Thank you for volunteering your time to serve as a delegate or alternate delegate for Girl Scouts of North-Central Alabama. We are delighted that you are sharing your passion for the Girl Scout mission with your local community and all the members of our council. We appreciate your time, talents and knowledge.

This handbook includes the information and tools necessary to act in your role as a council delegate or alternate delegate. Please read it fully and keep it for future reference.

In order to serve as a council delegate or alternate delegate the following prerequisites must be in place:

- a registered member in an area served by Girl Scouts of North-Central Alabama
- elected as a delegate by your service unit/local area
- successful completion of delegate training

Questions?

Please contact the Delegate Coordinator at delegatesgsnca@girlscoutsnca.org, if you have comments and/or suggestions about this opportunity. Your service unit manager or Staff Liaison can also help answer further questions.

By reviewing this document and participating in training, you will be able to:

- Identify the primary role of Girl Scouts of North-Central Alabama delegates
- Outline a delegate’s role in the relation to the annual meeting
- List the types of council delegates
- Understand how the council bylaws aide in the selection of the council delegates
- Describe the importance and responsibilities of the council delegates
- Describe the council governance structure and each governance part
- List the roles of the council's operational structure as it relates to governance
- Describe how to effectively report delegate information to volunteers
- Demonstrate proper Robert’s Rules of Order procedures in council meetings
Delegate and Alternate Delegate Handbook
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While this entire Delegate Handbook is relevant and important to your success as a delegate, we understand that this material can often times be complex. To assist you in your learning, throughout the Handbook we will draw your attention to the most important roles and responsibilities of being a delegate as well as the bigger picture details of the organization. These areas are denoted by an exclamation point: ⚠️

Please review the entire Handbook, but pay close attention to these noted sections.

**Council Structure**

Processes in Girl Scouting fall under two categories: Governance and Operations:

**Governance:**
Governance in Girl Scouting is the process by which the board of directors, led by the Board President, exercises its ultimate authority and fulfills its responsibility for:

- Furthering and ensuring the Girl Scout mission
- The care, custody and oversight of Girl Scouting within its jurisdiction
- Providing strategic direction and leadership for Girl Scouts of North-Central Alabama
**Governance**

**Noun**

1. The act of governing; exercising authority; "regulations for the governing of an organization."
2. The persons (or committees or departments etc.) who make up a governing body and who administer something; "the governance of an association is responsible to its members."

Manage the council’s business. Make council-wide plans, policy decisions and review operations. Establish committees and approve appointment of key personnel. Elected by the voting members of the council.

**Board Development Committee**

Prepare the slate of nominations for officers, board members, board development committee, and national council delegates. Elected by the members of the council.

**Board Committees and Task Groups**

Advise board on plans, policies in own area of work. Serve as a resource to the board, other committees, service units and staff. Carry out parts of the plan of work as delegated. Appointed by the board of directors.

**Service Unit Delegates**

Review reports and status of the council and provide feedback. Consider items to be referred to the board for consideration. Elect national council delegates, board and board development committee members. Share information with Service Unit members as provided by the board of directors.

**Operations:**

Operations in Girl Scouting is the process by which the Chief Executive Officer fulfills the responsibility for:

- Developing and implementing systems and processes to carry out the strategic direction set by the board of directors
- Providing leadership and direction to employees and operational volunteers in carrying out the day-to-day operations of Girl Scouts of North-Central Alabama
- Supporting the board of directors in carrying out its governance responsibilities

**Operations**

**Noun**

The performance of a practical work or of something involving the practical application of principles or processes

a: the quality or state of being functional or operative <the plant is now in operation>
b: a method or manner of functioning <a machine of very simple operation>
The roles below fall under the category of Operations:

**Chief Executive Officer**
Responsible for providing advice and assistance to the council, board of directors, officers and committees. Authorized to employ and release staff in accordance with policies adopted by the board and is the administrator of the total operations of the council.

**Employed Staff**
Under the supervision of the Chief Executive Officer, provide professional advice and assistance to volunteers and carry out work delegated to the staff by the board through council goals, objectives, and action steps.

**Delegate Membership Body**
Responsible for Girl Scouting in the council, electing the officers, board of directors, board development committee, and national council delegates. Amend Articles of Incorporation and Bylaws as and when needed. Composed of delegates, board members and board development committee members.

**Service Unit Constituency**
All registered members of the Girl Scout Movement, 14 years of age or older in designated geographic area.

**Examples: Governance and Operations**
There is a definite division between the areas of governance and operations. Those who create and dictate policy (those who govern) do not deliver program. Those who deliver the program (those in operations) do not vote or set policy. **Governance and Operations** are different and the role of a delegate, board development committee and the board of directors are established solely for the efforts to ensure the governance of the council.

**Governance (examples)**
- Serve as a delegate and alternate delegate
- Elect directors, national council delegates and board development committee members
- Provide and approve policies that assure the success of the organization and its’ membership
- Approve strategic and annual business plans and budgets
- Approve operational policies, including personnel and developmental policies
- Oversee financial condition by approving annual budgets and monitoring financial statements
- Create task forces to address strategic issues
- Report to the membership and community
- Evaluate and deliver on bylaws requirements for participation in the council governance process.
- Maintain not-for-profit status
- Hire and evaluate CEO
Operations (examples)

- Employ, direct and conduct performance reviews of the staff
- Design training sessions and learning opportunities for volunteers
- Plan and maintain program
- Partner on the Family Partnership Campaign
- Determine the process and application for financial assistance
- Supervise the work of task forces, for example: Cookies
- Respond to concerns of the staff and volunteers
- Represent Girl Scouting in the community
- Prepare performance reports and exhibits as required by the board of directors or committees
How it Works: The Council, Delegates and Board of Directors
The Council as a Corporation

Girl Scouts of North-Central Alabama is a Girl Scout Council that is a chartered by and has jurisdiction defined by Girl Scouts of the USA. Within the state of Alabama, we are incorporated under a set of articles that establish our nonprofit corporation. These articles require that we abide by a set of bylaws that support our charter and the Constitution of Girl Scouts of the USA. These bylaws define the rights and obligations of all members, directors and officers in their relationship to the corporation and among themselves. The bylaws also describe the organizational structure of the corporation by outlining its parts and the relationships to each other. It is essential that the bylaws contain only the required information to avoid frequent amendments.

According to the council bylaws (Article I and III) the corporation is known as Girl Scouts of North-Central Alabama and the Voting members are:

- Delegates as elected by service units
- Officers and Directors of the Board of Directors
- Members of the Board Development Committee, if not otherwise voting members of the corporation

According to the bylaws of Girl Scouts of North-Central Alabama:

1. A service unit is a geographic subdivision within the council’s jurisdiction. Service Units shall serve in both governance and management capacities to support the delivery of services to the voting members.
2. Each member of the Girl Scouts of the USA, registered through the council, and residing or working in the geographic subdivision shall be a member of a service unit.

Delegate Distribution per Service Unit

According to the bylaws (Article III) of Girl Scouts of North-Central Alabama:

1. The majority of voting members of the corporation shall be those elected by the service units.
2. Each service unit shall elect delegates and alternates in accordance with policies and procedures established by the board of directors.
3. The number of delegates and alternates to which each service unit is entitled shall be based on the number of girl members in the service unit as of September 30 of each membership year, according to a formula established and administered by the board of directors.
4. Each service unit shall be entitled to at least one (1) delegate.
Responsibilities of the Delegates, Service Units and the Board of Directors

The Service Units are recognized by the board of directors and refer to our geographic subdivisions. Service Units are in place to provide membership participation in the business of the Council.

It is the responsibility of the membership of a service unit to (Council Bylaws Article X-3):

1. Elect candidates 14 years of age or older to be delegates to the annual council meeting
2. Provide a forum for communication between Service Unit members and the board through their elected delegates
3. Advise on proposed plans, policies, and other matters referred to the service unit by the board
4. Submit proposals for improving the quality of Girl Scouting
5. Perform such other duties as may be delegated by the board
6. Recommend community partners
7. Have at least two meetings annually where governance is discussed

The Service Unit Manager is an appointed volunteer who acts as an additional resource to gather and coordinate information and serve as a liaison for the service unit. Each service unit in our jurisdiction will have one person acting in the role of liaison. The responsibilities of the Service Unit Manager include:

1. Designate alternate delegates from the pool elected by the service unit to fill delegate absences or vacancies.
2. Submit to the Council Headquarters a complete list of delegates and alternate delegates. (This information should be submitted by the date on the current procedures, at least sixty (60) days before the annual meetings.)

The council delegate-at-large is known as all elected delegates. Responsibilities of the council delegate at large include:

1. Attend annual council meetings and act on reports of the board and take action requiring membership vote.
2. Serve as a communication liaison to the service unit manager in council business, and assist in planning the service unit governance meeting.
3. Inform the service unit manager if he/she cannot attend the annual meeting.
The duties of the alternate delegate mirror those of the council delegate-at-large. Should a vacancy occur in a delegate position, the designated alternate will move up to the role of delegate for the remainder of the term.

Duties of the board of directors regarding service units:

1. Recognize the geographic subdivisions within the council’s jurisdiction.

The Board of Directors does not handle management issues such as personnel concerns or other operational issues. The Volunteer Personnel Policies and Troop/Service Unit Policies, which are available to all volunteers, and provided on www.girlscoutsnca.org, outline the procedures to follow when personnel problems arise.

The Board of Directors is also responsible for the corporate and professional business of the council. They are accountable to the elected delegate membership of the council; the board of directors for GSUSA and the state and federal government regarding matters that relate to nonprofit organizations.

The Board Development Committee is responsible to fill vacancies in the board of directors between annual meetings and provide a single slate of nominees to fill vacancies among officers and members-at-large of the board of directors at the annual meetings, in accordance with the bylaws. The board development committee is always looking for qualified candidates to meet the needs of the board and the board development committee. Please contact any board development member for further information on recommendations for our council governance team.

Composition, election and terms for all council governance members are defined in the bylaws.
Girl Delegates

Serving as a delegate for Girl Scouts of North-Central Alabama offers girls a unique leadership opportunity. Our mission and belief is that the GIRL is at the heart of Girl Scouting and each GIRL holds an important voice in influencing Girl Scouts of North-Central Alabama policies. To be eligible to be a delegate for Girl Scouts of North-Central Alabama, the girl must be at least age 14 or older on the date her term begins, a member of the Girl Scout Movement and currently registered through the Council.

How can adult delegates support the work of GIRL delegates?

- Assist with the recruitment of GIRL delegates
- Model and teach leadership skills needed by GIRL delegates
- Network with other community groups, involving the GIRLS where appropriate
- Monitor GIRL delegates’ participation and progress toward Take Action project goals.

What are the benefits of working with GIRL delegates?

- Ability to network and create alliances with GIRLS and women from around the council jurisdiction
- Opportunity to learn from GIRLS, help develop their leadership potential through mentoring, and work toward improving GIRLS’ lives and the lives of people worldwide.

Meetings

The purpose of the annual meeting is for the board to report to the voting members. During the annual meeting the voting members receive various reports from the board, elect officers and members-at-large to serve on the board and vote on any proposed bylaws changes. Delegates to the national meeting are elected every third year.

What should you expect at the annual meeting?

- The Council’s Board President will call the meeting to order and ask for a quorum report. Usually there will be an opening flag ceremony, recitation of the Girl Scout Promise and introductions.
- The meeting will consist of agenda items. You will have an opportunity to vote for the slate of candidates for the Board of Directors and the Board Development Committee. There may be the rare opportunity to vote on the GSNCA Bylaws if the Board of Directors has approved a proposed change or changes in the Bylaws that requires Member approval.
• If it is a year of a national council session, Members will vote on the slate of National Council Delegates and National Council Delegate Alternates.

Please keep the following in mind when attending the Annual Meeting:

• Casual business or business attire should be worn; uniforms are always appropriate.
• Since there must be a quorum (the minimum number of Members) to conduct the Annual Member meeting, check in at the registration table. You will be given a name tag with your name and affiliation.
• Punctuality is appreciated; the slate of the Board of Directors cannot be voted on without a quorum of voting Members (which includes delegates).

Service Units submitting council meeting agenda items for consideration must do so in writing to the Board of Directors by the board meeting prior to the Annual Meeting. It is the responsibility of the board to make the final decision about what is appropriate for the annual meeting agenda and what can best be resolved through a different approach.

Open forum meetings are scheduled periodically in order to give Girl Scout members who are 14 years of age or older an opportunity to bring questions and concerns to the board in a setting that encourages informal open discussion. The board of directors values the input we receive from service units. By working together to achieve a common goal, we can ensure that girls in our jurisdiction of Alabama will enjoy Girl Scouting throughout the 21st century.
**Governance and Operations Exercise**

For the tasks listed below, circle the appropriate role; whether the task falls into the category of Governance or Operations.

<table>
<thead>
<tr>
<th>Gov</th>
<th>Shared</th>
<th>Ops</th>
<th>1. Has the final decision on specific increments and the salaries for the staff.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>2. Directs the process of planning.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>3. Provides input to the long range plans.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>4. Approves the long range plan.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>5. Formulates annual objectives.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>6. Approves annual objectives.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>7. Prepares performance reports of the achievement of goals and objectives.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>8. Monitors the achievement of goals and objectives.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>9. Conducts surveys of the community and/or constituents.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>10. Determines fees.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>11. Plans program schedules.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>12. Provides learning opportunities for volunteer.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>13. Provides policy to reflect sound utilization of resources and ensures the health and well-being of the membership.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>14. Develops fund raising strategies to generate necessary income to support programs.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>15. Recruits, develops, places, reassigns, and releases operational volunteers and employed staff.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>16. Maintains program records: prepares program reports.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>17. Prepares preliminary budget.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>18. Finalizes and approves the budget.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>19. Maintains expenditures within the budget during the year.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>20. Solicits contributions in corporate support and/or capital campaigns.</td>
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</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>21. Ensures that donor contributions are used wisely.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>22. Acquires, holds, develops, manages and/or disposes of real and personal property.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>23. Orders and supervises the handling of buildings, materials, tools and supplies.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>25. Ensures financial controls are in place and being monitored.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>26. Ensures appropriate financial records are maintained.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>27. Has primary fiduciary responsibility and can be held liable for failing to exercise control of that area of responsibility.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>28. Ensures effective, efficient and uninterrupted management of the council.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>29. Employs and directs the work of the staff.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>30. Conducts performance reviews of the staff.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>31. Interpret Girl Scouts to the community.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>32. Ensures compliance with the GSUSA charter requirements.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>33. Safeguards the council's not-for-profit status.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>34. Appoints board committee members.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>35. Abstain from any action that might lead to or be perceived as a conflict of interest.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>36. Plan the agenda for all board meetings.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>37. Plan and propose committee organization.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>38. Sign legal documents.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>39. Follow up to ensure implementation of board and committee decisions.</td>
</tr>
</tbody>
</table>
Robert's Rules of Order

*Robert’s Rules of Order* is the informal short title of a book containing rules of order intended to be adopted for use by a deliberative assembly (such as a board or committee meeting). Created by U.S. Army Major Henry Robert, it is a set of procedures prescribed by and loosely modeled after those used in the United States House of Representatives. It is a set of parliamentary rules that allow members of differing backgrounds to use as a method of conducting meetings in an orderly and fair manner. These guidelines are designed to ensure that the voice of the minority is heard, but that the will of the majority rules. The next page offers some examples of these rules that are frequently used in a council governance setting.

### A Selection of Parliamentary Procedures

<table>
<thead>
<tr>
<th>To do this</th>
<th>Say this</th>
<th>May you interrupt the speaker?</th>
<th>Must you be seconded?</th>
<th>Is the motion debatable?</th>
<th>Is the motion amendable?</th>
<th>What vote is required?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adjourn the meeting</td>
<td>&quot;I move that we adjourn.&quot;</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>Recess the meeting</td>
<td>&quot;I move that we recess until...&quot;</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Complain about noise,</td>
<td>&quot;Point of privilege&quot;</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>No vote required (chair decides)</td>
</tr>
<tr>
<td>temperature, etc.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Suspend further consideration of something</td>
<td>&quot;I move we table it.&quot;</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>End Debate</td>
<td>&quot;I move the previous question.&quot;</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Two Thirds</td>
</tr>
<tr>
<td>Postpone consideration of something</td>
<td>&quot;I move we postpone this matter until ...&quot;</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Two Thirds</td>
</tr>
<tr>
<td>Amend a motion</td>
<td>&quot;I move that this motion be amended by ....&quot;</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Introduce a primary motion</td>
<td>&quot;I move that...&quot;</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Request information</td>
<td>&quot;Point of information&quot;</td>
<td>Only if urgent</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>No vote required</td>
</tr>
</tbody>
</table>
### Appendix:

**Governance and Operations Exercise – Answer Key**

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<td>Ops</td>
<td>16. Maintains program records: prepares program reports.</td>
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<td>Ops</td>
<td>17. Prepares preliminary budget.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>18. Finalizes and approves the budget.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>19. Maintains expenditures within the budget during the year.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>20. Solicits contributions for council support and/or capital campaigns.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>21. Ensures that donor contributions are used wisely.</td>
</tr>
<tr>
<td>-----</td>
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<td>----------------------------------------------------</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>22. Acquires holds, develops, manages and/or disposes of real and personal property.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>23. Orders and supervises the handling of buildings, materials, tools and supplies.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>25. Ensures financial controls are in place and being monitored.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>26. Ensures appropriate financial records are maintained.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>27. Has primary fiduciary responsibility and can be held liable for failing to exercise control of that area of responsibility.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>28. Ensures effective, efficient and uninterrupted management of the council.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>29. Employs and directs the work of the staff.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>30. Conducts performance reviews of the staff.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>31. Interprets Girl Scouts to the community.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>32. Ensures compliance with the GSUSA charter requirements.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>33. Safeguards the not for profit status.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>34. Appoints board committee members.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>35. Abstain from any action that might lead to, or be perceived as, a conflict of interest.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>36. Plan the agenda for all board meetings.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>37. Plan and propose committee organization.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>38. Sign legal documents.</td>
</tr>
<tr>
<td>Gov</td>
<td>Shared</td>
<td>Ops</td>
<td>39. Follow up to ensure implementation of board and committee decisions.</td>
</tr>
</tbody>
</table>
Glossary:

- **Alternate Delegate**: A registered Girl Scout, age 14 years of age or older when the term begins, elected from within the service unit or appointed by a service unit manager in the event of a delegate vacancy. Alternate Delegates represent their respective service unit members at delegate meetings and at the Annual Meeting.

- **Annual Meeting**: This is a meeting that is held once a year, that includes all elected delegates and other Members. The function of the Members at the Annual Meeting is to vote with respect to the election of the Board of Directors and other Council leaders. The Annual Meeting is open to all members of the Girl Scout Movement, but only voting Members may vote.

- **Board Development Committee**: Elected by Members at the Annual Meeting. The Board Development Committee shall be composed of seven members, at least three of whom shall be Directors and at least four of whom shall not be Directors. Board Development Committee Members serve two year terms, and no person can serve more than two (2) consecutive two year terms. The Board Development Committee is responsible for recruiting candidates for Board positions, and setting forth a slate of Board member candidates to the Members. Other duties as described in Bylaws (Article VII).

- **Board of Directors**: The Board of Directors consists of officers, directors, and non-voting members. The number of voting members shall be between 19 and 23, including the Chair of the Board Development Committee, if that person is not already elected to the Board of Directors. Directors are volunteers. Directors are selected from members of the communities GSNCA serves and may or may not have a background in Girl Scouts. Directors-at-large serve a term of two years. No person shall serve more than four consecutive terms as Director-at-large.

- **CEO**: Chief Executive Officer (paid staff) hired by the board of directors to carry out the strategic direction set by the Board; provides leadership and direction to the staff and the operational volunteers in carrying out the day-to-day operations of the GSNCA.

- **Service Unit Delegates**: A registered Girl Scout, 14 years of age or older on the date her term begins, elected from within the service unit to represent their service unit members at delegate meetings and at the Annual Meeting. Each service unit (county or area) shall be entitled to have at least one (1) delegate. A Service Unit Delegate: reviews goals of council, considers items to be referred to the board for action, elects council national delegates, and is elected by the members of the service unit.

- **Service Unit Manager**: An appointed volunteer with added responsibility to be the service unit liaison

- **Ex-Officio**: A member by virtue of office who does not have voting privileges, unless stated otherwise in the Bylaws.

- **Governance**: The process by which the board of directors, led by the board president, exercises its ultimate authority and fulfills its responsibility for furthering and ensuring the Girl Scout mission; for the care, custody, and oversight of Girl Scouting within its jurisdiction; and for providing strategic direction and leadership for the GSNCA.

- **Jurisdiction**: The geographic area established by the National Board of Directors for which a Girl Scout council is granted a charter.
• **Management** - The process by which the chief executive officer carries out the strategic direction set by the board of directors by providing leadership and direction to the employees and volunteers. (See: operations)

• **Member** - A Member in this case is a Voting Member of the GSNCA as defined in the Bylaws. GSNCA Members include:
  - Delegates elected by Service Units
  - Directors of the Council, if not otherwise Members
  - Members of the Board Development Committee, if not otherwise Members

• **Member Meeting** - Any duly-called GSNCA meeting at which Members vote.

• **Members of the Girl Scout Movement** - Persons who have registered in the council and paid annual dues.

• **National Council Delegates** - Elected at the GSNCA’s Annual Meeting to represent the GSNCA at the National Council Session. The number of National Council delegates is assigned by the GSUSA and is based on the number of registered girls within the GSNCA’s jurisdiction.

• **Older Girl Board Member** - Registered Girl Scout between the ages of 14 and 18 at the time she takes office who is elected to serve on the board of directors as a non-voting member in compliance with Alabama State Law.

• **Operations** - Activities required to carry out the integrated operating objectives of the council and performed by operational volunteers and/or employees, who are ultimately accountable to the CEO.

• **Policy** - An established, binding course of action that must be followed. This is approved by the board.

• **Service Unit Manager** - The lead volunteer in a geographic area set up by the GSNCA to deliver Girl Scout programming at the local level.

• **Single Slate** - A list of offices and candidates which has the name of one candidate for each office.

• **Task Groups/Committees** - A committee created to work on specific projects that are related to governance, for example Bylaws Task Group or Adult Awards Committee, or operational in nature to guide decision making, for example the Communications Committee and the Property Committee.

• **Procedure** – an established or official way of doing something. Procedures are established by operations and follow applicable policies.

• **Standard** – universally established means of determining what something should be; a desirable level of quality or achievement
COUNCIL DELEGATE POSITION DESCRIPTION

Position: Council Delegate

Purpose: Influence policy and to elect members of the board of directors

Accountability: Elected by their service unit and accountable to the service unit members

Term of Appointment: One year or until successor is elected

Primary Responsibilities and Duties:
- Accepts the beliefs and principles of Girl Scouts of the USA. Is a positive role model.
- Elects officers and directors of the board of directors, members of the board development committee, and delegates of the national council of the Girl Scouts of the USA (as needed).
- Amend and approve the Articles of Incorporation and bylaws.
- Considers and gives input on proposed plans, goals and other matters referred to the delegate by the board of directors.
- Attends delegate training, the Annual Meeting and other delegates meetings as called.
- Regularly attends service unit meetings.
- Provide two-way communication between the board of directors and the service units and membership.
- Communicates the needs and concerns of girls and adults to the board of directors through the Annual Meeting and delegate meetings.
- Reports on the decisions and the reasons for such decisions at the service unit meetings.
- Supports the work of the council and follows the policies and procedures of the council.
- Performs other duties as required.

Qualifications:
- Must be a registered member and at least 14 years of age
- Knows the needs and concerns of the members represented
- Pluralistic in action and attitude

Recommended Training:
Girl Scouting 101
S'More Basics
Council Delegate Training

Revised: January 2018