



Jennifer Smith Turner  
Chief Executive Officer

Dear Delegate:

Happy Cookie Season!

We hope this New Year finds you well. Things have been really moving along and it's hard to believe that we are in February already. The Board of Directors and the Strategic Learning GAP teams have been very busy working on our strategic plan and are very pleased to roll it out to you at the upcoming Delegate Meetings.

Over the past year we have reported on the Strategic Learning Process we have been going through and on Jan. 22, 2011 the board approved the strategic plan for Girl Scouts of Connecticut. We are very excited to share with you some of the key outcomes of our process. Our strategic focus areas were: Visibility, Recruitment and Retention, Innovation, Fund Development and Capacity. Many of the focus areas identified bold steps to address the challenges of growing and moving forward and to fulfill our mission to be Connecticut's recognized girl empowerment organization dedicated to lifelong success through values based leadership development and personal growth.

Among several of the upcoming proposed changes include revisions to the Bylaws. We will be walking the delegates through the proposed changes during the Delegate Meetings. There will be an open comment period on the draft bylaws from now through March 7<sup>th</sup>. We ask you to submit your comments to **Hollen Monroe, [hmonroe@gsofct.org](mailto:hmonroe@gsofct.org)** for consideration by the Board.

In order to engage our delegates moving forward we have put together a packet of materials for your review and comment. Among the items in this packet include:

- The Agenda for the Delegate Meetings
- 2011-2014 Strategic Plan
- Frequently Asked Questions about the Governance Changes
- Draft Bylaws
- Supporting Documents

Delegate meeting are scheduled throughout the state. Please feel free to attend whatever meeting time and location that fits into your schedule. The meetings will be held:

- Thursday, February 3, 6:00 pm at Wood-N-Tap Restaurant, Farmington. *Snow day is February 10.*
- Thursday, February 10, 2011 at 7:00 p.m., Waterbury Service Center. *Snow date Wednesday February 16, 2011*

- Saturday, February 26, 2:00 p.m. to 4:00 p.m., Camp Candlewood
- Wednesday, February 16, 6:30 p.m. to 8:00 p.m., North Haven Service Center
- Monday, February 28, 7:00 p.m. to 8:30 p.m., North Windham Service Center
- Thursday, March 3, 7:00 p.m. to 8:30 p.m., Wilton Service Center

We look forward to seeing you at the Delegate Meetings!

Yours in Scouting,

Teresa Younger, Chair  
Board of Directors

Jennifer Smith Turner, CEO

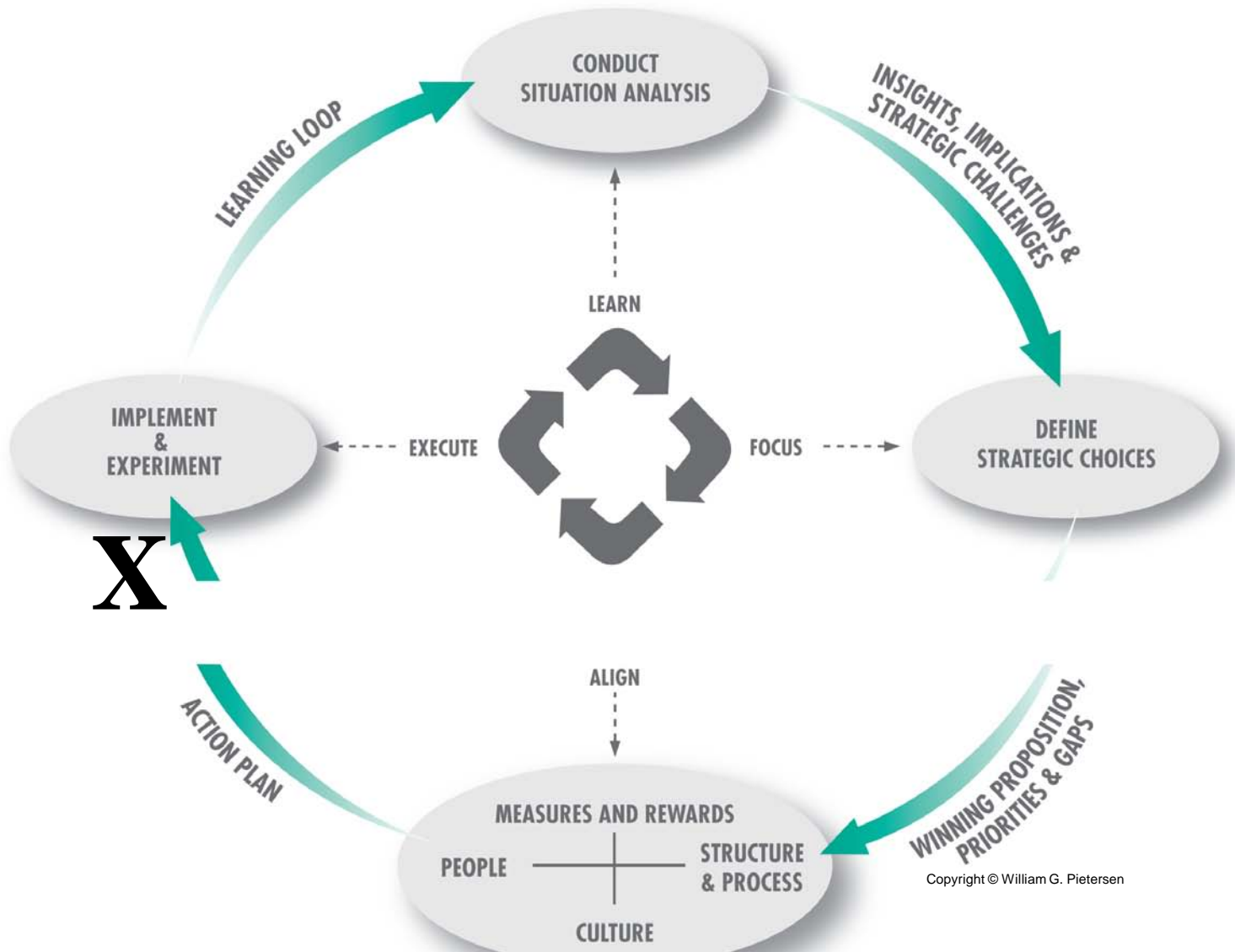


## Delegate and Membership Meetings

February/March 2011

- I. Call to Order: Introductions and Welcome-Region Chair
- II. Strategic Plan Overview- Jennifer Smith Turner, CEO
- III. Overview of Draft Bylaws and Revised Governance Structure- Teresa Younger, Board Chair
- IV. Other Business
- V. Adjournment

# Leading through Strategic Learning



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# 2008 STRATEGIC PRIORITIES

GSUSA

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

**HEDGEHOG:** To be the world's best leadership experience for girls.

**STRATEGIC FOCUS**

PROGRAM MODEL & PATHWAYS

ORGANIZATIONAL STRUCTURE & GOVERNANCE

BRAND

VOLUNTEERISM

FUNDING

**2008 TOP PRIORITIES**

**LAUNCH LEADERSHIP EXPERIENCE FOR GIRLS**

**BUILD 109 STRONG COUNCILS**

**LAUNCH BRAND IMAGE**

**OTHER BUDGET PRIORITIES**

- ❖ Integrate Healthy Living, STEM, Outdoor Education and Cookie Program into Leadership Experience for Girls

- ❖ CEO Meeting
- ❖ National Council Session
- ❖ New CPA
- ❖ Strategic Learning
- ❖ CEO Leadership Institutes

- ❖ Develop "One Voice" Public Policy including global perspective
- ❖ Hispanic Initiative

- ❖ Recruitment of Asian, Black, Hispanic & 18-29 year old volunteers
- ❖ Hispanic Initiative

- ❖ Alumnae Project
- ❖ Plan 100<sup>th</sup> Anniversary

HONORING CONTRIBUTION OF HUMAN TALENT

COMMITMENT TO THE MISSION

BASE OPERATIONS

LEADERSHIP DEVELOPMENT AND CULTURE CHANGE FOR GSUSA

IT INFRASTRUCTURE: INTERNET STRATEGY

**CULTURE THAT IS GIRL-CENTERED, INNOVATIVE, ALIGNED, ACCOUNTABLE AND INCLUSIVE**

# Council Strategy

May 25, 2010

2/1/2011

# Our Winning Proposition

To be Connecticut's recognized girl-empowerment organization dedicated to lifelong success through values-based leadership development and personal growth.

2/1/2011

# Our Competitive Focus

- Market – State of Connecticut
- Customer – Girls Ages 5-18
- Offerings – GSOFCT will provide accessible outcome-based leadership skills through fun, age-appropriate, values-driven flexible opportunities that align to girls' interest, where girls learn by doing.

# Key Priorities

- Visibility – establish a strong state-wide awareness of and excitement for Girl Scouting as a unique and vibrant choice for girls, volunteers and families; improve the flow and messaging consistency in internal and external communications
- Recruitment and retention – develop strategies for girls and volunteers focused on diversity and flexibility to maintain and grow our membership.
- Innovation – develop cutting-edge strategies that leverage technology and all systems and processes to their fullest to meet future needs
- Fund Development – substantially increase contributed income to support a vital state-wide Girl Scout Movement.
- Capacity – develop strategies to solidify the organization’s foundation to implement and succeed at the winning proposition:
  - Governance – implement a dynamic and flexible governance culture
  - Effective utilization and management of all properties
  - Diversification of revenue
  - Effective strategic alliances
  - Streamlined operations

2/1/2011



# 2011– 2014 Strategic Plan

Mission: To be Connecticut’s recognized girl empowerment organization dedicated to lifelong success through values based leadership development and personal growth.

## STRATEGIC FOCUS

VISIBILITY	RECRUITMENT & RETENTION	INNOVATION	FUND DEVELOPMENT	CAPACITY
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## 2011 PRIORITIES

Build a robust and focused marketing strategy for the Council	Integrate program model & pathways consistently throughout the council	Implement process improvement for operations throughout the Council	Stabilize fund development infrastructure and create an extensive training component to position GSOFCCT to achieve \$5 million in annual contributed income and build a \$10 million investment portfolio	Implement a high-performance governance system giving our members, both girls and adults, appropriate voice in Girl Scouting in the state
Implement 100th anniversary initiatives	Expand the concept of the Hispanic Membership & Marketing Initiative (HMMI)	Create customer (care) relations unit		Create a master plan for all council properties
Advocacy - Develop one-voice “public policy” agenda statewide around our signature programs - Live Healthy/Lead Healthy; Girlz R.U.L.E.™; and STEM	Expand our signature programs - Live Healthy/Lead Healthy; Girlz R.U.L.E.™; and	Provide professional development programs for staff & volunteers		Position the council for long-term financial stability and growth with a \$20 million annual operating budget

INNOVATION	➔
TECHNOLOGY STRATEGY AND IT INFRASTRUCTURE	➔
STRATEGIC PARTNERSHIPS/ALLIANCES	➔

## GROWTH STRATEGY

Girl Scouts of Connecticut, Inc.  
Corporate Governance  
Structure

DRAFT

Board Development  
Committee

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Elected by Board

9 Members  
3 Members from Board

Develop slate for:  
All Directors and Officers  
Board Development  
National Delegates

Evaluate performance

Board of Directors

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Elected by Board

24 Directors

21 Members-at-large  
including officers

3 Membership  
Representatives \*

4 Girl Members

Fiduciary Oversight  
Set Governance Policy

\*Represent interest of girls  
& adult members  
Convene/Preside over Membership  
Meetings

## **Strategic Learning Governance Gap Team**

### **Proposed Governance Model Questions and Answers**

#### **1. How did you decide on the new governance model?**

As we have discussed at delegate meetings over the past year, GSOFC CT began a project called Strategic Learning. It is an ongoing way to articulate goals and identify the gap between where we are and where we want to be. Five gap teams were appointed headed by gap champions. One team was charged with reviewing governance. An overall Strategic Plan for 2011 through 2014 has been developed by the gap champions based on all the teams' work.

#### **2. Who are the members of the governance gap team?**

Karen Hoffman, board member and region chair, served as the gap champion for the governance gap team. The other team members are:

Teresa Younger, board chair  
Jeanne Ambrosio, delegate and region chair  
Caroline Sloat, board member and region chair  
Jeanne Milstein, delegate  
Walter Harrison, board member  
Trish Bowen, UnitedHealthcare Lawyer, Girl Scout member  
David Hadden, Corporate Counsel for GSOFCCT  
Jennifer Smith Turner, CEO  
Michael Campbell, Chief of Staff

#### **3. Does the Gap team and the Board understand and embrace the Democratic Process in Girl Scouting?**

Yes. The members of the gap team fully understand the importance of this core value for the Girl Scouts culture, as does the board. The team reviewed the recent work done by GSUSA through a Decision Influencing task group that did in-depth analysis on this value. Below are some of the findings delivered by the task group that the gap team relied upon as part of their recommendation:

### *GSUSA Decision Influencing Task Group*

- *Core values are still relevant today*
- *Voice is more critical than vote*
- *Membership access to decision makers still important*
- *Inclusiveness and two-way dialogue is essential*
- *Engaging members in broad direction setting is critical*

### *Emerging Themes – Self Perpetuating Boards*

- *System is new and councils just learning benefits and challenges*
- *More frequent and higher level of communication*
- *Board is more strategic*
- *Member input on governance is part of board meetings.*
- *Member input on operations is channeled to staff*

#### **4. Why are we looking at changing the governance structure?**

The current governance structure is not working. There are several reasons for this. The previous structure was not conceived of as Council-wide. Maintaining a concept of regions and mobilizing delegates in that configuration did not advance a unified Council. The criteria for electing delegates were difficult to implement. The delegates who also have operational functions are most interested in spending time at meetings with our Chief Executive Officer and other management staff in discussions that will benefit volunteers and program delivery. Delegates who have had governance experience—serving in a policy-influencing role--including service on legacy council boards seemingly sought to maintain a similar level of participation in Council corporate affairs. We believe that we have designed a system that will give all members a voice in and a role in implementing the 2011-2014 Strategic Plan.

#### **5. What is the goal of changing the Governance Structure?**

The new governance structure is designed to promote Council-wide voice and is open to all.

#### **6. How will we know when we've reached that goal?**

We will continue to monitor our progress with the annual reviews of the Strategic Plan. Action steps will be identified for each of the three years of the plan.

#### **7. What is the process moving forward to comment on and vote on the proposed bylaws?**



In early February all delegates will receive information on the 2011-2104 Strategic Plan and the draft bylaws. Six regional meetings have been scheduled by the current Region Chair (two for region 5). The Council CEO, Board Chair, and members of the Governance Gap Team will attend these meetings. The agenda for these meetings is update delegates and members on the Strategic Plan, to roll out the draft bylaws and to answer members' questions about the proposed changes. Comments, questions and suggestions will be taken through March 7, 2011.

The Board of Directors will take the comments and suggested changes for consideration through March. A revised draft of the proposed bylaws will be sent out to delegates in the Annual Meeting Packets in April and will be voted on at the Annual Meeting on May 4<sup>th</sup>.

### **8. Who has drafted the new by-laws?**

Two practicing Connecticut attorneys who served on the gap team have drafted the by -laws. Jennifer Smith Turner shared the draft with GSUSA and their comments are reflected in the current draft. The Board of Directors reviewed the bylaws and made additional suggestions at their January 23 meeting.

### **9. Wow. The new system is really different? Where did you come up with the idea?**

Five Girl Scout councils across the nation adopted a system without a delegate model as part of the merger process. Many nonprofit organizations use a similar model. Members of the gap team interviewed board chairs, former delegates, members and the executive directors of each of these councils. The gap team believes that it has crafted the best elements of the other councils' systems into its proposal.

### **10. What are the benefits of the system that is being proposed?**

The benefits are on both the board side and the membership generally. Members will receive an enhanced voice.

Recalling that the current system creates multiple ineffective layers between the board and the overall membership, the revised system gives girl and adult members a direct and larger voice on the board. It increases the number of girl members on the board (to four from two) and creates a direct link between the board and the membership by having 3 Membership Representatives Directors (MRD). The proposed change would engage the entire membership not just on governance issues but would create a direct link with the board on all issues-governance and there will be a point of contact within council operations for the Membership Directors to address operational issues raised by members. Additionally, the membership will have three voices on the board that are responsible for advocating the voice of the membership.



**11. Is there going to be a trial period to see if the new system works?**

The new governance system is part of the three-year strategic learning process which will be continually reviewed by the board. Additionally, strategic learning will be an item on every board meeting agenda. The MDRs will also be asked to report at the board meetings and will be placed on the agenda.

**12. We currently have 5 regional areas, reduced from 8 regional areas to become aligned with the Service Areas. Moving forward why are there only three Membership Representative Directors? What is the commitment to geographical diversity?**

We are committed to holding statewide conversations for the membership. The Board Development Committee will consider geography when identifying candidates for MRDs, along with the entire board composition.

**13. What will be the process for selecting the Membership Representative Directors?**

The determination of who will be serving on the board will go through the board development committee. At this point the commitment from the BDC will be to take nominations from the existing delegate pool. However, it is a requirement that Board members do not have operational responsibility.

**14. What role will the Board Development Committee play in this new model?**

The Board Development Committee is charged with developing the slate of nominees for all board positions. They endorse this new direction and believe that the model will provide for increased participation from members across the state. They also feel strongly that having the MRDs as full voting board members is extremely empowering for our membership. For this first round of nominations the BDC will look for nominees from the current council delegates. They have been involved in the development of the position description for the MRD and will use that as the guide in selecting candidates.

**15. Would the membership nominate and elect the MDRs?**

Names may be suggested to the Board Development Committee. The MDRs will go through the Board Development Committee like all board members. They will have a job description with specific skill sets needed to serve in this role.

**16. Can MRDs be operational volunteers?**

No. This is a requirement as determined by GSUSA.

**17. What will be the role of the Membership Representative Director?**

The MRDs will have a slightly different job description than the other At-Large Representatives. The MRDs will host at least 2 membership advisory meetings a year, to be open to the entire membership with locations to be determined but in geographically diverse areas.

**18. How did you determine that there should be 4 girl members on the board? Who will determine who they are and will there be a commitment to geographical diversity?**

One of the goals of the gap team was to engage girls more directly in Council governance.

**19. Why should members come to Corporation meetings if they don't have a vote?**

The annual meeting is a requirement for all Connecticut corporations. Members of the Girl Scouts of Connecticut should come to the Annual Meeting to learn what is happening in the Council and to hear about the activities of the board. Additionally, Annual meetings will include recognition/awards.

**20. Does this mean there won't have to be a quorum?**

Quorums are always needed in order for the Corporation to do any formal business. The quorum will be determined by the proposed new bylaws. The proposed governance system will no longer include delegates or service unit representatives so they will no longer be required as part of the quorum. Moving forward there would be Statewide Membership Meetings which will not require a quorum and will be open to the entire Girl Scout community to attend and participate.

**21. How will information be shared between the Board and membership?**

Communication with the membership will be more streamlined and direct. Through the strategic learning process GSOFCCT has committed to creating avenues to hear from our members and respond to their concerns. This will happen in two very distinct ways. There will be a new "customer service" department who will work directly with MRDs. Additionally the MRDs will host 2 statewide membership advisory meetings throughout the year to hear from the membership on all their concerns, those that are operational and those that are governance. MRDs will report on what they are hearing from the membership to the Board at their meetings and will work with the Customer Service dept. to resolve operational issues.

**22. Will the current voting membership of GSOFCCT have the ability to vote for Board nominations?**



In May 2011, yes, however, under the proposed bylaw changes moving forward the board would be a self-perpetuating board as defined in Connecticut state statutes. This means that the Board Development Committee will propose a slate and the board would vote on that slate. Board members will attend the annual meeting to meet members and be encouraged to attend other events around the Council as their schedules permit.

**23. What would be on the agenda at these Statewide Membership Meetings?**

These meetings are open and nothing has been predetermined at this point. However, these meetings will be not unlike many of the recent corporate meetings that have sought input from delegates. Agendas will probably include a report out by the MRDs on the actions of the board while seeking membership input on some governance issues. The agenda will also include time for members to ask questions and raise concerns. As there is a national convention in November 2011, there will be work with council representatives attending preceding the convention and reports following it.

**24. How will the membership connect with the MRDs to apprise them of their concerns and kudos and how will the loop be closed?**

There are a couple of ways to connect to the MRD. First and foremost, membership will have MRD contact info. Additionally, notice will be shared with service units about MRDs AND the new Customer service dept. The head of the Customer Service Dept. will work closely with the MRDs. More directly, MRDs will host 2 statewide membership advisory meetings annually which will be held throughout the year and geographically diverse locations. A monitoring system will be put in place to track the process in a timely manner. We will also want to hear from you how to make this an effective mode of communication

**25. I hear that the new plan is intended to be directed toward the interests and concerns of operational volunteers, as many of the delegates are. If I am interested in information related to program and new decisions from GSUSA, how do I access that information? Will it be included in the new membership meeting system?**

It is our belief that these meetings will speed us on our way to understanding and implementing the winning proposition. As a reminder, it is:

To be Connecticut's recognized girl-empowerment organization dedicated to life-long success through values-based leadership development and personal growth.

**26. How often does the board meet?**

The board of Directors meets a minimum of 5 times a year. Additionally, board members are responsible to sit on 2 board committees.



**27. What is the timeline for activities leading up to the annual meeting on May 4<sup>th</sup>?**

Feb. 2: Delegate Packet Sent

Feb. 3-March 3: Delegate Meetings throughout the State

**March 7: Final Day to Comment on Proposed Draft Bylaws**

March 14: Board Meeting –

Early April: Annual Meeting Packet Sent

Mid-April: Executive Committee Meeting

April TBD: Delegate Conference Call

May 4: Meeting of the Corporation  
*TIME*  
Fantasia  
North Haven, CT

**28. Will these questions be updated as delegate meetings take place?**

Yes. New questions and answers will be added to the FAQ's over the next two months.

**BYLAWS**  
**of**  
**GIRL SCOUTS OF CONNECTICUT, INC.**

**ARTICLE I. GENERAL**

1.1. **Purpose.** These bylaws supplement certain provisions of the certificate of incorporation of Girl Scouts of Connecticut, Inc. (the “Corporation”) and the Connecticut Revised Nonstock Corporation Act, as amended (the “Act”). References in these bylaws to provisions of the Act shall refer to any corresponding provisions of future state law.

1.2. **Offices of Corporation.** The Corporation’s board of directors (the “Board of Directors” or “Board”) shall have the power to determine the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the Corporation and such additional offices as it shall determine in its discretion.

1.3. **Membership.** The Corporation shall register members of the Girl Scout movement according to the policies and directives of Girl Scouts of the United States of America (“GSUSA”). Only persons who are members of the Girl Scouts movement registered through the Corporation shall be considered members of the Corporation. Notwithstanding the foregoing, the Corporation shall have no voting members, as the term “members” is defined under the Act.

**ARTICLE II. BOARD OF DIRECTORS**

2.1. **Authority, Composition and Responsibilities.** All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, the Board, subject to any limitations set forth in

the certificate of incorporation. The Board of Directors shall be self-perpetuating in the manner provided under these bylaws.

In addition to those responsibilities otherwise required or authorized under the Corporation's certificate of incorporation or bylaws, or applicable law, the duties of the Board of Directors include, but are not limited to, the following:

- a. electing the officers of the Corporation, the directors of the Board, the members and chairs of all Board committees, and the Corporation's delegates to the National Council of GSUSA;
- b. ensuring the achievement of the Girl Scout mission;
- c. establishing and monitoring the enforcement of major policy matters;
- d. establishing and participating in raising funds for the Corporation;
- e. preserving the financial and ethical integrity of the Corporation;
- f. with the assistance of the CEO of the Corporation, formulating major strategic thinking, long and short-term goals, and vision statements for the Corporation;
- g. amending the certificate of incorporation and bylaws; and
- h. employing, supervising, evaluating and removing the CEO of the Corporation.

Among the voting directors specified below, there shall be three (3) membership representative directors, nominated with due regard for geographic diversity and charged with the duty to represent the views of members of the Girl Scout movement who are registered through the Corporation, consistent with the fiduciary duties of care and loyalty to the Corporation applicable to all directors. In particular, the duties of the membership representative directors include convening and facilitating at least 2 state-wide membership advisory meetings each year for the purpose of influencing policy and promoting visibility by:

- 1) serving as a liaison between the Board of Directors and Members;
  - 2) identifying and communicating member needs to the Board of Directors;
- and

3) Championing a vibrant governance culture in the Corporation.

2.2. **Number.** The Corporation shall have not less than eighteen (18) directors and not more than twenty-four (24) voting directors.

In addition, the Board shall be further comprised of the following who shall not be entitled to vote nor be counted toward a quorum: four (4) girl directors, (ii) the chair of the Board Development Committee (unless elected by the Board as a voting director), and (iii) the Chief Executive Officer. Each girl director shall be at least sixteen (16) years of age and not more than eighteen (18) years of age, a member of the Girl Scout Movement registered through the Corporation, eligible to serve in accordance with the policies and directives of the Corporation, and nominated with due regard for geographic diversity.

2.3. **Election and Terms of Office of Voting and Girl Directors.** At least annually, and consistent with an appropriate Board self evaluation of incumbent directors, the then acting directors shall elect directors to succeed those whose terms are then expiring. Such action shall be limited to approving or rejecting the slate of nominees (or individual vacancy candidates) presented by the Board Development Committee. A director's term of service shall commence upon election unless otherwise specified by the Board Development Committee.

Each voting director shall be elected to a term of three (3) years, and until his or her successor is elected. Such terms shall be staggered. The total number of elected voting directors shall be divided into three (3) classes, with each class containing approximately the same percentage of the total, as near as may be. The terms of each class will expire every three (3) years on successive years, so that in any year approximately one-third of all elected directors' terms shall expire. Voting directors shall serve for no more than two (2) consecutive terms, and shall not be eligible again until the lapse of one (1) year, except that service of a partial term of

less than eighteen months by a director shall not count toward the two (2) consecutive term limitation. Notwithstanding the foregoing, the Chair shall be eligible to serve up to one additional term in addition to the consecutive terms of service permitted above if elected to serve as Chair during such additional term.

Each girl director shall be elected for a term of one (1) year and until her successor is duly elected. Each girl director shall serve for no more than two (2) consecutive terms.

2.4. **Vacancies.** A vacancy occurring on the Board by death, resignation, creation of new directorships, or otherwise, shall be filled for the remainder of the unexpired term by a vote of the majority of the remaining voting directors then in office, though such remaining directors are fewer than a quorum. Such action shall be limited to approving the individual vacancy candid date presented by the Board Development Committee.

2.5. **Meetings and Notices.** The Board shall meet at least five (5) times annually, including the Annual Meeting of the Corporation. The Annual Meeting of the Corporation shall be held at such time and place as specifically directed by the Board. The Board or its Chair will specify an appropriate date and issue notice thereof as provided below, for the purpose of electing directors and electing officers for the ensuing year, receiving reports from the Corporation's officers, agents and committees, and transacting such other business as may properly come before the meeting. Notice of the Annual Meeting shall be in writing and shall be transmitted to all directors at least seven (7) days before the Annual Meeting.

Regular meetings of the directors may be held at such times and places as, in the opinion of the Chair or a majority of the directors, the interests of the Corporation shall require, reasonable notice having been given thereof.

Special meetings of the directors shall be held whenever called by the Chair. Special meetings may also be called by the Chair upon the written request of one-half of the voting directors. At least two (2) days' written or oral notice stating the date, time and place of special meetings shall be given to each director.

2.6. **Quorum, Action by Board of Directors and Adjournment.** A majority of the voting directors then serving shall constitute a quorum for the transaction of business, and the act of a numerical majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the presence of or act of a greater number is specifically required by these bylaws, the Corporation's certificate of incorporation, or the General Statutes of Connecticut, as amended. If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

2.7. **Action Without a Meeting.** Any action which may be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of the directors' or committee's meetings.

2.8. **Meeting by Conference Telephone.** A director or a member of a committee of the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment enabling all directors or all committee members participating in the meeting to hear one another, and participation in such a meeting shall constitute presence in person at such meeting.

2.9. **Resignations.** The resignation of any director shall be in writing and shall be effective immediately upon receipt by the Corporation if no time is specified, or at such later time as the resigning director may specify and the Corporation shall accept. Failure of a director to attend three consecutive Board meetings over a one year period without proper excuse may in the Chair's discretion be deemed a resignation.

2.10. **Removal of Directors.** Any director may be removed at any time with or without cause by the affirmative vote of a two-thirds of all directors present at a duly held meeting at which a quorum is present, provided notice of said proposed action shall have been transmitted to all directors at least two (2) days before said meeting.

2.11. **Compensation.** No director shall receive compensation for services rendered to the Corporation in his or her capacity as a director.

2.12. **National Council Delegates.** Consistent with the requirements and processes established by GSUSA, the Board shall elect delegates and alternate delegates to attend the National Council meeting in accordance with the requirements and number of delegates established by GSUSA. Such action shall be limited to approving or rejecting the slate of nominees for delegates and alternate delegates presented by the Board Development Committee. The Chair shall fill delegate vacancies from among the alternate delegates so elected. If there be no such persons, the Chair shall have the power to fill vacancies from among the Corporation's adult membership. Each delegate shall be a citizen of the United States of America, shall be elected from the active members of the Girl Scouts movement, fourteen (14) years of age and older, registered through the Corporation, and shall serve for a term of three (3) years from the date of her election, and until her successor is elected.

### **ARTICLE III. COMMITTEES OF THE BOARD**

3.1. **General.** The Board shall elect an Executive Committee and a Board Development Committee in accordance with these bylaws. In addition, the Board may elect additional standing committees, special committees, and/or task groups as the Board from time to time may consider necessary or advisable. Except as otherwise provided herein, the Chair of the Board shall appoint the chair of each committee with the approval of the Board. The membership and duties of each committee shall be set forth and determined by the Board.

Except as specifically authorized by a majority of the entire Board, all committees except the Executive Committee shall be advisory in nature and shall not have authority to act on behalf of the Corporation. Non-board members may be appointed to any committee that does not have authority to act on behalf of the Corporation. Each committee shall meet with sufficient frequency to accomplish its assigned functions, reasonable notice thereof having been provided. Each committee shall report its actions, if any, to the Board at each Board meeting.

3.2. **Quorum and Action.** At all committee meetings except for meetings of the Board Development Committee as provided for in Section 3.4 herein, a quorum for the transaction of business shall consist of a majority of members of the committee, and the vote of a majority of those members present when a quorum is present shall constitute the act of the committee. Except as provided herein, ex-officio members of any committee and non-board members shall each be counted in determining a committee quorum and shall each have the right to vote at committee meetings.

3.3. **Executive Committee.** The Executive Committee shall consist of the Chair, First Vice Chair, Second Vice Chair, Secretary and Treasurer of the Corporation, and four (4) additional members-at-large elected by the Board from among a slate of its voting directors proposed by the Chair. Each such person shall have the right to vote on, and be counted toward

a quorum of, the Executive Committee. Each member at-large of the Executive Committee shall be elected annually by the Board for a one (1) year term and until his or her successor is elected. Members-at-large of the Executive Committee shall serve no more than three (3) consecutive terms and shall not be eligible again until the lapse of one (1) year. In addition, the Chief Executive Officer shall serve as an ex-officio member of the Executive Committee, without the right to vote or being counted toward a quorum.

The Chair of the Board shall serve as the chair of the Executive Committee.

Subject to any prior limitations imposed by the Board, the Executive Committee shall have the power to transact all regular business of the Corporation during the interim between the meetings of the Board, and its actions shall have the same force and effect of action of the Board, provided, however, the Executive Committee may not: (1) fill vacancies on the Board or on any committee with the power to act on behalf of the Corporation; (2) adopt, amend or repeal these bylaws; (3) approve a plan of merger; (4) approve a sale, lease, exchange or other disposition of all or substantially all, of the property of the Corporation except as provided in Section 33-1101(e)(5) of the Act; (5) approve a proposal to dissolve, or (6) adopt a budget. The Executive Committee shall report any actions and recommendations to the Board at each Board meeting.

3.4 **Board Development Committee.** The Board Development Committee shall consist of not more than nine (9) members. The number of the Board members, not counting the Chair of the Board Development Committee, shall be less than a majority, but at least one-third (1/3) of the members of the Board Development Committee shall also be members of the Board.

At least annually, the Board of Directors shall elect members of the Board Development Committee to succeed those whose terms are then expiring. Such action shall be limited to approving or rejecting the slate of nominees (or individual vacancy candidates) presented by the

Board Development Committee. A Board Development Committee member's term of service shall commence upon election unless otherwise specified by the Board Development Committee. Each member of the Board Development Committee shall be elected for a three (3) year term and until his or her successor is elected. Such terms shall be staggered. The total number of members of the Board Development Committee shall be divided into three (3) classes, with each class containing approximately the same percentage of the total, as near as may be. The terms of each class will expire every three (3) years in successive years so that in any year approximately one-third of all committee members' terms shall expire. Members of the Board Development Committee shall serve no more than two (2) three (3) year terms and shall not be eligible again until the lapse of one (1) year, except that service for a partial term of less than eighteen months as a committee member shall not be counted toward the term limitation.

The chair of the Board Development Committee shall be elected by the members of the Board Development Committee for a term of one (1) year and may serve no more than two (2) terms as Chair. The Chair of the Board Development Committee, if not already a director on the Board, shall be an ex-officio member of the Board who shall not be counted toward a quorum nor have the right to vote.

At all meetings of the Board Development Committee, a quorum for the transaction of business shall consist of a majority of members of the committee, and the vote of a majority of those members present when a quorum is present shall constitute the act of the committee; provided however, the number of committee members who are directors on the Board does not exceed the number of committee members who are not directors on the Board.

The Board Development Committee shall:

- a. Present to the Board at the Annual Meeting of the Corporation single slates of nominees for Chair, Vice Chairs, Treasurer and Secretary of the Corporation, nominees for voting directors of the Board (including the membership representative directors), nominees for members of the Board Development Committee, and nominees for four (4) non-voting girl directors of the Board.;
- b. Present candidates to the Board to fill any vacancies that occur on the Board or the Board Development Committee;
- c. Present to the Board in accordance with the requirements and processes of GSUSA a single slate of nominees for delegates, and alternate delegates in the event of one or more vacancies, to the National Council;
- d. Evaluate the performance of the members of the Board and share such evaluations with the Board; and
- e. Perform such other duties as may be assigned by the Board.

#### **ARTICLE IV. OFFICERS**

4.1. **Officers, Appointment, Term and Vacancies.** The officers of the Corporation shall consist of a Chair, a First Vice Chair, Second Vice Chair, a Secretary, a Treasurer and a Chief Executive Officer. The following officers shall be voting members of the Board: Chair, the Vice Chairs, Treasurer and Secretary.

The Chief Executive Officer shall be hired by the Board of Directors and shall hold office at its pleasure.

The Chair, Vice Chairs, Secretary and Treasurer shall be elected at least annually by the Board to succeed those whose terms are then expiring. Action to elect such officers shall be limited to approving or rejecting the slate of nominees presented by the Board Development

Committee. Each such officer's term of service shall commence upon election unless otherwise specified by the Board Development Committee. Each of the Chair, Vice Chairs, Secretary and Treasurer shall be elected to a term of three (3) years and until his or successor is duly elected. Such terms shall be staggered. The total number of such elected officers shall be divided into three classes, with each class containing approximately the same percentage of the total, as near as may be. The terms of each class will expire every three (3) years on succeeding years, so that in any year approximately one-third of all such elected officers' terms shall expire.

Any vacancy or vacancies occurring in any office of the Corporation, except for that of the Chair, may be filled by the concurring vote of a majority of the remaining directors, though such remaining directors are less than a quorum, though the number of directors at the meeting is less than a quorum, and though such majority is less than a quorum. In the event of a vacancy of the office of the Chair, the Vice Chairs shall succeed in order of their rank for the remainder of the unexpired term.

4.2. **Chair**. The Chair shall preside at each meeting of the directors and shall have such powers and duties as usually pertain to the office of Chair. The Chair shall have general supervision over the affairs of the Corporation, subject to the control of the Board. The Chair shall also perform such other duties as may be assigned to him or her by the Board. The Chair shall be responsible for seeing that the actions of the Board of Directors are carried into effect, and for reporting to the Board of Directors on the conduct of the affairs of the corporation. The Chair shall be ex-officio a member of all committees and task groups established by the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors or prescribed elsewhere in the bylaws.

4.3. **Vice Chairs.** It shall be the duty of the Vice Chairs, in the absence of the Chair, to perform the Chair's duties in order of their rank. Each Vice Chair shall also perform such other duties as may be assigned to him or her by the Board or the Chair.

4.4. **Secretary.** The Secretary shall be responsible for seeing that notices are issued of all meetings of the Corporation and the Board of Directors, and shall see that minutes of such meeting 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 the Secretary, and shall exercise such other powers and perform such other duties that may be assigned by the Board of Directors.

4.5. **Treasurer.** The Treasurer shall ensure that timely and accurate financial information is presented to the Board, that financial records shall be available for inspection by any director of the Corporation, and that all reports and records required by law regarding the Corporation's financial status are submitted or retained as required. The Treasurer may cause these responsibilities to be undertaken. The Treasurer shall also cause to be performed all acts incident to the office of Treasurer and shall oversee such further duties as may from time to time be assigned to him or her by the Board or the Chair.

4.6. **Chief Executive Officer.** The Chief Executive Officer shall be the chief executive of the Corporation, subject to the control and direction of the Board. The Chief Executive Officer shall submit regular reports to the Board on the operations of the Corporation. The compensation and terms of employment of the Chief Executive Officer shall be reviewed and determined at least annually by the Board. The Chief Executive Officer shall be responsible for providing advice and assistance to the corporation, the Board of Directors, the Chair and other officers, and the committees and task groups; and shall be responsible for managing the

total operations of the Corporation. The Chief Executive Officer shall have such other powers and perform such other duties as may be assigned by the Board of Directors. 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.

4.7. **Removal of Officers.** Any officer of the Corporation who is a voting member of the Board may be removed at any time with or without cause by the affirmative vote of two-thirds of all directors present at a meeting at which a quorum is present, provided notice of such action shall have been transmitted to all directors at least two (2) days before said meeting.

## ARTICLE V. GENERAL PROVISIONS

5.1. **Gender.** All references in these bylaws to the masculine, feminine or neuter gender shall be deemed to apply equally to one or more of such gender-specific references as may be appropriate.

5.2. **Fiscal Year.** The fiscal year of the Corporation shall be determined by the Board.

5.3. **Written Notice.** Any written notice required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic means or facsimile.

5.4. **Waiver of Notice.** Written waiver signed at any time by a director or committee member entitled to notice shall be equivalent to the giving of notice. The attendance by any director or committee member at a meeting without protesting the lack of proper notice prior to the commencement of, at the beginning of, or promptly upon the director's or committee member's arrival to the meeting shall be deemed to be a waiver by such person of notice of the meeting.

5.5. **Written Signature.** Any written signature required under these bylaws or the Corporation's certificate of incorporation or by Connecticut law may be evidenced by manual,

facsimile or electronic signature, any of which shall have the same legal effect as the manual signature of the signing party.

5.6. **Amendment.** Consistent with the Corporation's certificate of incorporation, these bylaws may be amended by the affirmative vote of no less than two-thirds of all directors present at a duly held meeting of the Board at which a quorum is present, provided notice of such proposal shall have been provided to all directors at least seven days before such meeting. Notwithstanding the foregoing, a bylaw amendment which modifies the composition or authority of the Board Development Committee must be approved by the Board Development Committee.

5.7. **Transitional Rule.** Notwithstanding the foregoing, immediately following adoption of these bylaws, the Board of Directors, the Chair, Vice Chairs, Treasurer and Secretary, the Board Development Committee and the delegates and alternates to the GSUSA National Council shall consist of those persons elected at the most recent annual (or otherwise duly held) meeting of the Corporation, and shall continue to serve until their replacements are duly elected under these bylaws. The assignment of such persons to staggered terms and the length of such persons' service for term limit purposes, as applicable under the pre-existing bylaws, shall apply equally under the current bylaws. \_

The foregoing bylaws were adopted by the Board on \_\_\_\_\_, 20\_\_.

**GIRL SCOUTS OF CONNECTICUT, INC.**  
**340 Washington Street Hartford, CT 06106**  
**860-522-0163 or 1-800-922-2770 (CT Only)**  
**www.gsofct.org**

**VOLUNTEER POSITION DESCRIPTION**

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**M e m b e r s h i p   R e p r e s e n t a t i v e   D i r e c t o r**

**Elected by:** Board of Directors  
**Works in Collaboration with:** Board, Membership & CEO  
**Term:** Three Years

**Purpose:**

There shall be three (3) membership representative directors (MRD) nominated with due regard for geographic diversity by the Board Development Committee and charged with the duty to represent the views of members of the Girl Scout movement who are registered through the Council, consistent with the fiduciary duties of care and loyalty to the Corporation applicable to all directors. Each MRD shall be elected to a term of three (3) years, and serve until his or her successor is elected. MRD directors shall serve for no more than two (2) consecutive terms, and shall not be eligible again until the lapse of one (1) year, except that service of a partial term of less than eighteen months by a director shall not count toward the two (2) consecutive term limitation.

**Duties and Responsibilities:**

- Convene and facilitate at least 2 state-wide membership advisory meetings each year for the purpose of decision influencing and promoting visibility by –
  - Serving as a liaison between the Board of Directors and Members;
  - Identifying and communicating member needs to the Board of Directors; and
  - Championing a vibrant governance culture in the Council
- Facilitate the flow of information to girls and volunteers individually or thru the service units regarding relevant policy decisions of the Board;
- Represent the views of girls and volunteers in Connecticut consistent with a director's overriding fiduciary duties of the Board and Corporation.
- Report to the Board of Directors reactions, comments and concerns expressed at membership advisory meetings;
- Attend all Board meetings including the Annual Meeting of the Corporation;
- Perform such other duties as may be assigned by the Board of Directors; and
- Support a culture of philanthropy within the Council through personal giving and encouraging Members' personal commitment to giving;

## **Qualifications:**

- Active member of GSOFCT eighteen years of age or older.
- Maintain up-to-date registered membership in good standing with GSOFCT
- Embrace and understand the role of governance in Girl Scouting
- Accepts the principles of the Girl Scout Promise and Law
- Is aware and accepting of religious, educational, racial, ethnic, and socioeconomic groups within the community.
- Is committed to organizational diversity
- Supports the Council goals, policies and objectives;
- Demonstrated ability to represent the governance interests of the entire council
- Demonstrates good communication skills, sound judgment and objectivity when analyzing issues and participating in decision-making
- Available to fulfill the commitment.
- Demonstrated & proven leadership experience.
- Commitment to the mission of Girl Scouts.
- Objectivity to represent the State.
- Willingness to travel.
- Ability to bring forward the current interests of the girl and adult members.
- Financial capacity/resources.

## **Membership Advisory Meetings**

Participants at Membership Advisory Meetings may be asked to:

- provide names of possible candidates to the Board Development Committee for a slate to be presented to the Board of Directors;
- provide policy input to the Board and operational input to the CEO;
- seek input from throughout the Council in developing, monitoring and evaluating the Council's strategic plan; and
- ensure that two-way communication with active feedback mechanisms between the Board and appropriate constituents are in place.

A minimum of two Membership Advisory Meetings shall be held each year. Other meetings may be called by the Membership Representative Directors, to be held at such time and place as determined by the Membership Representative Directors.