



Representatives Manual

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girlscoutshcc.org

This publication is provided as a service of Girl Scouts Heart of Central California, which is supported by council product programs, grants, contributions and bequests.

Girl Scouts Heart of Central California Representative Assembly Member:

Welcome!

You have been appointed to the most important position between the Board of Directors and the members . . . that of a Member of the Representative Assembly (Assembly). The Assembly consists of the following Representatives, of which you are one:

- Service Unit Representatives, appointed by the Service Unit Manager
- Girl-at-large Representatives, appointed by the Board Representative Committee
- Board of Directors Members, elected by the Representative Assembly
- National Council Delegates, elected by the Representative Assembly

This manual has been prepared to assist you in carrying out your major responsibilities in determining the overall direction of the Council and electing those responsible for ongoing governance decisions . . . the corporate officers and Board members.

Participation in the democratic process will bring feelings of accomplishment, involvement and ownership. But, democracy is not an automatic process; it requires effort on the part of everyone involved. In final analysis, its success depends upon the informed participation of you, the Representative.

Your Board Representative Committee Members

REPRESENTATIVE MANUAL

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AN OVERVIEW OF THE GIRL SCOUT ORGANIZATION

Juliette Gordon Low organized the first Girl Scout troop in the United States on March 12, 1912. Since that day, some twenty million girls and adults have participated in this movement. The current membership is over three million.

World Association (WAGGGS)

In 1928, countries with Girl Scouts and Girl Guides set up an international organization whose purpose was to encourage friendship among girls. Today, ten million girls and adults from over 145 countries belong to WAGGGS.

Girl Scouts of the U.S.A. (GSUSA)

Girl Scouts is the largest voluntary organization for girls in the world. Its headquarters are in New York City. Councils are the local units chartered by GSUSA to administer Girl Scout program within an assigned jurisdiction. There are currently over 100 Girl Scout Councils in the United States.

Girl Scouts Heart of Central California

Girl Scouts Heart of Central California has over 17,000 girls and 5,000 adult members in over 1,900 troops throughout the Council's 18-county jurisdiction. Girls are served in Alpine, Amador, Calaveras, Colusa, El Dorado, Glenn, Mariposa, Merced, Nevada, Placer, Sacramento, San Joaquin, Solano, Stanislaus, Sutter, Tuolumne, Yolo and Yuba counties. Girl Scouts Heart of Central California was formed in 2007 as a result of the merger of Girl Scouts Muir Trail Council and Girl Scouts of Tierra del Oro.

Girl Scouts Heart of Central California Website for Representatives

Go to girlscoutshcc.org and click on "Our Council" on the home page, then "Governance".

POSITION DESCRIPTION

MEMBER OF THE REPRESENTATIVE ASSEMBLY

ACCOUNTABILITY

Service Unit Representatives are appointed by the Service Unit Manager and are accountable to the members of their service unit. Girls-at-Large Representatives are appointed by the Board Representative Committee and are accountable to the members of the Council.

TERMS OF OFFICE

Representatives appointed by service units or Board Representative Committee shall be appointed for a term of two years or until their successors are appointed.

PRIMARY DUTIES

- Elect other members of the Representative Assembly who include the officers of the Council, the Board of Directors, and the delegates to the National Council of Girl Scouts of the USA.
- Attend all Representative Assembly meetings including the Annual Meeting and Fall Forum. Report concerns and decisions of the Assembly and the Board of Directors to the service unit members via service team or service unit leader meetings.
- Amend the articles of incorporation and bylaws as necessary.
- Participate in any other business that may come before the Representative Assembly.
- Influence the general lines of direction for Girl Scouting locally by: receiving and acting upon reports of the Board of Directors, giving guidance to the Board of Directors, responding to opinion surveys, and actively participating in discussions and meetings.
- Be responsive to requests from the Board Representative Committee.

QUALIFICATIONS

Be an active registered member of the Girl Scouts of the USA and at least fourteen (14) years of age, and:

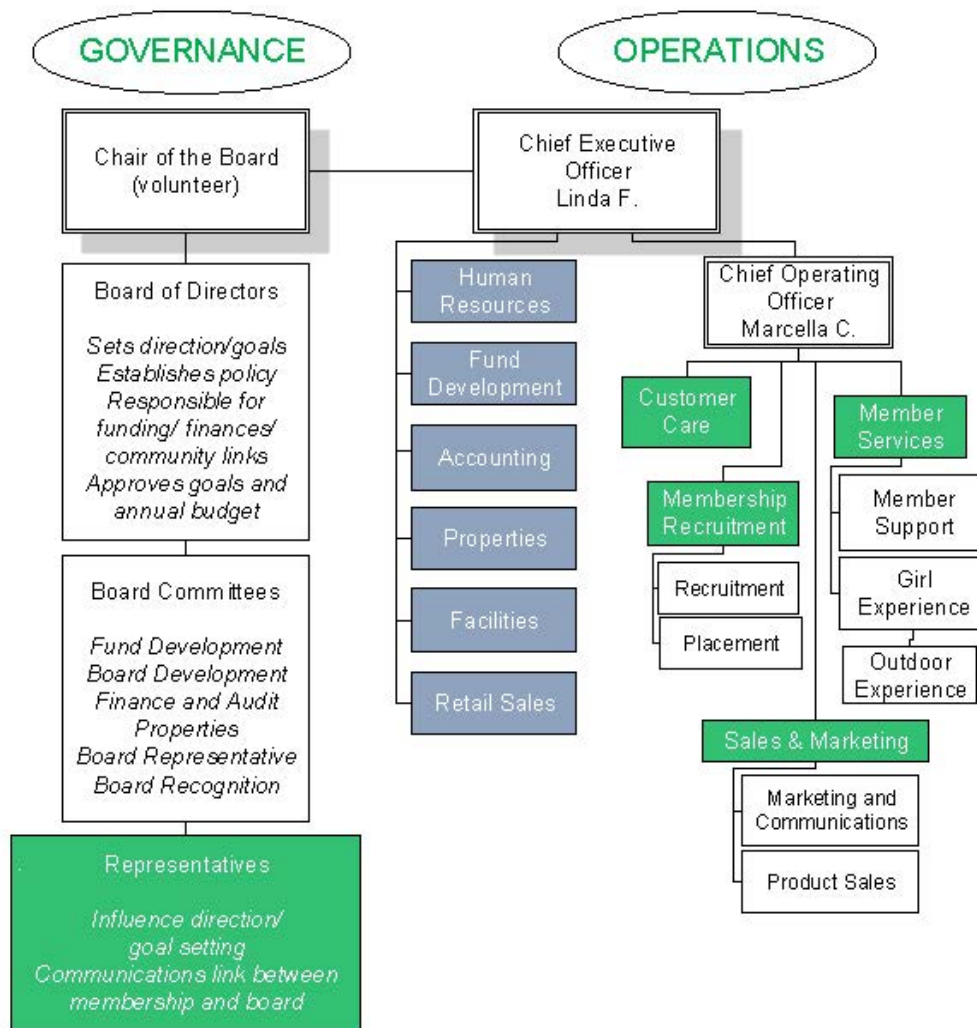
- have the ability to cooperate and work with others
- have a willingness to take training for the position
- become familiar with the bylaws, structure and, goals of the Council
- have mature judgment to make informed decisions affecting the lives of girls
- have the ability to look toward the future and analyze trends and community needs
- make the time commitment to actively participate in the democratic process.

COUNCIL STRUCTURE

Girl Scouts Heart of Central California is incorporated under California state law. It is administered by an elected, volunteer, Board of Directors charged with policy making, strategic planning, goal setting, fund development and financial management. The Chair of the Board oversees the activities of the Board and the governance side of the Council.

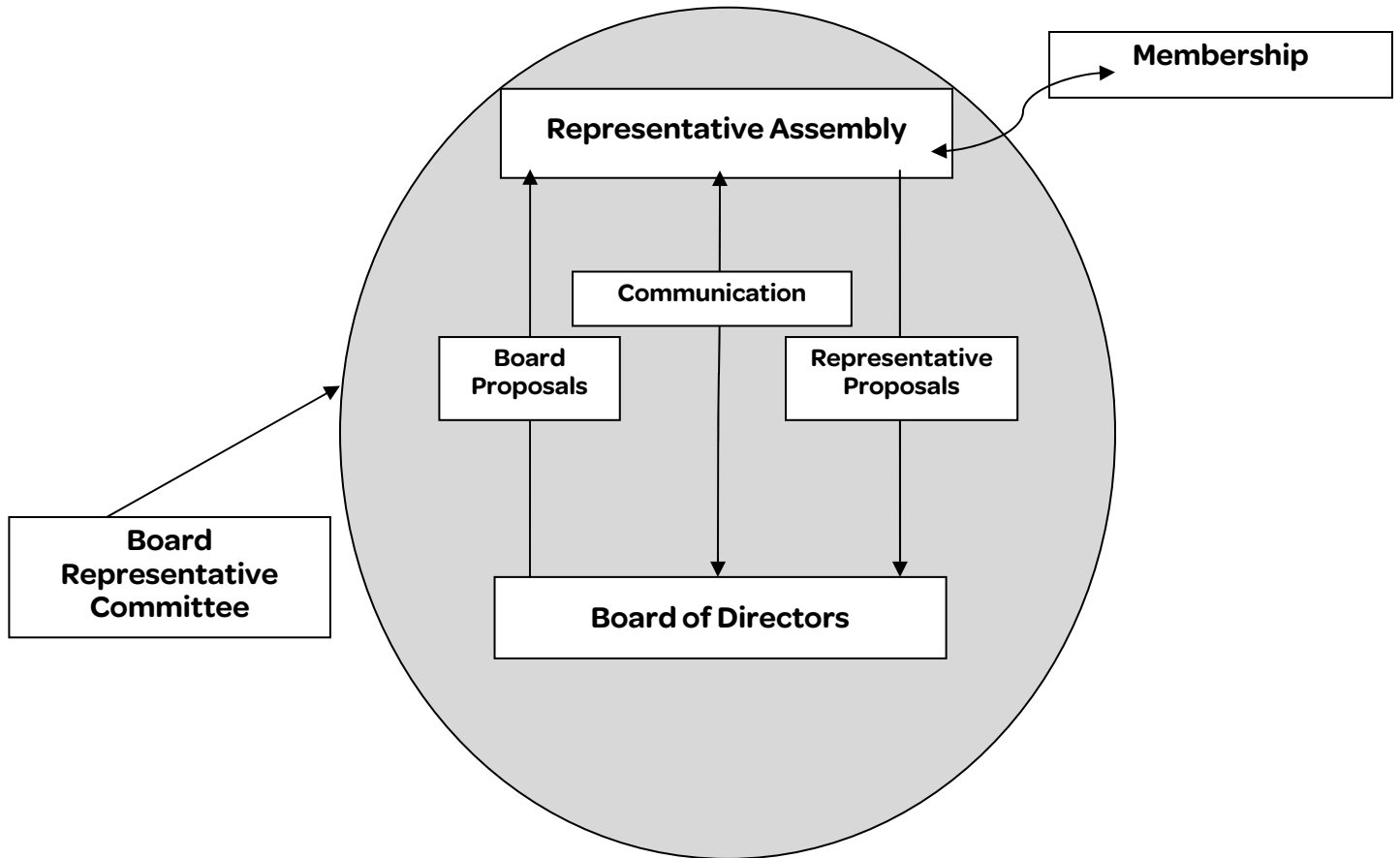
The Chief Executive Officer (CEO) is hired by the Board of Directors to oversee operations of the Council. Volunteers and employed staff members, under the direction of the CEO, are responsible for working in partnership to deliver the Girl Scout program to girls and support services to adults.

As a **Representative**, you are the communication link bringing governance related ideas and information from the membership to the Board of Directors on the governance side of the Council. You also elect members and officers of the Board, and delegates to the National Council. The elections take place at the Council's annual business meeting in February.



GOVERNANCE STRUCTURE

Governance structures are part of every Girl Scout Council and are defined in the Council bylaws. The governance structure for Girl Scouts Heart of Central California Council is depicted in the following chart:



The **Representative Assembly (Assembly)** is the body of all voting members of the Council. The Assembly members are responsible for electing the Board of Directors and National Council Delegates, providing input for policy decisions, giving broad direction to the Board of Directors, and amending the bylaws and articles of incorporation. The Assembly consists of the following members:

- Two Representatives from each service unit, appointed by the Service Unit Manager. Each service unit has the option of designating one Alternate Representative.
- Up to 10 girls-at-large from throughout the Council. These Representatives are selected by the Board Representative Committee via an application process.
- National Council Delegates, who are elected every three years by the Assembly.
- Directors-At-Large and elected officers of the council.

Representatives of the Assembly are responsible for keeping their members informed of Board communications, surveys, discussion items, etc. This should be done via regular attendance at service team and service unit leader meetings. All representatives are volunteers and all have the same responsibility.

The **Board Representative Committee** is a standing advisory committee and consists of at least five persons, of whom at least two will be members of the Board of Directors. The board members will appoint at least 3 volunteers to serve on this committee. The board members serve as “liaison” and communicate information between the Representative Assembly members and the board. This Committee is responsible for managing the functions of the Representative Assembly, facilitating the review of proposals submitted by the Assembly and/or the Board, and fostering two-way communication.

The **Board of Directors** consists of 17-21 volunteers. They are elected at the annual meeting by the Representative Assembly for 3 year terms (officers and girl members are 2 year terms). The major board responsibilities are:

- Policy making;
- Selection and evaluation of the CEO (chief executive officer) of the council;
- Long range planning;
- Fund development
- Fiduciary oversight;
- Managing the affairs of the Council between annual meetings;
- Community interaction, fulfilling charter obligations; and
- Ensuring a system for policy influencing between the membership and the board.

Here are some facts about the council **Membership:**

- There are over 18,000 girl members
- 9,000 volunteers
- Over 1,900 troops
- Membership is spread over an 18 county jurisdiction which includes Alpine, Amador, Calaveras, Colusa, El Dorado, Glenn, Mariposa, Merced, Nevada, Placer, Sacramento, San Joaquin, Solano, Stanislaus, Sutter, Tuolumne, Yolo, and Yuba.
- The council’s program center is located in Sacramento with additional offices located in Modesto and Stockton.

TWO-WAY COMMUNICATION

Representatives are information-gatherers; you are a link to the members of the Council. Two-way communication between the Council leadership and Council membership is established through Representatives as described below.

Fostering Two-Way Communication

- *Email* will be one of the main forms of communication between GSHCC and the Assembly. Please keep your information up-to-date.
- *Forums* will be held to solicit input and hold discussions on relevant issues. Representatives should discuss issues with their membership and bring the results of those discussions to the meetings.
- The *Annual Meeting* is an opportunity for Representatives to share the feelings of their membership on Council and/or national proposals.
- A *Newsletter* for Representatives will be distributed at least once per year. Representatives should share relevant information with their membership.

- *Opinion Surveys* may be conducted to gain quick opinions on various topics. Representatives should get membership input on the topics prior to responding to the survey.
- At *Board Meetings*, the Board Representatives will provide regular feedback on surveys and forum discussions as well as bring issues from the Board of Directors to the Assembly.
- The GSHCC *website* will include a Governance page that Representatives should visit frequently to stay informed.

DECISION-INFLUENCING IN A GIRL SCOUT COUNCIL

Representatives are a vital part of every Girl Scout Council. You provide the corporate structure and meet the requirements of incorporation. Through your vote at GSHCC's annual meeting, you complete the following critical **policy-influencing acts**:

- election of the Council Board of Directors;
- election of National Council Delegates; and
- approval of changes in the Council articles of incorporation and bylaws.

What is Policy-Influencing?

Policy-influencing is the process by which the opinions and feelings of a variety of people are sought and considered by the Board of Directors before a governance (policy) decision is made (for example, changing the process by which Representatives are appointed).

Policy-influencing has three parts:

1. Girls and adults making their feelings known on key issues that affect Girl Scouting.
2. The Council Board of Directors considering that information before making governance decisions.
3. Feedback being provided about both the final decision and the process used in making that decision.

Policy-influencing is based on the belief that people should have a voice in major governance 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.

What is Operations-Influencing?

Operations-influencing is the process by which opinions and feelings are sought and considered by the Chief Executive Officer prior to a major operations decision (for example, a significant change in the service delivery system).

Operations-influencing has the same three parts as policy-influencing. The only differences are the nature of the topic under consideration and the final decision-making authority.

1. Girls and adults making their feelings known on key issues that affect Girl Scouting.

2. The Council management staff considering that information before making decisions related to the operational work of the Council.
3. Feedback being provided about both the final decision and the process used in making that decision.

MEETINGS OF THE REPRESENTATIVE ASSEMBLY

As a member of the Assembly, one of your primary tasks is to attend and participate in the Assembly meetings which include the Council's annual meeting of the Representative Assembly and forums. Each meeting is described below. If you are unable to attend the meetings, let your service unit manager know, so that she or he can appoint an alternate to take your place.

In preparation for the meetings, Representatives should discuss issues with the membership at the service unit leader meetings. The concerns of the membership should be brought to the meetings and presented as appropriate.

Annual Meeting

Purpose

The annual meeting will take place each February. You will receive a packet of meeting materials thirty days prior to the meeting date either electronically or by mail. The packet will contain the meeting agenda, biographical information on the candidates for election, and information on other issues (i.e., national proposals). Please bring the packet with you to the meeting. When you arrive at the meeting, you will need to check in at the registration table to receive your ballot and credentials. Annual meetings are of importance in several ways. They provide an opportunity to:

- Hear reports on what was accomplished.
- Learn information on future Girl Scout activities.
- Honor persons who have made significant contributions to Girl Scouts (Thanks Badge, Honor Pin, Appreciation Pin, 20 + year pins for adults).
- Elect board of directors and national council delegates from a single slate (A portion of the Board positions will be on the ballot each year; National Council Delegates are elected every 3 years.).
- Participate in major governance issues.

Rules of the Day

One of the first agenda items at each annual meeting will be to adopt a set of procedures for the meeting. The proposed procedures normally include:

- Only members of the Assembly may speak to the business for which the meeting is called, unless the Assembly gives permission to speak.
- Each speaker to a subject shall be limited to two minutes.
- Everyone who wishes to, shall speak before anyone may speak again.
- No person may speak more than twice on the same question.
- All motions, other than procedural, shall be submitted in writing to the secretary.

- Before speaking, or making a motion, state your name and service unit.

Single Slate Ballot

The election of the Council's Board of Directors and National Council Delegates is one of the most important tasks a Representative has at the annual meeting. The Board Development Committee, an advisory committee of the Board of Directors, works all year long to carefully select the right candidate with the best qualifications to fill a specific position on the Board of Directors. Only an individual who meets the specific needs and qualifications for a position will be presented as a candidate for that position. Once the best candidates are identified, a single slate (one candidate for each vacant position) of nominees is submitted to the Representatives for consideration at the annual meeting. Nominations will not be accepted from the floor during an annual meeting. Representatives may submit names of potential candidates throughout the year in accordance with nomination policies and procedures adopted by the Board Development Committee.

Forums

At least one forum will be held annually, conducted in various locations. Representatives are expected to attend and actively participate in the discussions.

Forums may be used to obtain input on:

- The future of the Girl Scout movement
- Major governance issues
- Relevant discussions as requested by the Board of Directors
- The operation of the Representative Assembly

PROCESS TO SUBMIT PROPOSALS TO THE REPRESENTATIVE ASSEMBLY

Proposals which will encourage and improve Girl Scouting within the Council and which need to be acted upon by the Assembly may originate with the Board of Directors or with the Representatives. The Board Representative Committee (BRC) is responsible for overseeing the process of proposal submission and review. The necessary forms for submitting a proposal can be found in the Appendix Section of this manual or online at girlscoutshcc.org. The process is as follows:

1. Proposals from the Board of Directors
 - a. The Board of Directors may originate proposals which are submitted to the BRC for processing.
 - b. The BRC will:
 - i. Coordinate input from the Representative Assembly
 - ii. Analyze the input
 - iii. Submit recommendations based on the input to the Board
2. Proposals from the Representatives
 - a. Preliminary Proposal
 - i. Any representative may originate a proposal for consideration.
 - ii. Complete a Preliminary Proposal Form that provides information about the policy change that is desired and the justification for the change.
 - iii. Submit the completed form to the BRC. Allow at least 60 days for the form to be processed. **Note: This is in addition to the 90 days required for the Official Proposal process.**
 - iv. The BRC shall submit all proposals to the Board of Directors for consideration.
 1. Proposals related to council operations will be forwarded to the council Chief Executive Officer (CEO) via the Chair of the Board of Directors.
 2. On governance related proposals, the BRC will:
 - a. Verify that the Board's policies and strategic priorities are reflected in the proposal.
 - b. Determine if the preliminary proposal has merit to proceed to the formal process.
 - c. Provide the Board with information and recommendations related to the proposals.
 3. The Board shall determine if the proposal relates to matters properly acted upon by the Assembly. If so, the proposal shall be approved for submission to the Assembly via the official proposal process.
 4. The BRC will notify the representative who originated the preliminary proposal whether or not to proceed to the official process.
 - b. Official Proposal
 - i. Once the preliminary proposal has been accepted, the Representative originating the proposal must complete an Official Proposal Form.
 1. This form requires the proposal be written in the form of a motion and provide justification for the motion.
 2. The Representative must obtain approval of the proposal from 15% of the service units.
 - ii. Proposal is sent by mail, e-mail, or fax to the BRC c/o the council office. Supporting documentation, including letters of support from other units or individuals, should be included with the proposal document.
 - iii. The BRC shall submit all proposals to the Board of Directors for consideration.
 1. Proposals related to council operations shall be forwarded to the council CEO via the Chair of the Board of Directors.

2. On governance related proposals, the BRC shall:

- a. Forward the motion to the Representative Assembly Members and Coordinate input from the Representative Assembly.
 - b. Analyze the input
 - c. Submit recommendations to the Board based on the input.
- iv. Each proposal is presented in the form of a motion at the Assembly meeting and acted on in accordance with parliamentary law.

3. Timeline

- a. Preliminary Proposal Forms will be processed by the BRC within 60 days of receipt. Preliminary Proposal Forms will not be processed in lieu of an Official Proposal Form.
- b. Official Proposal Forms are submitted to the BRC **only after the Preliminary Proposal Form is accepted.** The Official Proposal Form must be submitted no later than **90 days prior to the Assembly meeting.**
- c. Proposals not meeting this timeline will not be considered at the Assembly meeting.
- d. All proposals shall be sent to the Representatives 30 days prior to a scheduled meeting of the Assembly with their Representative packet. Proposals shall be discussed in service unit meetings prior to the meeting of the Assembly.

SERVICE UNITS

Alpine County

Miwok Trails * (106)

Amador County

Sierra Trails * (107)

Calaveras County

Miwok Trails * (106)

Sierra Trails * (107)

Colusa and Glenn Counties

Colusa (101)

El Dorado County

El Dorado Hills (151)

Foothill Gold (152)

Sierra Pines (153)

Mariposa County

Yomar (601)

Merced County

Pacheco (616)

Tioga (626)

Three Rivers * (675)

Nevada County

Northern Mines (158)

Placer County

Bear River (165)

Forty Niner (157)

Granite Hills (143)

McBean (159)

Placer Gold (142)

Sierra Creek (137)

Sierra Rose (139)

Sacramento County

Almond (135)

Antelope Highlands (132)

Arden Starr (124)

Cosumnes River (154)

Del Garden (127)

Dry Creek * (111)

Elk Grove (144)

Folsom Trails (134)

Kit Carson (146)

Laguna (150)

Land Park (147)

Los Amigos (128)

Maidu Creek (129)

Rancho Cordova (138)

Sequoia Rose (148)

South Starr (126)

Sunrise Oaks (140)

Sutter Oaks (133)

Winding Way (141)

San Joaquin County

Big Valley (110)

Dry Creek * (111)

Lincoln (112)

Lodi (113)

New Calaveras (115)

Tracy (116)

Solano County

Yolano * (123)

Sutter County

Olliyuma * (102)

Stanislaus County

Del Puerto (655)

Fox Grove (623)

Golden River (645)

Northrose (615)

Scenic Modesto (625)

Three Rivers * (675)

Vintage Grove (613)

Tuolumne County

Golden Timbers (602)

Yolo County

Davis (119)

Riverbank (121)

Woodland (122)

Yolano * (123)

Yuba County

Beale (103)

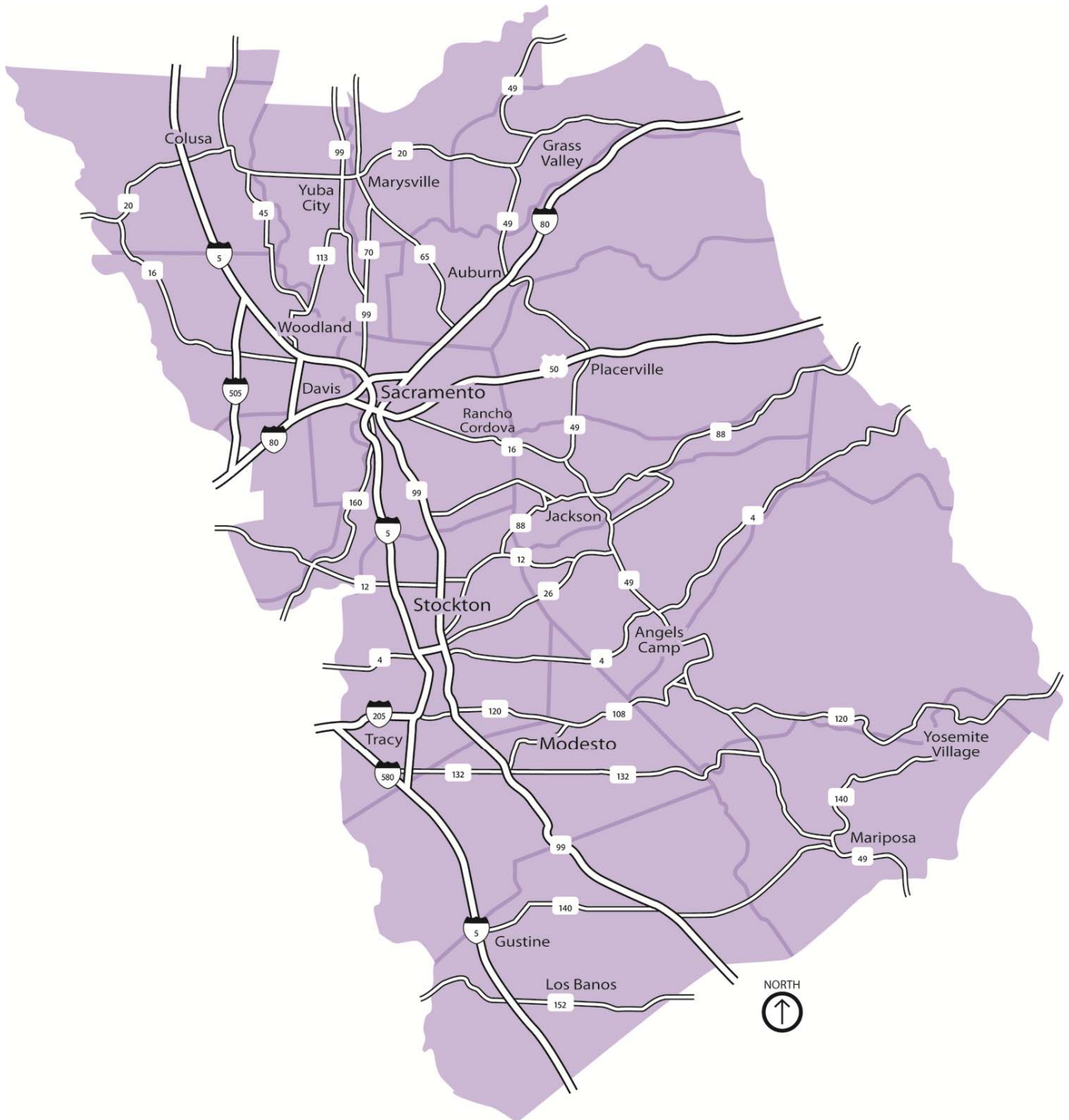
Olliyuma * (102)

* Service unit is in more than one county.

Italicized service units appoint Representatives in the spring of odd numbered years.

Other service units appoint Representatives in the spring of even number years.

COUNCIL MAP



GLOSSARY OF TERMS

Annual Meeting – The meeting at which the business of the council is conducted which includes election of officers and determination of major governance issues.

Assembly – *See Representative Assembly*

Board Development Committee – Group responsible to present to the Representative Assembly a single slate of nominees for the Board of Directors and National Council Delegates.

Board of Directors – An elected volunteer group charged with policy making, strategic planning, goal setting, fund development and financial management of the council.

Board Representative Committee – A committee of the Board of Directors whose primary function is to assist the Board in managing the governance structure. The committee serves as the key link between the Board and the appointed members of the Representative Assembly.

Bylaws – The rules and regulations made by a corporation to manage its affairs and to define the rights and obligations of its members, directors, and officers in the corporation and among themselves.

Council - Girl Scouts Heart of Central California (GSHCC) covers 18 counties: Alpine, Amador, Calaveras, Colusa, El Dorado, Glenn, Mariposa, Merced, Nevada, Placer, Sacramento, San Joaquin, Solano, Stanislaus, Sutter, Tuolumne, Yolo and Yuba counties. Girl Scouts Heart of Central California was formed in 2007 as a result of the merger of Girl Scouts Muir Trail Council and Girl Scouts of Tierra del Oro.

Council Membership - GSHCC has approximately 18,000 girls and 9,000 adult members in over 1,900 troops throughout the Council's 18-county jurisdiction.

Decision-Influencing – The process by which the opinions and feelings of a variety of groups are sought and considered by those making the decision *before* the decision is made.

Forums – Held at least once annually, these are informal meetings at which relevant issues are discussed and input sought.

Girls-At-Large Representative – One of up to ten girl members, at least 14 years of age who is appointed to be a member of the voting body (the Assembly) by the Board Representative Committee.

Governance – The process by which the board of directors, led by its chair, uses its authority to ensure organizational stability and fulfillment of the Girl Scout mission by providing leadership, strategic direction, policy making and fiduciary oversight for the council.

Governance Volunteer – A council member serving in the role of a Representative Assembly Member.

National Council Delegates – Elected council Representatives to the National Council of Girl Scouts of the USA.

Operational Volunteer – A council member functioning as a troop member, leader, service team member, trainer, etc.

Operations – The process by which the CEO develops and implements a system to carry out the strategic direction set by the board, providing leadership for the staff and operational volunteers in carrying out the day to day operations of the council.

Operations-influencing – The process by which opinions and feelings are sought and considered by the CEO prior to major operational decisions (for example, a significant change in the service directory system).

Policy – An established course of action that must be followed.

Policy-influencing – The process by which the opinions and feelings of a variety of people are sought and considered by the Board of Directors *before* making a policy decision.

Representative – A Girl Scout member, 14 years of age or older who is appointed or elected to a voting position in the Council. Voting positions include Board members, National Council Delegates, Service Unit Representatives and up to ten Girls-At-Large.

Representative Assembly – The body of all voting members of the council.

Rules of the Day – A set of procedures adopted at the beginning of each annual meeting which govern how speakers will act during the business portion of the annual meeting.

Service Unit Representatives – Two members 14 years of age or older who are appointed by the Service Unit Manager to serve on the Representative Assembly. They are accountable to the service units from where they were appointed and responsible for carrying out their responsibilities as described in their position description.

Single Slate – A list of candidates for office with one candidate for each vacant position. This is in contrast to a contested election with multiple candidates for each position.

APPENDIX

- ◆ Preliminary Proposal Form
- ◆ Official Proposal Form
- ◆ Council Policies (orange section)
- ◆ Amended and Restated Bylaws (tan section)



Preliminary Proposal Form

6601 Elvas Avenue Sacramento, CA 95819 • t 916.452.9181 • f 916.452.9182

girlscoutshcc.org

Representative Assembly Members of Girl Scouts Heart of Central California may submit proposals to the Board Representative Committee at any time. This preliminary form is submitted as a means to determine if the proposal has merit to continue on to the formal proposal process. Please complete a separate Preliminary Proposal Form for each topic. This proposal is made concerning: *(check one)*

- Council bylaws
- Council policies
- Other

Service Unit: _____

Representative Name: _____ Term of Appointment: _____

Address: _____ City: _____ Zip: _____

Phone: _____ Email: _____

We would like to make the following change in policy or new policy recommendation:

We think this change is necessary because:

Submit completed form to: Girl Scouts Heart of Central California, ATTN: Board Representative Committee, 6601 Elvas Ave, Sacramento, CA 95819 or fax to 916.452.9182.

Preliminary Proposal Forms may be submitted at any time during the year. The Board Representative Committee will notify you if the proposal should move into the formal process. Once notified you need to complete an Official Proposal Form no later than **90 days prior to a Representative Assembly Meeting.** *Governance related issues will be considered by the Board of Directors. Operations related issues will be forwarded to the council CEO.*



Official Proposal Form

6601 Elvas Avenue Sacramento, CA 95819 • t 916.452.9181 • f 916.452.9182

girlscoutshcc.org

Submit completed form and any attachments to: Girl Scouts Heart of Central California, ATTN: Board Representative Committee, 6601 Elvas Ave, Sacramento, CA 95819 or fax to 916.452.9182

This form is completed **after** a Preliminary Proposal Form has been submitted to the Board Representative Committee and found appropriate by the Board of Directors for placement on the agenda at the annual Representative Assembly meeting.

Service Unit: _____

Representative Name: _____ Term of Appointment: _____

Title of Proposal: _____

Statement of proposal (in the form of a motion):

Reasons:

Approval from 15% of the service units must be obtained. Document the approval process:

(Signature of Representative submitting proposal) Date _____

List of Attachments:

This form and any attachments must be submitted to the council no later than **90 days prior to a Representative Assembly Meeting.**

(If additional space is needed, please attach a separate page.)

Girl Scouts Heart of Central California
POLICIES AND STANDARDS
EFFECTIVE *April 21, 2011*

VOLUNTEER MANAGEMENT POLICIES

Affirmative Action

There shall be no discrimination against an otherwise qualified adult volunteer by reason of disability or on the basis of age. Furthermore, there shall be no discrimination on the basis of race, color, ethnicity, gender, creed, national origin, or socioeconomic status. In addition, to ensure full equality of opportunity in all operations and activities of the organization, affirmative action policies and procedures shall be utilized in the recruitment, selection, training, placement, and recognition of volunteers. Special emphasis shall be placed upon securing representation of underutilized racial/ethnic populations. Girl Scouts Heart of Central California is committed to affirmative action in the extension of Girl Scouting to girls and adults in all communities within our jurisdiction.

Membership

All volunteers participating in the movement shall be registered as members of the Girl Scout movement and individually pay the applicable membership dues, except those adults functioning as temporary advisors or consultants. All volunteers, as members of the Girl Scout movement, shall agree to abide by the policies, principles and mission of GSUSA and Girl Scouts Heart of Central California.

Application Process

Candidates for designated volunteer positions are required to complete the application process which will include personal references and a background check.

Selection

Every adult volunteer is selected on the basis of commitment to and belief in the Girl Scout program, qualifications for membership, ability to perform the job, and willingness and availability to participate in training for the position.

Appointment

A written agreement will be completed at the time of appointment to an operational volunteer position. It will include a term of appointment, any specific expectations for job performance, and the signature of the volunteer and her/his supervisor. The appointment process will include a position description.

Required Training

Operational volunteers must complete orientation before beginning their assignment. Unless otherwise specified by Council personnel, additional applicable training must be completed within the first three months after initial appointment.

Benefits

Benefits to operational volunteer personnel include:

- Orientation, training and other learning opportunities.
- Support and supervision in the position.
- Council publications, resources and properties.
- Liability insurance and supplemental accident insurance as part of the Girl Scout membership.
- Knowing you are making a difference in the lives of girls.

Supervision and Performance Appraisal

Each Girl Scout operational volunteer has a supervisor who will provide support and assistance. Supervision may include periodic evaluations based upon the position expectations outlined in the volunteer agreement.

Uniforms

A uniform is not required. Operational volunteers are encouraged to wear the Girl Scout pin when participating in Girl Scout activities.

Grievance

A grievance is a complaint that policies and/or procedures related to a volunteer's position are not being administered properly as applied to her/him. The grievance procedure is a systematic process to ensure the objective hearing and orderly handling of volunteer grievances.

The grievance procedure may be used by all operational volunteers. Every volunteer may expect a fair resolution of her/his grievance without fear of jeopardizing her/his volunteer status. The Council also maintains an open door policy regarding volunteer concerns.

Situations involving conflict or problems are best handled by the volunteer and her/his supervisor. When resolution cannot be achieved, the situation will be documented and referred to the appropriate Council personnel for consultation.

Termination

Any volunteer may terminate her/his services upon written notification to the supervisor. The Council may terminate the services of a volunteer because of, among other things: restructuring of volunteer positions; the elimination of the volunteer position in which a person serves; the inability or failure to complete the requirements of the position; the refusal to comply with Council or Girl Scouts of the U.S.A. policies; the refusal to support the mission of the organization and Council goals; or membership in an organization whose goals are not compatible with those of GSUSA.

An adult volunteer who is terminated from her/his Girl Scout position may continue her/his adult membership with GSUSA unless it is determined that she/he is not able to meet the membership requirement related to accepting the principles and beliefs of the movement or to support the mission of the organization. When this is the case, her/his Girl Scout membership will not be renewed.

Harassment

It is the policy of the organization to provide all volunteers with an environment free from all forms of unlawful or unwelcome harassment, including implied or expressed forms of sexual harassment. The Council expressly prohibits any form of harassment on the basis of race, color, religion, gender, age, national origin, or disability.

Any volunteer who feels that she or he has been subjected to harassment of any type, whether by another volunteer, Council staff member, or any agent of the organization, should promptly report the incident to the Chief Executive Officer. The Chief Executive Officer will take appropriate measures to resolve or correct the situation in an expeditious manner.

Sexual Harassment

The Council policy guarantees volunteers an environment free of sexual harassment. Sexual harassment has been defined as "unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature."

It is against the organization's policies for any volunteer, male or female, to sexually harass another volunteer, employee, or Girl Scout member of the same or opposite sex.

Child Abuse

The Council supports and maintains environments that are free of child abuse and neglect as defined by the Child Abuse Prevention and Treatment Act.

Child abuse is an unlawful act and it is against the Council's policy for any volunteer, male or female, to physically, sexually, or mentally abuse or neglect any girl member. The Council reserves the right to refuse membership endorsement or reappointment, and to dismiss or to exclude from affiliation with the Council, any volunteer implementing Girl Scout program who is found guilty of child abuse and neglect or who has been convicted of child abuse and neglect.

COUNCIL POLICIES AND STANDARDS RELATED TO FINANCIAL MANAGEMENT

Troop Financial Accounts

All Girl Scout troops must deposit and disburse all troop funds through an account in a federally insured financial institution in the name of Girl Scouts Heart of Central California, Troop # _____.

Signature Requirements

Valid disbursement shall require two signatures for amounts over \$100. A minimum of three persons shall be authorized to sign on each troop account, at least two of whom must be service team or administrative volunteers. Only one person from the same family or household may sign on a troop account.

Troop Financial Reports

Troops shall prepare and submit to the service unit manager an annual report of all monies received and disbursed. Troop annual report information shall be forwarded to the Council.

Disbanded Troop Funds

Unused troop funds remaining after a troop disbands will be used within the service unit according to Council procedures.

Product Programs

All Girl Scout troops are encouraged to participate in Council-sponsored product programs. (Standard)

Money Earning Projects

A troop is normally limited to three money-earning projects per year. These shall include the Girl Scout Cookie Program and Magazine and Nut program. (Refer to Application for Troop Money Earning form.)

Service Unit Financial Accounts

Service units may establish accounts as needed and approved by the Council. All Girl Scout funds shall be deposited and disbursed through an account in a federally-insured financial institution in the name of Girl Scouts Heart of Central California, Service Unit # _____. Valid disbursements shall require two signatures. A minimum of three persons shall be authorized to sign, at least two of whom shall be service team or administrative volunteers. Only one person from the same family or household may sign on a service unit account.

A written financial report must be distributed to leaders quarterly. An annual report of all monies received and disbursed shall be prepared, signed by two authorized signatures, and submitted to the appropriate membership director no later than July 15 each year. All reports shall be subject to review by the Council auditor.

PROGRAM ACTIVITY POLICIES

Troop Composition

Girl Scout troops/groups must be multi-family in membership. (See *Volunteer Essentials* for recommended troop size.)

Emergency Medical Treatment

Each girl participating in a Girl Scout activity must submit a completed release form authorizing emergency medical treatment, which includes the date of the activity, an emergency contact, insurance information, and a parent/guardian signature. An adult must complete an adult emergency form when participating in Girl Scout activities.

Vehicle Safety

Everyone (girls and adults) will be transported in vehicles designed by the manufacturer for carrying passengers. Persons will not be transported in a camper attached to a truck. Only the cab or driver compartment will be used for passengers. All occupants in a private passenger motor vehicle must wear seat belts at all times. Drivers must follow the specific vehicle manufacturer guidelines for the safe use of air bags.

Vehicle Charter, Rental or Lease

Persons chartering, renting or leasing vehicles or vessels for use by Girl Scouts shall receive Council authorization prior to signing a rental agreement.

Van Usage

Fifteen-passenger vans may not be used for transporting Girl Scouts. A Commercial Drivers License is required to operate any vehicle that is used or designed to transport more than ten passengers including the driver.

Troop Camping

A troop shall be given permission to go troop camping for one or more nights only if one of the people participating is certified for troop camping by this Council. Camping events requiring a troop camp, certified adult for each troop include: troop camping, service unit and Council-sponsored camping events, core camp and multiple troop camping events.

Tobacco Products

The use of tobacco products will not be permitted at any Girl Scout function, except by adults in designated areas. Designated areas will be away from non-users, and whenever possible, out of the view of girl members. Designated areas will not include vehicles.

Prohibited Items

Firearms and explosive devices are not permitted at any Girl Scout function or on Girl Scout property. Alcoholic beverages are prohibited at any Girl Scout function when persons under twenty-one are present. Adults at any Girl Scout event where girls are present shall not be under the influence of alcohol.

Disclosure of Registered Sex Offender Status to Parents

In the event the Council receives notice that a Girl Scout member is sharing a residence with a Registered Sex Offender (RSO), or that the member's parent or guardian is in a relationship with a RSO which makes it possible that the RSO will be present at the member's home, the Council will notify the other troop parents/guardians and leaders so they may take action as they determine necessary.

Disclosure of Registered Sex Offender Status to other Girl Scout Councils

In the event the Council receives notice that a Girl Scout member is sharing a residence with a Registered Sex Offender (RSO), or that the member's parent or guardian is in a relationship with a RSO which makes it possible that the RSO will be present at the member's home, the Council will notify the CEO of the Council to which the member is transferring that the relocating member resides in a home where a RSO is, or may be, present.

Girl Scouts Heart of Central California,
a California nonprofit public benefit corporation

AMENDED AND RESTATED BYLAWS

Adopted February 6, 2016



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6601 Elvas Avenue
Sacramento, CA 95819

916.452.9181 800.922.4475

www.girlscoutshcc.org

Modesto Regional Office

5172 Kiernan Court, Ste D, Salida, CA 95368
209.545.3620 800.834.9899

Stockton Regional Office

1212 W. Robinhood Drive, Ste 4F,
Stockton, CA 95210
209.473.5914

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ARTICLE I – MEMBERSHIP; THE REPRESENTATIVE ASSEMBLY

The activities of the corporation shall be confined to the area in the State of California, as agreed upon with the Girl Scouts of the United States of America and as defined in the charter granted to the Girl Scouts Heart of Central California. As used in these bylaws, the term “director” includes both Directors-At-Large (as that term is defined in Article III of these bylaws) and elected officers of the council.

1. CORPORATION. The corporation shall be known as and referred to herein as the “council.”
2. MEMBERSHIP.
 - A. The Service Units (as that term is defined in Article V of these bylaws) shall be members of the council as the term “member” is defined in Section 5056 of the California Nonprofit Corporation Law (i.e., voting members of the corporation).
 - B. The council may refer to other persons or groups associated with it as “members,” but no such reference shall constitute anyone as a member within the meaning of Section 5056 of the California Nonprofit Corporation Law.
3. THE REPRESENTATIVE ASSEMBLY.
 - A. The council shall have a Representative Assembly. The following persons shall constitute the Representative Assembly and shall be referred to in these bylaws as “Representative Assembly Members” or “Representatives.”
 - 1) Service Unit Representatives (as that term is defined in Section 4 below);
 - 2) Girls-at-large appointed by the Board Representative Committee (“Girls-At-Large”);
 - 3) Directors-At-Large and elected officers of the council; and
 - 4) National Council Delegates (as that term is defined in Article VII of these bylaws) who are not council employees or Service Unit Representatives or Alternates (as those terms are defined in Section 4 below), and who are not otherwise Representatives by reason of being a Girl-At-Large or a director of the council.
 - B. Representative Assembly Members shall be members of the Girl Scout movement, 14 years of age or over, registered through the council.
 - C. The Representative Assembly shall consist of at least one hundred (100) Representative Assembly Members. Service Unit Representatives shall at all times constitute at least 51% of the Representative Assembly.
 - D. The Representatives shall be delegates as the term “delegate” is defined in Section 5152 of the California Nonprofit Corporation Law. As such, the Representatives shall have all of the rights of members of the council as set forth in these bylaws, including the right to vote for the election of Directors-At-Large and officers of the council, but the Representatives are not themselves members of the council within the meaning of Section 5056 of the California Nonprofit Corporation Law by virtue of the rights the Representatives have as delegates.

4. SERVICE UNIT REPRESENTATIVES AND GIRLS-AT-LARGE.

A. APPOINTMENT.

- 1) Service Unit Representatives. Each Service Unit shall appoint from among its active, registered members two (2) individuals to represent that Service Unit in the Representative Assembly ("Service Unit Representatives") and one (1) alternate ("Alternate"), who may act only in the absence of an appointed Service Unit Representative at any Representative Assembly meeting. Odd numbered Service Units shall appoint Service Unit Representatives and Alternates in odd numbered years; even numbered Service Units shall appoint Service Unit Representatives and Alternates in even numbered years.
- 2) Girls-At-Large. Up to 10 Girls-At-Large shall be selected to serve as Representatives by the Board Representative Committee. Girls shall submit a letter to the Committee indicating their interest and qualifications. The Committee will appoint girls throughout the year until the maximum of 10 is reached.

B. TERM. Service Unit Representatives and Alternates and Girls-At-Large shall be appointed for a term of two (2) years or until their successors are appointed.

C. VACANCIES. A vacancy in the position of Service Unit Representative or Girl-At-Large which arises before a Representative Assembly meeting shall be filled as follows:

- 1) In the case of Service Unit Representatives, by the Alternate, if able and willing to serve; otherwise, the vacancy shall be filled by appointment by the Service Unit Manager.
- 2) In the case of Girls-At-Large, by the Board Representative Committee.

D. REMOVAL.

- 1) A Service Unit Representative may be removed from office prior to the expiration of her 2-year term by the Service Unit which appointed her or by the Board Representative Committee as set forth in paragraph 3) below.
- 2) A Girl-At-Large may be removed from office prior to the expiration of her 2-year term by the Board Representative Committee as set forth in paragraph 3) below.
- 3) Grounds for removal from office of a Service Unit Representative or Girl-At-Large shall be limited to specific grounds as established by the Board and shall include failure to fulfill the responsibilities of office or maintain qualifications for membership, failure in a material and serious degree to observe the rules of conduct of the council, or engaging in conduct prejudicial to the council's purposes and interests. Any removal pursuant to this paragraph shall be conducted in accordance with the procedures for notification and vote adopted by the Board of Directors.

5. RESPONSIBILITIES. The Representative Assembly Members shall:

- A. Elect the officers of the council, the Directors-At-Large (as that term is defined in Article III of these bylaws), National Council Delegates, and persons to fill vacancies among those Representatives, should vacancies occur;

- B. Determine the general lines of direction for Girl Scouting locally by receiving and acting upon reports of the Board of Directors and by giving guidance to the Board;
 - C. Amend the articles of incorporation and bylaws as necessary;
 - D. Take all other action requiring a membership vote under the California Nonprofit Public Benefit Corporation Law;
 - E. Participate in any other business which may come before the Representative Assembly.
6. REGULAR MEETINGS.
- A. Regular meetings of the Representative Assembly shall consist of at least one (1) Annual Meeting which shall be held in February, at such time and place as may be determined by the Board of Directors. A second regular meeting may be held at the discretion of the Board of Directors.
 - B. Notice of the time, place, and proposed agenda of each meeting, together with a slate of nominees for offices or positions to be filled pursuant to these bylaws, shall be given to each Representative Assembly Member in the manner provided in Section 12 of this Article not more than 90 days and not less than 10 days before the meeting.
7. SPECIAL MEETINGS.
- A. The Board, the chair of the Board, the vice chair, the past chair, or five (5) percent or more of the Service Units may call a special meeting of the Representative Assembly for any lawful purpose at any time.
 - B. If a special meeting of the Representative Assembly is called by the Board, notice of the time, place, and purpose of the meeting shall be given to each Representative Assembly Member in the manner provided in Section 12 of this Article not more than 90 days and not less than 10 days before the meeting.
 - C. If a special meeting of the Representative Assembly is called by any person or persons (other than the Board) entitled to call a special meeting, the person or persons shall call the meeting by written request. The request shall state the purposes of the meeting, and be addressed to the attention of and be submitted to the chair of the Board, the vice chair, the past chair or the secretary. The officer receiving the request shall cause notice of the time, place, and purpose of the meeting to be given promptly to each Representative Assembly Member in the manner provided in Section 12 of this Article, provided that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice.
 - D. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.
8. PROPOSALS.
- Proposals directed toward fostering and improvement of Girl Scouting which are to be acted upon by the Representative Assembly may originate from the Board of Directors or the Representative Assembly. Such proposals shall be submitted according to procedures adopted by the Board of Directors.

9. QUORUM.

Fifteen percent (15%) of the Representative Assembly Members shall be present to constitute a quorum for the transaction of business, provided, however, that at least twenty-five percent (25%) of the Service Units are represented and provided further that at any regular meeting actually attended by less than one third of the voting power of the Representative Assembly (but at which a quorum is present), the only matters upon which action can be validly taken are those matters the general nature of which was described in the notice of the meeting issued pursuant to the provisions of this Article.

10. VOTING PROCEDURES.

Each Representative Assembly Member present shall be entitled to one (1) vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the Representative Assembly Members present in person and voting, unless otherwise provided by law or these bylaws. No voting by proxy shall be permitted.

11. COMMUNICATION.

The Board of Directors shall maintain a system of communicating with Representatives for the purpose of exchanging policy-related viewpoints and information. This system may include, but not be limited to, small or large group meetings, pertinent mailings, questionnaires, personal contacts, and/or such other means available. Coordination of this communication shall be the responsibility of the Board Representative Committee of the Board of Directors.

12. MANNER OF GIVING NOTICE.

- A. Notice of any meeting of the Representative Assembly shall be given either personally, by electronic transmission by the council, by first class mail, or by other written communication, charges prepaid, addressed to each Representative Assembly Member either at the address of that Representative Assembly Member appearing on the books of the council or the address given by the Representative Assembly Member to the council for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.
- B. Notice given by electronic transmission by the council means a notice (1) delivered by (a) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that Representative Assembly Member on record with the council, (b) posting on an electronic message board or network which the council has designated for those communications, together with a separate notice to the Representative Assembly Member of the posting, or (c) other means of electronic communication; providing that (2) such Representative Assembly Member has provided an unrevoked consent to the use of those means of transmission to receive notice of meetings, which consent meets the requirements of Section 20 of the California Corporations Code, and (3) such means of transmission creates a record that can be retained, retrieved, and reviewed, and that may later be transferred into a tangible and legible form. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the council after either of the following:

- 1) The council is unable to deliver two consecutive notices to the Representative Assembly Member by that means; or
- 2) The inability to deliver the notices to the Representative Assembly Member becomes known to the secretary or other person responsible for the giving of the notice.

13. NOTICE OF CERTAIN AGENDA ITEMS.

- A. Approval by the Representative Assembly Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice of the meeting states the general nature of the proposal or proposals:
 - 1) Removing a director without cause;
 - 2) Filling vacancies on the Board;
 - 3) Amending the articles of incorporation or bylaws; or
 - 4) Electing to wind up and dissolve the council.
- B. As provided in Section 1 of Article X, proposed amendments to the bylaws shall be included in the notice of the meeting, which must be given to the Representative Assembly Members not fewer than (30) days prior to the date of the meeting.

ARTICLE II - OFFICERS

1. NUMBER AND TITLE. The officers of the council shall be a chair of the Board, a vice chair, a past chair, a secretary; and a treasurer.
2. ELECTION, TERM OF OFFICE, AND TERM LIMITS.
 - A. The officers of the council shall be elected by the Representative Assembly. The officers of the council shall also be directors of the council by reason of occupying the position of officer, and shall have the same rights and obligations, including voting rights, as the other directors.
 - B. The chair of the Board shall be elected by the Representative Assembly for a term of two (2) years. No person may be re-elected to the office of chair of the Board immediately after having served one (1) term as chair.
 - C. Extension of Term During Chief Executive Officer Transition. Notwithstanding anything to the contrary in these bylaws, the term of the office of chair of the board who is in place at the commencement of the hiring of a new chief executive officer may be extended for a maximum of one year by a majority vote of the Representative Assembly.
 - D. The vice chair, the past chair, the secretary, and the treasurer, shall be elected by the Representative Assembly for a term of two (2) years. No person may serve more than three (3) consecutive terms in any one or more of these offices.
 - E. Unless he or she resigns or is removed from office, each officer of the council, including an officer elected to fill a vacancy, shall hold office until the expiration of the term for which elected, or until his or her successor has been elected.
 - F. Extension of Terms During Capital Campaign. Notwithstanding anything to the contrary in these bylaws, the term of office of officers of the council who are in place

at the commencement of a capital campaign conducted by the council shall be extended to allow such officers to remain in office until the earliest to occur of (1) the conclusion of the capital campaign, or (2) one (1) year after the officer's two-year term under paragraph B or C above would have expired.

3. REMOVAL. An elected officer of the council may be removed as an officer, without cause, by vote of two-thirds (2/3) of the membership of the Board of Directors. Any officer of the council who is so removed shall remain a director of the council unless also removed as a director in accordance with Section 5 of Article III.
4. VACANCIES. A vacancy among the officers, other than that of the chair of the Board, including a vacancy created by removal, shall be filled by the Board of Directors until the next annual meeting of the Representative Assembly. In the event of a permanent vacancy in the office of the chair of the Board, the vice-chair shall succeed the chair and serve until the next annual meeting of the Representative Assembly, at which time an election for chair of the Board shall be held.
5. DUTIES. The duties of the officers shall be as follows:
 - A. The chair of the Board shall:
 - 1) Be the chief corporate officer and shall preside at all meetings of the Representative Assembly and the Board of Directors;
 - 2) Ensure the implementation of the lines of direction given by the Representative Assembly and the actions of the Board of Directors;
 - 3) Report to the membership and the Board of Directors on the conduct and management of the affairs of the council;
 - 4) Be an ex-officio member of all Board committees, whether Committees of Directors or Advisory Committees (as those terms are defined in Article IV);
 - 5) Perform such other duties as are prescribed elsewhere in these bylaws and are usual to this office.
 - B. The vice chair shall:
 - 1) Preside at meetings of the Representative Assembly and the Board of Directors in the absence, or at the request, of the chair.
 - 2) Assume the office of chair in case of the removal, resignation or permanent disability of the chair, for the remainder of the term.
 - 3) Perform such other duties as are assigned to the office by the Board.
 - C. The past chair shall:
 - 1) Preside at meetings of the Representative Assembly and the Board of Directors in the absence, or at the request, of the vice chair while that officer is serving as chair.
 - 2) Assume the office of chair in case of the removal, resignation or permanent disability of the vice chair.

- D. The secretary shall:
- 1) Be responsible for seeing that notices are issued of all meetings of the Representative Assembly and Board of Directors and that minutes of such meetings are kept;
 - 2) Be responsible for directing the custody of the corporate books, records and files;
 - 3) Exercise the powers and perform such other duties as are assigned by the chair of the Board or the Board of Directors or as are usual to the office.
- E. The treasurer shall:
- 1) be responsible for monitoring the control, receipt and custody of all monies of the council;
 - 2) Monitor disbursements of the council as authorized by the Board of Directors;
 - 3) See that accurate records are kept and report receipt, use and disbursement of all council assets;
 - 4) Be an ex-officio member of all Board committees responsible for financial matters, except the Audit Committee;
 - 5) Exercise the powers and perform such other duties as are assigned by the chair of the Board or the Board of Directors or as are usual to the office.
6. CHIEF EXECUTIVE OFFICER. The council shall also have a chief executive officer, who shall be appointed by the Board of Directors and shall serve at the pleasure of the Board. The duties of the chief executive officer shall be as follows:
- 1) Advise and assist the council, the Board of Directors, the chair of the Board and the other officers and committees of the council and the Board;
 - 2) Be responsible for administering the total operations of the council;
 - 3) Have the authority to employ and release all employed staff in accordance with the policies adopted by the Board of Directors;
 - 4) Have such other powers and perform such other duties as may be provided and assigned by the Board of Directors through the chair of the Board.

ARTICLE III - BOARD OF DIRECTORS

1. **POWER, RESPONSIBILITIES AND ACCOUNTABILITIES.** The corporate business and affairs of the council shall be managed under the direction of the Board of Directors, except as otherwise provided in these bylaws or the articles of incorporation.

The Board of Directors is accountable to the membership for managing the affairs of the council and to the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements. The Board of Directors is also accountable to the state and federal government for compliance with state corporate law, charitable trust and charitable solicitation law, laws affecting tax-exempt charitable organizations, and all other applicable laws and regulations.

Specific powers and responsibilities to be exercised by the Board of Directors include, but are not necessarily limited to the following:

- A. Enforcement of these bylaws;
 - B. Supervision of the financial affairs of the council, including the designation of banks or other depositories in which to deposit funds, and the designation of persons who shall draw there from and in what manner;
 - C. Supervision over all real and personal property of the council;
 - D. Creation and adoption of policies for guidance and operations of the council;
 - E. Engagement of independent and professional consultants and advisors; and
 - F. Appointment or discharge of the chief executive officer.
2. **DIRECTOR QUALIFICATIONS AND BOARD COMPOSITION.**
 - A. No person who is a full-time employee of the council, or who derives more than one-half of his or her income from the council in any capacity, may serve as a voting member of the Board of Directors. Further, no Service Unit Representative or Alternate or Girl-At-Large may serve concurrently as a voting member of the Board of Directors.
 - B. The Board of Directors shall consist of a minimum of seventeen (17) and a maximum of twenty-one (21) persons as follows:
 - 1) Five (5) elected officers of the council who shall each serve a two (2) year term;
 - 2) Twelve (12) to sixteen (16) directors-at-large ("Directors-At-Large") who shall each serve a three (3) year term. At least one Director-At-Large shall be a girl who is at least 14 years of age who shall serve a two year term. The exact number of Directors-At-Large shall be fixed, within the prescribed limits, by a resolution adopted by the Board.
3. **ELECTION OF DIRECTORS-AT-LARGE; TERM OF OFFICE AND TERM LIMITS.** Directors-At-Large shall be elected by the Representative Assembly. The term of office of each Director-At-Large shall be three (3) years. To the extent possible, the terms of Directors-At-Large shall be staggered so that the term of one third of the Directors-At-Large shall expire each year. No person may serve more than two (2) consecutive terms as a Director-At-Large. Unless he or she resigns or is removed from office, each Director-At-Large, including a Director-At-Large elected to fill a vacancy,

shall hold office until the expiration of the term for which elected, or until his or her successor has been elected.

4. VACANCIES. The Board shall have the power to fill vacancies in its own membership, including vacancies created by removal.
5. REMOVAL.
 - A. FOR CAUSE. The Board shall have the power and authority to remove a director and declare his or her office vacant if he or she (i) has been declared of unsound mind by a final order of court; (ii) has been convicted of a felony; (iii) has been found by a final order or judgment of any court to have breached any duty under Sections 5230 through 5237 of the California Nonprofit Public Benefit Corporation Law (relating to the standards of conduct of directors); or (iv) is absent from three (3) entire Board meetings, within one (1) fiscal year, without notification to, and without being granted an excuse by, the chair of the Board of Directors or the chief executive officer.
 - B. WITHOUT CAUSE. A director may be removed without cause if the removal is approved by the affirmative vote of a majority of the Representatives voting at a duly held meeting of the Representative Assembly at which a quorum is present.
6. MEETINGS.
 - A. REGULAR MEETINGS. The Board of Directors shall hold not less than four (4) regular meetings a year at such times and places as the Board may direct. Notice of time, place and main purpose of the meetings shall be given to each director in the manner provided in Section 9 of this Article not less than ten (10) days before each meeting.
 - B. SPECIAL MEETINGS. Special meetings may be called by the chair, the vice chair, the past chair, or upon the written request of twenty percent (20%) of the directors then in office.
 - 1) Notice of time, place, and purpose of the meeting shall be given to each Board member in the manner provided in Section 9 of this Article not less than two (2) days before the date of the meeting, provided that notice shall be given not less than four (4) days before the date of the meeting if the notice is being given by first-class mail.
 - 2) The purpose of such meetings shall be stated in the notice and no other business shall be transacted except that for which the meeting has been called.
7. QUORUM. A majority of members of the Board must be present in person or linked by telecommunication by means such that all directors participating in the meeting are able to hear one another to constitute a quorum for business.
8. RESTRICTION ON INTERESTED DIRECTORS; CONFLICT OF INTEREST POLICY.
 - A. No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person currently compensated by the council for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this Section shall not affect the validity or enforceability of transactions entered into by the council.

- B. Directors who have a conflict of interest shall abide by all provisions of the Board policy on conflict of interest.
9. MANNER OF GIVING NOTICE. Whenever notice of a Board meeting is required to be given under these bylaws, notice of the time and place of the meeting shall be given to each director by: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; (4) facsimile when directed to the facsimile number for that recipient on record with the council; (5) electronic mail when directed to the electronic mail address for that recipient on record with the council; (6) posting on an electronic message board or network which the council has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof; or (7) other electronic means. Notice given by facsimile, electronic mail, electronic message board or other electronic means may be given only to recipients who have provided an unrevoked consent to the use of those means of transmission notices, and may only be used if such means create a record that can be retained, retrieved and reviewed, and later be transferred into a tangible and legible form.

ARTICLE IV - BOARD COMMITTEES

1. ESTABLISHMENT; LIMITATION ON POWERS. The Board of Directors may establish standing committees, special committees and task groups as may be necessary and shall establish the functions of the committees and task groups, which shall operate under the supervision of the Board.
- A. COMMITTEES OF DIRECTORS. Any committee exercising the authority of the Board (a "Committee of Directors") shall not include as members persons who are not directors. The Board may create a Committee of Directors by resolution adopted by the majority of the number of directors then in office, provided that a quorum is present. Any Committee of Directors so created shall consist of two or more directors and shall serve at the pleasure of the Board. Appointments to a Committee of Directors shall be by a majority vote of the directors then in office.
 - B. ADVISORY COMMITTEES. The Board may create other committees that do not exercise the authority of the Board (each an "Advisory Committee"). An Advisory Committee may include persons who are not directors.
 - C. LIMITATION ON POWERS. No committee, whether a Committee of Directors or an Advisory Committee, regardless of Board resolution, may:
 - 1) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members of the council;
 - 2) Fill vacancies on the Board of Directors or on any Committee of Directors;
 - 3) Fix compensation of the directors for serving on the Board or on any committee;
 - 4) Amend or repeal these bylaws or adopt new bylaws;

- 5) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
 - 6) Create any Committee of Directors or appoint the members of any Committee of Directors.
 - 7) Expend funds of the council to support a nominee for director after there are more people nominated for director than can be elected.
 - 8) Approve any self-dealing transaction unless authorized by Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.
2. EXECUTIVE COMMITTEE. The officers of the council will constitute the Executive Committee, which shall have and may exercise the powers of the Board of Directors as and when necessary between Board meetings, except that the Board of Directors shall not delegate to the Executive Committee the power to determine what reports and proposals are to be submitted to the Representative Assembly; the power to approve the budget, or any other power that may not be delegated to a committee pursuant to Section 1 of this Article. All officers of the council must be present in person or linked by telecommunication by means such that all members participating in the meeting are able to hear one another to constitute a quorum for transaction of business.
3. BOARD DEVELOPMENT COMMITTEE.
- A. COMPOSITION. The Board Development Committee shall be an Advisory Committee and shall consist of at least five (5) persons to be appointed by and serve at the pleasure of the Board. At least two members of the Board Development Committee shall be directors. The chairperson of the Board Development Committee shall be appointed by the chair of the Board for a term of one year and may serve up to three (3) consecutive terms as chairperson. If not already a director of the council, the chairperson of the Board Development Committee may, upon the invitation and at the discretion of the Board, attend meetings of the Board to make presentations on Board Development issues. At least a majority of the members of the Committee shall be non-Board members.
 - B. RESPONSIBILITIES. The Board Development Committee shall present to the Representative Assembly at the annual meeting as appropriate a single slate of:
 - 1) nominees for officers of the council, and
 - 2) nominees for Directors-At-Large.

At a meeting of the Representative Assembly held in the year of the regular meeting of the National Council of Girl Scouts of the United States of America, the Committee shall present to the Representative Assembly a single slate for nominees for National Council Delegates and a single slate of nominees to fill vacancies among elected National Council Delegates, should vacancies occur.

Representatives may submit names of potential candidates for officer, Director-At-Large, and National Council Delegate positions to the Board Development Committee in accordance with nomination policies and procedures adopted by the Board Development Committee.
 - C. QUORUM. A majority of the members of the Board Development Committee must be present in person or linked by telecommunication by means such that all members participating in the meeting are able to hear one another to constitute a quorum for the transaction of business.

4. BOARD REPRESENTATIVE COMMITTEE

- A. COMPOSITION. The Board Representative Committee shall be an Advisory Committee and shall consist of at least five (5) persons to be appointed by and serve at the pleasure of the Board. At least two members of the Board Representative Committee shall be directors.
- B. RESPONSIBILITIES. The Board Representative Committee shall be responsible for managing the functions of the Representative Assembly; fostering two-way communication between the Board of Directors and the Representatives; appointing Girls-At-Large to the Representative Assembly.

ARTICLE V – SERVICE UNITS

1. SERVICE UNITS

The Board of Directors shall establish geographic subdivisions within the council jurisdiction. These shall be known as Service Units. Every adult member of the Girl Scout movement, registered through the council and residing or working in the geographic subdivision shall be a member of the Service Unit.

2. RESPONSIBILITIES OF THE SERVICE UNIT

It shall be the primary responsibility of each Service Unit to organize and maintain troops/groups. This responsibility shall be under the administration of the chief executive officer. In addition, each Service Unit shall:

- A. Appoint Service Unit Representatives and Alternates, present the views of the Service Unit to the Service Unit Representatives, and receive reports of Service Unit Representatives.
- B. Advise on proposed plans, policies, and other matters referred to the Service Unit Representatives by the Board of Directors.
- C. Submit proposals to their Service Unit Representatives for improving the quality of Girl Scouting.
- D. Perform such other duties as may be delegated by the Board of Directors.

The actions of the Service Unit in carrying out A through D of the above shall be under the direction and subject to the authority of the Board of Directors. The Service Unit shall be subject to the provisions of these bylaws.

ARTICLE VI - TERMS OF OFFICE AND TERM LIMITS

- 1. TERMS OF OFFICE GOVERNED BY BYLAWS. All terms of office shall be in accordance with the terms specified in these bylaws.
- 2. PARTIAL TERMS. The term of office of any person elected or appointed to fill a vacancy shall be the remainder of the term of the person originally elected to the office. Any person who serves more than one-half (1/2) of any term in any elected or appointed position shall be considered to have served the full term for the purposes of determining eligibility to serve additional terms in that office or any other office.

3. TERM LIMITS. For purposes of determining term limits under these bylaws, terms served as an officer of the council shall not count towards terms served as a Director-At-Large and vice versa. For clarification of the foregoing, a person may be elected as an officer of the council immediately after that person has “termed out” (i.e., served two (2) consecutive terms) as a Director-At-Large, and a person may be elected as a Director-At-Large immediately after that person has “termed out” as an officer of the council.

ARTICLE VII - NATIONAL COUNCIL DELEGATES

1. QUALIFICATIONS; ELECTION. Delegates to the National Council of the Girl Scouts of the United States of America (“National Council Delegates”) shall be elected by members of the Representative Assembly at the Annual Meeting held in the year of the regular meeting of the National Council. Both the National Council Delegates and candidates for vacancies (the “Pool of Alternates”) shall be elected from among active members of the Girl Scout movement who are:
 - A. Citizens of the United States of America.
 - B. At least fourteen (14) years of age.
 - C. Registered through this council with the Girl Scouts of the United States of America.
2. TERM OF OFFICE; VACANCIES. The term of office of National Council Delegates shall be three (3) years from the date of their election. Each National Council Delegate, including a National Council Delegate elected to fill a vacancy, shall hold office until the expiration of the term for which elected, or until her successor has been elected. In the event of a vacancy in a National Council Delegate position, the chair of the Board shall select a person from the Pool of Alternates to fill the vacancy. In the event that no persons remain in the Pool of Alternates, the Board of Directors shall have the power to appoint persons to the Pool of Alternates until the next meeting of the Representative Assembly.
3. RESPONSIBILITIES. National Council Delegates shall present National Council issues to the Representative Assembly.

ARTICLE VIII - FISCAL RESPONSIBILITIES

1. FISCAL YEAR. The fiscal year of the council shall be determined by the Board of Directors.
2. CONTRIBUTIONS
 - A. ACCEPTANCE. Any contributions, bequests and gifts for the purpose of the council shall be accepted or collected in accordance with guidelines established by the Board of Directors.
 - B. RESTRICTIONS. All restricted funds shall be segregated into accounts separate from the general operating account, and shall be used only for such restricted purpose.
 - C. ENDOWMENT. The council’s endowment fund, from which all of the net income shall be distributed to the operating fund of the council, shall be held either in trust

for the council or as a separate restricted fund of the council. In either case, the fund's principal shall be subject to all restrictions imposed on the funds from the time of its inception.

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.
4. APPROVED SIGNATURES. Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the council shall be provided by resolution of the Board of Directors.
5. BUDGET. The annual budget of estimated income and expenses shall be approved by the Board of Directors.
6. AUDITS. A Certified Public Accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the council. A report of this examination shall be submitted to the Board and to Girl Scouts of the United States of America.
7. PROPERTY. Title of all property and assets, with the exception of minor troop equipment, shall be held in the name of the council.
8. FINANCIAL REPORTS. A summary report of the financial operation of the council shall be made at least annually to the membership and to the public and in such form as the Board of Directors shall prescribe.
9. INVESTMENTS. The council 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, following guidelines established by resolution of the Board. Such guidelines shall include, but not be limited to, considerations of safety of investments, rate of return, investment costs, and liquidity of assets. All investment activities shall be reported to the Board of Directors for ratification on a quarterly basis.

10. INDEMNIFICATION.

- A. **RIGHT OF INDEMNITY.** To the fullest extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and as provided in these bylaws, the council shall indemnify its directors and officers, and may indemnify employees and other persons described in Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, by reason of the fact that the person is or was a person described in Section 5238(a). As used in this Section 10, "expenses," shall have the same meaning as in Section 5238(a) and shall include reasonable attorney's fees; and "proceeding" shall have the same meaning as in Section 5238(a) (including an action by or in the right of the council, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, and an action brought by the Attorney General or its relator for breach of duty relating to assets held in charitable trust).
- B. **APPROVAL OF INDEMNITY.**
- 1) To the extent that a director, officer, employee, or other person described in Section 5238(a) has been successful on the merits in the defense of any proceeding referred to in Section 5238(b) or 5238(c), the Board shall promptly authorize indemnification in accordance with Section 5238(d).
 - 2) Otherwise, on written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c), the Board shall promptly decide under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification, in the case of directors and officers, or may authorize indemnification, in the case of other persons described in Section 5238(a).
 - 3) If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Representative Assembly. At that meeting, the Representative Assembly Members (without the participation of persons who are parties to the proceeding at issue) shall determine under Section 5238(e) whether the applicable standard of conduct has been met and, if so, the Representatives present at the meeting shall authorize indemnification.
- C. **ADVANCING EXPENSES.** The Board may authorize the advance of expenses incurred by or on behalf of a person seeking indemnification under these bylaws in defending any proceeding, prior to final disposition of that proceeding, if the Board receives a written undertaking by or on behalf of the person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified for those expenses.
11. **DISSOLUTION.** In the event of the dissolution or final liquidation of the council, after all liabilities and obligations of the council have been paid, satisfied and discharged, or adequate provision made therefore, all remaining property and assets of the council shall be placed in trust with Girl Scouts of the United States of America for the benefit of Girl Scouting, pending future determination by the Girl Scouts of the United States

of America as to what disposition of such assets will best serve the interest of Girl Scouting in the territory over which the council had jurisdiction.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rule of Order Newly Revised, shall govern this organization and its various components, in all cases to which they are applicable and not inconsistent with applicable law, these bylaws, or any special rules of order that the organization may adopt.

ARTICLE X – AMENDMENTS

1. AMENDMENT BY REPRESENTATIVE ASSEMBLY. These bylaws may be amended by the affirmative vote of a majority of the Representatives voting at a duly held meeting of the Representative Assembly, provided a quorum is present, and provided further that the proposed amendments shall have been included in the notice of the meeting, which must be given to the Representative Assembly Members not fewer than (30) days prior to the date of the meeting.
2. AMENDMENT BY BOARD.
 - A. Subject to the limitations set forth in paragraph B below, the Board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the voting rights of the Representative Assembly Members.
 - B. Without the approval of the Representative Assembly, the Board may not adopt, amend, or repeal any bylaw that would
 - 1) Fix or change the authorized number of directors;
 - 2) Fix or change the minimum or maximum number of directors;
 - 3) Change from a fixed number of directors to a variable number of directors or vice versa;
 - 4) Increase or extend the terms of directors;
 - 5) Allow any director to hold office by designation or selection rather than by election by the Representative Assembly;
 - 6) Increase the quorum for meetings of the Representative Assembly;
 - 7) Repeal, restrict, create, expand, or otherwise change proxy rights; or
 - 8) Authorize cumulative voting.

ARTICLE XI – PRINCIPAL OFFICE

The principal office for the transaction of the business of the council shall be determined by the Board of Directors.