

Bylaws Change Summary

In 2023, GSOCs Board of Directors created a new Governance Committee to assess current governance policies, procedures and standards; recommend updates and changes to be compliant with corporate governance requirements; and to monitor the organization’s compliance with those policies, procedures and standards. The committee’s first task was a thorough review of current GSOC’s Bylaws. The Governance Committee recommended the following changes which were reviewed and endorsed by the Board of Directors.

Article/Section	Change	Why
Throughout Bylaws	Grammatical and sentence clarity, format cleanup.	To improve quality of Bylaws.
Article III Section 2.A.2 Article IV Section 1.C.1 Article V Section 1	Modify language to accomplish: <ol style="list-style-type: none"> 1. Delegates vote for new and returning Directors at Large only. 2. Board nominates and ratifies Officers. 3. Modify: Move Board Development to a Task Group under our new Governance Committee. 	Board development becomes a Task Group under the new Governance Committee. Election of Board Officer positions becomes the responsibility of the Board of Directors.
Article VI (3/22/23 Ver) Article VII Section 3	Eliminate Article VI and add language to Article VII Section 3	Align Board Development as a Task Group under the new Governance Committee.
Article VII Section 1.B.2	Girl Scout Board Advisors, CEO can reappoint for one additional term	Limit and clarify that CEO may reappoint Girl Scout Board Advisors for a maximum two-year appointment.
Article VIII Section 2.C (3/22/23 Ver)	Delete – “The term of office of one half of the directors at large shall expire at each Annual Meeting”	This is not GSOC practice or of benefit to our Board function or GSOC governance.
Article VII Section 9.	Add comprehensive language regarding Self-Dealing Transactions	Provides clear guidance on how to handle transactions where a Board Member is associated with the outcome.
Article VIII Section 1.A	Board Chair appoints Standing Committee Chairs annually.	Clarifies that these are annual appointments.

Article VIII Section 3.A	Meetings of Executive Committee shall be at minimum quarterly, replaces “as needed”.	Clarifies expectation of no less than four annual Board Executive Committee Meetings.
Article XII Section 1	Fiscal Year defined as October 1 to September 30.	Clarifies our exact Fiscal Year.