

Bylaws Task Group Report April 2010

The Bylaws Task Group was formed to review our current bylaws and recommend changes that would benefit Girl Scouts in Heart of Pennsylvania. Our current bylaws were written by the Council Realignment Committee and have been in place since our Council formed in 2007. The Board of Directors felt it was time to review the bylaws to insure they are practical, insure representation by all our constituents and are fair.

A copy of the bylaws, marked with the changes noted below, is available and is entitled "GSHPA bylaws amended 1.19.10."

CEO as a voting member of the board: Recently, the United Way of York County expressed concern about our CEO being a voting member of the Board of Directors. They have discontinued partnerships with other organizations for this reason. We feel it's important to keep our relationships with all our United Ways viable, therefore we recommend amending the bylaws to make the CEO position a non-voting position.

Election, Term and Vacancies of Delegates: The bylaws currently require 33% of the troops/groups in a service unit to be present to constitute a quorum for the purpose of electing Service Unit delegates. As this may present a problem for delegate elections, we propose changing the requirement to 25% to insure delegate representation at the Annual Meeting from as many Service Units as possible.

Proposal time frames for the Annual Meeting: The task group recommends setting a deadline for proposals that would allow time for the board to review all proposals and for the delegates to discuss them at the Spring Delegate Meetings. We recommend changing the bylaws to state that proposals must be submitted no less than 100 days prior to the Annual Meeting.

Composition of the Board of Directors: Our current bylaws allow ten (10) to fifteen (15) members-at-large on the Board of Directors. Due to our large geographic footprint, to insure representation of all areas of the Council on the board, we're recommending a change to allow a range of twelve (12) to twenty (20) board members-at-large.

Conducting an Annual Meeting using electronic means and definition of "Present" for meetings: Currently, board meetings, board committee meetings, and other Council meetings may be held via electronic means. Members of the board, board development committee members, and members of other committees of the Council are considered present at any meeting of the corporation if they participate via electronic means. Only delegates are required to attend a meeting in person.

In order to accommodate our large geographic area and insure representation by delegates throughout the Council, we recommend allowing delegates to attend meetings, including Annual Meetings, "electronically." The staff is already working on reliable means for electronic meetings, to include teleconferencing and video conferencing.