

GIRL SCOUTS OF SOUTHWEST TEXAS

BYLAWS PROPOSALS

February 2, 2021

PROPOSAL ONE:

Bylaws Amendment on Member at Large Terms

To amend Section 2.3 Election and Term of the Bylaws by replacing “three” with “six” as follows:

Current Wording	Proposed Amendment	If adopted will read
Member-at-Large. The members-at-large shall be elected by the Board of Directors for a term of two years, or until their successors are elected, shall serve for no more than three consecutive terms and shall not be eligible for reelection until after a lapse of one year. Terms of office for members-at-large shall begin at the close of the Annual Meeting of the Board of Directors at which elections are held.	Member-at-Large. The members-at-large shall be elected by the Board of Directors for a term of two years, or until their successors are elected, shall serve for no more than three six consecutive terms and shall not be eligible for reelection until after a lapse of one year. Terms of office for members-at-large shall begin at the close of the Annual Meeting of the Board of Directors at which elections are held.	Member-at-Large. The members-at-large shall be elected by the Board of Directors for a term of two years, or until their successors are elected, shall serve for no more than six consecutive terms and shall not be eligible for reelection until after a lapse of one year. Terms of office for members-at-large shall begin at the close of the Annual Meeting of the Board of Directors at which elections are held.

PROPOSAL TWO:

Bylaws Amendment on Member at Large Terms (Unexpired)

To amend Section 2.4 Vacancies of the Bylaws by replacing “three” with “six” as follows:

Current Wording	Proposed Amendment	If adopted will read
Vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, increase in the number of positions to be filled or otherwise, may be filled until the next Annual Meeting of the Board of Directors by the Board at any meeting of the Board. In the event that a member-at-large serves less than a year filling an unexpired term, such member-at-large may be elected for three additional consecutive terms. Vacancies in Girl Board member positions shall be filled in accordance with policies and procedures adopted by the Council.	Vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, increase in the number of positions to be filled or otherwise, may be filled until the next Annual Meeting of the Board of Directors by the Board at any meeting of the Board. In the event that a member-at-large serves less than a year filling an unexpired term, such member-at-large may be elected for three six additional consecutive terms. Vacancies in Girl Board member positions shall be filled in accordance with policies and procedures adopted by the Council.	Vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, increase in the number of positions to be filled or otherwise, may be filled until the next Annual Meeting of the Board of Directors by the Board at any meeting of the Board. In the event that a member-at-large serves less than a year filling an unexpired term, such member-at-large may be elected for six additional consecutive terms. Vacancies in Girl Board member positions shall be filled in accordance with policies and procedures adopted by the Council.

Rationale for Amendments to Section 2.3 and 2.4

i There are two proposed Bylaw amendments relating to term limits of Board Members-at-Large. The proposed amendments to Section 2.3 and 2.4 will extend the term limits from a maximum of **three** two-year terms or **six** two-year terms for Members-at-Large. These amendments will allow the Board greater flexibility in keeping Board members in place longer, without requiring a Board member to serve longer and without requiring the Board to keep a Board member on for the extended terms. These amendments will enable the Board to keep Board members who have gained valuable knowledge and experience of Girl Scouts on the Board for longer periods, and those who have unique skills or serve particular areas for longer periods, while still keeping a term limit in place to encourage changes in composition of leadership. The amendment in Section 2.3 is the general term limitation and extends the term limits from **three** two-year terms to **six** two-year terms. The amendment in Section 2.4 extends the number of terms that a Board member filling an unexpired term, but serving less than a year, of an unexpired term, may serve—from an additional **three** two-year terms to **six** two-year terms. These proposed amendments have been discussed with the Executive Committee and with the Board Development Committee.

DATE SUBMITTED: FEBRUARY 2, 2021

Submitted to:

Jessica Mobley, Secretary, Board of Directors

CC: Dr. Gretcha Flinn, Chair, Board of Directors

Originated by: Bylaws Review Team

Lea Ream, Board Member

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