

# Girl Scouts of Gulfcoast Florida, Inc.

**gsgcf**



## 2012 Annual Meeting

### The Mission

Girl Scouting builds girls of courage, confidence, and character, who make the world a better place.

### The 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.

"The Girl Scout Movement shall be open to all girls and adults who accept the Girl Scout Promise and Law"

--The Constitution of Girl Scouts of the USA

### The 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.



## **DELEGATE WORKBOOK 2012 CONTENTS**

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MINUTES – 2011 ANNUAL MEETING (will be mailed separately)

AMENDED AND RESTATED BYLAWS: PROPOSED REVISIONS AND MOTION

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ELECTED MEMBERS OF THE BOARD AND BOARD  
DEVELOPMENT COMMITTEE WHO WILL CONTINUE TO SERVE

REGISTRATION FLYER



## **WELCOME TO THE ANNUAL MEETING OF GULFCOAST FLORIDA**

**DEAR COUNCIL DELEGATE,**

**The Annual Meeting registration flyer is included in this packet and on the council website – [www.gsgcf.org](http://www.gsgcf.org). Your registration process should be completed online by the January 24 deadline.**

If you are an elected delegate and determine you will be unable to attend, please contact your service unit manager immediately. Only those persons elected as alternates in your service unit are eligible to serve as delegates (your replacement). Delegates will sign in officially at the registration desk. Replacements for delegates will not be accepted at the registration desk unless Marie Graziosi, chief of staff (see registration flyer for contact information) has been notified at least 48 hours in advance by your service unit manager. Remember, to be an eligible delegate or alternate you must have been trained at ACTION Rally on December 3 or completed makeup training with your region chair. Ex-officio delegates should alert Marie if they are unable to attend. Ex-officio delegates do not have alternates.

Light refreshments will be served during registration at 9:30 a.m., with the business meeting starting promptly at 10:00 a.m. I look forward to seeing you at the Annual Meeting!

Yours in Girl Scouting,

Linda R. Getzen  
President



## **ANNUAL MEETING**

Girl Scouts of Gulfcoast Florida, Inc. Regional Campus  
Gulfcoast Event & Conference Center  
Sarasota, Florida

Saturday, January 28, 2012  
9:30 a.m. Registration  
10:00 a.m. Annual Meeting

### **AGENDA**

Linda R. Getzen, President, Presiding

CALL TO ORDER

WELCOME

APPOINTMENTS

REPORT OF THE DELEGATE COUNT

NATIONAL COUNCIL SESSION REPORT

TREASURER'S ANNUAL REPORT

GULFCOAST ANNUAL REPORT

BYLAWS AND ARTICLES OF INCORPORATION REVISIONS

BOARD DEVELOPMENT COMMITTEE REPORT

ELECTIONS

INSTALLATION AND REDEDICATION

PROGRAM

INVITATION TO THE 2013 ANNUAL MEETING

ADJOURNMENT



## **PROPOSED REVISIONS: BYLAWS & ARTICLES OF INCORPORATION**

To: Council Delegates

From: Bylaws Task Group

Re: Motion to Amend Bylaws at the Annual Meeting of the Council 2012

Enclosed please find the proposed Amended and Restated Bylaws of Girl Scouts of Gulfcoast Florida, Inc. prepared in a table worksheet format with the revisions provided in the right column titled Draft Bylaws – Working Revision December 2011 and the existing text in the left column. In addition, the Bylaws are enclosed with the revisions completed to represent the final version if approved for your reviewing convenience. A copy of the current Amended and Restated Bylaws and Articles of Incorporation are in the *Delegate Orientation and Training Manual 2011/2012* located on pages 22-33. At the Annual Meeting, one motion will be presented to approve the proposed changes as follows:

**THE BYLAWS TASK GROUP RECOMMENDS THAT THE AMENDED AND RESTATED BYLAWS AND ARTICLES OF INCORPORATION OF THE GIRL SCOUTS OF GULFCOAST FLORIDA, INC. AS AMENDED BE ACCEPTED AS PRINTED.**

**Girl Scouts of Gulfcoast Florida, Inc.  
Bylaws Worksheet**

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
<p><b>AMENDED AND RESTATED BYLAWS OF GIRL SCOUTS OF GULFCOAST FLORIDA, INC.</b></p>	<p>NO CHANGE Add table of contents.</p>
<p style="text-align: center;"><b><u>ARTICLE I - THE COUNCIL</u></b></p> <p>1. CORPORATION. The name of this corporation shall be Girl Scouts of Gulfcoast Florida, Inc. which may be referred to herein as "the Council."</p> <p>2. VOTING MEMBERSHIP. The voting members of Girl Scouts of Gulfcoast Florida, Inc. shall be registered members of the Girl Scout Movement, 14 years of age or older who are:</p> <ul style="list-style-type: none"> <li>a. delegates elected by each service unit;</li> <li>b. members of the Board of Directors, members of the Board Development Committee, National Council Delegates except staff who serve without vote;</li> <li>c. Region Chairs;</li> <li>d. Past Presidents of the Council who are members ex-officio, or</li> <li>e. girl members who are currently serving on the Board of Directors.</li> </ul> <p>The total number of voting members shall not be less than 100. At least two-thirds of the voting members must be elected by the service units. All voting members shall hold membership only for the term to which they have been elected, and only for as long as they are and remain registered members of the Council.</p> <p>3. ELECTION AND TERM OF DELEGATES. Each service unit shall be entitled to elect delegates and alternates to become delegates should vacancies occur, based on girl membership as of June 30th each year according to the following formula: two delegates from each service unit and an additional delegate for each 100 registered girls in that service unit. To be elected, delegates must be registered Girl Scouts, through the service unit and the Council, 14 years of age or older; and shall be elected for a term of one year or until their successors are elected, and shall serve no more than three consecutive terms.</p>	<p>1. NO CHANGE</p> <p style="text-align: center;">2. SEE CHANGE AT LEFT</p> <p>3. NO CHANGE</p>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
<p>4. RESPONSIBILITIES. The voting members of the Council shall:</p> <ul style="list-style-type: none"> <li>a. elect the officers, the members-at-large of the Board of Directors, the members of the Board Development Committee, and the delegates and alternates to the National Council of Girl Scouts of the United States of America;</li> <li>b. determine the general lines of direction for Girl Scouting in the Council by receiving and responding to reports and information from the Board of Directors;</li> <li>c. amend the Articles of Incorporation and Bylaws;</li> <li>d. take all other action requiring membership vote; and,</li> <li>e. conduct such other business as may come before the voting members.</li> </ul> <p>5. ANNUAL MEETING. An Annual Meeting of the Council shall be held no later than five months after the fiscal year end September 30, at such time and place as may be determined by the Board of Directors. Written notice of time, place, and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws shall be given personally or mailed to each voting member of the Council not more than 45 and not less than 30 days before the meeting.</p> <p>6. SPECIAL MEETINGS. Special meetings of the Council:</p> <ul style="list-style-type: none"> <li>a. may be called by the President; or</li> <li>b. shall be called within 14 days, upon written request of two-thirds of the members of the Board of Directors; or</li> <li>c. shall be called within 14 days, upon written request of 25 percent of the voting membership, provided that at least a majority of the service units are represented.</li> </ul> <p>The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called, except in the case of an emergency. Notice of time, place, and purpose of the meeting shall be given personally, mailed, or electronically transmitted to the voting member's address as it appears in the Council records, or to the address last made known in writing to the Council by the voting member. Notice must be given not less than ten days before the meeting.</p>	<p>5. ANNUAL MEETING. An Annual Meeting of the Council shall be held no later than five months after the fiscal year end September 30, at such time and place as may be determined by the Board of Directors. Written notice of time, place, and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws shall be given personally, mailed, or electronically transmitted to each voting member of the Council not more than 45 and not less than 30 days before the meeting.</p> <p>Throughout this document: "Mailed" is defined as the United States mail, facsimile transmissions, and private mail carriers handling nationwide mail services. "Electronic transmission" or electronically transmitted" is defined as any process of communication, including e-mail, which is not directly involved in the physical transfer of paper, which is suitable for retention, retrieval and reproduction of information by the recipient.</p> <p>6. SEE CHANGE AT LEFT</p>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
<p>7. QUORUM. Twenty-five percent of the voting members of the Council shall be present to constitute a quorum for the transaction of business, provided that a majority of service units have at least one elected delegate present at each meeting.</p> <p>8. VOTING PROCEDURES. Each voting member of the Council present in person shall be entitled to one vote. Election shall be by ballot when there is more than one nominee for any vacancy and may be by voice or other means when there is a single nominee. A plurality of votes cast shall elect. In addition to the slate provided by the Board Development Committee, nominations may be made from the floor with the written consent of the nominee, provided that the eligibility of the nominee has been established as determined by these Bylaws.</p> <p>All other matters shall be determined by a majority vote of the voting members present in person and voting, unless otherwise provided by law, these Bylaws, or parliamentary authority.</p> <p>9. MINUTES COMMITTEE. A committee of four, one of whom shall be named Chair, shall be appointed at the Annual Meeting by the President to approve the minutes of the Annual Meeting. The Secretary shall send a draft of the minutes to the President and the appointed Committee members within 45 days following the Annual Meeting. Each Committee member shall correct and return the draft to the Committee Chair within 20 days after receipt of the draft. It shall be the duty of the Committee Chair to compile all corrections to the draft, provide the Secretary with any corrections within 30 days, and sign the final minutes indicating approval.</p>	<p>7. NO CHANGE</p> <p>8. VOTING PROCEDURES. Each voting member of the Council present in person shall be entitled to one vote.</p> <p>a) Elections. Election shall be by ballot when there is more than one nominee for any vacancy and may be by voice or other means when there is a single nominee. A plurality of votes cast shall elect.</p> <p>b) Nominations from the Floor. Nominations for any of the elected positions may be made from the floor at the Annual Meeting provided:</p> <p>i. the individual to be nominated has consented in writing to serve if elected;</p> <p>ii. the nomination has been submitted in writing to the chair of the Board Development Committee, or her/his designee, at least seventy-two (72) hours before the convening of the annual meeting;</p> <p>iii. the individual meets the qualifications for the office for which she/he is being nominated.</p> <p>c) Other Voting Matters. All other matters shall be determined by a majority vote of the voting members present in person and voting, unless otherwise provided by law, these Bylaws, or parliamentary authority.</p> <p>9. MINUTES COMMITTEE. A committee of three, one of whom shall be the Secretary, shall be appointed at the Annual Meeting by the President to approve the minutes of the Annual Meeting. The Secretary shall serve as the Chair of the Minutes Committee. The Secretary shall send a draft of the minutes to the President and the appointed Committee members within 45 days following the Annual Meeting. Each Committee member shall correct and return the draft to the Secretary within 20 days after receipt of the draft. It shall be the duty of the Secretary to compile all corrections to the draft within 30 days, and sign the final minutes indicating approval.</p>
<p><b><u>ARTICLE II - BOARD DEVELOPMENT COMMITTEE</u></b></p> <p>1. COMPOSITION. There shall be a Board Development Committee of the</p>	<p>1. COMPOSITION. There shall be a Board Development Committee</p>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
<p>Council of seven members. No more than two members of the Board of Directors may be elected to the Board Development Committee. The Chair shall be ex-officio a member of the Board of Directors, if not already a member, and at least a majority of the members of the Committee shall not be members of the Board of Directors.</p> <p>2. METHOD OF ELECTION, TERMS, AND VACANCIES. Members of the Committee shall be elected by the voting members of the Council for a term of two years, or until their successors are elected, and shall not be eligible again for Board Development Committee membership until after a lapse of two years.</p> <p>Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The Board of Directors shall have the power to fill vacancies in the Committee for the remainder of the unexpired terms.</p> <p>3. SELECTION AND TERM OF BOARD DEVELOPMENT COMMITTEE CHAIR. The Chair of the Committee shall be appointed by the President from among the Committee members for a term of one year and may serve no more than two consecutive terms as Chair. The Chair, if not already elected to the Board of Directors, shall be ex-officio a member of the Board of Directors. A vacancy in the office of the Chair shall be filled by the President for the remainder of the unexpired term.</p> <p>4. QUORUM FOR THE BOARD DEVELOPMENT COMMITTEE. A majority of the voting members of the Committee shall be present, in person or telephonically by conference call, to constitute a quorum for the transaction of business, provided that the number of members serving on the Board of Directors does not exceed the number of members not on the Board of Directors.</p> <p>5. RESPONSIBILITIES OF THE BOARD DEVELOPMENT COMMITTEE. The Committee shall present to the voting members at the Annual Meeting of the Council a single slate of:</p> <ul style="list-style-type: none"> <li>a. nominees for officers of the Council,</li> <li>b. nominees for members-at-large of the Board of Directors,</li> <li>c. nominees for members of the Board Development Committee, and</li> <li>d. nominees for delegates and alternates to the National Council of Girl Scouts of the United States of America.</li> </ul>	<p>of the Council consisting of seven members. At least a majority of the members of the Board Development Committee shall not be elected members of the Board of Directors. The Chief Executive Officer shall be an ex-officio member of the Board Development Committee serving without vote.</p> <p>2. NO CHANGE</p> <p>3. NO CHANGE</p> <p>4. QUORUM FOR THE BOARD DEVELOPMENT COMMITTEE. A majority of the voting members of the Committee then in office who are present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business, provided that the number of elected Board members present does not exceed the number of non-board members present.</p> <p>5. RESPONSIBILITIES OF THE BOARD DEVELOPMENT COMMITTEE. The responsibilities of the Board Development Committee shall be: to</p> <ul style="list-style-type: none"> <li>a). solicit and recruit qualified candidates for elected positions in the council.</li> <li>b). provide to the membership a single slate for all positions for election, including officers, directors, and Board Development Committee members.</li> <li>c). provide to the membership in accordance with the time frame established by Girl Scouts of the United States of</li> </ul>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
	<p>America a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.</p> <p>d). develop in conjunction with the board of directors:</p> <ul style="list-style-type: none"> <li>i. board orientation and education materials;</li> <li>ii. board development materials;</li> <li>iii. methods for identifying needed skills and talents for the corporation board of directors and committees;</li> <li>iv. methods for succession planning; and</li> <li>v. board annual self assessment materials.</li> </ul> <p>e) conduct board orientation and board development training sessions as needed and/or as directed by the board of directors</p>
<p style="text-align: center;"><b><u>ARTICLE III - PARTIAL TERMS</u></b></p> <p>A person who has served more than half of a specific term in an office (elected or appointed), as that specific term is set forth in the Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.</p>	<p style="text-align: center;"><b>NO CHANGE</b></p>
<p style="text-align: center;"><b><u>ARTICLE IV - OFFICERS</u></b></p> <p>1. NUMBER AND TITLE. The officers of the Council shall be President, First Vice President, Second Vice President, Secretary, Treasurer, and the Chief Executive Officer who shall serve ex-officio, without a vote.</p> <p>2. ELECTION, TERM, AND VACANCIES.</p> <p>a. The President, First Vice President, Second Vice President, Secretary, and Treasurer shall be elected by the voting members of the Council for a term of two years, or until their successors are elected, and shall serve for no more than three consecutive terms in any one or more of these offices. However, except that, regardless of the number of consecutive terms any person shall have served in any one or more of these offices, other than that of the President, such person shall be eligible to serve three consecutive terms as President. A vacancy among the officers, other than the President, shall be filled by the Board of Directors for the remainder of the</p>	<p>1. NUMBER AND TITLE. The elected officers of the Council shall be President, First Vice President, Second Vice President, Secretary, and Treasurer. The Chief Executive Officer shall be an ex-officio officer, who shall serve without a vote.</p> <p>2. a. SEE CHANGE AT LEFT</p>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
<p>unexpired term. In the case of a permanent vacancy in the office of President, the Vice Presidents will succeed in order of their rank for the remainder of the unexpired term.</p> <p>Terms of office shall begin at the close of the Annual Meeting at which elections are held.</p> <p>b. The Chief Executive Officer shall be appointed by the Board of Directors and shall hold office at its pleasure.</p> <p>3. DUTIES. The duties of the officers shall be as follows:</p> <p>a. The President shall be the chief elected corporate officer of the Council and shall preside at all meetings of the Council, the Board of Directors, and the Executive Committee. The President shall be responsible for seeing that the lines of direction given by the voting members of the Council and the actions of the Board of Directors are carried into effect, and for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the Council. The President shall be <b>an ex-officio member</b> of all appointed committees and task groups established by the Board of Directors, and shall perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in these Bylaws.</p> <p>b. The First Vice President shall have such powers and perform such duties as may be assigned by the President. In the temporary absence or disability of the President, the First Vice President shall perform the duties of the President. In the event of a permanent vacancy in the office of the President, the First Vice President shall assume the duties of the President. <b>The First Vice President shall be a member of the Advancement Committee, if such a committee is established by the Board of Directors, and shall serve as its Chair.</b></p> <p>c. The Second Vice President shall have such powers and perform such duties as may be assigned by the President. In the temporary absence or disability of the President and the First Vice President, the Second Vice President shall preside at meetings of the Council, the Board of Directors, and the Executive Committee. In the event of a permanent vacancy in the office of the First Vice President, the Second Vice President shall assume the duties of the First Vice President and a vacancy in the position of Second Vice President shall be declared. <b>The Second Vice President shall be a member of the Organizational Review Committee, if such a committee is established by the Board of Directors, and shall serve as its Chair.</b></p>	<p>3.</p> <p>a. SEE CHANGE AT LEFT – JUST GRAMMAR</p> <p>b. SEE CHANGE AT LEFT</p> <p>c. SEE CHANGE AT LEFT</p>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
<p>d. The Secretary shall be responsible for seeing that notices are issued of all meetings of the Council, 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, and shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or Board of Directors. The Secretary shall be a member of the Minutes Committee for council meetings and shall serve as its Chair. The Secretary shall be a member of the Bylaws Task Group, if such a committee is established by the Board of Directors.</p> <p>e. The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors; and reporting receipt, use, and disbursement of all financial assets of the Council. The Treasurer shall exercise the power and perform such other 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 President or Board of Directors. The Treasurer shall be a member of the Finance Management Committee, and the Audit Committee, if such committees are established by the Board of Directors.</p> <p>gf. The Chief Executive Officer shall be the chief administrator of the Council; shall be responsible for providing advice and assistance to the Council, the Board of Directors, the President and other officers, and the committees and task groups; and shall be responsible for managing the total operations of the Council. The Chief Executive Officer shall have such other powers and perform such other duties as may be provided by the Board of Directors.</p> <p>The Chief Executive Officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.</p> <p>4. REMOVAL. An elected officer may be removed, with or without cause, by a two-thirds vote of the total membership of the Board of Directors.</p>	<p>d. SEE CHANGE AT LEFT</p> <p>e. SEE CHANGE AT LEFT</p> <p>f. INSERT NEW TEXT: In addition to the above, each officer shall perform such other duties as may be provided by the President or Board of Directors.</p> <p>Paragraph “f” change to “g” at left</p> <p>4. NO CHANGE</p>

**Current Bylaws – As amended December 2008**

**Draft Bylaws – Working Revision December 2011**

**ARTICLE V - BOARD OF DIRECTORS**

1. **POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES.** 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 these Bylaws or the Articles of Incorporation.

The Board of Directors is accountable to:

- a. the elected membership for governing the affairs of the Council, and none of its actions shall conflict with the actions taken by the Council;
  - b. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
  - c. the corporate laws of the State of Florida; and
  - d. the federal government in matters relating to legislation affecting not-for-profit and non-stock organizations.
2. **COMPOSITION.** The Board of Directors shall consist of the officers of the Council and at least 18 directors (herein called members-at-large) who must be 18 years of age or older. The Board of Directors may appoint two Senior Girl Scout members, 15 years of age or older, who shall serve as representatives without the right to vote or make motions. The Chair of the Board Development Committee, if not elected to the Board of Directors, shall be ex-officio a member of the Board of Directors.

3. **ELECTION AND TERM.** The members-at-large shall be elected by the voting members of the Council for a term of two years, or until their successors are elected, and shall serve for no more than three consecutive terms. Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The term of office of **at least** one-half **minus one** of the members-at-large shall expire at each Annual Meeting of the Council.

Regardless of the number of consecutive terms any person shall have served as a member-at-large, such person shall be eligible to be a member of the Board of Directors when serving as an officer or as Chair of the Board Development Committee. Having served as an officer shall not preclude that member from serving as a member-at-large of the Board of Directors.

1. NO CHANGE

2. **COMPOSITION.** The Board of Directors shall consist of the officers of the Council, the Chair of the Board Development Committee (if not already a director) who shall be ex-officio a member of the Board of Directors, and **not to exceed 16 directors who are members-at-large.** All elected directors must be 18 years of age or older. In addition, the Board of Directors may appoint two **girl** members, 15 years of age or older, who shall serve as representatives without the right to vote or make motions. **The Chief Executive Officer shall be an ex-officio member of the Board of Directors and shall serve without vote.**

3. **SEE CHANGES AT LEFT - *Needed in the event there is an odd number of members-at-large.***

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
<p>4. VACANCIES. Unless an earlier date is provided, a resignation shall be effective immediately prior to the commencement of the next meeting of the Board of Directors. Except as provided in Article IV, Section 2, of these Bylaws, vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, or otherwise, shall, according to the laws of the State of Florida for filling vacancies, be filled for the remainder of the unexpired term by a majority vote of the remaining Board of Directors then in office.</p> <p>5. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by resolution of the Board of Directors, except that the Board of Directors shall meet no less than four times each year. Notice of time and place of the meeting shall be given personally, by mail, or by electronic means to each member of the Board of Directors not less than ten days prior to the meeting.</p> <p>6. SPECIAL MEETINGS. Special meetings may be called by the President. Special meetings also shall be called by the President upon written request of 25 percent of the Board of Directors and the purpose of the meeting shall be stated in writing with the request. Each member of the Board of Directors shall be notified personally, by mail, or by electronic means transmission not less than five two days prior to the meeting and the notice shall include time, place, and purpose for the meeting. No business shall be transacted except that for which the meeting has been called, except in the case of an emergency.</p> <p>7. QUORUM. A majority of the members of the Board of Directors shall be present, either in person or telephonically by conference call, to constitute a quorum for the transaction of business.</p> <p>8. ATTENDANCE. Attendance at all regularly scheduled meetings of the Board of Directors is required. Members who are absent from three regularly scheduled meetings of the Board of Directors during the term of their office without explanatory notification to the Council office shall be considered to have resigned and, upon approval by a majority of the members present and voting at any regular meeting of the Board of Directors, shall be notified to this effect.</p> <p>9. REMOVAL. A member of the Board of Directors may be removed, with or without cause, by a two-thirds vote of the Board of Directors present and voting at any meeting.</p>	<p>4. SEE CHANGES AT LEFT</p> <p>5. NO CHANGE</p> <p>6. SEE CHANGES AT LEFT</p> <p>7. QUORUM. A majority of the voting members of the Board of Directors then in office who are present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.</p> <p>8. NO CHANGE</p> <p>9. NO CHANGE</p>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
<p align="center"><b><u>ARTICLE VI - COMMITTEES OF THE BOARD OF DIRECTORS</u></b></p> <p>1. ESTABLISHMENT. The Board of Directors may establish standing committees, special committees, and/or task groups as it deems necessary.</p> <p>2. COMPOSITION AND APPOINTMENT. The President shall appoint the Chairs and members of the committees and/or task groups with the approval of the Board of Directors.</p>	<p>1. NO CHANGE</p> <p>2. NO CHANGE</p>
<p align="center"><b><u>ARTICLE VII - EXECUTIVE COMMITTEE</u></b></p> <p>1. COMPOSITION. The Executive Committee shall include the officers of the Council, five members-at-large elected by the Board of Directors from among its members, and the Chief Executive Officer, who shall serve without a vote. The President shall be the Chair of the Executive Committee.</p> <p>2. RESPONSIBILITIES. The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between meetings of the Board of Directors, except that the Executive Committee shall not have the power to adopt the budget, to take any 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. The Executive Committee shall submit reports to the Board of Directors on actions taken.</p> <p>3. MEETINGS. Meetings of the Executive Committee shall be called by the President. Notice of time, place, and purpose of the meeting shall be given personally, by mail, or by electronic means transmission to each member of the Executive Committee not less than two days prior to the meeting.</p> <p>4. QUORUM. Six members of the Executive Committee shall be present, either in person or telephonically by conference call, to constitute a quorum for the transaction of business.</p>	<p>1. COMPOSITION. The Executive Committee shall include the elected officers of the Council as members and three or more members-at-large from the Board of Directors appointed by the President with the approval of the Board of Directors. The Chief Executive Officer shall serve as an ex-officio member without vote. The President shall be the Chair of the Executive Committee.</p> <p>2. NO CHANGE</p> <p>3. SEE CHANGE AT LEFT –</p> <p>4. QUORUM. Six voting members of the Executive Committee then in office who are present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.</p> <p>5. CONSENT IN LIEU OF MEETING. Action to be taken at an executive committee meeting may be taken without a meeting if the action is taken by all members of the executive committee. The</p>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
	<p>action must be evidenced by one or more written consents describing the action taken and signed by each committee member. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.</p>
<p style="text-align: center;"><b><u>ARTICLE VIII - MEMBERSHIP REGION</u></b></p> <p>1. GEOGRAPHIC SUBDIVISIONS. The Board of Directors shall establish within the Council's jurisdiction geographic subdivisions called service units to provide for membership participation in the activities and business of the Council. Service units shall be grouped together by the Board of Directors to form regions.</p> <p>2. MEMBERSHIP. The membership of the regions shall be each active registered member of the Council 14 years of age or older, and residing, working, or volunteering within the service unit.</p> <p>3. RESPONSIBILITIES OF THE REGION. The region shall:</p> <ul style="list-style-type: none"> <li>a. give input and reaction to proposed plans and policy matters being considered by the Board of Directors;</li> <li>b. initiate and submit proposals directed toward the fostering and improvement of Girl Scouting within the Council;</li> <li>c. participate in strategic planning as delegated by the Board of Directors; and</li> <li>d. perform such other duties as may be delegated by the Board of Directors.</li> </ul> <p>4. MEETINGS. Meetings of the region shall be held at least once a year, within a time cycle determined by the Board of Directors. The meeting shall be convened by the Region Chair. Notice of the time, place, and purpose of the meeting shall be given personally, by mail, or by electronic transmission or mailed to each member of the region not less than ten days before the meeting.</p> <p>5. SPECIAL MEETINGS. Special meetings of the region may be called by the President or Region Chair or shall be called upon written request of</p>	<p>1. NO CHANGE</p> <p>2. NO CHANGE</p> <p>3. NO CHANGE</p> <p>4. SEE CHANGE AT LEFT</p> <p>5. NO CHANGE</p>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
<p>ten members of the Board of Directors or upon written request of ten percent of the region. No business shall be transacted except that for which the meeting has been called.</p> <p>6. QUORUM. At least ten percent of the members affiliated with the region shall be present in person to constitute a quorum for the transaction of business.</p> <p>7. REGION CHAIR. There shall be a Region Chair(s) who serves one or more service units and are/is appointed by the President of the Council from the region and approved by the Board of Directors. Appointments to the position shall be made at the next meeting of the Board of Directors following the Annual Meeting of the Council. Vacancies shall be filled for the remainder of the unexpired term by the President and approved by the Board of Directors. The Region Chair shall be appointed for a term of two years, or until a successor is appointed, and shall serve for no more than three consecutive terms.</p> <p>8. DUTIES OF A REGION CHAIR. The Region Chair shall be responsible for: guiding its region in the responsibilities as set forth in Section 3 of this Article; planning the agenda and presiding at region meetings; participating in the Council meeting(s) as a delegate; convening, if necessary, the delegates elected by the region to inform them about issues to be considered; and carrying out such other duties as may be delegated by the Board of Directors.</p>	<p>6. NO CHANGE</p> <p>7. SEE CHANGE AT LEFT</p> <p>8. NO CHANGE</p>
<p align="center"><b><u>ARTICLE IX - NATIONAL COUNCIL DELEGATES</u></b></p> <p>The delegates and alternates whom the Council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the voting members of the Council at a meeting held within a year of the regular meeting of the National Council the time frame established by the Girl Scouts of the United State of America. The Board of Directors, or the President in the absence of a meeting of the Board of Directors, shall fill National Council Delegate vacancies from among the alternates elected to fill vacancies, which persons shall be elected at the same time and in the same manner as delegates. If there are no such alternates, the Board of Directors, or the President in the absence of a meeting of the Board of Directors, shall have the power to fill vacancies among the delegates until the next meeting of the Council. National Council Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout Movement in the United States of America who are 14 years of age or</p>	<p>SEE CHANGES TO LEFT – TO MATCH GSUSA</p>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
<p>older and who are registered through the Council with Girl Scouts of the United States of America; and shall serve for a term of three years from the date of their election, or until their successors are elected.</p>	
<p align="center"><b><u>ARTICLE X - FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS</u></b></p> <p>1. FISCAL YEAR. The fiscal year of the Council shall be the membership year of October 1 through September 30.</p> <p>2. CONTRIBUTIONS. Any contributions, bequests, and gifts made to the Council shall be accepted or collected as authorized by <del>resolution of</del> the Board of Directors. Guidelines for accepting contributions must be established by the Board of Directors.</p> <p>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.</p> <p>4. APPROVED SIGNATURES. Approvals of signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the Council shall be provided by resolution of the Board of Directors.</p> <p>5. BONDING. All persons having access to, or major responsibilities for the handling of money and securities of the Council shall be bonded <del>in the amount authorized by as provided by resolution of</del> the Board of Directors.</p> <p>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.</p> <p>7. AUDITS. A certified public accountant or other independent 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 Girl Scouts of the United States of America.</p> <p>8. <del>CONTRACTS AND DEBTS. Contracts may be entered into or debts incurred only as directed by resolution of the Board of Directors.</del></p>	<p>1. NO CHANGE</p> <p>2. SEE CHANGE AT LEFT</p> <p>3. NO CHANGE</p> <p>4. 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.</p> <p>5. SEE CHANGE AT LEFT</p> <p>6. NO CHANGE</p> <p>7. NO CHANGE</p> <p>8. DELETE – NOT IN MODEL GSUSA – PART OF 4 above.</p>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
<p>9. PROPERTY. Title of all property shall be held in the name of Girl Scouts of Gulfcoast Florida, Inc.</p> <p>10. 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 provide.</p> <p>11. INVESTMENTS. The Council shall have the right to retain 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 judgment 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 or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.</p> <p>12. INDEMNIFICATION. Indemnification shall be provided by resolution of the Board of Directors, in accordance with the code of the State of Florida.</p> <p>13. LEGAL COUNSEL. Independent legal counsel shall be retained by the Council to: ensure compliance with federal and state requirements; review and advise on any and all legal instruments the Council executes, such as leases, contracts, property purchase, or sale. <del>and review and advise on official statements developed for the media (print, television, radio, Internet).</del></p>	<p>9. NO CHANGE</p> <p>10. NO CHANGE</p> <p>11. NO CHANGE</p> <p><b>12. INDEMNIFICATION.</b> 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.</p> <p><b>13. LEGAL COUNSEL.</b> Independent legal counsel may be retained by the Council to: ensure compliance with federal and state requirements; advise on issues of risk management and litigation, and review and advise on legal instruments the Council executes, such as leases, contracts, property purchase, or sale.</p>
<p align="center"><b><u>ARTICLE XI - PARLIAMENTARY AUTHORITY</u></b></p> <p><i>Robert's Rules of Order</i>, in its most recent revision, shall be parliamentary authority governing the meetings of the Council, Board of Directors, regions, and all committees, subject to the laws of the State of Florida, the Articles of Incorporation, and these Bylaws.</p>	<p>NO CHANGE</p>
<p align="center"><b><u>ARTICLE XII - AMENDMENTS</u></b></p> <p>These Bylaws may be amended by a two-thirds vote of the voting members of the Council present and voting at any meeting of the Council, provided that the proposed amendment shall have been included in the notice of the</p>	<p>NO CHANGE</p>

Current Bylaws – As amended December 2008	Draft Bylaws – Working Revision December 2011
meeting.	
Adopted 1962 Revised April 1999 Amended and Restated April 2000 Amended and Restated April 2004 Amended and Restated April 2008 Revised December 2008	Adopted 1962 Revised April 1999 Amended and Restated April 2000 Amended and Restated April 2004 Amended and Restated April 2008 Revised December 2008 <b>Amended and Restated January 2012</b>

**AMENDED AND RESTATED  
BYLAWS OF  
GIRL SCOUTS OF GULFCOAST FLORIDA, INC.**

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**AMENDED AND RESTATED  
BYLAWS OF  
GIRL SCOUTS OF GULFCOAST FLORIDA, INC.**

**ARTICLE I - THE COUNCIL**

1. CORPORATION. The name of this corporation shall be Girl Scouts of Gulfcoast Florida, Inc. which may be referred to herein as "the Council."
2. VOTING MEMBERSHIP. The voting members of Girl Scouts of Gulfcoast Florida, Inc. shall be registered members of the Girl Scout Movement, 14 years of age or older who are:
  - a. delegates elected by each service unit;
  - b. members of the Board of Directors, members of the Board Development Committee, National Council Delegates except staff who serve without vote;
  - c. Region Chairs;
  - d. Past Presidents of the Council who are members ex-officio, or
  - e. girl members who are currently serving on the Board of Directors.

The total number of voting members shall not be less than 100. At least two-thirds of the voting members must be elected by the service units. All voting members shall hold membership only for the term to which they have been elected, and only for as long as they are and remain registered members of the Council.

3. ELECTION AND TERM OF DELEGATES. Each service unit shall be entitled to elect delegates, and alternates to become delegates should vacancies occur, based on girl membership as of June 30th each year according to the following formula: two delegates from each service unit and an additional delegate for each 100 registered girls in that service unit. To be elected, delegates must be registered Girl Scouts, through the service unit and the Council, 14 years of age or older; and shall be elected for a term of one year or until their successors are elected, and shall serve no more than three consecutive terms.
4. RESPONSIBILITIES. The voting members of the Council shall:
  - a. elect the officers, the members-at-large of the Board of Directors, the members of the Board Development Committee, and the delegates and alternates to the National Council of Girl Scouts of the United States of America;
  - b. determine the general lines of direction for Girl Scouting in the Council by receiving and responding to reports and information from the Board of Directors;
  - c. amend the Articles of Incorporation and Bylaws;
  - d. take all other action requiring membership vote; and,
  - e. conduct such other business as may come before the voting members.
5. ANNUAL MEETING. An Annual Meeting of the Council shall be held no later than five months after the fiscal year end September 30, at such time and place as may be determined by the Board of Directors. Written notice of time, place, and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws shall be given personally, mailed, or electronically transmitted to each voting member of the Council not more than 45 and not less than 30 days before the meeting.

Throughout this document: "Mailed" is defined as the United States mail, facsimile transmissions, and private mail carriers handling nationwide mail services. "Electronic transmission" or "electronically transmitted" is defined as any process of communication, including e-mail, which is not directly involved in the physical transfer of paper, which is suitable for retention, retrieval and reproduction of information by the recipient.

6. SPECIAL MEETINGS. Special meetings of the Council:

- a. may be called by the President; or
- b. shall be called within 14 days, upon written request of two-thirds of the members of the Board of Directors; or
- c. shall be called within 14 days, upon written request of 25 percent of the voting membership, provided that at least a majority of the service units are represented.

The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called, except in the case of an emergency. Notice of time, place, and purpose of the meeting shall be given personally, mailed, or electronically transmitted to the voting member's address as it appears in the Council records, or to the address last made known in writing to the Council by the voting member. Notice must be given not less than ten days before the meeting.

7. QUORUM. Twenty-five percent of the voting members of the Council shall be present to constitute a quorum for the transaction of business, provided that a majority of service units have at least one elected delegate present at each meeting.

8. VOTING PROCEDURES. Each voting member of the Council present in person shall be entitled to one vote.

- a. Elections. Election shall be by ballot when there is more than one nominee for any vacancy and may be by voice or other means when there is a single nominee. A plurality of votes cast shall elect.
- b. Nominations from the Floor. Nominations for any of the elected positions may be made from the floor at the Annual Meeting provided:
  - i. the individual to be nominated has consented in writing to serve if elected;
  - ii. the nomination has been submitted in writing to the chair of the Board Development Committee, or her/his designee, at least seventy-two (72) hours before the convening of the annual meeting;
  - iii. the individual meets the qualifications for the office for which she/he is being nominated.
- c. Other Voting Matters. All other matters shall be determined by a majority vote of the voting members present in person and voting, unless otherwise provided by law, these Bylaws, or parliamentary authority.

9. MINUTES COMMITTEE. A committee of three, one of whom shall be the Secretary, shall be appointed at the Annual Meeting by the President to approve the minutes of the Annual Meeting. The Secretary shall serve as the Chair of the Minutes Committee. The Secretary shall send a draft of the minutes to the President and the appointed Committee members within 45 days following the Annual Meeting. Each Committee member shall correct and return the draft to the Secretary within 20 days after receipt of the draft. It shall be the duty of the Secretary to compile all corrections to the draft within 30 days, and sign the final minutes indicating approval.

## **ARTICLE II - BOARD DEVELOPMENT COMMITTEE**

1. **COMPOSITION.** There shall be a Board Development Committee of the Council consisting of seven members. At least a majority of the members of the Board Development Committee shall not be elected members of the Board of Directors. The Chief Executive Officer shall be an ex-officio member of the Board Development Committee serving without vote.
2. **METHOD OF ELECTION, TERMS, AND VACANCIES.** Members of the Committee shall be elected by the voting members of the Council for a term of two years, or until their successors are elected, and shall not be eligible again for Board Development Committee membership until after a lapse of two years.

Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The Board of Directors shall have the power to fill vacancies in the Committee for the remainder of the unexpired terms.

3. **SELECTION AND TERM OF BOARD DEVELOPMENT COMMITTEE CHAIR.** The Chair of the Committee shall be appointed by the President from among the Committee members for a term of one year and may serve no more than two consecutive terms as Chair. The Chair, if not already elected to the Board of Directors, shall be ex-officio a member of the Board of Directors. A vacancy in the office of the Chair shall be filled by the President for the remainder of the unexpired term.
4. **QUORUM FOR THE BOARD DEVELOPMENT COMMITTEE.** A majority of the voting members of the Committee then in office who are present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business, provided that the number of elected Board members present does not exceed the number of non-board members present.
5. **RESPONSIBILITIES OF THE BOARD DEVELOPMENT COMMITTEE.** The responsibilities of the Board Development Committee shall be to:
  - a. solicit and recruit qualified candidates for elected positions in the council.
  - b. provide to the membership a single slate for all positions for election, including officers, directors, and Board Development Committee members.
  - c. provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.
  - d. develop in conjunction with the board of directors:
    - i. board orientation and education materials;
    - ii. board development materials;
    - iii. methods for identifying needed skills and talents for the corporation board of directors and committees;
    - iv. methods for succession planning; and
    - v. board annual self assessment materials.
  - e. conduct board orientation and board development training sessions as needed and/or as directed by the board of directors

### **ARTICLE III - PARTIAL TERMS**

A person who has served more than half of a specific term in an office (elected or appointed), as that specific term is set forth in the Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

### **ARTICLE IV - OFFICERS**

1. NUMBER AND TITLE. The officers of the Council shall be President, First Vice President, Second Vice President, Secretary, Treasurer, and the Chief Executive Officer who shall serve ex-officio, without a vote.
2. ELECTION, TERM, AND VACANCIES.
  - a. The President, First Vice President, Second Vice President, Secretary, and Treasurer shall be elected by the voting members of the Council for a term of two years, or until their successors are elected, and shall serve for no more than three consecutive terms in any one or more of these offices. However, regardless of the number of consecutive terms any person shall have served in any one or more of these offices, other than that of the President, such person shall be eligible to serve three consecutive terms as President. A vacancy among the officers, other than the President, shall be filled by the Board of Directors for the remainder of the unexpired term. In the case of a permanent vacancy in the office of President, the Vice Presidents will succeed in order of their rank for the remainder of the unexpired term.

Terms of office shall begin at the close of the Annual Meeting at which elections are held.
  - b. The Chief Executive Officer shall be appointed by the Board of Directors and shall hold office at its pleasure.
3. DUTIES. The duties of the officers shall be as follows:
  - a. The President shall be the chief elected corporate officer of the Council and shall preside at all meetings of the Council, the Board of Directors, and the Executive Committee. The President shall be responsible for seeing that the lines of direction given by the voting members of the Council and the actions of the Board of Directors are carried into effect, and for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the Council. The President shall be an ex-officio member of all appointed committees and task groups established by the Board of Directors, and shall perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in these Bylaws.
  - b. The First Vice President shall have such powers and perform such duties as may be assigned by the President. In the temporary absence or disability of the President, the First Vice President shall perform the duties of the President. In the event of a permanent vacancy in the office of the President, the First Vice President shall assume the duties of the President. The First Vice President shall be a member of the Advancement Committee, if such a committee is established by the Board of Directors, and shall serve as its Chair.
  - c. The Second Vice President shall have such powers and perform such duties as may be assigned by the President. In the temporary absence or disability of the President and the First Vice President, the Second Vice President shall preside at meetings of the Council, the Board of Directors, and the Executive Committee. In the event of a permanent vacancy in the office of the First Vice President, the Second Vice President shall assume the duties of the First Vice President and a vacancy in the position of

Second Vice President shall be declared. The Second Vice President shall be a member of the Organizational Review Committee, if such a committee is established by the Board of Directors, and shall serve as its Chair.

- d. The Secretary shall be responsible for seeing that notices are issued of all meetings of the Council, 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, and shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or Board of Directors. The Secretary shall be a member of the Minutes Committee for council meetings and shall serve as its Chair. The Secretary shall be a member of the Bylaws Task Group, if such a committee is established by the Board of Directors.
  - e. The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors; and reporting receipt, use, and disbursement of all financial assets of the Council. The Treasurer shall exercise the power and perform such other 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 President or Board of Directors. The Treasurer shall be a member of the Finance Management Committee, and the Audit Committee, if such committees are established by the Board of Directors.
  - f. In addition to the above, each officer shall perform such other duties as may be provided by the President or Board of Directors.
  - g. The Chief Executive Officer shall be the chief administrator of the Council; shall be responsible for providing advice and assistance to the Council, the Board of Directors, the President and other officers, and the committees and task groups; and shall be responsible for managing the total operations of the Council. The Chief Executive Officer shall have such other powers and perform such other duties as may be provided by the Board of Directors.
  - h. The Chief Executive Officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.
4. REMOVAL. An elected officer may be removed, with or without cause, by a two-thirds vote of the total membership of the Board of Directors.

#### **ARTICLE V - BOARD OF DIRECTORS**

1. POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES. 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 these Bylaws or the Articles of Incorporation.

The Board of Directors is accountable to:

- a. the elected membership for governing the affairs of the Council, and none of its actions shall conflict with the actions taken by the Council;
- b. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
- c. the corporate laws of the State of Florida; and
- d. the federal government in matters relating to legislation affecting not-for-profit and non-stock organizations.

2. **COMPOSITION.** The Board of Directors shall consist of the officers of the Council, the Chair of the Board Development Committee (if not already a director) who shall be ex-officio a member of the Board of Directors, and not to exceed 16 directors who are members-at-large. All elected directors must be 18 years of age or older. In addition, the Board of Directors may appoint two girl members, 15 years of age or older, who shall serve as representatives without the right to vote or make motions. The Chief Executive Officer shall be an ex-officio member of the Board of Directors and shall serve without vote.
3. **ELECTION AND TERM.** The members-at-large shall be elected by the voting members of the Council for a term of two years, or until their successors are elected, and shall serve for no more than three consecutive terms. Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The term of office of at least one-half minus one of the members-at-large shall expire at each Annual Meeting of the Council.

Regardless of the number of consecutive terms any person shall have served as a member-at-large, such person shall be eligible to be a member of the Board of Directors when serving as an officer or as Chair of the Board Development Committee. Having served as an officer shall not preclude that member from serving as a member-at-large of the Board of Directors.

4. **VACANCIES.** Unless an earlier date is provided, a resignation shall be effective immediately prior to the commencement of the next meeting of the Board of Directors. Except as provided in Article IV, Section 2, of these Bylaws, vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, or otherwise, shall, according to the laws of the State of Florida for filling vacancies, be filled for the remainder of the unexpired term by a majority vote of the remaining Board of Directors then in office.
5. **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held at such time and place as may be determined by resolution of the Board of Directors, except that the Board of Directors shall meet no less than four times each year. Notice of time and place of the meeting shall be given personally, by mail, or by electronic means to each member of the Board of Directors not less than ten days prior to the meeting.
6. **SPECIAL MEETINGS.** Special meetings may be called by the President. Special meetings also shall be called by the President upon written request of 25 percent of the Board of Directors and the purpose of the meeting shall be stated in writing with the request. Each member of the Board of Directors shall be notified personally, by mail, or by electronic transmission not less than two days prior to the meeting and the notice shall include time, place, and purpose for the meeting. No business shall be transacted except that for which the meeting has been called, except in the case of an emergency.
7. **QUORUM.** A majority of the voting members of the Board of Directors then in office who are present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
8. **ATTENDANCE.** Attendance at all regularly scheduled meetings of the Board of Directors is required. Members who are absent from three regularly scheduled meetings of the Board of Directors during the term of their office without explanatory notification to the Council office shall be considered to have resigned and, upon approval by a majority of the members present and voting at any regular meeting of the Board of Directors, shall be notified to this effect.
9. **REMOVAL.** A member of the Board of Directors may be removed, with or without cause, by a two-thirds vote of the Board of Directors present and voting at any meeting.

## **ARTICLE VI - COMMITTEES OF THE BOARD OF DIRECTORS**

1. ESTABLISHMENT. The Board of Directors may establish standing committees, special committees, and/or task groups as it deems necessary.
2. COMPOSITION AND APPOINTMENT. The President shall appoint the Chairs and members of the committees and/or task groups with the approval of the Board of Directors.

## **ARTICLE VII - EXECUTIVE COMMITTEE**

1. COMPOSITION. The Executive Committee shall include the elected officers of the Council as members and three or more members-at-large from the Board of Directors appointed by the President with the approval of the Board of Directors. The Chief Executive Officer shall serve as an ex-officio member without vote. The President shall be the Chair of the Executive Committee.
2. RESPONSIBILITIES. The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between meetings of the Board of Directors, except that the Executive Committee shall not have the power to adopt the budget, to take any 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. The Executive Committee shall submit reports to the Board of Directors on actions taken.
3. MEETINGS. Meetings of the Executive Committee shall be called by the President. Notice of time, place, and purpose of the meeting shall be given personally, by mail, or by electronic transmission to each member of the Executive Committee not less than two days prior to the meeting.
4. QUORUM. Six voting members of the Executive Committee then in office who are present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
5. CONSENT IN LIEU OF MEETING. Action to be taken at an executive committee meeting may be taken without a meeting if the action is taken by all members of the executive committee. The action must be evidenced by one or more written consents describing the action taken and signed by each committee member. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

## **ARTICLE VIII - MEMBERSHIP REGION**

1. GEOGRAPHIC SUBDIVISIONS. The Board of Directors shall establish within the Council's jurisdiction geographic subdivisions called service units to provide for membership participation in the activities and business of the Council. Service units shall be grouped together by the Board of Directors to form regions.
2. MEMBERSHIP. The membership of the regions shall be each active registered member of the Council 14 years of age or older, and residing, working, or volunteering within the service unit.
3. RESPONSIBILITIES OF THE REGION. The region shall:
  - a. give input and reaction to proposed plans and policy matters being considered by the Board of Directors;

- b. initiate and submit proposals directed toward the fostering and improvement of Girl Scouting within the Council;
  - c. participate in strategic planning as delegated by the Board of Directors; and
  - d. perform such other duties as may be delegated by the Board of Directors.
4. MEETINGS. Meetings of the region shall be held at least once a year, within a time cycle determined by the Board of Directors. The meeting shall be convened by the Region Chair. Notice of the time, place, and purpose of the meeting shall be given personally, by mail, or by electronic transmission to each member of the region not less than ten days before the meeting.
  5. SPECIAL MEETINGS. Special meetings of the region may be called by the President or Region Chair or shall be called upon written request of ten members of the Board of Directors or upon written request of ten percent of the region. No business shall be transacted except that for which the meeting has been called.
  6. QUORUM. At least ten percent of the members affiliated with the region shall be present in person to constitute a quorum for the transaction of business.
  7. REGION CHAIR. There shall be a Region Chair(s) who serves one or more service units and are/is appointed by the President of the Council from the region and approved by the Board of Directors. Appointments to the position shall be made at the next meeting of the Board of Directors following the Annual Meeting of the Council. Vacancies shall be filled for the remainder of the unexpired term by the President and approved by the Board of Directors. The Region Chair shall be appointed for a term of two years, or until a successor is appointed, and shall serve for no more than three consecutive terms.
  8. DUTIES OF A REGION CHAIR. The Region Chair shall be responsible for: guiding its region in the responsibilities as set forth in Section 3 of this Article; planning the agenda and presiding at region meetings; participating in the Council meeting(s) as a delegate; convening, if necessary, the delegates elected by the region to inform them about issues to be considered; and carrying out such other duties as may be delegated by the Board of Directors.

#### **ARTICLE IX - NATIONAL COUNCIL DELEGATES**

The delegates and alternates whom the Council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the voting members of the Council at a meeting held within the time frame established by the Girl Scouts of the United State of America. The Board of Directors, or the President in the absence of a meeting of the Board of Directors, shall fill National Council Delegate vacancies from among the alternates elected to fill vacancies. If there are no such alternates, the Board of Directors, or the President in the absence of a meeting of the Board of Directors, shall have the power to fill vacancies among the delegates until the next meeting of the Council. National Council Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout Movement in the United States of America who are 14 years of age or older and who are registered through the Council with Girl Scouts of the United States of America; and shall serve for a term of three years from the date of their election, or until their successors are elected.

#### **ARTICLE X - FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

1. FISCAL YEAR. The fiscal year of the Council shall be the membership year of October 1 through September 30.

2. CONTRIBUTIONS. Any contributions, bequests, and gifts made to the Council shall be accepted or collected as authorized by the Board of Directors. Guidelines for accepting contributions must be established by the Board of Directors.
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.
4. APPROVED SIGNATURES. Approvals of signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the Council shall be provided by resolution of the Board of Directors.
5. BONDING. All persons having access to or major responsibilities for the handling of money and securities of the Council shall be bonded in the amount authorized by the Board of Directors.
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.
7. AUDITS. A certified public accountant or other independent 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 Girl Scouts of the United States of America.
8. PROPERTY. Title of all property shall be held in the name of Girl Scouts of Gulfcoast Florida, Inc.
9. 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 provide.
10. INVESTMENTS. The Council shall have the right to retain 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 judgment 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 or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.
11. 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.
12. LEGAL COUNSEL. Independent legal counsel may be retained by the Council to: ensure compliance with federal and state requirements; advise on issues of risk management and litigation, and review and advise on legal instruments the Council executes, such as leases, contracts, property purchase, or sale

#### **ARTICLE XI - PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order*, in its most recent revision, shall be parliamentary authority governing the meetings of the Council, Board of Directors, regions, and all committees, subject to the laws of the State of Florida, the Articles of Incorporation, and these Bylaws.

## **ARTICLE XII - AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the voting members of the Council present and voting at any meeting of the Council, provided that the proposed amendment shall have been included in the notice of the meeting.

Adopted 1962  
Revised April 1999  
Amended and Restated April 2000  
Amended and Restated April 2004  
Amended and Restated April 2008  
Revised December 2008  
Amended and Restated January 2012



**PROFILES ON THE PROPOSED SLATE  
ON THE BALLOT FOR ELECTION  
AT THE ANNUAL MEETING  
JANUARY 28, 2012**

**MEMBER AT LARGE, BOARD OF DIRECTORS**

Two year term – January 2012 – Annual Meeting 2014

**RENEÉ ARMSTRONG, SOUTH CENTRAL REGION**

Property Acquisition Assistant/Lee County.

Girl Scout Experience: Currently serving second term as a member at large ; member of the Executive Committee and chair of the Property Committee. Recipient of the President's Award in 2009. Formerly served in troop capacity and as a service unit delegate. Brownie through Junior growing up in the Chesapeake Bay Council.

Community: Formerly served in multiple leadership capacities for the Southwest Florida Chapter and at state and regional levels for the International Right of Way Association from 2004-2009.

**STACEY CARBONE, NORTHERN REGION**

SVP, Commercial Banking Team Lead/SunTrust Bank.

Girl Scout Experience: alumna.

Community: Ronald McDonald House Children's Charities – board member/volunteer; Make A Wish – wish maker; and Habitat for Humanity – build coordinator; Pop Warner – volunteer; and a member of local chambers.

**MARY DISHER, CENTRAL REGION**

Financial Advisor. Awarded the Certified Financial Planner (CFP) designation, and the Chartered Retirement Planning Counselor (CRPC) designation.

Girl Scout Experience: Currently serving second term as a member at large; National Council Delegate 2011-13; member of the Executive Committee and chair of the Finance Management Committee. Former troop leader.

Community: Volunteer mentor - Take Stock in Children program at Port Charlotte High School as a mentor. In the early 1990's, served as den mother and committee member for the Boy Scouts in Charlotte County.

**CAROLYN GRIFFIN, NORTHERN REGION**

Assistant Director/State College of Florida.

Girl Scout Experience: Currently serving first term as a member at large; member of the following: Executive Committee, Advancement, and Finance Management. Daughter – Girl Scout.

Community: Board of the Central Economic Development in Bradenton.

**NADJA LIEBERWIRTH, SOUTH CENTRAL REGION**

Information was not available at time of printing.

**SARAH LITCHY, SOUTH CENTRAL REGION**

Tobacco Prevention Specialist/Glades County Health Department.

Girl Scout Experience: none.

Community: U.S. Peace Corps Volunteer in Adama, Ethiopia; worked on various HIV/AIDS prevention programs and completed her Masters Degree in International Development Administration - Masters International Program at Western Michigan University. Volunteer researcher for Saint Theresa’s Orphan Foundation in Tanzania; volunteer in various US cities for Youth Works; and Relay for Life participant in LaBelle.

**TRACY LUX, NORTH CENTRAL REGION**

President/Trace Marketing, Inc.

Girl Scout Experience: none.

Community: Founding member of the National Association for Senior Living Industries (NASLI) and served on the board of directors. A member of the National Association of Home Builders (NAHB); instructor for Senior Housing Specialist (SHMS); National Education Committee Chairman for the National Council on Senior Housing (NCOSH).

**TRACY SEIDER, NORTH CENTRAL REGION**

Realtor - RE/MAX Alliance Group.

Girl Scout Experience: alumna.

Community: Served on many boards and community organizations since 1976, most recently as the past board chair of SCOPE; including SPARCC, Women’s Resource Center, Sarasota Orchestra Association, Junior League, Sarasota Ballet Association, Siesta Key Kiwanis, and League of Women Voters. Professional affiliations include Chambers of Commerce: Sarasota, Siesta Key and Longboat Key.

**JEANNETTE SHOWALTER, SOUTH CENTRAL REGION**

Alternative Investment Consultant/self-employed.

Girl Scout Experience: none.

Community: Former member of the board for In His Steps Foundation; founder of Indian Gospel Mission in India.

**NOMINEE – WAITING CONFIRMATION, NORTH CENTRAL REGION**

**NOMINEE – WAITING CONFIRMATION, SOUTH CENTRAL REGION**

**BOARD DEVELOPMENT COMMITTEE**

Two year term – January 2012 – Annual Meeting 2014

**NADJA LIEBERWIRTH, SOUTH CENTRAL REGION**

Information was not available at time of printing.

**NOMINEE – WAITING CONFIRMATION, NORTH CENTRAL REGION**

**NOMINEE – WAITING CONFIRMATION, NORTHERN REGION**

**NOMINEE – WAITING CONFIRMATION, NORTHERN REGION**



## **ELECTED MEMBERS OF THE BOARD AND BOARD DEVELOPMENT COMMITTEE WHO WILL CONTINUE TO SERVE 2012-2013**

### **BOARD OF DIRECTORS – OFFICERS**

Linda Getzen	North Central Region
Ann Carrasquillo	South Central Region
Beverly Duff	South Central Region
Christine Yekel	Southern Region

### **BOARD OF DIRECTORS – MEMBERS AT LARGE**

David Alleman	Southern Region
Rock Aboujaoudé	South Central Region
Betsy Benac	Northern Region
Richard Cyphers	North Central Region
Rae Dowling	Northern Region
Cecelia Hill	Central Region
John Sarrett	Southern Region

### **BOARD DEVELOPMENT COMMITTEE**

Marilyn Arnall	North Central Region
Martin de St. Pierre	Southern Region
Sherri Weidman	Southern Region

### **CHIEF EXECUTIVE OFFICER**

Susan Stewart (not elected, serves without vote)

**Guests & Members of Girl Scouts of Gulfcoast Florida, Inc.  
are cordially invited to join Council Delegates at the:**

# Annual Meeting of the Council

**Saturday, January 28, 2012**

9:30 a.m. Registration

Light morning refreshments provided

10:00 a.m. Annual Meeting

**at the**

**Girl Scout Gulfcoast Event and Conference  
Center of Girl Scouts of Gulfcoast Florida, Inc.**

4740 Cattlemen Road

Sarasota, FL 34233



**DIRECTIONS: I-75 FROM THE NORTH AND SOUTH**

Take exit 207 - Bee Ridge Road. Head west to first stop light. Turn left, head south on Cattlemen Road. Turn right onto Whirlaway Dr. (after second traffic light). The main drive into the Regional Campus of Girl Scouts of Gulfcoast Florida, Inc. is on the left. Follow directional signs to the Girl Scout Gulfcoast Event and Conference Center.

**REGISTER IN THE FOLLOWING WAYS:**

**Online:** [www.gsgcf.org](http://www.gsgcf.org)

**Fax form to:** 941-923-5241

**Email:** [marieg@gsgcf.org](mailto:marieg@gsgcf.org)

**Mail registration form to:**

Girl Scouts of Gulfcoast Florida, Inc.,  
4780 Cattlemen Road, Sarasota, FL 34233

**Registration deadline is January 24, 2012**



**REGISTRATION FORM - 2012 ANNUAL MEETING OF THE COUNCIL**

**Girl Scouts of Gulfcoast Florida, Inc. • 4780 Cattlemen Road • Sarasota, FL 34233**

Name: \_\_\_\_\_

Phone: ( \_\_\_\_\_ ) \_\_\_\_\_ Service Unit: \_\_\_\_\_

I will attend the Annual Meeting of the Council. I am (please check one):

- Service Unit Delegate    Service Unit Alternate    Past President    Region Chair  
 Board Member/Board Development Committee Member    National Council Delegate    Member/Visitor