



CONFIDENTIAL MEMORANDUM

To: Membership of Girl Scouts of Greater New York

From: GSGNY Board of Directors

Re: Proposed Amendments to Bylaws

Date: March 11, 2024

The Council previously adopted several amendments to the Bylaws at last year's Annual Council meeting held on April 27, 2023. The four proposed amendments summarized below were initially part of the ten proposed amendments approved by the Board and presented to the Council at last year's Annual Council meeting. Six of the amendments were approved by the members but four were tabled at the meeting because of concerns membership had regarding some details of the amendments.

At the 2023 Annual Council meeting, it was agreed that GSGNY would offer opportunities for discussion with Association members and delegates prior to proceeding with any additional changes to the Bylaws. The first meeting happened on January 8th, 2024 and included Meridith, Matthew Coquard-Wallace, Vice President of Volunteer Experience and Community Engagement, Sarah Cogan, Chair of the Governance Committee, and about [12] members, including Association Chairs, Service Unit Managers and Delegates. After the discussion in that meeting, we came away with two substantive changes to the original proposals that are reflected below. Specifically, leaving in the provision allowing Association Chairs to call special meetings on policy and editing the amendments section so that the Board would not have the ability to make amendments to the Bylaws that would have a material effect on the rights of members without the approval of members.

The second meeting happened on February 6th, 2024. At this meeting, members were generally supportive of the efforts made to show inclusivity in the decision making process and the changes being proposed. Members had lingering concerns, however, about the change that allows the board to amend the Bylaws without a membership vote. In response to these concerns and in deference to membership, we proposed including a notification requirement for any board made changes to the bylaws. This change ameliorated lingering concerns.

Additionally, GSGNY staff has followed up with and communicated all proposed changes to delegates and members that inquired. The recommendation to proceed with the bylaw changes was

only made because we believe membership is generally supportive of the proposed amendments. Furthermore, the process used to make these changes was a robust process that included many opportunities for those with concerns to bring those concerns directly to the Board of Directors and CEO.

The proposed substantive changes¹ to the Bylaws at the 2024 Annual Meeting are as follows:

1. Executive Committee (Article VII):
 - a. *Composition (Section 1)*: The Bylaws currently provide that the Executive Committee shall be comprised of the officers of the Council elected by the members and members-at-large from the Board. The proposed change would reduce the minimum number of members-at-large on the Executive Committee, from ten to six to align with current practices of the Executive Committee. The maximum number of members of the Executive Committee remains at 15. Also clarifies that if a staff member holds the position of Secretary or Assistant Secretary that person shall not be a member of the Executive Committee but will be invited to attend Executive Committee meetings at the discretion of the President.
 - b. *Election (Section 1)*: Specifies that members-at-large of the Executive Committee shall be appointed by the President, rather than by the Board, to align with current practices of the Executive Committee.
2. Associations (Article IX):
 - a. *Authority of Chief Executive Officer (Sections 1, 3, 4, 7 and 8)*: Clarifies that the Chief Executive Officer, rather than the Board, has direct oversight of the Associations and the Association Chairs, to align with current practices.
 - b. *Appointment (Section 7)*: Changes timeline associated with recommendation and appointment of Association Chairs to September 15 and October 1, respectively, to align with the Council's September 30 fiscal year.
3. Fiscal Responsibilities of the Board – Bonding (Article XI, Deleted Section 5): Removes bonding requirement, as this is not carried out in practice and the Council and members of the Board are protected by director and officer liability insurance.
4. Amendments to Bylaws (Article XIV): Revised to permit amendments to the Bylaws by either the Board or the members, provided that the Board may not make any amendments that would have a material effect on the rights of the members without the approval of a majority of the members. Furthermore, the Board must notify membership of any changes made to the Bylaws during the year in the notice of the next annual meeting.

The Board of Directors recommends that the organization approve the submission of the proposed amendments to the Bylaws at the Annual Meeting of the Council in April. A clean copy of the amended Bylaws as well as a copy marked to show the proposed changes from the

¹ The marked copy includes some additional changes that are immaterial corrections to the text of the bylaws to make them internally coherent and grammatically correct.

2023 Bylaws are attached. Membership also asked for a side-by-side comparison of the current Bylaw provisions and the proposed changes. A copy of that document is also included.