

# GIRL SCOUTS OF SOUTHWEST TEXAS

## BYLAWS PROPOSALS

December 14, 2023

### PROPOSAL ONE:

#### *Bylaws Amendment for Board of Directors - Action by Written Consent*

To amend Article II by adding the following underlined section to the existing section allowing the Board of Directors to take action without a meeting by written consent, which addition will require notice to those who did not consent to the action taken:

#### **Section 2.8 Action by Written Consent.**

Any action that may be taken at any meeting of the Board of Directors, may be taken without a meeting, without prior notice, and without a vote, if a consent, in writing, setting forth the action to be taken, is signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all directors were present and voted. Each written consent shall bear the date of signature of each director who signs the consent. Prompt notice of the taking of an action by directors without a meeting by less than unanimous written consent shall be given to each director who did not consent in writing to the action.

### PROPOSAL TWO:

#### *Bylaws Amendment for Executive Committee - Action by Written Consent*

To amend Article IV by adding the following underlined section allowing the Executive Committee to take action without a meeting by written consent and requiring notice to those who did not consent to the action taken:

#### **Section 4.5 Action by Written Consent.**

Any action that may be taken at any meeting of the Executive Committee may be taken without a meeting without prior notice, and without a vote, if a consent, in writing, setting forth the action to be taken, is signed by a sufficient number of committee members as would be necessary to take that action at a meeting at which all committee members were present and voted. Each written consent shall bear the date of signature of each committee member who signs the consent. Prompt notice of the taking of an action by a committee without a meeting by less than unanimous written consent shall be given to each committee member who did not consent in writing to the action.

### PROPOSAL THREE:

#### *Bylaws Amendment for Board Development Committee – Action by Written Consent*

To amend Article V by adding the following underlined section allowing the Board Development Committee to take action without a meeting by written consent and requiring notice to those who did not consent to the action taken:

#### **Section 5.6 Action by Written Consent.**

Any action that may be taken at any meeting of the Board Development Committee may be taken without a meeting without prior notice, and without a vote, if a consent, in writing, setting forth the action to be taken, is signed by a sufficient

number of committee members as would be necessary to take that action at a meeting at which all committee members were present and voted. Each written consent shall bear the date of signature of each committee member who signs the consent. Prompt notice of the taking of an action by a committee without a meeting by less than unanimous written consent shall be given to each committee member who did not consent in writing to the action.

## PROPOSAL FOUR:

### *Bylaws Amendment for Standing or Established Committees – Action by Written Consent*

To amend Article IX by adding the following underlined section allowing a standing or established committee to take action without a meeting by written consent and requiring notice to those who did not consent to the action taken:

#### **Section 9.9 Action by Written Consent.**

Any action that may be taken at any meeting of a standing or an established committee, may be taken without a meeting, without prior notice, and without a vote, if a consent, in writing, setting forth the action to be taken, is signed by a sufficient number of the committee members as would be necessary to take that action at a meeting at which all committee members were present and voted. Each written consent shall bear the date of signature of each committee member who signs the consent. Prompt notice of the taking of an action by a committee without a meeting by less than unanimous written consent shall be given to each committee member who did not consent in writing to the action.

## Rationale for Amendments to Articles II, IV, V and IX.

- i** There is one amendment to add language to Article II, Section 2.8 which already allows the Board to take action without a meeting upon written consent of a majority of the Board. The amendment adds language requiring notice to all Board members who did not consent in writing to the action.

There are three proposed Bylaw amendments relating to a committee's ability to take Action by Written Consent. The proposed amendments to Article IV Executive Committee, Article V Board Development Committee, and Article IX standing or established committees will allow the respective committees to take action without a meeting upon written consent of a majority of the respective committee members and requires notice of the action to those who did not consent in writing to the action. These amendments are intended to allow action on a time sensitive matter when convening a meeting is not possible. *These proposed amendments have been discussed with the Executive Committee*

**DATE SUBMITTED: DECEMBER 14, 2023**

#### ***Submitted to:***

*Gwendolyn Jaramillo, Secretary, Board of Directors  
CC: Dr. Sarah Baray, Chair, Board of Directors*

#### ***Submitted by:***

*Lea Ream, 1<sup>st</sup> Vice Chair, Board of Directors, Bylaws Committee Chair*