



## Girl Scouts of Western Washington **STANDING RULES**

To support the Bylaws Amended May 19, 2016

### **DELEGATE SYSTEM**

1. In accordance with the bylaws, the formula for the election of additional council delegates shall be one delegate for every one hundred registered girls, and one for every 125 thereafter, based on membership count as of the previous September 30. These delegates, when possible, shall include girl members 14 years old or over at the time of election.
2. In addition, these service units that are entitled to elect only two delegates may elect a third delegate providing the third delegate is a girl member.
3. It is expected, that the delegate who is elected as lead delegate be willing to serve in that position for years. There is no maximum term limit.
4. Lead delegates will be notified by the council as to the number of council delegates to which their service units are entitled prior to the election of council delegates.
5. Names of council delegates and persons to become delegates, should vacancies occur (alternate delegates), elected by the service unit in the fall must be sent to the council no later than 45 days prior to the annual meeting.
6. Lead delegates shall be responsible for submitting names of council delegates and persons to become delegates, should vacancies occur, as well as any changes that occur.
7. In the event that the lead delegate is unable to fulfill the lead delegate responsibilities, the service units' remaining delegates will ensure that a lead delegate replacement is appointed or elected from among the delegates and alternates. In the event that there is neither a lead delegate nor other service unit delegates able or willing to assume the role, a council staff person will assume the role of lead delegate for the limited purpose of assuring the election of delegates.
8. Service units are expected to hold elections for delegates at an in-person meeting, following the notice and other requirements set forth in the bylaws. Notwithstanding, where documented weather-related or other catastrophic conditions prevent the election from happening in-person, the service unit may hold elections electronically or by telephone, following procedures set in place by the council.
9. There will be at least one council-wide delegate meeting each year, which all delegates are expected to attend. Additional council-wide or regional delegate meetings will be scheduled as needed. Although lead delegates (or their designees) are expected to attend these additional meetings, all delegates are invited to attend. The lead delegates shall ensure that their service units are represented at all delegate meetings by at least one delegate and that service unit input is delivered at the meetings, if appropriate.
10. In addition to formal decision-influencing responsibilities of delegates as set forth in the bylaws, a variety of informal decision-influencing methods may be used to secure input from delegates and other stakeholders, e.g. surveys, focus groups, teleconferences, town hall meetings, and annual meeting forums.

## **ANNUAL MEETING**

1. The annual meeting agenda shall be set by the board of directors and submitted to delegates along with the notice of the annual meeting.
2. Any service unit or delegate may submit proposals for agenda items to be considered at the annual meeting. All proposals shall be submitted in writing to the council chair at least 120 days prior to the annual meeting for consideration by the board of directors. The board shall determine whether such proposals require corporate action and therefore should be included in the annual meeting agenda. A proposal shall be included on the agenda for the next annual meeting for discussion and/or action if either of the following criteria are met:
  - A proposal is endorsed by two-thirds of the members of the board.
  - A proposal is endorsed by 25% of the delegates, provided it is supported by a majority of the service units as evidenced by signatures from a majority of each supporting service unit's delegates.
3. As council members sign in at the annual meeting, a count is reported to the credentials chair to report to the membership that a majority of service units have council delegates present and that there is a quorum present.
4. The minutes of the annual meeting shall be submitted to the board of directors for approval. The minutes shall be included with the notice of the next annual meeting.

## **BOARD DEVELOPMENT COMMITTEE**

1. The terms for the governance committee will be three-year staggered terms.
2. Orientation of the council board development committee will be the responsibility of the council chair and chief executive officer.
3. The council chair may appoint a board development committee vice-chair who may assume the board development committee chair position the following year.
4. The board development committee shall strive for balance and inclusiveness and reflect the ethnic, racial, educational, civic, regional, and socioeconomic points of view within the jurisdiction covered by the Girl Scouts of Western Washington charter.
5. The board development committee shall propose a succession plan for the position of board chair each time a new board chair is elected. In addition, the board development committee shall consider succession planning for officer and committee chair positions as part of its ongoing identification and cultivation of prospective board members.
6. The council board development committee will develop and maintain a list of prospective board candidates as well as an on-going list of the names, office, and term of the present and past board members, present and past council board development committee chairs, and council board development committee members, and date of resignation, if appropriate. Such file will be maintained in the council office from information given by the chair of the council board development committee. This will aid in checking for eligibility in future years.
7. All names of nominees should be turned in to the council office to be checked for membership status. The council board development committee needs to check this information and be sure each nominee is registered at the time of election.

8. In accordance with the bylaws, nominations from the floor shall be presented in writing to the council board development committee at least 48 hours before the beginning of the annual meeting of the council.
9. The board development committee shall have the responsibility to evaluate the performance of board members and consider the evaluation in their proposed succession plan and determination of the annual slate of board members.

#### **OFFICERS AND BOARD OF DIRECTORS**

1. Installation of officers and members at large will be held at the end of the annual meeting at which they are elected.
2. The officers and members at large will be elected for staggered three-year terms.
3. Regular board meetings will be held at least four times a year.
4. Minutes and names of those attending board meetings and evidence of the presence of a quorum at these meetings shall be posted and kept on file at the administrative office of the council.
5. Orientation of board members will be the responsibility of the board chair and chief executive officer.

#### **COMMITTEES**

1. For all appointments approved by the board of directors, information regarding name, address, phone number, and term of office to the executive assistant so that a current and accurate record of such appointments may be maintained and posted.

#### **NATIONAL COUNCIL DELEGATES**

1. Orientation and training of the National Council delegates will be the responsibility of the council chair and chief executive officer.

#### **BYLAWS**

1. For any interpretation and/or review of the bylaws the primary sources of reference shall be the most current resources published by Girl Scouts of the United States of America.