



***** BRING MANUAL TO ANNUAL MEETING ****

Delegate Manual

Name of Delegate/Alternate: _____

Board Chair:
Dawn Wiese, 540-461-0746
dawn@beingplaid.com

Membership Voice Committee email: mvc@gsvsc.org

Open Council Dialogue Meetings
All meetings start at 9:45 AM and end at noon.

October 20	Orange Presbyterian Church 162 W. Main Street, Orange, VA 22960
October 27	First United Methodist Church (Reception Room) 306 W. Center Street, Galax, VA 24333
November 10	Bridgewater Baptist Church 5568 John Wayland Highway, Bridgewater, VA 22812
November 27	Conference Call – GoToMeeting (for those who are unable to attend in-person meetings)
December 1	Forest Presbyterian Church 1226 Two Church Lane, Forest, VA 24551

Registration for all these meetings can be completed at www.gsvsc.org/calendar (search for the date of the meeting you wish to attend and click on “Open Council Dialogue Meeting”) or by calling customer care at 540-777-5100 or 1-800-542-5905, ext. 100.

Annual Meeting 2019
January 26, 2019
Blue Ridge Community College
Weyers Cave, VA
Registration will begin at 8:45 a.m.

Girl Scouts of Virginia Skyline Council, Inc.
3663 Peters Creek Road, NW | Roanoke, VA 24019-2809
540-777-5100 | info@gsvsc.org | www.gsvsc.org

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Additional information on the delegate system as well as governance forms and documents can be found: www.gsvsc.org/governance

Topics from *Volunteer Essentials* are useful as delegate resources:
www.gsvsc.org/volunteer-essentials

NOTE: In this manual, Operational Unit = Service Unit.



Fall 2018

Dear Council Delegates and Alternate Delegates:

Congratulations! You have been elected to a very important position in Virginia Skyline's governance system. A delegate represents girls and adults in the council. As a delegate, you have a policy-influencing position that enables you to speak on issues before the council and to give general direction to the board of directors.

This manual outlines your responsibilities as a delegate or alternate delegate. The material within will help you learn more about your role and how you fit into the whole governance process.

During your one-year term, you will serve as a voting member at the annual council meeting held in January. In preparation for the annual meeting, there will be Open Council Dialogue meetings (attendance is required to fulfill your delegate responsibilities) for you to have an opportunity to hear about the issues of current importance. The items on the agenda are also designed for you to give input to the board of directors. Part of your role is to share the information and discussions from the Open Council Dialogue meetings with the adults and older girls in your service unit or at-large group. Please plan to attend one of the four scheduled meetings. If you cannot do that, then the conference call is available.

Thank you for serving as a council delegate or alternate delegate. I look forward to working in partnership with you to make Virginia Skyline a stronger council that continues to provide the best possible opportunities for girls.

Sincerely,

A handwritten signature in black ink that reads "Dawn Wiese". The signature is fluid and cursive, with a large initial "D" and "W".

Dawn Wiese, Ph.D.
Board Chair

Membership Voice Committee Responsibilities

1. Facilitate timely two-way communications between the membership and the board.
 - To provide information
 - To seek input
 - To provide access — members know how to seek and get access to the board and governance issues
 - To connect with constituents (members 14 years old and older)
2. Facilitate (monitor) the delegate election process.
 - Review and up-date documents pertaining to the delegate election process and communications forms for member input
 - Provide training for delegates—home study or in person.
 - Communicate with Operational Units and At-Large groups about the delegate elections
3. Facilitate Open Council Dialogue Meetings
4. Review bylaws and recommend amendments to the bylaws as needed.

2016-2018 Membership Voice Committee Members

Holli Drewry, Blacksburg, Chair

Stephanie Barb, Orange

Gail Hassmer, Charlottesville

Donna Guill, Rustburg

Rebecca Duncan, Lynchburg

Nancy Miller, Salem

Tricia McMahon, Roanoke

Sharon Nolley, Rustburg

Beth Raynes, Grottoes

Kerri Smith, Blacksburg

To contact the Membership Voice Committee, e-mail mvc@gsvsc.org The Membership Voice Committee is always looking for additional members. Most of our work is done by e-mail. Please contact us if you would like to learn more about becoming a member of this committee.

Decision Influencing in a Girl Scout Council

The day-to-day operations of the council are carried out under the direction of the chief executive officer, who is responsible to the board of directors. Daily operations result in the achievement of the yearly operating objectives adopted by the board.

Governance is the responsibility of the board of directors. This is the establishment of policy and the decision on or resolution of any major issue affecting the council. The board is the only policy-making body in the council and cannot delegate its duties to any other group.

The democratic process and participation in a democratic way of life have been basic beliefs that characterize the Girl Scout movement. Democratic methods are as important for adults in the movement as they are for girls. Democracy means not only the right to vote but also the responsibility of voting for the good of the whole rather than for purely local interests. While the majority might prevail, there is an unfailing obligation to consider the minority and to find ways of reconciling differences.

Decision influencing is the process by which the board of directors seeks reactions and input from various groups before it makes major decisions that will have an impact throughout the council's jurisdiction.

- Decision influencing is based on the premise that all members age 14 and over have access to the governance system of the council and have a voice in major decisions before they are made.
- It means being well informed about problems or needs that exist, being able to discuss issues, and giving input to the board of directors.
- Influencing decisions does not mean voting, nor does it mean actually making the final decision. Members are able to influence decisions by participating in open council dialogue meetings or serving on board committees and task groups.

Decisions are influenced when:

- Girls and adults make their feelings known on key issues that affect Girl Scouting through appropriate processes.
- The council board of directors considers that information before making decisions.
- Feedback is provided about both the final decision and the process used in making that decision.

Functions of Decision-Influencing Groups

- Participate in identifying critical issues and formulating goals.
- Gather information and opinions of members, non-members, and community leaders.
- Provide input and reaction on issues to the board.
- Assist in the annual organizational performance appraisal.
- Provide an opportunity for grassroots input.

Decision-influencing and decision-making work when:

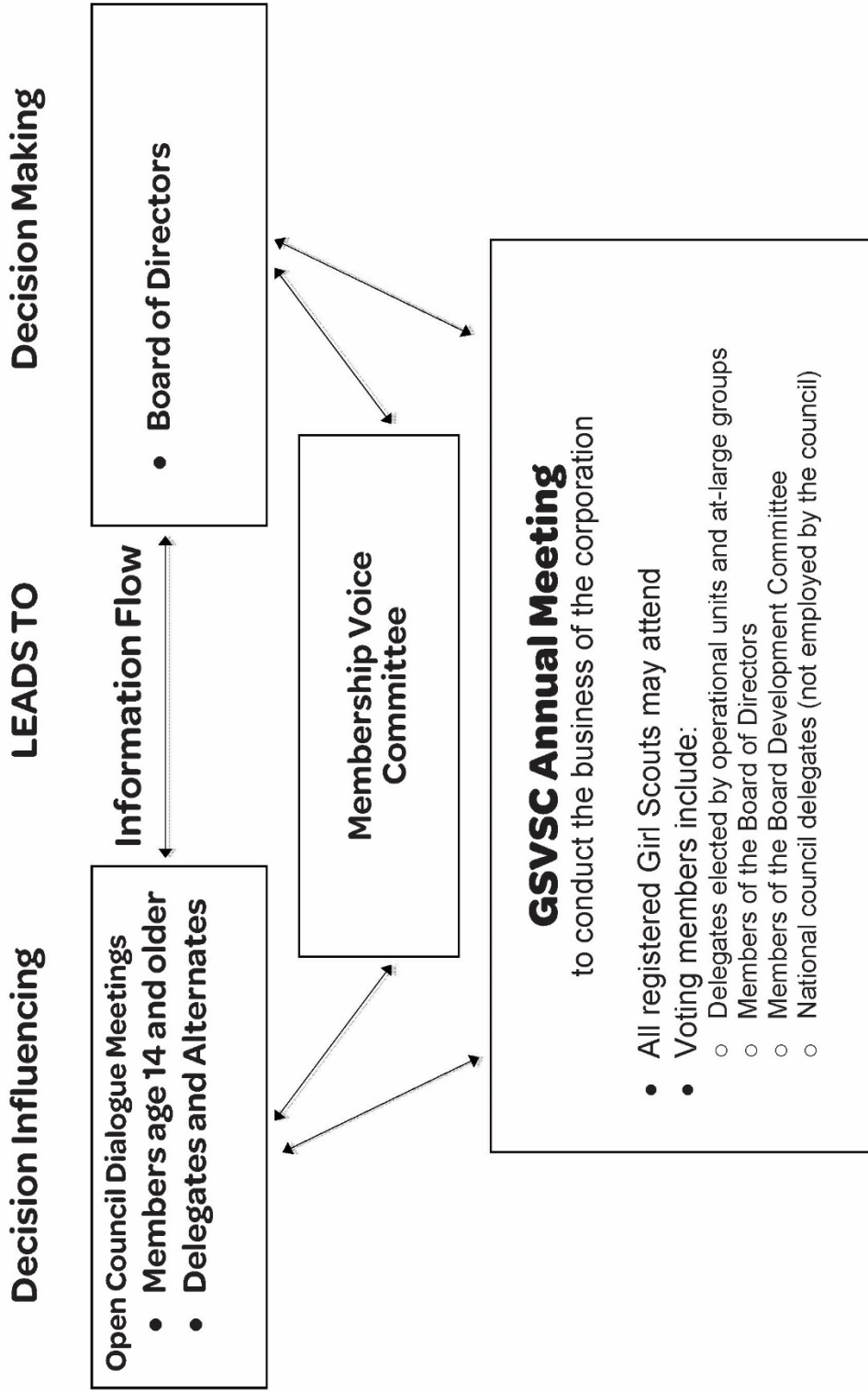
- The board chair takes a strong leadership role.
- The board refers issues to decision-influencing groups.
- Procedures are in place for the membership to provide input to the board and for the annual meeting agenda.
- The grass roots are involved in goal setting and review.
- Delegates receive training.
- Board members and board development committee members are present at open council dialogue meetings and annual meetings.

Open Council Dialogue Meetings

Each year the board of directors will hold four (The bylaws say a minimum of 2.) Open Council Dialogue meetings in various locations in the council. Members will have an opportunity to talk with and give input to the board of directors on issues of importance to the entire council. In this way, they help give direction to future planning for the corporation. Members bring the benefit of their knowledge and day-to-day exposure in the community. They can assist the board in identifying trends that might affect Girl Scouting in their communities.

Delegates are elected by the operational unit or at-large groups to become voting members of the corporation. Their primary responsibility is to help generate the flow of information between the board of directors and the membership. The position is extremely important and involves a commitment of time and study. Persons accepting the responsibility must be willing to learn about the democratic process and how their role fits into the process. Delegates must attend at least one Open Council Dialogue meeting and be well informed on issues being discussed by those they will be representing at the annual council meeting.

GSVSC GOVERNANCE



Decision Influencing Calendar

MONTH	MEETING	DELEGATE RESPONSIBILITIES
April – November	Operational Unit Meetings At – large groups	Delegates can be elected anytime during these months for the next term. Their term runs 10/1-9/30.
August/September	Operational Unit meetings	Attend Operational Unit meeting. Sign position agreement. Listen to and discuss issues.
September- November (Operational Unit and At-large Delegate elections are held during this time. Deadline for delegates to be elected and reported to the GSVSC office is 60 days prior to the Annual Meeting.)	Operational Unit meetings Open council dialogue meetings	Attend Operational Unit meeting. Sign position agreement. Listen to and discuss issues. Register for and participate in open council dialogue meeting and report to local area. Take training for position if needed. Refer proposals to board of directors. If unable to attend annual meeting, alert Operational Unit or membership voice committee that a substitution will be necessary.
September	Board meeting	Read and share with Operational Unit or At-large group the latest Governance Newsletter
December	Board meeting	Read and share with Operational Unit or At-large group the latest Governance Newsletter
December/January		Review annual meeting mailing; discuss with local area. Register for annual meeting.
January	Annual meeting Operational Unit meetings	Attend and vote at annual meeting. Report to local area. Read and share with Operational Unit or At-large group the latest Governance Newsletter
February-July	Board meetings Operational Unit meetings	Attend Operational Unit meeting. Listen to and discuss issues. Develop proposals for the board. Read and share with Operational Unit or At-large group the latest Governance Newsletter

Delegates should always be aware of the needs and interests of the people in their area and should communicate needs and interests to the membership voice committee. The Membership Voice Communication Form (#1160) on page 9 may be used to guide this process. **There may be a called meeting that delegates would need to attend.**

Procedures for Developing Proposals for the Board of Directors and the Annual Meeting

Proposals may be presented by an individual or a group.

1. DEFINE WHAT YOU WANT TO HAPPEN.
 - Identify the issue you wish to change. Be sure it is only one issue, not several linked together.
 - Research why the policy or procedure came about in the first place.
2. ASSESS HOW THE CHANGE WILL AFFECT OTHERS.
 - Consider what effect this change might have in other areas of the council.
3. DRAFT THE PROPOSAL.
 - Use the Proposals for Board of Directors/Annual Meeting Form (#1260) (see the other side of this page).
 - Include all the information you have researched and collected. Write a clear rationale for change and indicate the effects, from your perspective, the recommended change would have on the membership.
4. PRESENT THE PROPOSAL (optional but desirable).
 - If you would like to have additional support, consider presenting it at an operational unit meeting or at an open council dialogue meeting.
 - Get input from the group.
 - Get a consensus of the group (optional).
5. SUBMIT THE PROPOSAL (EITHER GROUP OR INDIVIDUAL).
 - Mail the proposal to the council board chair with any attachments that you feel are important.
 - The proposal will be reviewed to determine if it requires action by the board of directors or should be referred elsewhere.
 - You will be notified about the action taken on your proposal.

Delegate Tips for Facilitating Discussions

Delegates may be asked to lead group discussions for informational purposes. Listed below are tips to help the discussion move smoothly.

- Present the item to be discussed.
- Foster full participation from the group and be aware of nonverbal communication. Gently draw group members into the process.
- Encourage the group members to interact with one another.
- Be genuinely interested in other people's thoughts and feelings and show it in your body language.
- Let the dialogue flow naturally with a minimum of intervention.
- Use paraphrasing as a method of clarifying and checking your understanding with the group.
- Keep the group on the topic. Be careful to limit or reduce repetition.
- Remain completely nonjudgmental.
- Do not take comments personally.
- Use silence well. At times the hardest thing to do is nothing.
- Keep your sense of humor.

Delegate Tips for Dealing with Different Types of Participants

IF YOU NOTICE THIS TYPE	THEN TRY THESE STRATEGIES
Won't talk	<ul style="list-style-type: none"> • Establish eye contact and smile. • Draw out the person next to her/him, and then ask the quiet participant to tell the person next to her/him what she/he thinks of the view expressed. • Ask a direct question.
Talks too much	<ul style="list-style-type: none"> • Avoid eye contact. • Politely break in and stop the person. • Slow the person down with some difficult questions.
Very negative	<ul style="list-style-type: none"> • Acknowledge the person's disagreement publicly and go on with the discussion. • Ask the person for a positive, alternative suggestion. • Redirect discussion to a topic upon which all can agree.
Side conversationalist	<ul style="list-style-type: none"> • Call the person by name and ask an easy question. • Call the person by name, restate the last opinion expressed or last remark made by the group, and ask her/his opinion of it. • Saunter over and stand casually behind the members who are talking.
Rambler	<ul style="list-style-type: none"> • When the person stops for breath, thank her/him, refocus attention by restating the relevant points, and move on. • Smile, say her/his point is interesting, refer to the present subject matter, and in a friendly manner indicate, "We are a bit off subject."
Clashes with others	<ul style="list-style-type: none"> • Emphasize points of agreement and minimize points of disagreement. • Draw attention to the session objectives. • Cut across the disagreement with a direct question on the topic at hand.

APPENDIX

Council Delegate/Alternate Delegate Position Description (#1608)

Operational Unit/At-Large Delegate Worksheet (#1165)

Membership Voice Communication Form (#1160)

Proposals for Board of Directors/Annual Meeting (#1260)

Parliamentary Procedure (#1363)

GSVSC Bylaws (#1364)

Position: Council Delegate or Alternate Delegate (check one)

Purpose: To represent the membership of the corporation, by operational unit or at-large group, to the board of directors; OR (as alternate) to assume the role of council delegate when appointed by the operational unit or membership voice committee to represent the membership of the corporation.

Accountability: The council delegate/alternate is accountable to all registered members within the operational unit or at-large group.

Responsibilities and Principal Duties:

- Maintains membership with Girl Scouts of the USA throughout the term of service.
- Takes training necessary for the position prior to the annual meeting.
- Signs the position agreement.
- Attends at least one open council dialogue (policy influencing) meeting in the fall prior to the annual meeting.
- Signs up for the Governance e Newsletter to keep up with Governance business.
- Participates in education of the membership about policy influencing in GSVSC.
- Gathers feedback for the board of directors on proposals and board issues and actions.
- Offers input to the board of directors in establishing corporate goals through discussion at operational unit and open council dialogue (policy influencing) meetings and/or the council’s annual meeting.
- Gives general direction to the board of directors and receives reports from them.
- Promotes interest in the affairs of the council by promoting attendance at the council’s annual meeting.
- Attends and participates in all council meetings (annual and called) voting on issues affecting the entire council and reports the results to the operational units or at-large groups.
- Elects officers of the council, directors of the board of directors, board development committee members, and delegates to the national council meeting when needed.
- Reports back to the operational unit or at-large group.
- Adheres to the council’s Pluralism and Equal Opportunity Policies that there shall be no discrimination on the basis of race, sex, creed, national origin, religion, socioeconomic status, handicap, or age.
- If appointed to the delegate position, **the alternate will then complete the term of the delegate** and assume all responsibilities for the position.

Qualifications:

- Is age 14 or older on or before October 1 immediately preceding the annual meeting for which they will serve as a delegate/alternate delegate.
- Demonstrates knowledge of the Girl Scout movement.
- Demonstrates good communication skills.
- Exercises sound judgment and objectivity when analyzing issues.
- Demonstrates a willingness to devote sufficient time to fulfill the responsibilities of the position.
- Supports council goals.

Term:

Delegates/Alternates shall be elected for a one-year term from October 1 to September 30 and shall be eligible for re-election each year.

I have read the position description and agree to carry out my responsibilities as described. I understand I may choose to resign if I feel I cannot fulfill the responsibilities of the position and will notify the operational unit or membership voice committee.

Signature:		Date (month/day/year):	
Name:			
Street Address:	City:	State:	ZIP:
Phone : ()		E-mail:	
Term of appointment: From Oct. 1, 20 to Sept. 30, 20			
Current position: <input type="checkbox"/> Delegate <input type="checkbox"/> Alternate		Name of Service Unit or At-Large Group:	

THE FOLLOWING IS TO BE COMPLETED BY THE MEMBERSHIP VOICE COMMITTEE:			
Training Completed: <input type="checkbox"/> Yes If Yes, when:		<input type="checkbox"/> No	Check here if completed Delegate Self Study <input type="checkbox"/>
Attended Open Council Dialogue Meeting: <input type="checkbox"/> Yes If Yes, date:		<input type="checkbox"/> No	
Attended Annual Meeting: <input type="checkbox"/> Yes If Yes, year:		<input type="checkbox"/> No	

OPERATIONAL UNIT/AT-LARGE DELEGATE WORKSHEET

Use this worksheet for summarizing points to bring from your operational unit meeting/at-large group to the open council dialogue (policy-influencing) meeting or to take information from the open council dialogue (policy-influencing) meeting back to your operational unit meeting/at-large group.

Topic:
Main points of discussion:
Comments from group:
Topic:
Main points of discussion:
Comments from group:



Girl Scouts of Virginia Skyline Council, Inc.
 3663 Peters Creek Road, NW, Roanoke, VA 24019-2809
 Phone: 540-777-5100 or 800-542-5905 • Fax: 540-777-1154

Membership Voice Communication Form

Working together means communication and a willingness to be a part of the solution. Please complete this form and submit it to the membership voice committee at mvc@gsvsc.org. They will address your concern/suggestion or will forward it to either the CEO or the board chair. Please contact Susan Hodges (540-777-5126 or shodges@gsvsc.org) if you haven't been notified within two weeks that your form was received.

Area of concern/improvement:		
Possible solution(s):		
Submitted by: <input type="checkbox"/> Service unit <input type="checkbox"/> Troop <input type="checkbox"/> Individual		
Contact name:		
Address:		
City:	State:	Zip:
Phone: - -	Best time to reach you: <input type="checkbox"/> a.m. <input type="checkbox"/> p.m.	
E-mail:		
Service unit:	Troop number:	

Please attach additional sheets if needed.

FOR OFFICE USE ONLY	
Date received:	Date confirmation sent:
Recommendation referred to: <input type="checkbox"/> CEO <input type="checkbox"/> Board chair	
Person handling the recommendation:	
Action taken:	
Date action taken:	
Signature:	

PROPOSALS FOR BOARD OF DIRECTORS/ANNUAL MEETING

Type or print!

<input type="checkbox"/> Submitted by a group		<input type="checkbox"/> Submitted by an individual	
Group name:			
Date submitted:			
Contact name:			
Address:			
City:		State:	Zip:
Phone: - -		Email:	

Deadline: **General proposals:** May be submitted at any time.
Annual meeting proposals (specifically for inclusion on the agenda): 15 days prior to the December board meeting when the Annual Meeting Agenda is determined.

PROPOSAL (see other side for further clarification)
State the recommended change:
Reasons for this change:
Effects of this change on the membership:

Please attach additional sheets if needed.

Send to: **GSVSC Board Chair**
3663 Peters Creek Rd., NW
Roanoke, VA 24019-2809
Fax: 540-777-1154
Email: dawn@beingplaid.com

FOR OFFICE USE ONLY

Date to reply:	Reply sent by:
Action taken by:	

Attach copy of action/reply.

Procedures for Developing Proposals for the Board of Directors and for the Annual Meeting

Proposals may be presented by an individual or a group.

1. DEFINE WHAT YOU WANT TO HAPPEN.

- Identify the issue you wish to change. Be sure it is only one issue, not several linked together.
- Research why the policy or procedure came about in the first place.

2. ASSESS HOW THE CHANGE WILL AFFECT OTHERS.

- Consider what effect this change might have in other areas of the council.

3. DRAFT THE PROPOSAL.

- Use the Proposals for Board of Directors/Annual Meeting Form (#1260) (see the other side of this page).
- Include all the information you have researched and collected. Write a clear rationale for change and indicate the effects, from your perspective, the recommended change would have on the membership.

4. PRESENT THE PROPOSAL (optional but desirable).

- If you would like to have additional support, consider presenting it at a service unit meeting or a council decision-influencing meeting.
- Get input from the group.
- Get a consensus of the group (optional).

5. SUBMIT THE PROPOSAL (EITHER GROUP OR INDIVIDUAL).

- Mail the proposal to the council board chair with any attachments that you feel are important.
- The proposal will be reviewed to determine if it requires action by the board of directors or should be referred elsewhere.
- You will be notified about the action taken on your proposal.



PARLIAMENTARY PROCEDURE

To participate effectively in the proceedings of the Girl Scouts of Virginia Skyline Council annual meetings, each voting member needs to be familiar with the fundamental rules of parliamentary procedure. These rules enable the members to transact business with the least possible friction, with expediency and efficiency, and in a manner fair to all. The minority, as well as the majority, are enabled to express their views, to make motions, and to vote.

The parliamentary rules followed by Girl Scouts of Virginia Skyline Council are *Robert's Rules of Order (Newly Revised)*.

MAIN MOTIONS

A main motion introduces a new item of business. Until this is disposed of, no other *main* motion may be considered, as there can be only one *main* motion pending at a time. The making of a motion comes first; discussion follows.

The steps relating to the handling of a main motion are:

1. The motion is introduced by a delegate.
2. Any member may second the motion if needed by calling out, "I second the motion."
(Committee motions do not require a second.)
3. The chair states the motion by repeating it.
4. The chair then asks for discussion, giving the maker of the motion the first opportunity to speak (thereafter, insofar as possible, the chair alternates between those in favor and those against).
5. A member may, during the discussion and when recognized by the chair, introduce a subsidiary, incidental, privileged, or certain other motion.
6. The discussion at all times must relate to the immediately pending question.
7. After the discussion or as it appears appropriate, the chair asks, "Are you ready for the question?"
8. The chair repeats the question, calls for the affirmative vote, and then calls for the negative vote.
9. The chair announces the result of the vote. If the vote is on any motion made subsequent to the main motion, the discussion is directed to the next ranking motion until there has been a decision concerning the main motion.

NOTE: *Business Proposals.* Business proposals for consideration by the council may be submitted in writing by any member of the council to the chair for consideration by the board of directors. The board of directors shall determine whether such proposals relate to matters which should properly be acted on by the council. Any such proposals shall be submitted 15 days prior to the board of directors meeting at which the agenda for the annual meeting is set.

SUBSIDIARY MOTIONS

Subsidiary motions are those that modify or delay action on the main motion. Such motions are in order while the main motion or a motion of lower rank is still pending (in the debatable stage) and must be voted on before the main motion. Subsidiary motions have a definite order of precedence from the lowest to the highest. The lowest in rank yields to motions that are higher in rank. If several subsidiary motions are pending at one time, the vote is taken first on the motion with the highest rank, then on the motion next lower in rank, etc.

There are five subsidiary motions as follows (listed from lowest to highest ranking):

1. POSTPONE INDEFINITELY

The purpose is to reject, or kill, the main motion. The form is, "I move to postpone indefinitely the motion that..." It requires a second, is debatable, cannot be amended, and requires a majority vote. Only an affirmative vote can be reconsidered.

2. AMEND

"Amend" is used to change the wording of a motion. The form is, "I move to amend the motion by..." It requires a second, is debatable, can be amended, requires a majority vote, and can be reconsidered.

The ways to amend are: insert, strike out, strike out and insert, add, and substitute.

An amendment to the main motion is called a primary amendment. An amendment to the primary amendment is called a secondary amendment. Only these two degrees of amendments are permitted. A primary amendment must relate to the main motion. A secondary amendment must relate to the primary amendment. Only one primary amendment at a time or one secondary amendment at a time can be pending. As soon as the amendments are disposed of by vote, another of the same class is in order.

NOTE: "These bylaws may be amended by two-thirds (2/3) vote of members of the council present and voting at any meeting of the council provided that the proposed amendment shall have been reviewed by the board of directors and shall have been included in the notice of the meeting." (GSVSC Bylaws, Article XV)

3. LIMIT OR EXTEND DEBATE

It is sometimes desirable to limit or extend the time a question may be discussed. The purpose of this motion is to change the adopted rules of debate. The form is, "I move that the debate on the pending motion be limited to..." or "be extended to..." This motion can be applied to one

or more pending motions. It requires a second, cannot be debated, can be amended, requires a two-thirds vote, and can be reconsidered.

4. PREVIOUS QUESTION

The object of this motion is to close debate at once. The form is, "I move the previous question." This motion requires a second, is not debatable, cannot be amended, requires a two-thirds vote, and cannot be reconsidered after a vote has been taken under it.

If adopted, discussion and amendments are halted, and the vote is taken immediately on the pending motion or on ALL pending motions if so stated by the mover.

5. LAY ON THE TABLE

The object of this motion is to delay action temporarily, usually in order to attend to more urgent business. The form is, "I move to lay the question on the table." It requires a second, is not debatable, cannot be amended, requires a majority vote, and cannot be reconsidered.

CERTAIN OTHER MOTIONS

1. TAKE FROM THE TABLE

This motion is used to bring a tabled question back before the assembly. The form is, "I move to take from the table the question..." It requires a second, is not debatable, cannot be amended, requires a majority vote, and cannot be reconsidered.

2. RECONSIDER

The purpose of this motion is to bring a question already acted upon before the assembly again so that the vote may be changed. The form is, "I move to reconsider the vote on..." It requires a second, is debatable when the motion to be reconsidered is debatable, cannot be amended, requires a majority vote, and cannot be reconsidered. This motion must be made by one who votes with the prevailing side. It must be made on the day on which the vote to be reconsidered was taken or on the next succeeding business day.

3. RESCIND

When an assembly wishes to annul action previously taken and it is too late to reconsider the vote, use the motion to rescind. Any member may make this motion. There is no time limit (provided no subsequent action or implementation has occurred). The form is, "I move to rescind the action on the motion..." It requires a second, is debatable, can be amended, and requires a two-thirds vote (or a majority vote if notice of rescinding was given at the previous meeting). An affirmative vote to rescind cannot be reconsidered.

INCIDENTAL MOTIONS

Incidental motions are pertinent to, take precedence over, and must be decided before the pending question. Some also originate out of business that has just been pending. Some of the incidental motions and those most used in conventions follow:

1. POINT OF ORDER

This motion is used to call attention to a breach of the rules, does not require a second, and can even interrupt a speaker. A point of order must be made at the time the breach occurs. The form is, "I rise to a point of order." The chair asks that the point be stated, and the member replies. The chair decides the point.

2. APPEAL FROM THE DECISION OF THE CHAIR

An appeal can be made from any decision of the chair but only at the time the ruling is made. A second is required. The form is, "I appeal from the decision of the chair." The chair states the point at issue. An appeal is debatable when the pending question is debatable. The chair puts the question as, "Shall the decision of the chair be sustained?" A majority vote or a tie vote sustains the chair. There is no appeal from the decision of the assembly.

3. DIVISION OF A QUESTION

The motion to divide a question can be applied only to main motions and amendments. If a motion has several parts, each one capable of standing alone if the others are taken away, it can be divided into two or more parts. Then each part is voted on separately. The exact method of dividing must be specified in the motion. The form is, "I move that the question be divided into..." The motion to divide is not debatable, may be amended, requires a majority vote, and cannot be reconsidered.

4. DIVISION OF THE ASSEMBLY

After the chair has announced the result of a vote (taken by voice or show of hands), a member who does not agree may, without obtaining the floor, say, "I call for a division." The chair then takes the vote again, asking the affirmative and the negative to stand. This does not require a second and cannot be debated, amended, or reconsidered. A majority vote is required to order the vote to be counted or taken by ballot.

5. PARLIAMENTARY INQUIRY

When a member wants to inquire about a motion to use or wants information about the law or a motion, the member says, "I rise to a parliamentary inquiry." The chair answers the inquiry. The inquiry should be pertinent to the pending business.

6. REQUESTS FOR INFORMATION

A request for information must be pertinent to the pending business. The form is, "I rise for information." If information is desired of the speaker instead of the chair, the form is, "I would like to ask the speaker a question." All remarks, questions asked, and answers given should be addressed through the chair, as members cannot directly address each other in assembly. If the speaker consents to answer, the time consumed is taken out of the speaker's time. A request for information must be stated in the form of a question. It cannot be used as a means of debate. It may also be used to make a point of information but must always be put in the form of a question.

PRIVILEGED MOTIONS

Privileged motions, although not related to the pending question, are motions that need special attention and take precedence over the motions.

The category most likely to be needed is “Raise a Question of Privilege.” Questions of privilege concern the rights and privileges of the assembly or of a member, such as: a report being read that cannot be heard; a speaker who cannot be heard; discomfort of members with respect to heating, lighting, ventilation, seating, noise, disturbances, etc.; the conduct of any individual present; or the accuracy of published reports.

The form is, “I rise to a question of privilege affecting the assembly,” or “I rise to a question of personal privilege.” It does not require a second, is not debatable, cannot be amended, and is decided by the chair. (The decision can be appealed, and then a majority vote is required. The appeal is not debatable and cannot be reconsidered.)

If a question of privilege requires immediate attention (such as when a speaker cannot be heard), the member may interrupt the speaker. If the question does not require immediate attention, the member cannot interrupt the speaker.

PARLIAMENTARY POINTERS (Quick Reference)
A Mini-Guide to Most-Used Motions

MOTION	WHEN USED	YOU STATE BY SAYING	MAY INTERRUPT SPEAKER	SECOND NEEDED	DEBATABLE	AMENDABLE	VOTE NEEDED TO PASS
MAIN MOTION	To introduce a proposal to the assembly	You state by saying, "I move that..." or "I move to..."	No	Yes	Yes	Yes	Majority
AMENDMENT	To change a motion before the house	"I move to amend this motion by..."	No	Yes	Yes	Yes	Majority
REQUEST FOR INFORMATION	To request information	"I rise to request information on..."	If urgent	No	No	No	No vote
TO POSTPONE INDEFINITELY	To kill a motion	"I move we postpone this matter indefinitely."	No	Yes	Yes	No	Majority
REFER TO COMMITTEE	When further study is desired; also for action	"I move we refer this matter to committee."	No	Yes	Yes	Yes	Majority
POINT OF ORDER	To call attention to an error in procedure	"I rise to a point of order."	Yes	No	No	No	No vote (chair rules)
QUESTION OF PRIVILEGE	To register a complaint concerning the comfort or well-being of a person or the assembly	"I rise to a question of privilege."	Yes	No	No	No	Chair rules
PREVIOUS QUESTION	To end debate and bring the matter under discussion to a vote	"I move the previous question."	No	Yes	No	No	Two-thirds
APPEAL RULING OF CHAIR	To call a vote on a ruling made by the chair	"I appeal from the chair's decision."	Yes	Yes	Yes, if original was	No	Majority
RECONSIDER	To reconsider the vote on a matter already decided	"I move we reconsider the vote on the motion to..."	For record only	Yes	No	No	Majority
PARLIAMENTARY INQUIRY	To inquire about a motion	"I rise to a parliamentary inquiry."	Yes	No	No	No	Not voted on; responded to by chair
LIMIT OR EXTEND DEBATE	To change the adopted rules of debate	"I move that the debate on the pending motion be limited to..." or "be extended to..."	Yes	Yes	No	No	Two-thirds

GSVSC BYLAWS

AMENDED AND RESTATED BYLAWS OF THE GIRL SCOUTS OF VIRGINIA SKYLINE COUNCIL, INC.

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of Virginia Skyline Council, Inc. (hereinafter referred to as the “Council”), a non-stock, member corporation organized under the laws of the state of Virginia.

ARTICLE II – PURPOSE

The purpose of the Council shall be to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America. Further, the purposes of the Council as set forth in the Articles of Incorporation are incorporated into these Bylaws by reference to those Articles of Incorporation.

ARTICLE III – MEMBERS

Section 1. Eligibility

Individuals age fourteen (14) years of age and over on or before October 1 immediately preceding the annual meeting who are members of the Girl Scout Movement and who are currently registered through the Council are eligible to be members of the Council (hereinafter referred to as “Members”).

Section 2. Composition

A. Members of the Council shall consist of:

1. members of the Board of Directors;
2. delegates elected by each Operational Unit;
3. delegates elected by each At-Large Group;
4. members of the Board Development Committee; and
5. National Council Delegates, except for employed staff who serve as National Council Delegates.

Delegates representing an Operational Unit (a group of leaders and troops registered through the Council and from a certain geographical area) must be registered and participating members of the Operational Unit which elects them. Delegates representing an At-Large Group (those members of the Girl Scout Movement registered through the Council but not participating in delegate elections with an Operational Unit) must be registered and declared members of the At-Large Group which elects them.

B. The number of Members of the Council shall be no less than 100.

C. At least a majority of the Members of the Council shall be those elected by Operational Units and At-Large Groups.

Section 3. Election

A. Procedure. Each Operational Unit and At-Large Group shall elect Delegates at least 60 days prior to the Annual Meeting in accordance with policies and procedures established by the Board of Directors. Other Members shall be elected at the Annual Meeting.

B. Term and Vacancies.

1. Members shall serve for a term of one (1) year and shall be eligible for re-election each year, provided, however, that those individuals who are Members by virtue of their positions on the Board of Directors or Board Development Committee shall have a term concurrent with such position.
2. Delegate vacancies due to a Delegate resignation or failure to maintain eligibility requirements will be filled by the Board of Directors upon receipt of nominations by the appropriate Operational Unit or At-Large Group.

Section 4. Voting

Each Member shall have one vote at any Membership Meeting. Proxy voting will not be permitted at Membership Meetings.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting

- A. Scheduling. The Council shall conduct an Annual Meeting of the Membership in the second quarter of the fiscal year at a date, time, and place determined by the Board of Directors.
- B. Notice. Notice of the date, time, and place of the Annual Meeting shall be mailed, emailed or faxed to each Member not less than thirty (30) days prior to the meeting.
- C. Quorum. At least twenty-five percent (25%) of the Members of the Council shall be present in person to constitute a quorum at the Annual Meeting, provided that a majority of the Operational Units and At-Large Groups who have elected delegates shall have at least one of their elected delegates present at the Annual Meeting.

Section 2. Special Meetings

- A. Scheduling. Special meetings of the Council may be called by the Chair of the Board of Directors, the Board of Directors, or upon written request of at least twenty-five percent (25%) of the Members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be mailed, emailed or faxed to the address of each Member as it appears upon the books of the Council at least ten (10) days prior to the meeting. The purpose of such meeting shall be stated in the notice, and no other business shall be transacted at said meeting.
- C. Quorum. At least twenty-five percent (25%) of the Members shall be present in person to constitute a quorum at such meeting, provided that a majority of the Operational Units and At-Large Groups who have elected delegates shall have at least one of their elected delegates present at each such meeting.

Section 3. Regular Policy Influencing Meetings

- A. Scheduling. The Board of Directors will call a minimum of two (2) meetings per year in geographically diverse locations in the fall, preceding the Annual Meeting, for the purpose of policy influencing.
- B. Notice. Notice of the time, place, and purpose of the meetings shall be posted on the GSVSC website at least thirty (30) days before the first Policy Influencing Meeting.

- C. Purpose. The purpose of the Policy Influencing Meetings shall be to provide an opportunity for:
 - 1. discussion of policy issues;
 - 2. advice on proposed plans, policies, and other matters referred to the Board of Directors;
 - 3. participation in Council strategic planning;
 - 4. submission of governance proposals to the Board of Directors;
 - 5. other participation as requested by the Board of Directors.
- D. Participants. Delegates shall attend at least one regular Policy Influencing Meeting each year.
- E. Communication. As long as at least two (2) in-person meetings are conducted each year, the Board of Directors may offer additional Policy Influencing Meetings held through the use of any means of communication by which all Members may simultaneously hear each other during the meeting. A Member participating in a meeting by such means is deemed present in person at the meeting.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition and Election

- A. The number of Directors shall be twelve (12) of whom no more than two (2) shall be either sixteen (16) or seventeen (17) years of age. The Chair of the Board Development Committee shall serve as an ex officio voting member of the Board of Directors. In addition, the Chief Executive Officer of the Council shall serve as an ex officio non-voting member of the Board of Directors.
- B. The members of the Board of Directors shall be elected by a plurality vote of the Members at the Annual Meeting. The Board Development Committee shall present a single slate of Director nominees to the Members at the Annual Meeting.
- C. Nominations for the Board of Directors may also be made from the floor at the Annual Meeting provided:
 - 1. the individual to be nominated has consented in writing to serve if elected;
 - 2. the nomination has been submitted to the Chair of the Board Development Committee, or her/his designee, at least seventy-two (72) hours before the convening of the Annual Meeting; and
 - 3. the prospective nominee meets the qualifications required for a member of the Board of Directors.

Section 2. Term of Office

- A. The term of office of Directors shall be two (2) years, beginning at the close of the Annual Meeting at which such Director is elected, with the term of one-half (1/2) of the Directors expiring at each Annual Meeting.
- B. A Director having served three (3) consecutive terms shall not be eligible for re-election until one (1) year shall have lapsed from the conclusion of such Director's third consecutive term.
- C. A Director who has served more than half a term in office shall be considered to have served a full term.

Section 3. Vacancies

Any vacancy occurring among the Directors may be filled for the remainder of the unexpired term by the affirmative vote of a majority of the remaining Officers and Directors then in office, though less than a quorum.

Section 4. Powers and Authority

The affairs of the Council shall be managed by its Board of Directors. The governance and policy making responsibilities shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs.

Section 5. Meetings

- A. Scheduling. The Board of Directors shall hold at least four (4) regular meetings a year at such time and place as the Board may determine. Special meetings of the Board may called by the Chair of the Board or upon the written request of at least four (4) Directors.
- B. Notice. Notice of the date, time, and place of regular and special meetings shall be mailed, emailed or faxed to each Director at least ten (10) days prior to the meeting.
- C. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business.
- D. Action without a Meeting. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with the State Corporation Commission.
- E. Participation Other Than in Person. The Board may permit any or all Directors to participate in any regular or special meeting through the use of any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 6. Resignation and Removal

- A. A Director may resign at any time by delivering written notice to the Board of Directors, the Chair of the Board of Directors, or the Secretary.
- B. A Director may be removed from office at a special meeting of the Members called for that purpose, with or without cause, by a vote of a majority of the Members.

ARTICLE VI – OFFICERS

Section 1. Composition and Election

- A. The Officers of the Council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer. Officers must be eighteen (18) years of age or older.
- B. The Officers shall be elected by a plurality vote of the Members at the Annual Meeting. The Board Development Committee shall present a single slate of Officer nominees to the Members at the Annual Meeting.

- C. Nominations for Officers may also be made from the floor at the Annual Meeting provided:
 - 1. the individual to be nominated has consented in writing to serve if elected;
 - 2. the nomination has been submitted to the Chair of the Board Development Committee, or her/his designee, at least seventy-two (72) hours before the convening of the Annual Meeting; and
 - 3. the prospective nominee meets the qualifications required for an Officer.

Section 2. Term of Office

- A. The term of office of an Officer shall be two years, beginning at the close of the Annual Meeting at which such Officer is elected. No Officer shall serve more than three consecutive terms in any one or combination of offices, except that an Officer shall be eligible to serve three consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that Officer shall have served in any office or offices other than Chair of the Board.
- B. An Officer having served three (3) consecutive terms in any one or combination of offices other than Chair of the Board shall not be eligible for re-election until one (1) year shall have lapsed from the conclusion of such Officer's second consecutive term.
- C. No Officer shall hold more than one office at a time.
- D. An Officer who has served more than half a term in office shall be considered to have served a full term in office.

Section 3. Vacancy in Office

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the First Vice Chair of the Board for the remainder of the term.
- B. In the event of a vacancy in both the Chair of the Board and the First Vice Chair, the Second Vice Chair shall fill the position of Chair of the Board for the remainder of the term.
- C. Any vacancy occurring among the Officers other than Chair of the Board, may be filled for the remainder of the unexpired term by the affirmative vote of a majority of the remaining Officers and Directors then in office, though less than a quorum.

Section 4. Duties of Officers

The Officers shall perform the duties prescribed in this Article and such other duties as may be prescribed by the Board of Directors.

- A. The Chair of the Board shall:
 - 1. be the principal officer of the Council;
 - 2. preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
 - 3. assure support by the Board of Directors for the Council's strategic direction and appropriate oversight of performance;
 - 4. report to the Council and the Board of Directors as to the conduct and management of the affairs of the Council; and
 - 5. serve as an ex officio member of all committees except the Board Development Committee.

- B. The First Vice Chair of the Board shall:
 1. assist the Chair of the Board as assigned; and
 2. preside at meetings of the Council, the Board of Directors, or the Executive Committee in the absence or inability of the Chair of the Board.
- C. The Second Vice Chair of the Board shall assist the Chair of the Board as assigned.
- D. The Secretary shall:
 1. ensure that proper notice is given for all meetings;
 2. keep the minutes;
 3. have charge of the Council books and records;
 4. sign, with the Chair, all deeds and other instruments requiring his/her signature, unless otherwise ordered by the Board of Directors; and
 5. make such reports as properly required by the Board.
- E. The Treasurer shall:
 1. provide effective stewardship and oversight of the Council's finances;
 2. sign all checks, bonds, notes and other instruments of the Council requiring his/her signature; and
 3. serve as a member of the finance committee and the audit committee if such committees shall be established by the Board of Directors.
- F. The Chief Executive Officer (CEO) shall:
 1. be appointed by the Board of Directors, serve at its pleasure and serve as an ex officio officer of the Council without vote;
 2. be responsible for the day-to-day operations of the Council; and
 3. perform such duties as may be prescribed from time to time by the Board.

Section 5. Resignation and Removal

- A. An Officer may resign at any time by delivering written notice to the Board of Directors, the Chair of the Board of Directors, or the Secretary.
- B. An Officer may be removed by a majority vote of the Board of Directors [Members] whenever in its judgment the best interests of the Council would be served thereby.

ARTICLE VII- BOARD DEVELOPMENT COMMITTEE

Section 1. Composition and Election

- A. The Members shall elect a Board Development Committee which shall be comprised of nine (9) members, eighteen (18) years of age or older, including at least one (1) but no more than three (3) current members of the Board of Directors. The CEO of the Council shall serve as an ex officio nonvoting member of the Board Development Committee.
- B. The members of the Board Development Committee shall be elected by a vote of the Members at the Annual Meeting.

Section 2. Term

- A. Board Development Committee members shall serve a term of two (2) years, beginning at the close of the Annual Meeting at which such Committee member is elected, with the term

of approximately one-half (1/2) of the Board Development Committee members expiring at each Annual Meeting.

- B. A Board Development Committee member having served three (3) consecutive terms shall not be eligible for re-election until one (1) year shall have lapsed from the conclusion of such Committee member's second consecutive term.
- C. A Committee member who has served more than half a term in office shall be considered to have served a full term.

Section 3. Election, Term, and Vacancy of the Chair of the Board Development Committee

- A. At its first meeting following the Annual Meeting, the Board Development Committee shall elect from amongst its members an individual to serve as Chair of the Committee.
- B. The term of office for Chair of the Board Development Committee shall be one (1) year.
- C. No individual shall serve more than two (2) consecutive years as Chair of the Committee regardless of how many years or terms the individual may be a member of the Board Development Committee.
- D. An individual who has served more than half a term as Chair of the Board Development Committee shall be considered to have served a full term.
- E. In the event of a vacancy in the office of Chair, the Committee shall elect a new Chair from its members to serve the remainder of the term.
- F. If not already a member of the Board of Directors, the Chair of the Board Development Committee shall serve as an ex officio member of the Board of Directors.

Section 4. Vacancies

Any vacancy on the Board Development Committee, other than Committee Chair, shall be filled by the Board of Directors for the remainder of the unexpired term.

Section 5. Responsibilities

The responsibilities of the Board Development Committee shall be:

- A. to recommend to the Members a single slate of candidates for Officers;
- B. to recommend to the Members a single slate of candidates for the Board of Directors;
- C. to recommend to the Members a single slate of candidates for the Board Development Committee;
- D. to provide to the Members, in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of delegates and substitutes to the National Council Session of Girl Scouts of the United States of America;
- E. to provide recommendations to the Board of Directors and Officers, as appropriate, to fill vacancies among the Officers, except Chair of the Board, the Board of Directors, and the Board Development Committee;
- F. to assist the Board in the development of:
 - 1. Board orientation and education materials and training;
 - 2. Board development materials and training;
 - 3. methods for identifying needed skills and talents for the Board of Directors and committees;
 - 4. methods for succession planning; and
 - 5. Board of Directors annual self-assessment materials.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the Officers of the Council and two (2) additional Directors appointed by the Board of Directors. The CEO shall serve as an ex officio member without vote.

Section 2. Duties

- A. Authority Between Board Meetings. The Executive Committee shall exercise the authority of the Board of Directors between the meetings of the Board, except that the Executive Committee shall not:
1. adopt the budget;
 2. take action which is contrary to, or a substantial departure from, the direction established by the Board or which represents a major change in the affairs, business, or policy of the Council; or
 3. take any other action prohibited by Virginia law.
- B. Reports. The Executive Committee shall submit to the Board of Directors at each Board meeting a report of all actions taken since the last Board meeting.

Section 3. Meetings

The Executive Committee shall meet as needed at the call of the Chair of the Board or upon written request of at least four (4) members of the Executive Committee.

ARTICLE IX – COMMITTEES

The Board of Directors may establish such other standing and special committees, and/or task groups, and/or ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors.

ARTICLE X– NATIONAL COUNCIL DELEGATES

Section 1. Eligibility

Delegates and substitutes to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service.

Section 2. Election

The delegates and substitutes to whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected by the Members at

the Annual Meeting and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies

The Board of Directors, or the Chair of the Board in the absence of a meeting of the Board of Directors, shall fill National Council Delegate vacancies.

ARTICLE XI – FINANCE

Section 1. Fiscal Year

The fiscal year of the Council shall be October 1 through September 30.

Section 2. Contributions

Any contributions, bequests, and gifts received by the Council shall be accepted or collected only as authorized by the Board of Directors.

Section 3. Depositories

All funds of the Council shall be deposited to the credit of the Council under such conditions and in such financial institutions as shall be designated by the Board of Directors.

Section 4. Approved Signatures

Approvals for signatory authority in the name of the Council and access to funds and securities of the Council shall be provided by resolution of the Board of Directors

Section 5. Bonding

All persons having access to or responsibility for the handling of monies and securities of the Council shall be bonded in the amount authorized by the Board of Directors.

Section 6. Budget

The Board of Directors shall approve the annual operating and capital budgets. No expenses shall be incurred in the name of the Council in excess of the budgeted amounts without prior approval of the Board of Directors.

Section 7. Audits

An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of the financial statements of the Council. A report of the audit shall be submitted to the Board of Directors and to the Girl Scouts of the United States of America.

Section 8. Financial Reports

A summary report of the financial condition of the Council shall be presented to the Members at the Annual Meeting.

Section 9. Property

Title to all property, real and personal, tangible and intangible, with the exception of troop equipment, shall be held in the name of the Council.

Section 10. Investments

The funds of the Council shall be invested in accordance with policies established by the Board of Directors.

ARTICLE XII – LEGAL COUNSEL

Independent legal counsel may be retained by the Board of Directors, as the Board deems appropriate, to, among other things: (a) insure compliance with federal and state requirements; (b) review and advise on any and all legal documents the Council executes, including, but not limited to, leases, contracts, deeds, corporate filings, etc.; and (c) review and advise on any official statements developed for the press and media.

ARTICLE XIII – INDEMNIFICATION AND INSURANCE

Section 1. Indemnity of Directors and Officers

To the full extent required and in the manner prescribed by the Virginia Nonstock Corporation Act, the Council by Board action shall indemnify a Director or Officer of the Council who is or was a party to any proceeding by reason of the fact that he/she is or was such a Director or Officer. The Council shall promptly pay the reasonable expenses, including attorneys' fees, incurred by any such Officer or Director in connection with the proceeding (whether or not such Officer or Director has been made a party) in advance of final disposition of the proceeding as long as (i) the Officer or Director in compliance with Virginia law first gives the Council a written statement that he/she in good faith believes he/she is entitled to indemnity by the Council, (ii) provides a written undertaking by him/her or in his/her behalf, to repay the Council if it is finally determined that he/she did not meet the applicable standard of conduct, and (iii) meets any other requirements of law.

Section 2. Insurance

The Council may purchase and maintain insurance on behalf of Officers and Directors, or against any liability incurred by such person in such capacity.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall be the parliamentary authority governing the meetings of the Council, Board of Directors, and all committees, subject to the laws of Virginia, the Articles of Incorporation, these Bylaws and any special rules of order adopted by the Council or the Board of Directors.

ARTICLE XV – AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of the Members present and voting at any meeting of the Council provided that the proposed amendment shall have been reviewed by the Board of Directors and shall have been included in the notice of the meeting.

These Bylaws were amended at annual meetings in the years of 2014, 2013, 2011, 2009, 2006, 2004, 2003, 2001, 2000, 1999, 1997, 1990, 1988, 1984, 1982, 1980, 1977, 1976, 1974, 1973, 1971, 1967, 1966, 1965, and 1964.

Chair of the Board	Date
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Secretary	Date
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