

Policies

Policies

Policy: A policy is a course of action that *must* be followed.

National Policies

- Are prepared by national committees and approved by the Girl Scouts of the USA National Board of Director.
- All national policies must be obeyed by local Councils or the Council risks losing its Girl Scout charter.
- National policies may be found in the following:
Leaders' Digest Blue Book of Basic Documents

Council Policies

- Are approved and adopted by the Girl Scouts of NOARK Council Board of Directors.
- All members of the Girl Scouts of NOARK Council, girls and adults, must abide by Council policies or risk losing their troop or individual membership.
- The Girl Scouts of NOARK Council policies may be found in the following:
The Girl Scout Council of NOARK Green Guide – provided to every volunteer.
Minutes of the Board of Director – available at the Program/Service Center in Fayetteville

Girl Scouts of NOARK Council Policies

Policies on Property

Hunting at Camp NOARK – adopted February. 17, 1991

In order to help insure safety and preserve wildlife, no hunting of any sort shall be allowed within Camp NOARK boundaries at any time by any person. Furthermore, the property shall be properly posted and maintained at all times and notification publicly given relaying these wishes.

Preservation of Natural Resources at Camp NOARK – adopted February 17, 1991

In order to maintain and preserve the natural beauty of Camp NOARK, no cutting of live trees, removal of natural resources, and/or alterations to the landscape shall be allowed without proper approval of the board of directors.

Smoke-Free Environment – adopted May 23, 1993

All NOARK Council structures are designated as smoke-free in order to maintain a healthy environment for all. Smoking will be allowed in designated areas that: 1) are away from girls; 2) provide safety from fire hazards; and 3) provide a means of disposing of smoking materials

POLICIES ON FUNDING

Service Unit Funding – adopted May 7, 2005

Service Units of the Girl Scouts of NOARK Council may maintain a balance of funds based on the Service Unit Plan of Action Estimated Budget for the membership year (October 1st – September 30th). These funds are to be deposited in the Council's name in a commercial bank *as approved by the Director of Membership Services*. All monies collected in the name of Girl Scouts at the Service Unit level is subject to being audited, therefore it is important to keep accurate records.

Signature cards are required to have three signatures on the account; two members (**not related or from the same household**) of the service team and the staff membership specialist, who shall receive the monthly statements. Two duly authorized signatures are required for all withdrawals and/or expenditures.

The Service Unit bank account number and the names of individuals authorized to transact business on the account must be on file in the Council office. It is the responsibility of the Service Unit treasurer to insure that all information is kept current and on file at the Council office.

By September 30th each Service Unit shall submit the Service Unit Plan of Action Estimated Budget form for the upcoming membership year to the Director of Membership Services for approval.

By October 31st of each year Service Units will prepare and present a Service Unit Financial Report to the members of the Service Unit and submit the report to the Director of Membership Services.

A portion of Service Unit funds *must* be used to provide financial assistance to girls and/or adults.

Debit cards are not allowed for the Service Unit accounts.

Service Units may receive funds from the following sources:

- A portion of the Girl Scout cookie program as determined by the Council Board of Directors
- Disbanded troop/group funds
- Solicitation of contributions or goods from individuals or groups

If the Service Unit Plan of Action Estimated Budget shows financial need, money-earning projects may be undertaken by the adult members of the Service Unit upon approval of the Service Unit Money-Earning Application to the Director of Membership. The funds are for Service Unit expenses and may not be divided among the troops. Solicitations and money-earning projects will not be allowed during the "blackout period" established by United Ways, Council fund drives, or during the Girl Scout Cookie Program.

Service Unit funds belong to the Service Unit membership and may not be divided among individual members.

For Service Units that have a checking account balance greater than \$500.00 on October 1st :

The funds not budgeted for use during the first quarter (October 1st – December 31st) will be sent to the Girl Scouts of NOARK Council. This money will be placed in a restricted account monitored by the Girl Scouts of NOARK Council for exclusive use by the Service Unit. The Service Unit will send in the Quarterly Request for Service Unit Funds and upon approval a check will be sent to the Service Unit Treasurer.

Troop/Group Funding – adopted May 7, 2005

Troops/Groups of the Girl Scouts of NOARK Council may maintain a balance of funds. These funds are to be deposited in the Council's name in a commercial bank as set up by the Service Unit Treasurer. All monies collected in the name of Girl Scouts at the Troop/Group level is subject to being audited, therefore it is important to keep accurate records.

Signature cards are required to have three signatures on the account; two adult members of the Troop/Group (**not related or from the same household**) and the Service Unit Treasurer, who shall receive the monthly statements. Two duly authorized signatures are required for all withdrawals and/or expenditures.

The Troop/Group bank account number and the names of individuals authorized to transact business on the account must be on file (*Annual Troop/Group Bank Account Agreement Form*) in the Council office. It is the responsibility of the Service Unit Treasurer to insure that all information is kept current and on file at the Council office.

Policies on Funding *(continued)*

Troops/Group leaders will submit the *Troop Detailed Cash Report* three times a year.

Debit cards are not allowed for troop/group accounts.

Troops/Groups may receive funds from the following sources:

- Troop/group dues or activity fee from parents.
- For Brownie, Junior, OGCS Member (Older Girl) troop/groups, a portion of the Girl Scout cookie program as determined by the Council Board of Directors.
- For Brownie, Junior, OGCS Member (Older Girl) troop/groups, a portion of the Girl Scouts of the USA calendar sale as determined by GSUSA.
- Solicitation of goods from individuals or groups.

Troop/Group funds belong to the troop membership and may not be divided among individual members.

Troop/Group Money-Earning Activity – May 7, 2005

Money earning projects may be applied for (*Troop/Group Money-Earning Application*) if the troop/group budget shows a financial need after participation in the cookie program.

- Brownie Girl Scout troops are allowed to participate in money-earning projects if it includes a requirement to earn a Try-It.
- Junior Girl Scout troops may be allowed one (1) project in addition to the Girl Scout calendar and cookie program.
- OGCS Member (Older Girl) Girl Scout troops may be allowed two (2) projects in addition to the Girl Scout calendar and cookie program. In special circumstances, OGCS Member (Older Girl) troops may be granted permission for additional money-earning projects.

Procedure for money-earning projects:

1. The Director of Membership Services must approve all money-earning projects.
2. Money-earning projects will not be allowed during the “blackout period” established by the United Ways, Council fund drives, or during the Girl Scout Cookie Program.
3. All Safety-Wise standards concerning troop/group money-earning must be adhered to.

Policies on Public Relations

Designated Spokespersons – adopted August 4, 1985; amended May 21, 1995

The Executive Director and/or Council Board President are designated as the only spokespersons for Girl Scouts of NOARK Council. This encompasses situations including, but not limited to, serious accidents, major emergencies, and/or fatalities. The Executive Director and/or the Council President may designate other persons to fulfill the role of designated spokesperson in their absence.

Policies on Camping

Troop/Group Overnights and Camping – adopted July 30, 2005

At least one adult who has completed Troop Campout training must accompany any troop/group wishing to participate in the following activities:

- Use of a fireplace or campfire
- Hiking without a guide
- A one or two overnight trip in tents at a developed campsite (Camp NOARK, state or national parks)

For any other form of camping (travel camping, camping trips longer than two nights, camping at a site other than at a developed campsite, backpacking, primitive camping, etc.) troop/group must have approval by the designated NOARK council staff member.

Policies on Health and Safety

Drivers - adopted February 24, 1985

Any person transporting Girl Scouts must be 21 years of age, hold a valid driver's license, and be covered by adequate liability insurance.

Drivers – adopted July 30, 2005

A relief driver is required for any troop/group trip of more than four hours by car.

Contacts – adopted July 30, 2005

All agreements, contracts, and waivers that are required for a troop/group or service unit must be signed by NOARK's Council's executive director including but not limited to, use of vehicles or building sites.

Troop/Group Leadership – adopted July 30, 2005

If the leadership team is from the same household another adult female not related or from the same household must be present during all troop/group meetings and related small group activities.

Policies on Program

Program Dealing with Possibly Sensitive Issues – adopted February 28, 1988; amended May 23, 1993

Where it is understood that no one is better able to define what is "sensitive" for a specific troop/group than the girls, their parents, and the leaders, the following guidelines must be followed by NOARK Council troop/group leaders wishing to conduct programs dealing with a possibly sensitive topic. Before any activities are begun:

1. Parents must receive a written outline of program activities;
2. Parents must be aware that each girl has the option to participate in any or all of the activities;
3. Written parental direction must be obtained for each girl to participate or not to participate in each part of the program.
4. Consultant and resource people must be selected based on the following: * their ability and willingness to provide information rather than a point of view, * their ability to work well with the age-level.
5. A council-designated person will respond to specific concerns and/or observations of leader in specific area (i.e. suspected child abuse and substance abuse).

Revised 8/05

Girl Scouts of NOARK Council, Inc.

Volunteer Policies

Introduction

For all volunteers of Girl Scouts of NOARK Council these policies and practices are ongoing and subject to review by the Board of Directors with portions to be revised as needed.

Non-Discrimination and Affirmative Action

In Girl Scouts of NOARK Council (the Council), there shall be no discrimination against an otherwise qualified adult volunteer by reason of disability or on the basis of age. Furthermore, there shall be no discrimination on the basis of race, color, ethnicity, sex, creed, national origin, or socioeconomic status. In addition, to ensure full equality of opportunity in all operations and activities of the Girl Scouts of NOARK Council, affirmative action policies and procedures shall be utilized in the recruitment, selection, training, placement, and recognition of volunteers. Special emphasis shall be placed upon securing representation of underrepresented ethnic groups.

Membership

All volunteers participating in the Girl Scout Movement shall meet the membership standards of the Girl Scouts of the United States of America (GSUSA), be registered through the Girl Scouts of NOARK Council as members of GSUSA, and individually pay the applicable annual membership dues, except those adults who are lifetime members or who are working in a temporary advisory or consultative capacity. All volunteers shall agree to abide by the policies and principles of GSUSA and the Girl Scouts of NOARK Council.

Recruitment

Every volunteer working directly with girls or handling Girl Scout funds is required to complete a Volunteer Application. Required information in the application may include Social Security Number, a minimum of three personal references and authorization to: complete a criminal and/or financial background check, contact law enforcement and/or the central registry for sexual offender registration. Each volunteer position will have a written position description that defines specific responsibilities and schedules, clarifies expectations, and, in conjunction with performance goals, forms the basis for assessment of volunteer performance, reappointment, rotation to another position, or termination.

Selection

Every adult volunteer will be selected on the basis of qualifications for membership, ability to perform the volunteer position, and the willingness and availability to participate in training for it.

Placement

Every attempt will be made to place volunteers in positions that meet both their needs and the needs of the Council. In instances where this is not possible, the needs of the Council will take precedence over the needs of the individual. Individuals not placed in a position for which they applied may be recommended for other positions and they may request reassignment.

Appointment

Upon completion of satisfactory references and background checks a volunteer shall be appointed for a term not to exceed one year. A volunteer agreement will be completed at the time of appointment to a volunteer position.

Training

Within one year of appointment to a position, all volunteers will complete or be exempt from training designated as mandatory for that position. (See the Adult Educational Opportunities section of this Green Guide.)

Benefits

Benefits to volunteer personnel include:

- Job description;
- Liability and supplementary accident insurance as part of national and/or Council membership;
- Subscription to *Girl Scout Leader* magazine and Council publications;
- Training and other learning opportunities;
- Support on the job, with annual performance evaluation;
- Tools for recording volunteer experience;
- References upon request;
- Right to apply for financial assistance;
- Recognition and appreciation.

Performance Appraisal

Each volunteer shall be provided with the opportunity for regular review and evaluation.

Reappointment

One-month prior to completion of her or his term, each volunteer shall receive confirmation of reappointment to her or his position. Reappointment takes place only after completion of a satisfactory performance review and mutual acceptance of position accountabilities, expectations, and a time commitment.

Uniforms

A uniform is not required for participation in Girl Scouting. Purchase of a uniform is at the volunteer's expense and is encouraged. Volunteers are encouraged to wear the Girl Scout pin when they are not in uniform.

Recognition

The Council's formal recognition system will be consistent with the GSUSA publication [Adult Recognitions in Girl Scouting](#).

Resignation

A volunteer may initiate termination of services prior to the end of the term of appointment. A volunteer unable to complete her or his term shall give notice in writing to his or her supervisor as far in advance as possible. Membership in the Girl Scout Movement may continue beyond the term of a specific position and is not contingent upon current appointment to a job.

Release

Girl Scouts of NOARK Council may terminate the services of a volunteer and release that volunteer from her or his position. Any action to release a volunteer will receive careful and detailed consideration. Possible reasons for release include, but are not limited to, the following:

- Restructuring of volunteer positions;
- The elimination of the volunteers position in which a person serves;
- Inability or failure to complete the requirements of the position or to satisfactorily perform the job.
- Failure to comply with Council or GSUSA policies;
- Refusal to support the mission and values of the organization and/or Council goals;
- Misappropriation of funds or the mishandling of any financial activity;
- Excessive absence from required meetings;
- Membership in an organization whose goals are not compatible with GSUSA;
- Arrest or conviction of a crime;
- Physical, mental, verbal or written abuse directed at an individual;
- Conduct not consistent with the principles of the Girl Scout Movement and/or the Promise and Law;
- Unauthorized solicitation of funds;
- Failure to pay monies to the council in the allotted time period;
- Theft of council property;
- Profane/abusive language in the presence of girls/adults;
- Smoking or under the influence of or using alcoholic beverages and/or illicit drugs while in the presence of girls.
- False statements on the Volunteer Application or other official GSUSA or NOARK document.;
- Hostility

The Council strictly prohibits hostility in any form against not only another volunteer member, but also girl members and staff, visitors, and anyone else having some involvement with the Council. Hostility under this policy is considered to include but not limited to physical violence as well as harassment, intimidation, stalking, coercion, display of weapons, threats, and talking or joking about hostility whether in person or through some other means of communications such as writing, telephone, voice mail or electronic mail.

- Harassment

The Council is committed to an environment and climate in which relationships are characterized by dignity, respect, courtesy, and equitable treatment. It is the policy of the organization to provide all volunteers with an environment free from all forms of unlawful or unwelcomed harassment, including implied or expressed forms of sexual harassment. The Council expressly prohibits any form of harassment on the basis of race, color, religion, sex, age, national origin, or disability.

Any volunteer who feels that she or he has been subjected to harassment of any type, whether by another volunteer, Council staff member, or any agent of the organization, should promptly report the incident to a supervisor or to the Executive Director. The supervisor, upon receiving such a complaint, must report the matter to the Executive Director. The Executive Director will take appropriate measures to resolve or correct the situation in an expedient manner.

- Sexual Conduct

Girl Scouts of NOARK Council prohibits sexual conduct that the Council deems improper or inappropriate when it arises under any circumstance connected with the Council, its members, employees, volunteers, program, or other personnel or activities. The Council retains the exclusive right to determine, either before or after the conduct occurs, what conduct of a sexual nature will not be tolerated. It will rely upon for guidance the laws of the State of Arkansas. Unacceptable sexual conduct may include, but is not limited, to the following:

- Sexual harassment, unwelcomed sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature;
- Any sexual activity of whatever nature between a volunteer and girl members;
- Any and all sexual touching and bodily contact, exhibitionism, or involvement of girl members in pornographic activities or materials;
- Use of the Girl Scout name, program, activities, members, publications, or facilities in the promotion of sexual orientation or practice;
- Any display of sexual activity by volunteers or other adults in the presence of girl or adult members.

A volunteer who is the victim of sexual misconduct or has knowledge of sexual misconduct in the Girl Scout Movement should promptly report the information to a supervisor or to the Executive Director. The Executive Director will take immediate action to resolve the situation.

A volunteer who perpetrates sexual misconduct may be released from her or his Council position whether or not the sexual misconduct becomes the subject of law enforcement or court action. The Executive Director will take appropriate action immediately based upon the facts as she or he knows them.

The Council reserves the right to refuse membership endorsement or reappointment, and to dismiss or exclude from affiliation with the Council any volunteer who engages in sexual misconduct or who in conducting Girl Scout program, advocates, solicits, or promotes a personal lifestyle or sexual orientation or as to create a substantial risk, as determined by the Council, that such conduct will be detrimental to the proper role model for girl members.

- Child Abuse

Girl Scouts of NOARK Council supports and maintains environments that are free of child abuse and neglect. The Council retains the right to determine what conduct it deems abusive or neglectful, using for guidance the laws of the State of Arkansas. Child abuse or neglect of girl members will not be tolerated. A volunteer shall never inflict physical, mental, or emotional abuse or neglect upon a girl member. In the event that abusive behavior is perpetrated by a volunteer, the Executive Director will take immediate action to resolve the matter. A volunteer who engages in abusive or neglectful behavior may be released from her or his position whether or not the conduct becomes the subject of law enforcement or court action.

The Council reserves the right to refuse membership endorsement or reappointment, and to dismiss or exclude from affiliation with the Council any volunteer who engages in conduct considered by the Council to be abusive or neglectful, or who has been determined to be abusive or neglectful in another forum.

A volunteer who is released from her or his volunteer position may continue membership with GSUSA unless it is determined that she or he is not able to meet the membership requirement related to accepting the principles and beliefs of the Girl Scout Movement or to support the mission and values of the organization. In such event, the volunteer's Girl Scout membership will not be renewed.

Criminal Background

For the protection of all who participate in the Girl Scout Movement, particularly the girl members, Girl Scouts of NOARK Council deems it necessary to disqualify and decline the assistance of any volunteer who has a history of criminal conduct that is unacceptable to the Council in its exclusive discretion. The Council retains the right to determine whether or not the criminal conduct in a volunteer's background disqualifies her or him from volunteer service. Disqualification by the Council may be based upon an arrest or the charge of a criminal offense, and it need not require the conviction of a crime. The Type of criminal offense that gives rise to disqualification may be determined by the Council in its sole discretion, and such determination may or may not be made on a case by case basis as the Council finds appropriate.

In order to adequately screen volunteers, the Council may require that each volunteer fully disclose her or his criminal history, and provide any and all authorizations and information required for a criminal background check of the volunteer to be done by an agency selected by the Council. The Council may require the volunteer to pay some or all of any expense which may be incurred in obtaining a criminal background check. Any attempt by a volunteer to mislead, falsify facts, or omit information pertinent to her or his criminal history will disqualify the volunteer from service to the Council.

Grievance

A grievance is a complaint that policies and/or procedures related to a volunteer's position are not being administered properly as applied to that volunteer. Girl Scouts of NOARK Council has adopted a Grievance Procedure, which is a systematic process designed to ensure the objective hearing and orderly handling of volunteer grievances. All volunteers may use the Grievance Procedure, and may expect a fair resolution of her or his grievance without fear of retaliatory action with respect to her or his volunteer status.

Girl Scouts of NOARK Council maintains an "open door" policy regarding the concerns of volunteers. It is hoped that grievance situations can be resolved through informal conferences and communications, the goals of which are to eliminate the cause for the grievance. In the event that the grievance of a volunteer can not be resolved through informal efforts, the volunteer may request a copy of the Council's "Grievance Procedure for Volunteers". The initiation of the "Grievance Procedure" will not restrict the Council from taking appropriate action with respect to the volunteer.

The Girl Scouts of NOARK Council, Inc.

Grievance Procedure for Volunteers

Step 1:

The volunteer requests a conference with her or his supervisor to take place within 10 working days. The volunteer cites the policy or procedure that has allegedly been misapplied, misinterpreted, or violated.

If the supervisor is not a Council staff member, the appropriate staff member is informed of the complaint and the date of the conference meeting.

The Council staff member informs her or his supervisor of the complaint and conference date. This supervisor informs the Executive Director of the situation.

Step 2:

If the volunteer is not satisfied with the disposition of the grievance, the Council staff member or, if appropriate, the Council staff member's supervisor will meet with the volunteer within 10 working days following her or his initial conference.

Step 3:

In the event that the grievance is not resolved in Step 2, the staff member prepares a written report on the situation, including recommendations for her or his supervisor, and sends a copy to the Executive Director.

Step 4:

This supervisor and the Executive Director decide on what additional action to take using one or more of the following options:

- Accept the staff member's report and recommendations;
- Meet with the volunteer and hear the grievance complaint;
- Appoint a review team to meet with the volunteer.

Step 5:

Should the volunteer find the results of any of these options unacceptable, the Executive Director will make the final decision as to the resolution of the case and see that this decision is implemented.

Bylaws of Girl Scouts of NOARK Council, Inc.

ARTICLE I - The Council

Section 1. Corporation.

The corporation, Girl Scouts of Noark Council, Inc. shall be known as and referred to herein as "the Council".

Section 2. Membership of the Council.

- a. Qualifications:
All Council members shall be members of the Girl Scout movement, registered through the Council and not less than fourteen years of age.
- b. Membership of the Council shall consist of:
 1. Delegates elected according to a formula established by resolution of the board of directors;
 2. The members of the board of director; and
 3. Members of the Council nominating committee who are not otherwise members of the Council.

Those members identified in subsections b. 2 and b. 3 shall be ex-officio members of the Council. The total number of members shall not be less than seventy-five, at least two-thirds of whom are elected delegates. All members of the Council shall hold membership only for the term to which they have been elected and only for as long as they meet qualifications of membership.

Section 3. Election of Delegates.

The election of delegates and persons to become delegates for the unexpired term should vacancies occur shall be based on the girl membership as of September 30 each year, according to a formula established by resolution of the board of directors. However, the formula shall provide for the election of at least one delegate from each geographic subdivision of the Council as defined in the board of director's election formula ("geographic subdivision"). Delegates shall be elected for a term of two (2) years and shall serve for no more than three consecutive terms.

Section 4. Responsibilities.

The members of the Council shall:

- a. elect the officers of the Council, the members at large of the board of directors, the members of the Council nominating committee and the delegates and persons to fill vacancies among delegates should vacancies occur, to the National Council of Girl Scouts of the United States of America..
- b. receive and respond to reports and information from the board of directors.
- c. amend the articles of incorporation and bylaws, as provided by law.
- d. take all other action requiring membership vote.
- e. conduct such other business as may, from time to time, come before the members.

Section 5. Annual Meeting.

The Annual Meeting of the Council shall be held in April, at such time and place as may be determined by the board of directors. Notice of the 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, shall be given personally, mailed, or electronically transmitted to each member of the Council not more than sixty (60) and not less than ten (10) days before the meeting date.

Section 6. Special Meetings.

Special meetings of the Council shall be called by the president, within fourteen days, upon written request of two-thirds of the members of the board of directors or of twenty-five percent of the members of the Council, provided that at least a majority of the geographic subdivisions of the Council are represented, for any purpose within the Council at any time. 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. Notice of time, place, and purpose of the meeting shall be mailed or electronically transmitted to the Council member's address last made known to the Council by the member. Notice must be given not less than 10 days before the meeting.

Section 7. Quorum.

Twenty-five percent of the members of the Council shall be present to constitute a quorum for the transaction of business, provided that a majority of the geographic subdivisions of the Council shall have at least one delegate present at each meeting.

Section 8. Voting Procedures.

Each member present shall be entitled to one vote. Elections shall be by ballot in contested elections. A plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the members present in person and voting, unless otherwise provided by law or these bylaws or parliamentary authority, however in no event will proxy voting be allowed.

ARTICLE II - NOMINATING COMMITTEE

Section 1. Composition.

The nominating committee shall be made up of seven members, two of whom shall be elected from among the members of the board and one of whom is the immediate past president, if he/she is available and willing to serve on this committee. The chairman, if not already elected to the board of directors, shall be ex-officio a member of the board and at least the majority shall be non-board members.

Section 2. Method of Election, Terms, and Vacancies.

Members of the committee shall be elected by the members of the Council for a term of two years or until their successors are elected, and shall not be eligible again for nominating 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, and shall expire at each annual meeting of the Council. The board of directors shall have the power to fill vacancies in the committee until the next annual meeting of the Council.

Section 3. Selection and Term of Chair.

The chair of the committee shall be appointed by the Council president and approved by the board of directors from among the committee members for a term of one year during their two-year term. The chair, if not already elected to the board of directors, shall be ex-officio a member of the board. When a vacancy occurs in the chair, the Council president shall appoint a replacement for the remainder of the un-expired term.

Section 4. Quorum.

A majority of the members of the committee shall be present in person, or through agreed-upon electronic means, to constitute a quorum for the transaction of business, provided that the number of elected board members does not exceed the number of non-board members.

Section 5. Responsibilities.

The committee shall present to the membership at the annual meeting a single slate of:

- a. Nominee for the office of president
- b. Nominees for the offices of vice-presidents
- c. Nominee for the office of secretary
- d. Nominee for the office of treasurer
- e. Nominees for members-at-large of the board of directors
- f. Nominees for members of the Council nominating committee

In a meeting of the corporation held prior to the regular meeting of the National Council of Girl Scouts of the United States of America, the committee shall, in addition, present a single slate of nominees for delegates to the National Council, and a single slate of nominees to fill vacancies among elected delegates, should vacancies occur.

Nominations may be made from the floor at the annual meeting, provided the eligibility of the individual(s) so nominated has been established and is in accordance with these bylaws, and the written consent of such individual(s) has been secured and submitted to the nominating committee, with their qualifications, at least forty-eight hours before the beginning of the meeting.

Section 6. Non-participating Nominating Committee Members.

Any committee member who is absent from two consecutive committee meetings without prior notification to the committee chair, shall be deemed to have resigned his or her position. Upon vacancy, the nominating committee shall recommend a successor for approval by the board at the next regular board meeting.

ARTICLE III - PARTIAL TERMS

A person who has served more than half of a specific term in any elected position, 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 - BOARD OF DIRECTORS

Your ideas and suggestions are greatly appreciated. If you have requested a reply, we will make every effort to respond to you within 10 working days of receipt of this form.

Section 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, or the law.

The board of directors is accountable: to the membership for governing the affairs of the Council; to the board of directors of GSUSA for compliance with the charter requirements; to the state in which it is incorporated for adhering to state corporate law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.

Section 2. Composition.

The board of directors shall consist of the five officers of the Council, who shall also serve as the officers of the board of directors, and thirteen directors called members-at-large. The chair of the nominating committee, if not already elected to the board of directors, shall be ex-officio a members of the board, without privilege to vote or make motions.

Section 3. Election and Term.

The members-at-large shall be elected by the members of the Council for a term of two years or until their successors are elected, and serve for no more than three consecutive terms. Terms of office shall begin at the close of the annual meeting at which elections are held.

Section 4. Vacancies.

Except as provided in Article V, Section 2, of these bylaws, vacancies in the board of directors occurring by death, resignation, creation of new directorships, or otherwise, shall be filled by affirmative vote of the remaining directors then in office, though less than a quorum at any meeting of the board called for that purpose. Upon vacancy, the nominating committee shall recommend a successor for approval by the board of directors.

Section 5. Non-participating Board Member.

Any board member who is absent from two consecutive entire board meetings without explanatory correspondence to the president shall be deemed to have resigned and will be notified by the president that he/she is no longer a member of the board.

Section 6. Regular Meetings.

Regular meetings of the board shall be held at such time and place as may be determined by resolution of the board of directors, except that the board shall meet not less than four times each year. Notice of time, place and purpose of the meeting shall be mailed to each director not less than ten days and not more than sixty days before the meeting.

Section 7. Special Meetings.

Special meetings may be called by the president. Special meetings shall also be called by the president upon written request of one-third of the directors. The purpose of such meetings shall be stated with the call, and no business shall be transacted except that for which the meeting has been called. Notice of time, place, and agenda of the meeting shall be mailed or electronically transmitted to each board member not less than ten days, if practical, before the meeting, and in emergency situations not less than 48 hours. An emergency is any occurrence determined by a majority of the officers.

Section 8. Telephonic Meetings.

Members of the board of directors, or any committee designated by the board may participate in a meeting of such board or committee by means of conference telephone or similar such communication equipment by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 9. Quorum.

Except as provided in Sections 4 and 8 above, a majority of the voting members of the board must be present in person to constitute a quorum for the transaction of business. No proxy voting shall be allowed.

ARTICLE V – OFFICERS

Section 1. Number and Titles.

The officers of the Council shall be a president; a first and second vice presidents; a secretary; a treasurer; and the Executive Director, who shall serve ex-officio, without privilege of vote.

Section 2. Election, Term, Vacancies.

- a. The president, vice presidents, secretary and treasurer shall be elected by the members of the Council for a term of two years or until their successors are elected. They shall serve for no more than three consecutive terms in any one or more of these offices. Regardless of the number of consecutive terms any person shall have served in any of these offices, other than that of president, such person shall be eligible to serve three consecutive terms as president. Terms of office shall begin at the close of the annual meeting at which elections are held.

A vacancy among the elected officers, other than that of the president, shall be filled by the board of directors. In case of a permanent vacancy, as determined by the board of directors in the office of the president, the vice presidents will succeed in order of their rank and serve until the next annual meeting.

- b. The Executive Director shall be appointed by the board of directors and shall hold office at its pleasure.

Section 3. Duties.

The duties of the officers shall be as follows:

- a. The President. The president shall have served at least two years on the Council board of directors and shall be the principal officer of the Council, presiding at all meetings of the Council and the board of directors. The president shall be responsible for seeing that the actions of the board are carried into effect, for reporting to the elected membership and to the board on conduct and management of the affairs of the Council. The president shall be ex-officio a member of all committees established by the board. The president shall perform such other duties as are prescribed elsewhere in the bylaws and as are usual to this office.

- b. The Vice Presidents. The vice presidents shall have served at least one year on the board and in order of their rank, shall perform the duties of the president in the event of the president's absence and shall assist the president in such duties as the president shall assign. One of the vice presidents shall be appointed by the president to be responsible for 1) all internal communication between the board, the delegates and the membership and 2) to co-ordinate the work of the associations.
- c. The Secretary. The secretary shall have served at least one year on the board and be responsible for seeing that notices are issued of all meetings of the Council and the board of directors, and shall see that accurate minutes of such meetings are kept. The secretary shall manage the safe keeping 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.
- d. The Treasurer. The treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Council; monitoring disbursements authorized by the board of directors; and reporting receipt, use, and disbursements of all assets of the Council. The treasurer shall exercise the powers 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 ex-officio a member of the finance committee.
- e. The Executive Director. The Executive Director shall be the chief executive officer of the Council; shall be responsible for providing advice and assistance to the Council, the board of directors, the president and other officers, and committees and task groups; and shall be responsible for administering the total operations of the Council. The Executive Director shall have such other powers and perform such other duties as may be provided by the board of directors.

The Executive Director shall have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors.

Section 4. Removal.

An elected officer may be removed, with or without cause, by a vote of two-thirds of the total membership entitled to vote of the board of directors.

ARTICLE VI - BOARD COMMITTEES

Section 1. Establishment.

The board of directors may establish committees and/or task groups as it deems necessary.

Section 2. Composition and Appointment.

The president shall appoint the chairs and the members of committees. At least one member of the board shall serve on each committee. Upon vacancy, the president shall appoint a successor.

Section 3. Responsibilities.

Committees and task groups shall report to the board as required by the board of directors.

ARTICLE VII- ASSOCIATIONS

Section 1. Policy Influencing Units.

The board of directors shall establish policy influencing units within the Council jurisdiction, which are called associations.

Section 2. Members.

Each member of the Girl Scout Movement 14 years of age or over, registered through the Council, and residing or working in the association shall be a member of that association.

Section 3. Responsibility of the Association.

It shall be the responsibility of each association to:

- a. provide "feedback" on proposed plans, policies, and other matters referred to the association by the board of directors;
- b. submit proposals to the board of directors for improving the quality of Girl Scouting within a time cycle determined by the board of directors.
- c. perform such other duties as may be delegated by the board of directors.

Section 4. Regular Meetings of the Association.

Regular meetings of the association shall be held at least one time each year, within a time cycle determined by the board of directors. Notice of the time, place, and agenda of the meetings shall be given personally, mailed, or electronically transmitted to each member of the association not less than 10 days before the meeting.

Section 5. Special Meetings of the Association.

Special meetings shall be called at the request of the board of directors, or upon written request of at least ten percent of the members of the association directed to the board of directors. No business shall be transacted except for which the meeting has been called. Notice of the time, place, and agenda of the meeting shall be given personally, mailed, or electronically transmitted to each member of the association not less than three days before the meeting.

Section 6. Chair of the Association Meeting.

Prior to each regular or special meeting of the Association, a member of the board of directors shall be appointed to serve as chair of that particular meeting for which he or she is appointed and no longer. That board member shall provide a report of the meeting to the board of directors, at their next regular meeting.

ARTICLE VIII - NATIONAL COUNCIL DELEGATES

The delegates 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 elected members of the Council at a meeting held within one year of the regular meeting of the National Council. The board of directors, or the president in the absence of a meeting of the board of directors, shall fill delegate vacancies from among the persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner as delegates. If there be no such persons, the board of directors, or the president, in the absence of a meeting of the board, shall have the power to fill vacancies among the delegates until the next meeting of the Council. Delegates shall be citizens of the United States of America who are fourteen years of age or over, 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 - FINANCE

Section 1. Fiscal Year.

The fiscal year of the Council shall be established by the board of directors.

Section 2. Contributions.

Any contributions, bequests and gifts made to the Council shall be accepted or collected as authorized by resolution of the board of directors. Guidelines for accepting contributions must be established by the board.

Section 3. Depositories.

All funds of the Council shall be deposited in a timely manner to the credit of the Council under such condition and in such banks as shall be designated by the board of directors.

Section 4. Approved Signatures.

Approval for signatures necessary on contracts, checks, and order for the payment, receipt, or deposit of money, and access to securities of the Council shall be provided by resolutions of the board of directors.

Section 5. Bonding.

All persons having access to or major responsibility for the handling of monies and securities of the Council shall be bonded, as provided by resolution of the board of directors.

Section 6. Budget.

The annual budget of estimated income and expenditures shall be approved by the board of directors. No expense shall be incurred in excess of total budgetary appropriations without prior approval by the board of directors.

Section 7. Contracts and Debts.

Contracts may be entered into or debts incurred only as directed by resolution of the board of directors. However, the board by resolution, may authorize the Executive Director to enter into contracts for the Council.

Section 8. 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 corporation. A report of this examination shall be submitted to the board of directors and to the Girl Scouts of the United States of America.

Section 9. Property.

Title of all property, with the exception of troop equipment, shall be held in the name of the Council.

Section 10. Financial Report.

A summary report of the financial operation of the Council shall be made at least annually to the membership and to the public in such form as applicable laws or regulations require.

Section 11. Legal Counsel.

Independent legal counsel should be retained by the board of directors to:

- a. ensure compliance with federal and state requirements;
- b. review and advise on any, and all, legal instruments the Council executes, such as leases, contracts, property purchases, or sale;
- c. review and advise on any official statements developed for the media (print, television, or radio).

Section 12. Investments

The Girl Scouts of NOARK Council, Inc. 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 in behalf of, the Council if any 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.

Section 13. Indemnification.

Indemnification shall be provided by resolution of the board of directors OR in accordance with the state code, and the Articles of Incorporation.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Newly Revised* shall be the parliamentary authority governing the meetings of the Council board of directors, associations, and all committees, subject to the laws of the state, the articles of incorporation, these bylaws, and any special rules of order adopted by the organization.

ARTICLE XI - AMENDMENTS

These bylaws may be amended by a two-thirds vote of members of the Council present and voting at any meeting of the Council. Any proposed amendments shall first be submitted to the Board of Directors and the association meetings immediately preceding the Council meeting before it shall be eligible to be included in the notice of the Council meeting. No amendment may be voted upon which has not been included in the notice of the Council meeting.