

## **BOARD DEVELOPMENT COMMITTEE**

1. **Composition:** There shall be a board development committee of seven members. Two shall be elected from among the members of the board. Five shall be elected from among nonmembers of the board. One shall be elected from the Florida Keys. The Chief Executive Officer shall be an ex-officio member of the board development committee.
2. **Method of Election, Term and Vacancies:** Members of the committee shall be elected by the members of the council for a term of three years or until their successors are elected, and shall not be eligible again for board development committee membership until after a lapse of three years. The term of office of approximately one-third of the members 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.
3. **Selection and Term of Board Development Committee Chair:** The chair of the committee shall be appointed by the chair of the board from among the committee members for a term of one year and may serve no more than two terms as chair. The chair, if not already elected to the board of directors, shall be ex officio a member of the board. A vacancy in the office of chair shall be filled by the chair of the board for the remainder of the unexpired term.
4. **Quorum:** To constitute a quorum for the transaction of business, a majority of the members of the committee shall be present in person, or linked by telecommunication by such means that all members participating in the meeting are able to hear and speak to one another.
5. **Responsibilities:** The responsibility of the Board Development Committee shall be to present the membership at the annual meeting a single slate of:
  - a. Solicit and recruit qualified candidates for elected positions in the council.
  - b. Provide to the membership a single slate for all positions for election, including officers, directors, and board development committee members.
  - c. Provide to the voting membership at the council annual meeting held in the year preceding the regular meeting of the National Council of Girl Scouts of the United States of America, 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.
  - d. Develop in conjunction with the board of directors:
    1. Board orientation and education materials;

2. Board development materials;
  3. Methods for identifying needed skills and talents for the corporation's board of directors and committees;
  4. Methods for succession planning; and
  5. Board annual self assessment materials.
- e. Conduct board orientation and board development training sessions as needed and/or as directed by the board of directors.

## **THE BOARD OF DIRECTORS**

1. **Powers, Responsibilities and Accountabilities:** The corporate business and affairs of the council shall be governed under the direction of the board of directors, except as may be otherwise provided in these bylaws or the articles of incorporation.

The board of directors is accountable to:

- The elected membership for governing the affairs of the council, and none of its actions shall conflict with the actions taken by the Council;
- To the board of directors of GSUSA for compliance with the charter requirements;
- To the corporate laws of the State of Florida; and
- To the federal government in matters relating to legislation affecting non-profit and non-stock organizations.

### **Major Functions:**

1. Fulfilling charter obligations and corporate responsibilities.
2. Policymaking

3. Selection and performance evaluation of the executive director
4. Strategic planning
5. Fund development
6. Fiduciary oversight
7. Interaction with the community
8. Oversight of the management function
9. Review of the performance on the board and the president
10. Ensuring a system for policy-influencing between the adult membership and the board of directors.

### **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 members of the council at a meeting held in the year preceding the regular meeting of the National Council. The board of directors, or the chair of the board in the absence of a meeting of the board, 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 chair of the board 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 14 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.

Every 3 years the members of the corporation of Girl Scouts of the USA gather at a central location, in meeting, assembled, to conduct the business of the national Council. The number of delegates from each council, elected at the council's annual meeting, is specified by the Constitution of Girl Scouts of the USA. Each council is allowed one delegate plus an additional delegate for each eighteen hundred girl members in the council's jurisdiction registered with Girl Scouts of the USA as of September 30 of the year preceding the regular meeting of the National Council.

Each delegate must meet the following basic requirements:

- Be a citizen of the United States.
- Be a currently registered member of the Girl Scout Movement.
- Be 14 years of age or older.
- Possess the ability to think and act wisely as a member of the deliberative body setting broad directions.
- Be able to represent the points of view of various ethnic, racial, educational, civic, religious, and socio economic groups.
- Be willing to prepare thoroughly on the issues and business that will come before the National Council Session.

The president and the executive director by virtue of their positions are often elected as delegates.

### **Selection of Nominees**

It is essential that the background and experience of each potential nominee for a National Council delegate be considered as carefully as those of corporate officers and directors of the council, since individuals who accept nomination and election from councils as delegates to the national Council assume one of the major rights and one of the most serious responsibilities in Girl Scouting.

### **Delegates are responsible for:**

- Approving the agenda and standing rules of the meetings.
- Voting on constitutional amendments.
- Electing the officers and members-at-large of the National Board of Directors.
- Listening to and assessing stewardship reports.
- Reacting to reports on innovation and progress in major areas such as program redesign, membership initiatives, corporate management, communications, and fund development campaigns.
- Participating in floor debates.
- Voting on proposals submitted by councils and the national Board of Directors.

Appropriate nominees for council delegates to the national Council are persons in councils who are responsible for strategic planning – officers, executive directors, board members, association chairs, and people who have served as delegates in their own council. Executive staff members may serve as delegates provided the number of executive staff does not exceed the number of volunteers elected as delegates. The council president should be selected because she or he is responsible for the governance of the council; the executive director because she or he is responsible for the management of all council operations. Additionally, many of the discussions that take place at the national council are carried over, to be reported on or reacted to at national policy-influencing meetings that are attended by the president and the executive director of each council during the triennium.