



Girl Scouts®

FREQUENTLY ASKED QUESTIONS

PROPOSED REVISION TO THE CODE OF REGULATIONS

❖ WHAT IS A REVISION?

A revision is a rewrite of a current document. The intent of a revision is to review the organizations basic rules and make improvements so that the health of the organization is maintained.

❖ WHY REVISE THE CODE OF REGULATIONS?

A sub-committee for the Council Realignment Committee (CRC) developed the current code of regulations (by-laws) that were reviewed by the CRC's legal counsel and GSUSA, and approved by the Council membership at the time of the merger. The CRC knew at the time that the document would be a "work in progress" to be used as guiding framework for the new Council and may be changed in the future.

Soon after the merger, it became clear that some points of the code contradicted itself and that the flow of the document was not clear. To correct these issues, the revision process officially began in April of 2008.

❖ WHO WAS INVOLVED IN THE PROCESS?

The development of the revision was a collaborative effort of many individuals throughout the council.

Initially, an ad hoc committee of the current Board Development Committee and GSNEO staff worked numerous hours with a certified parliamentarian reviewing each section of the document to standardize the language and be sure that the document would best serve the Council and our girls. The result of their work was presented at the GSNEO Annual Meeting on November 8, 2008.

Over the four months following the meeting, the revision was presented and discussed at a series of administrative volunteer meetings and membership delegate meetings. Your membership delegates were also visiting leader's meetings in their areas to present and discuss the revision. In addition, the revision was available for review on the council website.

As input was received from members, the committee reviewed each recommendation and made appropriate changes to the initial draft. The final draft document, released on March 4, 2009, is a compilation of dozens of hours of research, discussion, and revision.

❖ **WHAT ARE THE GOALS OF THE REVISION PROCESS?**

The intent of the revision is to align GSNEO with the goals of our Strategic Plan by creating an efficient and effective organizational structure. By eliminating contradictory language and outlining aspects of all related bodies, we will be able to streamline our own governance systems, making it easier for any member to understand and engage the system.

❖ **WHEN WILL THE VOTE BE CONDUCTED?**

The proposed revision will be voted on at the 2009 Spring General Assembly meeting on Saturday, April 4, 2009.

❖ **HOW WILL THE REVISION BE PRESENTED TO THE VOTING MEMBERS?**

Every General Assembly voting member has received a copy of the final draft package, with instructions to review the package and submit additional recommendations prior to the April 4, 2009 meeting. Therefore, no time will be scheduled during the meeting for a reading of the proposed revision.

The Chairperson will announce each article in the order in which they appear in the revision to the Code of Regulations. The Chairperson will allow a maximum of 5 minutes for discussion and amendment of each article. Only amendments received prior to March 27, 2009, will be presented during this time.

❖ **HOW WILL THE VOTE BE CONDUCTED?**

As each article is introduced by the Chairperson, the amendments pertaining directly to that article will be introduced. Each amendment will be voted upon individually. The vote will be conducted by a show of voting cards and a majority vote in the affirmative will be required to adopt.

Once every article, including all proposed amendments, has been considered, a single vote will be taken on the revision as a whole. The vote will be conducted by a show of voting cards and a two-thirds (2/3rds) vote in the affirmative will be required to adopt.

The following section contains questions pertaining directly to changes within the document. These were common questions received from delegates and members. Every effort has been made to indicate the Article & Section of the code the question directly pertains to.

❖ **THE NAME OF THE “VOTING MEMBERS OF THE COUNCIL” HAS BEEN CHANGED TO “GENERAL ASSEMBLY”.** *(Article II, Section 1)*

The voting body that represents the entirety of membership has been renamed the “General Assembly” to eliminate confusion. The previous name of “Voting Members of the Council” was confusing because members, over the age of 14, had the right to elect their representation but were not part of this body. Rather, they were voting to elect delegates who would represent them as a member of this body.

Giving this body a specific name allows anyone to clearly identify which body is being referred to. Instead of stating the “voting members of the council” will elect the board of directors, we will now state the “General Assembly” will elect the board of directors, clearly indicating it is the representative body that is participating in the election and not all members.

❖ **ADDITION OF NATIONAL DELEGATES TO THE GENERAL ASSEMBLY.** *(Article II, Section 1)*

Every three years, councils elect a small group of National Delegates to represent their girls, volunteers, and staff at the GSUSA National Convention. Historically, the delegates were elected, trained, attended the National Convention, and presented a report to the council members on the events of the convention. However, after these tasks were accomplished, there wasn't much involvement for the remainder of their three year term.

The goal of GSNEO is to keep our National Delegates continuously engaged for the full length of their term. The first step of the continuous engagement process is adding their

voices to the General Assembly body. They will continue to serve as the link between matters of national governance and our council.

❖ **CAN THE GIRL BOARD MEMBERS VOTE IN THE GENERAL ASSEMBLY?**

(Article II, Section 1)

Yes, Girl Directors-at-Large are voting members of the General Assembly. However, for legal reasons they are still not allowed to vote on the Board of Directors. Voting members of the Board actively seek the input of our Girl Directors-at-Large when making decisions.

❖ **VOTING PROCEDURES.** *(Article II, Section 6 & throughout document)*

The procedure for all elections and other items requiring a vote has been standardized. All elections and votes will utilize the majority vote method. In the event of a contested election, the vote shall be conducted by ballot, utilizing the majority vote method.

❖ **WHY HAVE THE TERM LIMITS FOR DIRECTORS-AT-LARGE OF THE BOARD BEEN CHANGED?** *(Article IV, Section 3.D)*

Under the guidelines of the revision, each Director-at-Large of the Board of Directors is entitled to serve a maximum of two terms, each term being a length of two years. Previously, the maximum number of terms allowed was three, each term being a length of two years. In addition, any Director-at-Large may run for election again as long as the minimum waiting period of one year has passed since the end of his or her last term. Previously, the waiting period was two years

These figures have been altered to prevent stagnation in our council leadership while still allowing for growth and the continuity that comes from experienced board members.

The Board Development Committee will be responsible for the orientation, ongoing education and support necessary to make transitions as smooth as possible for new members.

❖ **WHY IS THERE A BOARD SERVICE REQUIREMENT FOR OFFICER POSITIONS?**

(Article V, Section 3.C)

Previously, there was no requirement that any individual running for election as an Officer of the Board must have previously served on the Board of Directors. For example, any person could run for and be elected as Chair of the Board with no prior Girl Scout board experience.

To correct this issue, the revision includes language that requires an individual must have served at least one term as a Director-at-Large before they are eligible to run for election to an Officer position.

❖ **WHY HAVE THE TERM LIMITS FOR OFFICERS OF THE BOARD BEEN CHANGED?**

(Article V, Section 3.D)

Under the guidelines of the revision, each Officer of the Board of Directors is entitled to serve a maximum of two terms, each term being a length of one year. Previously, the maximum number of terms allowed was three, each term being a length of two years.

The above requirement does not prevent any Director-at-Large or Officer from succeeding to or being elected to a different office. For example, after serving two terms in the Secretary office, the Secretary may run for and be elected to any other Officer position. However, no Officer may serve more than a total of eight consecutive years, in any position, on the Board of Directors. At the end of eight years, the individual must complete the minimum waiting period of one year before running for election again.

These figures have been altered to prevent stagnation in our council leadership while still allowing for growth and the continuity that comes from experienced board members.

The Board Development Committee will be responsible for the orientation, ongoing education and support necessary to make transitions as smooth as possible for new Officers.

❖ **WHY IDENTIFY THE BOARD COMMITTEES? DOESN'T THIS ELIMINATE THE ABILITY TO CREATE OTHER COMMITTEES AS NEEDED?** *(Article VII, Sections 1 & 2)*

It is a standard practice among organization to identify a list of standing committees. The committees identified correlate to the major departments within the Council and are

integral to work of the Council. Although their level of involvement will fluctuate depending on current needs, these committees will always be in existence.

The identification of standing committees does not eliminate the ability to create additional committees or task groups as the needs of the Council deem it appropriate.

❖ **WHY HAS THE SIZE OF THE BOARD DEVELOPMENT COMMITTEE BEEN REDUCED?** *(Article IX, Section 1)*

The Board Development Committee will be comprised of two members of the Board of Directors and 6 non-board members. The size of the committee has been reduced to create a more efficient committee structure. This reduction in size does not prevent the committee from seeking the assistance of community experts or other volunteers necessary to fulfilling their responsibilities.

❖ **DOES THE CHAIR OF THE BOARD OF DIRECTORS ALSO SERVE AS THE CHAIR OF THE BOARD DEVELOPMENT COMMITTEE?** *(Article IX, Section 5)*

No, the Chair of the Board of Directors does not serve as the chair or as a member on the Board Development Committee.

There are two board members, elected by the General Assembly, to serve on the committee and it is required that one of those two individuals serve as the Chair of the Board Development Committee. The Chair of the Board of Directors does select which one will serve as the Chair of the Committee.

❖ **HOW MANY MEMBERSHIP MEETINGS WILL OCCUR EACH YEAR?** *(Article X, Section 5)*

Each service area will have a minimum of one membership meeting each year. The previous requirement of two meetings per year was reduced based on attendance at last year's meetings and feedback received from our members.

On average, 25-30 individuals attended the membership meetings held last September. Out of that 25-30, the majority were Membership Delegates, and not the average girl or adult member these meetings are meant for. We have received feedback indicating that members are too busy to attend "another meeting" and would rather have information available to them upon request or at the meetings & events they already frequent.

GSNEO will continue to hold two council meetings every year, in addition to the one membership meeting. Plans are in the works to hold an information meeting in every county this summer. We will also utilize volunteer meetings, special events, and Membership Delegates to increase communication throughout our council.

❖ **IS THERE A REDUCTION IN THE NUMBER OF MEMBERSHIP DELEGATES?**

(Article X, Section 8.B)

No, there will be a minimum of 67 Membership Delegates at all times. This is the same as our current minimum requirement. One-half of the delegates will be elected each year so that their terms of service are staggered.

❖ **WHY ARE WE ELECTING MEMBERSHIP DELEGATES BY COUNTY INSTEAD OF BY SERVICE AREA?** *(Article X, Section 8.B)*

Our current structure indicated that the majority of elected delegates could come from any county within a service area as long as there was at least one Membership Delegate elected in each county. Given that each of our five service areas has one dominant, population heavy county, this lead to an unequal representation structure throughout our Council.

To combat this issue, we are transitioning to a system where delegates are elected by county, based on the girl membership population of that county. Under the new formula, every county will be entitled to a minimum of two delegates plus one additional delegate for up to 1,500 girls and then additional delegates for every 1,500 girls thereafter. No county will have less than three delegates at any time.

❖ **IF I WISH TO RUN FOR ELECTION, AM I ONLY ALLOWED TO RUN IN THE COUNTY WHERE I LIVE?** *(Article X, Section 8.B)*

GSNEO recognizes that not all individuals live, work, and volunteer in the same county. Most volunteer where it is most convenient for them and for organizations or areas they are connected to in some fashion.

Therefore, an individual wishing to run for election as a Membership Delegate is welcome to run in the county of their choosing. However, an individual may only run in one county. If an individual fails to be elected in one county, they will not be permitted to attempt to run for election in another county.

❖ **ARE YOU ELIMINATING THE REGIONAL ADVISORY COMMITTEES?**

(Original Code - Article X)

No, the committees are not being eliminated however they are going through a remodel. The regional advisory committees have been underutilized since their inception in March of 2008. Internally, the structure, composition, and duties of these committees have been analyzed to determine the best methods of incorporating them as a functioning body within the Council.

As we completed this analysis, it became evident that the committees function best as more of an operational structure. The members are recruited by the Chief Executive Officer (CEO) and the work of the body is directed by the CEO. This being the case, it is not appropriate for an operational body to be included in a governing document.

Moving forward these committees will be known as Community Advisory Cabinets and members will be recruited from the ranks of prominent business and community organizations.

❖ **ARE YOU ELIMINATING LIFETIME MEMBERS?** *(Throughout document)*

No. The committee had removed language referring to Lifetime Members based on a proposal brought to the National Convention by the National Board of Directors. The National Board was looking to broaden membership categories and needed to remove potentially limiting language from national governance documents. However, the National Board, based on feedback from council, dropped this proposal. Based on this, GSNEO has reinserted all language referring to Lifetime Members throughout the revision.

❖ **WHY DON'T WE INCLUDE THE FORMER LEGACY COUNCIL BOARD PRESIDENTS AS VOTING MEMBERS OF THE GENERAL ASSEMBLY?**

During the merger process, each president was invited to participate in the governance of the new council. Three accepted that invitation and each of them chose the level of participation they wished to be engaged in. The other two chose to not participate. The committee does not feel it to be in the best interest of the Council to automatically reserve voting positions for individuals who may not be able to take advantage of them. This being said, GSNEO will always identify opportunities within our Council structure for those past presidents and board members who wish to remain engaged.