



2025 Annual Meeting Voter Packet





2025 Annual Meeting Agenda

Tuesday, April 15, 2025

7:30 PM EST/6:30 PM CST

Linked by telecommunication

Virtual Registration: <https://us06web.zoom.us/meeting/register/tZYtcu-uqzgpHdDvnnGqE6JnbDrRtAkdbxqS>

Welcome ----- April Devine, Chair

Promise & Law ----- TBD

Credentials Report ----- Jessica George, Governance Liaison

Adoption of Standing Rules ----- April Devine, Chair

2024 Annual Meeting Minutes Approval ----- April Devine, Chair

Meet the Nominees ----- Alex Hill, Board Development Chair

Elections ----- Alex Hill, Board Development Chair

Governance Report ----- April Devine, Chair

Treasurer Report ----- Camille Horton, CFO

Operations Report ----- Wendy Dordel, CEO

Investiture, Rededication, & Recognition of Board Members ----- TBD, Girl Scouts

Adjournment of Business Meeting ----- April Devine, Chair



Girl Scouts of Gateway Council

Annual Meeting Minutes Meeting Held on Thursday, April 4th, 2024 Via [Zoom Meeting](#) Meeting ID: 818 6346 0651

Call to Order

The 67th Annual Meeting of Girl Scouts of Gateway Council, Inc. was called to order by Wendy Dordel, Chief Executive Officer, at 7:30 PM EST.

Girl Scout Promise and Law

Wendy Dordel, CEO, shared a video of local Girl Scouts and Troops who recited the Girl Scout Promise and Law.

Report of the Registrar

Wendy Dordel recognized Ann King, Constituency Liaison to confirm a quorum was present. Ann King reported the bylaws require no less than 20% of voting members of the corporation be present to establish a quorum. Ms. King took roll of delegates and Board members in attendance at the meeting and reported 20 voting members.

Quorum

Ms. King declared a quorum was present.

Special Rules

Ms. King stated the Special Rules for voting and presenting motions during the virtual meeting were distributed to voting members and registered guests prior to the meeting. Ms. King asked if there were any objections to adopting the Special Rules as presented. Hearing none, the Special Rules for the virtual meeting were adopted.

Agenda Approval

Wendy Dordel stated the Agenda was provided along with the meeting notice. Ms. Dordel asked if there were objections to adopting the Agenda as presented. Hearing none, the Agenda was adopted.

Approval of the 2023 Annual Meeting Minutes

Ms. Dordel stated the minutes were emailed to all delegates for their review prior to the meeting. Ms. Dordel asked if there were corrections to the 2023 Annual Meeting minutes. Hearing none, the 2023 Annual Meeting minutes were adopted.

Nominations and Elections

Ms. Dordel recognized Alex Hill, Board Development Committee Chair, to present the slates pending approval.

Ms. Hill reported the Board Development Committee recommended the following individuals for Board Officers:

- Lauren Todd, Chair Elect (1st Term)
- Abena Anyane-Yeboah, Vice Chair (1st Term)

- Karen Harding, Secretary (2nd Term)
- Ann King, Constituency Liaison (2nd Term)

Ms. Hill reported the Board Development Committee recommended the following individuals for Director-at-Large:

- Melissa Orth (1st Term)
- Kiki Dunton (1st Term)
- Milan Thompson (1st Term)
- Paul Bebee (1st Term)
- LaTasha Harris (1st Term)

Ms. Hill reported the Board Development Committee recommended the following individuals for Board Development Committee:

- Latasha Garrison (1st Term)
- Cyndi Hulett-Hunt (1st Term)
- Chriss Spires (1st Term)

Elections

The Board Development Committee received no nominations to be made from the floor. Therefore, the nominations were closed and the single slate of nominees was elected by acclamation.

Investiture

Wendy Dordel recognized Esha Kasavaraju and Madeline Langford to lead the Investiture of Board Members.

Governance Report

Ms. Dordel shared highlights of FY2023 with a Year In Review video.

Treasurer Report

Ms. Dordel recognized Camille Horton, Chief Financial Officer. Ms. Horton presented a clean audit for FY2023.

Operations Report

Wendy Dordel, CEO, shared this year's Operations Report. Ms. Dordel reported MY23 membership, program, and Gold Award stats.

Adjournment

Ms. Dordel concluded the Annual Meeting of the Girl Scouts of Gateway Council. She thanked everyone for attending and participating in the meeting.

The meeting adjourned at 8:21 PM EST.

Submitted by:
Name: Jessica George
Position: Exec Assistant & Gov Liaison
Date: April 4th, 2024

Adopted by the Members in the meeting on
April 15th, 2025
(date of meeting)

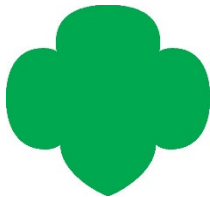
2025 Board Officer Nominees

Lauren Todd – Chair, 1st Term



- Resides in Jacksonville, Florida
- Employed with HCA Parallon as AVP of Labor Management | Operations Analytics
- Healthcare business sector
- Chair Elect from 2024-2025
- Vice Chair from 2022-2024
- Treasurer from 2020-2022
- Director-at-Large from 2018-2020

Emily Anne Schmitt – Treasurer, 1st Term



- Resides in Jacksonville, Florida
- Employed with Wells Fargo as Premier Banker II
- Finance business sector
- Appointed as Treasurer in 2024
- Finance Committee Chair from 2023-Present
- Director-at-Large from 2019-2021, 2021-2023

2025 Board Director-at-Large Nominees

Candice Hiers, Director-at-Large, 2nd Term



- Resides in Ponte Vedra, Florida
- Employed with Merrill Lynch as a Senior Financial Advisor
- Finance/Investment business sector
- Investment Committee Chair from 2024-Present
- Director-at-Large from 2023-2025

Whitney Murray Brown, Director-at-Large, 2nd Term



- Resides in Fleming Island, Florida
- Employed with Run for Something as a National Communications Manager
- Media/Communications business sector
- Director-at-Large from 2023-2025

LaShanda Heatrice, Director-at-Large, 1st Term



- Resides in Cantonment, Florida
- Employed with Community Action as Director for Family Engagement, Health and ERSEA
- Education business sector
- Experienced in Financial Oversight, Policies and Procedures, and Budget
- Girl Scout Experience
- Local sphere of influence

"I was referred by a current board member and have recently taken an interest in becoming more involved on another level."

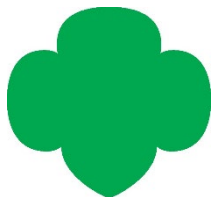
Angel Bradley, Director-at-Large, 1st Term



- Resides in Cantonment, Florida
- Employed with Florida Department of Health in Escambia County as a Health Education Program Manager
- Healthcare business sector
- Experienced in Marketing, Networking/Partnerships, and Strategic Planning
- Girl Scout Experience
- Local and State sphere of influence

"Serving on the Girl Scouts Gateway Council Board of Directors is deeply rewarding for several reasons. I am specifically interested in empowering the next generation of leaders, impacting positive social change, and advancing educational and personal growth. I would love to contribute to a cause that empowers young girls and helps them build leadership skills. Serving on the Girl Scouts Board of Directors would be interesting because of the impact it has on the community, supporting the development of future leaders who are resilient, innovative, and socially responsible. It's exciting to be part of an organization with a long-standing legacy of fostering empowerment, education, and service, and being able to help guide its mission to continue adapting to the needs of today's youth."

Veronica Session-Fennell, Director-at-Large, 1st Term



- Resides in Jacksonville, Florida
- Employed with Vystar Credit Union as an Organizational Community Engagement Manager
- Banking/Finance and Media/Communications business sectors
- Experienced in Marketing, Governance, Policies and Procedures, and Fundraising
- Girl Scout Experience
- Local, State, and National sphere of influence

"I possess a profound passion for youth development, rooted in my experiences attending Title I schools throughout my upbringing. My involvement with organizations such as Communities In Schools has been instrumental in shaping my commitment. For over a decade, I have dedicated my time to volunteering as a tutor, coach, and mentor with various organization focusing on youth in my community. I recognize the invaluable role that organizations like the Girl Scouts play in empowering girls from diverse backgrounds to become confident and effective leaders while remaining true to themselves. I believe these programs are transformative, and I aspire to be a strong advocate for them. With my extensive experience in nonprofit management and my fervent dedication to youth development, I am eager to contribute to the organization. I look forward to sharing my skills while also learning and growing alongside others."

Karen Harris, Director-at-Large, 1st Term



- Resides in Gainesville, Florida
- Employed with Florida Woman Care as Women's Group of North Florida Managing Partner
- Healthcare business sector
- Experienced in Governance, Policies and Procedures, and Strategic Planning
- Girl Scout Experience
- Local, State, National, and International sphere of influence

"Serving women and girls is my personal mission. As an OBGYN, I am a specialist in women's health. Through GSGC I can advise on programing for our girls and leaders that create tomorrow's leaders."

Sarah Mannion, Director-at-Large, 1st Term



- Resides in Jacksonville, Florida
- Employed with King & Mannion, P.A. as Partner
- Law business sector
- Experienced in Financial Oversight, Networking/Partnerships, and Governance
- Girl Scout Experience
- Local sphere of influence

"I strongly believe in the mission of Girl Scouts. Empowering girls is incredibly important in our community. Girls need to be provided opportunities for leadership and growth in a welcoming and inclusive environment and Girl Scouts provides that! I believe I have the skills and network to be an asset to the board in furtherance of its mission."

Amanda Hegeman, Director-at-Large, 1st Term



- Resides in St Johns, Florida
- Employed with Florida Blue as Senior Counsel
- Healthcare and Insurance business sector
- Experienced in Governance, Policies and Procedures, and Strategic Planning
- Girl Scout Experience
- Local sphere of influence

"I believe in the Girl Scouts' mission of building girls of courage, confidence, and character, who make the world a better place. I was that girl. I was a very shy kid, and being a Girl Scout was one of the things that broke me out of my shell. It gave me confidence and taught me leadership skills. It taught me about volunteering and caring for things that matter. A couple of things that really matter to me are development and opportunities for women and girls. I spent five years leading GuideWell/Florida Blue's women's employee resource group, where we created programming around female-centric topics, volunteered with organizations focused on girls and women, such as Gen Wow, the Pace Centers and Hubbard House, and advised the organization on topics important to our female workforce. Through that role and others, I have learned what a difference it makes in someone's future to be supported early on. I think now more than ever, it is important to support girls and help them reach their potential. Being a Girl Scout instilled values in me that I carry to this day, and I would love to help direct the organization that provides those opportunities to the girls of North Florida."

2025 National Delegate and Alternate Nominees

Maanya Chandran, Girl Delegate



- Resides in Jacksonville, Florida
- Community 6
- Attends Douglas Anderson School of Arts
- Troop 362
- Silver Award In Progress

"Serving as a National Delegate is an opportunity for me to combine my passion for leadership, community service and advocacy to create meaningful change. Through my experiences as a school ambassador, a National Junior Honor Society member, and a Girl Scout, I have developed strong public speaking, event coordination and teamwork skills that allow me to effectively represent and support my peers."

Amelia Wooten, Girl Delegate



- Resides in Panama City, Florida
- Community 10
- Attends Deane Bozeman High School
- Troop 3041
- Earned Silver Award

"I am interested in serving as a National Delegate for Girl Scouts because I believe if I held this position, I could truly make a greater change to people, more than just my community. This position would give me a greater chance to speak my mind and reach the lives of so many more people. Along with all of this, having this position could hold so many wonderful opportunities for me and others that I can have an impact on!"

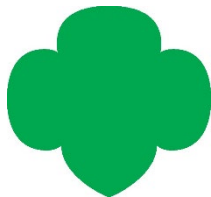
Sydney Roberts, Girl Delegate



- Resides in Tallahassee, Florida
- Community 11
- Attends Lincoln High School
- Troop 102
- Earned Bronze & Silver Award

"I am interested in serving as a National Delegate because I want to ensure that girls like me are heard in my community. I believe that this opportunity will allow me to use my voice to make a difference while also meeting and connecting with girls from all across the country. I am excited about the chance to build skills and gain experiences that will help me later in life. Most importantly, I want to make sure that my voice is heard in the Girl Scout organization and that I can contribute to meaningful change."

Paula M Flug, Adult Delegate



- Resides in Palm Coast, Florida
- Community 5
- Troop 54001
- Troop Co-leader since 2022

"I am interested in serving as a National Delegate for GSGC because I would like to be a voice for our Council, the unique needs of our girls and volunteers, and for the movement as a whole for the greater good. I think its important to listen, research, understand the needs from a myriad of perspectives before voting on decisions that will impact all of those involved in the Girl Scout movement."

Kimberly Hagen, Adult Delegate



- Resides in Miccosukee, Florida
- Community 11
- Troop 11224
- Troop Leader since 2021
- Community 11 Leadership Team

"I'm very interested in lending my skills and my love for the Girl Scout movement to help in decision making at the National level. I would be proud to represent Gateway Council and Community 11 as a National Delegate and to model National-level engagement and service for the girls I serve and the adult volunteers I serve with and mentor."

Heather Bass, Adult Delegate



- Resides in Navarre, Florida
- Community 9
- Troop 70
- Troop Leaders since 2003
- Community 9 Leadership Team

"I am interested in serving as a National Delegate because I think it is important for the people involved in making changes, updates and decisions to be people who have played an active role in the organization."

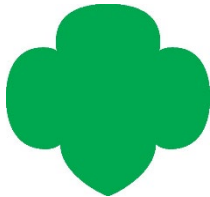
Abigail Anderson, Girl 1st Alternate



- Resides in St Johns, Florida
- Community 5
- Attends Center Academy of Julington Creek
- Troop 1480
- Earned Bronze & Silver Award

"I am interested in serving as a National Delegate because I want to have a voice in shaping the future of Girl Scouts. The organization has given me so many opportunities to grow as a leader, and I want to give back by helping to set goals that will benefit future Girl Scouts. I believe this experience would be both inspiring and educational, allowing me to learn more about how Girl Scouts operates at a national level while representing my council. Being part of this process would be an exciting way to contribute to a movement that has meant so much to me."

Carrie Templeton, Adult 2nd Alternate



- Resides in Miramar Beach, Florida
- Community 10
- Troop 3010
- Former Troop Co-Leader
- Community 10 Leadership Team

"I was a girl scout until the age of 10, and then found scouting again in my life as a single mom in my 30's. Girl Scouts has always been there for me, and it's an organization I am proud to be a part of. Therefore I find it important to share my opinion and experience, to ensure this org I care about stays relevant and able to serve all girls."



**Girl Scouts of Gateway Council, Inc.
April 15, 2025 Annual Meeting
Standing Rules of Order**

Rules Governing Attendance at the Annual Meeting

1. Attendance at the April 4, 2025 Annual Meeting ("Annual Meeting") of the Girl Scouts of Gateway Council, Inc. ("Corporation") shall be only by means of the meeting access information provided in the notice of the Annual Meeting.
2. Attendance at the Annual Meeting requires access to meeting technology provided by Zoom Video Communication, Inc. ("Zoom") using high-speed internet access on a computer or device.
3. Upon attending the Annual Meeting, all attendees shall immediately mute their means of audio connection to the Annual Meeting and shall not unmute it unless recognized by the Chair.
4. The Annual Meeting shall be recorded, and any member attending the Annual Meeting consents to such recording.

Rules Governing Participation in the Annual Meeting

5. Participation in the Annual Meeting shall be limited to voting members ("Voting Members") of the Corporation as defined in the bylaws of the Corporation.
6. Voting Members shall participate in the Annual Meeting only through technology provided by Zoom.
7. Participation in the Annual Meeting requires access to meeting technology provided by Zoom using high-speed internet access on a computer or device with capability to view live proceedings and participate by two-way audio. Immediate access to email is also required. Two-way video capability is not required.
8. Provided a quorum of Voting Members is present, no action taken at the Annual Meeting shall be invalidated because an attendee was prevented or hindered from attending or participating in any portion of the Annual Meeting due to the loss or quality of his or her technological connection.
9. Each Voting Member attending or participating in the Annual Meeting shall do so only through a device or devices that are associated individually with the Voting Member. Voting Members shall not attend or participate in the Annual Meeting collectively by accessing a single device.

10. Recognition from the Chair shall be sought only as follows: (a) A Voting Member who desires to speak in favor of or in opposition to a motion shall indicate as much by responding on Zoom as directed by the Chair. (b) A Voting Member who desires to interrupt business to make a motion that may interrupt under *Robert's Rules of Order Newly Revised* (12th ed.) shall activate the "raised hand" icon through Zoom Meeting.
11. Voting Members shall identify themselves by name and Community/position before speaking.
12. The Chair shall recognize Voting Members desiring to speak in favor of or in opposition to a motion in the order in which their names are logged on the host screen. The Chair will alternate between members in favor of the motion and members in opposition to the motion.
13. No speaker shall speak longer than two minutes while providing feedback. Timing of the two-minute period shall begin immediately following the required identification.
14. No speaker shall speak a second time on a discussion item until other Voting Members wishing to speak a first time have done so.
15. No speaker shall speak more than twice on the same discussion item without permission of the assembly.
16. All remarks shall be addressed to the Chair.
17. Feedback on any one subject will be limited to two minutes.
18. Any Voting Member who makes a substantive motion or amendment shall post the motion or amendment in the chat screen of Zoom immediately after recognition by the Chair.
19. Voting Members shall vote by responding on Zoom as directed by the Chair. No secret ballots are in order.



BYLAWS OF THE GIRL SCOUTS OF GATEWAY COUNCIL, INC.

A COUNCIL OF THE GIRL SCOUTS OF THE UNITED STATES OF AMERICA

As Amended March 1, 2023

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of Gateway Council, Inc. ("Council"), a not-for-profit corporation organized under the laws of the State of Florida.

ARTICLE II – PURPOSE

The purpose of the Council shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

ARTICLE III – MEMBERS

Section 1. Composition

- A. The following individuals shall be the members ("Members") of the Council:
 - 1. members of the Board of Directors;
 - 2. members of the Board Development Committee;
 - 3. delegates elected by Communities as defined by the Board of Directors;
and
 - 4. at-large delegates appointed by the Board of Directors.
- B. At least two-thirds of the Members shall be delegates elected by Communities.

Section 2. Eligibility

Individuals age 14 and over who are members of the Girl Scout Movement ("Movement Member") and who are currently registered through and in good standing with the Council are eligible to be Members.

Section 3. Delegates

- A. Procedure. Each Community shall elect delegates and alternate delegates in accordance with policies and procedures established by the Board of Directors.
- B. Number.
 - 1. The number of delegates and alternate delegates to which each Community is entitled shall be based on the number of girl members in the community as of September 30 of the preceding year according to a



formula established and administered by the Board of Directors. Each Community shall be entitled to at least one delegate.

2. The Board of Directors may appoint up to twelve at-large delegates to ensure that the diversity of the Council is represented.

C. Term and Vacancies.

1. Delegates and alternates shall serve for a term of one year or until their successors are elected and assume office.
2. At-large delegates shall serve for a term of one year or until their successors are appointed and assume office.
3. A delegate's term of office shall begin at the close of the meeting at which a delegate is elected.
4. Delegate vacancies shall be filled first by the alternate delegate and if the alternate delegate is not available, the Board of Directors shall fill the vacancy.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the elected Officers and at least 10 At-Large Directors, one of which may be the immediate Past Chair. The Chief Executive Officer shall be a non-voting ex-officio member of the Board of Directors. Upon the recommendation of the Board Development Committee, the Board of Directors may appoint Members under the age of 18 to be non-voting, ex-officio members of the Board of Directors

Section 2. Election and Term of Office

- A. The At-Large Directors shall be elected for a term of two years or until their successors are elected. An At-Large Director's term shall begin upon adjournment of the meeting at which they are elected.
- B. No individual shall serve more than two consecutive terms as an At-Large Director.

Section 3. Vacancies

If a vacancy occurs in an At-Large Director position, the Board shall appoint a Member to fill the vacancy for the remainder of the term.

Section 4. Power, Authority, and Accountability

- A. The Board of Directors shall have full power and authority to supervise and direct the affairs of the Council, except as otherwise provided by statute, the Articles of Incorporation, or these bylaws.

- B. The Board of Directors is accountable to:
1. The state of Florida for adherence to Florida not-for-profit corporation law;
 2. The federal government, in matters including but not limited to the requirements of the Internal Revenue Service as to 501 (c)(3) entities;
 3. Council Members for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Girl Scout Movement, including girl members, to have a voice on key issues affecting the Council and the Girl Scout Movement; and
 4. The Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements.

Section 5. Regular Meetings

- A. The Board of Directors shall meet at least five times during each fiscal year at such time and place as the Board of Directors may determine.
- B. Notice of the date, time, place, and agenda of each board meeting shall be given personally, mailed or electronically transmitted to each member of the Board of Directors at least 7 days prior to the day of the meeting. Attendance at a meeting without objection shall constitute waiver of any requirements in this provision.

Section 6. Special Meetings

- A. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least five board members. The purpose of the meeting shall be stated in the written request.
- B. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, or electronically transmitted to each member of the Board of Directors at least three days prior to the day of the meeting. Attendance at a meeting without objection shall be constitute waiver of any requirements in this provision.

Section 7. Quorum

A majority of the Board of Directors present in person or linked by means such that all members are able to contemporaneously hear and participate shall constitute a quorum for the transaction of business.

Section 8. Voting

Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by a majority of votes cast. Proxy voting is not permitted.

Section 9. Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

Section 10. Removal

- A. Any member of the Board of Directors, including any Officer, who is absent from three consecutive meetings of the Board of Directors in their entirety without cause acceptable to the Chair, may be removed from the Board of Directors by a majority of the membership of the Board of Directors.
- B. Any member of the Board of Directors, including any Officer, may be removed with or without cause by three-fourths of the membership of the Board of Directors.

Section 11. Eligibility

Any individual adult residing or employed within the Council's jurisdiction is eligible for election as an At-Large Director, regardless of whether that individual is associated with the Council. Upon election as an At-Large Director, the individual shall become a Member.

ARTICLE V – OFFICERS

Section 1. Officers

The officers of the Council shall be the Chair, Vice Chair, Secretary, Treasurer, Board Development Chair, Constituency Liaison, and when in place the Chair Elect ("Officers").

Section 2. Term of Office

- A. The Chair, Vice Chair, Secretary, Treasurer, Board Development Chair, and Constituency Liaison shall be elected for a two-year term or until their successors are elected, with the Chair, Treasurer, and Board Development Chair elected in odd years and the Vice Chair, Secretary, and Constituency Liaison elected in even years. No individual shall serve more than two consecutive terms in any office.
- B. At the BDC's discretion a The Chair Elect may be elected for a one year term.
- C. Terms of office begin upon adjournment of the meeting at which an officer is elected.
- D. Officers must be at least twenty-one years of age at the beginning of the first term of office. An individual is not eligible to be an Officer until he or she has served as an At-Large Director for at least one year.

- E. No individual shall hold more than one office at a time.
- F. 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

- A. A vacancy in the office of Chair shall be filled by the Vice Chair for the remainder of the term, unless the Vice Chair is also vacant, in which case the Board of Directors shall appoint a member of the Board of Directors to fill the vacancy for the remainder of the term.
- B. If any office other than the Chair is vacant, the Board of Directors shall appoint a member of the Board of Directors to fill the vacancy for the remainder of the 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 a non-voting ex-officio Officer of the Council. Unless the Board of Directors directs otherwise, the CEO shall be the official spokesperson for the Council.

Section 5. Duties of Officers

The Officers shall perform the duties prescribed in this Section and such other duties prescribed by the Board.

- A. The Chair shall be the principal officer of the Council; lead the Board of Directors in setting strategic direction and providing oversight of the management and affairs of the corporation; provide reports to the Members regarding the affairs of the Council; and serve as an ex-officio member of all committees except the Board Development Committee.
- B. The Vice Chair shall assist the Chair with any duties assigned by the Chair.
- C. The Secretary shall give notice for and keep minutes of all meetings of the Council, the Board of Directors, and the Executive Committee.
- D. The Treasurer shall oversee the Council’s finances, provide financial reports to the Board of Directors at each Board of Directors meeting, and provide an annual financial report to the Movement Members.
- E. The Constituency Liaison acts as an advisor to the Board of Directors and develops annual constituency and engagement plan identifying points of planned communication between the Board of Directors and voting members of the council. Engages voting constituents in appropriate ways at the annual corporate meeting.



ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of Officers of the Council and one At-Large Director selected by the Chair and approved by the Board. The Chief Executive Officer shall serve as a non-voting ex-officio member of the Executive Committee.

Section 2. Duties

- A. The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board of Directors, except that the Executive Committee shall not have the authority to adopt the budget; amend or revise these bylaws, or take action which is contrary to, or a substantial departure from, the direction established by the Board of Directors, or which represents a major change in the affairs, business, or policy of the Council.
- B. At each Board of Directors meeting, the Executive Committee shall submit a report of all actions taken by the Executive Committee since the last Board of Directors meeting.

Section 3. Meetings

- A. The Executive Committee shall meet at the call of the Chair or upon written request of at least three members of the Executive Committee. The purpose of the meeting shall be stated in the written request.
- C. Notice of the date, time, and place of each meeting shall be given personally, mailed, or electronically transmitted to each member of the Board of Directors at least eight hours prior to the meeting. Attendance at a meeting without objection shall constitute waiver of any requirements in this provision.

Section 4. Quorum

A majority of the Executive Committee present in person or linked by means such that all members are able to contemporaneously hear and participate shall constitute a quorum for the transaction of business.

Section 5. Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE VII – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership and Relationship to Board



The Board Development Committee ("BDC") shall consist of at least three members, including the BDC Chair. The BDC may consist of both Board members and non-Board members. The CEO of the Council shall be a non-voting ex-officio member of the BDC.

Section 2. Election, Term, and Vacancies

- A. BDC members shall be elected for a term of two years or until their successors are elected. Terms of office begin upon adjournment of the meeting at which the BDC member is elected. No individual shall serve more than two consecutive terms.
- B. If a vacancy occurs on the BDC, the Board of Directors shall appoint a Member to fill the vacancy for the remainder of the term.
- C. A BDC member who shall have served a half term or more shall be considered to have served a full term.

Section 3. Board Development Committee Chair

- A. The Board shall appoint the BDC Chair from among the BDC members.
- B. An individual shall have served on the BDC for at least one year to be eligible for appointment as BDC Chair.
- C. The term of office for BDC Chair shall be two years.
- D. If not already a member of the Board of Directors, the BDC Chair shall be an ex-officio member of the Board of Directors.

Section 4. Responsibilities

The BDC shall have the following responsibilities:

- A. Solicit and recruit candidates for Officer positions, the Board of Directors and the BDC;
- B. Nominate single slates of candidates for Officer positions, the Board of Directors, and the BDC;
- C. In appropriate years, nominate a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America;
- D. Develop the following resources in conjunction with the Board of Directors:
 - 1. orientation and education materials;
 - 2. development materials;
 - 3. methods for identifying needed skills and talents;
 - 4. methods for succession planning; and

5. a process for self-assessment.
- E. Plan and conduct orientation and development training sessions for the Board of Directors.

Section 5. Nominations from the Floor

Nominations may be made from the floor at the Annual Meeting for any elected position, provided the following conditions are met:

- A. the BDC has nominated an individual for the position;
- B. the prospective nominee from the floor has consented in writing to serve if elected;
- C. the nomination has been submitted to the BDC Chair, or her/his designee, at least 10 days before the time noticed for the meeting to convene; and
- D. the prospective nominee meets the qualifications for the position for which he or she is being nominated.

Section 6. Quorum

A majority of BDC members present in person or linked by means such that all members participating are able to contemporaneously hear and participate in the proceedings shall constitute a quorum for the transaction of business.

Section 7. Eligibility

Any adult individual residing or employed within the Council's jurisdiction is eligible for election as a member of the Board Development Committee, regardless of whether the individual is associated with the Council. Upon election as a member of the Board Development Committee, the individual shall become a Member.

ARTICLE VIII – COMMITTEES & TASK GROUPS

Section 1. Establishment

The Board of Directors may establish standing and special committees, and task groups, which shall operate under the general supervision of the Board of Directors.

Section 2. Appointment

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

- C. At least two members of any committee or task group shall be members of the Board of Directors, one of whom shall serve as chair of the committee.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the Chair of the Board of Directors at the time of appointment.
- E. Vacancies in any committee or task group shall be filled by the Chair of the Board of Directors. Any appointment to fill a vacancy in the chair of a committee or task force shall be subject to the approval of the Board of Directors.

Section 3. Quorum

A majority of committee or task group members present in person or linked by means such that all members are able to contemporaneously hear and participate shall constitute a quorum for the transaction of business.

ARTICLE IX – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility

Delegates and alternates to the National Council of the Girl Scouts of the United States of America (“National Delegates”) shall be United States Citizens age 14 years and older. They shall be Movement Members at the time of nomination and throughout the term of service.

Section 2. Election

National Delegates shall be elected in accordance with these bylaws and within the time frame established by the Girl Scouts of the United States of America, and shall serve a term of three years or until their successors are elected and assume office.

Section 3. Vacancies

The Board of Directors shall fill National Delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the vacant National Delegate positions, the Board of Directors shall appoint eligible Movement Members to fill the vacancies for the remainder of the term.

ARTICLE X – MEETINGS

Section 1. Regular Meetings

- A. The Council shall conduct an annual meeting (“Annual Meeting”) prior to the end of each fiscal year at a date, time, and place determined by the Board of Directors.
- B. In addition to the Annual Meeting, the Council shall conduct an informational meeting at the date, time, and place determined by the Board of Directors.

- C. Notice of the date, time, and place of the Annual Meeting, accompanied by a proposed agenda, BDC nominations, and any proposed amendments to these bylaws shall be given to each Movement Member, or published on the Council website not more than 60 days nor less than 14 days prior to the day of such meeting. Attendance at a meeting without objection shall constitute waiver of any requirements in this provision.
- D. At the Annual Meeting, the Members may:
 - 1. elect Officers, Board of Directors members, BDC members, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America;
 - 2. consider 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 Council in accordance with the process established by the Board of Directors.
- E. The quorum for the Annual Meeting shall be 20% of the Members of the Council present in person or linked by means such that all members participating in the meeting are able to contemporaneously hear and participate in the proceedings.
- F. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters at the Annual Meeting shall be determined by a majority of votes cast. Proxy voting is not permitted.

Section 2. Special Meetings

- A. A special meeting of the Council shall be called by the Chair of the Board upon the written request of a majority of the Board of Directors. The purpose of the meeting shall be stated in the written request.
- B. Notice of the date, time, place, and specific purpose of the meeting shall be given to each member of the Council, or published on the Council website at least 10 days prior to the day of the meeting. Attendance at a special meeting without objection shall constitute waiver of any requirements in this provision.
- C. The quorum for a special meeting shall be 20% of the Members of the Council present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings.

ARTICLE XI – 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. Loans of the Corporation

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 5. Loans to Officers and Directors

The Council may not lend money to or guarantee the obligation of a Director or Officer of the Council.

Section 6. Approved Signatures

Approvals for signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the Board of Directors.

Section 7. 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 8. 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 9. Property

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

Section 10. 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 11. Financial Reports

A report of the finances of the Council shall be presented to the membership at the Annual Meeting.

Section 12. Investments

The funds of the Council shall be invested in accordance with the policy established by the Board of Directors or by a committee appointed by the Board of Directors for such purpose.

ARTICLE XII – CONFLICT OF INTEREST

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

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 rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are inconsistent with these bylaws and any special rules of order the Council may adopt.

ARTICLE XV – AMENDMENTS

These bylaws may be amended by two-thirds of the votes cast at a meeting of the Council or the Board of Directors, provided notice of the substance of the proposed amendments is given to the Voting Members at least 30 days prior to the date of the meeting at which the proposed amendments are to be considered.