

## **Summary of Proposed Bylaw Changes**

An Ad-Hoc Committee to review the Girl Scouts of Kansas Heartland Bylaws dated 4.1.2023 was appointed by Board Chair, Helen Wimsatt. Members of the committee included Beth Bosch, Patty Dengler, Cecilia Thibault, Krista Wagner, and Rolinda Sample who represented board membership and staff.

Items with proposed changes:

1. Clarifying language throughout: references to the Council, IRS Code, Board Chair, and indemnitee; including spelling and numerical digits when stating a number; removed an “and” in Article III, Section 3. A.; removed redundancies; changed “when” to “while” in Article IV, Section 2; corrected spelling from “devices” to “devises” in Article IX, Section 2.
2. When referring to our membership, replace specific ages with reference to GSUSA Blue Book definition. Article I, Section 1.2.
3. Clarified that terms of the Board Development Committee end when their successors are elected. Article II, Section 2.
4. Updated the responsibilities of the Secretary to include “and voting is within compliance for” meetings, and removed the custody of the seal. Article III, Section 3. C.
5. Reworded the composition of the Board of Directors to provide clarity that the Chair of the Board Development Committee is included in the minimum number of persons serving on the board. Article IV, Section 1.
6. Removed the requirement of a Board resolution for notification of Board meetings. Article IV, Section 4.
7. Defined committees and task groups and their establishment. Article VI, Section 1.
8. Removed specific criteria for National Council Delegates and alternates and replaced with a reference to the GSUSA Blue Book. Added “The Council’s currently seated Board Chair and CEO, if otherwise eligible, shall fill two of the Council’s total voting delegate allocation.” Article VIII, Section 1.
9. Expanded when the Board of Directors may retain legal counsel to “as may be deemed necessary.” Article IX, Section 10.
10. Mirror language from the Articles of Incorporation, Article 7.4 “Assets Upon Dissolution”. Article IX, Section 14.