



Area Delegate Self-Study Guide and Handbook



Message from the Chief Executive Officer

On behalf of our board of directors and staff, I want to thank you for volunteering your time to serve in this important role for our council. We deeply appreciate your time and talents and are excited to have you serve as an area delegate (or alternate delegate), for Girl Scouts-North Carolina Coastal Pines! Together, you and I, our Board, volunteers, and staff share a commitment to our Mission and a passion for Girl Scouts. The success of our Movement can only be possible with the leadership and support of our volunteers.

All delegates and alternate delegates need to review this self-study guide to become oriented with their role and prepare them to participate and vote at the Annual Meeting. This handbook contains everything you need to know to act in your role. Please read it fully and keep it for further reference. If you have comments, questions or suggestions I encourage you to contact Cindy Kelley-Deaton, Chief Operating Officer, at cdeaton@nccoastalpines.org.

Again, thank you and welcome! I look forward to seeing you at the Annual Meeting.

Sincerely,



Lisa M.K. Jones
Chief Executive Officer

Delegate & Alternate Delegate Training Handbook

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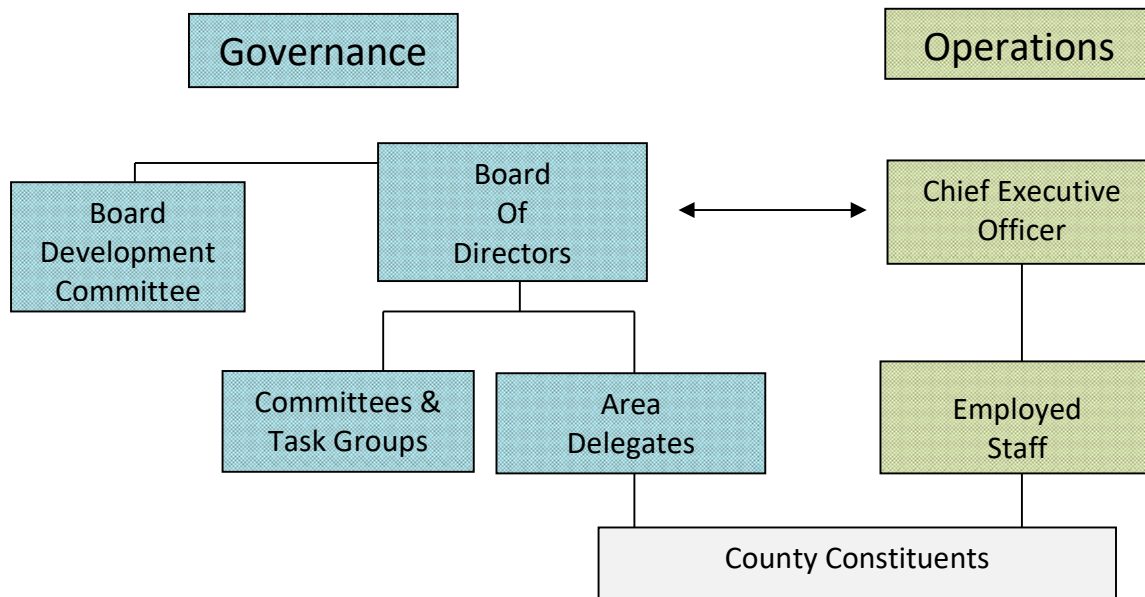
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To assist you in your understanding, throughout the document we have marked **key concepts** and ideas with this symbol.

Governance and Operations

Leadership in Girl Scouting falls under two categories: **Governance and Operations**. Area/county delegates participate as voting members in the governance of Girl Scouts–North Carolina Coastal Pines.



Governance

Governance in a nonprofit environment can be defined as providing strategic leadership, setting direction, making policy and strategic decisions, overseeing and monitoring performance, and ensuring the overall accountability of the organization.

In Girl Scouting it can be further defined as the process by which the board of directors, led by the board chair, exercises its authority and fulfills its responsibility to:

- further the Girl Scout Mission,
- oversee the care, custody and oversight of Girl Scouting within its jurisdiction; and
- provide strategic direction and leadership for Girl Scouts—North Carolina Coastal Pines.

The roles below fall under the governance of our council:

Board of Directors

The board of directors manages and is responsible for the corporate and business affairs of our council. As a governing body, the board of directors provides strategic leadership, sets direction, makes policy decisions and reviews operations. The board however is not tasked with handling management issues such as personnel issues. Both the council's Volunteer Policies and Employee Policies manuals outline the procedures to follow when personnel problems arise. The board is accountable to the membership of the council, Girl Scouts of the USA's national board and all state and federal laws regarding matters related to nonprofit organizations. Our board has the authority to establish committees and approve the appointment of the chief executive office. Members of the board are elected by the voting body of the council.

Board Development Committee

The board development committee is responsible for identifying and recruiting qualified candidates to meet the needs of the board and its committees. It is the board development committee's responsibility to prepare and provide a single slate of nominees to fill vacancies among the officers and members of the board, the board development committee and, every three years, nominees for the roles of national council delegates and national council delegate alternates to represent Girl Scouts—North Carolina Coastal Pines at the National Council Session. The board development committee chair and its members are also elected by the voting members of the council.

Board Committees and Task Groups

Board Committees and Task Groups are established by the board to oversee council operations and advise the board and staff on plans and policies in their assigned area of work. Members of the committees serve as a resource to the board, other committees, and staff. Committee members are appointed by the board of directors.



Area/County Delegates

Area delegates represent their county (or area) at Girl Scouts—North Carolina Coastal Pines' Annual Meeting and act as a liaison between the members of their area and staff. County Delegates can be elected or appointed by the members of their area.



Area/County Constituency

All registered members of Girl Scouts, 14 years of age or older, residing within a designated county or area make up the area/county's constituency.

Operations

Operations is the process by which the chief executive officer and designated staff fulfill the responsibility for:

- developing and implementing systems and processes to carry out the strategic direction set by the board,
- providing leadership and direction to employees and volunteers in carrying out the day-to-day operations of Girl Scouts—North Carolina Coastal Pines; and
- supporting the board of directors in carrying out its governance responsibilities.

The roles below fall under the operations of the council:

Chief Executive Officer

The Chief Executive Officer is responsible for providing leadership, guidance and assistance to the board of directors, its officers and committees, and staff. The Chief Executive Officer is authorized to employ and release staff in accordance with policies adopted by the board and is the administrator of the overall operations of the council.

Employed Staff

Under the supervision of the CEO, employed staff provide guidance and support to volunteers and carry out their work, as assigned, to achieve the council's goals and objectives.

There is a definite division between the areas of governance and operations. Those who create and oversee policy do not deliver the program and those who deliver the program do not sit on the board of directors or set policy. Governance and operations are different and the roles of the board of directors, board development committee members and area/county delegates are established to ensure the governance of the council.

Area Delegates Role & Responsibilities



The Council as a Corporation

Girl Scouts-North Carolina Coastal Pines (GSNCCP) is a Girl Scout council chartered by, and provided jurisdiction by, Girl Scouts of the USA (GSUSA). Within the state of North Carolina, the council is incorporated under a set of articles that establish our nonprofit status. These articles require that we abide by a set of bylaws that support our charter from GSUSA. The council's bylaws define the rights and obligations of all members, the board of directors and its officers, and their role and relationship to the corporation. The bylaws also describe the organizational structure of the corporation by outlining its parts.

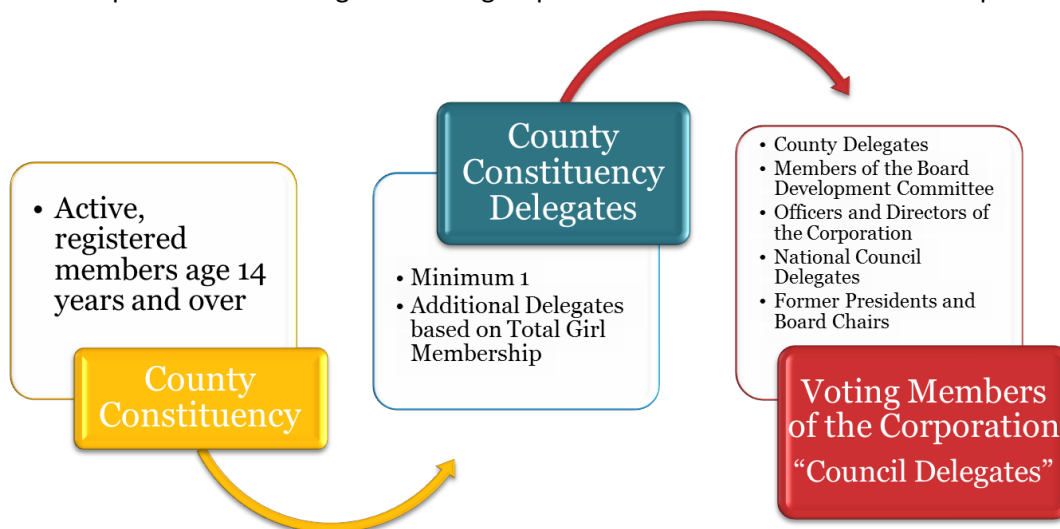


According to the council's Bylaws, Article I, Section 2, governing members of the corporation are defined as, "...members of the Girl Scout movement, fourteen (14) years of age and older, registered through the council (GSNCCP) with Girl Scouts of the USA are eligible to be members of the corporation."

Among the overall membership of the corporation (as defined by the Bylaws), the following groups are known as the "Voting Members":

- a) Area/County Delegates
- b) Officers and Directors of the Board of Directors
- c) Members of the Council Board Development Committee
- d) National Council Delegates
- e) Former Chairs of the Board of Directors, Girl Scouts-North Carolina Coastal Pines
- f) All former Board Chairs and Presidents of the Board of Directors of the Girl Scout Council of Coastal Carolina and the Pines of Carolina Girl Scout Council living within the council jurisdiction.

The chart below helps to illustrate the governance groups of the council and their relationship to each other.



Delegate Distribution per County (County Constituency)

County Constituencies are established by the board and refer to our geographic subdivisions. Each county is allotted a minimum of one delegate. Additional delegates are based on total girl membership of the most recent membership year. The total number of delegates, or distribution based on membership, is determined by a formula established and administered by the board. In other words, every county is allowed 1 delegate, but others may have 2 or more delegates represent them at the Annual Meeting based on their total girl membership from the previous membership year.

Delegate Distribution Formula - (Geographic Allotment: 1 per county) Additional Delegate Allotment based on Membership 1>250; 2>750; 3>1500; 4>2500; 5>4000; 6>6000)

Member Group Responsibilities



Each of the governance groups of the council hold certain responsibilities in accordance with our bylaws. Below is a chart summarizing the individual responsibilities of each group.

County Constituency	Area/County Delegate	Voting Members
<ul style="list-style-type: none"> Meet at least twice a year Elect/appoint area/county delegates Provide input to service unit team and staff 	<ul style="list-style-type: none"> Act as liaison between the council and their area Complete delegate orientation Attend the Annual Meeting of the corporation (GSNCCP) as voting members 	<ul style="list-style-type: none"> Participate in the elections of the members of the council's board of directors, board development committee, and national council delegates and alternates* Vote to amend GSNCCP's Articles of Incorporation & Bylaws, if necessary Take all other action requiring a vote of the membership, if necessary

*Elections for National Council Delegates and Alternates are held every 3 years.



Alternate Delegates

The duties of an alternate delegate mirror those of the area/county delegate. And, should the area/county delegate be unable to attend the Annual Meeting, the alternate delegate should attend and serve in their absence.



Are Girl/Youth Members Eligible to Serve as an Area/County Delegate or Alternate?

Yes! Serving as a delegate for Girl Scouts—North Carolina Coastal Pines offers girls a unique leadership opportunity. Our mission and belief are that the girl member is at the heart of Girl Scouting and each member holds an important voice. Girl members are eligible to serve as their area/county delegate, or alternate, provided they are at least age 14 or older on the date their term begins and a currently registered Girl Scout.

Girl Scouts–North Carolina Coastal Pines Annual Meeting

According to our Bylaws, Article I, Section 7, “An Annual Meeting of the members of the council shall be held during the first quarter of each calendar year. Unless another form of notice is required by the Act, notice of the time, place, and purpose of the Annual Meeting, together with the slate of nominees for all offices or positions to be filled...shall be mailed via first class mail or electronically transmitted to each (voting) member of the council no fewer than thirty (30) days before the Annual Meeting.”



Why is it important for you to attend the Annual Meeting?



In governance, in order for a vote to be valid there must be a quorum. **According to our Bylaws, Article I, Section 9, a quorum for our council is defined as:** “...30% of all members of the council entitled to vote provided ½ of the counties in the council jurisdiction are represented by at least one elected delegate...”

Because the Annual Meeting is where our elections (voting) are held, without a quorum, we would not be in compliance with our bylaws and all actions of the voting body would be invalid and therefore the elections of board, board development committee, and national council delegates could not take place. Attendance and participation not only ensure a quorum but also allow areas to be represented in key discussions and breakout sessions held in conjunction with the Annual Meeting.

What to Expect at the Annual Meeting

The Annual Meeting will kick off with an opening flag ceremony usually followed by a host city welcome and an opening program. At the end of the opening program, the board chair will call the business meeting to order and ask for a quorum report. A board member, acting as the meeting’s parliamentarian, will provide the quorum report. This report will consist of the percent of the total of all eligible voting members of the council present and the total number of counties represented by the voting body.

At the end of the quorum report, the general session will begin. The general session will consist of a series of agenda items including the council financial report, the chief executive officer report, and the board chair report followed by our elections.

At the conclusion of all business, the chair will call the meeting adjourned. In some years, non-business items may be conducted at the close of the business meeting and before the breakout sessions. For example, pinning new members of the Juliette Gordon Low Society.

Elections

At the Annual Meeting, the most commonly held vote is for the election of the council’s officers, directors, and board development committee members. According to parliamentary authority and *Robert’s Rules*, when candidates nominated to fill an office are presented by a committee, no second is required and the assembly proceeds to the election.



The elections are held as follows:

1. The slate is presented by the chair of the board development committee, or designee.
2. The board chair then addresses the voting body and states, “You have heard the nominations for board of directors’ officers, directors, girl directors, and board development committee chair and members.

Since it is a single, uncontested slate, election of the nominees may be accomplished by a show of hands. All those voting members in favor, please raise your hand."

3. The chair will pause and then state, "All those opposed, please use the same sign." *All voting members present respond; alternate delegates do not respond unless the delegate from their area is not present.*
4. The result of the election is announced by the chair.

Motions



Occasionally, an item requiring a vote of the voting members will be presented at the Annual Meeting. In these cases, the board appointed committee or task group will present a report and recommendation or resolution to the voting body. Following the report, the board chair will ask for a vote as follows:

1. The chair will restate the recommendation or resolution to the members followed by, "May I have a second?"
2. Any member of the voting body so inclined responds, "I second."
3. The chair acknowledges the member who seconded and states, "All those in favor say AYE." *All voting members present respond; alternate delegates do not respond unless the delegate from their area is not present.*
4. The chair will pause and then state, "All those opposed, say NAY." *Voting members respond.*
5. The result of the vote is announced by the chair.

Helpful Hints for the Annual Meeting

Below are some helpful tips to keep in mind when attending the Annual Meeting:

- Casual business or business attire should be worn; Girl Scout uniforms are always welcome and encouraged.
- Since there must be a quorum to conduct the Annual Meeting, all voting members must check in at the registration table.
- Punctuality is appreciated; voting cannot be held without a quorum present.
- All voting members will sit in an assigned area, as appropriate. This makes it easier for the chair to recognize a member from the floor and direct the vote. Staff, guests, and non-voting members in attendance should sit in the unreserved seating areas.



Glossary

Alternate Delegate

A registered Girl Scout, age 14 or older when the term begins, elected from within the county constituency or appointed in the event of a delegate vacancy. Alternate delegates represent their county constituency at meetings and the Annual Meeting.

Annual Meeting

A meeting held once a year that includes all delegates and other voting members of the corporation. The function of the members at the Annual Meeting is to participate in the elections of and other items on the agenda that require a vote of the membership. The Annual Meeting is open to all members of the Girl Scout Movement, but only voting members may vote.

Board Development Committee

Elected at the Annual Meeting. The Board Development Committee is composed of seven members, of whom at least two (2) but no more than (3) are elected from the current members of the board. Additional information on the role and responsibilities of the Board Development Committee are described in the council's Bylaws, Article III, Sections 1-9.

Board of Directors

The Board of Directors consists of the elected officers of the council (Board Chair, First, Second, Third and Fourth Vice-Chair, Secretary and Treasurer) and up to 18 elected directors and the chair of the board development committee, if that person is not already a member of the board. In addition, up to six (6) girls ages fourteen (14) to seventeen (17) may be elected to serve, without vote, on the board. Directors are volunteers selected from members of the communities GSNCCP serves and may or may not have a background in Girl Scouts. Adult directors serve a term of two years; girl directors serve a term of one year. Additional information on the role and responsibilities of the board and its officers are described in the council's Bylaws, Article IV, Sections 1-5 and Article V, Sections 1-10.

Area/County Delegate

A registered member of the council, age 14 or older on the date her/his term begins, elected from within the county constituency to represent their members at meetings and at the Annual Meeting. Each county constituency shall be entitled to have at least one (1) delegate. County delegates participate in the elections of the council's board officers, directors, board development committee members and national council delegates.

Voting Member

Voting members of GSNCCP are defined in the bylaws as follows:

- Area/County Delegates
- Officers and Directors of the Corporation
- Members of the Board Development Committee who are not otherwise members of the council
- National Council Delegates
- Former Chairs of the Board of Directors of Girl Scouts-North Carolina Coastal Pines
- All former Board Presidents and Board Chairs of the Board of Directors of Coastal Carolina and the Pines of Carolina Girl Scout councils living within the council jurisdiction

National Council Delegates

Elected every three years at the Annual Meeting to represent Girl Scouts-North Carolina Coastal Pines at the National Council Session and engage in Movement governance before and after the session. The number of National Council Delegates is assigned by GSUSA and is based on the number of registered girls within GS-NCCP's jurisdiction.