

Election Information Sheet

- Pursuant to Girl Scouts of Citrus By-laws, Article XI Service Communities: “Each Community shall be entitled to elect representatives for the Community ("Delegates") and alternate Delegates according to a formula established and administered by the Board, from time to time. Each Community, however, shall be entitled to elect at least two (2) Delegates and one (1) alternate Delegate. Delegates and alternate Delegates shall be elected for a term of one (1) year, beginning October 1. The alternate Delegate will fill the unexpired term of a Delegate if vacated.”
- Delegates are elected from members who are 14 years of age or over as of October 1, 2022.
- Term of a delegate for this election is 10/01/22 - 9/30/23.
- **It is highly encouraged that girls be considered for delegate or alternate delegate positions.**
- Election’s procedure:
 - There should be a slate of candidates presented to membership, clearly indicating how many positions may be elected.
 - If the election is held at a Community meeting and positions are not contested (the number of candidates is equal to the number of positions allowed), the slate may be voted upon in its entirety.
 - If the election is contested, each person must be voted upon individually.
 - Elections held at a Community meeting can be voted upon by voice, show of hands or by standing. If a clear majority cannot be determined, ballots are recommended.
 - Call-in votes to the meeting are acceptable.
 - If the election is held by email, a ballot should be used.
 - It is encouraged for the election to be announced prior so that all eligible members 14 years of age can attend or be contacted by email.
 - It is highly encouraged that an alternate delegate be elected for each delegate that your Community is allowed to have.
- **Once the election is held, the Community Lead must complete the Delegate Information Form. Each Delegate and Alternate must sign a Position Agreement Form and all forms need to be submitted to the Association Chair.** If an association does not have a chair, all forms should be submitted to customer care with attention to Witz Romero, Vice President of Executive Operations, and title ***Governance: Local Delegates.***

Governance Fact Sheet

What is the role of Associations?

Associations will facilitate activities, programs, and events amongst their Service Communities and to coordinate communication between the membership and Board. Associations can hold meetings as needed and quorums will not be required. Girl Scouts of Citrus will continue to provide staff services to each Association. However, it is crucial that the Delegates and Association Chairs understand that they always have open communication with the 2nd Vice Chair of the Board, as their constant board liaison.

What is the role of the Association Chair?

Association Chairs will:

- Coordinate activities and events amongst the Services Communities within their Association.
- Coordinate Service Community Delegate Elections (for the Service Communities within their Associations) and the reporting of those delegates to the Second Vice-Chair of the Board.
- Help facilitate information to the delegates within their Association and coordinate the Fall Forum – delegate orientation and training.
- Collectively meet with the Executive Committee of the board at least once a year to facilitate communication between the membership within their Association and the Board.
- To identify and nominate people from their Association to serve on the Board and its various committees.
- The Association Chair for each Association will have the right to request an Association meeting with members of the Board in attendance once a year.

Vice Association Chair assists chair with the above referenced duties and assumes the Association Chair position if vacated.

How are Association Chairs/Vice-Chairs Selected?

The Association Chairs/Vice Chairs may be nominated by the Service Communities (at will; not mandatory) with such nominations to be provided to the Council by no later than May 1st and the Association Chair and Vice Chair will be appointed (shortly after the May 1st) deadline by the 2nd Vice Chair of the Board, subject to ratification of the Board. Association Chairs and Vice Chairs shall serve 1-year terms with unlimited consecutive terms. The Chair/Vice Chair terms will be from June 1st to May 31st of each year.

How will delegates be selected?

Pursuant to the Bylaws, the formula for selection of delegates will be determined by the Board from time to time, as it deems appropriate. Currently, each Service Community will elect a minimum of two delegates (with 26 Communities that is a minimum of 52 delegates) and one alternate.

The number of delegates apportioned to each Community shall be determined provisionally based upon membership numbers established as of July 30th of the current membership year, to be finalized at the completion of the Girl Scout year on September 30th. Service Communities will be notified of their delegate number for the following Annual Meeting no later than August 15th of each year.

Service Communities will determine the best method of selecting a diverse group of delegates and alternate delegates, for a 1-year term. The delegate term will be from October 1st to September 30th of each year. **Council must be informed of the delegates chosen to represent each Service Community at the next Annual Meeting by no later than October 1st of each year.**

FORMULA FOR DELGATE SELECTION BY COMMUNITIES

Two delegates per Service Community with 300 girl members or less, plus one additional delegate for each increment of up to 150 girl members.

What is the schedule of governance related events?

- After the Annual Meeting in March referrals for Associations Chair and Vice Chairs will be accepted. Selection will be made by the 2nd Vice Chair and approved by the board no later than the **May** board meeting.
- **July** - There will be a "Summer Forum" for all the Association Chairs and Vice Chairs and the 2nd Vice-Chair of the Board
- **August – October 1** - Elections will take place in Communities for Delegates and Alternates.
- Delegates must be chosen, and Council notified by no later than **October 1st** of each year in order to participate in the Annual Meeting. The delegates will serve a 1-year term.
- **October/November** – There will be a "Fall Forum" for all delegates to receive delegate training and to meet with Board of Directors 2nd Vice Chair to talk about issues/concerns of their Communities. Then the delegates will go back to their Communities to inform and get input.
- **March** - Annual Meeting

How will the Forums work?

The Second Vice-Chair of the Board will convene one Forum a year to provide a direct link between members and the Board of Directors, to address issue of importance to both the membership and the Board. In addition to dialogue, Forums will provide the opportunity for delegates and members at large to submit proposals and operational concerns to the Board. The audience will be the delegates (which includes Association Chairs/Vice Chairs, board members and nominating committee members.) The Forum location will be posted on the Council website. Delegates (and Association Chairs/Vice Chairs) will receive an invitation. Board members will be present at the Forum.

Tips for Conducting a Delegate/ Alternate Delegate Election

1. Communicate delegate position with members

- Find candidates who:
 - Have a passion to make the world a better place for girls.
 - Have an interest in governance and procedure.
 - Have ideas to share on how Girl Scouts of Citrus could be more effective in serving girls and volunteers.
 - Want to ensure we're serving all girls in our Service Communities.
 - Wants to be a voice for girls and volunteers in their Service Community.
- Encourage election of girls ages 14 (*as of October 1st of the current year*) and older as Delegates.
- Describe the delegate position and attributes necessary for the position.
- Explain what a delegate does:
 - Delegates are entitled to a vote with respect to the election of members-at-large, elected officers, Board Development Committee members and National Council Delegates.
- Make copies of the Council Delegate/Alternate Delegate Position Description/Agreement form available to delegate candidates and to voters. The Council Delegate/Alternate Delegate Position Description/Agreement form is enclosed with your election packet and can be found on the council website at www.citrus-gs.org under forms.

2. Take nominations

- Communicate delegate/alternate nomination options. Individuals may self-nominate, be nominated by committee, or be nominated through an open forum/write-in ballot.
- Confirm nominees are interested. Individuals nominated to serve as delegates must acknowledge their willingness to serve.

3. Hold delegate/alternate elections

- Communicate general guidelines.
 - Have more than one ballot counter who are not delegate nominees
- Decide on method to conduct a delegate/alternate election:
 - Votes may be cast by voice, hand, paper (write-in form or pre-filed form with candidate names). *Be sensitive to voter method. Some voters may want their votes kept private.*
 - Votes may be cast for a slate of candidates (candidates are voted on as a group) or individually.
 - If casting a voice or hand vote, be sure to ask for both "yay" and "nay" responses.

4. Communicate delegate/alternate delegate election results

- Communicate results via meeting minutes or service community communications.
- Notify all service community team members of the results.
- Fill out and submit the Delegate Information form.
- Elected Delegates/Alternate Delegates must complete and sign the Council Delegate/Alternate Delegate Position Description/Agreement form.
- Once the election is held, the Community Lead must complete the Delegate Information Form. Each Delegate and Alternate must sign a Position Agreement Form and all forms need to be submitted to the Association Chair. If an association does not have a chair, all forms should be submitted to customer care with attention to Witz Romero, Vice President of Executive Operations, and title **Governance: Local Delegates**.

Tips for Conducting a Delegate/Alternate Delegate Election
September 12th, 2022

GSC ASSOCIATIONS - COMMUNITY LOCATIONS

NORTH/CENTRAL BREVARD

Ohana – Canaveral Groves, Cocoa, Mims, Port St. John, Rockledge, Scottsmoor, Titusville

Sparkling Rivers – Cape Canaveral, Cocoa Beach, Merritt Island

SOUTH BREVARD

Harbour City – North Melbourne/Suntree, Viera

Infinity – Palm Bay, Central Palm Bay, West Palm Bay

Turtle Tracks – Indialantic, Indian Harbor Beach, Melbourne Beach, Patrick AFB, Satellite Beach

Voyager – Melbourne, South Melbourne, West Melbourne

LAKE COUNTY

Heart of Lake – Altoona, Eustis Fruitland Park, Grand Island, Lady Lake, Leesburg, Montclair, Mt. Dora, Mt. Plymouth, Paisley, Sorrento, Tavares, Umatilla, Villages

South Lake – Clermont, Groveland, Mascotte, Minneola, Monteverde

CENTRAL EAST ORANGE

East Orange – Bithlo, Christmas, UCF, Union Park, Waterford Lakes

Trefoil Trails – Colonial Town (north), Eatonville, Maitland, Azalea Park, College Park, Colonial Town (south), Conway, Eatonville, Fern Park, Gatlin, North Central Orlando, Northwest Orange (Lockhart), Pine Hills, Shenandoah, Winter Park

Windsong – Chickasaw Woods, Deerwood, Eastwood Terrace, McCoy, Rio Pinar, Southeast Orange County/Lake Nona

NORTHWEST ORANGE

Foliage – Apopka, Mill Run, Plymouth, Ventura Lakes, Zellwood

West Orange – Ocoee, Tildenville, Winter Garden

SOUTHWEST ORANGE/OSCEOLA

DrWin – Dr. Phillips, Windermere

Friendship – Buena Ventura Lakes, East Kissimmee, Northeast Osceola County

Green Oaks – Belle Isle, McCoy Annex, Meadow Woods, Pine Castle, South Orlando, Sky Line, Taft, Isle of Catalina, Holden Park, Oak Ridge, Richmond Heights, Southwest Orlando, Tangelo Park, Washington Shores, Williamsburg

Imagine – Celebration, Four Corners, Poinciana, Southwest Osceola County, West Kissimmee

Mishawaka – Deer Run, Holopow, Keenansville, East and Southeast Osceola County, St. Cloud, Yeehaw Junction

SEMINOLE

Phoenix – Altamonte Springs, Casselberry, Fern Park, Lake Orienta, Longwood, St. Mary Magdalen

Seminole Lakes – East Sanford, Heathrow, Lake Mary, West Sanford

Shooting Stars – Eastbrook, Keeth, Red Bug, Winter Springs, Winter Park

Star Angels – Altamonte Springs, Apopka, Bear Lake, Forest City, Longwood, Sabel Point, Spring Lake, Sweetwater, Wekiva

Wild River – Chuluota, Geneva, Oviedo, Winter Springs

VOLUSIA

Atlantic Shores – Daytona Beach Shores, Ponce Inlet, Port Orange, South Daytona, Edgewater, New Smyrna Beach, Oak Hill

Monarch Trails – Cassadaga, Deltona, Lake Helen, Osteen, DeBary, DeLand, DeLeon Springs, Pierson, Seville, Orange City

Sunrise – Daytona Beach, Holly Hill, Ormond Beach, Ormond-by-the-Sea

GIRL SCOUTS OF CITRUS

DELEGATES ALLOTMENT 2022-2023

Based on 2021-2022 Membership Year Numbers

26 Communities

North Central Brevard		# of Girls	Delegate	South West Orange Osceola		# of Girls	Delegate
Ohana		346	3	DrWin		451	4
Sparkling Rivers		95	2	Friendship		273	2
	Total	441	5	Green Oaks		162	2
South Brevard		# of Girls	Delegate	Imagine		83	2
Harbour City		377	3	Mishawaka		264	2
Infinity		324	3		Total	1233	12
Turtle Tracks		194	2	Seminole		# of Girls	Delegate
Voyager		203	2	Phoenix		175	2
	Total	1098	10	Seminole Lakes		278	2
Lake		# of Girls	Delegate	Shooting Stars		200	2
Heart of Lake		147	2	Star Angels		323	3
South Lake		320	3	Wild River		299	2
	Total	467	5		Total	1275	11
Central East Orange		# of Girls	Delegate	Volusia		# of Girls	Delegate
East Orange		415	3	Atlantic Shores		320	3
Trefoil Trails		883	6	Monarch Trails		498	4
Windsong		280	2	Sunrise		403	3
	Total	1578	11		Total	1221	10
North West Orange		# of Girls	Delegate				
Foliage		106	2	Total Girl Membership		7925	
West Orange		506	4	Delegates for 2022-23			70
	Total	612	6	Board/Board Development 17/7			24
					Total		94
				<i>Delegates needed for Quorum 33%</i>			23
				<i>Communities needed for Quorum 51%</i>			13
				<i>Board Members for Quorum 51%</i>			12

Number of delegates allotted to each Community is based on the girl membership in a Community as of September 1st, 2022. Two delegates per Community with 300 girl members or less, plus one additional delegate for each increment of 150 girl members. Communities will have an unlimited number of Alternate Delegates. (Definition of Quorum is in Article IV Section 3.)

Delegate Allotment Chart

0-300 = 2 delegates
 301-450 = 3 delegates
 451-600 = 4 delegates
 601-750 = 5 delegates
 751-900 = 6 delegates
 901-1050 = 7 delegates
 1051-1200 = 8 delegates



341 N. Mills Avenue
 Orlando, FL 32803
www.citrus-gs.org
 407-896-4475

Association	Common Name ↑	Role Name	First Name	Last Name	Email
Central East Orange	East Orange Community	Communications Coordinator	Michelle	Woolley	gs.michelle.woolley@gmail.com
		Communications Coordinator	Jennifer	Gillespie	jenniferlgillespie@att.net
	Trefoil Trails Community	Communications Coordinator	Missy	Carvin	missy.carvin@gmail.com
	Windsong Community	Communications Coordinator	Kelly	Prough	kelly.prough@yahoo.com
Communications Coordinator		Kari	Grimm	karigrimm07@gmail.com	
Lake	Heart of Lake Community	Communications Coordinator	Pamela	Jennelle	pam@myexquisiteflorida.com
	South Lake Community	Communications Coordinator	April	Martin	aprilcondraymartin@gmail.com
North Central Brevard	Ohana Community	Communications Coordinator	Caroline	Achee	acheecaroline@gmail.com
	Sparkling Rivers Community	Communications Coordinator	Amelia	Ebert	amelia.ebert@gmail.com
Northwest Orange	Foliage Community	Communications Coordinator	Roshunda	Bennett	roshundabennett@hotmail.com
	West Orange Community	Communications Coordinator	Julia	Mascardo	juliak75@gmail.com
Seminole	Phoenix Community	Communications Coordinator	Christina	Cayce	cmcayce@gmail.com
	Seminole Lakes Community	Communications Coordinator	Polly	Delucia	pdelucia@cfl.rr.com
	Shooting Stars Community	Communications Coordinator	Carla	Hall	c.conoverhall@yahoo.com
	Star Angels Community	Communications Coordinator	Vivian	Richardson	rosev_78@yahoo.com
		Communications Coordinator	D'Ana	Guiloff	dana@guiloff.com
Wild River	Staff	Alexis	Beshara	abeshara@citrus-gs.org	
South Brevard	Harbour City Community	Communications Coordinator	Heather	Stanley-Garvey	hstanleygarvey@yahoo.com
	Infinity Community	Communications Coordinator	Melanie	Higgins	mdasquared@aol.com
	Turtle Tracks Community	Communications Coordinator	Catherine	Scoboria	ksco14@gmail.com
	Voyager Community	Communications Coordinator	Martha	Spruitenburg	mspruite@cfl.rr.com
Southwest Orange/Osceola	DrWin Community	Communications Coordinator	Janet	Gaffin	gaffingirlscout@gmail.com
	Friendship Community	Communications Coordinator	Jennie	Carpenter	jennie.carpenter@me.com
	Green Oaks Community	Communications Coordinator	Rebecca	Briggs	rebecca.briggs@hgv.com
	Imagine Community	Communications Coordinator	Terra	Ridenhour	terra.ridenhour@gmail.com
	Mishawaka Community	Communications Coordinator	Linda	Oутten	lpoutten3@yahoo.com
Volusia	Atlantic Shores Community	Communications Coordinator	Stefanie	Kuney	stefanie.kuney@gmail.com
	Monarch Trails Community	Communications Coordinator	Brooke	Bess	brookereesebess@gmail.com
	Sunrise Community	Communications Coordinator	Kelie	Tatro	keliedt@gmail.com

Girl Scouting builds girls of courage, confidence and character, who make the world a better place.



Delegate Information Form

October 1, _____ to September 30, _____

Community _____

Number of Delegates _____

Candidate must meet the following criteria:

- Be a registered Girl Scout, age 14 years or older as of October 1st of membership year.
- Accept the principles, beliefs, and purpose of Girl Scouting.
- Understand cultural, social, and economic trends and their effect on Girl Scouting and its activities.
- Have sound judgment in weighing facts and issues for decision-making.
- Be willing and available to attend the Annual Meeting, training, and all other meetings appropriate to the position as agreed to in the Position Agreement which must be signed and submitted within 30 days of the election.

DELEGATES

Name 1: _____

Address: _____

Phone: _____

Email: _____

Name 2: _____

Address: _____

Phone: _____

Email: _____

Name 3: _____

Address: _____

Phone: _____

Email: _____

Name 4: _____

Address: _____

Phone: _____

Email: _____

ALTERNATE DELEGATES

Name 1: _____

Address: _____

Phone: _____

Email: _____

Name 2: _____

Address: _____

Phone: _____

Email: _____

Name 3: _____

Address: _____

Phone: _____

Email: _____

Name 4: _____

Address: _____

Phone: _____

Email: _____

Submit this form to your Association Chair or email to Witz Romero at wromero@citrus-gs.org

Council Delegate/Alternate Delegate Position Description/Agreement

Summary: The By-Laws of Girl Scouts of Citrus Council provide that the Board of Directors establish geographic subdivisions, known as Associations, within the Council's jurisdiction. The By-Laws further stipulate that for each Association, Community Delegates be elected by the Association Membership. The Delegate is responsible to the Association Chair. The Delegate is responsible for seeing that an open communication channel is maintained between the Association Members and the Association Chair.

Elected By: Girl Scout members of the Community

Elected Term: One year, October 1st – September 30th, unlimited terms

Area of Responsibility: Council Members

Staff Interface: None

Responsibilities:

- Attend and participate in the Council Annual Business Meeting.
- Elect the Officers of the Council, other Members of the Board of Directors, Members of the Board Development Committee, Delegates, and persons to fill vacancies among Delegates - should vacancies occur - to the National Council of Girl Scouts of the United States of America.
- Determine the general lines of direction for Girl Scouting locally by receiving and acting upon reports of the Board of Directors and by giving guidance to the Board.
- Amend the Articles of Incorporation and the By-Laws.
- Take all other actions requiring Membership vote, within the responsibilities of the Council.
- Conduct other such business as may, from time to time, come before the Members.
- Refer names of qualified persons to the Board Development Committee.
- Participate in Delegate orientation.
- Attend all Association and Community Delegate meetings as called by the Second Vice-Chair of the Board.
- Promote and maintain ongoing two-way communication among all Members of the Association.
- Keep informed of attitudes, conditions, and trends in the Association and in society at large, which may influence the goals and decisions of the Council.
- Report and interpret to the Association Members those actions taken at Council Meetings, Delegate Meetings, and Community Meetings.
- Receive Action Inquiries from Members and route to the Association Chair.

Core Competencies:

- **Girl Focus:** Helps girls set realistic, clearly defined goals/objectives to experience the New Girl Scout Leadership experience and achieve outcomes via Discover, Connect, and Take Action
- **Adaptability:** Adjusts and modifies own behavior, and remains flexible and tolerant in response to changing situations and environments
- **Fostering Diversity:** Understands differences and embraces differences
- **Oral Communication:** Expresses ideas clearly and concisely
- **Personal Integrity:** Demonstrates honesty, credibility, and dependability

Meetings, Reports and Requirements:

- Membership registration
- Current Adult Application and Consent form on file
- Fall Forum
- Annual Business Meeting

By signing you agree to adhere to the Girl Scouts of Citrus Volunteer Policies which can be found at www.citrus-gs.org.

Volunteer Delegate/ Alternate Signature

Association Chair Signature

Print Name

Date

Community

Juliette/Troop #

Volunteer Position - Council Delegate/Alternate Delegate
September 15th, 2022



Association Chair Position Description/Agreement

Summary: The By-Laws of Girl Scouts of Citrus provide that the Board of Directors establish geographic subdivisions, known as Associations, within the Council's jurisdiction. The By-Laws further stipulate that there be for each Association, a Chair and a Vice-Chair appointed by the Board Second Vice-Chair. The Association Chair will help to coordinate Community Delegate elections within their association and facilitate an open communication channel between the GSC Board of Directors via the Board Second Vice-Chair and the Association Members.

Appointed By: Second Vice-Chair of the Board (Field Liaison)

Ratified By: Board of Directors

Appointed Term: One year, May 1st - April 30th, unlimited terms

Area of Responsibility: Association Interface

Staff Interface: As assigned

Responsibilities:

Communication

- Meet with the Board Second Vice-Chair on a regular basis.
- Promote and maintain open communication with all Association Members.
- Refer names of qualified persons to the Board Development Committee.

Council Annual Meeting

- Attend and support the Council Annual Business Meeting.
- Perform registrar duties for Association attendees.
- Coordinate and host the Annual Business Meeting on a rotating basis.

Association

- Direct the work of the Board Second Vice-Chair and the Community Delegates.
- Educate and prepare Delegates for participation in the Annual Business Meeting.
- Coordinate and facilitate Association meetings and events.
- Receive Action Inquiries from Delegates and route to the Board Second Vice-Chair.

Core Competencies:

- **Girl Focus:** Helps girls set realistic, clearly defined goals/objectives to experience the New Girl Scout Leadership experience and achieve outcomes via Discover, Connect, and Take Action
- **Adaptability:** Adjusts and modifies own behavior, and remains flexible and tolerant in response to changing situations and environments
- **Fostering Diversity:** Understands differences and embraces differences
- **Oral Communication:** Expresses ideas clearly and concisely
- **Personal Integrity:** Demonstrates honesty, credibility, and dependability

Meetings, Reports and Requirements:

- Membership registration
- Current Adult Application and Consent form on file
- Spring and Fall Forum
- Annual Business Meeting

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Volunteer Association Chair Signature

Field Liaison, 2nd Vice-Chair of the Board Signature

Print Name

Date



Association Vice-Chair Position Description/Agreement

Summary: The By-Laws of Girl Scouts of Citrus provide that the Board of Directors establish geographic subdivisions, known as Associations, within the Council's jurisdiction. The By-Laws further stipulate that there be for each Association, a Chair and a Vice-Chair appointed by the Board Second Vice-Chair. The Vice-Chair will assist the Association Chair in carrying out his/her duties. Will serve as Association Chair for the remainder of the term should that position be vacated.

Appointed By: Second Vice-Chair of the Board (Field Liaison)

Ratified By: Board of Directors

Appointed Term: One year, May 1st - April 30th, unlimited terms

Area of Responsibility: Association Interface

Staff Interface: None

Responsibilities:

Communication

- Meet with the Board Second Vice-Chair on a regular basis.
- Promote and maintain open communication with all Association Members.
- Support the Board Development Committee by referring qualified persons for elected positions.

Council Annual Meeting

- Attend and support the Council Annual Business Meeting.
- Perform registrar duties for Association attendees.
- Coordinate and host the Annual Business Meeting on a rotating basis.

Association

- Educate and prepare Delegates for participation in the Annual Business Meeting.
- Coordinate and facilitate Association meetings and events.

Core Competencies:

- **Girl Focus:** Helps girls set realistic, clearly defined goals/objectives to experience the New Girl Scout Leadership experience and achieve outcomes via Discover, Connect, and Take Action
- **Adaptability:** Adjusts and modifies own behavior, and remains flexible and tolerant in response to changing situations and environments
- **Fostering Diversity:** Understands differences and embraces differences
- **Oral Communication:** Expresses ideas clearly and concisely
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Meetings, Reports and Requirements:

- Membership registration
- Current Adult Application and Consent form on file
- Spring and Fall Forum
- Annual Business Meeting

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Volunteer Association Vice-Chair Signature

Association Chair Signature

Print Name

Date



BOARD DEVELOPMENT COMMITTEE REFERRAL FORM

Welcome to the GSC nomination page where you can nominate yourself or someone else for a volunteer position.

Please complete all information and email to Witz Romero at wromero@citrus-gs.org

All referrals must be received by the Committee on or before February 2023, to be considered for the 2023 slate. Contact Witz Romero, Vice President of Executive Operations, at 407-228-1665 or wromero@citrus-gs.org for more information.

Recommendation for consideration for a position:

- Officer – Board of Directors
- Board of Directors Member-at-Large
- Board Development Committee Member
- National Council Delegate/Alternate Delegate

Name of Person Recommended _____

Home Address(City/State/Zip) _____

Business Affiliation/Title _____

Business Address _____

Phone (H) _____ (B) _____ (C) _____

Email _____

Experience as a Volunteer in Girl Scouting and/or other organizations:

Special Interests and Skills:

Reasons Supporting Your Recommendation:

Optional Information:	<input type="checkbox"/> White	<input type="checkbox"/> Black	<input type="checkbox"/> Asian/Pacific Islander	<input type="checkbox"/> Native American or Alaskan Native		
	<input type="checkbox"/> Other	<input type="checkbox"/> Also of Hispanic origin				
Age:	<input type="checkbox"/> 14-17	<input type="checkbox"/> 18-29	<input type="checkbox"/> 30-39	<input type="checkbox"/> 40-49	<input type="checkbox"/> 50-59	<input type="checkbox"/> over 60

Submitted by: _____ Phone: _____

Address, City, State, Zip: _____

GENERAL QUALIFICATIONS

Officers of the Council

(2-year term)

- Elected officers of the Council are the: President, 1st Vice Chair, 2nd Vice Chair, Secretary and Treasurer
- Fulfill all general qualifications of Board members-at-large
- Serve as chief volunteer leadership team of the Council

Board of Directors Members-at-Large

(2-year term)

- Accept the mission and values of Girl Scouting
- Accept responsibility for the major functions of the Board
- Attend Board meetings (five or six annually) and other major Girl Scout functions
- Take training for the position
- Are registered Girl Scout members
- Serve on Board committees and task forces
- Make monetary contributions to the Council
- Respect and maintain confidentiality
- Accept and support Board decisions

Board Development Committee Members

(2-year term)

- Accept the mission and values of Girl Scouting
- Have access to individuals with leadership qualities and skills needed and who are representative of the diversity of the areas we serve
- Commit time to do a thorough job
- Maintain confidentiality concerning nominees and the work of the Board Development Committee
- Are registered Girl Scout members
- Have ability to conduct interviews and evaluate information as an individual and as a member of the Committee

Delegates to the National Council Meeting

(3-year term)

- Are citizens of the United States
- Are registered Girl Scout members
- 14 years of age or older as of October 1st prior to the National Council Meeting
- Informed on Citrus Council's point of view about actions to be taken by the National Council, but vote independently in the best interests of Girl Scouting as a whole
- Know the rules relating to parliamentary procedures and how to use them

Girl Scouts of Citrus Council, Inc.
AMENDED AND RESTATED BYLAWS
2021

Pursuant to the Corporation's Regular Membership meeting, held on March 6, 2021 with proper notice and evidenced by the attached Minutes, a majority vote of the Membership approved this Amended and Restated Bylaws, 2021 which are as follows:

ARTICLE I THE CORPORATION

The name of this corporation shall be GIRL SCOUTS OF CITRUS COUNCIL, INC. (the "Corporation"). The term "Council" used herein refers to the council corporate body.

ARTICLE II PURPOSE

The principle object and purpose of the corporation shall be as follows:

1. To offer all girls, ages five through seventeen, residing within the Corporation's jurisdiction, an opportunity to participate in the Girl Scout program in accordance with the purpose of the Girl Scout movement in the United States of America. The purpose is an informal educational program, designed to help girls put in practice the fundamental principles of the Girl Scout movement.

2. To develop, manage and maintain Girl Scouting throughout the Corporation's jurisdiction, in such manner and subject to such limitations as are prescribed in the Constitution, Bylaws and Policies of the Girl Scouts of the United States of America, "GSUSA" and by the terms of the charter granted to the Corporation by GSUSA.

ARTICLE III MEMBERSHIP

1. Membership - Only persons who are members of the Girl Scout movement, 14 years of age or older as of October 1 of the current membership year, registered through the Girl Scouts of Citrus Council, are eligible to be members of the Corporation ("Members"). Members of the corporation, in meeting assembled, shall consist of:
 - a. Delegates (defined in Article XII below); and
 - b. Association Chairs and Association Vice Chairs (both as defined in Article XII (2) below); and
 - c. Board Members (defined in Article VIII (2) below); and
 - d. Council Board Development Committee Member (defined in Article XI below) who are not otherwise Members.

2. Members - At least two-thirds of the Members must be elected by the Service Communities (defined in Article XI (1) below). All Members shall serve only for the term to which they have been elected and only for so long as they are registered members of GSUSA.
3. Responsibilities - The Members shall:
 - a. Elect the officers of the Council, the Board Members, and the Board Development Committee Members, as well as the Council's delegates and alternate delegates to the National Council of GSUSA.
 - b. Determine the general lines of direction for Girl Scouting within the Council's jurisdiction by receiving and responding to reports and information from the Board.
 - c. Amend the Articles of Incorporation for the Council and these Bylaws.
 - d. Take all other action requiring membership vote within the responsibilities of the Council; and
 - e. Conduct such other business as may, from time to time, come before the Members.

ARTICLE IV MEETINGS

1. Regular Meetings - The annual meeting of the Council shall be held within six (6) months of the close of the Council's fiscal year, at such time and place as may be determined by the Board (defined below). Notice of time, place, and purpose of the meeting, including the slate of nominees for election shall be distributed to each Member not less than 30 days before the meeting.
2. Special Meetings - Special meetings of the Corporation shall be called by the Board Chair within 14 days, upon written request of two-thirds of the Board Members or of twenty-five percent of the Members, and provided that at least a majority of the Service Units are represented. The purpose of such special meetings shall be limited to the legitimate business of the membership of the Corporation, and shall be stated with the request. No other business shall be transacted except that for which the special meeting has been called. Notice of the time, place and purpose of the special meeting shall be distributed not less than seven days before the special meeting to each Member.
3. Quorum - Thirty-three percent (33%) of the Members must be present in person to constitute a quorum for the transaction of business, provided however, that Members are present from a majority of the Service Communities. This quorum may consist of Members who attend meetings virtually. Members may vote through electronic means.
4. Voting Procedure - Each council Member present in person or by electronic means shall be

entitled to one vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the Members present in person or by electronic means and voting, unless otherwise provided by governing law or these Bylaws.

ARTICLE V BOARD DEVELOPMENT COMMITTEE

1. Composition - There shall be a "Board Development Committee" of the Council composed of seven members ("Board Development Committee Members") elected by the voting members. The number of Board Members on the Board Development Committee may not exceed the number of non-Board members.
2. Election, Term and Vacancies - Board Development Committee Members shall be elected by the voting Members for a term of two (2) years beginning at the close of the annual meeting at which such Board Development Committee Member is elected and expiring at the annual meeting at which such individual's successor is elected and assumes office, or, if earlier, upon such individual's resignation, death, or removal from office. Upon expiration of the term, a Board Development Committee Member shall be eligible for re-election, allowing for up to, but not exceed, two (2) consecutive two (2) year terms. Upon expiration of a second consecutive two (2) year term, a Board Development Committee Member shall not be eligible again for Board Development Committee membership until after a lapse of two (2) years. The Board shall have the power to fill vacancies in the Board Development Committee until the next annual meeting of the Council.
3. Selection and Term of Board Development Committee Chair - The Board Development Committee Chair shall be appointed by the Board Chair from among the committee members for a term of one (1) year and shall serve as Board Development Committee Chair for no more than two (2) consecutive terms. The Board Development Committee Chair shall be appointed by the Board Chair from among the committee members for a term of one (1) year and shall serve as Board Development Committee Chair for no more than two (2) consecutive terms. The Board Development Committee Chair shall be a Board Member. A vacancy in the office of the Board Development Committee Chair shall be filled by appointment by the Board Chair subject to approval of the Board, for the balance of the unexpired term.
4. Quorum - A majority of the members of the Board Development Committee must be present in person or through agreed upon electronic means to constitute a quorum for the transaction of business; provided that the number of Board Members may not exceed the number of non-Board Members.

5. Responsibilities -

- a. The Board Development Committee shall be responsible for development, assessment, education training, succession planning, and evaluation of the Board Members.

The Board Development Committee shall present to the Members at the annual meeting of the Council a single slate of nominees for: (a) officers of the Council, (b) Board Members, and (c) Board Development Committee members.

At the annual meeting of the Council in the year of the regular meeting of National Convention of GSUSA, the Board Development Committee shall present to the voting members a single slate of nominees for delegates to represent the Council at the National Convention, and a single slate of nominees to fill vacancies among National Convention delegates should vacancies occur.

Nominations may be made from the floor at the annual meeting of the Council, provided the eligibility of the individuals so nominated has been established and is in accordance with these Bylaws, and the written consent of such individuals has been secured and submitted, with their qualifications, to the Board Development Committee Chair at least forty-eight (48) hours before the beginning of the meeting.

- b. The Board Development Committee shall recommend nominees to fill vacancies among officers and members-at-large of the Board between annual meetings, in accordance with these Bylaws. Such recommendation shall be presented to, and ratified by, the Board through the Board Chair.
- c. All activities of the Board Development Committee, while performing its responsibilities as outlined herein, shall be confidential to the extent required by applicable law.

- 6. Removal - Any Board Development Committee Member may be removed by a majority vote of the total membership of the Board, provided removal is first recommended by a majority vote of the membership of the Board Development Committee.

ARTICLE VI PARTIAL TERMS

A person who has served more than half a specific term in an office as that specific term is set forth in these Bylaws shall be considered to have served the full term for the purpose of determining eligibility

to serve additional terms in that office or in another position.

ARTICLE VII OFFICERS

1. Number and Title - The officers of the Council (the "Officers") shall be a president, who shall have the working title of Chair of the Board (herein after referred to as "Board Chair"); a first and second vice-president, who shall have the working titles of "Board Vice Chair" and "Board Second Vice Chair" (hereinafter, collectively referred to as "Board Vice Chairs"); the "Secretary"; the "Treasurer"; and the chief executive officer (the "CEO"), who shall serve ex-officio, without privilege of vote.
2. Election, Terms & Vacancies -
 - a. The Board Chair, Board Vice Chairs, Secretary, and Treasurer, shall be elected by the Members for a term of two (2) years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms in anyone or more of these offices, except that, regardless of the number of consecutive terms any person shall have served in anyone or more of these offices other than that of Board Chair, such person shall be eligible to serve three (3) consecutive terms as Board Chair. Terms of office shall begin at the close of the annual meeting at which elections are held. A vacancy among the officers, other than the Board Chair shall be filled in accordance with Article V, Section 5 above. In the case of a permanent vacancy in the office of the Board Chair, Board Vice-Chairs will succeed in order of their rank until the next annual meeting.
 - b. The CEO shall be appointed by the Board to hold office at its pleasure.
3. Duties - The duties of the Officers shall be as follows:
 - a. The Board Chair shall be the chief elected corporate officer of the Council and shall preside at all meetings of the Corporation and the Board. The Board Chair shall be responsible for seeing that the lines of direction given by the members of the Council and the actions of the Board are carried into effect, and for reporting to the membership and to the Board on the conduct of the affairs of the Council. The Board Chair shall be ex-officio a member of all committees established by the Board, and shall perform such other duties as are assigned by the Board or prescribed elsewhere in these Bylaws.
 - b. The Board Vice-Chairs, in order of their rank, shall preside at meetings of the Council

and of the Board in the temporary absence or disability of the Board Chair. The Second Vice Chair shall also ensure appropriate training is provided for the Members prior to the Council's annual meeting and the Council's delegates to the National Convention. The Vice Chairs shall perform such other duties as may be assigned by the Board Chair from time to time.

- c. The Secretary shall be responsible for seeing that notices of all meetings of the Corporation and the Board are issued and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records, and files, and shall perform such other duties usually incident to the office of secretary. In addition, the Secretary shall perform such other duties as may be assigned by the Board Chair.
- d. The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Corporation; monitoring disbursements as authorized by the Board; monitoring the execution of contracts and other instruments authorized by the Board; and reporting receipt, use, and disbursements of all assets of the Corporation. The Treasurer shall perform such other duties usually incident to the office of treasurer, and shall perform such other duties as may be assigned by the Board Chair or Board. The Treasurer shall be ex-officio a member of the finance committee, if such committee shall be established by the Board.
- e. The CEO shall be the chief administrative officer of the Council; shall be responsible for providing advice and assistance to the Corporation, the Board, the Board Chair, and other Officers, and the committees; and shall be responsible for managing the total operations of the Council. The CEO shall have such other powers and perform such other duties as may be provided by the Board through the Board Chair.

The CEO shall have authority to employ and release all employed staff in accordance with policies adopted by the board of directors.

- 4. Removal - An elected officer of the council may be removed with or without cause by a vote of two-thirds of the total membership of the Board.

ARTICLE VIII BOARD OF DIRECTORS

- 1. Powers, Responsibilities, and Accountabilities - The corporate business and affairs of the Council shall be governed under the direction of the board of directors, ("Board") except as

may be otherwise provided in these bylaws or the Articles of Incorporation.

The Board is accountable: to the Members for governing the affairs of the Council; to the board of directors of GSUSA for compliance with charter requirements; to the State of Florida for adhering to state corporate law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.

2. Composition -The Board shall consist of the Officers of the Council and twelve (12) directors, herein called members-at-large (collectively the "Board Members"). In addition to the Board Members, two (2) registered Girl Scouts in grades 10-12 and one (1) degree-seeking student at an accredited educational institution and one (1) business master's degree student from a Central Florida educational institution may be invited to participate in Board meetings, without a vote, at the discretion of the Board Chair.
3. Election and Term - The Board Members-at-large shall be elected by the Members of the Council for a term of two years or until their successors are elected, and shall serve for no more than three consecutive terms. Terms of office shall begin at the close of the annual meeting at which elections are held. Regardless of the number of consecutive terms any person shall have served as a Board Member-at-large, such person shall be eligible to be a Board Member when serving as an Officer of the Council or as Board Development Committee Chair.
4. Vacancies - Except as provided in Article VII, Section 2 of these Bylaws, vacancies on the Board occurring by death, resignation, creation of new directorships, or otherwise, shall, subject to the laws of Florida, be filled until the next annual meeting of the Council by affirmative vote of a majority of the remaining Board Members then in office, though less than a quorum, at any special meeting called for that purpose or at any regular meeting of the Board.
5. Regular Meetings - Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet no less than five times in each year. Notice of time, place, and purpose of the meeting shall be communicated to each Board Member not less than seven days before the meeting.
6. Special Meetings - Special meetings may be called by the Board Chair. Special meetings also shall be called by the Board Chair upon written request of the majority of Board Members. The purpose of such special meetings shall be stated with the request and no other business shall

be transacted except that for which the special meeting has been called. Each Board Member shall be notified of the time, place, and purpose of the meeting not less than five days before the special meeting.

7. Quorum - A majority of the Board Members must be present in person or through agreed upon electronic means to constitute a quorum for the transaction of business.
8. Non-participating Board Members - Any Board Member who is absent for more than two regular meetings within a twelve-month period shall be considered to have resigned, and, upon approval by a majority vote of the Board Members present and voting at any regular meeting of the Board, shall be notified to this effect. At any time during this process, the resigning Board Member may make written petition to the Executive Committee (defined below), detailing the reasons for such absence, and request that the resignation be revoked or that any such absence be excused. The Executive Committee shall determine if good cause is shown by the petitioner and shall excuse such absence and/or withdraw the resignation of such Board Member.

ARTICLE IX BOARD COMMITTEES

1. Establishment - The Board may establish standing committees, special committees, and/or task groups as it deems necessary. The duration of these committees will be for the period necessary to conclude the assignment.
2. Appointment and term of chair - The Board Chair shall appoint the chair and the members of the committees with the approval of the Board.

ARTICLE X EXECUTIVE COMMITTEE

1. Composition - The "Executive Committee" shall include the Officers of the Council, and the CEO who shall serve without privilege of vote. The Board Chair shall be the "Executive Committee Chair".
2. Responsibilities - The Executive Committee shall have, and may exercise, the powers of the Board in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt the budget, or to take any 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. The Executive Committee shall submit reports on actions taken to the Board.

3. Meetings - Meetings of the Executive Committee shall be called by the Board Chair. Notice of time, place, and purpose of the meeting shall be communicated to each member of the Executive Committee not less than seven (7) days before the meeting.
4. Quorum - Three (3) members of the Executive Committee must be present in person or through agreed upon electronic means to constitute a quorum for the transaction of business.

ARTICLE XI SERVICE COMMUNITIES

1. Geographic Subdivisions - The Board has established, subject to boundary changes as necessary from time to time, geographic subdivisions within the Council's jurisdiction called "Service Communities".
2. Members - The members of each Service Community ("Service Communities Members") shall be members of the Girl Scout movement, 14 years of age or over as of October 1 of the current membership year, registered through the Council and being determined by Council to be located within said Service Community's boundaries.
3. Responsibilities of the Communication Coordinator - It shall be the responsibility of the Communication Coordinator to:
 - a. Elect Delegates to the Council, present the views of the Community to the Delegates, and receive their reports.
 - b. Consider and advise on proposed plans, policies and other matters referred to the Service Community by the Board and introduced by the Delegates.
 - c. Consider and advise on ways of improving the quality of Girl Scouting in the Service Communities.
 - d. Participate in strategic planning process as delegated by the Board.
 - e. Perform such other duties as may be delegated by the Board.
4. Election of Delegates - Each Community shall be entitled to elect representatives for the Community ("Delegates") and alternate Delegates according to a formula established and administered by the Board, from time to time. Each Community, however, shall be entitled to elect at least two (2) Delegates and one (1) alternate Delegate. Delegates and alternate Delegates shall be elected for a term of one (1) year, beginning October 1. The alternate Delegate will fill the unexpired term of a Delegate if vacated.

ARTICLE XII ASSOCIATIONS

1. Geographic Subdivisions - The Board shall establish geographic subdivisions within the Council jurisdiction, which shall be known and referred to as "Associations".

2. Association Chairs - There shall be a chair and a vice chair of the Association (respectively referred to as "Association Chair" and "Association Vice Chair") appointed by the Board Second Vice-Chair. The Association Chair and Association Vice-Chair, whose terms will start on June 1 of each year, shall serve for a term of one (1) year. The Board Second Vice-Chair may reappoint the Association Chair and/or Association Vice-Chair for an unlimited number of terms, if the individual is willing to continue fulfilling the positions' roles and responsibilities. In the event the Association Chair position is vacated, the Association Vice-Chair shall serve as Association Chair until the end of the term. The Association Chair shall:
 - a. Coordinate Association activities and events.
 - b. Coordinate Service Community delegate elections (for the Service Communities within their Associations) and the reporting of those delegates to the Board Second Vice-Chair.
 - c. Help facilitate information to, and convene as necessary, the delegates within their Association.
 - d. Facilitate communication between the membership within their Association and the Board or its committees.
 - e. Participate at meetings of the Corporation.
 - f. Carry out such other duties as may be delegated by the Board.

ARTICLE XIII NATIONAL COUNCIL DELEGATES

The delegates whom the Council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the Members of the Council at a meeting held within twelve calendar months prior to the regular meeting of the National Council. The Board, or the Board Chair in the absence of a meeting of the Board, shall fill national delegate vacancies from among the persons elected as alternate national delegates. If there be no such persons, the Board, or the Board Chair in the absence of a meeting of the Board, shall have the power to fill vacancies among the delegates. Delegates shall be citizens of the United States of America; shall be elected from the members of the Girl Scout movement in the United States of America who are 14 years of age or older as of the October 1st prior to the National Convention and who are registered with GSUSA as a member of the Council; and shall serve for a term of three years from the date of their election, or until their successors

are elected.

ARTICLE XIV FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Fiscal Year - The fiscal year of the Council shall be established by the Board.
2. Contributions - Any contributions, bequests, and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board. Guidelines for accepting contributions shall be established by the Board.
3. Depositories - All funds of the Council shall be deposited to the credit of the council under such conditions and in such banks as shall be designated by the Board.
4. Approved Signatures - Approvals for signatures necessary on contracts, checks and orders for the payment, receipt or deposit of money and access to securities of the Council shall be provided by resolution of the Board.
5. Insurance Crime Protection - All persons having access to, or major responsibility for the handling of monies, securities, and properties of the Council shall be covered under the appropriate insurance vehicle, as provided by resolution of the Board.
6. Budget - The annual operating and capital budgets of estimated incomes and expenditures shall be approved by the Board and managed by the Board in conjunction with the Finance Committee in accordance with Board approved Budget Procedures.
7. Audits - A certified public accountant or other independent public accountant shall be retained by the Board to make an annual examination of the financial account of the Corporation. A report of this examination shall be submitted to the Board and to GSUSA.
8. Property - Title to all property, with the exception of troop equipment, shall be held in the name of the Council, in the name of individual business entities owned or controlled by the Council, or in the name of trustees of Council trust funds who have been selected and approved by the Board.
9. Financial Reports - A summary report of the financial operations of the Council shall be made at least annually to the membership, and to the public, in such form as the Board shall provide.

10. Investments - Council funds shall be invested by the Board designated trustees or by any committees of the Board appointed for such purpose, all acting within investment policies approved by the Board.

11. Indemnification - Indemnification shall be provided by resolution of the Board, in accordance with the state code.
 - a. Action Against Party Because of Corporate Position - The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that she/he is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees inclusive of any appeal), judgments, fines, and amounts paid in settlement actually and reasonably incurred by her/him in connection with such claim, action, suit, or proceeding if she/he acted in good faith and in a manner she/he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe her/his conduct unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which she/he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that her/his conduct was unlawful.

 - b. Action by or in the Right of Corporation - The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that she/he is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by her/him in

connection with the defense or settlement of such claim, action, or suit if he acted in good faith and in a manner she/he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that a court of competent jurisdiction (the "Court") in which such claim, action, or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

- c. Insurance - The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify her/him against such liability under the provisions of this Article.
12. Legal Counsel - An appropriately qualified, independent legal counsel should be retained by the Board to (a) ensure compliance with federal and state requirements, (b) provide advice regarding litigation and any potential litigation and (c) review and advise on any official statements developed for the media (via print, television, radio, internet or other electronic/digital means).

ARTICLE XV PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of the Board, constituencies, and all committees, subject to the laws of the state, the Articles of Incorporation, and these Bylaws.

ARTICLE XVI AMENDMENTS

These Bylaws may be amended by a two-thirds vote of those present or by electronic means and voting at any meeting of the Corporation, provided that the proposed amendment shall have been included in the notice of the meeting.

ARTICLE XVII REVIEW

The Board Chair shall appoint a committee to review the Bylaws in conjunction with the Council Performance Assessment review.

ARTICLE XVIII DISSOLUTION

In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending the re-organization of a Girl Scout Council in the area provided that such procedure conforms with the requirements of Section 501 (c) (3) of the Internal Revenue Code.

IN WITNESS WHEREOF, these Amended and Restated Bylaws, 2021 which consists of fourteen (14) pages have been executed the ____ day of _____, 2021.

GIRL SCOUTS OF CITRUS COUNCIL, INC.,
A Florida not-for-profit corporation

By: _____
Fred Kosiewski
As its Council Board Chair

By: _____
Michelle Mugnaini
As its Council Board Secretary