



Bylaws Revisions

Presenters:

**Leanne Rodgers, GSGLA Board Member
& Bylaws Task Force Chair**

**Lynn-Mack Costello, Service Unit
Manager & Bylaws Task Force Member**

**Brenda Zamzow-Frazier, Chief
Financial Officer & Bylaws Task Force
Staff Liaison**

Leanne Rodgers



Leanne Rodgers is a Vice President and Associate General Counsel with Parsons Corporation, where she manages all labor, employment, and benefits claims for the global engineering, design, construction, and project management firm.

Leanne has over twenty years of litigation experience, including senior positions with Hilton Hotels Corporation and Fairbank & Vincent, and as an instructor at the UCLA School of Law. She is a member of the California State Bar and has been admitted to practice before the California Supreme Court, the United States Court of Appeals for the Ninth Circuit, and the United States District Courts for the Central and Southern Districts of California and the District of Arizona.

Leanne graduated magna cum laude with a Bachelor of Science in Criminal Justice from the University of Wisconsin – Milwaukee and received her Juris Doctor degree magna cum laude from the Loyola Law School.

There are three generations of Girl Scouts in Leanne's family. Starting in Wisconsin, Leanne's mother was a Brownie and stayed active in Girl Scouts all the way through high school. Later, she became a Girl Scout troop leader. Leanne and her two sisters were also Girl Scouts. Leanne carried on the family tradition here in California where she became her daughter's Girl Scout troop leader. The Burbank Service Unit recognized Leanne in 2004 with the Leader of the Year Award.

Lynn Mack-Costello



Lynn Mack-Costello currently teaches Communication, Law and Rhetoric courses for The Pennsylvania State University, through their online World Campus degree program. She additionally trains faculty who are about to engage in online instruction.

Prior to returning to college instruction, Lynn was a business litigation attorney for over twenty years with focuses in banking and real estate. During her legal career, she worked with several prominent law firms and Wells Fargo Bank.

Lynn earned a BA and MA degrees in Public Address, Communications, and Rhetoric from Penn State University and Temple University, respectively. She earned her Juris Doctorate degree from Pepperdine University School of Law, where she served as Literary Editor of the Law Review.

Lynn's mother was her first Brownie Girl Scout leader, a tradition she continued with her own two daughters, one of whom earned the Gold Award. As a girl, Lynn earned her First Class Award. More recently, Lynn is and has been the chair of the Palisades-Malibu Service Unit of the Girl Scouts of Greater Los Angeles for 13 years. In that capacity she works with the leaders of the nearly 60 Girl Scouts troops in her area, helps recruit and form new troops, and serves as liaison between the Council and those leaders. For the last 7 years, Lynn has served as an ALF, training program levels and outdoor education. A Lifetime Member, she serves on the Gold Award Committee, working with girls seeking to earn the highest award in Girl Scouting. Lynn has been the recipient of the Council's Honor Award and Appreciation Pin.



Brenda Zamzow-Frazier

Brenda Zamzow-Frazier is the Chief Financial Officer for GSGLA where she is responsible for a combined \$17M+ operating and capital budget and is the liaison to the Finance/Investment and Audit Committees of the Board as well as the Bylaws Task Force.

Brenda is also the Founder & President of The Zamzow Group, a Top 100 Women-Owned Business in Los Angeles, providing accounting professionals for special projects, interim staffing and direct hire positions.

Prior to founding The Zamzow Group in 2003, Brenda was a financial consultant for Sony Pictures, and held executive positions at Internet Directories USA, and Creative Intelligence, Inc. Brenda spent 10 years at Fox, highlighted by her work as VP/GM of FoxStar Productions producing television programming including the popular “Biography” series for A&E. Her professional career began with Ernst & Young where she worked as an auditor in the London Office before relocating to Los Angeles in 1987.

Brenda serves on several association and nonprofit boards, including chairing the Ernst & Young Alumni Association, and is a member of the Finance Committee of the Alzheimer’s Association of Southern California. Brenda is a former Board Chair of the Angeles Girl Scout Council and the Los Angeles Junior Chamber of Commerce.

A native of Wisconsin, Brenda earned her B.A. degree in Accounting from the University of Wisconsin-Eau Claire and is a Certified Public Accountant (inactive).

What are Bylaws?

What are Bylaws?

Bylaws are used to define the structure and organization of a nonprofit organization and are the rules adopted by an organization for the governance of its members and the regulation of its affairs.

In most nonprofits, Bylaws are maintained and revised by its Board of Directors.

In Girl Scouts, we are unique in that we are a membership organization and each voting member has an opportunity to review and approve the Bylaws.

Who Votes on the Bylaws?

Who Votes on the Bylaws?

Voting Members of GSGLA – defined as:

“any individual 14 years of age and over who is a member of the Girl Scout movement and who is currently registered through the Council, including staff of the Council.”

Why are we revising the Bylaws?

- **To ensure compliance with current California Nonprofit Public Benefit Corporation Code**
- **To reflect best practices in governance as we currently operate**

**GSGLA's
current
Bylaws were
originally
approved by
the Council
Realignment
Committee in
September
2008.**

Current Bylaws

Amended and Restated

**Bylaws of the Council of Girl Scouts of Greater Los Angeles
of the Girl Scouts of the United States of America
A California Public Benefit Corporation**

ARTICLE I – NAME

The name of the corporation is Girl Scouts of Greater Los Angeles (GSGLA) (the "Council"), a not-for-profit public benefit corporation organized under the laws of the State of California.

ARTICLE II – OFFICE

The principal executive office and the principal office for the transaction of business of the Council may be established at any place or places within the State of California by resolution of the Board of Directors.

ARTICLE III – PURPOSE

The purpose of the Council shall be as defined in the Articles of Incorporation of the Council.

ARTICLE IV – MEMBERS

Section 1. Qualifications of Membership

Any individual 14 years of age and over who is a member of the Girl Scout movement and who is currently registered through the Council, including staff of the Council is a member of the Council (each a "Member" and collectively, the "Members").

Section 2. Right of Membership

The Members shall have the right to vote on changes to the Articles of Incorporation of the Council and changes to these Bylaws of the Council as set forth herein, and shall have the additional right afforded to Members under the California Nonprofit Public Benefit Corporation Law.

Bylaws Task Force

Bylaws Task Force Members:

Leanne Rodgers (Chair), Board Member

Elsa Macias, Board Member/Former CRC Member

Chet Kronenberg, Board Member

Margaret Rosenthal, Board Member

Lynn-Mack Costello (Volunteer Co-Chair)

Laura Jane Kessner, Volunteer

Ann Neilsen, Volunteer

**Brenda Zamzow-Frazier (Staff Liaison), GSGLA Chief
Financial Officer**

Shannon Johnston, GSGLA Chief Mission Delivery Officer

Lynne Karbon, Executive Asst to GSGLA CEO

Bylaws Timeline

Timeline/Key Dates

Aug 2012	Bylaws Project Planning Begins
Oct	Task Force Members Recruited
Nov	Board Appoints Task Force Chair & Members
Nov	Task Force Kick-Off Meeting Held
Nov	Research & Revisions Analysis Begins
Dec	1st Draft Completed
Jan 2013	Governance Presented at Board Meeting
Jan	2nd Draft Completed
Jan	Bylaws Project Announced at SU Meetings
Feb	3rd Draft Completed
Feb	Bylaws Reviewed by Nonprofit Attorney
Feb 13 & 19	Bylaws Webinars Presented
Feb 22	Final Draft Completed
Feb 27	Proposed Bylaws Mailed to Board for Review
Mar 6	Proposed Bylaws Approved by Board
Mar 13	Bylaws Available for Review by Voting Members
Apr 13, 2013	Membership Votes on Proposed Bylaws at Annual Meeting

Resources:

- **California Corporations Code**
- **Nonprofit Attorney**
- **GSUSA Governance Department**
- **Other California GS Councils**
- **GSGLA Board Members**
- **GSGLA Staff**
- **GSGLA Volunteers**
- **Other Membership Nonprofits**

California Nonprofit Public Benefit Corporation

(The Law)



CALIFORNIA LAW

CALIFORNIA CORPORATIONS CODE

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Nonprofit Attorney **(Neil Carrey, Of Counsel,** **BakerHostetler)**

- **Provided Template**
- **Guidance on Issues**
- **Legal Review**

GSUSA Guidance

**(Liz Swanson - Director,
Governance at GSUSA)**

- **National Delegates**
- **Electronic Ballot**
- **One Member, One Vote**
- **Board Size**
- **Proxy Voting**

Other California Councils

*(all went through major revisions recently
post-realignment)*

- **Girl Scouts of Northern California
(Approved April 30, 2011)**
- **Girl Scouts of Central California South
(Approved February 25, 2012)**
- **Girl Scouts San Diego
(Effective April 13, 2011)**
- **Girl Scouts Heart of Central California
(Adopted February 2011)**

Bylaws Revisions

Bylaws Issues/Revisions - Three Primary Categories:

- **Non-substantive/editorial changes**
- **Changes to ensure compliance with current California Corporations Code**
- **To reflect best practices in governance as we currently operate**

Why can't I see a redline of the existing Bylaws so I can see the proposed changes?

- **We started with a standard Bylaws template for a Member organization that was up to current CA Corp Code**
- **Then we modified it for our GSGLA-specific governance topics**
- **We'll highlight the major changes/revisions that all voting members need to be aware of**

What is NOT changing?

Girl Scout Program

- **The purpose of the corporation is to deliver the Girl Scout program to girls in the council's geographic boundaries.**
- **Revisions to the bylaws do not change the Girl Scout program or any aspect of its delivery to our girls, including the requirements for volunteers, the organization of Service Units or product sales.**

Voting Rights

- **Maintain “One Member, One Vote”**
- **Each member aged 14 or older who is registered with GSUSA and affiliated with the council shall continue to have an equal vote concerning all matters presented to the members for a vote.**

Matters Submitted to Membership for a Vote

**Members will continue to have the right
to vote on:**

- **The election of Officers, Directors, members of the Board Development Committee, and delegates and alternates to the National Council of Girl Scouts USA;**
- **The disposition of all or substantially all of the corporation's assets;**
- **Any merger and its principal terms and any amendment of those terms; and**
- **Any election to dissolve the corporation.**

Terms of Board Members

- **Board Members will continue to serve three-year terms**
- **Board Members will continue to be limited to two consecutive terms (total of six years)**

Board Committees

- **The revisions to the bylaws make no changes to the committees of the board.**
- **The Board Development Committee will continue to be comprised of nine (9) members, no less than three (3) and no more than four (4) of whom shall be members of the Board of Directors.**

Officers

- **The officers of the council will continue to be the Chair of the Board, two to four Vice-Chairs, the Treasurer [formerly called the “Chief Financial Officer (Volunteer)”], and the Secretary, each of whom shall also serve as a member of the Board of Directors.**
- **The duties of the elected officers remain unchanged.**

Proposed Changes

Let's take a closer look at the Proposed Changes & Revisions

Membership in GSGLA

CURRENT PROVISION:

Any individual 14 years of age and over who is a member of the Girl Scout movement and who is currently registered through the Council, including staff of the Council, is a member of the Council.

PROPOSED LANGUAGE:

This Council shall have one class of voting members. Any individual 14 years of age and over who is a member of the Girl Scout movement and is a currently registered member of Girl Scouts of the United States of America (hereinafter “GSUSA”) and affiliated with the Council, including staff of the Council, is a Voting Member of the Council (hereinafter, each a “Member” and collectively, the “Members”). The Council may refer to other persons or groups associated with it as “members,” but no such reference shall constitute anyone as a member within the meaning of Section 5056 of the California Nonprofit Corporation Law.

RATIONALE FOR CHANGE:

While our younger Girl Scouts are not qualified to vote at our meetings, they are, nevertheless, essential members of our Movement. This new section merely acknowledges the distinction between voting and non-voting members. We continue to be a one-person, one-vote Council for those members 14 years of age and older.

Rights of Membership

CURRENT PROVISION:

The Members shall have the right to vote on changes to the Articles of Incorporation of the Council and on changes to these Bylaws of the Council as set forth herein, and shall have the additional rights afforded to Members under the California Nonprofit Public Benefit Corporation Law.

PROPOSED LANGUAGE:

All Members of the Council shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the election of delegates and alternates to the National Council of the Girl Scouts of the United States of America, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, the Members shall have the rights afforded members under the California Nonprofit Public Benefit Corporation Law. All Members in good standing of the Council shall be entitled to an equal vote concerning all matters presented to the Members for a vote.

RATIONALE FOR CHANGE:

This language merely expands, in accordance with the Cal. Corporations Code, the specific rights of Voting members of our Council.

Service Units Defined

CURRENT PROVISION:

None

PROPOSED LANGUAGE:

The Council shall establish geographical subdivisions known as “Service Units” within the Council’s jurisdiction. Each Member shall be considered a member of only one Service Unit, which will be either that in which she or he resides or, if affiliated with a troop, the Service Unit in which the troop is registered.

RATIONALE FOR CHANGE:

In the existing Bylaws, there is no mention of Service Units, simply “geographical regions.” As much of the Member’s experience is related to the Service Unit to which they are affiliated and it is a measurement used to determine Quorum at the annual meeting, it was appropriate to so define them in the Bylaws. It changes no members’ rights in the Council.

Quorum for Annual Meeting

CURRENT PROVISION:

The quorum for a meeting shall be met by the registered attendance of a minimum of **250 members** representing 25% or more of the Council's **geographic areas** (Girl Scout terminology for service to geographic areas).

PROPOSED LANGUAGE:

The quorum for a meeting shall be met by the registered attendance of a minimum of **200 Members** representing 25% or more of the Council's **Service Units** (see., Art. IV., Sec. 3)

RATIONALE FOR CHANGE:

The reduction in the number of voting members required to transact business at a meeting is to ensure the necessary business of the Council can continue, even if members are unable to attend the meeting. At the same time, we will explore ways for members to participate electronically, increasing the potential "attendance" at the annual meeting. The Bylaws are also being amended to define "Service Units" which are how we break our Council into geographic regions.

Election Procedures

CURRENT PROVISION:

Voting procedures for member meetings is currently detailed in a separate Article.

PROPOSED LANGUAGE:

Incorporate requirements on how voting will be done into the Article on meetings and add language permitting electronic voting.

RATIONALE FOR CHANGE:

Having a separate article dealing with election procedures is awkward and antiquated. This proposal streamlines the Articles and categorizes it with the material to which it logically belongs.

Officers of the Council - Subordinate Officers

CURRENT PROVISION:

None

PROPOSED LANGUAGE:

The Board of Directors may appoint, and may authorize the CEO or another officer to appoint, any other officers that the business of the Council may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

RATIONALE FOR CHANGE:

The Council needs, from time to time, additional operational officers to fulfill necessary functions of the Council. This provision simply memorializes a power authorized to organizations by law.

Officers of the Council Removal and Resignation

CURRENT PROVISION:

None

PROPOSED LANGUAGE:

Any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Council. The resignation shall take effect upon receipt of the notice by the Council, unless the notice specifies a later time for the effectiveness of the resignation; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

RATIONALE FOR CHANGE:

Proposed removal and resignation provisions simply articulate rights already existing by law for corporate Boards or Directors, but the procedure for each is now clarified.

Officers of the Council

Vacancies in Offices

CURRENT PROVISION:

In the event of a vacancy among the other officers, the vacancy shall, according to the laws of the State of California for filling vacancies, be filled until the next annual meeting of the Council by affirmative vote of the remaining Directors then in office, though less than a quorum, at any meeting of the Board of Directors called for that purpose.

PROPOSED LANGUAGE:

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the majority vote of the Board, or the Chair of the Board with the advice and approval of the Executive Committee, to serve until the next Annual Meeting.

RATIONALE FOR CHANGE:

Proposed change simplifies the language instructing how vacancies will be filled and the language parallels that found throughout the Bylaws.

Size of Board of Directors

CURRENT PROVISION:

The Board of Directors (including the Elected Officers) (the “Board”) shall range in total number from [22 to 28 members](#).

PROPOSED LANGUAGE:

The Board of Directors shall consist of not less than [sixteen \(16\)](#) nor more than [twenty-eight \(28\)](#) Directors until changed by an amendment to these Bylaws.

RATIONALE FOR CHANGE:

Boards often find it more efficient to meet and operate with a smaller number of people. This amendment gives our Council the flexibility to reduce the number of directors as necessary, yet expand, should operational needs of the Council require. Also, recent research by Board Source shows that the average Board size is 16 members.

Board of Directors' Meetings Time

CURRENT PROVISION:

The Board is to meet 6 times per year

PROPOSED LANGUAGE:

Regular meetings of the Board of Directors shall be held no fewer than four (4) times per year, on 14 days' notice, at such time and place as the Board may determine.

RATIONALE FOR CHANGE:

This change is more consistent with provisions of other non-profit organizations and, while not limiting the Board to just 4 meetings, provides it necessary flexibility in the event there is insufficient need at times for a full Board meeting.

Board of Directors

Removal of Directors

CURRENT PROVISION:

In the event of a vacancy among the other officers, the vacancy shall, according to the laws of the State of California for filling vacancies, be filled until the next annual meeting of the Council by affirmative vote of the remaining Directors then in office, though less than a quorum, at any meeting of the Board of Directors called for that purpose.

PROPOSED LANGUAGE:

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the majority vote of the Board, or the Chair of the Board with the advice and approval of the Executive Committee, to serve until the next Annual Meeting.

RATIONALE FOR CHANGE:

Proposed change simplifies the language instructing how vacancies will be filled and the language parallels that found throughout the Bylaws.

Indemnification

CURRENT PROVISION:

Our existing Article XIV provides fairly standard provisions for the indemnification of officers, directors, and of the Council in the event of proceedings against them. Such indemnification agents is required by law.

PROPOSED LANGUAGE:

The proposed new Article XIII expands the former language as prescribed by California Corporations Law. It defines the right of indemnity, specifies how one may seek coverage, authorizes advancement of expenses and a requirement for reimbursement in certain instances. The proposed language also adds a new section authorizing the Council to maintain insurance which would cover such indemnification, if ever needed. Such insurance is traditionally known as “errors and omissions” coverage, or “E&O” insurance.

RATIONALE FOR CHANGE:

The California Corporations Code specifically recognizes the value of people willing to work or volunteer for and serve on the boards of non-profit organizations such as our Council. It likewise recognizes that those individuals should not have to personally bear the expense if exposed to any liability on behalf of the Council. Thus we are required by law to provide indemnification and authorized to insure against such costs. These provisions simply spell out those conditions.

Amendments to the Bylaws

CURRENT PROVISION:

These Bylaws may be amended by a majority vote of those 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 and voting at a meeting of the Council, provided that the proposed amendments shall have been included with the notice of the meeting.

PROPOSED LANGUAGE:

Permits the Board to make amendments to the Bylaws under certain circumstances and clarifies how members can propose amendments.

“Without the approval of the Members, the Board of Directors may not adopt, amend or repeal any Bylaws that would: (i) increase or extend the term of the Directors; (ii) change the term limits for Directors; (iii) allow any Director to hold office by designation or selection rather than by election of the Members except as provided in these Bylaws; (iv) increase the quorum for Members’ meetings; (v) repeal, restrict, create, or expand or otherwise change proxy rights; or (vi) authorize cumulative voting.”

RATIONALE FOR CHANGE:

Again, allowing the Board to make some changes is in accordance with other non-profit organizations, yet statutorily, protections are built in to protect the rights of the members regarding any substantive changes.

Summary of Provisions Being Amended to Comply with California Nonprofit Corporations Law

- Adding provisions clarifying the practice of the Council to provide electronic notice of meetings
- Adding provisions to allow for and clarify electronic participation, proxy voting, and voting procedures at annual meetings and for Board and committee meetings, should the Board decide to implement it at some time
- Adding Code language regarding conditions under which a member's membership could be terminated

Summary of Provisions Reorganized to Structure Bylaws In a More Logical Order

- Combining all provisions relating to member meetings into one Article V, including notice, business to be undertaken, quorum, voting, electronic participation, etc.
- Duties of Officers of the Council have been spelled out more clearly and now incorporate more of the responsibilities imposed by law.
- The section on the Chief Executive Officer now delineates the duties imposed on that office.

Next Steps:

- **Complete & Finalize the Legal Review (Feb 27)**
- **Board Review & Approval (March 6)**
- **Proposed Bylaws Available for Review (March 13)**
- **Publish FAQs (March 13)**
- **Respond to Member Questions (ongoing)**
- **Member Vote at Annual Meeting (April 13)**

Cast your Vote!



**The newly-proposed Bylaws will be presented
for approval by the Voting Membership**

**2013 Annual Meeting
April 13th, 2013
Pacific Palms Resort**

To register:

<http://www.girlscoutsla.org/pages/events/AMVR.html>

Thank you!

Questions?

Email us at:

bylaws@girlscoutsla.org