The Governance Bulletin is shared with all Service Unit Delegates on file, National Council Session (NCS) Delegates, Girl Advisors to the Board of Directors, Girl Delegates, GSEP Board Development Committee members, GSEP's Board of Directors, and Service Unit Managers (SUM).

Dear Delegate Council,

Your Bylaws Committee has been meeting quite often this fall and continues to meet regularly into the early winter. This is the second Governance Bulletin focused on just Bylaws. The first Governance Bulletin focused on GSEP Bylaws, Article II, The Delegate Council. If you missed the first Bylaws Edition Bulletin, you can find it here.

And now for more Q&A that might explain your comments and questions about the GSEP Bylaws. We will focus on Articles III through VI (3-6), the Elected Board of Directors and Board Development Committee (BDC), found on Pages 6 to 14 in your handy Bylaws book.

**Article III The Board Development Committee (BDC)**
**Question:** What does the BDC do?

**Answer:** The BDC has the full responsibility to educate all members of the Delegate Council and to identify, cultivate, solicit, recruit, and orient all members of the Delegate Council elected at the Annual Meeting.

**Question:** How can there be a Single Slate (III.3.a) and also Nominations from the Floor (III.6)?

**Answer:** The BDC prepares a full slate of nominees to be elected by the Delegate Council. If there are additional Nominations from other members of the Delegate Council, the prerequisites listed in III.6 must be met to ensure the individual candidate to be nominated from the floor will qualify for the elected position. Once the candidate is approved as qualified, then a "nomination from the floor" shall be permitted during the Annual Meeting. Voting will be by ballot in contested elections and may be by voice of other methods in uncontested elections (II.10).

**Article IV Officers**

**Question:** How does the CEO fit into the Officers of the Board?

**Answer:** The CEO is an employee, hired by the Board of Directors. The CEO is an ex officio member of the Board of Directors, BDC, and Board Committee, with voice but without vote.

**Article V Board of Directors**

**Question:** Why is the Board of Directors so big with up to 25 members?

**Answer:** The GSEP Board of Directors is a fully engaged and active Board. Members serve on Board Committees and may chair those Committees. Our Board Chair depends on full Board participation.

**Question:** What do the Girl Advisors to the Board do?

**Answer:** The Girl Advisors provide insight and input into conversations of the Board of Directors. They are non-voting
members of the Board of Directors. They may be invited to participate in Board Committees and Board Task Forces.

**Article VI Executive Committee**

**Question:** What is the difference between the Executive Committee and an Executive Session?

**Answer:** The Executive Committee may meet and take action between meetings of the Board of Directors but NOT take action which is contrary to the general direction established by the Board of Directors. The actions of the Executive Committee will be reported at the next Board meeting. This may be a way for a small group to make a quick decision or to review recent information. An Executive Session, according to Robert's Rules of Order, is a confidential meeting. Only members of the Board of Directors are present, no Girl Advisors or staff. Usually an Executive Session is for the purpose of receiving confidential information, not for Board Action.

**Question:** What is the difference between Shall/Will/May/Must?

**Answer:**

- Shall - obligated to
- Will - is expected or required to
- May - used to express possibility or choice
- Must - is the only word that imposes a legal obligation to tell them that something is mandatory

We hope that some of these bits will assist in understanding our Bylaws and that we can continue to provide more information next month as we will focus on a different section of the Bylaws. In the meanwhile - you are always welcome to send comments and questions to governance@gsep.org.

**SAVE THE DATE: Bylaws Webinar on Wednesday, February 19, 6:30-8 p.m.**

The Bylaws Committee will be on the phone to answer your Bylaws questions as we review the Bylaws edits. Be prepared
so you can take this conversation to your Service Units and bring back input to the Delegate Meeting on Wednesday, March 18.

Call-in information for the webinar can be found on the Governance page.

**BREAKING NEW - Girl Delegates & Girl Advisor application deadline EXTENDED!**

Applications for Girl Delegates and Girl Advisors to the Board of Directors for the 2021 Membership Year are now due Tuesday, January 21! But don't wait too long - you will also need at least one reference (to apply for the Girl Delegate position) or two references (to be considered for the Girl Advisor position). References (from teachers, coaches, troop leaders, employers, etc...) are also due January 21. Click [here](#) for the online application or visit the Governance page of the website.

Just an FYI - even if you are currently a Girl Delegate, you still need to reapply. We look forward to reviewing your applications!

**NCS Applications Still Due TOMORROW, Friday, January 10!**

Any girls and adults interested in being a National Council Session (NCS) Delegate to the 2020 National Council Session in Orlando, Florida this October MUST submit their application by 11:59 p.m. on Friday, January 10. Finally, any nominations or self-nominations for the Board or the BDC are also due January 10.

Links to all of these applications can be found on the Governance page.

Thank you!

GSEP Bylaws Committee:
Sandy Faust, Susan Groff, Karen Harris, Alexa Iannace, Kathy Limbaugh, Linda Mills, Rick Perkins, Barb Rhodes, MaryAnn Rodda, Katrina Rossiter, Suzi Walters, Deb Walters
Have a question? Don't be shy!

Contact us for more information.

This email was sent to: hlitchfield@gsep.org

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