



Girl Scout Staff Association BYLAWS

ARTICLE I

Name

The organization shall be known as the, Girl Scout Staff Association and shall be referred to as “the Association.”

ARTICLE II

Purpose

The purpose of the Association is that GSAA defines the Girl Scout profession. The organization does that through the following two (2) areas of focus:

- Professional development opportunities that build skills and competencies for individuals employed in Girl Scouting and that build capacity for the organization.
- Promotion of Girl Scouting as a career.
- Advocacy on behalf of Girl Scout employed staff.

ARTICLE III

Membership

Section 1. **Membership.** Membership shall be open to any employed or previously employed Girl Scout staff member who is willing to subscribe to the purpose of the Association and is a registered member of Girl Scouts USA.

Section 2. **Privileges and Responsibilities of Membership.** Members shall have all the privileges and responsibilities of membership.

ARTICLE IV

The Association

Section 1. **Responsibilities.** The members of the Association shall:

- A. Elect the officers of the Association, members of the Board of Directors, and members of the Nominating Committee;
- B. Determine the general lines of direction of the Association in order to establish goals to further the purpose of the Association, to give guidance to the Board, and to receive and act upon reports of the Board of Directors;
- C. Amend the bylaws;
- D. Take all other action requiring membership vote; and
- E. Conduct such other business as may, from time to time, come before the members.

Section 2. **Meetings.**

- A. One regular meeting of the Association shall be held annually at such time and method as shall be determined by the Board of Directors.
- B. Special meetings shall be called by the President upon notice by electronic means of a majority of the Board of Directors or written request of ten percent (10%) of the membership.

Notice of the time, place, method and purpose of regular meetings shall be communicated to each member not less than 30 days before the meeting. Notice of time, place, and purpose of any special meeting shall be communicated to the membership not less than 30 days before the meeting. No business shall be transacted except that for which the meeting is called.

- C. Notice of the time, place, method and purpose of regular meetings shall be communicated to each member not less than ten (10) days by electronic means and five (5) days for a called special meeting.
 - 1. Notice of time, place, and purpose of any special meeting shall be communicated to the membership not less than ten (10) days by electronic means and five (5) days for a called special meeting before the meeting.
 - 2. No business shall be transacted except that for which the meeting is called.
- D. The quorum for an Association meeting shall be ten percent (10%) of currently registered members.

ARTICLE V
Proposals

- Section 1. **Origins of Proposals.** Proposals for consideration by the membership at meetings of the Association may be originated in either of the following ways:
- A. Proposals originated by the Board of Directors shall be placed upon the agenda of the Association member meetings by a majority vote of the Board, provided that a copy of such proposal shall be communicated to the membership with the notice of the meeting.
 - B. Proposals originated by ten percent of the members shall automatically be submitted to the members of the Association for action. A copy of such proposal, and the Board's recommendation for action, shall be communicated to the membership with the notice of the meeting.

ARTICLE VI
Nominating Committee

- Section 1. **Composition.** The Nominating Committee of the Association shall be comprised of five (5) members who are representative of the membership. At least two (2) of these members and not more than three (3) shall also be members of the Board of Directors.
- Section 2. **Term.** Members of the Nominating Committee shall be elected for a term of two (2) years, or until successors are elected, taking office on January 1 of the year immediately following election for that position; Members shall be eligible to serve for no more than two (2) consecutive terms.
- Section 3. **Responsibilities.** The Nominating Committee of the Association shall present to the membership a single slate of nominees, broadly representative of the membership, for the following positions:
- A. In even-numbered years only: Officers of the Association, President and Treasurer, each for a two (2) year term*;
 - B. In odd-numbered years only: Officers of the Association, Vice-President and Secretary, each for a two (2) year term*;
 - C. Annually, for one-half of the number of Members-at-Large of the Board of Directors each for a two (2) year term;
 - D. Annually, for the number of vacancies in Members-at-Large that has occurred during the first of any current two-year term, to complete the unexpired two-year term;
In even-numbered years, for three (3) members of the Nominating Committee, and in odd-numbered years, for two (2) members of the Nominating Committee, each for a two-year term; and
 - E. Annually, for the number of vacancies in the members of the Nominating Committee that have occurred during the first year of any current two (2) year term, to complete the unexpired two (2) year term.

*Provided that in 2019 the Vice-president and Secretary will be on the ballot for a term ending in 2021.

*Provided that in 2020 the President and Treasurer will be on the ballot for a term ending in 2022.

- Section 4. **Chair.** The Chair of the Nominating Committee shall be appointed by the President, with the approval of the Board of Directors, from among the members of the Nominating Committee. The Chair, if not already a member of the Board of Directors, shall be an ex-officio member of the Board.
- Section 5. **Vacancies.** Any vacancy on the Nominating Committee, except that of Chair, shall be filled by the Board of Directors for the remainder of the term. A vacancy in the position of Chair shall be filled by the President, for the remainder of the unexpired term.
- Section 6. **Meetings.**
- A. There shall be at least two (2) meetings of the Nominating Committee, between regular meetings of the Association;
 - B. The quorum shall be a majority of the members of the Nominating Committee;
 - C. Action may be taken by the Nominating Committee without a meeting by electronic consent to action in question is received from all the members of the Nominating Committee, and such consents are filed with the minutes of the proceedings of the Nominating Committee;
 - D. The Nominating Committee conducts its meeting by electronic means, and such participation in a meeting shall be deemed present in person at such meeting.
- Section 7. **Duties.** Ballots containing the names of nominees, together with a space for a write-in candidate for each position, shall be communicated to the membership at least two (2) months prior to *year-end*, with a return date not less than three (3) weeks following such communication. A majority of the votes cast shall be declared elected.
- Section 8. **Quorum.** The majority of the members of the committee shall constitute a quorum, either at a meeting, conference call or web conferencing (when available).

ARTICLE VII

Officers

- Section 1. **Composition.** The officers of the Association shall be a President, Vice President, Secretary, and Treasurer.
- Section 2. **Duties and Responsibilities of Officers.**
- A. The President shall:
 1. Be the principal officer of the Association and the Board of Directors.
 2. Be responsible for seeing that the lines of direction given by the Association and the Board of Directors are carried into effect;
 3. Report to the Association and the Board of Directors on the conduct and management of the affairs of the Association;
 4. Be an ex-officio member of all committees; and
 5. Perform such other duties as are usual to this office.
 - B. The Vice President shall:
 1. Perform the duties of the President in the event of the President's absence, permanent disability as determined by a majority vote of the Board of Directors, death, removal, or resignation;
 2. Assist the President in such duties as the President shall assign;
 3. Provide oversight of professional development for members.
 - C. The Secretary shall:

1. Be responsible for seeing that notices of Association, Board of Directors, and the Executive Committee meetings are issued and that the minutes of such meetings are kept;
2. Perform such other duties as are usual to this office and as the President or Board of Directors shall assign.

D. The Treasurer shall:

1. Be responsible for monitoring the control, receipt, and custody of all assets of the Association and for monitoring the disbursement thereof as authorized by the Board of Directors;
2. See that accurate records are kept of monies received and paid out;
3. Submit the books for financial review;
4. Prepare and issue periodic financial statements and tax a return to the Board of Directors and the membership, and file an annual report with the state of Tennessee as required by law;
5. Serve ex-officio on any financial or investment committee;
6. Be responsible for the transfer of all financial records to the new incoming Treasurer; and
7. Perform such other duties as are usual to this office.

Section 3. **Election and Term.**

- A. Officers shall be elected, by the membership, for a term of two (2) years, or until their successors are elected, taking office on January 1 of the year immediately following election for that position.
- B. Officers will be eligible to serve for no more than two (2) consecutive terms in any one or more these offices except that any person shall be eligible to serve two (2) terms as President regardless of the number of consecutive terms served in any other of these offices.

Section 4. **Vacancies.**

- A. A vacancy in any office except that of President shall be filled for the unexpired term by appointment of the President in consultation with the Nominating Committee and with approval of the Board of Directors.
- B. An officer may be removed with or without cause by vote of two-thirds of the total membership of the Board of Directors.

ARTICLE VIII

Board of Directors

Section 1. **Composition.** Members of the Board of Directors shall be:

- A. Officers of the Association;
- B. Seven to eleven (7-11) members-at-large representative of the membership;
- C. Chair of the Nominating Committee, ex-officio, if not otherwise a member of the Board of Directors.

Section 2. **Responsibilities.** The Board of Directors shall manage the affairs of the Association which include, but are not limited to, the following:

- A. Act for the Association between member meetings and carry out the business and the purpose of the Association;
- B. Adopt the budget and interpret it to the membership;
- C. Establish committees and task groups based on needs and which are consistent with the purpose of the Association;
- D. Plan regular and special meetings of the Association; and
- E. Establish goals, objectives, plans, policies, and procedures for the Association.



- Section 3. **Election and Term.** Members-at-large:
- A. Shall be elected by the membership for a term of two (2) years or until their successors are elected, taking office on January 1 of the year immediately following election for that position;
 - B. Shall serve for no more than three (3) consecutive terms as Members-at-large;
 - C. Regardless of the number of years served as Member-at-large, a person shall be eligible to be a member of the Board of Directors when serving as an officer or as Chair of the Nominating Committee.

- Section 4. **Vacancies.**
- A. Vacancies among Members-at-large shall be filled for the unexpired term by the President, in consultation with the Nominating Committee, with the approval of the Board of Directors, by affirmative vote of a majority of the remaining members of the Board. Board approval shall be secured either by mail, email, or a special meeting called for that purpose.
 - B. Any Member-at-large of the Board of Directors may be removed with or without cause by vote of two-thirds of the total membership of the Board of Directors.

Section 5. **Committees.** The Board of Directors shall establish such committees and task groups as it deems necessary and shall prescribe their names, powers, duties, and existence. Chairpersons of committees and task groups shall be appointed by the President, with the approval of the Board of Directors. Members of committees shall be appointed by the President in consultation with the chairpersons of the committees and with the approval of the Board.

- Section 6. **Meetings.**
- A. The Board of Directors shall hold at least one regular meeting each year at such time and place and method as shall be determined by the President.
 - B. Special meetings may be called by the President and shall be called by the President upon the e-mail request of one-third of the members of the Board of Directors.
 - C. Notice of time, place, method and purpose of a regular meeting shall be communicated to each Board member at least ten (10) days prior to the meeting. Notice of time, place and purpose of special meetings shall be communicated at least ten (10) days prior to the meetings. No business shall be transacted except that for which the meetings have been called.
 - D. The Board of Directors conducts its meeting by electronic means, when available, and such participation in a meeting shall be deemed present in person at such meeting.

Section 7. **Quorum.** A majority of the Board of Directors shall constitute a quorum, either at a meeting, conference call or electronic means.

ARTICLE IX
Partial Terms

A person, who has served more than half a specific term, as 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 another position.

ARTICLE X
Dues

Membership dues shall be established by the Board of Directors.



Fiduciary Responsibilities

- Section 1. **Fiscal Year.** The fiscal year shall be January 1 through December 31.
- Section 2. **Approved Signatures.** Approval for signatures necessary for contracts, checks, and orders of payment, receipt or deposit of money, and access to securities of the Association shall be provided by resolution of the Board of Directors.
- Section 3. **Depositories.** All funds of the Association shall be deposited to the credit of the Association under such conditions and in such banks as shall be designated by the Board of Directors.
- Section 4. **Income.** Any method to generate income for the Association shall have prior approval of the Board of Directors.
- Section 5. **Bonding.** All persons having access to, or major responsibilities for, the handling of monies and securities of the Association shall be bonded, as provided by resolution of the Board of Directors.
- Section 6. **Review.** The Board of Directors shall engage a third party to conduct an annual examination of the financial accounts of the Association.
- Section 7. **Budget.** The annual budget of income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.
- Section 8. **Financial Reports.** A summary report of the financial operation of the Association shall be made annually to the membership in such form as the Board of Directors shall provide.
- Section 9. **Contributions.** Any contributions, bequests, and gifts made to the Association shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions must be established by the Board of Directors.
- Section 10. **Investments.** The Treasurer of the Association shall invest the funds of the Association in accordance with the direction of the Board of Directors or any committee of the Board appointed for such purpose.

ARTICLE XII **Indemnification**

Indemnification shall be provided by resolution of the Board of Directors to indemnify any officer, member at-large of the Board of Directors, or employee of the Association.

ARTICLE XIII **Conflict of Interest**

Any member of the Board of Directors, committee, or task group of the Association who may have a conflict of interest in any matter requiring Board action shall make a full disclosure to the Board of such interest, and shall refrain from voting on the matter, transaction, or proceeding in question. Without limitations to the following examples, such conflict may exist when an individual directly or indirectly, or a member of the individual's family (a) owns any beneficial interest in an organization which has current or prospective business transactions with the Association; (b) serves as a director, officer, consultant, or agent of an organization which has current or prospective business with the Association; (c) seeks or accepts any gift or favor from such business as above mentioned which may tend to limit or restrict absolute impartiality with respect to current or future business transactions; (d) uses for personal gain or to benefit others the property, records, services, name, or endorsement of the Association; and (e) sells



or offers for sale for personal gain, any information gained through affiliation with the Association. Information about the existence of any situation or circumstance which may involve a conflict of interest must be reported promptly to the President of the Association.

ARTICLE XIV
Parliamentary Authority

Robert's Rules of Order Newly Revised, when not inconsistent with these bylaws or law, shall govern the proceedings of the Association and the Board of Directors.

ARTICLE XV
Amendments

These bylaws may be amended in either of the following ways:

1. By a majority of members present and voting at any meeting of the Association provided that the proposed amendment(s) shall have been communicated to the membership with the notice of the meeting; or
2. By a two-thirds vote of those returning ballots communicated at the direction of the Board of Directors, provided that at least one-third of those eligible to vote have returned the ballots not more than three (3) weeks after they have been communicated to the membership.

Amended and Approved April 2019
Revised February 2019
Amended March 2015
Amended November 2011
Amended June 2009
Amended August 2007
Amended October 2005
Amended October 1993
Amended October 1990
Amended October 1987
Revised October 1984
Revised September 1981