

Annual Meeting of the General Assembly 2025

Saturday, April 12, 2025, 9:30 AM

Woodside Event Center at St Michael's, Broadview Heights, Ohio

*Virtual Participation via Zoom

**Revised*

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| I. | Call to Order | Kathy Mook, Chair
GSNEO Board of Directors |
| II. | Opening Ceremonies | |
| III. | Quorum Report | Kathy Mook, Chair |
| IV. | Adoption of Agenda | Kathy Mook, Chair |
| V. | Elections | Angel Williams,
Board Development Committee Chair |
| | a. Board of Directors: Directors-at-Large | |
| | b. Board of Directors: Girl Directors-at-Large | |
| | c. Board Development Committee | |
| | d. National Delegates | |
| VI. | Proposed GSNEO Bylaw Revisions | Tami Bolder, Bylaws Committee Chair |
| VII. | Operations and Committees Report | Jane Christyson
GSNEO Chief Executive Officer |
| VIII. | Voting Results- Election and Proposed GSNEO Bylaw
Revision | Angel Williams,
Board Development Committee Chair |
| IX. | New Business | Kathy Mook, Chair |
| X. | Question and Answer | Kathy Mook, Chair |
| XI. | Closing Ceremonies | |
| XII. | Adjournment | Kathy Mook, Chair |



GIRL SCOUTS OF NORTH EAST OHIO CANDIDATES FOR ELECTION, 2025

DIRECTORS-AT-LARGE, 2025-2027 (2 Year Terms)

1. Tami Bolder
2. Rebecca Gallant
3. Jessica Korzhiletskiy
4. Caitlin Kotek
5. Bethany Lemley
6. Angel Williams

GIRL DIRECTORS-AT-LARGE, 2025-2026 (1 Year Terms)

1. Jadzia Myers
2. Grace Pierson

BOARD DEVELOPMENT COMMITTEE, 2025-2027 (2 Year Terms)

1. Stephanie Adams (Board Member)
2. Una Lauricia

NATIONAL DELEGATES, 2025-2028 (3 Year Terms)

1. Rebecca Babb
2. Jeanette Benigas
3. Jane Christyson
4. Lily Didytch
5. Grace Ehlert
6. Emily Fein
7. Colette Fuda
8. John Graves
9. Jennifer Hazlewood Ugarte
10. Jessica Manley
11. Maria Pocek
12. Amy Prenata
13. Karen Treboniak
14. Mia Ugarte

ALTERNATE:

1. Kathy Moock

GIRL SCOUTS OF NORTH EAST OHIO (GSNEO)
CANDIDATES FOR ELECTION, 2025

BOARD OF DIRECTORS

DIRECTORS-AT-LARGE

Tami Bolder



Tami Bolder is a Director in the Northeast Ohio office of CBIZ Valuation Group. She holds a Doctorate in Business Administration (DBA) with a concentration in finance. She received an MBA from the Weatherhead School of Management at Case Western Reserve University and she earned her undergraduate degree from the University of Akron in Accounting/International Business with a minor in Economics. Tami oversees valuation projects for various purposes including M&A, estate and gift tax reporting, succession planning and financing. She also provides litigation consulting services. Tami served as the Treasurer and member of the Executive Committee of the Cleveland Metropolitan Bar Association and served as a past Board Member of Junior Achievement of North Central Ohio. Tami was recently appointed to the AICPA's National Judiciary Subcommittee, which helps educate federal judges across the country on financial and accounting principles. Tami is a member of Leadership Akron Class 36, and she is a Board Member of Athena Akron. Tami currently serves as a GSNEO Director-at-Large, a member of the Executive Committee, Board Development Committee, and is the Committee Chair of the Bylaw committee and the Audit and Risk Management committee.

BOARD OF DIRECTORS

Rebecca Gallant



Rebecca Gallant is the Senior Director of Advancement at Catholic Charities, Diocese of Cleveland. Previously, she served for 13 years as vice president of marketing & communications for the Sisters of Charity Health System, which during her tenure was corporate parent of five Catholic hospitals, three grantmaking foundations, two elder care facilities, and six health and human service outreach organizations in Ohio and South Carolina. There, she guided strategy and oversaw implementation of communications initiatives of the health system, consistently articulating and supporting its healing mission of service to individuals, families and communities. She also led campaigns that created awareness and momentum of subsidiaries, especially the Sisters of Charity Foundation of Cleveland and the behavioral health service line at St. Vincent Charity Medical Center. Rebecca takes a special interest in topics including homelessness, infant mortality, substance use disorder and poverty. Rebecca is active in the community, serving on the Board of Directors of the West Side Catholic Center, and committees of the Catholic Health Association of the United States, The City Club of Cleveland, NIH and SAMHSA HEALing Communities Study, Fund for Our Economic Future, Northeast Ohio Hospital Opioid Consortium and The Communications Network. She is a 2021 graduate of the Leadership Cleveland program and a 2016 graduate and class representative of the Bridge Builders program of the Cleveland Leadership Center. Prior Her first job out of college was PR coordinator at the Precision Metalforming Association. She is a graduate of the E.W. Scripps School of Journalism at Ohio University. Rebecca is a GSNEO Director-at-Large, a member of the Community Engagement and Strategic Initiatives committees, and eager to help attract more girls to achieve the Girl Scouts Leadership Experience.

BOARD OF DIRECTORS

Jessica Korzhiletskiy



Jessica Korzhiletskiy is a strategic business development leader with deep expertise in risk advisory and management services. She helps organizations navigate complex risk landscapes, protect their assets, and achieve long-term success through customized, forward-thinking strategies. With a strong focus on client relationships and solution-oriented thinking, she brings clarity and leadership to every engagement.

Jessica is also a passionate mentor and advisor, actively supporting the professional development of others across her industry. She is committed to nurturing leadership at every level—especially among women and young professionals. Her dedication to youth development extends into her community, where she coaches Kenston Girls REC Volleyball (1st/2nd Grade and 3rd/4th Grade), fostering teamwork, confidence, and resilience in young athletes.

An alumna of the Leadership Akron Signature Program, Class 39, and the Leadership Akron Women’s Network Community Leadership Institute, Class 6, Jessica has developed strong connections and a deep commitment to civic leadership across Northeast Ohio.

Since 2022, she has been an active volunteer with the Girl Scouts of Northeast Ohio, serving as a Cookie Manager and Troop Volunteer. She is now seeking a position on the Board of Directors to further champion programs that empower girls through leadership, skill-building, and meaningful opportunities.

With a strong foundation in strategic advisory, business development, and community service, Jessica is eager to contribute her experience, mentorship, and passion to the future of the Girl Scouts of Northeast Ohio.

Caitlin Kotek



Caitlin Kotek is an Associate Relationship Manager at Key Private Bank. Prior to this role, she was a Consumer & Business Banking Rotational Analyst at KeyBank. Caitlin has a strong background in banking and finance, leveraging her expertise to drive informed decision-making and support key organizational strategies. In addition to her professional achievements, Caitlin is a Young Professional Board Member with the Casey Cares Foundation Inc, where she has been fundraising to support sick children and their families. She is also the Co-Communications Chair for the KeyBank Young Professionals Cleveland Chapter and the United Way Emerging Leaders Board. Caitlin is dedicated to making a positive impact in her community and has been involved in various initiatives to support those in need. Caitlin received her Bachelor of Science in Business Administration degree from Duquesne University.

BOARD OF DIRECTORS

Bethany Lemley



Bethany Lemley is the Government Contract and Compliance Manager at ABB, where she has been working since January 2024. Prior to this role, she served as the Manager, Sales, Government, Art and Customer Service at FedEx Custom Critical. Bethany is a certified Project Manager and specializes in supporting key organizational strategies with innovative ideas and successful execution. Bethany holds a BA from Malone University, and an MBA from Southern New Hampshire University. Bethany has a strong background in government contracts and compliance, leveraging her expertise to drive informed decision-making. In addition to her professional achievements, Bethany is an active volunteer with the Girl Scouts of Northeast Ohio and owns a small business called Legacy Mobile Signing Services, LLC.

Angel Williams



Angel Williams joined the Board Development Committee in 2021 and served as Chair. She is the Manager, Sales Training at The Timken Company. Prior to her current role, she has progressed throughout the company accepting the challenge of increased responsibilities as the opportunities presented themselves. Ms. Williams possesses strong systemic thinking, analytical, critical thinking, problem solving and leadership skills. She received her Bachelor of Science Industrial Engineering degree from the University of Wisconsin. At Timken she's participated in employee resource groups since 2011 and was the Chair for their Women's International Network. Angel has served on the Case Western Reserve University master's in engineering Program, University of Akron Women in Engineering Program and Greater Stark County Urban League (Executive Committee) Advisory Boards. While Angel Williams is active in advancing STEM education in our community, she contributes in the same way to the Girl Scouts of North East Ohio.

BOARD OF DIRECTORS

GIRL DIRECTORS-AT-LARGE

BOARD OF DIRECTORS

<p>Jadzia Myers</p>	<p>Jadzia Myers is a dedicated and enthusiastic member of the Girl Scouts of North East Ohio. Currently a tenth grader at Revere High School, Jadzia has been a Girl Scout since kindergarten, starting as a Daisy. Her extensive camp experience includes Day Camp, Resident Camp, and Troop Camping at both Camp Ledgewood and Camp Timberlane. Last summer, she attended Counselor-in-Training camp at Camp Ledgewood, where she enjoyed helping younger scouts have a fun and safe time. Her unique perspective as a Juliette Girl Scout, having experienced the challenges of being without a troop, allows her to bring valuable insights. Jadzia is eager to contribute by brainstorming ideas for events, helping connect Juliettes, and suggesting ways for them to find new troops.</p>
<p>Grace Pierson</p>	<p>Grace Pierson is a junior at Gibsonburg High School. Grace has been actively involved in the Girl Scouts serving as a GSNEO Membership Delegate.</p>

BOARD DEVELOPMENT COMMITTEE

Stephanie Adams



Stephanie Adams is Senior Corporate Counsel at the Sherwin-Williams Company where she works in complex litigation throughout the country. A graduate of the University of Akron School of Law, Stephanie is the past Chair of the Supreme Court of Ohio's Commission on Professionalism, the Women in the Profession and the Ohio State Bar Association's Leadership Team. She currently serves as a mentor with the Supreme Court's Lawyer-to-Lawyer Mentoring program. She serves on the Board of Legal Aid of Cleveland and is a Trustee at East Mt. Zion Baptist Church. Stephanie is an author, advocate and mother to an active daughter who enjoys dance, ice skating, coding and theater.

BOARD DEVELOPMENT COMMITTEE

Una Lauricia



Una Lauricia is Senior Counsel, Intellectual Property at the Eaton Corporation. Una manages the company's global trademark portfolio and handles other patent and copyright matters for Eaton. Una has over 25 years of experience in intellectual property law, including as in-house counsel for Vita-Mix Corporation and in private practice. Una currently serves on the executive committee of the Kathleen M. O'Malley American Inn of Court and has served as President on the Board of Directors for the Cleveland Intellectual Property Law Association, a Director--At-Large on the board for the Girl Scouts of Northeast Ohio, a Board Member for Women in Manufacturing, and a Board Member and chair of the governance committee for Manufacturing Works. In 2014, she was named a "Woman of Professional Excellence" by the YWCA Greater Cleveland. Una received her J.D. from Cleveland State University and graduated from Miami University with a B.S. in Manufacturing Engineering. Lauricia's Admissions include Ohio Supreme Court, U.S. District Court, Northern District of Ohio and the U.S. Patent and Trademark Office.

Introduction and Rationale: Proposed Bylaw Amendments

The Bylaws Committee met and reviewed the following proposals and recommends approval.

Proposal 1

- The wording of Article IV – General Assembly, Section 2 Membership Delegate Elections, Subpoint D be changed to “Each Service Unit Member, age 14 and older, attending a Membership Meeting in a Service Unit shall be entitled to one (1) vote. A Service Unit Member shall vote in only one (1) Service Unit. Elections shall be by show of voting cards or other means in uncontested elections. In the event of a contested election, those positions shall be elected by ballot vote and may be conducted by electronic means. A majority shall elect. No proxy votes shall be permitted.”

Proposal 2

- The wording of Article VII - Board of Directors, Section 1 Composition be changed to “The Board of Directors shall consist of the Chair, Vice-Chair, Treasurer, Secretary, nineteen (19) fifteen (15) Directors at Large, and two (2) Girl Directors at large. Beginning with the 2023 Annual Meeting of the Council, an additional four (4) Directors at Large shall be elected, for a total of nineteen (19) Directors at Large, and two (2) Girl Directors at Large. For the four (4) new Director at Large positions elected at the 2023 Annual Meeting of the Council, 2 shall have a 2- year term and 2 shall have a 1-year term. After their initial term, all four of those positions shall have 2-year terms thereafter. The Chief Executive Officer shall be an ex officio member of the board without vote.”

Rationale

The change to Article IV – General Assembly, Section 2 Membership Delegate Elections, Subpoint D would make the bylaws consistent with the bylaws language on other elections and allow for electronic ballot participation in Membership Delegate elections.

The change to Article VII - Board of Directors, Section 1 Composition would reflect the current number of Directors-at-Large and remove the language explaining this change. The committee believes the explanation is no longer necessary and its inclusion can be removed.

GSNEO Bylaws Committee,

Chair Tami Bolder, Laura Schultz, Brenda Heidinger, Tania Nemer, and Angel Williams



Girl Scouts of North East Ohio

Bylaws

2025
Proposed
Version

GSNEO BYLAWS

BYLAWS OF GIRL SCOUTS OF NORTH EAST OHIO COUNCIL OF GIRL SCOUTS OF THE UNITED STATES OF AMERICA

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of North East Ohio, hereinafter referred to as “the Council”, a not-for-profit organized under the laws of the state of Ohio.

ARTICLE II – PURPOSE

The purpose of the Council shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

ARTICLE III – MEMBERS

Section 1 Eligibility

Individuals age 14 years of age and over who are currently registered Girl Scouts through and in good standing with the Council are eligible to be voting members of the Council.

ARTICLE IV – GENERAL ASSEMBLY

Section 1 Composition of General Assembly

- A. Voting members of the General Assembly shall consist of:
 - i. members of the Board of Directors, including Girl Directors at Large;
 - ii. members of the Board Development Committee, if not otherwise voting members of the General Assembly;
 - iii. Membership Delegates elected by Service Units as defined by Section 2 of this article;
 - iv. National Delegates, except GSNEO Staff serving as National Delegates shall not be entitled to a vote in the General Assembly.
- B. The number of members of the General Assembly shall be no less than 100.
- C. At least two-thirds of the voting members of the General Assembly shall be those Membership Delegates elected by Service Units.

Section 2 Membership Delegate Elections

- A. The Council shall establish geographic subdivisions within the jurisdiction. Each geographic subdivision shall be termed a Service Unit.
- B. Individuals age 14 years of age and over who are currently registered Girl Scouts through and in good standing with the Council shall be a member of a Service Unit. A person may be a member of only the Service Unit in which he/she/they reside.
- C. The members residing within a specific Service Unit shall elect representation in the form of a Membership Delegate, to the General Assembly of the Council. If the Membership Delegate elected by the Service Unit is a girl delegate then the Service Unit shall be entitled to elect a 2nd Membership Delegate.

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- D. Each Service Unit Member, age 14 and older, attending a Membership Meeting in a Service Unit shall be entitled to one (1) vote. A Service Unit Member shall vote in only one (1) Service Unit. Elections shall be by show of voting cards or other means in uncontested elections. In the event of a contested election, those positions shall be elected by ballot vote and may be conducted by electronic means. A majority shall elect. No proxy votes shall be permitted.
- E. Service Unit Membership Meetings shall be held at least one (1) time each year. The election of Membership Delegates will be held during the meeting. Each Service Unit shall conduct election of a Membership Delegate in the first quarter of the membership year (October – December) or at such other time as chosen by GSNEO.
- F. The quorum shall be those voting members of the Service Unit present at the meeting.
- G. Candidates shall be nominated from the floor at the time of the election provided that the potential candidate:
 - i. has completed the appropriate nomination form
 - ii. is an individual age 14 years of age and over who is currently a registered Girl Scout through and in good standing with the Council ;
 - iii. an elected Membership Delegate may represent any Service Unit which elects her/him/them regardless of where the delegate resides. A Membership Delegate can only represent one Service Unit per term, and
 - iv. agrees to serve if elected.
- H. Procedure. Each Service Unit shall elect a Membership Delegate in accordance with Section 2D of this article.
- I. Each Service Unit shall notify governance@gsneo.org of the results of the election and provide the written application of the elected Membership Delegate(s).
- J. Term:
 - i. Membership Delegates shall serve for a term of 2 years or until their successors are selected and assume office.
 - ii. Terms of office shall begin at the close of the meeting at which Membership Delegates are elected.
- K. Duties: Each Membership Delegate shall fulfill the duties outlined in the position description.

Section 3 Resignation

- A. Resignation from the position of Membership Delegate shall be submitted in writing to the Chairperson of the Board of Directors, Service Unit Director of the Service Unit they represent and/or her/his/their designee at least ten (10) calendar days prior to the effective date.
- B. Vacancies in the position of Membership Delegate shall be filled by an election by the Service Unit for the remainder of the unexpired term. Only delegates of record forty-five (45) days prior to a meeting of the General Assembly shall be entitled to vote.

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ARTICLE V – MEETINGS

Section 1 Annual Meeting.

- A. Scheduling. The Council shall conduct an Annual Meeting of the General Assembly in March or April of each year at a date, time, and place determined by the Board of Directors.
- B. Notice. Notice of the date, time, and place of the Annual Meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these Bylaws shall be given personally by standard postal mail, or electronically to each member of the General Assembly not less than 30 days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Business. At the Annual Meeting, the General Assembly shall:
 - i. elect officers, directors at large, girl directors, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America.
 - ii. consider any proposed amendments to the Council Bylaws;
 - iii. provide input on key issues affecting the Council and the Movement; and
 - iv. consider any other business appropriate to come before the General Assembly in accordance with the process established by the Board of Directors.
- D. Quorum. The quorum for the Annual Meeting shall be 35 members of the General Assembly present provided that at least twenty-three (23) of the voting members present are Membership Delegates. Such members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- E. Voting.
 - i. Each member of the General Assembly shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy votes shall not be permitted.
 - v. In the event of an uncontested election, the election may be conducted by a show of voting cards or other means, including acclamation.
 - vi. In the event of a contested election, the election shall be conducted by ballot, and may be conducted by electronic means.

Section 2 Special Meetings

- A. Scheduling. A special meeting of the General Assembly may be called by the Chair of the Board and shall be called by the Chair of the Board within thirty (30) business days upon receiving the written request of a majority of the members of the Board of Directors or a minimum of twenty-three (23) of the members of the General Assembly. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, by standard postal mail, or electronically to each member of the

GSNEO BYLAWS

- General Assembly at least ten (10) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. The quorum for a special meeting shall be thirty-five (35) members of the General Assembly present, provided that at least twenty-three (23) of the voting members present are Membership Delegates.
 - D. Voting. Voting shall be in accordance with Article V, Section 1E of these Bylaws.

ARTICLE VI – OFFICERS

Section 1 Elected Officers

The elected officers of the Council shall be the Chair of the Board; Vice Chair; Secretary; and Treasurer. They shall be an annual or lifetime member of Girl Scouts of the United States of America, eighteen (18) years of age or older, registered through the Council, and have met the qualifications as established by the Board Development Committee for the position. In addition, they must have served as a Director at Large on the Board of Directors for at least one (1) year prior to election.

Section 2 Term of Office

- A. The officers shall be elected in accordance with Article V, Section 1E of these bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected and continue until a successor is elected and assumes office.
- C. No individual shall serve more than two (2) consecutive terms in any one or combination of offices, except that an individual that serves as Chair of the Board shall be eligible to serve three (3) consecutive terms as an officer of the Council, but not more than two (2) consecutive terms as Chair.
- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

Section 3 Vacancy in Office

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the Vice Chair of the Board for the remainder of the unexpired term.
- B. A vacancy among the officers, other than the Chair of the Board, shall be filled by the Board of Directors until the next election, at which time the General Assembly will vote to fill the remainder of the unexpired term.

Section 4 Ex Officio Officers

- A. The Chief Executive Officer (CEO) shall be appointed by the Board of Directors of the Council to serve at its pleasure and shall serve as an ex officio officer of the Council without vote.

Section 5 Duties of Officers

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the voting members of the Council, the Board of Directors, the Executive Committee, or Chair of the Board.

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- A. The Chair of the Board shall:
 - i. be the principal officer of the Council;
 - ii. preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
 - iii. lead the Board of Directors in setting strategic direction and providing oversight of the management and affairs of the Council;
 - iv. report to the voting members of the Council as to the conduct of the affairs of the Council;
 - v. serve as an ex officio member of all committees except the Board Development Committee; and
 - vi. other duties as defined elsewhere in these Bylaws.
- B. The Vice Chair of the Board shall:
 - i. assist the Chair of the Board as assigned;
 - ii. preside at meetings of the Council, the Board of Directors, or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding; and
 - iii. in the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.
- C. The Secretary shall:
 - i. see that proper notice is given for all meetings of the Council, the Board of Directors, and the executive committee;
 - ii. see that minutes of all meetings of the Council, the Board of Directors, and the Executive Committee are kept; and
- D. The Treasurer shall:
 - i. provide effective stewardship, control and oversight of the Council's finances;
 - ii. execute directives of the Board of Directors

ARTICLE VII – BOARD OF DIRECTORS

Section 1 Composition.

The Board of Directors shall consist of the Chair, Vice-Chair, Treasurer, Secretary, ~~nineteen (19) fifteen (15)~~ nineteen (19) Directors at Large, and two (2) Girl Directors at large. ~~Beginning with the 2023 Annual Meeting of the Council, an additional four (4) Directors at Large shall be elected, for a total of nineteen (19) Directors at Large, and two (2) Girl Directors at Large. For the four (4) new Director at Large positions elected at the 2023 Annual Meeting of the Council, 2 shall have a 2- year term and 2 shall have a 1-year term. After their initial term, all four of those positions shall have 2-year terms thereafter.~~ The Chief Executive Officer shall be an ex officio member of the board without vote.

Section 2 Term of Office.

- A. The Directors at Large shall be elected by ballot in accordance with Article V, Section 1E of these Bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected and continue until a successor is elected and assumes office.

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- C. The term of office of approximately one half (1/2) of the Directors at Large shall expire at each Annual Meeting of the Council.
- D. No individual shall serve more than 3 consecutive terms (or six years) as a Director at Large.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.
- F. No member shall serve more than a total of ten (10) consecutive years on the Board of Directors, unless elected as Chair, in which case they may serve twelve (12) consecutive years. A person may run again providing that a span of one (1) year has expired since the end of the last term.

Section 3 Girl Directors at Large

The Board shall have two (2) Girl Directors at Large, fourteen (14) years of age or older, who shall serve without vote.

Section 4 Girl Directors at Large Terms of Office

The Girl Directors at Large shall be elected for a term of one (1) year.

Section 5 Vacancies

A vacancy occurring in any position of Director at Large or Girl Director at Large shall be filled by the Board of Directors until the next election.

Section 6 Power, Authority, and Accountability

- A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the Council, except as otherwise provided in the Articles of Incorporation, these Bylaws, or by statute.
- B. Accountability. The Board of Directors is accountable to:
 - i. the state of incorporation for adherence to state corporation law;
 - ii. the federal government in matters relating to legislation affecting nonprofit/not-for-profit/non-stock corporations (including, but not limited to, the requirements of the Internal Revenue Service as to 501 (c)(3) public charities);
 - iii. the Council membership for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement;
 - iv. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements.

Section 7 Regular Meetings.

- A. Scheduling. The Board of Directors shall hold at least 4 regular meetings each year at such time and place as the board may determine.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally or mailed or electronically transmitted to each member of the Board of Directors at least 10 business days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

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- C. Quorum. A majority of the board members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the board shall be entitled to one (1) vote.
 - ii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
 - iii. Proxy and email voting shall not be allowed for votes of the Board of Directors.

Section 8 Special Meetings.

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least a majority of board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed or electronically transmitted to each member of the board at least 3 business days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. A majority of the board members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the board shall be entitled to one (1) vote.
 - ii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote of the Board of Directors present at any meeting at which a quorum is present.
 - iii. Proxy and email voting shall not be allowed.

Section 9 Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 10 Removal

- A. Any board member, including officers, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, may be removed from the board by a majority vote of the board members present and voting at any regular or special meeting of the board at which a quorum is present.
- B. Any board member, including officers, may be removed with or without cause by a two-thirds (2/3) vote of the total number of the Council Board of Directors.

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ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1 Composition

The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer, Secretary and 3 Directors at Large. The Chief Executive Officer shall serve as an ex officio member without vote. The Directors at Large shall be appointed by the Chair of the Board from the members of the Board of Directors, subject to the approval by the Board of Directors.

Section 2 Duties

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Board of Directors between the meetings of the board, except that the Executive Committee shall not have the authority to:
 - i. adopt the budget;
 - ii. make exceptions to the budget;
 - iii. amend or revise the articles of incorporation or Bylaws;
 - iv. take action which is contrary to, or a substantial departure from, the direction established by the board or which represents a major change in the affairs, business, or policy of the Council.
- B. The Executive Committee shall submit to the Board of Directors at each board meeting a report of all actions taken since the last board meeting.

Section 3 Meetings

- A. Scheduling. The Executive Committee shall meet only as needed at the call of the Chair or upon written request of at least 3 members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided at least one working day in advance of the meeting.

Section 4 Quorum

A majority of the Executive Committee members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.

Section 5 Voting

- A. Each member of the Executive Committee shall be entitled to one (1) vote.
- B. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote of the executive committee members present at any meeting at which a quorum is present;
- C. Proxy and email voting shall not be allowed.

ARTICLE IX – COMMITTEES

Section 1 Establishment

The Board of Directors may establish standing and special committees and/or task groups and ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors.

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Section 2 Appointment

- A. The Chair of any standing committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors.
- B. Members of any standing committee, task group, or ad hoc committee shall be appointed by the Chair of the Board in consultation with the Chair of the respective committee or task group.
- C. At least 2 members of any committee or task group shall be members of the Board of Directors, one of whom shall serve as Chair of the committee.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the Board of Directors at the time of appointment.
- E. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2A or 2B of this Article.

Section 3 Quorum

A majority of committee or task group members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum.

ARTICLE X – BOARD DEVELOPMENT COMMITTEE

Section 1 Membership and Relationship to Board

The Board Development Committee shall be composed of 8 committee members, at least 2 of whom shall be members of the Board of Directors and at least 4 of whom shall not be members of the Board of Directors, and the CEO of the Council who shall serve as an ex officio nonvoting member and shall not be counted toward any quorum requirements. Between meetings of the Council, the Board Development Committee shall work in partnership with and report to the Board of Directors.

Section 2 Election, Term, and Vacancies

- A. The committee members shall be elected in accordance with Article V, Section 1E of these Bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected.
- C. No individual shall serve more than 2 consecutive terms on the committee, regardless of position.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position, including the Board Development committee Chair, the vacancy shall be filled by a vote of the Board of Directors until the next election, at which time the General Assembly will vote to fill the unexpired term.

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Section 3 Election and Term of Committee Chair

- A. The Chair of the Board Development Committee shall be appointed by the Chair of the Board of Directors from among those elected members of the Board Development Committee who also serve on the Board of Directors, but such appointment shall be subject to the approval/ratification of the Board of Directors.
- B. The term of office for Chair shall be 2 years.
- C. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.

Section 4 Quorum

A majority of members of the committee shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.

Section 5 Responsibilities

The responsibilities of the Board Development Committee shall be:

- A. to solicit and recruit candidates for elected positions in the Council;
- B. to provide to the membership a single slate for all positions for election, including officers, directors, Girl Directors, and Board Development Committee members;
- C. to provide to the membership, in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of delegates and alternates, by name, or by staff position or board position, to the National Council Session of Girl Scouts of the United States of America;
- D. to develop in conjunction with the Board of Directors:
 - i. board orientation and education materials;
 - ii. board development materials;
 - iii. methods for identifying needed skills and talents for the Board of Directors and committees;
 - iv. methods for board succession planning; and
 - v. board self-assessment process.
- E. to plan board orientation and board development training sessions as needed and/or as directed by the Board of Directors.

Section 6 Nominations from the General Assembly

When balloting for elected positions shall be done in person at the Annual Meeting, nominations for any of the elected positions may be made by voting members of the General Assembly provided:

- i. the individual to be nominated has consented in writing to serve if elected;
- ii. the nomination has been submitted in a form approved by the Board of Directors to the Chair of the Board Development Committee, or his/her/their designee, at least five (5) days before the convening of the Annual Meeting;
- iii. the individual to be nominated has submitted the written endorsement of at least three (3) voting members of the General Assembly;

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- iv. the prospective nominee meets the qualifications for the office for which she/he/they are being nominated as specified in the written application materials provided by the Board Development Committee.

ARTICLE XI – NATIONAL COUNCIL DELEGATES

Section 1 Eligibility

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service.

Section 2 Election

The delegates and alternates to whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected by the General Assembly in accordance with Article V, Section 1E of these Bylaws in accordance with the time frame established by the Girl Scouts of the United State of America and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3 Vacancies

The Board of Directors shall fill delegate vacancies to the National Council of the Girl Scouts of the United States of America from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the Council until the next election, at which time the General Assembly will vote to fill the unexpired term.

ARTICLE XII – FINANCE

Section 1 Fiscal Year

The fiscal year of the Council shall be October 1 through September 30.

Section 2 Contributions

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Council shall be accepted or collected only as authorized by the Board of Directors.

Section 3 Depositories

All funds of the Council shall be deposited to the credit of the Council under such conditions and in such financial institutions as shall be designated by the Board of Directors.

Section 4 Approved Signatures

Approvals for signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the Board of Directors.

Section 5 Bonding

All persons having access to or responsibility for the handling of monies and securities of the Council shall be bonded in the amount authorized by the Board of Directors.

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Section 6 Budget

The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Council in excess of the budgeted amounts without prior approval of the Board of Directors.

Section 7 Property

Title to all property shall be held in the name of the Council.

Section 8 Audits

An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of the financial statements of the Council. A report of the audit shall be submitted to the Board of Directors and to the Girl Scouts of the United States of America.

Section 9 Financial Reports

A summary report of the financial condition of the Council shall be presented to the membership at the Annual Meeting.

Section 10 Investments

The funds of the Council shall be invested in accordance with the policy established by the Board of Directors or by a committee appointed by the Board of Directors for such purpose.

ARTICLE XIII – CONFLICT OF INTEREST

The board shall maintain a policy regarding conflicts of interest, which shall require all directors and officers to complete and sign an annual disclosure statement indicating any conflict or potential conflict with her/his/their service on the board.

ARTICLE XIV – INDEMNIFICATION

The Council shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

ARTICLE XV – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most current revision, shall be the parliamentary authority of the Council, subject to the laws of the State of Ohio, the articles of incorporation and these Bylaws and any special rules of order adopted by the Council or Board of Directors.

ARTICLE XVI – AMENDMENTS

These Bylaws may be amended or revised by a two-thirds vote of those present in person and voting at a meeting of the General Assembly; provided that the terms of the proposed amendments shall have been included with the notice of the meeting at which the proposed amendments are to be considered.

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All proposed amendment(s) to the Bylaws to be submitted by a member for consideration by the General Assembly must be submitted in writing to the Chair of the Board not less than sixty (60) calendar days prior to the Annual Meeting of the General Assembly.

In order to propose an amendment at any time other than the Annual Meeting the proposed amendment(s) to the Bylaws to be submitted for consideration by the General Assembly must be submitted in writing to the Chair of the Board at the same time the Chair receives a written request of the majority of the Board members or a minimum of twenty-three (23) of the members of the General Assembly to convene a special meeting.