



Welcome to the **Spring 2020 Delegate Meeting**

March 18, 2020

Online: <https://global.gotomeeting.com/join/901714349>

OR, via phone: 646-749-3112 access code: 901-714-349

Welcome

Debbie Hassan, Board Chair



Pledge of Allegiance

I pledge allegiance to the flag
Of the United States of America
And to the republic for which it stands,
One nation under God, indivisible,
With liberty and justice for all.



Girl Scout Promise

On my honor, I will try:
To serve God and my country
To help people at all times,
And to live by the Girl Scout Law.



Girl Scout Law

*I will do my best to be
honest and fair,
friendly and helpful,
considerate and caring,
courageous and strong, and
responsible for what I say and do,*

and to

respect myself and others,
respect authority,
use resources wisely,
make the world a better place, and
be a sister to every Girl Scout.





Mission Moment

Megan H.

Girl Scout Ambassador &
Take the Lead Presenter



Introductions

- Board members and Board Development Committee members
- Service Unit Delegates and Alternate Delegates
- Girl Advisors and Girl Delegates
- National Council Session (NCS) Delegates

Delegate Council's role

The duties of the Delegates are to:

- **Elect** Members of the Board of Directors, Officers of the Board of Directors, Board Development Committee Chair, Board Development Committee Members-at Large, Girl Delegates, Girl Advisors and the Delegates to the National Council of GSUSA.
- **Approve** Amendments to the Bylaws and to the Articles of Incorporation.
- Take all other actions requiring a vote of the Council and conduct other business which may come before the Council.
- Determine the general direction of Girl Scouting within the jurisdiction of the Council by responding to reports and information from the Board of Directors.

Pinning

governance@gsep.org





Board Development Committee Update

Susan Mucciarone, Chair

Board Development Committee Members

- **Susan Mucciarone**, *Chair, GSEP Board Member* - Executive Director of Private Wealth Management at Glenmede
- **Anne Baum**, *GSEP Board Member*, Lehigh Valley executive & vice president, Capital BlueCross
- **Deborah O'Brien**, *GSEP Board Member*, Senior VP & Market Manager at Bank of America
- **Deb Walters**, *GSEP Board Member*, Retired Pennridge School District Teacher
- **Laura Azzalina**, *Non-Board Committee Member*, Senior Vice President, Firsttrust Bank
- **Mary Beth Biddle**, *Non-Board Committee Member*, Mechanical Engineer, Lockheed Martin
- **Michele Box**, *Non-Board Committee Member*, Banking Executive
- **Miriam Shou**, *Non-Board Committee Member*, Digital Risk Solutions Director at PricewaterhouseCoopers

Work of the **Board Development Committee** (BDC) includes:

- Cultivating and maintaining an engaged, diverse Board
- Ensuring a full slate of candidates:
 - Board of Directors, including officers
 - Board Development Committee
 - Girl Advisors & Girl Delegates
- Orient & educate the Board
- Every 3 years, selecting a slate of candidates to represent GSEP at the National Council Session (NCS)





Review of GSEP's Bylaws

Deb Walters

Chair of the Bylaws Committee

The Committee

Sandy Faust

Susan Groff

Karen Harris

Alexa Iannace

Kathy Limbaugh

Linda Mills

Barb Rhodes

MaryAnn Rodda

Katrina Rossiter

Suzi Walters

Deb Walters



How We Got Here

- **History - 2007 GSEP Bylaws**



How We Got Here

- **October 2019 Delegate Meeting – Bylaws Review and Results**
- **Committee Work By the Numbers**

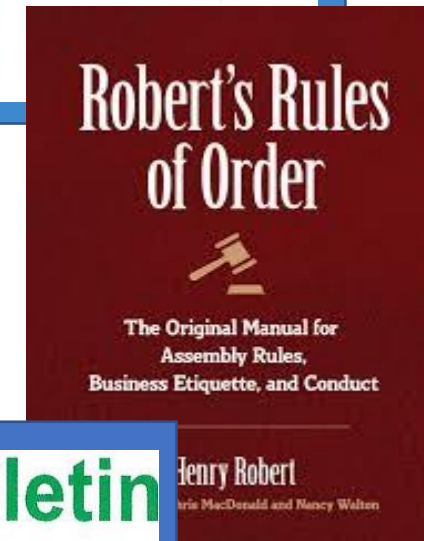
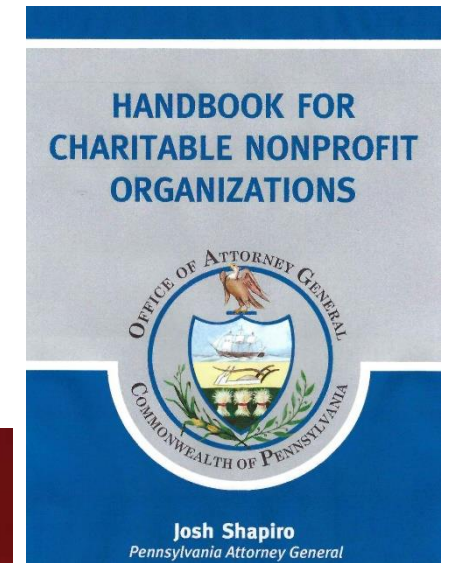
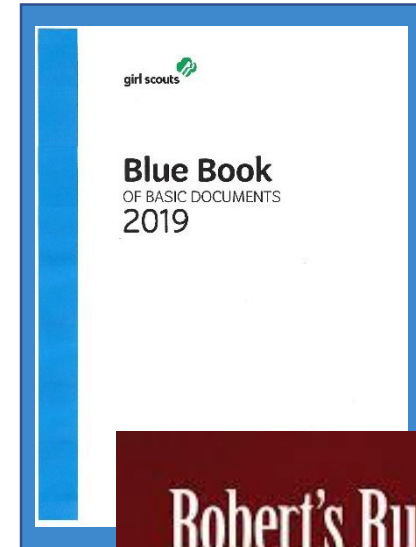
Article	Section	Comments, questions, clarifications or suggested edits	Rational or Explanation	Decision	Recommendations
2 II	1	give clarity to age 14	state GSUSA requirement	Education	State C
2 II	2.b	Please clarify "additional elected delegate", elected by who? is this if there are not enough SU delegates, how is it determined if they are needed"	"determined by Board of Directors" is this just a fail safe? if there is not enough SU delegates?	Education	
2 II	2.d	Girl Advisors "ELECTED" to the Board of Directors		Change wording	d. GirlAdvisors. Girl Advisors to the Board of Directors elected by the Delegate Council.
2 II	2.e and 6.a	Girl Delegated elected "annually by the Delegate Council" / Add Girl Delegates		See 2.6.a	e. Girl Delegates and Girl Alternate Delegates. Girl Delegates and Girl Alternate Delegates as determined by the Board of Directors and elected by the Delegate Council.



SAMPLE

How We Got Here

- **GSEP and GSUSA Interviews**
- **Outside Resources**
- **Special Governance Bulletins**



February Governance Bulletin

Special Bylaws Edition Issue #3

Sharing With Your Service Unit & Troop

- **Ask your SUM for time to discuss this at the next SU meeting**
- **Spread the message using SU social media, newsletter, etc.**
- **Share one or two ‘ah-hah’ moments from the draft**



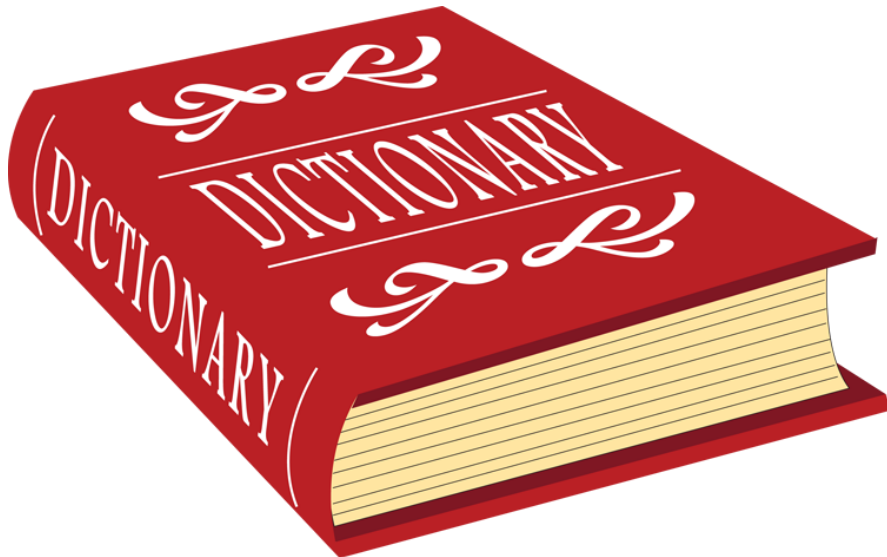
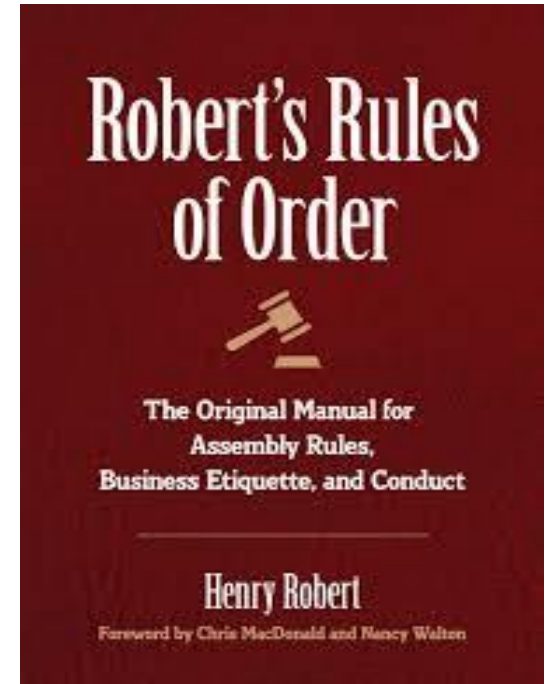
Sharing With Your Service Unit & Troop

- Remind members that this legal document, the Bylaws, affects all members as it provides the roadmap for GSEP's actions.
- Offer to be the first point of contact for your SU members and provide this email for more information:
Governance@GSEP.org
- Direct members to the GSEP Governance page for complete information and latest news.



Bylaws Revisions Highlights

- **Clarity**
 - **May/Will/Shall/Must**
 - **Delegate Council Types**
 - **Ex Officio non-voting**



- **Definitions**
 - **Governance Year/Annual Meeting**
 - **Quorum/Present**

Bylaws Revisions Highlights

- **Changes**
 - **Duties of Officers**
 - **Additional Vice Chairs no longer required**
 - **Notices of Meetings/Partial Terms**
 - **Indemnification**



Framework of Changed Bylaws

- **Started with full original copy of Bylaws dated April 2019**
- **DRAFT Bylaws changes are in redline format**
 - **Additions are shown in red**
 - **Deletions from the original are shown in ~~red~~ strikethrough**
 - **Notes are in (*red, italics, parentheses*)**
- **Final clean version will be emailed to Delegates April 2**

Article II

ARTICLE II ~~MEMBERSHIP AND~~ DELEGATE COUNCIL

1. ~~Membership.~~ **Delegate Council.** The members of the Delegate Council constitute the voting members of the Council within the meaning of the Pennsylvania Nonprofit Corporation Law of 1988, as amended. The Members of the **Delegate Council** ~~will~~ **must** be members of Girl Scouts of the USA (GSUSA), age 14 or older **at the time of election** and currently registered through the Council. Members are permitted to hold only one Delegate Council position at a time with the exception of Members of the Board of Directors who are also on the Board Development Committee. Members have one vote per person.

Article II

2. **Elected Members of the Delegate Council.** The Council ~~will~~ must have a Delegate Council ~~which will~~ consisting of the following:

- a. **Service Units Delegates;** ~~Delegates elected by Service Units to represent the entire Council.~~
- b. **Board of Directors;**
- c. **Board Development Committee;** ~~Members of the Board of Directors and those members of the Board Development Committee who are not otherwise members of the Delegate Council Board Development Committee Members who are not otherwise members of the Delegate Council~~
- d. ~~d.~~ **Girl Advisors;** ~~Girl Advisors to the Board of Directors;~~
- e. ~~e.~~ **Girl Delegates;** ~~Girl Delegates elected as determined annually by the board~~
- f. **Additional Delegates,** ~~Additional elected Delegates,~~ as determined by the Board of Directors.

Article II

3. Composition.

a. The ratio of ~~Delegates elected by the Service Unit~~ Service Unit Delegates ~~[(see 2.a above)]~~ and any aAdditional Delegates ~~determined by the Board of Directors [(see 2.b above)]~~ to Members of the Board of Directors ~~(see 2.c above)~~ and plus Non-Board Members of the Board Development Committee ~~[(see 2.c d above)]~~ will-must be 5:1.

b. The ratio of Girl Delegates (~~see 2.e above~~) to Members of the Board of Directors and-plus Non Board Members of the Board Development Committee ~~(see 2.c and 2.d above)~~ will must be 1:1.

Article II

4. Election, Quorum, Terms, and Vacancies of **Service Unit** Delegates.

Service Units are geographically defined operational units **determined annually by Council** to support delivery of services. ~~as determined annually by management Council.~~ Each Service Unit ~~will~~ is expected to elect one **Service Unit** Delegate and one **Service Unit** Alternate Delegate from ~~its~~ Members ~~in such Service Unit~~, age 14 or older **at the time of election** to serve on the Delegate Council. ~~Additional elected Delegates, if any, will must be determined by the Board of Directors annually.~~

a. Election and Quorum. Service Unit Delegates and Service Unit Alternate Delegates ~~will must~~ be elected **annually in the spring** at a Service Unit meeting with at least one representative from a minimum of 25% of troops or groups that make up the Service Unit. **All participants must be present in person or linked electronically such that all members are able to actively participate in the proceedings.**

Article II

4. Election, Quorum, Terms, and Vacancies... (continued)

- b. **Terms.** Service Unit Delegates and Service Unit Alternate Delegates ~~will~~ must be elected for a term of one Governance Year. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting. They ~~will~~ are permitted to serve no more than six consecutive terms in the same position. ~~Only-After~~ a lapse of one year, ~~is~~ a person who had reached term limits is eligible for ~~reelection~~ to the same position. ~~The term of office will begin at the close of the next Annual Meeting.~~ An individual who has ~~had~~ served more than half a term in an elected position ~~or appointed office,~~ will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office ~~or another position.~~ *(moved here from Article XIII)*

Article II

4. Election, Quorum, Terms, and Vacancies... (continued)

c. Vacancies. A Service Unit Alternate Delegate may vote at the Annual Meeting or Special Meeting in place of a Service Unit Delegate from ~~that the same~~ Service Unit who cannot attend. A Service Unit Alternate Delegate may fill the vacancy of a Service Unit Delegate who cannot complete ~~his or her~~ **their** term. In the case of a vacancy, a special Service Unit election may be held to fill the vacant Service Unit Delegate or Service Unit Alternate Delegate position, provided the election is held, and results are reported, more than 30 days before a meeting of the Delegate Council. The term of office ~~begins at the close of the meeting at which they are elected.~~ runs until the end of the Governance year. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting.

Article II

5. Girl Delegate Terms. Girl Delegates, ~~age 14 or older at the time of their election, will~~ must be elected for a term of one Governance ~~y~~Year. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting. ~~and They are permitted~~ to serve no more than three consecutive terms in the same position. ~~The term of office will begin at the close of the Annual Meeting.~~ An individual who has served more than half a term in an elected position ~~or appointed office,~~ will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that ~~office or another position.~~ *(moved here from Article XIII)*

Article II

6. **Duties and Responsibilities.** The duties of the ~~Delegates~~ **Delegate Council** are to:
- a. represent the entire Council;
 - b. elect Members of the Board of Directors, Officers of the Board of Directors, Board Development Committee Chair, Board Development Committee Members-at Large, **Girl Advisors to the Board of Directors, Girl Delegates**, and the Delegates **and Alternates** to the National Council; ~~of GSUSA~~.
 - c. ~~Approve vote on~~ Amendments to the Bylaws and to the Articles of Incorporation;
 - d. take all other actions requiring a vote of the **Delegate** Council and conduct other business which may come before the **Delegate** Council; and
 - e. ~~Determine influence~~ the general direction of Girl Scouting within the jurisdiction of the Council by responding to reports and information from the Board of Directors.

Article II

7. Annual Meeting. The Annual Meeting is a meeting of the Delegate Council where a quorum is present to conduct business. The Annual Meeting of the Delegate Council ~~will~~ **must** be held at such time and place as determined by the Board of Directors between April 1 and June 1.

8. Notice of the Annual Meeting. ~~Notice of the annual Meeting will be provided in accordance with the provisions of Article XII and the requirements of Pennsylvania Nonprofit Corporation law and will be given no later than 30 days before the meeting~~

~~and will include the date, time, place, the slate of nominees, and purpose of the meeting.~~ Notice must be given no later than 30 days before the meeting. Notice is required to be given to each person in writing personally, by mail, or electronic communication to the address supplied to the Council by that person for that purpose. Such notice must specify the purpose, place, date and time of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law, including the slate of nominees for all positions. *(moved here from Article XII)*

Article II

~~9.~~ **8. Special Meetings.** Special meetings of the Delegate Council may be called at the discretion of the Board Chair. Special meetings of the Delegate Council ~~will~~ **must** be called by the Board Chair within 30 days, upon written request of ~~30% of the Delegates, or 2/3 a majority of the members of the Board of Directors.~~ 10% of the members of the Delegate Council.

a. Purpose. The request for a Special Meeting of the Delegate Council, ~~from Delegates or the Board of Directors~~, must specify the reason for the meeting, and only that business may be conducted at the meeting.

Article II

9. ~~8.~~ Special Meetings. (continued)

- b. Notice.** ~~Notice of the Special Meeting of the Delegate Council will be provided in accordance with the provisions of Article XII and the requirements of Pennsylvania Nonprofit Corporation law and will be given no later than 14 days before the meeting and will include the date, time, place, and purpose of the meeting. Notice must be given no later than 14 days before the meeting. Notice is required to be given to each person in writing personally, by mail, or electronic communication to the address supplied to the Council by that person for that purpose. Such notice must specify the purpose, place, date and time of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law of 1988, as amended.~~
(moved here from Article XII)

Article II

- 10. ~~9.~~ Quorum.** 40% of the Delegates ~~Council will~~ must be present at any Annual ~~Meeting~~ or Special Meeting ~~of the Delegate Council~~ to constitute a quorum to transact business. ~~All participants must be present in person at the Annual Meeting. At the discretion of the Chair of the Board, persons may be linked electronically such that all members are able to actively participate in the proceedings of the Special Meetings.~~
- 11. ~~10.~~ Voting Procedures.** Each Delegate ~~Council member~~ present ~~will have~~ is permitted one vote. Election ~~will must~~ be by ballot in contested elections, and may be by voice or other methods in uncontested elections. In contested elections, a plurality of votes cast ~~will elect determines election~~. All other matters ~~will be~~ are determined by a majority vote of the Delegates present and voting, unless otherwise provided for in these Bylaws or by parliamentary authority
(see Article VIII).



Next Steps

- **For Members of the Delegate Council**
 - **Review the Materials**
 - **Redline Bylaws, Governance Bulletins**
 - **Share with your Service Unit and Troop**
 - **Participate in the Annual Meeting on May 2**
- **For the Bylaws Committee**
 - **Review feedback from tonight**
 - **Finalize materials for April 2 mailing to the Delegate Council**



What Happens at the May 2 Annual Meeting?

- **All elected members of the Delegate Council can vote.**
 - **Don't let your Service Unit lose its voice in the May 2 election – be sure to have an officially elected SU Delegate in place *no later than March 31st*!**
- **“The Delegate Council Members will have the power to amend, alter, or repeal the Bylaws...and to adopt new Bylaws...”**

GSEP Bylaws, April 2019



- **Elected members of the Delegate Council VOTE!**

Thank you!



“See” you at the Annual Meeting on May 2!

Questions?

Contact

Governance@gsep.org



GSUSA: National Governance Update

Deb Walters & Clare Freimuth



Deb Walters & Clare Freimuth

2020 NCS proposal:

*A. Establishment of a Task Force to Examine
the Feasibility of a National Gold Award
Scholarship Foundation*



2020 NCS proposals

B. Constitutional Amendment on Consistency in Delegate Terms



2020 NCS proposals

F. Lifetime Membership Discount



2020 NCS proposals

C. Constitutional Amendment on Membership Dues



D. Adoption of a Procedure for Communication on Dues Actions by the National Board

E. Membership Dues Increase Restriction



GSEP: Coronavirus

Kim E. Fraites-Dow, CEO

COVID-19



**Questions or
Comments?**





April 2, 2020 – Annual Meeting info emailed to Delegate Council

May 2, 2020 – GSEP Annual Meeting (VIRTUAL!)

October 21-23, 2020 – National Council Session/55th Convention in Orlando

Please remember: you should elect your Service Unit Delegates for Membership Year 2021, starting now through August 31st.

By confirming your SU Delegates no later than Labor Day, you ensure that they will be invited to the Delegate Training in September as well as the Fall Delegate Meeting later than same month.



Stay safe & healthy!