

## **TIMELINE: PROPOSED BYLAW AMENDMENTS**

### **Introduction**

The Board needs to appoint a bylaws review committee at least once every four years. This review should take place as part of the council's performance assessment, which occurs in conjunction with the GSUSA "charter renewal". This process is known as the *periodic* bylaw review.

In addition to the periodic governance review referred to above, each year the members of the council may suggest amendments to the bylaws, as part of their role in developing items for the Board's consideration for the Annual Corporate Meeting Agenda. This process is known as the *regular* bylaw review.

The following timeline will be used for both the regular and periodic bylaw reviews, which may take place simultaneously in certain years. .

### **Timeline**

#### **Annual meeting**

Periodic Review - Announcement is made at the Annual Meeting that bylaws review committee will be studying present bylaws and considering amendments. At the Annual Meeting, membership is provided with forms for suggesting bylaws amendments, is told the timeline for suggesting amendments, and the process that will be used for review.

Regular Review – Membership is provided with forms for suggesting items for the Board's consideration for an Annual Corporate Meeting Agenda, and is told timeline for suggestions, and the process that will be used for review. .

#### **By May 30**

Board President appoints a Bylaws Review Committee.

#### **By June 1**

Periodic Review - Notice is sent by e-mail or direct mail to all elected delegates, association chairs, and board members that bylaws review will take place. Notice will include information on how to suggest bylaws amendments, timeline for submitting suggested amendments, and process for consideration of suggested amendments by the membership.

***The following deadlines and processes are the same for both the periodic and the regular bylaws review:***

#### **By June 30**

Deadline for suggesting bylaws amendments. (Suggested amendments do not need to be specific language changes, just concepts for consideration.) Suggested amendments should be made on the form, "*Developing Items for the*

*Board's Consideration for the Annual Corporate Meeting Agenda,*" available from Girl Scouts – Dakota Horizons. Forms should be sent by mail, e-mail or fax to the attention of the board president, c/o Girl Scouts – Dakota Horizons, Sioux Falls, South Dakota.

"Associations submitting a recommendation should submit Form B, Developing Items for the Board's Consideration for the Annual Corporate Meeting Agenda. Letters of support are permissible.

**May –July**

The Bylaws Review Committee reviews pertinent materials provided by GSUSA and Girl Scouts Dakota Horizons Council such as Board charge to the committee, GSUSA Blue Book of Basic Documents, current council bylaws, Roberts Rules of Order, Essential Elements of a Girl Scout Corporation, and Implementing the Democratic Process in Girl Scouting: Combining our Voices.

**By July 15**

Bylaws Committee reviews existing bylaws and suggested amendments. Committee sends electronic or written message confirming that bylaws suggestion has been received and that sender will be informed in February whether or not their suggested amendment has been accepted to be voted on at the annual meeting.

**By July 15**

Bylaws Committee submits suggested amendments (concepts, not actual language) to Legal council for preliminary review.

**By August 15**

Legal council reviews suggested bylaws amendment to determine if they are legal within in the council jurisdiction. Legal council prepares written report for the Bylaws Committee.

**By August 30**

Committee members consult with person(s) who suggested amendment to bylaws. Consultation should be by phone or in person. The purpose of the consultation is to ensure that committee members have a good understanding of the proposed amendment, and have a chance to work with the person proposing the amendment if changes need to be made to make their suggestion workable.

**By September 30**

Bylaws Committee reviews legal recommendations and consults with Chief Executive Officer regarding suggested amendments. Some of the suggested amendments may relate to operational procedures, and therefore should not be included in the bylaws. Committee proceeds to make a decision regarding which suggested amendments (concepts) they recommend be incorporated into the bylaws and which amendments they recommend not be incorporated into the

bylaws. The Committee may wish to consult with person(s) who suggested amendment to bylaws and others.

- The Bylaws Committee drafts actual language for proposed bylaws amendment.
- The Bylaws Committee prepares written memo to support each proposed amendment.
- The Bylaws Committee prepares written memo to support decision to reject a suggested bylaws amendment.

**By October 1**

Bylaws Committee submits the following for legal review:

- Draft language for proposed bylaws amendment
- Written memo supporting each proposed bylaws amendment
- Written memo to support decision to reject a suggested bylaws amendment

**By October 30**

Legal reviews draft language for each proposed bylaws amendment and the draft written memos. Legal prepares a written response which includes suggested amendments and comments.

**By November 30**

Bylaws Committee reviews legal response, makes changes as necessary, and prepares recommendation to the board. The recommendation is to place or not place each suggested amendment on the annual meeting agenda for vote by the council membership. The committee includes with its recommendation:

- Draft language for proposed bylaws amendment
- Written memo supporting each proposed bylaws amendment
- Written memo to support decision to reject a suggested bylaws amendment

**By December 31**

Board discusses Bylaws Committee report recommendations

**By January 31**

Board votes on Bylaws Committee report recommendations regarding which proposed bylaws amendments will be placed on the annual meeting for vote by the council membership. Board votes to approve or to change informational memo(s) that will accompany each proposed amendment.

**By February 1**

The Chief Executive Officer, by direction of the Board President sends out notice, (by e-mail or mail) to Association Chairs that bylaws amendments will be voted on at the annual meeting. Notice includes memo(s) prepared by the Bylaws

Committee on each bylaws amendment that will be voted on at the annual meeting.

**By February 1**

Board President sends out letters to each person who submitted a suggested bylaws amendment informing each person if the Board has accepted or rejected their suggested amendment to be voted on at the annual meeting. Letters include informational memo approved by the board for the specific suggested amendment.

**February - March**

Associations meet to elect delegates to the annual meeting and to discuss proposed bylaws amendments. This meeting, according to our present bylaws, requires a 10 day notice to all members of the Association.

**At least 30 days prior to Annual Meeting**

Notice of annual meeting is sent to membership including any proposed bylaws amendments.

**Annual Meeting**

Delegates vote on proposed bylaws amendments at the annual meeting.