



# DELEGATE ORIENTATION AND TRAINING MANUAL

Annual Meeting  
January 25, 2020



# DELEGATE ORIENTATION AND TRAINING MANUAL

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## **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 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.

## **The Girl Scout Mission Statement**

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

## **Who We Are**

Girl Scouts is the world's preeminent organization dedicated solely to girls - all girls - where, in an accepting and nurturing environment, girls build character and skills for success in the real world. In partnership with committed adults, girls develop qualities that will serve them all their lives - like strong values, social conscience, and conviction about their own potential and self-worth.

In Girl Scouts, girls discover the fun, friendship, and power of girls together. Through the many enriching experiences provided by Girl Scouting, they grow courageous and strong.

# **PREAMBLE TO THE CONSTITUTION OF GIRL SCOUTS OF THE USA\***

## **Beliefs and Principles**

We, the members of Girl Scouts of the United States of America, united by a belief in God, hold that the Girl Scout Promise and Law is the cornerstone of our Movement,

And inspired by the Founder of the Girl Scout Movement in the United States, Juliette Low, and by the aims of the Founder of the Scout Movement, Lord Baden-Powell, attest to the following:

## **Mission**

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

## **Spiritual Force**

The motivating force in Girl Scouting is spiritual. The ways in which members identify and fulfill their spiritual beliefs are personal and private.

## **Open Membership**

The Girl Scout Movement is open to all girls and adults who accept the Girl Scout Promise and Law and meet membership requirements.

## **Patriotism, Citizenship, and Community Service**

Local, national, and global service and action are core elements of the Girl Scout experience.

## **Diversity and Pluralism**

Girl Scouts advance diversity and pluralism in our Movement and in the communities in which we live.

## **Responsibility for the Movement and the Democratic Process**

The ultimate responsibility for the Girl Scout Movement rests with its members. We govern by an efficient and effective democratic process that demonstrates our leadership in a fast-changing world.

## **Girl/Adult Partnership**

Adults partner with girls to guide and inspire growth and achievement. Volunteers are essential to the strength and capacity of our Movement.

## **World Association of Girl Guides and Girl Scouts (WAGGGS)**

We are active partners in a worldwide sisterhood through our affiliation with WAGGGS. We work with WAGGGS to address the needs of girls and to build a network of global citizens.

## **Community Partners**

We take an active leadership role and are collaborative partners in the community.

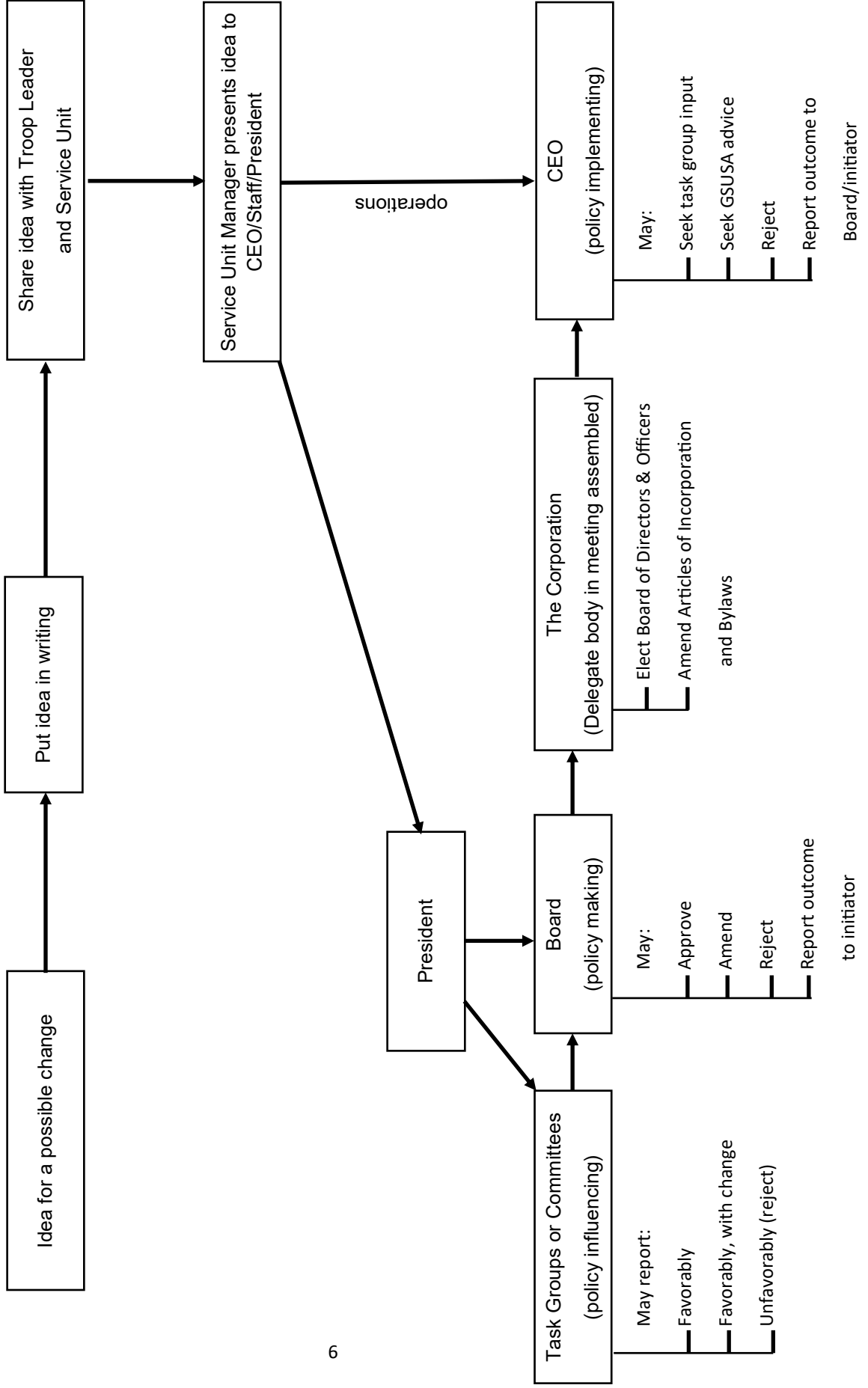
## **Voice**

We are a premier voice for girls and an expert on their growth and development.

*\*Constitution of Girl Scouts of the USA, Blue Book of Basic Documents February 2019*

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**HOW AN IDEA CAN MAKE A CHANGE**





## COUNCIL DELEGATE/ALTERNATE DELEGATE RESPONSIBILITIES & EXPECTATIONS Annual Meeting on January 25, 2020

Delegates and alternates are elected by each service unit for a term of one year or until their successors are elected, and delegates may serve no more than three consecutive terms. Delegates act as voices for service units on policy issues. They must be 14 years of age or older registered Girl Scouts through the service unit and the Council. They must be objective, have the ability to differentiate between opinion and fact, and be able to judge an idea on its merits.

### Responsibilities and expectations include:

1. Prepare for the position and complete a review of the Delegate Orientation & Training Manual and self-assessment available on the council website on November 22: <http://www.gsgcf.org/en/about-girl-scouts/our-council/governance.html>
2. Attend the Annual Meeting of the Council on January 25, 2020 and represent the service unit:
  - a) Elect officers, members-at-large of the Board of Directors, and delegates and alternates to the National Council of the Girl Scouts of the USA
  - b) Provide input for Girl Scouting in the Council by receiving and responding to reports and information from the Board of Directors about major policy decisions and helping to set strategic direction
  - c) Take action requiring membership vote
  - d) Conduct such other business as may come before the voting members
3. Attend special meetings called by the President.
4. Notify the Service Unit Manager if unable to attend meetings.
5. Communicate with Service Unit Manager on ideas, issues and concerns of the service unit.
6. Attend a minimum of half the service unit meetings per year and utilize delegate report agenda time at the service unit meeting to:
  - e) Lead discussions and gather input on proposed council plans and policy influencing issues
  - f) Report information from the Annual Meeting
  - g) Report information from meetings of the Board of Directors
  - h) Report on special meetings called by the President;
7. Support the strategic priorities of Girl Scouts of Gulfcoast Florida, Inc.

### *ALTERNATE Delegates:*

8. Attend all meetings of the Council as requested by a delegate and serve in the capacity of delegate at those meetings;
9. Fill the unexpired term and expectations of a delegate at the request of the Service Unit Manager and serve in the capacity of delegate for the remainder of the term.

All information must be completed – please print clearly: Date: \_\_\_\_\_

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

Email: \_\_\_\_\_  
(I agree/will receive delegate communication via this email address)

Street Address/city/zip: \_\_\_\_\_

Phone: \_\_\_\_\_

Signature: \_\_\_\_\_ Service Unit: \_\_\_\_\_

Please check your elected position: Delegate – OR – Alternate Delegate [Bylaws Jan 2017]

## WHAT I NEED TO KNOW ABOUT POLICY

Delegates are voices for service units on policy issues. It is important that delegates understand what a policy is, what the purposes of policies are, what groups are involved in policy, and what the responsibilities of each group are. Delegates serve as a communication link between service units and the Board of Directors.

### What is a policy?

A policy is an established course of action that must be followed.

Policies are established by Girl Scouts of the USA (published in *Blue Book of Basic Documents*) and the Board of Directors of Girl Scouts of Gulfcoast Florida, Inc. (published in *Volunteer Policies*).

Policies are binding and must be followed without exception.

### What are the purposes of policies?

- Point the way for developing plans, solving problems, and achieving objectives
- Provide the framework for delegation and control in the carrying out of work
- Permit uniform and consistent action throughout the council
- Allow quick and effective decisions to be made
- Ensure the risk management plan of the council

### What groups are involved in policy?

- Policy Making
  - Board of Directors
- Policy Influencing
  - Service Units (by electing delegates)
  - Service Unit Delegates
  - Board Committees and Task Groups
- Policy Implementing
  - Chief Executive Officer
  - Employees
  - Operational Unit Volunteers
  - Service Unit Volunteers

### What are the responsibilities of these groups?

**Policy Making** is a responsibility that belongs solely to the Board of Directors. Only the Board of Directors can establish, change, or grant exceptions to existing policies.

**Policy Influencing** is a responsibility shared by registered members of the Girl Scout Movement, 14 years of age or older, to allow them to initiate and influence change regarding policies.

- **Service units** elect delegates to be members of the council.
- **Service unit delegates** vote for officers and members-at-large of the Board of Directors, and the delegates and alternates to the National Council of Girl Scouts of the USA; provide input for Girl Scouting in the council by receiving and responding to reports and information from the Board of Directors about major policy decisions and helping to set strategic direction; amend the Articles of Incorporation and Bylaws; take all other action requiring membership vote; conduct such other business as may come before the voting members.
- **Board Committees and Task Groups** make policy recommendations to the Board of Directors.

**Policy Implementing** is the responsibility shared by management volunteers and employees performing the day-to-day activities of the council. Under the direction of the chief executive officer, the volunteers and employees strive to achieve the council's goals and objectives. The chief executive officer is accountable to the Board of Directors for the total management of the council, as stated in the Bylaws.

**POLICY MAKING**

**Board of Directors**

- Provides for the stewardship of Girl Scouting within the jurisdiction
- Provides strategic leadership and direction
- Provides for stewardship of the Corporation

**POLICY INFLUENCING**

**Service Units**

**Service Unit Delegates**

**Board Committees & Task Groups**

- Provides input for Girl Scouting to the Board of Directors
- Considers proposed plans, policies, and other matters referred by the Board of Directors
- Participates in council strategy process
- Submits policy recommendations to the Board of Directors

**POLICY IMPLEMENTING**

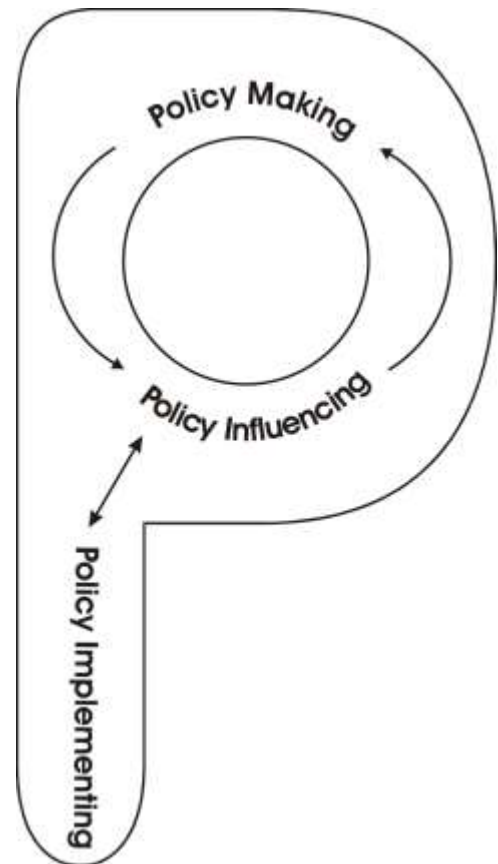
**Chief Executive Officer**

**Employees**

**Operational Unit Volunteers**

**Service Unit Volunteers**

- Performs the day-to-day activities of the council
- Achieves the council's goals and objectives



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## GOVERNANCE AND MANAGEMENT

The functions of governance and management are critical to the success of Girl Scout councils.

**Governance** in Girl Scouting is the process by which the Board of Directors, led by the president, exercises its ultimate authority and fulfills its responsibility:

- for furthering and ensuring the Girl Scout mission
- for the care, custody, and oversight of Girl Scouting within its jurisdiction
- for providing strategic direction and leadership for the council

**Management** in Girl Scouting is the process by which the chief executive officer fulfills the responsibility for:

- developing and implementing a system and processes to carry out the strategic direction set by the Board of Directors
- providing for leadership and direction to the employees and operational volunteers in carrying out the day-to-day operations of the council
- supporting the Board of Directors in carrying out its governance responsibilities

There is a partnership between the Board of Directors and chief executive officer to carry out the work of the council. Both the Board of Directors and chief executive officer work separately and together in three major areas of responsibility. These areas are:

- Stewardship of Girl Scouting within the jurisdiction
- Strategic leadership and direction
- Stewardship of the Corporation

Policy influencing groups (service units, service unit delegates, Board committees and task groups) provide valuable input to the Board of Directors and chief executive officer to guide them in accomplishing the work of the council.

Delegates, as policy influencing volunteers, have the final decision in electing officers and members-at-large of the Board of Directors, National Council Delegates, and amending the Articles of Incorporation and Bylaws.

The “Roles and Responsibilities in Governance and Management” chart outlines the interaction between groups involved in the functions of governance and management.

**GIRL SCOUTS OF THE USA**  
**ROLES AND RESPONSIBILITIES IN GOVERNANCE AND MANAGEMENT**

<b>Decisions Required by Law or Council Charter</b>	<b>Corporation</b>	<b>Board of Directors</b>	<b>President</b>	<b>Chief Executive Officer</b>	<b>Policy Influencing Groups</b>	<b>GSUSA</b>
<b>Issue charter</b>		Submits application for charter and ensures compliance with charter requirements	Leadership	Administrative support		Final decision
<b>Adopt council Bylaws and Articles of Incorporation</b>	Final decision	Appoints review task group	Leadership	Administrative support	Input	Resource
<b>Elect officers, directors, and National Council delegates</b>	Final decision			Administrative support		Resource
<b>Elect the delegate members of the corporation</b>		Determines number of delegates		Administrative support	Final decision as designated in Bylaws	
<b>Determine vice-presidents' accountabilities</b>			Final decision	Administrative support		
<b>Make change in council jurisdiction</b>	Preliminary action*	Preliminary action*	Leadership	Administrative support	May have input	Final decision
<b>Establish geographic subdivisions</b>		Final decision	Leadership	Administrative support	May have input	

\*Most state corporate laws require the board to act; however, some states require action by the corporation. State laws must be adhered to with regard to changes in council jurisdiction.

**GIRL SCOUTS OF THE USA**  
**ROLES AND RESPONSIBILITIES IN GOVERNANCE AND MANAGEMENT**

<b>Decisions Related to Governance</b>	<b>Corporation</b>	<b>Board of Directors</b>	<b>President</b>	<b>Chief Executive Officer</b>	<b>Policy Influencing Groups</b>	<b>GSUSA</b>
<b>Select and appoint chief executive officer</b>		Final decision	Recommends		Input	Resource
<b>Formulate corporate goals</b>		Participates	Leadership	Directs the process	Input	
<b>Adopt and rank corporate goals</b>	Receives report	Final decision	Leadership	Administrative support	Input	
<b>Develop and adopt an integrated strategy for critical resources</b>	Receives report	Final decision	Leadership	Administrative support	Input	Resource
<b>Evaluate organizational performance</b>	Receives report	Final decision	Leadership	Administrative support	Input	Resource
<b>Determine fund development plan</b>	Receives report	Final decision	Leadership	Administrative support	Input	Resource
<b>Adopt policies that govern all council activities</b>	May give input or direction	Final decision	Leadership	Administrative support	Input	
<b>Adopt annual integrated objectives</b>		Final decision	Leadership	Develops and presents to Board		
<b>Adopt operating and capital budget</b>		Final decision	Leadership	Develops and presents to Board	Input from Board committees	
<b>Acquire or dispose of real property</b>		Final decision*	Leadership	Administrative support	Input	
<b>Contract with auditor and council attorney</b>		Final decision	Leadership	Administrative support		
<b>Accept the annual financial audit and review accompanying management letter</b>		Final decision	Leadership	Administrative support		

\*State corporate laws must be adhered to with regard to acquisition or disposition of real property.

## GIRL SCOUTS OF THE USA

### ROLES AND RESPONSIBILITIES IN GOVERNANCE AND MANAGEMENT

Decisions Related to Personnel	Corporation	Board of Directors	President	Chief Executive Officer	Policy Influencing Groups	GSUSA
Adopt or review employed human resource policies		Final decision	Leadership	Administrative support	Input from Board task group	
Hire and release all employees				Final decision		
Determine benefits plans		Final decision	Leadership	Administrative support	Input from Board task group	
Establish salary ranges		Final decision	Leadership	Recommends	Input from Board task group	Resource
Establish specific increments and salary for chief executive officer		Approves initial salary	Final decision			
Establish specific increments and salaries for all other employees		Approves total amount presented in budget		Final decision		

Decisions Related to Management	Corporation	Board of Directors	President	Chief Executive Officer	Policy Influencing Groups	GSUSA
Establish operating units and cost centers				Final decision	Input	Resource
Make all operational volunteer and employee assignments				Final decision	Input	
Develop action steps and propose operating budget		Finance Committee input on budget		Final decision	Input	
Establish and implement performance appraisal process for operational volunteers and employees				Final decision	Input	Resource

# THE ANNUAL MEETING

## The Council

The council is the membership body charged with giving broad policy direction to the future of the Girl Scout Movement in Girl Scouts of Gulfcoast Florida, Inc. A fundamental principle of Girl Scouting, “. . . the democratic process shall guide all our activities,” is reflected by the council. The powers and responsibilities of the council, as outlined in the Bylaws of Girl Scouts of Gulfcoast Florida, Inc., are:

1. Elect the officers, the members-at-large of the Board of Directors, and the delegates and alternates to the National Council of Girl Scouts of the USA;
2. Provide input for Girl Scouting in the council by receiving and responding to reports and information from the Board of Directors about major policy decisions and helping to set strategic direction;
3. Amend the Articles of Incorporation and Bylaws;
4. Take all other action requiring membership vote; and
5. Conduct such other business as may come before the members.

## Members of the Council

Article I, 2. of the Bylaws stipulates that the total number of members should not be less than 100. At least two-thirds of the members must be elected by service units to serve as delegates. Other members of the council include members of the Board of Directors, National Council delegates except staff who serve without vote, past presidents of the council who are members ex-officio, and girl members who are currently serving on the Board of Directors.

## Responsibilities of Members of the Council

Those who are elected by service units as delegates undertake one of the most important and significant responsibilities in the Girl Scout Movement. At the Annual Meeting, they:

1. Listen to and assess stewardship reports;
2. Elect the officers, the members-at-large of the Board of Directors, and the delegates and alternates to the National Council of Girl Scouts of the USA;
3. Vote on amendments to the Articles of Incorporation and Bylaws; and
4. Listen to all opinions expressed and participate in debate on action items.

## Preparation for the Annual Meeting

All delegates are required to prepare for their delegate position responsibilities.

1. Review this manual and understand the purpose of the Annual Meeting in order to fully participate in the decision-influencing process, become familiar with procedures established for the Annual Meeting, and study parliamentary procedures that will be in effect during the Annual Meeting.
2. Present views of the service unit to the delegates for referral to the Board of Directors and to receive delegates' reports.
3. Consider proposed plans, policies, and other matters referred to the service unit by the Board of Directors.

## **ANNUAL MEETING PROCEDURES**

The Annual Meeting of the Council is held in January or February of each year. The Delegate Workbook provides 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 the Bylaws. The Workbook is given personally, mailed, or electronically transmitted to each member of the council not more than 45 and not less than 30 days before the meeting.

The Annual Meeting is conducted in accordance with:

- The Articles of Incorporation and Bylaws of Girl Scouts of Gulfcoast Florida, Inc.
- *Robert's Rules of Order Newly Revised*, in its most recent version

### **BEFORE THE MEETING:**

When you arrive at the Annual Meeting, sign in at your service unit table. You will receive a ballot, voting cards, and a nametag with an attached ribbon. The color of the ribbon designates your position at the Annual Meeting, e.g., delegate ribbons are red, Board of Director ribbons are yellow, etc.

### **THE MEETING:**

The Annual Meeting begins with the Call to Order, followed by the Opening Flag Ceremony and the Welcome.

### **Appointments**

The president makes appointments to allow the meeting to run smoothly. These appointments may include a parliamentarian, a committee to approve the minutes, and tellers to count votes.

### **Approval of the Minutes**

Copies of the minutes from the previous Annual Meeting, which were approved by the Minutes Committee, are included in the Delegate Workbook.

### **Report of the Delegate Count**

The president announces what constitutes a quorum and the number of voting members needed to constitute a quorum. The Bylaws state that 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 the meeting.

The chief teller reports the number of voting members present, the number of service units represented, the total number of service units, and the number of non-voting members present, for a total number present at the Annual Meeting. The president announces whether a quorum is present. A revised delegate count of voting members may be given, if needed, before a vote is taken.

### **Stewardship Reports**

Reports are given at the Annual Meeting. By receiving and listening to reports and information, delegates can make thoughtful and informed decisions to provide input for Girl Scouting in the Council and help set the strategic direction for Girl Scouting in the Council. The treasurer, president, chief executive officer, and committee or task group chairs may make presentations.

## **Voting and Elections**

Article I, 8. of the Bylaws states that each member of the council present in person is entitled to one vote. Voting is held to elect officers, members-at-large of the Board of Directors, and, every three years, National Council delegates and alternates.

Throughout the year, anyone may submit names to the Board of Directors (appointed Board Development Committee) for positions on the Board of Directors. To fulfill the requirements of the charter issued to Girl Scouts of Gulfcoast Florida, Inc., by Girl Scouts of the USA, members of the Board of Directors should reflect the diversity of the population within the council's jurisdiction. Prospective nominees should bring a variety of points of view, life experiences, and access to cultural, religious, educational, civic, and economic resources available throughout the council's jurisdiction.

The Board of Directors presents a report to the members at the Annual Meeting with a single slate of nominees (one nominee for each position). A single slate is presented, since each nominee on the slate is dedicated to the same purpose and goal to serve girls in the council with Girl Scout program.

After the report to the members is presented, the process of elections begins. Nominations may be made from the floor, but persons nominated from the floor must be eligible for election according to the Bylaws, and the nomination must have been submitted in writing to the Board of Directors at least 72 hours before the convening of the Annual Meeting. Officers are elected every two years and one-half of the members-at-large of the Board of Directors each year. National Council meetings are held every three years, so National Council delegates and alternates are only elected in the year of the National Council meeting. When there is an election of officers, it is done one office at a time. The president reads the office, the nominee's name, and asks for nominations from the floor according to the Bylaws requirement. For the election of members-at-large of the Board of Directors, and National Council delegates and alternates, the president reads each category of nominees and then asks for nominations from the floor according to the Bylaws requirement.

Article I, 8. of the Bylaws provides that election is 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. If there is a single nominee for each position, the delegates may choose to have a hand vote. For this to occur, a motion from the floor must be made and seconded that those nominated be declared elected. The president will restate the motion and voting takes place. A plurality (the largest number of votes given to a nominee) of votes cast shall elect.

The green and red cards provided at check-in are used for voting. Green signifies agreement and red signifies opposition. When instructed by the president to vote, hold the appropriate card high so that votes may be counted. The president will rule on the outcome of the vote.

At the Annual Meeting, there may be other matters requiring a vote. For example, there may be proposals to amend the Articles of Incorporation and/or Bylaws. Matters such as these are determined by majority vote of the members present and voting. Voting is done by holding up the green and red cards when instructed.

## **Other Agenda Items**

At each Annual Meeting, there may be a keynote address, installation and rededication of those who were elected during the meeting, an invitation to the next Annual Meeting, and awards or presentations. The Annual Meeting ends with adjournment by the president.

## PARLIAMENTARY PROCEDURES AT A GLANCE

To Do This	You Say This	May You Interrupt Speaker ?	Must You be Seconded?	Is This Motion Debatable?	What Vote is Required?
Obtain the floor	"Madam President"	No	No	No	No Vote
Make a main motion	"I want to/that (state what you want to do)"	No	Yes	Yes	Majority
Second a motion (Not needed if motion comes from committee)	"I second the motion"	No	No	No	No Vote
Amend a motion	"I move to amend the motion by (inserting, adding, striking, or striking and inserting)"	No	Yes	Yes	Majority
*Nominate from the floor	"I nominate (person's name)"	No	Yes	Yes	Majority
*Withdraw motion/ nominee	"I ask permission to withdraw the motion"	No	No	No	Majority
Have something studied further	"I move to refer the question to... (state which committee)"	No	Yes	Yes	Majority
Limit or extend limits of debate	"I move to limit debate to (state unit of time or number of speakers)"	No	Yes	No	2/3 Vote
*Close debate	"I move the previous question"	No	Yes	No	2/3 Vote
*Postpone consideration of something	"I move to postpone the question to (state time)"	No	Yes	Yes	Majority
*Suspend further consideration of something	"I move to table the motion"	No	Yes	No	Majority
*Postpone indefinitely	"I move that the question be postponed indefinitely"	No	Yes	Yes	Majority
*Take up a matter previously tabled	"I move to take from the table"	No	Yes	No	Majority
*Reconsider something already voted on	"I move to reconsider the vote on (state the motion on which the vote was taken)"	No	Yes	Yes	Majority
*Consider something out of it's scheduled order	"I move to suspend the rules and consider..."	No	Yes	No	2/3 Vote
Parliamentary inquiry	"I rise to a parliamentary inquiry"	Yes	No	No	Majority
*Object to a procedure or to a personal affront	"Point of order"	Yes	No	No	No Vote Chair decides
*Ask for a vote by actual count to verify a voice vote or inclusive show of hands	"I call for a division of the house"	No	No	No	No Vote
*Request information not related to parliamentary procedure about pending business	"Point of information"	Yes	No	No	No Vote
*Appeal the chair's ruling	"I appeal the chairs decision"	Yes	Yes	Yes	Majority
*Recess the meeting	"I move the meeting be recessed until..."	No	Yes	No	Majority
*Adjourn the meeting	"I move the meeting be adjourned"	No	Yes	No	Majority

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

We, the Girl Scouts of Gulfcoast Florida, Inc., organized for the purpose of sponsoring the Girl Scout program for girls, chartered by Girl Scouts of the United States of America, adopt the following Articles of Incorporation, which are in accordance with the Constitution and Bylaws of Girl Scouts of the United States of America, a national corporation organized under the laws of the District of Columbia and chartered by the Congress of the United States, and with Section 617, Corporations Not-For-Profit, Florida Statutes (1979).

**ARTICLE I - NAME AND ADDRESS**

The name of the corporation shall be Girl Scouts of Gulfcoast Florida, Inc. The street address and mailing address of the corporation is 4780 Cattlemen Road, Sarasota, Florida 34233.

**ARTICLE II - REGISTERED AGENT AND OFFICER**

The name of the current registered agent and the address of the current registered office for the corporation are Mary Anne Servian, 4780 Cattlemen Road, Sarasota, Florida 34233.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is formed is exclusively charitable and educational as contemplated by Section 501 (c) (3) of the Internal Revenue Code of 1954. Any references herein to any provision of such code shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

The specific and primary purpose for which this corporation is formed is to offer girls residing within its jurisdiction an opportunity to participate in the Girl Scout program, in accordance with the purpose of the Girl Scout movement in the United States of America, which is to inspire girls with the highest ideals of character, conduct, patriotism, and service that they may become happy and resourceful citizens, and to that end to develop, manage, and maintain Girl Scouting throughout the area of its jurisdiction, in such manner and subject to such limitations as prescribed by the Constitution, the Bylaws, and the policies of Girl Scouts of the United States of America, and by the terms of the charter granted to this corporation by Girl Scouts of the United States of America.

**ARTICLE IV - POWERS**

In furtherance of its purpose, the corporation shall have the following powers:

1. To hire, lease, buy, inherit, or otherwise acquire and hold land, buildings, equipment, or other real or personal property for a Girl Scout office, camp, or similar purpose; to build, construct, operate, and manage the said property for the benefit of Girl Scouting; and to rent, lease, mortgage, or sell all or part of such real or personal property acquired by said corporation.

2. To do, perform, and supervise any and all things in furtherance of the general purpose hereinbefore expressed and not inconsistent with Section 617, Florida Statutes (1979), and to have and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the laws pursuant to, and under which, this corporation is formed, as such laws are now in effect and may at any time hereafter be enacted or amended.

#### **ARTICLE V - PRINCIPAL OFFICE AND JURISDICTION**

The principal office of the corporation shall be located in the County of Sarasota, State of Florida, and shall serve the counties of Manatee, Hardee, Highlands, Sarasota, DeSoto, Charlotte, Glades, Lee, Hendry, and Collier, in the State of Florida.

#### **ARTICLE VI - DIRECTORS**

The Board of Directors shall consist of the officers of the Council and not to exceed 16 directors who are members-at-large. All elected directors must be 18 years of age or older, with the exception of one Girl member who may be 15 years of age or older. In addition, the Board of Directors may appoint two girl members, 14 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.

#### **ARTICLE VII - MEETINGS**

There shall be at least one (1) meeting of the corporation each year.

#### **ARTICLE VIII - ASSETS AND EARNINGS**

None of the assets or earnings of the corporation shall be paid or accrued for the benefit of any of its members, directors, officers, or employees, or any other individual, whether before, upon, or after dissolution or liquidation, except as reasonable compensation for services rendered, property transferred, or as reimbursed for expenses incurred, in conducting its affairs.

#### **ARTICLE IX - DISSOLUTION**

In the event of the dissolution or final liquidation of the corporation, after all liabilities and obligations of the corporation have been paid, satisfied, and discharged, or adequate provision made thereof, all remaining property and assets of the corporation shall be distributed, conveyed, assigned, or transferred to organizations which comply with the following conditions: Such organizations must be chartered or licensed by Girl Scouts of the United States of America, and shall be organized and operated exclusively for educational or charitable purposes as contemplated by Section 501 (c) (3) of the Internal Revenue Code of 1954, or such remaining assets shall be placed in trust with Girl Scouts of the United States of America for the benefit of Girl Scouting pending the inclusion of the jurisdiction of the dissolved Girl Scout council in the jurisdiction of another Girl Scout council.

**ARTICLE X - TERM**

This corporation shall have perpetual existence, provided that a charter from Girl Scouts of the United States of America is held by the corporation.

**ARTICLE XI - AMENDMENTS**

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

The restated Articles of Incorporation, including all amendments herein, were approved and duly adopted by a two-thirds vote of the members voting at a meeting of the members duly called and held on January 28, 2017. Only members were entitled to vote. The number of votes cast in favor of the adoption of these Amended and Restated Articles of Incorporation was sufficient for approval in accordance with the Bylaws of the corporation.

IN WITNESS WHEREOF, the President of the corporation has executed these Amended and Restated Articles of Incorporation.

Adopted 1962

Revised April 1994

Amended and Restated April 2000

Amended April 2007

Amended April 2008

Amended and Restated January 2012

Amended and Restated January 2017

**AMENDED AND RESTATED  
BYLAWS OF  
GIRL SCOUTS OF GULFCOAST FLORIDA, INC.  
January 28, 2017**

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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, National Council Delegates except staff who serve without vote;
  - c. Past Presidents of the Council who are members ex-officio, or
  - d. 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, and the delegates and alternates to the National Council of Girl Scouts of the United States of America;
  - b. provide input for Girl Scouting in the Council by receiving and responding to reports and information from the Board of Directors about major policy decisions and helping to set strategic direction;
  - 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 by the President within 14 days, upon written request of two-thirds of the members of the Board of Directors; or
- c. shall be called by the President 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 - 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 III - OFFICERS**

1. NUMBER AND TITLE. The elected officers of the Council shall be President, Vice President, Secretary, and Treasurer. The Chief Executive Officer shall be an ex-officio officer, who shall serve without a vote.
  
2. ELECTION, TERM, AND VACANCIES.
  - a. The President, 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 President will succeed in order of their rank for the remainder of the unexpired term. If the Vice President is unable to fill the remainder of the unexpired term, the order of succession will then be the Secretary, followed by the Treasurer.  

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 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 Vice President shall perform the duties of the President.
  - c. 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.

- d. 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.
  - e. In addition to the above, each officer shall perform such other duties as may be provided by the President or Board of Directors.
  - f. 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.
  - g. 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 IV - 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 not to exceed 16 directors who are members-at-large. All elected directors must be 18 years of age or older, with the exception of one Girl member who may be 15 years of age or older. In addition, the Board of Directors may appoint two girl members, 14 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.
  - a. A special meeting may be called by the President 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.
  - b. A special meeting 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 V - 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 VI - 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 VII - DELEGATE SYSTEM**

1. GEOGRAPHIC SUBDIVISIONS FOR THE DELEGATE SYSTEM. The Board of Directors shall establish within the Council's jurisdiction geographic subdivisions called service units to provide the structure for the election of delegates and for policy-influencing, which provides for membership participation in the activities and business of the Council.
2. MEMBERSHIP. The membership of the service units 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. SERVICE UNIT RESPONSIBILITIES FOR THE DELEGATE SYSTEM.
  - a. To elect delegates and alternates from among the members of the service unit;
  - b. To present views of the service unit to the delegates for referral to the Board of Directors and to receive delegates' reports;
  - c. To consider proposed plans, policies, and other matters referred to the service unit by the Board of Directors;
  - d. To submit proposals to the Board of Directors to enhance and improve the girl and adult member experience.

4. MEETINGS. The service units shall meet to fulfill the duties of the delegate system at least once each year, within a time cycle determined by the Board of Directors. The meeting shall be convened by the President. Notice of the time, place, and agenda for meetings related to the delegate system shall be given personally, by mail, or by electronic transmission to each delegate of the service unit not less than ten days before the meeting.

#### **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 IX - 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 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.
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 X - 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 XI - 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

Amended and Restated January 2017

## BOARD MEMBER POSITION DESCRIPTION

### **Election:**

Board members are elected by the members of the council.

### **Accountable To:**

Board members are accountable to:

- the members of the council
- the Board of Directors of Girl Scouts of the USA
- the corporate laws of Florida
- the federal government in matters relating to legislation affecting not-for-profit organizations

### **Term:**

Board members are elected for a term of two years, or until their successors are elected, and shall serve no more than three consecutive terms.

### **Responsibilities:**

1. Attend all Board of Director meetings, Annual Meeting, and other council functions
2. Serve, as appointed, on board committees and/or task groups
3. Participate in the decision-making process of the council
4. Fulfill governance responsibilities in three major areas:
  - Stewardship of Girl Scouting within the Jurisdiction
    - Preserve Girl Scout values and principles
    - Fulfill the Girl Scout mission by making Girl Scouting accessible to every girl, everywhere
    - Preserve the integrity and identity of the Girl Scout Movement
    - Fulfill charter requirements
    - Maintain interdependence with Girl Scouts of the USA
    - Utilize the democratic process
  - Strategic Leadership and Direction
    - Advocate for girls
    - Utilize the Girl Scouts of the USA corporate planning system
  - Stewardship of the Corporation
    - Exercise legal and corporate responsibilities
    - Develop and implement annual and long-range fund development plans
    - Ensure fiscal responsibility
    - Provide for human resources, including a compensation and benefits program
5. Support the financial plan of Girl Scouts of Gulfcoast Florida, Inc.

### **Qualifications:**

- Belief in principles, values, and standards of the Girl Scout Movement
- Vision, perspective, objectivity
- Ability to differentiate between opinion and fact
- Ability to judge an idea on its merits
- Member, or willingness to become a member, of Girl Scouts of the USA

For further details, see Bylaws, Article IV.

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

**BOARD OF DIRECTORS**

**Officers**

Richard Cyphers — President  
Karen Huebner — Vice President  
Juliana Meek — Secretary  
Christina "Tina" Ottman — Treasurer  
Mary Anne Servian, CEO — Ex Officio

**Members at Large**

Julian Agollari  
Dr. Bonny Eads Dery  
Rae Dowling  
Ashley Harris  
Lauren Johnston  
Marissa D'Agostino-Pendley  
Sharon Preston-Folta  
Hannah Rolle  
Angela Smith

**Girl Representatives**

Lily P.  
Kaila S.

## GLOSSARY

**Geographic subdivisions for the delegate system.** The Board of Directors shall establish within the council's jurisdiction geographic subdivisions called service units to provide the structure for the election of delegates and for policy-influencing, which provides for membership participation in the activities and business of the council.

**corporation.** A legal body formed and established in the state in which it operates and files its Articles of Incorporation. The corporation prepares bylaws, which are the rules and regulations established to govern the legal body. The corporation is known as the council.

**delegate.** Person elected by the service unit to be a voting member of the council. To be elected, delegates must be registered Girl Scouts, through the service unit and the council, 14 years of age or older.

**ex-officio.** A member by virtue of office who has full voting privileges, unless stated otherwise in the Bylaws.

**governance.** Process by which the Board of Directors, led by the president, exercises its ultimate authority and fulfills its responsibilities.

**integrated operating objectives.** Specific, measurable statements of attainable outcomes that support one or more corporate goals. Operating objectives are developed by operating units, integrated by the chief executive officer, and presented to the Board of Directors for adoption. They provide an objective measurement for organizational appraisal.

**jurisdiction.** Geographic area established by the National Board of Directors for which a Girl Scout council is granted a charter.

**management.** Process by which the chief executive officer carries out the strategic direction set by the Board of Directors by providing leadership and direction to employees and volunteers. See also operations.

**member of the Girl Scout Movement.** Registered in the council and paid annual dues.

**members of the service unit.** Active registered members of the Girl Scout Movement 14 years of age or older, affiliated with the council and residing, working, or volunteering within the service unit.

**members of the council.** Registered members of the Girl Scout Movement, 14 years of age or older who are delegates elected by each service unit, members of the Board of Directors, National Council delegates, or past presidents.

**operations.** Activities required to carry out the integrated operating objectives of the council and performed by operational volunteers and/or employees, who are ultimately accountable to the chief executive officer. See also management.

**policy.** An established, binding course of action to be followed.

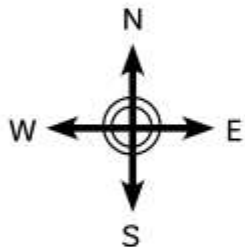
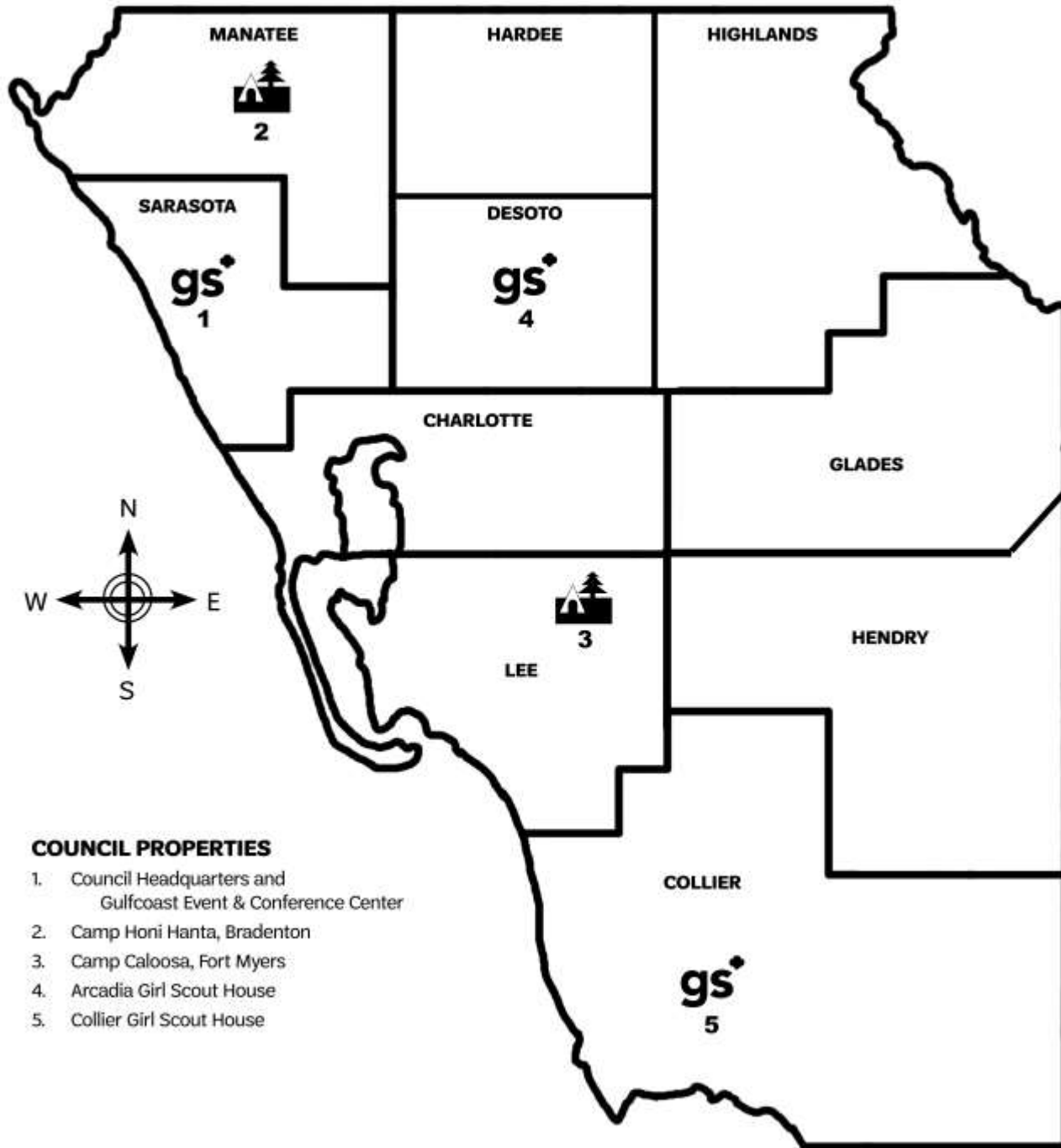
**policy influencing body.** A group that supports the policy influencing process by contributing input to proposed action by the Board of Directors.

**task group.** A special committee appointed by the president and approved by the Board of Directors to carry out a particular task within a specified time period. Upon presentation of its final report to the Board of Directors, the group automatically ceases to exist.

Revised 1/2017

# COUNCIL MAP-BY COUNTY

Girl Scouts of Gulfcoast Florida, Inc.



### COUNCIL PROPERTIES

1. Council Headquarters and Gulfcoast Event & Conference Center
2. Camp Honi Hanta, Bradenton
3. Camp Caloosa, Fort Myers
4. Arcadia Girl Scout House
5. Collier Girl Scout House

**gs** GIRL SCOUT HOUSES  
& OTHER PROPERTIES

