

Proposed Amendments to The Bylaws of Girl Scouts of Northern California Annual Meeting: April 13, 2019

What we are trying to accomplish:

- Compliance with California Law
- Compliance with GSNorCal Articles of Incorporation
- Compliance with Girl Scouts Constitution / Blue Book
- Correct inconsistencies / ambiguities / mistakes
- Improve council governance and risk management, balancing understandability and ease of use with amendments that:
 - our nonprofit attorneys strongly recommended as best practices for nonprofit governance
 - help governance volunteers (Board, Board Development Committee and Delegates) understand and comply with the council's legal requirements

Process:

The proposed Amendments were developed by the Governance Task Group with input from voting members, the Board Development Committee, our Council Parliamentarian, and our non-profit attorney. The Governance Task Group recommended these amendments to the Board, and the Board is presenting them for action to the Voting Members.

Board Governance Task Group

Kathy Bloch, Chair, Board Member

Tina Amber, Board Member

Ann Watrous, Volunteer

Council Parliamentarian: Esther Heller, PRP

Staff Support: Marina Park, CEO and Michelle McCormick, Chief Mission Delivery Officer

Summary of Approach for Vote:

- Multiple amendments to the Bylaws are being proposed as shown on the marked up version of the Bylaws. Most of the proposals are included on the consent agenda. Three proposals are being presented to be voted on individually.
- For amendments proposed on the consent agenda, voting members may take action at the meeting in this manner:
 - Request to remove a specific proposal from the consent agenda. When all requests for removing proposals have been made, the President will state: There being no further proposals being removed, those remaining on the agenda are now passed by unanimous consent.
 - Voting members will discuss and vote separately for any proposals removed from the consent agenda.
- Amendments proposed individually will be voted on one by one.

Proposed Amendments to GSNorCal Bylaws dated September 19, 2018
See the marked up version of the bylaws for actual language of changes.

Bylaws Amendments Proposed on Consent Agenda			
Proposal	Article, Section	Proposed Changes	Rationale
1. Add a Glossary	Preamble Added at the end of Bylaws	Add a Glossary at the end of the Bylaws which either defines terminology having specific meaning or points to the area of the bylaws where the item is defined. Add comment in the Preamble to reference the Glossary.	Clarifies the meaning of terminology used in the bylaws and makes it easy for members to find them
2. Capitalization of Defined Terminology	Throughout Bylaws	Wherever specific terms appear, they will be capitalized. For example, delegates-at-large is replaced with Delegates-at-Large wherever it appears.	Terms which are capitalized can be found in the glossary, making it easier for readers to find meanings or location where they are defined.
3. Delete references to specific parts of California law	Throughout Bylaws	Wherever expression "Nonprofit Public Benefit Corporation Law" occurs, the words "Nonprofit Public Benefit Corporation" will be struck out. The word "Law" will remain. Also, section numbers of the California code will be stricken.	To streamline the bylaws "Nonprofit Public Benefit Corporation Law" has been abbreviated to the "Law" and is a defined term in the glossary.
4. Elaborate on rights of Voting Members of the Council	Article I - The Council Section 2. Voting Members Sections 5. Responsibilities	Change the name of Article 1 -The Council to The Council, Voting Members and Voting Member Rights. In Section 2, add language to requirement regarding being a member of GSUSA In Section 5, change name from Responsibilities to Rights. In Section 5, add two subsections: 5. f. states the members have the right to attend meetings, to make motions, to speak in debate, and to vote. 5. g. clarifies the rights to inspect documents.	Name change reflects the expanded content of the Article. Subsection f is from basic parliamentary law; subsection g is from California law. These rights already exist. Expressing them in the Bylaws gives the information directly to the members, keeping them informed.

Bylaws Amendments Proposed on Consent Agenda

Proposal	Article, Section	Proposed Changes	Rationale
5. Delete references to other sections	Article I - The Council Section 2. Voting Members	Rephrasing of language and removal of references to other parts of bylaws. For example, "Delegates elected by Service Units as defined in Section 4 of this Article I" is replaced with "Service Unit Delegates."	Cross-referencing Article and Section numbers in bylaws is usually unnecessary and future amendments (such as deleting or adding sections) requiring renumbering then also require close scrutiny on impacted references.
6. Specify Policy for the removal of delegates	Article I - The Council Section 3.c. Delegates-at-Large Section 4.f. Election of Service Unit Delegates Article IX - National Council Delegates	Clarifies that a Board-adopted Voting Member Policy will specify the manner in which Delegates-at-Large and Service Unit Delegates can be removed, and adds board authority to remove National Council Delegates as well via the same Board-adopted Voting Member Policy.	The current bylaws language gives the board the necessary authority regarding Service Unit Delegates and Delegates-at-Large, but is vague about how removal is done. And there is nothing regarding National Council delegates. This Policy will include the details for all three types of delegates.
7. Describe Written Notice of Meetings	Article I - The Council Section 6. Annual Meeting Section 7. Special Meetings	Add descriptive language on written notice of meetings, refer to Record Date, and provide for electronic communication	Clarifies how and when the notice of meetings must be sent.
8. Delete references to facsimile	Article I - The Council Section 6. Annual Meeting Section 7. Special Meetings Article V - Board of Directors Section 8. Regular Meetings Section 9. Special Meetings	Wherever the word facsimile is used, it will be struck out. This occurs where there are references to addresses of record of Voting Members and Directors.	In the past, facsimile (aka FAX) was one of the official means of communicating information to be kept on record. It is no longer used for this purpose.

Bylaws Amendments Proposed on Consent Agenda

Proposal	Article, Section	Proposed Changes	Rationale
9. Establish a Record Date for Voting Members	Article I - The Council Section 8. Record Date	Insert new Section 8, Record Date, to allow the Board to set an official deadline for determining who is eligible to vote as a Voting Member. Renummer subsequent sections in the Article (e.g., current Section 8 becomes 9)	It is a best practice to have this date officially set to avoid confusion and contention over who is currently serving and therefore eligible to vote. Allowing the Board to set it gives flexibility around Board meeting and Voting Member meeting schedules and required notice periods.
10. Clarify Lack of quorum at Annual Meeting	Article I - The Council Section 8. Quorum	Add Annual Meeting to the wording to specify what business can be conducted if quorum is not met at an Annual Meeting.	Clarifies what business can be conducted if quorum is not met at an Annual Meeting.
11. Describe Voting Member Participation in Electronic Meetings	Article I - The Council Section 9. Electronic Participation	Rename Section 9 to "Voting Member Meetings via Electronic Communication". Section rewritten/rearranged.	Improves consistency with other parts of bylaws and has a logical flow of the requirements.
12. Add other positions requiring ballots for elections	Article I - The Council Section 10. Voting Procedures	Add the Board Development Committee (BDC) members and chair and National Council Delegates to the list of offices requiring a written ballot for election.	Historically, all of the elections have been held by written ballots. This change reflects that practice and establishes consistency in the Bylaws.
13. Use abbreviation of Board Development Committee	Article II - Board Development Committee Sections 1-5	Wherever the Board Development Committee is referred to as "the Committee" strike that phrase and insert BDC.	Usage of "the Committee" can lead to confusion if a reader does not start at the top of the Article. There is at least one other Committee established in the Bylaws.

Bylaws Amendments Proposed on Consent Agenda

Proposal	Article, Section	Proposed Changes	Rationale
14. Correct mathematical error	Article II - Board Development Committee Section 2. Election, Term and Vacancies	In second paragraph of the section, regarding staggered elections, strike out one-third (1/3) and insert one-half (1/2)	Board Development Committee Terms are two years. To have them equally staggered, half should be elected each year. The one-third reference was an error.
15. Differentiate Elected Officers from Appointed Officer	Article IV - Officers Section 1. Number and Title Conforming changes throughout bylaws	Insert into Section 1 'The President, Vice President(s), Secretary, and Treasurer are the "Elected Officers" of the Council and each shall serve as a director by virtue of their Elected Officer position.' Insert "Elected" before all subsequent mention of "Officers"	Resolves a current contradiction in the Bylaws. Article IV, Section 1. states the CEO is an officer. Article V Board, Section 2 states that the Officers are members of the Board and the CEO is an advisor to (but not a voting member of) the Board.
16. Clarify removal of Board Members	Article V - Board of Directors Section 7. Removal of Board Members	Specify that Voting Members may remove any Elected Officers, Directors-at-Large or BDC Chair in compliance with the Law, and when an Elected Officer or BDC Chair is removed from their position they are also removed as a director.	Adds clarity to the section on removal of Board Members.
17. Add a new Section elaborating on electronic communications	Article V - Board of Directors New Section to follow Section 11.	Adds a new Section on Telephone and Electronic Meetings of the Directors, which contains the requirements for these meetings to happen.	The new language mirrors the requirements of the Law, providing details about the requirements when a director participates in a meeting or special meeting of directors by phone or other electronic transmissions.
18. Add a new Section on Board Standard of Care	Article V - Board of Directors New Section to follow Section 11.	Adds a new Section on Standard of Care, that establishes both the duties of director, as well as when and how the Law permits a director to rely on information, opinions, reports, or statements, including financial statements, prepared by others.	This language, which was recommended by the Council's attorneys, mirrors the language of the Law.

Bylaws Amendments Proposed on Consent Agenda

Proposal	Article, Section	Proposed Changes	Rationale
19. Add a new Section on Executive Compensation Review	Article V - Board of Directors New Section to follow Section 11.	Adds a new Section on Executive Compensation Review, regarding review of the compensation package of the CEO and the Chief Financial Officer.	This language, which was recommended by the Council’s attorneys, mirrors the language of the Law
20. Change mode of delivery of financial report	Article X - Fiscal Responsibilities of The Board of Directors Section 10. Financial Reports	Strike this sentence: “A copy of the summary report shall be included with the notice of the Annual Meeting provided to the voting members pursuant to Article I, Section 5.” and replace with: “A copy of the summary report for the prior fiscal year shall be made available to Voting Members in Advance of the Annual Meeting.”	The timing of including the report with the Annual Meeting notice has been proving overly cumbersome with print deadlines. This change allows the report to be distributed electronically, still in a timely manner for the Voting Members.
21. Update Indemnification, Advances and Insurance language	Article X - Fiscal Responsibilities of The Board of Directors Section 13. Indemnification Section 14. Advances Section 15. Insurance	Substitutes Sections 13, 14 and 15 with new Section 13. Indemnification and Insurance with language recommended by Council attorneys.	This language mirrors the language of the Law.
22. Add new Article on Electronic Transmission	Article XI - Electronic Transmissions	Adds specific language about electronic communications, including that any reference to written communication may include electronic means, and written consent must be obtained from the recipient to use such form of communication.	Updates our Bylaws to include a common and expedient form of communication.

Note: in several of the above Proposed Amendments above, Section numbering and Subsection lettering are changed to insertions and/or deletions above them. These changes will all be corrected after the voting is completed and before the final amended version of the Bylaws is published.

Bylaws Amendments Proposed Individually

Proposal	Article, Section	Proposed Changes	Rationale
23. Reformulate term limits for flexibility in positions.	Article V - Board of Directors Section 3. Election and Term Section 4. Cumulative Length of Terms of Directors Article IV - Officers Section 2. Election, Term and Vacancies of Elected Officers	Current bylaws set term limits for directors at large for three terms. If they become officers, they are allowed to serve another three terms. If one then becomes Board President, another two terms are allowed. This proposal sets a cumulative consecutive term limit for serving as At-Large Director and/or Officer for six terms. Changes made in Articles IV and V which both currently have language about term limits of Officers and Directors-at-Large. There is no change to the term limits on the President.	For many years people recruited for the Board first became Directors-at-Large and then were expected to move “up” to become officers or leave the Board. The proposed change is a simplification that allows At-Large Directors to either try out being an officer and return to an at-Large position or continue being a valuable Board Member for a full 6 terms, without becoming an officer.
24. Change selection and terms of Board Development Committee Chair	Article II - Board Development Committee Section 3. Selection and Term of Chair	Currently the Chair of the BDC is appointed by the President. This proposal will allow the Voting Members to elect the Chair. It also lengthens the cumulative amount of terms a person can serve on the BDC if at least one term is as chair.	The change in cumulative terms was requested by the Board Development Committee. The Committee's role is complex, with multiple positions to fill. It will benefit their work to have flexibility in retaining Chairs with broad connections, experience and understanding of the role.

Bylaws Amendments Proposed Individually

Proposal	Article, Section	Proposed Changes	Rationale
25. Add flexibility for decision influencing meetings	Article VIII - Decision-Influencing	<p>Currently, the Board of Directors is required to annually hold at least one decision-influencing meeting, such as a Town Hall or similar meeting, in addition to the Annual Meeting, to get input on critical issues.</p> <p>That requirement will be struck and replaced with</p> <p>“opportunities for interaction with members, including, as needed, decision-influencing meetings in the form of town halls or area meetings, and other similar forums. “</p>	<p>In addition to the Annual Meeting, the Board holds town hall meetings and phone conference calls, as issues arise. Each Board member is also expected to attend at least one community outreach event and one member event each year. These engagements fill the intent of the original requirement while allowing flexibility, and allow the Board to hear from girl and adult members in a wide range of communities.</p>