

## Current vs. Proposed Language of Amendments to the GSGNY Bylaws

### Amendment One: Executive Committee

Current Language

Proposed Language

<p>There shall be an Executive Committee consisting of the officers elected at the Annual Council Meeting and a sufficient number of members-at-large of the Board to make a total of not less than 10 and not more than 15 committee members. The members-at-large shall be elected to the Committee for one- year terms by the Board of Directors at its first meeting following each Annual Council Meeting.</p>	<p>There shall be an Executive Committee consisting of the officers elected at the Annual Council Meeting and a sufficient number of members-at-large of the Board to make a total of not less than 6 and not more than 15 committee members. In the event that a senior Council staff member is elected to serve in the capacity of Secretary or Assistant Secretary, pursuant to Article IV, Section 3 of the Bylaws, said staff member shall not be a member of the Executive Committee but shall be invited to attend meetings of the Executive Committee at the discretion of the President. The members-at-large shall be appointed to the Executive Committee by the President for one year terms.</p>
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### Amendment Two: Associations

Current Language

Proposed Language

<p>IX. Associations</p> <ol style="list-style-type: none"> <li>1. ASSOCIATIONS The Board of Directors shall establish geographic subdivisions within the Council jurisdiction to be known as "Associations"</li> <li>2. MEMBERS OF THE ASSOCIATION</li> <li>3. RESPONSIBILITIES OF THE ASSOCIATION It shall be the responsibility of each Association to:             <ol style="list-style-type: none"> <li>a. Install Delegates, present the views of the members of the Association to the Delegates, and receive Delegates' reports;</li> <li>b. Advise on proposed plans, policies, and other matters referred to the Association by the Board of Directors</li> <li>c. Assist in the strategic planning for the Council, to the extent requested by the Board of Directors</li> <li>d. Submit proposals to the Board of Directors for improving the quality of Girl Scouting; and</li> </ol> </li> </ol>	<p>IX. Associations</p> <ol style="list-style-type: none"> <li>1. ASSOCIATIONS The Chief Executive Officer shall establish geographic subdivisions within the Council jurisdiction to be known as "Associations"</li> <li>2. MEMBERS OF THE ASSOCIATION</li> <li>3. RESPONSIBILITIES OF THE ASSOCIATION It shall be the responsibility of each Association to:             <ol style="list-style-type: none"> <li>a. Support the installation of Delegates, present the views of the members of the Association to the Delegates, and receive Delegates' reports;</li> <li>b. Advise on proposed plans, policies, and other matters referred to the Association by the Chief Executive Officer;</li> <li>c. Assist in the strategic planning for the Council, to the extent requested by the Chief Executive Officer;</li> </ol> </li> </ol>
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<p>e. Perform such other duties as may be delegated by the Board of Directors.</p> <p>4. REGULAR MEETINGS OF THE ASSOCIATION At least two regular meetings of the Association shall be held each year, within a time cycle determined by the Board of Directors. Notice of the time, place, and purposed of the meeting shall be listed on the Council Web site and shall be sent electronically to each member of the Association for whom the Council has an email address not less than 10 days or more than 50 days before the meeting.</p> <p>5. SPECIAL MEETINGS OF THE ASSOCIATION PERTAINING TO POLICY</p> <p>6. QUORUM</p> <p>7. APPOINTMENT, TERM, VACANCIES IN THE OFFICE OF ASSOCIATION CHAIR A recommendation for the position of Association Chair from each Service Unit in the Association shall be submitted to the Board President of the Council prior to June 1 for the President's consideration. The President of the Council shall appoint each Association Chair. Vacancies shall be filled by the President. Each Association Chair shall be appointed to serve for a term of three years, beginning June 15. At the President's discretion an Association Chair can be appointed for one additional consecutive term of three years, if said additional term would be beneficial to the effective operation of the Association.</p> <p>8. DUTIES OF THE ASSOCIATION CHAIR The Association Chair shall be responsible for:</p> <ol style="list-style-type: none"> <li>Guiding the members of the Association in their responsibilities as set forth in Section 3 of this Article;</li> <li>Within guidelines and policies established by the Board of Directors, planning the agenda and president at Association Meetings;</li> </ol>	<p>d. Submit proposals to the Chief Executive Officer for improving the quality of Girl Scouting; and</p> <p>e. Perform such other duties as may be delegated by the Chief Executive Officer.</p> <p>4. REGULAR MEETINGS OF THE ASSOCIATION At least two regular meetings of the Association shall be held each year, within a time cycle determined by the Chief Executive Officer. Notice of the time, place, and purposed of the meeting shall be listed on the Council Web site and shall be sent electronically to each member of the Association for whom the Council has an email address not less than 10 days or more than 50 days before the meeting.</p> <p>5. SPECIAL MEETINGS OF THE ASSOCIATION PERTAINING TO POLICY</p> <p>6. QUORUM</p> <p>7. APPOINTMENT, TERM, VACANCIES IN THE OFFICE OF ASSOCIATION CHAIR A recommendation for the position of Association Chair from each Service Unit in the Association shall be submitted to the Chief Executive Officer prior to September 15 for the Chief Executive Officer's consideration. The Chief Executive Officer of the Council shall appoint each Association Chair. Vacancies shall be filled by the Chief Executive Officer. Each Association Chair shall be appointed to serve for a term of three years, beginning October 1. At the Chief Executive Officer's discretion an Association Chair can be appointed for one additional consecutive term of three years, if said additional term would be beneficial to the effective operation of the Association.</p> <p>8. DUTIES OF THE ASSOCIATION CHAIR The Association Chair shall be responsible for:</p> <ol style="list-style-type: none"> <li>Guiding the members of the Association in their responsibilities as set forth in Section 3 of this Article;</li> </ol>
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<ul style="list-style-type: none"> <li>c. Participating in the Council Meetings(s);</li> <li>d. Convening, if necessary, the delegates elected by the Association to inform them about the issues to be considered;</li> <li>e. Carrying out such other duties as may be delegated by the Board of Directors;</li> <li>f. Designating an Alternate in accordance with Article 1, 3 hereof by determining whether an absent Delegate is absent on a temporary basis or permanent basis (due to resignation, relocation, incapacitation or death) and <ul style="list-style-type: none"> <li>i. If an absent Delegate is absent on a temporary basis, the Association Chair shall select and designate an Alternate to replace the absent Delegate, on a meeting by meeting basis, conferring on such Alternate all powers and rights of the absent Delegate; and</li> <li>ii. If a Delegate is absent on a permanent basis (due to resignation, relocation, incapacitation or death) the Association Chair shall select and designate an Alternate to replace the absent Delegate, for the remainder of the absent Delegate's unexpired term, conferring on such Alternate all powers and rights of the absent Delegate; and</li> <li>iii. In case no Alternate is available to fill the vacancy created by an absent Delegate, the Association Chair shall appoint and designate a successor Delegate or Delegates from a list of nominees recommended within the</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>b. Within guidelines and policies established by the Chief Executive Officer, planning the agenda and presiding at Association Meetings;</li> <li>c. Participating in the Council Meetings(s);</li> <li>d. Carrying out such other duties as may be delegated by the Chief Executive Officer;</li> <li>e. Advising the Chief Executive Officer on the installment of an Alternate in accordance with Article 1, Section 3 hereof by determining whether an absent Delegate is absent on a temporary basis or permanent basis (due to resignation, relocation, incapacitation or death) and <ul style="list-style-type: none"> <li>i. If an absent Delegate is absent on a temporary basis, the Association Chair shall select and designate an Alternate to replace the absent Delegate, on a meeting by meeting basis, conferring on such Alternate all powers and rights of the absent Delegate; and</li> <li>ii. If a Delegate is absent on a permanent basis (due to resignation, relocation, incapacitation or death) the Association Chair shall advise on the designation of an Alternate to replace the absent Delegate; and</li> <li>iii. In case no Alternate is available to fill the vacancy created by an absent Delegate, the Association Chair shall advise the Chief Executive Officer on the successor Delegate or Delegates from a list of nominees recommended within the absent Delegate's Service Unit, to fill the vacant Delegate's position for the</li> </ul> </li> </ul>
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absent Delegate’s Service Unit, to fill the vacant Delegate’s position(s) for the remainder of the unexpired term.	remainder of the unexpired term.
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**AMENDMENT THREE – FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS – BONDING**

Current Language

Proposed Language

<p>5. Bonding All persons having access to or major responsibility for the handling of monies and securities of the Council shall be bonded in amounts set forth by resolution of the Board of Directors</p>	<p><b>(REMOVED)</b></p>
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**AMENDMENT FOUR – AMENDMENTS TO THE BYLAWS**

Current Language

Proposed Language

<p>These Bylaws may be amended or repealed only by a majority vote of the members of the Council present and voting at any meeting of the Council, provided that the proposed amendment or repeal was set forth in the notice of such meeting.</p>	<p>These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the members of the Council present at any meeting of the Council at which a quorum is present or by the affirmative vote of a majority of the members of the Board present at any meeting of the Board at which a quorum is present; provided that any amendment to the Bylaws adopted by the Board that would have a material effect on the rights of the members shall require the affirmative vote of a majority of the members. Notice or waiver of notice of any such meeting shall have specified or summarized the changes to be made.</p> <p>Notice will be provided to members of any changes to the Bylaws made by the Board at the next Annual Meeting of the Council.</p>
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