



## **Girl Scout Staff Association BYLAWS**

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#### ***Provisos:***

- 1. The Second Vice Chair will take office on January 1, 2027 [note, this is the language of terms from the bylaws].*
- 2. The requirement that each Board Member-at-large serve on a committee will become effective with appointments on January 1, 2027*

## **ARTICLE I**

### **Name**

**Section 1. Name.** The organization shall be known as the Girl Scout Staff Association and shall be referred to within these bylaws as “the Association” or “GSSA”. It is incorporated in the State of Tennessee.

## **ARTICLE II**

### **Purpose**

**Section 1. Purpose.** The purpose of the Association, a 501(c)(6) organization, is that GSSA defines the Girl Scout profession. The organization does that through the following three (3) areas of focus:

- A. Professional development opportunities that build skills and competencies for individuals employed in or retired from Girl Scouting that build capacity for the Association.
- B. Promotion of Girl Scouting as a career.
- C. 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. Rights and Responsibilities.** The members of the Association shall:

- A. Elect the officers of the Association, members of the Board of Directors, and members of the Board Development 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 from the Board of Directors.
- C. Amend the bylaws.
- D. Take all other action requiring membership vote.
- E. Conduct such other business as may, from time to time, come before the members.

**Section 3. Dues.** Membership dues shall be established by the Board of Directors.

**Section 4. Members in Good Standing.** Members whose dues are current and who adhere to the Code of Conduct are considered to be in good standing.

## **ARTICLE IV**

### **Officers**

**Section 1. Composition.** The officers of the Association shall be Board Chair, First Vice Chair, Second Vice Chair, Secretary, and Treasurer.

## **Section 2. Duties and Responsibilities of Officers.**

- A. The Board Chair shall:
  - 1. Be the principal officer and representative and spokesperson 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 except the Board Development Committee or Financial Review Committee.
  - 5. Resolve any Conflict of Interest, Confidentiality Agreement and Code of Conduct issues.
  - 6. Perform such other duties as are usual to this office.
- B. The First Vice Chair shall:
  - 1. Perform the duties of the Board Chair in the event of the Board Chair's absence.
  - 2. Serve as chair of the Professional Development Committee.
  - 3. Perform such other duties as are usual to this office and as the Board Chair or Board of Directors shall assign.
- C. The Second Vice Chair shall:
  - 1. Perform the duties of the Board Chair in the event that the First Vice Chair is unable to do so.
  - 2. Serve as Chair of the Membership Committee.
  - 3. Perform such other duties as are usual to this office and as the Board Chair or Board of Directors shall assign.
- D. 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 and archived.
  - 2. Perform such other duties as are usual to this office and as the Board Chair or Board of Directors shall assign.
- E. 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 to the Board of Directors and the membership and annually file a tax return and Annual Report with the state of Tennessee as required by law.
  - 5. Serve ex-officio on any financial or investment committee except for the Financial Review Committee.
  - 6. Be responsible for the transfer within thirty (30) days of all financial records to the new incoming Treasurer; and
  - 7. Perform such other duties as are usual to this office and as the Board Chair or the Board of Directors shall assign.

## **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 the 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 Board Chair regardless of the number of consecutive terms served in any other of these offices. A member shall be eligible to serve again after being out of office for one year.

#### **Section 4. Vacancies.**

- A. In case of a vacancy in any office except that of Board Chair, the Board Development Committee shall present a qualified candidate to be voted on by the Board to fill the unexpired term.
- B. In case of a vacancy in the office of Board Chair, the First Vice-Chair shall immediately assume the office of Board Chair.

**Section 5. Removal.** An officer may be removed with or without cause at a regular or special meeting by a vote of two-thirds of the total membership of the Board of Directors.

### **ARTICLE V** **Board Development Committee**

**Section 1. Composition.** The Board Development Committee of the Association shall be comprised of five (5) members and not more than two (2) shall be members of the Board of Directors.

**Section 2. Term.** Members of the Board Development Committee shall be elected 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; Members shall be eligible to serve for no more than two (2) consecutive terms. A member shall be eligible to serve again after being out of office for one year.

**Section 3. Chair.** The chair is elected by the membership. The chair is a full voting member of the Board Development Committee. If not a member of the Board of Directors, the chair shall be a non-voting advisor to the Board of Directors.

#### **Section 4. Responsibilities.**

- A. The Board Development Committee of the Association shall present to the membership a single slate of nominees, representative of the membership, for the following positions:
  - 1. In even-numbered years: Officers of the Association: Board Chair, Second Vice Chair and Treasurer;
  - 2. In odd-numbered years: Officers of the Association: First Vice Chair and Secretary;
  - 3. Annually, for one-half of the number of Members-at-Large of the Board of Directors;
  - 4. Annually in even-numbered years, three (3) members of the Board Development Committee, and in odd-numbered years, two (2) members of the Board Development Committee, each for a two-year term.
- B. Provide advice to the Chair in case of filling vacancies.

**Section 5. Vacancies.** In case of a vacancy on the Board Development Committee, the Board Development Committee shall present a qualified candidate to fill the unexpired term who will be voted on by the Board.

**Section 6. Meetings.** There shall be at least two (2) meetings of the Board Development Committee, between Annual Meetings of the Association.

**Section 7. Voting.** 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 six (6) weeks prior to year-end, with a return date not less than two (2) weeks following such communication. Candidates receiving a majority of the votes cast shall be declared elected.

**Section 8. Quorum.** The majority of the members of the committee currently in office shall constitute a quorum.

## **ARTICLE VI**

### **Meetings of The Association**

#### **Section 1. Meetings.**

- A. Annual Meeting.
  - 1. The Association shall hold an Annual Meeting of the Membership at such time and method as shall be determined by the Board of Directors.
  - 2. Notice of the time, place, and method of the Annual Meeting shall be communicated to each member not less than ten (10) days by electronic means.
- B. Special Meetings. Special meetings shall be called by the Board Chair, or by a majority of the Board of Directors or by written request of ten percent (10%) of the Membership.
  - 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.
  - 2. No business shall be transacted except that for which the meeting is called.
- C. Quorum. The quorum for any Association meeting shall be ten percent (10%) of members in good standing.

## **ARTICLE VII**

### **Board of Directors**

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

- A. Officers of the Association: Chair; First Vice Chair; Second Vice Chair; Secretary and Treasurer.
- B. Seven to eleven (7-11) members-at-large who are representative of the membership.
- C. Chair of the Board Development Committee, as a non-voting advisor, 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. Carry out the business and the purpose of the Association between member meetings.
- B. Adopt the budget and interpret it to the membership.
- C. Establish committees and task groups based on needs which are consistent with the purpose of the Association.
- D. Serve on at least one committee.
- E. Plan regular and special meetings of the Association.
- F. Establish goals, objectives, plans, policies, and procedures for the Association.
- G. Review the Bylaws every three years and establish a special committee as needed.

**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 Board Development Committee.

**Section 4. Vacancies.** In case of a vacancy among Members-at-large, the Board Development Committee shall present a qualified candidate to be voted on by the Board to fill the unexpired term.

**Section 5. Removal.** 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 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 Board Chair.
- B. Special meetings may be called by the Board Chair or shall be called by the Board Chair 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 currently in office shall constitute a quorum at any meeting.

## **ARTICLE VIII**

### **Committees**

**Section 1. Standing Committees.** The standing committees shall be: Membership, Professional Development, Marketing and Communications, and Financial Review.

- A. Membership Committee shall:
  - 1. Develop a two-year plan for membership growth and retention to include an annual growth goal for each year.
  - 2. Strengthen engagement and connection with Lifetime Members.
  - 3. Offer continuous recognition and meaningful celebratory opportunities for members throughout the year.
- B. Professional Development Committee shall:
  - 1. Encourage peer learning, knowledge sharing, mentoring, networking, professional relationship-building, and cross-functional collaboration.
  - 2. Create opportunities that are relevant, inclusive, actionable, and aligned with Girl Scout values.
- C. Marketing and Communications Committee shall:
  - 1. Regularly update member content on the website and provide consistent communication through a member newsletter.
  - 2. Maintain and regularly update all identified social media platforms.
  - 3. Create and manage a comprehensive, well-organized photo and video library.
- D. Financial Review Committee:
  - 1. Shall conduct an annual examination of the financial accounts of the Association, report their findings to the Board of Directors in a written report for approval, and report the results to the Membership at the Annual Meeting.
  - 2. The Board Chair will appoint a non-board member from the membership to serve as chair.
  - 3. The committee chair will recommend up to two (2) additional non-board members to serve on the committee.

**Section 2. Special Committees.** The Board of Directors shall establish special committees also known as ad hoc committees or task groups, as it deems necessary and shall prescribe their names, powers, duties, and existence.

**Section 3. Composition.** Chairpersons of committees shall be appointed by the Board Chair, with the approval of the Board of Directors, unless otherwise defined in these bylaws. Members of committees shall be appointed by the Board Chair in consultation with the chairpersons of the committees and with the approval of the Board.

## **ARTICLE IX**

### **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. 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 7. 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 8. 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 9. 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 X**

### **Indemnification**

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

## **ARTICLE XI**

### **Conflict of Interest**

Board members must complete the annual Association Board Agreement form. The Chair of the Board Development Committee will be responsible for collecting and archiving the forms. Information about the existence of any situation or circumstance which may involve a conflict of interest must be reported promptly to the Board Chair of the Association.

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 the property, records, services, name, or endorsement of the Association for personal gain or to benefit others.
- E. Sells or offers for sale for personal gain, any information gained through affiliation with the Association.

## **ARTICLE XII**

### **Electronic Meetings and Communications**

**Section 1. Meetings.** All meetings including membership, Board of Directors, Board Development Committee, committees, and subcommittees shall be authorized to meet through electronic means so long as all the members can simultaneously hear each other and participate during the meeting.

**Section 2. Communication.** Unless members indicate otherwise to the Board of Directors, all communication required in these bylaws, including meeting notices, may be sent electronically.

## **ARTICLE XIII**

### **Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order which the Association may adopt.

## **ARTICLE XIV**

### **Amendments and Revisions**

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

- A. By a two-thirds vote of members present and voting at any meeting of the Association provided that the proposed amendment(s) have been communicated to the membership with the notice of the meeting; or
- B. 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 two (2) weeks after they have been communicated to the membership.

***Under Review for Approval by the GSSA Membership as a Revision October 2026***

Amended October 2022

Amended 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