

Girl Scouts of North East Ohio

**CODE
OF
REGULATIONS**

**Adopted
APRIL 4, 2009**

PROVISO TO ENACTMENT OF THE REVISION TO THE CODE OF REGULATIONS:

The Proposed Revision of the Code of Regulations shall go into effect immediately upon adoption except for the provisions dealing with the election and term of office of the following:

1. Membership Delegates,
2. Officers of Council,
3. Directors-at-Large,
4. Girl Directors-at-Large,
5. National Delegates,
6. Voting Members of the Board Development Committee,
7. Chairman of the Board Development Committee.

The members in the above positions shall continue to serve until their current Term of Office expires or until their successors are elected and take office.

Adopted: April 4, 2009 by the GSNEO General Assembly

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PURPOSE

The purpose of the Girl Scouts of North East Ohio is defined in the Articles of Incorporation and is 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 I - THE CORPORATION

Section 1 - Corporation. The Corporation shall be known as Girl Scouts of North East Ohio and shall be referred to herein as "the Council".

Section 2 - Membership.

- A. **Members** - shall be those persons who are annual or Lifetime members of the Girl Scouts of the United States of America, fourteen years of age and older, and registered through the Council. Members shall have the right to run for and be elected to office within the Council, as provided in Articles IV, V, IX, X and XI, except as described elsewhere in the Ohio Revised Code, the Articles of Incorporation, or this Code.

ARTICLE II – GENERAL ASSEMBLY

Section 1 - Composition: The General Assembly shall be a minimum of 100 voting members at least 67 of whom shall be Membership Delegates. The General Assembly shall consist of the following:

A. Voting Members:

1. Membership Delegates: At least Sixty-seven (67) elected by the Members of the Service Areas as described in Article X,
2. National Delegates,
3. All voting members of the Board of Directors,
4. All Girl Directors-at-Large of the Board of Directors,
5. All voting members of the Board Development Committee

Section 2 - Powers: The General Assembly shall

- A. Elect the Officers of the Council,
- B. Elect the Directors-At-Large of the Board of Directors,
- C. Elect the two Girl Directors-at-Large of the Board of Directors,
- D. Elect the members of the Board Development Committee, and
- E. Elect the Delegates and Alternates to the National Council of Girl Scouts of the United States of America.
- F. Amend or revise the Articles of Incorporation and the Code of Regulations.
- G. In partnership with the Board of Directors, identify the general direction of Girl Scouting within the jurisdiction of the Council.
- H. Submit proposals to the Board of Directors to improve the quality of Girl Scouting.
- I. Act upon matters referred to it by the Board of Directors.

Section 3 - Meetings of the General Assembly:

- A. **Regular Meetings:** Regular meetings shall be held twice a year: there shall be the Annual Meeting and an additional meeting, at such date, time and place as shall be set by the Board of Directors. Written notice of the meetings shall be given in person, by standard postal mail or electronically to each member of the General Assembly and postmarked not less than thirty (30) calendar days before the meeting. The notice shall include:
1. the date, time, place, and purpose of the meeting;
 2. the slate of nominees for all offices or positions to be filled pursuant to this Code of Regulations, as well as any vacancies to be filled; and
 3. notice of proposed amendments or revisions to the Code.
- B. **Special Meetings:** Special Meetings shall be called by the Chairperson of the Board within thirty (30) business days after receiving a written request of a majority of the members of the Board of Directors or a majority of the members of the General Assembly. No business shall be transacted except that for which the meeting has been called. Notice of date, time, place, and purpose of the meeting shall be given in person, by standard postal mail or electronically to each member of the General Assembly. Notice shall be postmarked not less than ten (10) calendar days prior to the date of the meeting.

Section 4 - Quorum: Thirty-five (35) voting members of the General Assembly shall be present to constitute a quorum for the transaction of business, provided that at least twenty-three (23) of the voting members present are Membership Delegates.

Section 5 - Voting Procedures: Each voting member of the General Assembly, present in person at the site of the meeting, shall be entitled to one (1) vote even though a member may hold a duo office or ex officio position. Proxy votes shall not be permitted.

Elections shall be by show of voting cards or other means in uncontested elections. In the event of a contested election, those positions shall be elected by ballot vote. A majority shall elect.

All other matters shall be determined by a majority vote of the General Assembly members present and voting at the meeting site unless otherwise provided by law or this Code of Regulations or parliamentary authority.

Nominations for any of the elected positions may be made from the floor at the Annual Meeting provided the individual so nominated has:

- a. met the qualifications for the office for which she/he is being nominated as established by the Board Development Committee;
- b. received the written endorsement of at least three (3) voting members of the General Assembly;
- c. consented in writing to serve if elected; and

- d. submitted his or her name on a form approved by the Board of Directors to the Chairperson of the Board of Directors and the Chair of the Board Development Committee at least five (5) business days in advance of the Annual Meeting of the General Assembly.

ARTICLE III - TERMS OF OFFICE

Section 1 - Commencement of Terms of Office. The term for all offices and positions elected by the General Assembly shall begin at the close of the Annual Meeting of the General Assembly in the year of election, unless the election for an office or position has been delayed in which case the term for that office or position shall begin when the election is complete and shall end when his or her successor has been elected and assumes office.

Section 2 - Partial Terms. A person who has served more than half a specific term in an office or position shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or other positions.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Composition:

- A. The voting membership of the Board of Directors shall consist of the five (5) officers of the Council and at least ten (10) but not more than fifteen (15) directors, who shall be called Directors-at-Large.
- B. In addition, the Board shall have two (2) Girl Directors-at-Large, fourteen (14) years of age or older, who shall serve without vote and the Chief Executive Officer, who shall be an ex-officio member without vote.

Section 2 – Powers and Responsibilities:

- A. **Powers:** The Corporate business and affairs of the Council shall be governed under the direction of the Board of Directors, except as may be otherwise provided in this Code of Regulations or the Articles of Incorporation.
- B. **Responsibilities:** The Board of Directors is accountable:
 1. through its Chairperson to give the membership and the public a status report on its management of the affairs of the Council;
 2. to the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
 3. to the State of Ohio pursuant to corporate statutes under the Ohio Revised Code; and
 4. to the federal government in matters relating to legislation affecting non-profit and non-stock organizations.

Section 3 – Nomination, Election, Qualifications, and Term:

- A. **Nomination:** At the Annual Meeting, the Board Development Committee shall provide the General Assembly a slate of one candidate for each Director-at-Large and each Girl Director-at-

Large positions to be filled in the election. This slate shall have been published in the notice of the meeting. Following the presentation of the Board Development Committee's Nomination Report, the Chairperson of the Board shall accept nominations from the floor, in accordance with the procedure described in Article II, Section 5 of this Code.

B. **Election:** The Directors-at-Large and Girl Directors-at-Large shall be elected by the General Assembly in accordance with Article II, Section 5 of this Code.

C. **Qualifications:**

1. Eligibility for position of Director-at-Large: Must be an annual or Lifetime member of Girl Scouts of the United States of America, eighteen (18) years of age and older, registered through the Council, and have met the qualifications for the position, as established by the Board Development Committee.
2. Eligibility for the position of Girl Director-at-Large: Must be an annual or Lifetime member of Girl Scouts of the United States of America, registered through the Council, and have met the qualifications for the position, as established by the Board Development Committee. Girl Directors-at-Large must be at least fourteen (14) years of age but no older than eighteen (18) years of age and be enrolled in high school at the time of election.

D. **Term:**

1. The Directors-at-Large shall be elected for a term of two (2) years, or until their successors are elected and assume office. Directors-at-Large shall serve staggered terms so that one half (1/2) the positions are elected each year.
2. The Girl Directors-at-Large shall be elected for a term of one (1) year.
3. No member shall serve more than two consecutive terms as Director-at-Large or Girl Director-at-Large but may run again providing that a span of one (1) year has expired since the end of the second consecutive term.
4. No member shall serve more than a total of eight (8) consecutive years on the Board of Directors, regardless of position(s) held, but may run again providing that a span of one (1) year has expired since the end of the last term.

Section 4 - Vacancies: Subject to the laws of this state and upon nomination by the Board Development Committee, a vacancy in the position of Director-at-Large or Girl Director-at-Large on the Board of Directors shall be filled until the next Annual Meeting of the General Assembly by the affirmative vote of a majority of the remaining voting members of the Board of Directors.

Section 5 - Removal: Any board member who is absent from three (3) consecutive regularly scheduled meetings may be removed from the Board of Directors by a vote of two-thirds (2/3) of the current voting membership of the Board of Directors. Any board member may be removed, with or without cause, by a vote of two-thirds (2/3) of the total voting membership of the Board of Directors

Section 6 - Regular Meetings: Regular meetings of the Board of Directors shall be held at such time

and place as shall be determined by the Board of Directors, except that the Board of Directors shall meet no fewer than four (4) times each year. Notification of date, time, place, and purpose of the meeting shall be given in person, by standard postal mail, or electronically to each member of the Board of Directors and postmarked no fewer than ten (10) days before the meeting.

Section 7 - Special Meetings: Special meetings may be called by the Chairperson of the Board and shall be called upon written request of a majority of the voting members of the Board. The purpose of such meetings shall be stated in the request, and no business shall be transacted except that for which the meeting has been called. Notification of date, time, place, and purpose of the meeting shall be given in person, by standard postal mail, or electronically to each member of the Board of Directors and postmarked no fewer than ten (10) days before the meeting.

Section 8 – Quorum and Voting: A majority of the voting members of the Board of Directors shall be present to constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the directors, unless the vote of a greater number is required by Ohio law or the Articles of Incorporation or this Code of Regulations, or the parliamentary authority adopted in Article XII. If a quorum is not present at a Board of Director’s meeting, the voting members present may adopt a motion to set a continued meeting at a time and date before the next regularly scheduled meeting. If a quorum is obtained at the continued meeting, the business scheduled for the meeting at which a quorum could not be obtained can be acted upon. Notification of the date, time, location, and purpose of the continued meeting shall be given in person, by standard postal mail, or electronically to all members of the board. Each voting member shall have one vote regardless of the number of offices or positions she or he may hold. There shall be no proxy voting.

Section 9 – Action Without a Meeting: In an emergency or urgent situation, the Board shall have the authority to meet by telephone conferencing so long as 1) every member has been notified, 2) all members have access to the equipment necessary for communication during the meeting, 3) a quorum of the Board is involved, 4) special rules of order have been adopted specifying precisely how recognition is to be sought, how the floor is to be obtained, and how voting is to be conducted, and 5) any action taken is subject to ratification at the next meeting.

ARTICLE V - OFFICERS

Section 1 - Composition: The officers of the Council shall be a Chairperson of the Board; a First Vice-Chairperson; a Second Vice-Chairperson; a Secretary; a Treasurer; and the Chief Executive Officer who shall serve without privilege of vote.

Section 2 - Duties. The duties of the officers shall be as follows:

- A. The Chairperson of the Board shall be the chief corporate officer of the Council and shall preside at all meetings of the General Assembly, the Board of Directors, and the Executive Committee.

The Chairperson of the Board shall be responsible for seeing that the lines of direction recommended by the General Assembly are acted upon by the Board and the actions of the Board of Directors are carried into effect. Periodically, the Chairperson shall give a status report on the operation and management of the affairs of the Council to the membership, to the General Assembly, and to the public. The Chairperson of the Board shall be an ex-officio member of all committees and task groups established by the Board of Directors, except the Board Development Committee. The Chairperson of the Board shall appoint the chair and members of all committees and task groups subject to the approval of the Board of Directors, except as otherwise specified in this Code or the motion establishing the committee or task group. The Chairperson of the Board shall perform such other duties as assigned by the Board of Directors or prescribed elsewhere in this Code of Regulations.

- B. The First Vice-Chairperson shall, in the temporary absence or disability of the Chairperson of the Board, preside at meetings of the General Assembly, the Board of Directors, and the Executive Committee and shall succeed to the office of Chairperson of the Board in the permanent absence or disability of the Chairperson. He or she shall have such other powers and perform such other duties as may be assigned by the Chairperson of the Board or the Board of Directors.
- C. The Second Vice-Chairperson shall serve in the absence of the First Vice-Chairperson and shall succeed to the office of First Vice-Chairperson in the event of the permanent absence or disability of the First Vice-Chairperson. He or she shall have such other powers and duties as may be assigned by the Chairperson of the Board or the Board of Directors.
- D. The Secretary shall be responsible for seeing that notices are issued for all meetings of the General Assembly, the Board of Directors, and the Executive Committee, and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records, and files. The Secretary shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall have such other powers and duties as may be assigned by the Chairperson of the Board or Board of Directors.
- E. The Treasurer shall monitor the control, receipt, and custody of all assets of the Council; monitor disbursements as authorized by the Board of Directors; and report receipt, use, and disbursement of all financial assets of the Council. The Treasurer shall exercise the powers and perform duties usually incident to the office of Treasurer, and shall exercise such other powers and perform such other duties as may be assigned by the Chairperson of the Board or Board of Directors. The Treasurer shall be a member of any finance committee and investment committee established by the Board of Directors.
- F. The Chief Executive Officer shall be responsible for providing advice and assistance to the General Assembly, the Board of Directors, the Executive Committee, the Board Development Committee, the Chairperson of the Board and other officers, and committees and task groups. The Chief Executive Officer shall have such other powers and perform such other duties as may be assigned by the Board of Directors through the Board Chairperson. The Chief Executive Officer shall have the authority to employ, direct, and release all employees in accordance with

policies adopted by the Board of Directors.

Section 3 - Nomination, Election, Qualifications, and Term.

- A. **Nomination:** At the Annual Meeting, the Board Development Committee shall provide the General Assembly a slate of one (1) candidate for each Officer to be elected. This slate shall have been published in the notice of the meeting. Following the presentation of the Board Development Committee's Nomination Report, the Chairperson of the Board shall accept nominations from the floor, in accordance with the procedure described in Article II, Section 5 of this Code.
- B. **Election:** The officers, with the exception of the Chief Executive Officer, shall be elected by the General Assembly according to a procedure established in Article II, Section 5 of this Code.
- C. **Qualifications:**
 - 1. Eligibility for Chairperson of the Board: Must be an annual or Lifetime member of Girl Scouts of the United States of America, eighteen (18) years of age and older, registered through the Council, and have met the qualifications as established by the Board Development Committee for the position. In addition, must have served on the Board of Directors for at least one (1) term prior to election.
 - 2. Eligibility for First Vice-Chairperson: Must be an annual or Lifetime member of Girl Scouts of the United States of America, eighteen (18) years of age and older, registered through the Council, and have met the qualifications as established by the Board Development Committee for the position. In addition, must have served on the Board of Directors for at least one (1) term prior to election.
 - 3. Eligibility for the Second Vice-Chairperson, Secretary, and Treasurer: Must be an annual or Lifetime member of Girl Scouts of the United States of America, eighteen (18) years of age and older, registered through the Council, and have met the qualifications as established by the Board Development Committee for the position. In addition, must have served on the Board of Directors for at least one (1) term prior to election.
- D. **Term:** Officers, with the exception of the Chief Executive Officer, shall serve for a term of one (1) year, or until their successors are elected and assume office.
 - 1. No member shall serve more than two (2) consecutive terms in the same office and this requirement shall not prevent a member from succeeding to or being elected to a different office.
 - 2. No member shall serve more than a total of eight (8) consecutive years on the Board of Directors, regardless of position(s) held, but may run again providing that a span of one (1) year has expired since the end of the last term.
- E. **Chief Executive Officer's Term:** The Chief Executive Officer shall be appointed by the Board of Directors to hold office at its pleasure.

Section 4 - Vacancy: A vacancy in the office of Chairperson of the Board shall be filled by the First Vice-Chairperson for the remainder of the unexpired term. A vacancy in the office of First Vice-Chairperson of the Board shall be filled by the Second Vice-Chairperson for the remainder of the unexpired term. A vacancy in the Second Vice-Chairperson, Secretary, or Treasurer shall be filled by the affirmative vote of a majority of the voting members of the Board of Directors for the remainder of the unexpired term.

Section 5 - Removal. An elected officer may be removed, with or without cause, by a vote of two-thirds (2/3) of the current voting membership of the Board of Directors.

ARTICLE VI - FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1 - Fiscal Year. The fiscal year of the Council shall be established by the Board of Directors.

Section 2 - Contributions. Guidelines for accepting contributions will be established by the Board of Directors. Any contributions, bequests, and gifts made to the Council shall be accepted or collected 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 banks as shall be designated by the Board of Directors.

Section 4 - Approved Signatures. Approval 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 authorized by the Board of Directors.

Section 5 - Bonding. All persons having access to, or major responsibility for, the handling of monies and securities of the Council shall be bonded as authorized by the Board of Directors.

Section 6 - Budget. The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

Section 7 - Audits. An independent 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 all examinations shall be submitted to the Board of Directors and to the Girl Scouts of the United States of America.

Section 8 - Financial Reports. A summary report of the financial operations of the Council shall be made at least annually to the membership, and to the public, in such form as the Board of Directors shall determine.

Section 9 - Legal Counsel. Independent legal counsel may be retained by the Board of Directors to:

- A. ensure compliance with federal, state, and local requirements;
- B. review and advise on any, and all, legal instruments the Council executes such as leases, contracts, property purchase or sale, and other legal matters; and
- C. review and advise on any official statements developed for the media (print, television, radio, Internet).

Section 10 - Investments. The Council shall have the right to retain or divest 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 decision of the Board of Directors, without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of, the Council if such action is a prohibited transaction under Ohio or federal law or would result in the denial to the tax exemption under Sections 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

Section 11 - Property. Title to all property, both real and personal, with the exception of troop/group equipment, shall be held in the name of the Council.

Section 12 - Indemnification. The Council shall indemnify to the full extent permitted by law against damages, judgments, settlements, cost, charges, and expenses incurred in connection with the defense of any action, suit or proceeding or any appeal there from, any person or his or her personal representative, made, or threatened to be made, a party to such action, suit, or proceeding, whether civil or criminal, by reason of the fact that such person is or was a trustee, director or officer of the Council, or a trustee, director or officer of any predecessor corporation by merger to the Council.

ARTICLE VII - BOARD COMMITTEES

Section 1 – Standing Committees: The standing committees of the Board of Directors shall be as follows:

- A. Communication,
- B. Finance,
- C. Fund Development,
- D. Human Resources,
- E. Program and Membership,
- F. Properties,
- G. Strategic Planning,
- H. and such other standing committees as established under Section 2 below.

Section 2 – Establishment of Other Committees: The Board of Directors may establish standing committees, special committees, and/or task groups as it deems necessary.

Section 3 - Appointment. The Chairperson of the Board shall appoint the chairperson and the members of committees subject to the approval of the Board of Directors. The Chairperson does not appoint the members of the Board Development Committee. The term of the chairpersons and members shall not exceed the length of the term of the Chairperson of the Board, or beyond completion of the assignment, whichever occurs earlier. Committees shall have no fewer than two (2) members and no more than ten (10) members. Membership on committees shall be open to all members, fourteen (14) years and older, who are annual or Lifetime members of Girl Scouts of the United States of America, and registered through the Council.

ARTICLE VIII - EXECUTIVE COMMITTEE

Section 1 - Composition. The Executive Committee shall include the officers of the Council and two (2) Directors-at-large elected by the Board of Directors from among its members. The Chief Executive Officer shall serve as a member without vote.

Section 2 - Authority Between Board of Directors Meetings.

- 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:
1. adopt the budget;
 2. amend the Code of Regulations; or
 3. 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. The Chairperson of the Board shall, at the next Board of Directors meeting, submit a report of all actions taken during the Executive Committee Meeting.

Section 3 - Meetings. Meetings of the Executive Committee shall be called by the Chairperson of the Board. Notification of date, time, place, and purpose of the meeting shall be given in person or by standard postal mail, or electronically to each member of the Executive Committee.

Section 4 - Quorum. A majority of the members of the Executive Committee shall be present to constitute a quorum for the transaction of business.

Section 5 – Personnel Committee: The members of the Executive Committee shall serve as a Personnel Committee for the purpose of supervision and annual review of the Chief Executive Officer. The Personnel Committee is authorized to make adjustments to the compensation and benefits of the Chief Executive Officer based on the compensation guidelines established by the Board of Directors.

When it has completed its review of the Chief Executive Officer, the Personnel Committee shall give a general report to the Board of Directors.

ARTICLE IX – BOARD DEVELOPMENT COMMITTEE

Section 1 - Composition: There shall be a Board Development Committee of seven members plus the Chairperson. Two (2) of the members, inclusive of the Chairperson, shall be voting members of the Board of Directors, and a six (6) members shall be non-board members. All members of this committee must be an annual or Lifetime member of Girl Scouts of the United States of America, fourteen (14) years of age and older, and registered through the Council.

Section 2 - Responsibilities. The responsibilities of the Board Development Committee shall be:

- A. to recruit, review and confirm the qualifications of candidates for elected position in the Council;
- B. to provide to the General Assembly a slate of one candidate for each position to be elected, including officers, Directors-at-Large, Girl Directors-at-Large, Board Development Committee members, and delegates and alternates to the National Council of Girl Scouts of the United States of America;
- C. to develop in conjunction with the Board of Directors:
 - 1. Board orientation and education materials;
 - 2. Board development materials;
 - 3. Methods for identifying needed skills and talents for the Board of Directors and committees;
 - 4. Methods for succession planning; and
 - 5. Board annual self-assessment materials.
- D. to conduct Board orientation and Board development training sessions as needed and/or directed by the Board of Directors.

Section 3 - Nomination, Election, Qualifications and Term.

- A. **Nomination:** At the Annual Meeting the Board Development Committee shall provide the General Assembly a slate of one (1) candidate for each slot on the Board Development Committee to be filled at the election. This slate shall have been published in the notice of the meeting. Following the presentation of the Board Development Committee's Nomination Report, the Chairperson of the Board shall accept nominations from the floor, in accordance with the procedure described in Article II, Section 5 of this Code.
- B. **Election:** Members of the Board Development Committee shall be elected by the General Assembly in accordance with the procedure described in Article II, Section 5.
- C. **Qualifications:** Must be an annual or Lifetime member of Girl Scouts of the United States of America, fourteen years of age and older, registered through the Council and have met the qualifications as established by the Board Development Committee for the position

- D. **Term:** Members of the committee shall be elected by the members of the General Assembly for a term of two (2) years, or until their successors are elected and assume office. The Board Development Committee members shall serve staggered terms so that one half (1/2) of the members are elected in the each year. No member shall serve for more than two (2) consecutive terms. No member shall be eligible to run again until a span of one (1) year has elapsed since the end of the last term.

Section 4 - Vacancies: a vacancy in the membership of the Board Development Committee shall be filled by the affirmative vote of a majority of the voting members of the Board of Directors for the remainder of the unexpired term.

Section 5 - Selection and Term of Chair. The chair of the Committee shall be selected and appointed by the Board Chair from one of the members of the Council Board of Directors elected to the committee. The chair shall serve for a term of two (2) years, and may serve no more than two (2) consecutive terms as chair.

Section 6 - Meetings:

- A. **Regular Meetings:** The Board Development Committee shall meet at the call of the Chairperson of the Committee or as regulated in this Code or in Standing Rules.
- B. **Action Without a Meeting:** In an emergency or urgent situation, the Committee shall have the authority to meet electronically so long as every member has been notified, has access to the equipment necessary for communication during the meeting, and any action taken is subject to ratification at the next meeting.
- C. **Review and Research:** Committee members may review research papers, opinions, recommendations, and candidate's applications electronically or by standard postal mail, so long as this activity does not replace decision-making by the Committee.

Section 7 - Quorum: A majority of the Committee shall be present to constitute a quorum for the conduct of business either at a regular meeting or during action without a meeting.

ARTICLE X – MEMBERSHIP CONSTITUENCY

Section 1 - Geographic Subdivisions: The Board of Directors shall establish geographic subdivisions within the Council's jurisdiction. Each geographic subdivision shall be termed a Service Area.

Section 2 – Service Area Members: Each annual or Lifetime member of Girl Scouts of the United States of America, 14 years of age and older, and registered through the Council shall be a member of a Service Area. A person may be a member of only one Service Area.

Section 3 – Responsibilities: The Members residing within a specific Service Area shall:

- A. elect representation, in the form of Membership Delegates, to the General Assembly of the Council;
- B. provide a forum for communication between the Council members and the Board of Directors; and
- C. perform such other duties as may be given by the Board of Directors.

Section 4 - Voting Procedures. Each Service Area Member attending a Membership Meeting in a Service Area shall be entitled to one (1) vote. A Service Area Member shall vote in only one (1) Service Area. Elections shall be by show of voting cards or other means in uncontested elections. In the event of a contested election, those positions shall be elected by ballot vote. A majority shall elect. No proxy votes shall be permitted.

Section 5 – Service Area Membership Meetings. Service area membership meetings shall be held at least one (1) time each year. The election of Membership Delegates will be held during the meeting. Notification of the date, time, place and purpose of any meeting shall be published no fewer than thirty (30) calendar days before the meeting.

Section 6 - Special Membership Meetings. Special meetings, for a specific Service Area, may be called at the request of the Board of Directors, or upon written request of a majority of the elected Membership Delegates from that service area or fifty (50) Service Area Members. Notification of the date, time, place and purpose of the meeting shall be published no fewer than fourteen (14) days before the meeting.

Section 7 - Quorum. Twenty (20) voting members of the Service Area shall be present to constitute a quorum for the transaction of business.

Section 8 – Nomination, Election, Term, and Duties of the Membership Delegates:

- A. **Nomination:** Prior to the Membership Meeting in a Service Area, any Service Area Member who desires to be a candidate for the position of Membership Delegate shall complete a nomination form approved by the Board of Directors and return it to the Council Office by a deadline established by the Board of Directors. Additional candidates may be nominated from the floor provided that the potential candidate:
 1. Meets the qualifications for the position, and
 2. Agrees to serve if elected.

B. **Election:** The Service Area Members residing within each county of the Service Area shall be entitled to elect the following delegates based on the number of girls who are registered members of Girl Scouts of the United States of America as of September 30th of the previous membership year, registered through the Council, and residing within that county:

1. two (2) Membership Delegates;
2. one (1) additional Membership Delegate for up to fifteen hundred (1,500) girl members;
3. one (1) additional Membership Delegate for every fifteen hundred (1,500) girl members thereafter.
 - i. The prescribed figure of fifteen hundred (1,500) girls shall be adjusted by multiples of three hundred (300) when necessary to keep the total number of Membership Delegates above the minimum of sixty-seven (67). Adjustments shall be approved by the Board of Directors.

4. two (2) Alternate Membership Delegates

C. **Term:** Membership Delegates shall be elected for a term of two (2) years, or until their successors are elected and assume office. Membership Delegates shall serve staggered terms so that one-half (1/2) of the Delegates are elected each year. No Membership Delegate shall serve more than two (2) consecutive terms and may run again provided that a minimum of one (1) year has expired since the end of the last term in office.

D. **Duties:** Each Membership Delegate shall:

1. Act as a channel of two-way communication between members and the Council.
2. Understand the issues and concerns of members as well as appreciate Council-wide issues and needs in order to think globally for the good of the entire membership.
3. Attend all meetings of the General Assembly and all service area membership meetings.

Section 9 – Nomination, Election, Term and Duties of the Chief Delegate:

A. **Nomination:** After the Membership Delegates have been elected, nominations from the floor shall be held for the position of Chief Delegate. To be eligible for nomination, the person shall:

1. be a Membership Delegate, and
2. be willing to serve if elected.

B. **Election:** The Membership Delegates elected in a Service Area shall elect the Chief Delegate using the method described in Article X, Section 4.

C. **Term:** The Chief Delegate shall be elected for a term of two (2) years, or until his or her successor is elected and assumes office, and only for as long as they are annual or Lifetime registered members of Girl Scouts of the United States of America, fourteen (14) years of age and older, and registered through the Council.

D. **Vacancy:** A vacancy in the office of Chief Delegate shall be filled by an affirmative vote of a majority of the voting members of the Board of Directors for the remainder of the unexpired term.

E. **Duties:** The Chief Delegate shall:

1. Assist in the coordination of the activities of the Membership Delegates.
2. Preside over the Membership Meeting in the Service Area
3. Conduct the election of Membership Delegates and a successor Chief Delegate in the Service Area;

Section 10 - Vacancies: Vacancies in the position of Membership Delegate or Chief Delegate shall be filled by an affirmative vote of a majority of the voting members of the Board of Directors for the remainder of the unexpired term.

Section 11 - Resignation: Resignation from the position of Membership Delegate or Chief Delegate shall be submitted in writing to the Chairperson of the Board of Directors or her/his designee at least ten (10) calendar days prior to the effective date.

ARTICLE XI - NATIONAL COUNCIL DELEGATES

Section 1 - Eligibility:

Delegates and Alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens, 14 years of age and older. They shall be members of the Girl Scout Movement, registered through the Council at the time of election and throughout the term of service.

Section 2 - Election:

The Delegates and Alternates to whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article II, Section 5 of this Code in accordance with the time frame established by the Girl Scouts of the United States of America and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3 - Vacancies:

The Board of Directors or Executive Committee shall fill Delegate vacancies from among the elected Alternates. If there are not adequate Alternates to fill the Delegate positions, the vacancies may be filled from amongst the eligible members of the Council.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority governing the meetings of the General Assembly, the Board of Directors, and all committees and task groups, subject to the laws of Ohio, the Articles of Incorporation, this Code of Regulations, and any special rules of order adopted by the Council.

ARTICLE XIII - AMENDMENTS

This Code of Regulations shall be amended or revised by a two-thirds (2/3) vote of the voting members of the General Assembly participating and voting at any properly called meeting of the General Assembly where a quorum is present provided that the proposed amendment(s) or revision(s) have been included in the notice of the meeting.