



# Girl Scouts®

Girl Scouts of the Chesapeake Bay Council, Inc.  
501 South College Avenue  
Newark, DE 19713-1301  
T 302.456.7170 • 800.341.4007  
F 302.456.7188 • [www.GSCB.org](http://www.GSCB.org)

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Board Chair  
Lisa Quadrini, CFP®  
1st Vice Chair  
Kevin McCormick  
2nd Vice Chair  
Michael Trollo, CPA  
3rd Vice Chair  
Marianne Abdul  
Secretary  
Calvin Christopher  
Treasurer

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Emma Kral  
Ambassador Girl Scout  
Christina Marsett  
Ambassador Girl Scout

Anne T. Hogan  
Chief Executive Officer

April 9, 2010

Dear Voting Members, Alternates, Nominees to the Board of Directors and Board Development Committee:

It is with pleasure that I call you to the 48th Annual Council Meeting of the Girl Scouts of the Chesapeake Bay Council, Inc., on **Wednesday, April 28, 2010**, at the Modern Maturity Center in Dover, Delaware. Registration will begin at 5:00 p.m., with a buffet dinner at 6:00 p.m. The business portion of the meeting will begin at 7:00 p.m.

It is the responsibility of the Delegates, Board of Directors and Board Development Committee members to vote on the slate of nominees and to receive reports. The Council Meeting provides an opportunity for you to meet and talk with current and nominated Board and Board Development Committee members.

Enclosed is the Annual Council Meeting Tentative Agenda, the Slate of Nominees with biographies, Registration Form, Minutes from the 2009 meeting, and current Bylaws.

If you are unable to attend as a Delegate, please inform your Service Unit Manager. The Manager will designate an Alternate from your Association to serve as a Delegate. I encourage you to discuss with your Service Unit the possibility of using Service Unit funds to pay for dinner and registration fees for your Delegate/Alternates and interested Teen Girl Scouts.

**I look forward to seeing you on Wednesday, April 28, 2010.**

Yours in Girl Scouting,

Gloria P. Jeffers  
Chair, Board of Directors

Enclosures:    Agenda  
                      Slate  
                      Registration Form  
                      2009 Minutes  
                      Current Bylaws



Girl Scouts of the Chesapeake Bay Council, Inc.

### 48th Annual Council Meeting

Wednesday, April 28, 2010

5:00 to 6:00 p.m. – Registration

7:00 to 9:00 p.m. – 48th Annual Council Meeting

### Tentative Agenda

- Flag Ceremony.....Members of the Girl Scouts of the Chesapeake Bay Council, Inc.
- Grace and Dinner
- Call to Order .....Gloria P. Jeffers, Chair, *Board of Directors*
- Introductions..... Gloria P. Jeffers
- Recognition of Retiring Board of Director Members ..... Gloria P. Jeffers
- 2009 Annual Council Meeting Minutes ..... Marianne Abdul, Secretary, *Board of Directors*
- Treasurer’s Report..... Calvin Christopher, Treasurer, *Board of Directors*
- Annual Report Comments ..... Anne T. Hogan, Chief Executive Officer and Gloria P. Jeffers
- Girl Scout Video Presentation ..... Anne T. Hogan
- Board Development Committee Report and Presentation of Candidates ..... Lynne S. Shand,  
Chair, *Board Development Committee*
- Cast Ballots ..... Voting Members
- Recognition of Board Development Committee ..... Lynne Shand
- Recognition of Gold Award Recipients ..... Gloria P. Jeffers
- Election Results..... Gloria P. Jeffers
- Installation of New Board of Directors and Board Development Committee Members ..... Gloria P. Jeffers
- GSUSA and GSCBC, Inc., Adult Recognitions ..... Gloria P. Jeffers and  
Members of the Board of Directors
- Closing..... Gloria P. Jeffers





*Girl Scouts of the Chesapeake Bay Council, Inc.*

## **Slate of Nominees to be Presented at the Annual Meeting**

Wednesday, April 28, 2010

Modern Maturity Center

Dover, Delaware

5:00 – 9:00 p.m.

The Board Development Committee presents the following slate of Officers, Board members, and Board Development Committee members. Members of the Board Development Committee are: Lynne Shand, Chair; the Honorable Arlene Minus Coppadge, Gloria Diodato, Amy Schisler, Mark McCauley.

### **Officers – Board of Directors**

#### **First Vice President –Lynne Shand – Class 2013 (1<sup>st</sup> term)**

Lynne graduated from the University of North Carolina at Greensboro, in Greensboro, North Carolina and is employed by Anne Arundel Community College in Arnold, MD. She is a current Officer of the Board of Directors, serves on our Master Plan Task Group and is Chair of the Board Development Committee. Lynne has represented GSCB at the National Council Session. She enjoys reading and needlework.

#### **Treasurer – Mary Warren – Class of 2013 (1<sup>st</sup> term)**

Mary earned her B.S in Home Economics from the Eastern Illinois University. She is the Owner of Amber Waves Baskets in Newark, Delaware. Mary serves on the Board of Directors and has served on the Community Development Committee and was Planning Chair for the Women of Distinction Committee. She is a very active Committee member of the Wilmington Flower Market. Mary was a co-leader for Troop 518 in Newark, DE for 10 years and Gold Award Advisor for two years.

### **Members-at-Large – Board of Directors**

#### **Lyzbeth Arellano – Class 2012 (1<sup>st</sup> term)**

Lyzbeth graduated from the University of Santo Tomas in the Philippines with Bachelor's degree in Psychology; and obtained her Master's in Pastoral Studies at the Loyola University New Orleans Institute for Ministry. She is currently the Office Manager at an Oncologist office in Dover, Delaware. Lyzbeth volunteers her time as the local coordinator for Alliance of Two Hearts, is a member of the Filipino American Circle of Lower Delaware and serves on the Board for the Metro Manila College in the Philippines. Lyzbeth was a member of her local Girl Scout Council from Brownie level through Senior and then went on to become a Leader. In her spare time Lyzbeth enjoys traveling, reading and cooking.

#### **Sujata Bhatia – Class 2013 (1<sup>st</sup> term)**

Sujata holds a Doctorate from the University of Pennsylvania School of Medicine. She is currently a Research Associate for the DuPont Company. Sujata is currently involved with many organizations such as American Diabetes Association of DE, Delaware Commission for Women and the Next Generation of the Delaware Community Foundation. She also is a member of the Women in Engineering mentor program at the University of Delaware and mentors for the Explore Engineering program for Delaware female high school students. She has won numerous awards including Girls Incorporated of Delaware's 2009 Strong, Smart, and Bold Award and the University of Delaware's 2006 Presidential Citation for Outstanding Achievement. In her spare time Sujata enjoys cooking, reading, fitness and traveling.

**Calvin Christopher – Class 2013 (1<sup>st</sup> term)**

Calvin graduated from Drexel University with a B.S. in accounting and is Director of Human Resource Services at Milligan & Company LLC in Philadelphia. He currently serves on the Board of Directors, has served on the Executive Committee as well as Council Treasurer. He is active in other community organizations such Beautiful Gate Outreach Center, where he is President of the Board, Board of Directors of Kappa Alpha Psi Fraternity Inc. and Chairs the Delaware State Human Relations Commission. Calvin has received numerous awards such as the People's Award from People's Settlement and the YMCA

H Fletcher Brown Humanitarian Award. In his spare time he enjoys long distance running, fitness training and mentoring.

**Margaret Rose – Class 2013 (1<sup>st</sup> term)**

Margaret graduated from Widener College with a degree in Business Management and Computer Science and holds a Real Estate License from Goldey Beacom College. Currently, she is the Head of Customer Operations with ING Direct. Besides her past volunteer experience with GSCB as an Assistant Leader she continues to give her time to organizations including Easter Seals and Junior Achievement. In her spare time Margaret enjoys collecting vintage pottery, baking and spending time with her family.

**Michelle Schwandt – Class 2013 (2<sup>nd</sup> term)**

Michelle received her B.S. in Psychology from the United States Military Academy at West Point. She is a former Senior Executive Vice President at MBNA America. She has an extensive military career, was a UH-1 helicopter pilot and achieved the rank of Captain, United States Army Aviation. Michelle has served on several Girl Scout committees including the Board Development Committee, Executive Committee and Career Council. She is involved with the United Way of Delaware, Mount Olive Cemetery Preservation fund and has received the Young Tocqueville Award two years in a row. Michelle attended Grove Point summer camp for nine summers and now enjoys horseback riding, water activities, traveling and family time.

**Diane Sparks – Class 2013 (1<sup>st</sup> term)**

Diane earned her B.S. in Pre-Law Criminal Justice from the University of Delaware and received her Graduate Degree in Retail Bank Management from the University of Virginia. Diane is a VP & Division Manager for the Wilmington Trust Company. She has donated her time to many organizations including United Way of Delaware and the Salvation Army; currently Diane serves on the Board for the Blood Bank of Delmarva and Sojourners' Place. In her spare time she enjoys golfing, swimming, crocheting and the arts.

**Karen Thompson – Class 2013 (2<sup>nd</sup> term)**

Karen graduated from the University of Delaware with a Bachelor of Science and Bachelor of Arts. Most recently she was the Human Resources /AVP Generalist for Citizens Bank in Wilmington. Karen served on the GSCB Bylaws Committee. She has been active in other organizations such as Habitat for Humanity and Goodwill Industries of Delaware and Delaware County, Inc. Karen received the Goodwill Industries of Delaware and Delaware County, Inc. Business Partner of the Year Award. Karen is currently obtaining her Certificate in Professional Human Resource Management through Villanova University. She enjoys gardening, spending time at the beach and traveling with her husband.

## **Board Development Committee**

### **Mary George – Class 2013**

Mary is in her 15<sup>th</sup> year as a Billing Administrator for Cardiology Consultants PA. She has been a committed Girl Scout volunteer and carries a wealth of knowledge regarding the organization. Mary was an active member of her area serving as a Troop Leader, Service Unit Manager and Trainer. She continued her services to the Girl Scouts of the Chesapeake Bay Council by serving on the Financial Aid Committee, Bylaws Committee and Board of Directors including holding the position of Board Chair. In her spare time Mary enjoys spending time with her family.

### **Judy O'Neil – Class of 2011**

Judy graduated from the Boston College with a BS in Biology, from State University of New York with a MS in Marine Science and from the University of Maryland with a PhD in Oceanography. She is employed as Assistant Research Professor at the University of Maryland Center for Environmental Science, Cambridge. Judy is active with Girl Scout Juliette activities in Easton and a Girl Scout Alumna of Heart of New Jersey Council and volunteers at Sts. Peter and Paul School. In her spare time she enjoys sailing, music, natural history and photography.

### **Maureen Scott Taylor – Class of 2013**

Maureen graduated from the New York Institute of Technology-Old Westbury. She is the Director of Economic Development for the Town of Easton. Prior to her work with the Town of Easton she had more than 20 years experience in hotel and destination marketing, branding, public relations and event planning; including spending 10 years with Sheraton Hotels and Resorts in New York, Los Angeles and Washington, DC. Maureen currently serves on the Lower Shore Advisory Council.

### **Edith Villasenor – Class of 2012**

Edith graduated from the University of the East, Manila Philippines with a Doctorate in Dental Medicine. She is a dentist for the State of Delaware's Division of Health and Social Services. Currently Edith serves as Finance Executive Officer for Our Lady of Lourdes Catholic Church, Soroptimist International of Seaford and is a Board member of the Seaford District Library. She is serving on the Board of Directors, Diversity Committee and PAC Sussex County for the Girl Scouts of the Chesapeake Bay Council, Inc. Edith has received the International Woman's Award from Del Tech Owens Campus, the Athena Award and most recently a 30 Year Service Award from the State of Delaware. In her spare time Edith enjoys traveling, reading and spending time with her family.

### **Mary Warren – Class of 2013**

See Board of Directors





Girl Scouts of the Chesapeake Bay Council, Inc.

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## Bylaws

### ARTICLE I - Name

The name of the corporation shall be Girl Scouts of the Chesapeake Bay Council, Inc., hereinafter referred to as "Council" or "Corporation," a not-for-profit corporation organized under the laws of the state of Delaware.

### ARTICLE II – Purpose

The purpose of the Council shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

### ARTICLE III – Members

#### Section 1. Eligibility.

Individuals 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through the Council are eligible to be members of the Corporation.

#### Section 2. Composition.

- A. Members of the Corporation shall consist of:
  - 1. Elected members of the Board of Directors, if not otherwise members of the Corporation;
  - 2. Members of the Board Development Committee (*Nominating Committee*), if not otherwise members of the Corporation;
  - 3. Delegates elected by Service Units.
  - 4. Association Chairs, if not otherwise members of the Corporation.
- B. The number of members of the Corporation shall be no less than 100.
- C. At least two-thirds (2/3) of the members of the Corporation shall be those elected by Service Units.

#### Section 3. Association.

- A. Geographic Subdivisions: The Board of Directors shall establish geographic subdivisions within the Council jurisdiction.
- B. Members: There shall be within each geographic subdivision an association. Each member of the Girl Scout movement 14 years of age or over, registered through the Council and residing or working in the geographic subdivision shall be a member of an Association and is eligible to be elected as a Delegate or an Alternate.
- C. Responsibility of the Association:
  - 1. Make recommendations to the Board Chair of the Council for the appointment of the Association Chair.
  - 2. Advise on proposed plans, policies and other matters referred to the Association by the Board of Directors.
  - 3. Participate in the strategic planning process as delegated by the Board of Directors.
  - 4. Submit proposals to the Board of Directors for improving the quality of Girl Scouting.
  - 5. Perform such other duties as may be delegated by the Board of Directors.
- D. Meetings of the Association: Regular meetings of the Association shall be held at least one time each year, within a time cycle determined by the Board of Directors. A second meeting may be held at the discretion of the Association Chair. Notice of the time, place and purpose of the meeting(s) shall be provided in writing (*mail, fax, or electronically*) or by phone to each member of the Association not less than ten days before the meeting.

- E. Special Meetings of the Association: Special meetings shall be called by the Association Chair, or at the request of the Board of Directors, or upon written request to the Association Chair of one more than fifty percent of the Delegates of the Association. No business shall be transacted except that for which the meeting has been called for. Notice of time, place and purpose of the meeting shall be provided in writing (*fax, mail, or electronically*) or by phone to each member of the Association no less than three days before the meeting.
- F. Quorum: Twenty-five percent of the Delegates provided that a majority of the Service Units are represented, shall be present in person for the transaction of business.
- G. Appointment, Term, Vacancies of Association Chair: There shall be a Chair for each Association who shall be appointed by the Board Chair of the Council on the recommendations of the respective Association, subject to the approval of the Board of Directors. Appointment to the position of the Association Chair shall be approved at the next Board Meeting following the Annual Meeting of the Council. Vacancies shall be filled by the Board Chair, subject to the approval of the Board of Directors. The Association Chair shall be appointed for a term of two year, beginning on July 1 and ending June 30 two years hence, or until a successor is appointed, and shall serve for no more than two consecutive terms.
- H. Duties of the Association Chair:
  1. Guide the members of the Association in their responsibilities.
  2. Contacting Service Unit Managers to encourage participation in the meeting.
  3. Participate in the Annual Council Meeting.
  4. Convene, if necessary, the Delegates of the Association to inform them about issues to be considered.
  5. Carry out such other duties as may be requested by the Board of Directors.
  6. Contact Service Unit Managers regarding the election of Delegates/Alternates.

#### **Section 4. Election.**

- A. Procedure: Each Service Unit shall elect Delegates and Alternates in accordance with policies and procedures established by the Board of Directors.
- B. Time of Election: Between April 1 and June 30 of each year, the Service Unit Managers will include an item on their Service Unit business agenda to include election of Delegates and Alternates.
- C. Number.
  1. The number of Delegates and Alternates to which each Service Unit entitled shall be based on the number of girls in the Service Unit as of September 30 of each calendar year, according to a formula established and administered by the Board of Directors.
  2. Each Service Unit shall be entitled to at least one Delegate.
- D. Term and Vacancies.
  1. Delegates shall serve for a term of three years or until their successors are elected and assume office.
  2. If a Delegate is unable to complete his/her term, and there is more than one Alternate willing/able to fill the vacancy, the Service Unit Manager will include the election of an Alternate to the Delegate position as an item on the Service Unit business agenda. A minimum of one more than One third (1/3) of the Troops must be represented.
- E. Responsibilities.
  1. Attend the Association Meeting(s) and the Council Annual Meeting.
  2. Share concerns with the Service Unit.
  3. Submit agenda proposals for the Association Meeting.

#### **Section 5. 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 a year of the regular meeting of the National Council. The Board of Directors, or the Board Chair in the absence of a meeting of the Board, shall fill delegate vacancies from among the persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner

as Delegates. If there be no such persons, the Board of Directors, or the Board Chair in the absence of a meeting of the Board, shall have the power to fill vacancies among the Delegates until the next meeting of the Council.

- A. Delegates shall be citizens of the United States of America.
- B. Shall be elected from the active members of the Girl Scout movement.
- C. Shall be 14 years of age or over and who are registered through the Council with Girl Scouts of the United States of America.
- D. Shall serve for a term of three years from the date of their election, or until their successors are elected.

## **ARTICLE IV – Officers**

### **Section 1. Elected Officers.**

The elected officers of the Council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Third Vice Chair; Secretary; and Treasurer.

### **Section 2. Term of Office.**

- A. The officers shall be elected by ballot in accordance with Article VI of these Bylaws for a term of three years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the close of Annual Council Meeting.
- C. No individual shall serve more than two consecutive terms in any one office.
- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

### **Section 3. Vacancies in Office.**

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the First Vice Chair of the Board for the remainder of the term.
- B. In the event of a vacancy in both the Chair of the Board and the First Vice Chair, the Second Vice Chair shall fill the position of Chair of the Board for the remainder of the unexpired term.

### **Section 4. Ex Officio Officers.**

The Chief Executive Officer (*CEO*) shall be appointed by the Board of Directors of the Council to serve at its pleasure and shall serve as an ex officio officer of the Corporation without vote.

### **Section 5. Duties of Officers.**

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the members of the Council, the Board of Directors, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority.

- A. The Chair of the Board shall:
  - 1. Be the Principal Officer of the Corporation;
  - 2. Preside at all meetings of the Council, the Board of Directors and the Executive Committee;
  - 3. Assure support by the Board of Directors for the Council's strategic direction and appropriate oversight of performance;
  - 4. Report to the Council and the Board of Directors as to the conduct and management of the affairs of the Corporation; and
  - 5. Serve as an ex officio member of all committees except the Board Development Committee.
- B. The First Vice Chair of the Board shall:
  - 1. Assist the Chair of the Board as assigned;
  - 2. Preside at meetings of the Council, the Board of Directors or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding.

- C. The Second and Third Vice Chair of the Board shall;
  - 1. Assist the Chair of the Board as assigned.
- D. The Secretary shall:
  - 1. Ensure that proper notice is given for all meetings of the Council, the Board of Directors, and the Executive Committee;
  - 2. Ensure that minutes of all meetings of the Council, the Board of Directors, and the Executive Committee are kept; and
  - 3. Have responsibility for the seal of the Corporation and ensure its safekeeping.
- E. The Treasurer shall:
  - 1. Provide effective stewardship, control, and oversight of the Corporation's finances;
  - 2. Execute directives of the Board of Directors.

## **ARTICLE V – Board Development Committee** (*Nominating Committee*)

### **Section 1. Membership.**

The Board Development Committee shall be composed of nine members, at least three of whom shall be members of the Board of Directors and at least six of whom shall not be members of the Board of Directors and the CEO of the Council who shall serve as an ex officio nonvoting member.

### **Section 2. Election, Term, and Vacancies.**

- A. The Committee members shall be elected by ballot in accordance with Article VI of these Bylaws for a term of three years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the Annual Council Meeting.
- C. No individual shall serve more than one consecutive term as a member of the Committee.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position other than Committee Chair, the vacancy shall be filled by the Board of Directors for the remainder of the term.

### **Section 3. Election, Term, and Vacancy of Committee Chair.**

- A. At its first meeting following the election, the Committee shall elect from amongst its eligible members an individual to serve as Chair of the Committee.
- B. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for election to the position of Chair.
- C. The term of office for Chair shall be one year.
- D. No individual shall serve more than one term as Chair of the Committee regardless of how many years or terms the individual may be a member of the Board Development Committee.
- E. In the event of a vacancy in the office of Chair, the Committee shall elect a new Chair from its eligible members to serve the remainder of the term.
- F. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.
- G. If not already a member of the Council Board of Directors, the Chair shall serve as an ex officio member of the Council Board of Directors, with all the rights and responsibilities of other Board members.

### **Section 4. Responsibilities.**

The responsibilities of the Board Development Committee (*Nominating Committee*) shall be:

- A. To solicit and recruit candidates for elected positions in the Council.
- B. To provide to the membership a single slate for all positions for election, including officers, directors and Board Development Committee members.

- C. To provide to the membership, in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of Delegates and Alternates to the National Council Session of Girl Scouts of the United States of America.
- D. To develop in conjunction with the Board of Directors:
  1. Board orientation and education materials;
  2. Board development materials;
  3. Methods for identifying needed skills and talents for the Corporation Board of Directors and committees;
  4. Methods for succession planning; and
  5. Board annual self assessment materials.
- E. To conduct Board orientation and Board development training sessions as needed and/or as directed by the Board of Directors.

**Section 5. Nominations from the Floor.**

Nominations for any of the elected positions may be made from the floor at the Annual Meeting provided:

- A. A Notice of Intent to nominate from the floor (*The Notice*) must be given to the Chair of the Board Development Committee. This Notice must be addressed to the attention of the Chair of the Board Development Committee at the Council's main address and must be received fourteen (14) days prior to the Annual Council Meeting.
- B. The Notice must contain (1) name and address of the Delegate who intends to make the nomination from the floor (*the Nominator*), (2) the name and address of the individual to be nominated (*the Potential Candidate*), (3) the position for which the nomination will be made, (4) a brief biographical description of the potential candidate, and (5) a statement signed by the potential candidate agreeing to serve and meet all the requirements of the position if elected.
- C. The Chair of the Board Development Committee will (1) promptly send an acknowledgement of receipt of the Notice to the nominator and (2) send the information contained in the Notice to each person who was mailed the original information regarding the Annual Council Meeting.
- D. The Board Development Committee will review the potential candidate's eligibility/qualifications. If an issue regarding the potential candidate's qualification arises, the Chair of the Board Development Committee will notify both the nominator and the potential candidate.
- E. The nominator will make the nomination or may delegate another person to make the nomination at the meeting. If the nomination is not made from the floor at the meeting, the potential candidate will not be included in the vote.

**Section 6. Quorum.**

The quorum for meetings of the Board Development Committee shall be a majority of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

**ARTICLE VI – Election Procedures**

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

**ARTICLE VII – Meetings**

**Section 1. Annual Council Meeting.**

- A. Scheduling. The Corporation shall conduct an Annual Council Meeting of the Corporation membership in April of each year at a date, time and place determined by the Board of Directors.
- B. Notice. Notice of the date, time and place of the Annual Council Meeting, accompanied by a tentative agenda, the slate of nominees for all positions and any proposed amendments to these Bylaws shall be given personally or mailed (*or electronically transmitted if allowed by statute*) to each member of the Corporation not more than 60 days nor less than 10 days prior to the meeting.

- C. Business. At the Annual Council Meeting, the Corporation shall:
  - 1. Elect Officers, Directors-at-Large, members of the Board Development Committee, and in appropriate years, Delegates and Alternates to the National Council of the Girl Scouts of the United States of America. If the election has been held by mail ballot, the results of the election shall be announced at the Annual Council Meeting;
  - 2. Amend and vote on any proposed amendments to the Council Bylaws;
  - 3. Provide input on key issues affecting the Council and the Movement: and
  - 4. Consider any other business appropriate to come before the Corporation in accordance with the process established by the Board of Directors.
- D. Quorum. The quorum for the Annual Council Meeting shall be 25% members of the Corporation present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.
- E. Voting.
  - 1. Each member of the Corporation shall be entitled to one (1) vote.
  - 2. No member shall vote in more than one capacity.
  - 3. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
  - 4. Proxy and/or absentee voting shall not be allowed.

**Section 2. Special Meetings.**

- A. Scheduling. A special meeting of the Corporation membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the members of the Board of Directors then in office or by 25% members of the Corporation. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed (*or electronically transmitted if allowed by statute*) to each member of the corporation at least 10 days prior to the meeting.
- C. Quorum. The quorum for a special meeting shall be 25% members of the Corporation present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.
- D. Voting. Voting shall be in accordance with Article VII, Section 1.E. of these Bylaws.

**ARTICLE VIII – Board of Directors**

**Section 1. Composition.**

The Board of Directors shall consist of the elected and ex officio officers of the Corporation and 18 Directors-at-Large. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as an ex officio member of the Board of Directors.

**Section 2. Term of Office.**

- A. The Directors-at-Large shall be elected by ballot in accordance with Article VI of these Bylaws for a term of three years or until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the Annual Council Meeting.
- C. The term of office of 1/3 of the Directors-at-Large shall expire at each Annual Meeting of the Council.
- D. No individual shall serve more than two consecutive terms as a Director-at-Large.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.

**Section 3. Vacancies.**

A vacancy occurring in a position of Director-at-Large shall be filled by the Board of Directors for the remainder of the unexpired term.

#### **Section 4. Power, Authority, and Accountability.**

- A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the Council between meetings of the Council, except as otherwise provided in these Bylaws or by statute.
- B. Accountability. The Board of Directors is accountable to:
  - 1. The Council membership for managing the affairs of the Council including development of the decision-influencing system allowing for members of the Movement, including girl members, have a voice on key issues affecting the Council and the Movement.
  - 2. The Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
  - 3. The state of incorporation for adherence to state corporation law;
  - 4. The federal government in matters relating to legislation affecting not-for-profit, non-stock corporation.
- C. Conflict of Interest. Operational volunteers assuming Board membership will relinquish their position during the time they serve on the Board.

#### **Section 5. Regular Meetings.**

- A. Scheduling. The Board of Directors shall hold at least three (3) regular meetings a year at such time and place as the Board may determine.
- B. Notice. Notice of the date, time, and place of each Board meeting shall be given personally or mailed (*or electronically transmitted if allowed by statute*) to each member of the Board of Directors at least five days prior to the meeting.
- C. Quorum. One third (1/3) of the members of the Board shall be present to constitute a quorum for the transaction of business. A quorum via telephone conference is permitted provided that all participants can hear each other. If there are vacancies on the Board, then one third of the Directors serving but no less than seven shall constitute a quorum.
- D. Voting.
  - 1. Each member of the Board shall be entitled to one vote.
  - 2. No member shall vote in more than one capacity.
  - 3. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
  - 4. Proxy and/or absentee voting shall not be allowed.

#### **Section 6. Special Meetings.**

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least a majority of Board members.
- B. Notice. Notice of the date, time, place and specific purpose of the meeting shall be given personally or mailed (*or electronically transmitted if permitted by statute*) to each member of the Board at least five (5) days prior to the meeting.
- C. Quorum. One third (1/3) of Board members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
  - 1. Each member of the Board shall be entitled to one vote.
  - 2. No member shall vote in more than one capacity.
  - 3. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
  - 4. Proxy and/or absentee voting shall not be allowed.

#### **Section 7. Removal.**

- A. Any Board member, including Officers, who is absent from three consecutive Board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, shall be removed from the Board by a majority vote of the Board members present and voting at any regular meeting of the Board.

- B. Any Board member, including Officers, may be removed with or without cause by a three-fourths vote of the total number of the Council Board of Directors.

**Section 8. Girl Representation.**

Two teen Girl Scouts shall be appointed by the Board Chair as nonvoting representatives to the Board of Directors.

**ARTICLE IX – Executive Committee**

**Section 1. Composition.**

The Executive Committee shall consist of the elected Officers of the Corporation and three Directors-at-Large. The Chief Executive Officer shall serve as an ex officio member with voice but without vote. The Directors-at-Large shall be appointed by the Chair of the Board from the members of the Board of Directors.

**Section 2. Duties.**

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Corporation Board of Directors between the meetings of the Board, except that the Executive Committee shall not:
  - 1. Adopt the budget;
  - 2. Amend the Bylaws;
  - 3. Take action which is contrary to or a substantial departure from the affairs, business, or policy of the Council.
- B. Reports. The Executive Committee shall submit to the Board of Directors at each Board meeting a report of all actions taken since the last Board meeting.

**Section 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 provided in writing (*mail, fax, or electronic mail*) or by telephone to each member of the Executive Committee not less than five (5) days before the meeting.

**Section 4. Quorum.**

A majority of the Executive Committee members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

**ARTICLE X – Committees**

**Section 1. Establishment.**

The Board of Directors may establish standing and special committees and/or task groups, and/or ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors.

**Section 2. Appointment.**

- A. The Chair of any committee, task group or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors.
- B. Members of any committee, task group or ad hoc committee, shall be appointed by the Chair of the Board in consultation with the Chair of the respective committee or task group.
- C. At least one member of any committee or task group shall be members of the Board of Directors, one of whom shall serve as Chair of the committee.
- D. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2.A or 2.B or this Article.

**Section 3. Quorum.**

The quorum for meetings of any committee or task group shall be in a majority of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

## **ARTICLE XI – National Council Delegates**

### **Section 1. Eligibility.**

Delegates and Alternates to the National Council of the Girl Scouts of the United States of America shall be United States citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service.

### **Section 2. Election.**

The Delegates and Alternates to whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article VI of these Bylaws in accordance with the time frame established by the Girl Scouts of the United States of America and shall serve a term of three (3) years or until their successors are elected and assume office.

### **Section 3. Vacancies.**

The Board of Directors or Executive Committee shall fill Delegate vacancies from among the elected Alternates. If there are not adequate Alternates to fill the Delegate positions, the vacancies may be filled from amongst the eligible members of the Council.

## **ARTICLE XII – Finance**

### **Section 1. Fiscal Year.**

The fiscal year of the Council shall be January 1 through December 31.

### **Section 2. Contributions.**

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Council shall be accepted or collected only as authorized by the Board of Directors.

### **Section 3. Depositories.**

All funds of the Council shall be deposited to the credit of the Council under such conditions and in such financial institutions as shall be designated by the Board of Directors.

### **Section 4. Approved Signatures.**

Approval for signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the Board of Directors.

### **Section 5. Bonding.**

All persons having access to or responsibility for the handling of monies and securities of the Council shall be bonded in the amount authorized by the Board of Directors.

### **Section 6. Budget.**

The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Council in excess of the budgeted amounts without prior approval of the Board of Directors.

### **Section 7. Property.**

Title to all property shall be held in the name of the Council.

### **Section 8. Audits.**

An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of the financial statements of the Council. A report of the audit shall be submitted to the Board of Directors and to the Girl Scouts of the United States of America.

### **Section 9. Financial Reports.**

A summary report of the financial condition of the Council shall be presented to the membership at the Annual Meeting.

### **Section 10. Investments.**

The Girl Scouts of the Chesapeake Bay Council, Inc. shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to any class of investments by law, provided, however, that no action shall be

taken by, or on behalf of, the Council if such action is a prohibited transaction or would result in the denial of the tax exemption under section 503 or section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

**Section 11. Legal Counsel.**

Independent legal counsel should be retained by the Board of Directors to:

- A. Ensure compliance with federal and state requirements;
- B. Review and advise on any, and all, legal instruments the Council executes, such as leased, contracts, property purchased or sale; and
- C. Review and advise on any official statements developed for the media (*print, television, or radio*).

**Section 12. 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 reorganization of another Girl Scout Council in the service unit.

**ARTICLE XIII – Indemnification**

The Council shall indemnify Directors and Officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

**ARTICLE XIV – Parliamentary Authority**

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the Council.

**ARTICLE XV – Amendments**

These Bylaws may be amended by a two-thirds votes of those present (*in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings*) and voting at a meeting of the Council, or present and voting at any meeting of the Board of Directors, provided that the proposed amendments shall have been included with the notice of the meeting.

These revised Bylaws were adopted on April 29, 2009



\_\_\_\_\_

Board Chair



\_\_\_\_\_

Secretary of Board



*Girl Scouts of the Chesapeake Bay Council, Inc.*

## **Annual Council Meeting Minutes**

Wednesday, April 29, 2009  
6:00 p.m. – 8:23 p.m.

Modern Maturity Center  
Dover, Delaware

Gloria Jeffers welcomed everyone to the 2009 Annual Council Meeting. An opening ceremony was presented. The Pledge of Allegiance to the flag and the Girl Scout Promise were recited.

A moment of silence was observed for all the members of our Girl Scout Family who have passed during the past year.

Mary Bohn led the grace,

Dinner was served.

Gloria Jeffers called the forty-seventh Annual Council Meeting to order at 7:00 p.m. and announced all Associations were present, and a quorum of 61% of the voting members were present.

Gloria introduced the Council Board of Directors and presented each with a certificate of appreciation for their volunteer service on the Board of Directors

### **Minutes of the 2008 Annual Council Meeting**

Ron Alessi presented the minutes of the 2008 Annual Council Meeting. A motion was made and seconded to accept the 2008 minutes. Copies were in everyone's packets. Motion was approved as presented.

### **Treasurer's Report**

Calvin Christopher, Treasurer, gave highlights for the year ending December 31, 2008. The Annual Report was in everyone's packet.

On 12/31/08 operating revenue totaled just over \$3,500,000. 80% of that is from product sales programs, specifically the cookie, QSP and nut sales programs; 23% is from contributions from individuals, corporations, foundations and United Ways; 5% is from outdoor program and camping fees; 4% is from investment earnings; 3% is from Council Shop sales; and 2% is from girl program fees. The remaining 3% is from Capital Campaign and miscellaneous sources.

2008 was a tough year for investments as the Council lost over \$500,000 in Investments Market value. Despite the tough economic times, the Council maintained a stable membership of nearly 5,800 adult members and 18,500 girls that included over 6,600 outreach girls.

The Council remains in good financial health.

The Treasurer's Report was accepted for audit

### **2009 Slate**

Mark McCauley, Chair of the Nominating Committee, could not be present. Clem Hathaway presented the slate of nominees. They are:

## **Board of Directors**

Second Vice President – Class of 2012 – Kevin McCormick

Secretary – Class of 2012 – Marianne Abdul

Members-at-large

Class of 2012

Romona Fullman, Esq.

Sarah (Sally) Gore

Kristine Haner

Catherine Rossi

Edith Villasenor, DMD

## **Board Development (Nominating) Committee**

Class of 2010

Gloria Diodato

Abby Marsh, Esq.

Catherine Rossi

Gloria thanked the members of the Nominating Committee.

## **Rules of Debate**

The Rules of debate were in the packets. Gloria asked for a motion to accept them. The motion was made, second and approved.

## **Bylaws**

Tita Gontang, Chair of the Task Group that reviewed the Bylaws presented their report. The Bylaws were sent to all voting members prior to the meeting. The purpose of the changes was to make minor updates to go with the new template from GSUSA. The template is to better define and describe the Council, the services we provide and the terms of operation. Gloria asked for a motion to accept the changes. A motion was made, second and approved.

The Polls were declared open for voting.

The video made in partnership with Delmarva Power, for the 10<sup>th</sup> Woman of Distinction Event was shown.

Anne Hogan recognized Erin Lawler, who was selected to be one of the ten young women who were honored at the National Council Session in Indianapolis last October.

Gloria Jeffers introduced, Lynn Williams, Project Manager for Council properties. Lynn narrated a picture tour of the new Science and Technology Lodge completed at Country Center. The build is STEM (*Science, Technology, Engineering and Math*) and will be LEED certified.

The state of the Council is strong as shown in the Treasurer's Report. All were encouraged to read the Annual Report included in the packets.

Whether you're a Leader, Service Team Member, Committee Member, Board Member or Parent, you were thanked for your involvement and commitment to the girls of this Council.

Gloria Jeffers introduced the members of the council staff; they were thanked for what they do for Girl Scouting and the volunteers.

Those girls who have earned the Gold Award were recognized. Nationwide, only about 3% of girls earn this award. The following girls were recognized for receiving their Gold Award:

Kelsey Branigan

Stephanie Bonner

Monica Bray

Kelly Borgia

Staci Forrest

Natalie Justice

Rebecca Jackson	Rebecca Loviza
Samantha Keulmann	Paige Orescan
Suvidha Polu	Kate Schumacher
Elizabeth Simko	Victoria Vavala
Caroline Western	

Gloria challenged these girls to lead their lives by the Girl Scout promise and laws, to make the world a better place and to use their abilities to leave the world in a better condition than they found it. By their words, actions and deeds, they can make a difference.

Gloria then announced the results of the election. 65 ballots were cast.

### **Board of Directors**

Second Vice President – Class of 2012 – Kevin McCormick

Secretary – Class of 2012 – Marianne Abdul

Members-at-large

Class of 2012

Romona Fullman, Esq.

Sarah (Sally) Gore

Kristine Haner

Catherine Rossi

Edith Villasenor, DMD

### **Board Development (Nominating) Committee**

Class of 2010

Gloria Diodato

Abby Marsh, Esq.

Catherine Rossi

### **Approval of the By Laws**

62 ballots cast in favor.

Gloria announced that the two Senior Scouts appointed as non-voting members of the Board of Directors are: Emma Kral and Christina Marsett

Each newly elected was presented with a miniature Girl Scout pin. Gloria reviewed the responsibility of the members of the Board. All members, new and sitting, then pledged their time, efforts and talents to their office and were duly installed.

### **Recognitions**

Members of the Board read the presentations for the awards.

#### **15 Years of Service Pin**

Susan Broussard

Patricia Lewis

Patricia Deptula

Anne Marlette

Lisa Jacob

Donna Marie Rapczak

Barbara Lazenby

Gail Townsend

Dawn Lecatee

Bonnie Wanex

Douglas Lecates

Lorraine Woods

#### **20 Years of Service Pin**

Pat Banks

Carol Lantz

Valarie Crockett

Nancy Mackin Schofield

Barbara Dodge

Victoria Stanley

Sharon Lang

Patty Truit

**25 Years of Service Pin**

Ann Marie Chouinard      Ann Robbins  
Leon Lane

**30 Years of Service Pin**

Rita Hlavac      Lois Lane

**35 Years of Service Pin**

Elsie Baldwin

**40 Years of Service Pin**

Marion Godfrey

**60 Years of Service Pin**

Anna Fultz      Audrey Pennington

**Appreciation Pins**

Kathy Alessi      Linda Siegle  
Tabitha Ellmore      Madeline Steffens  
Donna Francisco      Karen Syzmanski  
Ann Moses      Pattie Truitt  
Cathy Parselis      Esther Mae Wales  
Deborah Pippin      Melissa Walker

**Honor**

Nancy Alejandro      Paula McGowan  
Tiffanie Chandler      Patricia Merritt  
Lora Cressman      Shannon Roark  
Mandy Hockenbrock      Jennifer Smullen  
Barbara Lazenby      Linda Wolf

**Sea Gull**

Sherie Stiles

**Thanks Badge**

Marianne Abdul      Deneen Stewart

**Thanks Badge II**

Maryann Shovestul

Gloria thanked the Recognition Task group for reviewing recognition recommendations

Gloria thanked Lyn Gill, Jan Kirk and the committee who planned this year's Annual Council Meeting

Gloria declared the meeting officially closed at 8:23pm.

A closing ceremony followed.

