

# Resources for Council Delegates



**Girl Scouts of Kentucky's Wilderness Road Council**  
2277 Executive Drive  
Lexington, Kentucky 40505-4807  
859-293-2621 \* 800-475-2621  
Fax: 859-299-3692  
[www.gskentucky.org](http://www.gskentucky.org)



# Council Delegate Manual

Girl Scouts of Kentucky's Wilderness Road Council wants to thank you for your commitment to serve as a council delegate.

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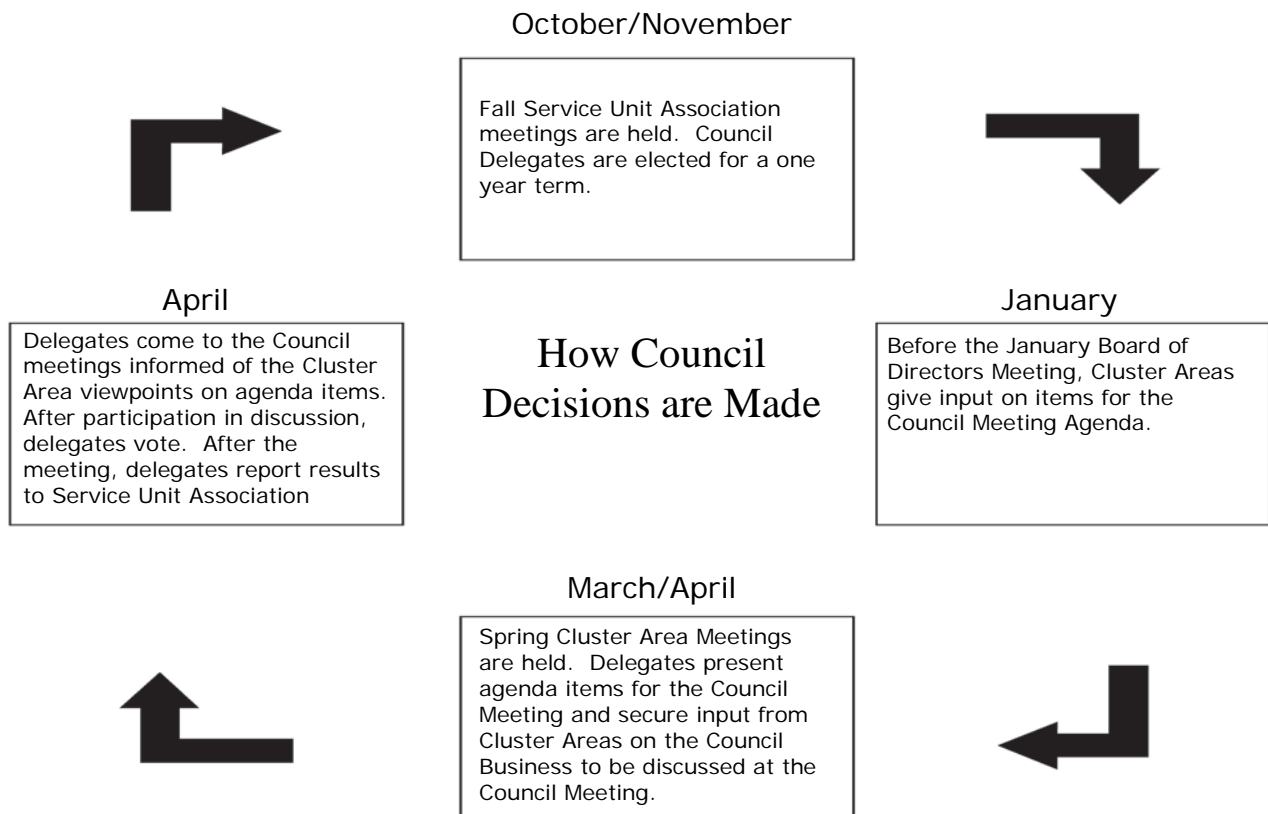


# Introduction

The purpose of this booklet is to help interpret the role of the Council Delegate. It is through the Council Delegates that direction is given to the Council.

The Girl Scout movement in the United States is committed to guiding all its activities by democratic process. This is evidenced at all levels, from the decisions made by girl members in a Brownie Ring to the deliberation of the National Council.

Girl Scouts has created a variety of systems for involving its membership in the democratic process. According to Webster, a democracy is a system in which "supreme power is vested in the people and exercised by them... through a system of representation usually involving periodically held elections." Girl Scout Members exercise the power through their elected delegates, using a system of representation at the Annual Council Meeting.



## Decision Influencing

A decision influencing process is a planned communication system designed to ensure broad based participation in the direction setting (governance) activities of the council. Being part of the decision influencing process is an investment of time and effort that results in achieving the GSKWRC mission. Participation in the process is a necessity in achieving Girl Scouting's full potential in serving the unique needs and interests of girls in our 67 counties.

Open and honest two-way communication is essential if the democratic process in Girl Scouting is to work effectively. The Board of Directors will make every effort to keep all members informed and to provide opportunities for seeking member input. The area association chairs, delegates, and all interested members have the responsibility to participate in such opportunities and to pass on constituent input to the board.

"Policy-influencing" groups are area chairs, council delegates, and area nominating committee members. These volunteers, who probably also fill positions as operational volunteers, serve as a bridge between area associations and the Board of Directors.

Council delegates are elected by members of each area association; they and the area chairs vote at the Annual Council Meeting to elect officers and members of the board, and respond to issues affecting the direction of the council, and to express their area's wishes and concerns regarding the overall operations of the council. All members of policymaking or influencing groups are volunteers.

As a council delegate your participation is beneficial within the Council at many levels:

- You gather ideas from the membership on critical issues.
- You present items under consideration by Council so that your Service Unit is heard.
- You keep your Service Unit informed.
- You can encourage older girls to assume leadership as Council delegates. Girls 14 and older are eligible to represent their Service Units. Older girls are always invited to attend association meetings.

### Decision- Influencing Structure

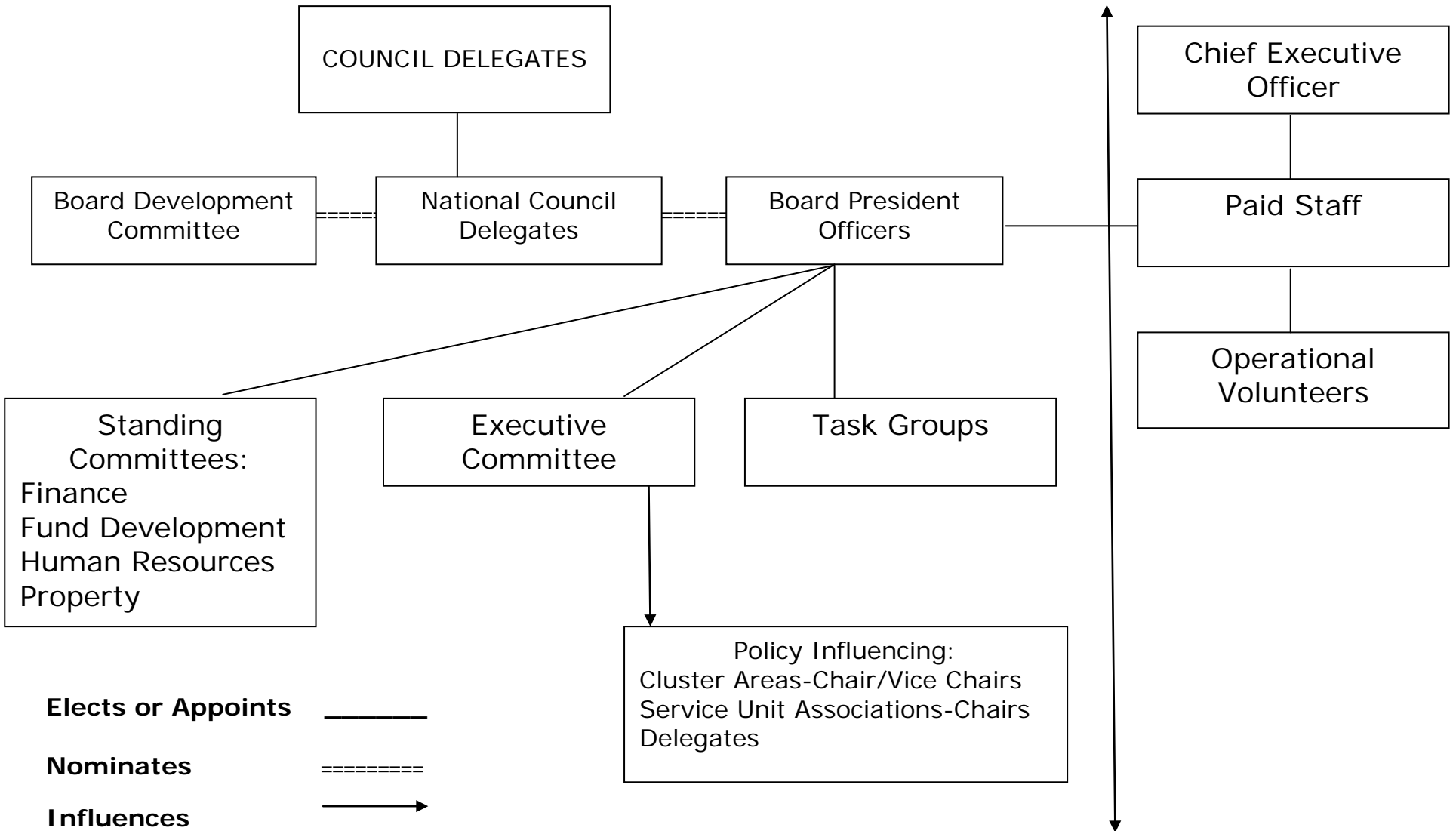
1. *Service Unit Associations:* The governance bodies in each of the 5 cluster areas of the Council. Each service unit association will conduct a fall meeting for the members of their association. These meetings will be conducted in late September or October.

2. *Area Clusters:* A geographic subdivision of the Council *territory*. The Council has 5 area clusters; Ken O Valley, Jenny Wiley, Mt. Laurel, Bluegrass and Licking Valley. Area cluster meetings are held in the spring prior to Annual Meeting.

# Girl Scouts of Kentucky's Wilderness Road Council Council Governance Structure

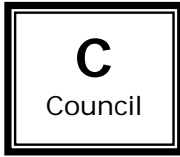
## DECISION INFLUENCING MODEL

## OPERATIONAL





**Volunteer Position Description**



Name: \_\_\_\_\_

Service Unit: \_\_\_\_\_

**Position Title:** Council Delegate

**Reports To:** Service Unit Association

**Term of Appointment:** One-year Renewable

**Position Summary:** Promotes interest in the affairs of the Council among the general membership and gives direction for Girl Scouting within the Council’s jurisdiction.

**Duties and Responsibilities:**

1. Study the Council Meeting agenda and information that will be sent to all delegates at least one month prior to the date of the Council meeting. Seek further clarification if needed.
2. At the Spring Cluster Area meeting, prior to the Council Meeting, present and interpret Council Meeting agenda.
3. Come to the Council Meeting fully informed in the Service Unit Association’s viewpoint on the agenda items, but not instructed on how to vote.
4. After listening and participating in the discussion, base vote on what will be in the best interest of the total Council.
5. Report back to the Service Unit Association on the results of the discussions and of the actions taken.
6. Notify Cluster Area chair if unable to attend Council Meeting in order that Cluster Area Chair can select an alternate to attend.

**Qualifications:**

1. Be a registered member of Girl Scouts of the USA.
2. Become knowledgeable about affairs affecting the Council.

**Time Commitment Required:** 12 hours over a 12-month period.

**I understand and agree to the duties, responsibilities and qualifications of this position.**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Date**



**Volunteer Position Description**



Name: \_\_\_\_\_

Service Unit: \_\_\_\_\_

**Position Title:** Service Unit Association Chair

**Reports To:** Council President and Cluster Area Chair

**Term of Appointment:** One year. Not to serve more than 2 consecutive terms.

**Position Summary:** Responsible for running one meeting a year (September or October) for your service unit association. Meeting will include presentation of awards, selection of delegates to serve at the Annual Meeting and any policy influencing issues

**Duties and Responsibilities:**

**Ensure that the service unit association responsibilities are carried out:**

- 1. Conduct the fall service unit association meeting which elects delegates.
- 2. Advise on proposed plans, policies and other matters referred to the service unit association and present them to the service unit association.
- 3. Make recommendations to the field vice president of the Council for the appointment of the cluster area chairs and vice chairs.
- 4. Submit proposals to the board of directors for improving the quality of Girl Scouting.
- 5. Perform such other duties as may be delegated by the board of directors.

**Qualifications:**

- 1. Believe in the aims and purposes of the Girl Scout movement.
- 2. Follow the guidelines established in *Safety-Wise* and the *Blue Book of Basic Documents*.
- 3. Be a registered member of GSUSA, and be supportive of Girl Scouts of Kentucky's Wilderness Road Council.
- 4. Be able to work with adults and to delegate and share authority.
- 5. Know, or be willing to learn, about the Girl Scout organization and council.
- 6. Be able to meet deadlines and responsibilities, and to maintain confidentiality.

**Time:** One meeting a year (September or October).

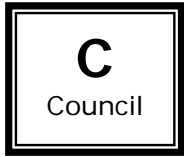
**I understand and agree to the duties, responsibilities and qualifications of this position.**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Date**



**Volunteer Position Description**



Name: \_\_\_\_\_

Service Unit: \_\_\_\_\_

**Position Title:** Cluster Area Nominating and Resource Committee

**Position Summary:** To recruit qualified volunteers needed to fill the positions of Cluster Area Chair, Cluster Vice Chair, members of the Cluster Area Nominating and Resource Committee and to present this slate of nominees to the Cluster Areas for action. The committee will promote adult recognitions and select volunteers to be recognized at the Service Unit Associations and Cluster Area levels.

**Term of Appointment:** One year term and shall be eligible to serve two consecutive terms.

**Duties and Responsibilities:**

Cluster Area Positions:

1. Determine vacancies that need to be filled on an ongoing basis.
2. Determine the qualifications needed to do the position and identify people to fill the vacancies.
3. Ascertain their willingness to serve the Cluster Area in the proposed position.
4. Attend the Spring Cluster Area meeting to present the slate for Cluster Area Chair and Cluster Area Vice Chair as vacancies occur or terms end. (Cluster Areas will make recommendation to the Board of Directors. The President will make appointment subject to the approval by the Board.)
5. Attend the Annual Council Meeting.

Adult Recognitions:

1. Keep abreast of adult recognition system; help with interpretation and promotion in the Cluster Area.
2. Help with the identification of candidates for recognition.
3. Review applications for Service Unit Associations and Cluster Area level awards and make selections.

**Qualifications:**

1. Be a registered member of Girl Scouts of the USA.
2. Knowledge of the adult recognition system.
3. Knowledge of Area positions.

**Time Commitment Required:** 15 hours over a one-year period

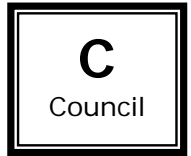
**I understand and agree to the duties, responsibilities and qualifications of this position.**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Date**



## How Business Gets to the Council Meeting



Items for consideration at the Annual Council Meeting may be initiated either by Cluster Area Association action or by the Board of Directors. Before items are put on the agenda they will be studied by the Board and its committees to determine if appropriate for Council consideration. A matter is considered appropriate if:

1. It affects a majority of the membership
2. It represents a major change in direction
3. It requires active support of the membership
4. It deals with questions of board policy or direction

Following is the time schedule for presenting proposed items for the Council Meeting:

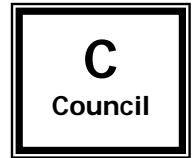
1. Cluster Area Association and committees will submit, before the January Board Meeting items to be considered.
2. If appropriate, the items with supportive information will be in the mailing sent each Council Delegate thirty (30) days before the Council Meeting. If an item is decided to be inappropriate, the group submitting it will be notified and an explanation given.

Cluster Area Associations are urged to bring matters of general Council concern to the Board at any time by using the Referral and Action form. An example of the form follows.





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## Referral and Action Form

Date \_\_\_\_\_

To: President and Executive Director

From: \_\_\_\_\_ Phone (\_\_\_\_) \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

**Subject:**

**Concern:**

**Recommendation for Changes:**

Send mail to the above address. You will receive a reply within 20 working days.

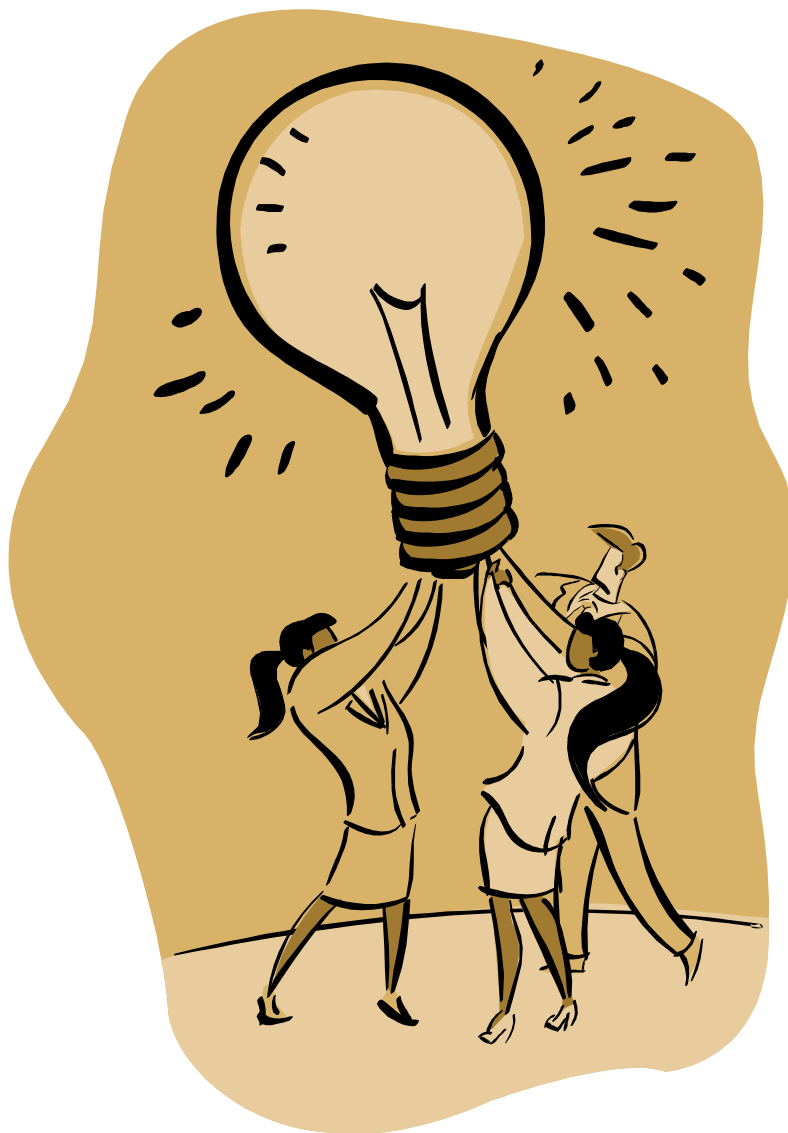
**For Management Use Only**

**Reply:**

Date of Reply \_\_\_\_\_

## Prospect Referrals to the Board Development Committee

Council Nominating Committee members are elected by delegates of the Council at the Annual Council Meeting. This committee is responsible for presenting at the Council Meeting a slate of nominations for Council officers and Board members and a slate of nominations to succeed nominating committee members whose terms expire. Another duty of the committee is to present a slate of nominations for National Council Delegates. This is done at the Council Meeting one year prior to the National Council Meeting. The Nomination Committee arrives at these slates through prospect referrals from Girl Scout volunteers. Following is an example of the form to use in making referrals to the Nominating Committee.





## Board of Directors/Committee Member Referral



Name \_\_\_\_\_

Address \_\_\_\_\_

Telephone Number (Home) \_\_\_\_\_ (Work) \_\_\_\_\_

Employer (Prospect) \_\_\_\_\_ (Spouse) \_\_\_\_\_

Position \_\_\_\_\_

**Experience: (Please give position)**

Community Involvement (community groups, other board positions, etc.) \_\_\_\_\_

\_\_\_\_\_

Does this person have contact with other leaders in the community? \_\_\_\_\_

\_\_\_\_\_

Management Experiences (volunteer or employed) Is this person a decision-maker in their job/community? \_\_\_\_\_

\_\_\_\_\_

Special Skills (i.e. public relations, personnel, etc.) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Formal Education (If known) \_\_\_\_\_

Girl Scout Experience \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Why would this person make a good board/committee member? \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Person making referral \_\_\_\_\_ Telephone Number \_\_\_\_\_

Date form completed \_\_\_\_\_

**Return to:** Nominating Committee  
Girl Scouts of Kentucky's Wilderness Road Council  
2277 Executive Drive  
Lexington, KY 40505

*All referrals are kept strictly confidential.*



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## **Community Recognition**

Community businesses, churches and organizations are eligible to receive recognition from Girl Scouts-Wilderness Road Council for significant contributions of support to the local Girl Scout program. It may be presented to anyone not directly involved in Girl Scouting who has contributed to its promotion.

### **Recognition Format:**

#### 1. Framed Certificate

- a. To be given for support above and beyond what is considered usual, and for that aid on more than one occasion.
- b. The certificate will be signed by whomever appropriate.
- c. A minimum of one certificate may be given annually by each community. For every 50 girls above the first 100 registered, an additional certificate may be presented.
- d. These figures will be based on the year's September membership.

#### 2. Engraved Plaque

- a. To be given for continuing support of community Girl Scouting beyond what is normal for that given area.
- b. A minimum of one plaque may be given annually by each community. For every 100 girls registered above the first 100, an additional plaque may be presented.
- c. These figures will be based on the year's September membership.

### **Application Process:**

1. The application may be completed by any member of the service unit, but must have approval of the service unit manager.
2. Submit completed request to your membership specialist for the award.
3. There is no cost to the service unit for this recognition.
4. Applications will be recorded for possible future recognition at the Council level.

Recognition of support of a lesser nature may be acknowledged by the giving of a gift item available for purchase through the Council Shop or a traditional Girl

Scout "Thank You."

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## COMMUNITY RECOGNITIONS Application

Name of Service Unit Representative \_\_\_\_\_  
 Completing Form

Address \_\_\_\_\_

Phone \_\_\_\_\_

Name of business, organization or church to receive recognition \_\_\_\_\_

Address \_\_\_\_\_

Phone \_\_\_\_\_

Please describe why you feel this company, church or civic organization deserves this recognition: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

To your knowledge, have they ever received Girl Scout recognition before? If yes, when?

No \_\_\_\_\_ Yes \_\_\_\_\_, \_\_\_\_\_

Which recognition? Plaque \_\_\_\_\_ Certificate \_\_\_\_\_

Service Unit Manager signature \_\_\_\_\_

Membership Specialist signature \_\_\_\_\_

Date requested \_\_\_\_\_ Date presented \_\_\_\_\_



**girl scouts**  
of kentucky's  
wilderness road

# **BYLAWS**

## **ARTICLE I. - THE COUNCIL**

### **Section 1**

Corporation: The Corporation shall be known as the Girl Scouts of Kentucky's Wilderness Road Council and is referred to herein as "the council".

### **Section 2**

Membership: The membership of the council shall consist of the following:

- a. Delegates elected by service units as set forth in Section 3 of this Article.
- b. Members of the board of directors
- c. Members of the Board Development Committee
- d. The chair of each cluster area and service unit association.

Members of the board, board development committee, area chairs, vice chairs and service unit association chairs are ex-officio and voting members of the council.

The membership of the area associations shall be active members of the Girl Scout movement, 14 years of age or older, registered through the council.

### **Section 3**

Election of Delegates: Each service unit association shall be entitled to elect delegates and alternates to become delegates for an unexpired term should vacancies occur. The number of delegates shall be based on number of girls registered as of September 30 each year. Each service unit association is entitled to one service unit association chair, who is a delegate and at least one additional delegate and one alternate according to a formula established and administered at that time by the board of directors. Delegates, alternates and service unit association chairs are elected for a term of one year beginning January 1 or until their successors are elected.

Candidates for service unit association chairs and delegates shall be nominated from the floor of the service unit association meeting and elected by the members present.

The service unit association chair in the absence of an service unit association meeting shall fill vacancies among delegates from the persons elected to serve as alternates. Delegates and alternates who are no longer able to serve shall be replaced by election at any service unit association meeting. The CEO-Administrative Assistant shall be notified of these replacements no later than thirty days prior to a council meeting.

## **Section 4**

Responsibilities: The members of the council shall;

- a. Elect the officers of the council, the board of directors, the members of the board development committee, and the delegates and alternates to the National Council of Girl Scouts of the United States of America.
- b. Determine the general lines of direction for Girl Scouts locally, receiving and acting upon reports of the board of directors and by giving guidance to the board.
- c. Amend the articles of incorporation and the by-laws.
- 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: An annual meeting of the council shall be held in the spring of each year at such time and place as may be determined by the board of directors. Notice of the time, place and purpose of the meeting shall be mailed to each council member not less than thirty days before the meeting.

## **Section 6**

Special Meetings: Special meetings of the council shall be called by the president upon written request of one-half of the members of the board of directors or twenty-five per cent of the membership for any purpose at any time. The purpose of such meeting shall be limited to the legitimate business of the membership of the Council and shall be stated in the written request. No other business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of the meeting shall be mailed to each member of the Council not less than ten days before the meeting.

## **Section 7**

Quorum: Twenty-five percent of the members of the Council must be present in person to constitute a quorum for the transaction of business; provided that a majority of the associations shall have at least one elected delegate present at each meeting.

## **ARTICLE II – BOARD DEVELOPMENT COMMITTEE**

### **Section 1**

Composition: There shall be a Board Development Committee consisting of eight members who shall be representative of the jurisdiction. The majority shall be non-board members.

## **Section 2**

Method of Election, Term, and Vacancies: Members of the committee shall be elected by the members of the Council for a term of two (2) years or until their successors are elected and shall not be eligible again for committee membership; until after a lapse of one (1) year from the date their term expires. The term of office of approximately one-half of the members shall expire 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 elected from among the committee members for a term of one year and shall serve as chair for no more than two (2) consecutive terms. A committee member shall have served at least one (1) year on the committee to be eligible for the chair. The chair, if not already elected to the board of directors, shall be an ex-officio member of the board. A vacancy in the office of chair shall be filled by a committee election for the remainder of the unexpired term.

## **Section 4**

Quorum: A majority of the members of the committee shall be present in person, telephone or email to constitute a quorum for the transaction of business.

## **Section 5**

Responsibilities: The committee shall present to the membership at the annual meeting a single slate of (a) nominees for officers of the Council; (b) nominees for members-at-large of the board of directors; (c) nominees for members of the Council Board Development Committee; (d) and shall be responsible for Board development, Board evaluation and succession planning.

At a meeting of the Council held in the year of the regular meeting of the National Council of Girl Scouts of the United States, the committee shall, in addition, present to the membership a single slate for 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 meeting of the Council provided the council president has been informed in writing two weeks prior to the meeting, has written consent of the nominee and that the information provided to the delegates is in the same format as that provided for the rest of the slate.

## **Section 6**

Voting procedures: Each council member present in person shall be entitled to one vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested 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 by-laws.

## **ARTICLE III – PARTIAL TERMS**

A person who has served more than one-half (1/2) a specific term in office 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 in another position.

## **ARTICLE IV – OFFICERS**

1. Number and Title. The officers of the Council shall be the President, who shall have the working title of Chair; the first, second, and third Vice Presidents, who shall have the working titles of Vice Chairs; the Secretary; the Treasurer; and the Chief Executive Officer who serves without a vote.
2. Election, Term, and Vacancies. The President (Chair), Vice Presidents (Vice Chairs), Secretary, and Treasurer shall be elected by the members of the Council for a term of two (2) years, or until their successors are elected and shall serve no more than two (2) consecutive terms in any one (1) or more of these offices, except that, regardless of the number of consecutive terms any person shall have served in any one (1) or more of these offices other than that of President (Chair), such person shall be eligible to serve two (2) consecutive terms as President (Chair). Terms of office shall begin at the close of the annual meeting at which elections are held. A vacancy among the officers, other than President, (Chair), shall be filled by the Board of Directors after consultation with the Council Board Development Committee, until the next annual meeting. In the case of a permanent vacancy in the office of the President (Chair), the Vice Chairs will succeed in order of their rank until the next annual meeting.
3. Duties. The duties of the officers shall be as follows:
  - a. The President (Chair) shall be the principal officer of the Council and shall preside at all meetings of the Council Board of Directors and the Executive Committee; shall be responsible for seeing that the lines of direction given by the Council and the action of the Board are carried into effect and for reporting to the membership and the Board on the conduct and management of the affairs of the Council; shall be ex officio, with a vote, a member of all committees established by the Board; shall have such other powers and perform such other duties as may be assigned by the Board of Directors.
  - b. The Vice Presidents (Chairs) in the event of a vacancy in the office of the President (Chair) occurring by death, resignation, permanent disability as determined by a majority vote of the total Board of Directors, removal, or otherwise, shall succeed to the office of the President (Chair), in the order of their rank and shall serve the remainder of the term. In the temporary absence or disability of the President (Chair) the Vice Presidents (Vice Chairs), in order of their rank, shall preside at

meetings of the Council and of the Board. They shall have such other powers and perform such other duties as may be assigned by the President (Chair).

- c. The Secretary shall be responsible for issuing notices of all meetings of the Council, the executive committee and the board of directors and shall perform such other duties as assigned by the president, including verifying the accuracy of board and Council meeting minutes.
- d. The Treasurer is responsible for monitoring the control, receipt and custody of all financial assets, for seeing that accurate accounts are kept and for reviewing financial statements and reports. The Treasurer shall be a member of the Finance Committee, 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 (Chair) or Board of Directors.

**4. Removal.** An officer of the Council may be removed with or without cause by vote of two-thirds (2/3) of the total membership of the Board of Directors.

## **ARTICLE V – BOARD OF DIRECTORS**

### **Section 1**

Powers, Responsibilities, and Accountabilities: The corporate business and affairs of the Council shall be managed under the direction of the Board of Directors, except as may be otherwise provided in these Bylaws or in the Articles of Incorporation.

The Board of Directors is accountable: to the elected membership for managing 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 non-profit and non-stock organizations.

### **Section 2**

Composition: The Board of Directors shall consist of the officers of the Council, twenty one to twenty-seven members-at-large, two Senior Girl Scouts without a vote, and the CEO, who shall be a non-voting member. The chair of the Board Development Committee, if not already elected to the board of directors, shall be a voting ex-officio member of the board.

### **Section 3**

Election and Term: The members shall elect the members-at-large of the Council for a term of two (2) years or until their successors are elected, and no member shall serve more than two (2) consecutive terms. The term of one half of the members-at-large shall expire at each annual meeting of the Council. Regardless of the number of consecutive terms any person shall have served as a member-at-large, such person shall be eligible to be a member of the board when serving as an officer or as Chair of the Board Development Committee.

#### **Section 4**

Vacancies: The board shall have the power to fill vacancies in its own membership until the next annual meeting of the Council, except that of president and chair of the Board Development Committee.

#### **Section 5**

Non-Participating Board Members: All board members shall attend a minimum of three (3) meetings per year. Any board member who is absent from three consecutive entire board meetings without explanatory communication to the president shall be considered to have resigned, and upon approval by a majority vote of the members present and voting at any regular meeting of the executive committee, shall be notified to this effect.

#### **Section 6**

Regular Meetings: The board of directors shall hold no less than six (6) regular meetings a year at such time and place as the board may direct. Notice of time, place and purpose of the meeting shall be mailed to each board member not less than ten (10) days before the meeting.

#### **Section 7**

Special Meetings: Special meetings may be called by the president and shall be called upon written request of one-third of the members of the board of directors. The purpose of such meeting shall be stated with the request and no other business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of the meeting shall be sent to each board member not less than five (5) days before the meeting.

#### **Section 8**

Participation in Meetings through Technological Means: Any director or committee member may, with the prior consent of the Council's President, participate in a regular or special meeting of the Board of Directors or other board committees through any means of communication by which all members participating may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by such means shall be deemed to be present in person at the meeting.

#### **Section 9**

Quorum: One-third of the members of the board must be present in person to constitute a quorum for the transaction of business.

#### **Section 10:**

Removal: A voting member may be removed with or without notice or without cause by two-thirds Board Development Committee (2/3) vote of the total membership of the Board of Directors.

## **ARTICLE VI- BOARD COMMITTEES**

### **Section 1**

Establishment: The board of directors shall establish such standing and special committees and/or task groups as it deems necessary. The board of directors shall establish the functions of these committees, which shall operate under the general supervision of the board.

### **Section 2**

Appointment and Term of Chairs: The chairs of all standing committees of the board shall be appointed by the president subject to the approval of the board of directors, for a term of two years, and shall serve not more than three (3) consecutive terms. The chairs of all standing committees shall be appointed from among the members of the board. Appointments to the position of committee chairs shall be made at the next board meeting following the annual meeting of the Council, except that vacancies may be filled at any regular meeting of the board. The term of chairs shall coincide with the term of the president.

### **Section 3**

Appointment and Term of Members: Members of the board committees shall be appointed by the president on the recommendation of the chair of the respective committee and subject to the approval of the board of directors, for a term of two (2) years. Members shall not serve more than three(3) consecutive terms but may be re-appointed after a one-year absence from the committee. The term of the committee members shall coincide with the term of the president.

## **ARTICLE VII – EXECUTIVE COMMITTEE**

### **Section 1**

Composition: The executive committee shall consist of the officers of the Council and the chairs of the standing board committees.

### **Section 2**

Responsibilities: There shall be an executive committee which shall have and may exercise the powers of the board in the interim between board meetings, except that the executive committee shall not have the power to adopt the budget, or to take any action which is contrary to, or a substantial departure from, the direction established by the board, or which represents a major change in the affairs, business or policy of the Council. The executive committee shall inform the board on action taken at the next regular meeting.

### **Section 3**

Meetings: Meetings of the executive committee may be called by the president and shall be called on the request of the committee. Notice of the time, place and purpose of each meeting shall be given to each member at least twenty-four hours prior to each meeting. For the purpose of this section, notice will be deemed to be duly given if given orally (including by telephone) or if such notice is mailed or e-mailed.

### **Section 4**

Quorum: A majority of the executive committee must be present in person to constitute a quorum for the transaction of business, including as provided for in Section 8.

## **ARTICLE VIII – Chief Executive Officer**

### **Section 1**

Appointment: There shall be a Chief Executive Officer who shall be appointed by the board of directors.

### **Section 2**

Responsibilities: 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 the committees and shall be responsible for administering the total operations of the Council. The Chief Executive Officer shall have such other powers and perform such other duties as may be provided 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.

## **ARTICLE IX - FIELD ORGANIZATION**

### **Section 1**

Cluster Area: The board of directors shall establish within the Council's jurisdiction, geographic subdivisions known as cluster areas.

### **Section 2**

Members: There shall be within each cluster area governance bodies known as the service unit association. Each member of the Girl Scout movement 14 years of age or

over, registered through the Council and residing, working, or serving girls in the geographic subdivision shall be a member of an association.

### **Section 3**

Responsibility of the cluster areas: It shall be the responsibility of each cluster area to:

- a) Hold cluster area meetings to consider and give input to proposed plans, policies and other matters referred to the cluster area by the board of directors;
- b) Receive reports from the Board on policy issues and present to the members of the council at cluster area meetings;
- c) Review and discuss polices needs and progress of Girl Scouting in the cluster area;
- d) Carry out such other duties as may be delegated by the board of directors.

### **Section 4**

Regular Meetings: Regular meetings of the cluster areas shall be held at least (1) time per year at such time and place as may be determined by the cluster area chair. Notice of the time, place and purpose of the meeting shall be sent to each member of the area association not less than fourteen days before the meeting.

### **Section 5**

Special Meetings: Special meetings shall be called by the cluster area chair at the request of fifteen percent of the members affiliated with the association. Notice of time, place and purpose of the meeting shall be sent to each member of the area association not less than five days before the meeting. No other business shall be transacted except that for which the meeting has been called.

### **Section 6**

Quorum: The members of the cluster area present in person shall constitute a quorum for the transaction of business.

### **Section 7**

Appointment and Term of Cluster Area Chair and Vice-Chair: The President shall appoint five cluster area chairs and five cluster vice chairs from recommendations presented by the service unit associations and field vice president and subject to the approval of the board of directors. Appointment to the position of the cluster area chair and vice-chair shall be made at the next board meeting following the annual meeting of the Council, except that vacancies may be filled at any regular meeting of the board. The cluster area chair and vice-chair shall be appointed for a term of two (2) years and shall serve for no more than two (2) consecutive terms but may be re-appointed after a one-year absence.

## **Section 8**

Duties of the Cluster Area Chair: The cluster area chair shall be responsible for guiding and directing Girl Scouting in the area. The cluster area chair shall:

- a) Call and preside over the spring cluster area meeting;
- b) Ensure service unit association chairs hold association meetings;
- c) Participate in meetings of the service unit association chairs and the Council as requested;
- d) Assess and evaluate the association's work; submit written reports on a periodic basis;
- e) Review and discuss policy needs and progress of Girl Scouting in the area;
- f) Convening, if necessary, the delegates elected by the association to inform them about the issues to be considered;
- g) Carry out such other duties as may be delegated by the board of directors;

## **Section 9**

Duties of the Cluster Area Vice-Chair: The vice-chair shall participate in meetings of service unit association chairs and the Council and carry out such other duties as may be assigned by the chair. In the absence or disability of the chair, the vice-chair shall assume all duties of the cluster area.

## **Section 10**

### **SERVICE UNIT ASSOCIATIONS**

Responsibility of the Service Unit Associations: It shall be the responsibility of each Service Unit Association to:

- a) Elect delegate members of the Council;
- b) Advise on proposed plans, policies and other matters referred to the association by the board of directors;
- c) Receive reports from the board and/or cluster area chairs on policy issues and present to the service unit associations;
- d) Make recommendations to the field vice president of the Council for the appointment of the area chairs and vice chairs;
- e) Submit proposals to the board of directors for improving the quality of Girl Scouting;
- f) Perform such other duties as may be delegated by the board of directors.

## **ARTICLE X – 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 within a year of the regular meeting of the national council. The president and CEO shall be ex-officio national council delegates if otherwise eligible. The board of directors, or the president in the absence of a meeting of the board, shall fill delegate vacancies from among the persons elected to file 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 file 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 (3) years from the date of their election or until their successors are elected.

## **ARTICLE XI – FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

### **Section 1**

Fiscal Year: The fiscal year of the Council shall be January 1 to December 31.

### **Section 2**

Contributions: Any contributions, bequests and gifts for the purpose of the Council shall be accepted or collected only as authorized by 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 to the credit of the Council under such conditions and in such financial institutions as shall be designated by the Board of Directors.

### **Section 4**

Approved Signatures: All contracts, checks, orders for payments, receipt or deposit of money and access to securities of the Council shall be as provided by resolution 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 budgetary appropriations without prior approval of the board of directors.

## **Section 7**

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 and to the Girl Scouts of the United States of America.

## **Section 8**

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

## **Section 9**

Financial Reports: 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 the board of directors shall prescribe. An annual financial report shall also be submitted to the Girl Scouts of the USA.

## **Section 10**

Dissolution: In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending the reorganization of a Girl Scout council in the area.

## **Section 11**

Investments: The Treasure of the Council shall invest the funds of the Council in accordance with the direction of the Board of Directors, or any committee of the Board appointed for such purpose.

## **Section 12**

Legal Counsel: Independent legal counsel should be retained by the Board of Directors to insure compliance with federal and state requirements; review and advise on any and all legal instruments the Council executes, such as leases, contracts, property purchases, or sale.

## **Section 13**

Indemnification: Indemnification may be provided by resolution of the board of directors in accordance with the state code.

## ARTICLE XII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order: "In its latest revision" shall be the parliamentary authority governing the meetings of the Council's board of directors, area associations and all committees.

## ARTICLE XIII – AMENDMENTS

These bylaws may be amended by those present and voting at any meeting of the Council, provided that the proposed amendments shall have been included in the notice of the meeting.

Policy and Planning  
Documents/Bylaws

Revised 10/65	Revised 10/65	Revised 10/68	Revised 10/70	Revised 10/72
Revised 10/74	Revised 10/78	Revised 10/81	Revised 10/82	Revised 10/83
Revised 10/85	Revised 6/91	Revised 4/93	Revised 4/96	Revised 4/98
Revised 4/2000	Revised 4/02	Revised 4/05	Revised 10/06	
11-21-06	Board Approved as part of Council Blueprint			
04-21-07	Articles I and IX revised and approved at Annual Meeting			



**girl scouts**  
of kentucky's  
wilderness road

2277 Executive Drive, Lexington, KY 40505  
800-475-2621 • 859-293-2621 • 859-299-3692  
[www.gskentucky.org](http://www.gskentucky.org)

**Lexington Service Center (LEX)**

2277 Executive Drive  
Lexington, KY 40505  
859-293-2621  
800-475-2621  
[gswrc@gswrc.org](mailto:gswrc@gswrc.org)

**London Service Center (LON)**

280A Levi Jackson Mill Road  
London, KY 40744  
606-878-8535

**Ashland Service Center (ASH)**

207 16<sup>th</sup> Street  
Price Building  
Room 400  
Ashland, KY 41101  
606-325-2111  
866-972-5023

**Erlanger Service Center (ERL)**

607 Watson Road  
Erlanger, KY 41018  
859-342-6263  
800-716-6162

**Maysville Office/Mary Ingles (MAY)**

752 Kenton Station Rd.  
Maysville, KY 41056  
606-759-9033

**Morehead Office (MOR)**

275 E Main Street  
Morehead, KY 40351  
606-784-7292

**Paintsville Office (PAI)**

P.O. Box 208  
Paintsville, KY 41240  
606-788-0440

**Pikeville Office (PIK)**

P.O. Box 4443  
Pikeville, KY 41501  
606-437-7814

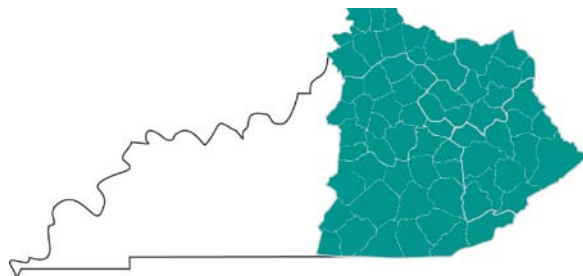
**Somerset Office (SOM)**

P.O. Box 157  
Burnside, KY 42519  
606-561-7105

**Hazard Office (HAZ)**

P.O. Box 1628  
Hazard, KY 41702  
606-693-6067

*Girl Scouts of Kentucky's  
Wilderness Road Council  
serves 25,000 girls  
in 68 counties*



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