

Girls Scouts of Kansas Heartland Proposed Bylaws Revision Summary, February 2023

Items for Consistency and Clarification:

- 1) Girl Scouts of Kansas Heartland, Inc. is referred to as “the Council” throughout the document.
- 2) Definition of Girl Scout Movement referenced to the Constitution of the Girl Scouts of the United States of America.
- 3) General formatting, numbering, and capitalization.
- 4) Remove pronouns, remove references to non-existing Section, remove reference to Nominating Committee as the Board Development Committee fills the responsibilities, remove “elected” membership as members are not elected in Article IV, Section 3.
- 5) Provide consistency in reference to Board Chair and Chief Executive Officer positions.
- 6) Clarity of how Board vacancy is handled. Article IV, Section 2
- 7) Identify National Council Delegates at elected. Article VIII, Section 3
- 8) Add a definition of “indemnitee”. Article IX, Section 13 (new Section 12)

Updated Items:

- 1) Annual Meeting notice changed from not less than 30 days to mirror State of Kansas statute “not more than 60 days nor less than 10 days prior to the meeting.” Article I, Section 3(B).
- 2) Annual Meeting quorum changed from 100 members present to 50 members present. Article 1, Section 3(C). Quorum for Special Meeting changed from 100 members present to 50 members present. Article I, Section 4(B).

Quorum for GSUSA’s National Council Session is 200 delegates. Per Kansas statute, quorum for an annual meeting will be as stated in the Articles of Incorporation or Bylaws, and if not stated, then at least 1/3 of members. By providing our members adequate notice of meeting, ability to attend in person, linked by telecommunication, or by means such that all members participating in the meeting are able to effectively communicate and participate in the proceedings, as well as, a majority of service delivery areas are represented, and a majority of participants are non-Board members and non-Board Development Committee members as defined in the Bylaws in Article 1, Section 3(C), the change in quorum should retain representation of membership and allow for business to be conducted.

- 3) Annual meeting election by “mail” changed to “an electronically transmitted” ballot as allowed by State of Kansas statute. Article I, Section 3(D)((i)). Remove the prohibition of e-mail voting. Article I, Section 3(F)((iv)) Special meeting votes may be cast in person or electronically; removed mail voting has been deleted. Article 1, Section4(C).

Per statute, if authorized by the Board, ballots can be submitted by electronic transmission so long as it can be determined the ballot was authorized by the member. In Section 3(D)(i) above "electronically transmitted" has been inserted so the prohibition on e-mail voting in this subsection should be deleted. The statute uses "electronic transmission" rather than "e-mail" which might be too restrictive given apps such as Zoom or Teams which can reflect the person is actually sending in the ballot.

State law now allows proxy voting for nonstock corporations, however, for this kind of an organization, we would rather have people attend our meetings in person (which includes virtual attendance). We need people present to discuss things and not just be present through the representation of someone else.

4) For the Annual Meeting, add “receive a summary report of the financial condition of the Council;” Article I, Section 3(D)((iv)).

5) The Chair of the Board Development Committee will be ex-officio voting member of the Board of Directors. Article II, Section 1 and Article IV, Section 1

6) All officers shall be members of the Board during their terms of office. Article III, Section 1. Add Immediate Past Board Chair position defined as an Officer and define the term of the position. Article III, Section 1 and Article IV, Section 2. No one will fill the Immediate Past Board Chair position if a vacancy occurs. Article III, Section 2(C). The Immediate Past Board Chair is included as a member of the Executive Committee. Article VII, Section 1.

7) Allowance so the offices of Secretary and Treasurer may be held by one person. Article III, Section 1.

8) Terms of Officers changed from three years to two years per office. The number of consecutive terms per office limit remains at the two consecutive terms. Officers are now eligible to serve in other officer positions to provide additional succession of officers. Article III, Section 2(B).

9) The Board Chair shall be ex-officio voting member of all committees and ad hoc groups except the Board Development Committee. Article III, Section 3(A).

10) Change the Treasurer from ex-officio member of the Finance and Audit committees to the Chair of both committees as referred to in Article III, Section 3(D) and Article VII, Sections 2 and 3. Remove the Board of Directors appointing the chair and members of the Finance and Audit Committees.

11) Delete Article IX, Section 12 Voting of Stock in Other Councils. As not for profit organizations, one council would not have voting stock in another council.

12) Change to “The Board of Directors shall be required to purchase liability insurance for its directors, officers and employees.” Article IX, Section 13 (new Section 12)

13) Non-Discrimination add “and, in all respects, comply with the requirements of the laws of the State of Kansas.” Article IX, Section 14 (new section 13).