a clear, consistent manner. It should be used to clarify the Girl Scout position on a variety of critical policy issues that may need to be relayed to the media, the general public, and our membership.

## The Girl Scout Leadership Experience

Girl Scouting is a non-formal and experiential educational program that promotes leadership skills in girls. The national program is differentiated by grade level. Grounded in the values of the Girl Scout Promise and Law, the program's focus is on leadership and building girls of courage, confidence and character within a safe, supportive environment. Girls partner with caring adults to create a wide range of fun and challenging leadership activities that empower them to discover, connect and take action to make a difference in today's world.

## *The Girl Scout Voice*

**Who We Are:** We're 2.7 million strong—1.9 million girls and 800,000 adults who believe girls can change the world. It began over 100 years ago with one woman, Girl Scouts' founder Juliette Gordon "Daisy" Low, who believed in the power of every girl. She organized the first Girl Scout troop on March 12, 1912, in Savannah, Georgia, and every year since, we've made her vision a reality, helping girls discover their strengths, passions, and talents. Today we continue the Girl Scout mission of building girls of courage, confidence, and character who make the world a better place. We're the preeminent leadership development organization for girls. And with programs for girls from coast to coast and across the globe, Girl Scouts offers every girl a chance to do something amazing.

**Why belong to Girl Scouts:** Girl Scouts is the place for girls in grades K-12 to belong. It's a safe place for girls to explore their values and their world, develop an understanding of and empathy with others and take action to make the world a better place. With other girls, some of whom may become lifetime friends, they gain courage, confidence and character. Girls are guided by committed, caring adults who make the experience of Girl Scouting fun.

**Advocacy in Girl Scouting:** Girl Scouts advocacy efforts work across party lines with Congress and the Executive Branch to education and raise awareness about issues important to girls and young women. Through our efforts, we demonstrate to policymakers that Girl Scouts is a resource—and an authority—on issues affecting girls and Girl Scouting. These efforts include motivating community involvement, influencing GSUSA's practices and governmental policies at the federal, state and local levels and ensuring the fair enforcement and implementation of laws that have an impact on all girls and on Girl Scouting. However, Girl Scouts does not endorse or align itself with political parties or candidates for political office.

**Boy Scouts of America:** Boy Scouts of America is a totally separate organization from Girl Scouts of the USA. While some Girl Scout councils share programming activities with local Boy Scouts, the two organizations are governed separately. Girl Scouts of the USA does not comment on the policies and procedures of other organizations.

**Diversity:** The Girl Scout organization is committed to a diverse membership reflective of the girl population of communities within the respective council's jurisdiction. This commitment to diversity is implemented not by the use of a quota system but through the engagement of planned and sound recruitment practices. GSUSA seeks timely data on diversity, but never links the information to any one individual member. The collected data is used only for evaluation purposes and to help the Girl Scouts better serve our members.

**Governance, Charters and Organizational 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.

**Girl Scout Council's Responsibilities:** Each council is separately incorporated but chartered by GSUSA with two primary responsibilities.

1. To deliver the new Girl Scout Leadership Experience to any girl in grades K-12 who meets the membership requirements.
2. To further the development of the Girls of the Girl Scout movement in the United States.

**Girl Scout Week:** The week that includes March 12 is celebrated annually across the country as the anniversary of the founding of Girl Scouting in the United States in 1912. During Girl Scout Week, it is customary for Girl Scout troops to do service projects and to learn more about the history of Girl Scouting, about the life of founder Juliette Gordon Low or about the diversity in their own communities.

**Uniforms:** Girl and adults members in Girl Scouts wear Girl Scout clothing such as vests and sashes to show their pride in belonging to a movement whose mission is held in high regard worldwide, to provide visibility and recognition for members and to show they belong to the Girl Scout organization.

**Fundraising for other Organizations:** When people give money to those identifying themselves as Girl Scouts, they assume that they are helping provide Girl Scouting to girls in their community. It would be misleading and a breach of the public trust to use the Girl Scout names to raise money for another purpose, no matter how noble. Therefore, all money raised in the name of Girl Scouting must be used for that purpose.

### *Girl Scout Awards*

**The Girl Scout Gold Award:** The Girl Scout Gold Award represents the highest achievement in Girl Scouting. Open only to girls in high school, this prestigious award challenges Girl Scouts to change the world. It is not unusual for a girl to put in more than 80 hours to fulfill the requirements. Girl Scout Gold Award recipients show outstanding accomplishments in the areas of leadership, community service, career planning and personal development, all skills developed through the progressive levels of the new Girl Scout Leadership Experience. The essence of the Girl Scout Gold Award is a personal challenge for a girl to stretch her skills and abilities and step forward as a leader to meet a community need, locally and globally, for which she has a passion and a will to create a sustainable change.

**Girl Scout Silver Award:** The Girl Scout Silver Award is the highest award a girl can earn as a Girl Scout Cadette. The award recognizes the efforts of girls in grades 6-8 in a range of community experiences. Recipients are acknowledged for their commitment to better their own lives and the lives of others. On average, each girl spends about 50 hours fulfilling all of the requirements for her Girl Scout Silver Award.

**Girl Scout Bronze Award:** The Girl Scout Bronze Award is the highest award a girl can earn as a Girl Scout Junior. This award recognizes the efforts of girls who are in grades 4-5 in a range of Girl Scout and community experiences. The Girl Scout Bronze Award also recognizes their commitment to work to better their lives and the lives of others. Each girl working to achieve the Girl Scout Bronze Award must complete a service project that demonstrates she understands and lives by the Girl Scout Promise and Law.

### *Nondiscrimination*

**Policy:** Girl Scouts of the USA and its local councils and troops value diversity and inclusiveness and do not discriminate or recruit on the basis of race, religion, ethnicity, sexual orientation, socioeconomic status, national origin or physical or developmental disability. In addition, Girl Scouts has a long history of adapting activities for girls who have special needs, including those who have physical or developmental disabilities. Reasonable accommodations shall be made for girls with disabilities to ensure that girls have access to activities. The Girl Scout organization is proud of our policy of nondiscrimination for staff, volunteers, and the girls we serve.

**Acquired Immune Deficiency Syndrome (AIDS) – HIV Positive Girls and Adults:** The Girl Scouts value diversity and inclusiveness, and therefore, do not discriminate on any basis. Girls and adults who have AIDS or are HIV positive are invited to participate in Girl Scout activities. In those rare circumstances when an injury might occur, we provide procedures to ensure everyone's safety.

**Sexual Orientation:** Sexual orientation is a private matter for girls and their families to address. Girl Scouts does not promote or advocate for any specific personal lifestyle or sexual orientation. Adults working with girls must adhere to this standard of non-discrimination.

**Intellectual Disabilities and Developmental Disabilities:** Young women with intellectual disabilities or developmental disabilities, or who receive the services under the Individuals with Disabilities Education Act (IDEA), may retain their membership until they reach their 21<sup>st</sup> birthday or until they complete high school or its equivalent. In addition, women 21 years of age or older who have intellectual disabilities are deemed the chronological peers of Girl Scout adults, and we will help them participate in the Girl Scouting experience as adults to the greatest extent possible. These practices are in accordance with a long-standing practice of the Girl Scout organization to serve members according to their chronological age.

**Men:** Every volunteer and staff position in Girl Scouting is open to qualified men as well as women. All policies and procedures concerning men are designed to protect our male volunteers and our girl members. Male adults may be part of the leadership team for a Girl Scout troop/group of girls, including being designated as the Troop Leaders for the Girl Scout Troop. Male Girl Scout Leaders are expected to fulfill the same requirements as female Girl Scout Leaders. Specifically, men may not participate alone with girls. At troop meetings, one unrelated female volunteer must be present. In addition, men will not take girls on overnights, camping trips, extended trips or events without two female volunteers present.

### *Endorsements*

**Political Endorsements:** As a nonprofit organization, the Girl Scouts may take action only on legislation that directly affects the corporate rights, responsibilities, and purposes of Girl Scouting. In their capacities as Girl Scouts, individual members may not take action on legislation or participate in any political activity that supports or opposes a candidate for public office. Also prohibited are such activities as conducting a flag ceremony at a political rally or appearing in such a manner as to be clearly identified as a Girl Scout in an advertisement for a political candidate or issue. However, activities that are designed specifically to be informative and do not advocate a position or candidate are permitted. We encourage Girl Scouts to actively promote participating in the democratic process, but not to advocate for a position or a candidate.

**Product Endorsements:** Because of our commitment to our members, the values and reputation of Girl Scouting, and our not-for-profit status, we have in place policies that restrict both direct and indirect endorsements of commercial products or services. Therefore, our first step is to evaluate whether the product or service lives up to Girl Scout standards and principles and is beneficial to the girls we serve. At the same time, we need to consider the potential impact of an endorsement on the Girl Scout Movement. Two examples of positive relationships are Mutual of America's financial literacy program, called CentsAbility and Intel's summer technology camps and workshops.

### *Girl Scout Cookie Program Activities*

**Participation:** The Girl Scout Cookie Program is the most comprehensive business, entrepreneurial and financial literacy education program available for girls today. While participating in one of the most widely anticipated and enjoyable Girl Scout activities, girls strengthen their skills in goal setting, communication, budgeting, managing money, working as a team, and planning a strategy to achieve goals. Girl Scout cookie activities are voluntary and require the written permission of a parent or guardian. Safety guidelines must be followed when girls sell cookies. All money earned from cookie activities stays within the local Girl Scout council to supply essential services to the troops and girls. Girls do not receive the money individually; they decide as a Troop how to spend it.

**Money Earned From Girl Scout Cookie Activities:** Girl Scout cookie activity proceeds are used to keep programs affordable for all girls or to improve and maintain activities or campsites. Additionally, the proceeds can be used to recruit

and educate volunteer leaders as well as to provide financial assistance to girls for membership fees, uniform components, camperships, and program event fees. Troops often use their proceeds for activities such as field trips, service projects, and purchasing supplies. Because the Girl Scout Cookie Program is an activity for girls and proceeds fund nonprofit Girl Scout activities in local communities, Girl Scout councils are exempt from the payment of federal taxes for the sale of these cookies. However, in a few states, local councils are subject to state or local sales taxes for sales that result from Girl Scout cookie activities.

**Safety While Selling Girl Scout Cookies:** GSUSA's first and foremost concern is the safety of girls; therefore, guidelines must be followed to keep girls safe during activities such as the Girl Scout Cookie Program. For example, older girls, those who are at least 12 years of age, must use a buddy system and work with other girls while selling cookies. Younger Girl Scouts must be accompanied by an adult.

**Charitable Contribution:** No part of the price of a box of Girl Scout cookies is tax-deductible because consumers purchase the product at fair market value. However, for cookie purchases that are part of the community service project, such as collecting for a food pantry, the purchase price may be considered a charitable contribution because the purchaser is not consuming the product and is donating the purchased goods for charitable purposes.

**Ingredients and Cookie Bakers:** Girl Scout cookies are produced at commercial bakeries in the United States and all varieties are certified kosher. The two companies currently licensed are ABC Bakers/Interbake Foods LLC, headquartered in Richmond, Virginia, and Little Brownie Bakers LLC, headquartered in Louisville, Kentucky.

**Obesity:** Starting with our youngest grade level, Girl Scouts promotes a healthy lifestyle for its members, including a well-balanced diet and plenty of exercise. Girl Scout cookies have limited availability throughout the year. When eaten in moderation, they are a treat consumers can enjoy as part of a healthy and nutritious lifestyle. Consumers can make an informed choice. The ingredients and nutritional profile of each variety are clearly listed on both the cookie box and order form. Responding to the growing demand for goods without trans-fatty acids, Girl Scouts now requires that all varieties of Girl Scout cookies have zero grams of trans fats per serving.

### *Individual Beliefs*

**Religion:** The Girl Scout movement is a secular, values-based organization founded on democratic principles, including freedom of religion. We do not attempt to dictate the form or style of a member's worship. We believe that faith is a private matter for girls and their families to address. Flexibility about the word "God" in the Girl Scout Promise can empower girls and motivate them to discuss this matter with their families.

**Graces, Blessings and Invocations:** Although Girl Scout policies support religious diversity, there is no Girl Scouts of the USA policy that prohibits or requires the saying or singing of a grace, blessing or invocation in a troop setting. Such decisions are made locally at the troop level and should be arrived at only after full consideration of the spiritual beliefs of all participants.

**Prayer in Schools:** The Girl Scout organization does not take a position on prayer in schools but does encourage each member to establish for herself the nature of her beliefs. We believe the issue of prayer in schools is a private matter for girls and their families to address together.

**Gun Control:** The Girl Scout organization does not take a position on any political issue related to gun control at the state or federal level. We believe gun control is a private matter for girls and their families to address together.

**Firearms/Hunting:** If a Girl Scout activity may possibly involve the use of firearms, the troop leader must obtain written permission from the local council. Such an event may not involve girls less than 12 years of age, must take place under the guidance of certified instructors, and requires parental permission. Hunting is not permitted as a Girl Scout activity.

**Abortion and Birth Control:** The Girl Scout organization does not take a position on abortion or birth control. Our membership is a cross-section of America with regard to opinions on religious and social issues and practices. We believe these matters are best decided by girls and their families.

**Health and Sex Education:** In some areas of the country, Girl Scout troops may choose to hold discussions about human sexuality and may choose to collaborate with a local organization that specializes in these issues. The topic is

discussed from a factual, informative point of view and does not include advocacy or promotion of any social or religious perspective. Participation in these discussions is optional, and each girl who participates must provide written consent from her parent or guardian.

**Planned Parenthood:** On a council level, we have never been associated with Planned Parenthood and their programs. Girl Scouts of the Chesapeake Bay works with public and private schools and many other community agencies to bring girls educational resources and programs regarding health. In these local programs, both at the troop and council levels, girl participation is voluntary. Girls who want to take part in sensitive topics must bring written consent from parents or guardians. Parents or guardians must sign a permission slip and review the content of the program prior to the girls participating. Girl Scouts of the Chesapeake Bay is committed to helping girls understand, treat, and respect their bodies. Each program is given as information rather than advocacy.

### *Safety*

**Camping:** Camping activities must be appropriate to the grade level of the girls who are participating. Girl Scout councils are required to comply with GSUSA policies and standards on health and safety, have procedures in place for approving campsites, ensure that leaders are educated according to the Girl Scout standards, and obtain all proper permissions.

**Internet Safety:** The internet is a powerful information resource, but it also is an open medium that can attract more than the intended audience, including cyber-stalkers who prey on children. To ensure that girls are safe when conducting activities on the Internet, GSUSA has established policies, standards, and guidelines for girls:

- Do not give out personal information such as your address, telephone number, email address or Girl Scout meeting locations and times without the permission of a parent or guardian.
- Notify an adult immediately if you notice any information that makes you feel uncomfortable.
- Never agree to meet with someone you have met online without first checking with a parent or guardian. If the parent or guardian agrees to the meeting, make sure that it is in a public place and never go alone.

## Questions and Answers

### **Q: What is an Association?**

A: The Association is a geographic subdivision within the council's jurisdiction and is established by the Board of Directors.

### **Q: Who can be a Delegate?**

A: 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.

### **Q: How is a Delegate chosen?**

A: Delegates are elected at a service unit meeting between April 1 and June 30.

### **Q: What determines the number of Delegates?**

A: Each service unit is entitled to at least one Delegate. The number of Delegates is based on the girl membership as of September 30 each year. Currently, one Delegate is elected for every 125 girls.

### **Q: What does a Delegate do?**

A: A Delegate must be able to attend two Association meetings and the annual meeting, share concerns with the service unit and submit proposals for discussion. Delegates are the liaisons between the council and its volunteers.

### **Q: Who is my Association Chair?**

A: The Association Chair is appointed by the Board Chair for a two-year term or until a successor is appointed.

### **Q: What if a Delegate is unable to complete his/her term?**

A: If a Delegate is unable to complete his/her 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. A minimum of one more than one-third of the troops in the service unit must be represented at the election of Delegates.

<b>Position:</b>	Delegate
<b>Mission Statement:</b>	Girl Scouting builds girls of courage, confidence and character, who make the world a better place.
<b>Purpose:</b>	To represent the membership in the corporate planning process.
<b>Responsible To:</b>	Elected by service unit volunteers and responsible to registered Association members 14 years and older.
<b>Term of Appointment:</b>	Delegates shall be elected at a spring meeting for a term of one year. Delegates may serve no more than three consecutive terms but are eligible for an additional term after an interval of one year.
<b>Requirements:</b>	<ul style="list-style-type: none"><li>• Member of GSCB</li><li>• Knowledge of the assigned areas</li><li>• Interact with all people in a positive manner</li></ul>

#### **Principle Duties:**

Delegates shall meet once a year (unless additional meetings are required) at Association meetings, convened by an Association Chair appointed by the Board Chair of the council's Board of Directors. The purpose of the Delegate forums shall be to:

- Give input and reaction to proposed plans and policy matters being considered by the Board of Directors.
- Submit to the Board of Directors proposals of the Associations for the Board of Directors' use in formulating council goals.
- Make recommendations to the Board Chair of the council's Board of Directors for the appointment of the Association Chair.
- 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.



## Alternate Position Description

<b>Position:</b>	Alternate
<b>Mission Statement:</b>	Girl Scouting builds girls of courage, confidence and character, who make the world a better place.
<b>Purpose:</b>	To represent the membership in the corporate planning process.
<b>Responsible To:</b>	Elected by service unit volunteers and responsible to registered Association members 14 years and older.
<b>Term of Appointment:</b>	Alternates shall be elected at a spring meeting for a term of three years. Alternates may serve no more than three consecutive terms but are eligible for an additional term after an interval of one year.
<b>Requirements:</b>	<ul style="list-style-type: none"><li>• Member of GSCB</li><li>• Knowledge of the assigned areas</li><li>• Interact with all people in a positive manner</li></ul>

### **Principle Duties:**

Alternates shall meet once a year (unless additional meetings are required) at Association meetings convened by an Association Chair appointed by the Board Chair of the council's Board of Directors. The purpose of the Delegate forums shall be to:

- Give input on, and reaction to, proposed plans and policy matters being considered by the Board of Directors.
- Submit to the Board of Directors proposals of the Associations for the Board of Directors' use in formulating council goals.
- Make recommendations to the Board Chair of the council's Board of Directors for the appointment of the Association Chair.
- 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.

## Authority and Accountability

### Delegates

- Elect the Board of Directors, Board Development Committee members and Delegates/Alternates to National Council Session
- Determine general lines of policy
- Give broad direction to the Board of Directors
- Amend council bylaws

### Associations

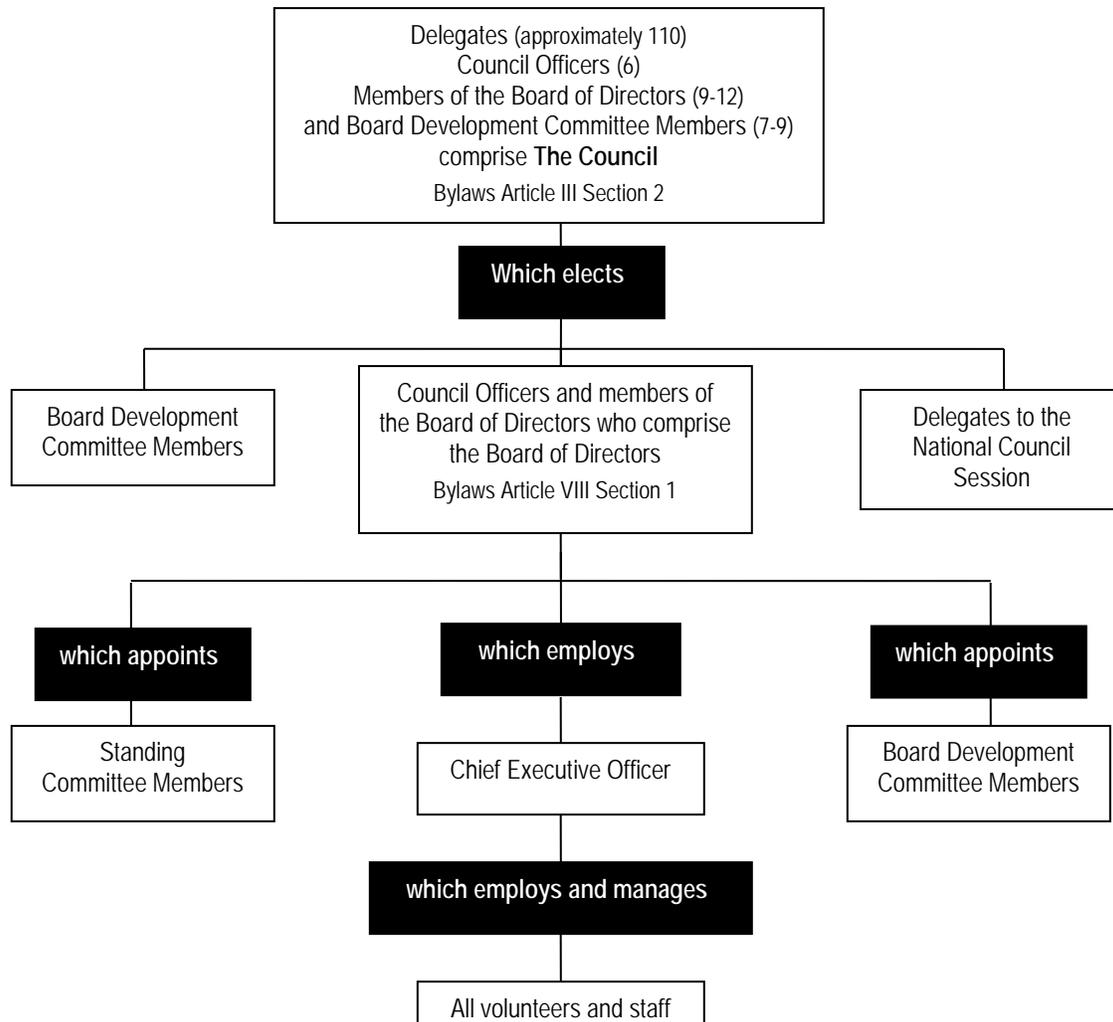
- Consider proposed plans, policies and other matters referred by the Board of Directors
- Submit policy proposals to the Board for improving the quality of Girl Scouting
- Participate in the corporate goal-setting process

### Board of Directors

- Develops, manages and maintains Girl Scouting within the terms of its Girl Scout Charter
- Manages the affairs of the council between meetings of the council
- Establishes Associations

### Organizational Structure, as Provided by Council Bylaws

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.



## How Business gets to the Annual Meeting

Items for consideration at the Annual Meeting may be initiated either by Association action or by the Board of Directors. Before items are put on the agenda they will be studied by the Board and its committees to determine if appropriate for council consideration. A matter is considered appropriate if it:

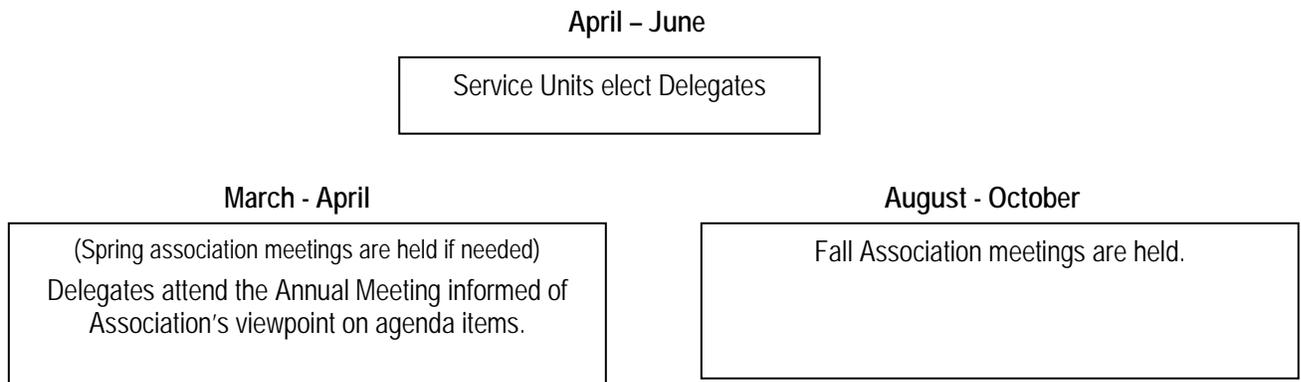
1. Affects a majority of the membership
2. Represents a major change in direction
3. Requires active support of the membership
4. Concerns questions of Board policy or direction

Following is the time schedule for presenting proposed items for the annual meeting:

1. Associations will submit items to be considered for the Annual Meeting to the Board of Directors by January 30. This allows the Board committees and Board of Directors time to review during the last Board meeting before the Annual Meeting agenda is created.
2. If approved, the items with supportive information will be in the mailing sent each Delegate not more than sixty (60) business days nor less than ten (10) business days prior to the meeting. If an item is decided to be inappropriate, the group submitting it will be notified and an explanation given.

Associations are urged to bring matters of general council concern to the Board at any time through their Board Liaison.

## How Council Decisions are Made





**Influencing Policy Decisions in Girl Scouting**

## Influencing Policy Decisions in Girl Scouting

### *Historical Perspective of Policy-Influencing in Girl Scouting and the Corporate Planning Process*

From the beginning of Girl Scouting in the United States up to the present day, the democratic process and participation in a democratic way of life have been basic beliefs that characterize the Girl Scout Movement. A very early *Blue Book of Policies* states, "The way of work in Girl Scouting is that of democratic participation. Democratic methods are as important for adults in the Movement as they are for girls. The Girl Scout organization has, from its inception, believed strongly that democracy means not only the right to vote but the responsibility of voting for the good of the whole rather than for purely local interests; that, while the majority might prevail, there is an unailing obligation to consider the minority and to find ways of reconciling differences; that people working democratically develop not factional decisions nor sterile compromises but new plans and new solutions growing from the merging of individual points of view." The national organization realizes that putting these beliefs into practice is not easy now, nor has it ever been easily accomplished. However, we firmly believe that differences in points of view, localized interests, high density, compact urban areas or widely spread, sparsely populated jurisdictions should not be barriers to achieving, by a democratic means, a solution that is in accord with the ideals of the Girl Scout Movement.

Over the years, there have been numerous forms of organization and of groupings of adults in councils that have allowed for the involvement of the adult membership in the process of influencing policy decisions made by the council board of directors. With increasing council memberships, expanding jurisdictions, and the incorporation of all councils, it soon became apparent that there was a need for alternative ways for councils to organize for involvement of the adult membership to influence policy decisions.

#### **Policy-Influencing**

Policy-influencing, as it applies in Girl Scouting, is the process by which the adult members in the council are able to make their feelings known on key issues that may affect the delivery of the Girl Scout program within the council's jurisdiction. Policy-influencing is based on the premise that all adult members have access to the governance system of the council and

have a voice in major policy decisions before they are made. Influencing policy does not mean voting, nor does it mean actually making the final decision. It does mean being well informed about problems or needs that exist in the council, being able to discuss issues, and giving sound input to the board of directors.

To ensure that adult members have a voice in the governance of the council and the opportunity to influence policy decisions, it is essential that the Board of Directors carries out its responsibility for referring key issues to those policy-influencing groups it establishes. Without this resource of well-informed opinions from the adult members, the Board is very likely to make decisions without having all of the necessary facts.

Adult members are able to influence policy mainly by participating as members of Associations or serving on Board committees and task groups. Council Delegates, in assembled meetings, also carry a major role in giving broad, general policy direction to the Board.

An important aspect of policy-influencing is the fact that Association members elect council Delegates. The Delegates, in turn, as members of the corporation, elect the council Board of Directors and council Board Development Committee. The members of the Corporation (council) also vote on proposed changes in the council articles of incorporation and bylaws that govern the democratic process. The process of electing those who will govern the council, set policy, and provide leadership to the council and those who will make judgments about the best people to carry out these responsibilities is, perhaps, the most crucial policy-influencing act of all. It is also customary in Girl Scout councils that non-Delegate adult members are invited to attend the Annual Meeting and participate in discussions about important issues facing the council on which the Board may need input before making a decision.

Although all decisions being considered by the Board of Directors need not be referred to policy-influencing groups, it is essential that policy decisions that will affect a large portion of the membership in the

jurisdiction should always be referred to policy-influencing groups for discussion and reaction. It is also essential that these groups be involved in the process of establishing the council's corporate goals, conducting the organizational performance appraisal, and carrying out the council self-evaluation. Following are some examples of issues that should be referred by the Board of Directors to policy-influencing groups:

1. Will affect all or a large portion of the jurisdiction.

**Examples:**

- Major changes in policies that will affect the delivery of program in every troop.
- Decision to sell a council property used for program delivery.
- Exploration of a possible extension of jurisdiction.
- Reaction to and input on draft corporate goals.

2. Will represent a major change in policy direction in the council.

**Example:**

- Changes in the council's bylaws and articles of incorporation.

3. Will require active support of the members once adopted.

**Examples:**

- Plan for conducting major fund-raising activities.
- Plan to build a new council office building or to relocate.

4. Will require large expenditures of funds.

**Example:**

- Conduct study of all properties owned by the council.

### **Policy-Influencing Groups**

Policy-influencing groups are a crucial component of the democratic process in Girl Scouting and support the concept of full participation of adult members in the decision-making process. Their purpose, composition, and authority are defined in the council bylaws. These groups have a direct accountability and relationship to other components of the corporate structure. Their purpose and function are distinctly different from operating units, which are not defined in the bylaws.

The structures and methods used to provide a means for grass roots participation in plans and policies vary from council to council. However, all structures utilized by councils include certain common elements that are

essential to preserving the democratic process. The elements are:

- A way to elect Delegates.
- A systematic way for members to discuss and react to important issues and problems affecting Girl Scouting within the jurisdiction.
- A procedure for members to initiate suggestions and proposals to the Board of Directors.
- A way to keep adult members well informed about important trends and potential problems that may affect the lives of girls.

The most commonly known and widely used policy-influencing groups currently being utilized in Girl Scout council are the council (Corporation), Associations, Board committees, and task groups.

### **Associations**

Associations are, in effect, an arm of the Board of Directors in the areas of policy-making, planning, and review. They are involved in overall direction setting of the corporation through the election of Delegates to the corporate body. They can play an important role in the process of formulating corporate goals and in evaluating council progress by taking part in the operational performance appraisal.

Members of Associations can also bring to Association meetings the benefit of their knowledge and day-to-day exposure in the community. In this way, trends that will affect the future of Girl Scouting within the area can be brought up and discussed and, if necessary, communicated to the Board of Directors.

### **Role of the Association Chairman**

Association Chairmen are appointed by the council Board of Directors to provide leadership to the largest and most important policy-influencing group within the council's corporate structure. Although Association Chairmen are not members of the Board of Directors, they serve as a direct extension of the council Board Chair in the larger community.

The Board of Directors establishes Associations so that adult members of the council will have direct access to the council's system of governance, will have a voice in influencing policy decisions being considered by the Board, and will elicit reactions from the members of the corporation. The Association Chairman sees that meetings are scheduled, planned, and carried out so that the adult members can participate in giving reactions to the Board on issues that will affect the entire council, give input to

the strategic planning of the board, and give input to the Board's annual performance appraisal of council operations.

The Association Chairman is in a direct line to the Board of Directors and is accountable to the Board for carrying out the responsibilities of the Association as defined in the council bylaws. The Association Chairman, therefore, should not be involved in council operations in any way. All of the operations are carried out under the direction of the Executive Director, who is accountable to the Board of Directors for seeing that the day-to-day work of the council achieves the yearly integrated operating objective adopted by the board. Although volunteers are a key part of the operational structure, they should not be involved in operations at the same time that they hold elected or appointed positions in the policy-making process.

#### **Relationship of Delegates to the Association**

Delegates are elected through the Association to become members of the corporation. Their primary responsibility is to attend and participate in the annual council meeting and, in meeting assembled, give broad general direction to the Board of Directors. The job of the council Delegate is a difficult and extremely important one. Persons accepting this responsibility must be willing to learn about the democratic process and how their role fits into the process.

In order to see that Delegates fulfill their obligations, the council Board of Directors must establish and sustain systems that support the Delegate. Such systems include: providing challenging agendas for Association meetings; organizing a cycle of meetings that allows for easy flow of communication; forecasting the corporate business of the council far enough in advance to allow for preparation of the delegates; preparing council meeting agendas involving grass roots thinking and participation on major issues that give direction to the future of the council.

Delegates should always attend Association meetings so as to be well informed on issues being discussed by the adult members they will be representing at the annual meeting. This enables them to cast intelligent votes and voice concerns of Association members in discussions and debates.

It is essential that the council have a well-coordinated plan for Delegates to be educated as soon as

possible after they have been elected. All Delegates should receive the same education.

At the Annual Meeting, Delegates become involved in the policy-influencing process by:

- Discussing, reacting to, and giving guidance to the board of directors on proposed new policies and other major decisions referred to it by the Board.
- Requesting, on its own initiative, that the Board consider the feasibility of some new plan or change in direction.
- Establishing basic structural policies through the Corporation's power to amend the bylaws.
- Electing the council Board of Directors and Board Development Committee.

#### **Policy-Making**

It is the responsibility of the Board of Directors in a Girl Scout council to establish policies and make the policy-level decisions that govern all of the activities of the council. The Board of Directors is the only policy-making body in the council. Formulation of policy and resolution of major issues with which the council is confronted may not be delegated to any other group. The Board does, however, seek reactions and input from its various policy-influencing groups before it makes any major decisions that will have an impact throughout the council's jurisdiction.

It is essential that the Board of Directors have a definite cycle and time schedule of Association meetings throughout the council for referring items to policy-influencing groups, and that the Board be open and receptive to suggestions for policy actions originating from these groups. The cycle of meetings are held within the same time period, and are scheduled in consideration of the schedule for Board meetings, so that reactions to policy issues and proposals originating in Associations can reach the board in a timely way.

The Board also sees that policy-influencing groups are involved in the council's strategic planning and obtains input on identifying critical issues from them before the Board of Directors determines major strategies related to the council's corporate goals.

It is essential that every Board member understand and support the concept that the responsibility for making decisions affecting the lives of girls within the council's jurisdiction is shared with other adult members. Following are some specific responsibilities of the Board of Directors related to policy-influencing.

- Adopt and implement a plan for Board meetings that provides for obtaining reactions and input from policy-influencing groups on a regular basis.
- Establish a procedure for policy-influencing groups to submit proposals and items to the Board for discussion.
- Refer issues to Board committees that will ultimately result in policy decisions.
- Include on the agenda of the Annual Meeting the opportunity for adult members of the council and other adults to interact and discuss major issues.
- See that the agenda and program for the Annual Meeting are timely and substantive.

### **How to Make Policy-Influencing Work**

If policy-influencing is to succeed, with as many people involved as possible in the process, much hard work must be done by many people. This should begin with the top leadership of the council: the Board of Directors, council Board Chair and Chief Executive Officer. The work should also include those volunteers serving in leadership positions, such as committee chairmen, Association Chairmen, and council Delegates.

Following are some essential elements that must be present in order to make the policy/decision-making process effective and recognizable to the membership:

1. A belief in the participation of grass roots in influencing policy decisions being made by the council's Board of directors, and the willingness and patience to listen to all sides of issues before taking action.
2. The willingness to prepare for and participate actively in Association and Delegate meetings, to

be a good listener to other people's opinions, to ask intelligent questions, and to make valuable contributions to group recommendations.

3. An understanding of the difference between policy-influencing, policy-making, operations, and knowledge of who is accountable to whom and for what.
4. An understanding of the need for careful planning and the willingness to devote time and energy to planning for, obtaining, and using input from the grass roots.
5. Communicating the results of policy decisions and progress toward achieving the council's corporate goals back to the Associations.

The council Board Chair should take the initiative in seeing that issues coming up for consideration by the board are on the planning calendar for the Board's work and are sent through the appropriate policy-influencing channels in sufficient time for them to be discussed in Associations and reactions to be reported back to the Board before important decisions are made.

Planning for gaining input from the grass roots needs to be done along with planning the board's schedule and future work. This schedule should be projected for at least three years.

Woodrow Wilson said, "Democracy is the most difficult form of government. It is easy to talk about but another matter to put into practice." This statement is applicable to the democratic process in Girl Scouting.

## Bylaws

### ARTICLE I - Name

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.<sup>1</sup>

### ARTICLE II – Purpose

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.

### ARTICLE III – Members

#### Section 1. Eligibility.

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.

#### Section 2. Composition.

- A. Members of the Corporation shall consist of:
  - 1. Elected members of the Board of Directors, if not otherwise members of the Corporation;
  - 2. Members of the Board Development Committee (*Nominating Committee*), if not otherwise members of 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.

#### Section 3. Association.

- 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 Association by the Board of Directors.
  - 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.
- 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

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<sup>1</sup> The Council/Corporation although incorporated through the state of Delaware encompasses members in the following states: Delaware, Maryland and Virginia.

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.

- 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.
- F. The presence at Association meetings of twenty-five percent of the Delegates shall constitute a quorum for the transaction of business, provided that a representative from at least a majority of the Service Units from the Association is present.
- 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 years, 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.
- H. Duties of the Association Chair:
  - 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.
  - 6. Contact Service Unit Managers regarding the election of Delegates/Alternates.

#### Section 4. Election.

- A. Procedure: Each Service Unit shall elect Delegates and Alternates in accordance with policies and procedures established by the Board of Directors.
- 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.
- 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.
- 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 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.
- E. Responsibilities:
  - 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.
  - 4. 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.

## **ARTICLE IV – 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.

### **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 acclamation.
- B. Terms of office shall begin at the close of the Annual Council Meeting.
- C. No individual shall serve more than two consecutive terms in any one office.
- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

### **Section 3. Vacancies in Office.**

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the First Vice Chair of the Board for the remainder of the term.
- B. In the event of a vacancy in both the Chair of the Board and the First Vice Chair, the Second Vice Chair shall fill the position of Chair of the Board for the remainder of the unexpired term.

### **Section 4. Ex Officio 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 ex officio officer of the Corporation without vote.

### **Section 5. Duties of Officers.**

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

- A. The Chair of the Board shall:
  - 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 ex officio member of all committees except the Board Development Committee.
- B. The First Vice Chair of the Board shall:
  - 1. Assist the Chair of the Board as assigned;
  - 2. Preside at meetings of the Council, the Board of Directors or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding.
- C. The Second Vice Chair of the Board shall:
  - 1. Assist the Chair of the Board as assigned.
- D. The Secretary shall:
  - 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.
- E. The Treasurer shall:
  - 1. Provide effective stewardship, control, and oversight of the Corporation's finances;

2. Execute directives of the Board of Directors.

## **ARTICLE V – Board Development Committee**

### **Section 1. Membership.**

The Board Development Committee 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 ex officio nonvoting member.

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

- A. The Committee members 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 acclamation.
- B. Terms of office shall begin at the close of the Annual Council Meeting.
- 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.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position other than Committee Chair, the vacancy shall be filled by the Board of Directors for the remainder of the term.

### **Section 3. Election, Term, and Vacancy of Committee Chair.**

- 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.
- 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.
- 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.
- 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.
- E. If not already a member of the Council Board of Directors, the Chair shall serve as an ex officio member of the Council Board of Directors, with all the rights and responsibilities of other Board members.

### **Section 4. Responsibilities.**

The responsibilities of the Board Development Committee shall be:

- A. To solicit and recruit candidates for elected positions in the Council.
- B. To provide to the membership a single slate for all positions for election, including officers, directors and Board Development Committee members.
- C. To provide to the membership, in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of Delegates and Alternates to the National Council Session of Girl Scouts of the United States of America.
- D. To develop in conjunction with the Board of Directors:
  - 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 directed by the Board of Directors.

### **Section 5. Nominations from the Floor.**

Nominations for any of the elected positions may be made from the floor at the Annual Meeting provided:

- 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.
- B. The Notice must contain (1) name and address of the Delegate who intends to make the nomination from the floor (*the Nominator*), (2) the name and address of the individual to be nominated (*the Potential Candidate*), (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.
- 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 Meeting.
- D. 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.
- E. 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.

**Section 6. Quorum.**

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.

**ARTICLE VI – 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.

**Section 1.**

One of the following methods may be used at the Annual Council Meeting:

- 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
- B. By mail ballot in accordance with a procedure established by the Board of Directors.
  - 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.
  - 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.

**ARTICLE VII – Meetings**

**Section 1. Annual Council Meeting.**

- A. Scheduling. The Corporation shall conduct an Annual Council Meeting of the Corporation membership in April of each year at a date, time and place determined by the Board of Directors.
- B. Notice.
  - 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.

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.
- C. Business. At the Annual Council Meeting, the Corporation shall:
    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 the United States of America. If the election has been held by mail ballot, the results of the election shall be announced at the Annual Council Meeting;
    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.
  - 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.
  - E. Voting.
    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 such terms and conditions as may be established by the Board of Directors.

## **Section 2. Special Meetings.**

- A. Scheduling. A special meeting of the Corporation membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the members of the Board of Directors then in office or by 25% of the members of the Corporation. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed (or electronically transmitted if allowed by statute) to each member of the corporation at least 10 days prior to the meeting.
- 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.
- D. Voting. Voting shall be in accordance with Article VII, Section 1.E. of these Bylaws.

## **ARTICLE VIII – 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.

### **Section 2. Term of Office.**

- A. The Directors-at-Large shall be elected by ballot in accordance with Article VI of these Bylaws for a term of 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.
- B. Terms of office shall begin at the close of the Annual Council Meeting.
- C. The term of office of approximately 1/3 of the Directors-at-Large shall expire at each Annual Meeting of the Council.

- D. No individual shall serve more than two consecutive terms as a Director-at-Large.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.

**Section 3. Vacancies.**

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

**Section 4. Power, Authority, and Accountability.**

- A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the Council between meetings of the Council, except as otherwise provided in these Bylaws or by statute.
- B. Accountability. The Board of Directors is accountable to:
  - 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.
- C. Conflict of Interest. Operational volunteers assuming Board membership will relinquish their position during the time they serve on the Board.

**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 may determine.
- 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.
- 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.
- D. Voting.
  - 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 6. Unanimous Written Consent in Lieu of Meeting.**

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.

**Section 7. Special Meetings.**

- 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.

- 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.
- 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 constitute a quorum for the transaction of business.
- D. Voting.
  - 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.

**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.

**Section 2. Duties.**

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Corporation Board of Directors between the meetings of the Board, except that the Executive Committee shall not:
  - 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.
- B. Reports. The Executive Committee shall submit to the Board of Directors at each Board meeting a report of all actions taken since the last Board meeting.

**Section 3. Meetings.**

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.

**Section 4. Quorum.**

Quorum. The presence of a majority of the members of the entire Executive 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.

**Section 5. Removal.**

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.

## **ARTICLE X – Committees**

### **Section 1. Establishment.**

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 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.

### **Section 2. Appointment.**

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

### **Section 3. Quorum.**

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.

### **Section 4. Unanimous Written 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 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.

## **ARTICLE XI – National Council Delegates**

### **Section 1. Eligibility.**

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

### **Section 2. Election.**

The Delegates and Alternates 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 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.

**ARTICLE XII – Finance**

**Section 1. Fiscal Year.**

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

**Section 2. Contributions.**

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

**Section 3. Depositories.**

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

**Section 4. Approved Signatures.**

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.

**Section 5. Bonding.**

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

**Section 6. Budget.**

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

**Section 7. Property.**

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

**Section 8. Audits.**

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

**Section 9. Financial Reports.**

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

**Section 10. Investments.**

The 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.

**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 leases, contracts, property purchased or sale; and
- C. Review and advise on any official statements developed for the media (print, television, or radio).

**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.

**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.

**ARTICLE XIV – Parliamentary Authority**

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

**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.

**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.

These revised Bylaws were adopted on April 26, 2017



\_\_\_\_\_  
Board Chair



\_\_\_\_\_  
Secretary of Board

## **Prospect Referrals to the Council Board Development Committee**

Council Board Development Committee members are elected by members of the council at the Annual Meeting for a term of three years. The Board Development Committee is responsible for presenting to the Delegates a slate of nominations for council Officers and Board members, and a slate of nominations to succeed Board Development Committee members whose terms expire.

Another duty of the Board Development Committee is to present a slate of nominations for National Council Delegates. This is done at the Annual Meeting one year prior to the National Council Meeting.

The Board Development Committee arrives at these slates through prospect referrals from Girl Scout volunteers and their contacts in the community. The Committee Referral Form that follows can be used submit referrals to the Board Development Committee for prospective Board members.





# Committee Referral Form

Date: \_\_\_\_\_

The Board Development Committee is seeking referrals for potential candidates for the Board of Directors and for succeeding members on the Board Development Committee.

If you are interested in serving in a leadership position as a governance volunteer or if you know someone who you think could be beneficial in helping to set policy and goals for Girl Scouts of the Chesapeake Bay, please complete this form and return it to the Board Development Committee c/o of GSCB, 225 Old Baltimore Pike., Newark, DE 19702. Self-referrals are encouraged. The council board development committee will acknowledge and review all referrals received.

**Please Check One**

- Board Nominee
- Board Development Committee
- Board Committee/Task Group
- Ambassador Girl Scout – Board Nominee age 14-17 (*one-year term*)

Candidate's Name: \_\_\_\_\_ Candidate's email address: \_\_\_\_\_

Candidate's Home address: \_\_\_\_\_

Candidate's Business address: \_\_\_\_\_

Candidate's Phone: (Home) \_\_\_\_\_ (Cell) \_\_\_\_\_

Reasons to support your recommendation, including Candidate's special interests and skills: \_\_\_\_\_

\_\_\_\_\_

- Optional information:**  Hispanic or Latino     Black or African American     Asian     White     Two or more races  
 American Indian     Native Hawaiian or Other Pacific Islander     Other

Age:  18-36     37-64     Over 64

Submitted by: \_\_\_\_\_ Address: \_\_\_\_\_

Phone: (H) \_\_\_\_\_ (B) \_\_\_\_\_ (C) \_\_\_\_\_

### General Qualifications

**Board of Directors** (generally a three year term)

- Accept the mission and values of Girl Scouting
- Accept responsibility for the major functions of the Board
- Obtain education as necessary to serve on the Board
- Attend Board meetings, annual meeting and other major Girl Scout functions
- Register as a Girl Scout member
- Serve on Board committees and task groups
- Make monetary contributions to the council as personal resources allow
- Respect and maintain confidentiality
- Accept and support Board decisions

**Board Development Committee** (generally a three year term)

- Accept the mission and values of Girl Scouting
- Have access to individuals who possess leadership qualities and skills needed and who are representative of the diversity in the area
- Commit time to do a thorough job
- Maintain confidentiality concerning nominees and the work of the Board Development Committee
- Register as a Girl Scout member
- Have ability to conduct interviews and evaluate information as an individual and as a member of the committee





## Referral and Action Form

Girl Scouts of the Chesapeake Bay  
225 Old Baltimore Pike  
Newark, Delaware 19702  
T 302.456.7150 • 800.341.4007  
F 302.456.7188 • [www.GSCB.org](http://www.GSCB.org)

Date: \_\_\_\_\_

To: Chair of the Board of Directors

From: \_\_\_\_\_

Subject: \_\_\_\_\_

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Concern: \_\_\_\_\_

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Recommendation for change: \_\_\_\_\_

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Mail to: GSCB, 225 Old Baltimore Pike, Newark, DE 19702. You will receive a reply within 15 working days.