

Girl Scouts of Western Washington Frequently Asked Questions Recommendations Regarding the Council's Bylaws

The Board recommends revisions to the Bylaws for the Girl Scouts of Western Washington Council's that were adopted at the Council's Annual Meeting on February 5, 2011 (referred to in this document as the "2011 Bylaws"). To assist council members in understanding the recommendations, we are providing this FAQ in addition to redline and clean versions of the revised Bylaws for review and adoption.

Please note that the references to the Articles and Sections in the bylaws refer to those in the 2011 Bylaws (as shown in the redline version attached). By deleting Articles, the numbering will change in the amended articles (as shows in the clean version attached).

What are Bylaws?

The first page of the attached Bylaws has "General Information and Terminology." This explains that Bylaws are the rules that govern a corporation. Some of these rules are based on the laws in the state in which the corporation is governed, and other rules are made specific to the corporation. For Girl Scouts of Western Washington, the Bylaws must be consistent with the Washington State Nonprofit Corporations Act.

Why do the council members need to review and adopt the amended Bylaws?

The "General Information and Terminology" explain that Bylaws for Girl Scout councils can only be changed by the membership of the council through an amendment. Also, Article I, Section 4c requires that members of the council amend bylaws of the council.

Why is the Board recommending changes to the council's Bylaws?

The Washington State Nonprofit Corporations Act was significantly revised in 2022 (the "2022 Act"). The Board reviewed the 2011 Bylaws as part of a

regular governance review and to ensure compliance with the 2022 Act. These recommendations are made to (a) make the Bylaws clearer and internally consistent, (b) to comply with the 2022 Act, and (c) to be inconsistent with practice for efficiency.

What are the substantive changes that the Board recommends for approval?

- There was inconsistent language in the 2011 Bylaws relating to how committees are governed. The 2011 Bylaws are specific regarding the governance for the Board Development Committee and the Executive Committee, and state that the council chair establishes standing committees as necessary. This is inconsistent and has the two specific committees being governed differently from other standing committees and/or special committees/task groups.

To be internally consistent and have all Board committees governed the same, the Board recommends (a) deleting Article II and Article VII, (b) revising Article I, Section 4 to remove the election of members of the nominating committee by members of the council, and (c) making Article VI the default for establishment and governance for committees.

- The 2022 Act includes language to ensure inclusivity of board and committee meetings. The 2011 Bylaws were not clear regarding remote meetings, which have become standard for GSWW.

For clarity and to refer to the 2022 Act, the Board recommends adding a sentence regarding remote communication to Article I, Section 5 and Article IV, Section 9.

- Under the 2022 Act, every corporation must have a president as a corporate officer. The title used by GSWW historically has been chair of the board.

To be consistent with GSUSA titles and the 2022 Act, the Board recommends adding “president” to the title of chair of the board throughout the Bylaws.

- There is no legal requirement for the treasurer to be an ex officio member of each committee and task group and the current practice does not include having GSWW’s treasurer as a member of every committee because it is not practical.

For efficiency and consistent with our practice, the Board recommends removing the requirement for the treasurer to be ex officio member of each committee and task group in Article IV, Section 3d.

- The 2011 Bylaws require that the terms of 1/3 of the members-at-large of the Board and 1/3 of the officers expire at each annual meeting. This is not legally required, is not practical, and is not consistent with the Board’s recruiting process.

To provide flexibility for the Board recruiting process, the Board recommends removing this requirement in Article IV, Section 2 and Article V, Section 3.

- The 2022 Act does not require notice of regular meetings of the Board. While notice is always given of regular meetings, removing the specificity in the Bylaws would allow for flexibility in administration.

To provide flexibility and to be consistent with the 2022 Act, the Board recommends removing the specificity of the notice to be given for meetings in Article V, Section 7.

- The 2011 Bylaws require the Board approve the chair of each committee and the committee’s members. This is not legally required and is not consistent with practice.

To provide flexibility and for efficiency, the Board recommends revising Article VI, Section 2 to remove this requirement and provide flexibility to allow the Board president and chair appoint each committee chair and work with the committee chairs for the appointment of committee members.

- The 2011 Bylaws require that any expenses incurred more than the total budgetary appropriations be approved by the Board. In practice, there is monthly reporting to the Finance Committee and the Board president and chair sends a monthly update to the Board that includes the financial update. The Board receives the financials at every Board meeting. This is more disclosure than what is required by the 2011 Bylaws and the Board does not need to approve additional expenses.

To be consistent with practice and for efficiency, the Board recommends deleting that requirement in Article X, Section 6.

- There is clear indemnification language for officers and Board members in the 2022 Act that is broader than what is in the 2011 Bylaws.

To be consistent with the 2022 Act and have broad indemnification for Board recruiting purposes, the Board recommends deleting the specific language in Article XI.

Are there other recommended changes to the 2011 Bylaws?

There were minor grammatical and typographical changes, changes that add clarity to language, and changes to reflect numbering with the deletion of two sections, to the 2011 Bylaws, none of which are substantive.