



2024 Annual Meeting of the General Assembly
Saturday, April 13, 2024, 9:30 AM
Sherwood Forest Event Center, Valley View, Ohio

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| I. | Call to Order | Kathy Mooock, Chair
GSNEO Board of Directors |
| II. | Opening Ceremonies | |
| III. | Quorum Report | Cindy Skelton-Becker, Secretary
GSNEO Board of Directors |
| IV. | Adoption of Agenda | Kathy Mooock, Chair |
| V. | Elections | Karen Stock, Board Development Committee Chair |
| | a. Board Officers | |
| | b. Board of Directors: Directors-at-Large | |
| | c. Board of Directors: Girl Directors-at-Large | |
| | d. Board Development Committee | |
| VI. | Proposed GSNEO By Law Amendments | Laura Schultz, Esq., Bylaws Committee Chair |
| VII. | Treasurer's Report | Laura Schultz, Esq., Member
GSNEO Board of Directors and Finance Committee |
| VIII. | Operations and Committees Report | Jane Christyson
GSNEO Chief Executive Officer |
| IX. | New Business | Kathy Mooock, Chair |
| X. | Question and Answer | Kathy Mooock, Chair |
| XI. | Closing Ceremonies | |
| XII. | Adjournment | Kathy Mooock, Chair |



**GIRL SCOUTS OF NORTH EAST OHIO
CANDIDATES FOR ELECTION, 2024**

OFFICERS of the BOARD OF DIRECTORS, 2024-2026 (2 Year Terms)

Chair	Kathy Mooock
Vice Chair	Sandra Reid
Treasurer	Kate Asbeck
Secretary	Cindy Skelton-Becker

DIRECTORS-AT-LARGE, 2024-2026 (2 Year Terms)

1. Stephanie Adams
2. Ruth Coleman
3. Claudia Diaz-Singer
4. Elizabeth Engels
5. Robyn Gordon
6. Michelle Henry
7. Christopher Hirschler
8. Ka-Pi Hoh
9. Lisa McKay
10. Michael Srithai

DIRECTOR-AT-LARGE, 2024-2025 (1 Year Unexpired Term)

1. Rebecca Gallant

GIRL DIRECTORS-AT-LARGE, 2024-2025 (1 Year Terms)

1. Sydney Harbour
2. Jaiden Miller

BOARD DEVELOPMENT COMMITTEE, 2024-2026 (2 Year Terms)

1. Tami Bolder (Board Member)
2. Tania Nemer
3. Laura Schultz
4. Pamela Valentine
5. Chris Venditti
6. Ebony Yeboah-Amankwah

**GIRL SCOUTS OF NORTH EAST OHIO (GSNEO)
CANDIDATES FOR ELECTION, 2024**

BOARD OF DIRECTORS – OFFICERS *(2 Year Term)

BOARD OF DIRECTORS - CHAIR

Kathy Mook



is currently serving as GSNEO’s Board Chair. Previously, she was Board Secretary as well as a Director-at-Large of the GSNEO Board of Directors, Co-Chair of the Board Development Committee, a member of the Strategic Planning and Special Projects Committees. Kathy has served as Women of Distinction Chair and a member of the Fund Development and Dessert First Committees. Kathy is a community volunteer, who was recently elected as a Board Trustee to the Naples Children’s Education Foundation. She has served two terms as President of WITAN (Women in Touch with Akron’s Needs), which raises grant funds for and provides volunteers to community non-profit agencies. Kathy has served on the WITAN Board for 10 years in a variety of roles including the Treasurer, the Fund Development Director, Endowment Director, and the Civic / Grant Management Director. Kathy currently serves on the WITAN Grant, French Market, Imagine Ball, and Fundraising Committees. She was a Board Member of the Junior League of Cleveland for 9 years, most recently in the role of Sustainer Treasurer. She served for 16 years in various offices of the Brecksville-Broadview Heights Parent School Organization Council, including 6 years as PSO President at different schools. Kathy currently volunteers at Stewart’s Caring Place Cancer Resource Center, and Blessings in a Backpack. She has been a leader of non-profit fundraising events, including events with the Cleveland Orchestra, Leukemia Lymphoma Society, and University Hospitals. She has retired from Proctor & Gamble, where she was a Regional Sales Manager. She graduated from Miami University in Ohio, with degrees in Finance and Marketing. Kathy is a recipient of GSNEO’s Women of Distinction Award and was a girl member of Girl Scouting through 12th grade, earning the First-Class Award (Gold Award).

Board of Directors – Vice Chair

Sandra Reid



is Vice President of Corporate Communications and Strategic Planning at The Davey Tree Expert Company. Sandee is a Lifetime member of Girl Scouts. She is currently serving as a GSNEO Director-at-Large. Sandee was a Girl Scout growing up, which impacted for love of the outdoors. She has kept that love of the outdoors and combined it with a desire for excellence and collaboration in her professional career. Her professional awards and certifications include the International Association of Business Communicators’ Strategic Communication Management Professional certification and leading her team to win multiple communication awards. She has won internal Davey recognition with a Best of Davey award and a place on the company’s President’s Council. She has been a tireless advocate for community engagement and volunteering. Today, she serves on the boards and leadership of several local organizations (Portage Development Board Secretary Chair, and Greater Cleveland Sports Commission), and American Heart Association Northeast Ohio Past Chair. She has also served on the GSNEO STEM Advisory Committee and Board Development Committee and STEM Center Capital Campaign Committee. Sandee is a past recipient of Women of Distinction and chaired the subsequent Women of Distinction event.

BOARD OF DIRECTORS – TREASURER

Kate Asbeck



is currently Treasurer of the GSNEO Board of Directors and before that Mrs. Asbeck served as Director-at-Large. She is GSNEO Finance Committee Chair Kate Asbeck is a retired financial executive. Kate served as Chief Financial Officer of the Cleveland Foundation from April 2010 until her retirement in June 2016. In that role, Kate was responsible for the Foundation’s \$2 billion endowment and its finance, information technology and human resources teams. Prior to the Cleveland Foundation, Ms. Asbeck was Senior Vice President – Finance at Corning Incorporated. In that role, she led a 600-person global finance organization – including control, treasury, tax and shared services – and served as its principal accounting officer. She graduated cum laude from Ohio Wesleyan University. Kate is on the board of Jumpstart and is a Trustee of University Hospitals. Mrs. Asbeck id a member of the Leadership Cleveland Class of 2012.

BOARD OF DIRECTORS – SECRETARY

Cindy Skelton-Becker



recently retired from the Nordson Corporation where she had been employed since 1986, holding a number of management positions during her tenure. She was Senior Manager, Corporate Continuous Improvement where she was responsible for developing and improving Nordson's commercial business process. She is a graduate of the General Motors Institute (BEE, Electrical Engineering), and has earned Master's degrees from Case Western Reserve University and Cleveland State University. Cindy is drawn to Girl Scouts due to her past experience as a Girl Scout, as well as her personal dedication to helping develop women leaders, with a particular emphasis on STEM programming and technology, for which she has a passion for due to her professional background. Cindy is currently Secretary of the GSNEO Board of Directors and serves as a member of the STEM Advisory Committee as well as Chair of the Properties Committee. Cindy has a long affiliation with the YWCA of Elyria where she served in several Board capacities. For several years, Cindy has chaired the YW's Women of Achievement Selection and Judging Committee, (like the GSNEO Women of Distinction award). She believes in strong branding to promote an organization's mission. She has brought the cultural values of the Nordson Corporation, which continued to be one of GSNEO's program supporters.

BOARD OF DIRECTORS – DIRECTORS-AT-LARGE (2 Year Term)

Stephanie Adams



Stephanie Adams is Senior Corporate Counsel at the Sherwin-Williams Company where she works in complex litigation throughout the country. A graduate of the University of Akron School of Law, Stephanie is the past chair of the Supreme Court of Ohio's Commission on Professionalism and currently serves as a mentor with the Lawyer-to-Lawyer Mentoring program. She volunteers with Legal Aid of Cleveland, the Centers for Families and Children and the Euclid Hunger Center. Stephanie is a single mom to an active daughter who enjoys dance, ice skating, coding and theater.

Ruth Coleman



Ruth Coleman has spent her career promoting healthcare quality, patient advocacy, and appropriate cost. She founded Health Design Plus, a third-party administrator managing employer health benefit plans after 20 years' experience and became the national leader for domestic medical travel serving Fortune 50 companies. Currently, through ValTrans Health she consults with healthcare organizations on creating value-based transformation and productizing direct employer relationships. Under Coleman's direction, Health Design Plus was named to Inc. 500, Weatherhead 100, and was named one of the Top Ten Women Business Owners in Northeast Ohio. Coleman serves on the GSNEO STEM Advisory Committee as well as its Strategic Initiatives Steering Committee. She holds a BSN from Widener University, and an MA from The Ohio State University.

Claudia Diaz-Singer



Claudia Diaz-Singer is Senior Director, Talent Development and Workplace Inclusion at The J.M. Smucker Company, where she is responsible for employee development; leadership development; change management; and inclusion, diversity, and equity efforts. Claudia led Smucker's first company-wide appreciative inquiry summit, a two-day company transformation exercise that won the coveted Innovation Award. She has worked in sales, marketing, customer service and human resources roles with both small and large-scale organizations. She is a graduate of The University of Akron and holds a Master of Science from Case Western Reserve University, Positive Organization Development and Change. She currently serves on the Ashland University Advisory Board, as well as The University of Akron Leadership Institute Advisory Board. Most recently, she was recognized as AMMORE 100+ Latinos Cleveland Must Know. Claudia grew up loving her Girl Scout experience, as did her daughter. Ms. Diaz-Singer is currently a Director-at-Large on the GSNEO Board of Directors and is passionate about contributing to the organization that made a significant impact on her.

BOARD OF DIRECTORS – DIRECTORS-AT-LARGE (2 Year Terms)

Elizabeth Engels



is a seasoned executive who works with owners of small and mid-sized companies to build and enhance the sales and marketing functions to unleash the company's growth potential. Betsy spent 30 years in various leadership roles with The Timken Company. She managed direct sales in the oil and gas industry as well as the automotive industry. She built a wide range of new programs for the company including ecommerce and corporate responsibility. Following her retirement from Timken, Betsy has focused on helping companies enter new markets and bring new products to market. Betsy loves to work with entrepreneurs. She also works on a pro-bono basis to mentor start-up companies as they build their business. In addition to the commercial expertise, she brings a vast experience of business processes from her many years in business. Throughout her career Betsy has been active in the community. She is a graduate of Leadership Stark County and Leadership Akron – NEXT. She has served on boards of United Way, Chamber of Commerce, YWCA, Women in Manufacturing and Leadership Stark County. She currently serves on the boards of the Stark State College Foundation and the Akron Community Foundation Women's Endowment Fund. Betsy is an active volunteer with Girl Scouts of North East Ohio and is a lifetime Girl Scout member, having been a girl scout and a troop leader. Betsy has a degree in materials engineering from The University of Michigan and an MBA from The University of Houston. She lives in Akron with her husband who is a physics teacher. They have two grown daughters

Robyn Gordon



is GSNEO Board Vice Chair and previously a Director-at-Large, a non-officer member of the Executive Committee and a member of the STEM Advisory Committee. Gordon is the Director of the Center Operations Directorate at the National Aeronautics and Space Administration (NASA) John H. Glenn Research Center in Cleveland, Ohio. In this capacity, she manages organizational objectives, direction, resource allocation, and institutional functions as well as coordinates and integrates mission support activities which impact the entire organization. Additionally, she determines institutional issues which affect the execution and performance of the Center's commitments. The institutional organizations under Gordon's purview include the Offices of Lean Six Sigma Program, STEM Engagement, Procurement, Logistical and Technical Information Division, Communications, and Protective Services. Prior to this appointment, Gordon held several key positions at Glenn. She served as Deputy Director of the Center Operations Directorate, Director of the Diversity Management Office and Director of the Office of Human Resources and Workforce Planning. Gordon has also worked at the agency level as Executive Officer to NASA's Deputy Administrator supporting and advising the Deputy Administrator on policy issues, strategic policy decisions and mission support initiatives. Before joining Glenn, Gordon served in leadership roles at the Cuyahoga County Public Library and the City of Cleveland. She is a graduate of Cleveland State University with a bachelor's degree in human resources management and a master of business administration (MBA) degree. She also completed the Senior Executive Fellows Program at the Harvard Kennedy School of Government and the Women's Leadership Forum at the Harvard Business School. Her professional and personal accomplishments have been recognized by numerous organizations with many accolades, including being recognized by the United States Government with a Presidential Rank Award, which honors high-performing senior career employees for sustained extraordinary accomplishment. Gordon has also been recognized for the following: YWCA of Cleveland-Women of Achievement Award; Girl Scouts of Northeast Ohio-Woman of Distinction; Crain's-Women of Note Award; Junior League of Cleveland-Francis Payne Bolton Award; NASA Group Achievement Award; Glenn Federal Women's Program Supervisory Award; National Women of Color-Technology Award for Community Service and Minorities in Research Science Trailblazers Award.

BOARD OF DIRECTORS – DIRECTORS-AT-LARGE (2 Year Term)

Michelle Henry



Michelle Henry is Senior Vice President of Customer Experience for FirstEnergy Utilities, a subsidiary of FirstEnergy Corp. Michelle began her career with the Cleveland Electric Illuminating Company in 1988 as a Scholastic Awards Student Engineer at the Perry Nuclear Power Plant. She served in various leadership roles in Treasury, Finance, Transmission & Market Policy and Regulatory Compliance. Michelle was promoted to Vice President of Customer Service in 2020 and to her current Executive Council role in August 2021. Michelle earned her Bachelor of Science degree in Civil Engineering from Ohio Northern University. She is a Registered Professional Engineer in the state of Ohio. Michelle volunteers as a Director-at-Large of the GSNEO Board of Directors as well as an active board member of the Alzheimer’s Association Greater East Ohio Chapter. She looks forward to continuing her service on the GS Board of Directors and is passionate about STEM and serving the girls in our footprint.

Chris Hirschler



Dr. Hirschler is Dean of Health and Wellness Division at Lorain Community College. Previously he served as Department Chair and tenured associate professor of Health and Physical Education within the Marjorie K. Unterberg School of Nursing and Health Studies at Monmouth University. His education includes earning a Ph.D. in Urban Education with specialization in Learning and Development from Cleveland State University and a M.A. in Liberal Studies: Concentration in Health from the State University of New York at Brockport. His Board experience includes University Hospitals, Regional Board of Directors, Lorain County Safe Harbor, Board Member; and A Better Life Guatemala, President and Trustee.

BOARD OF DIRECTORS – DIRECTORS-AT-LARGE (2 Year Term)

Ka-Pi Hoh



Dr. Ka-Pi Hoh is currently the site manager at The Lubrizol Corporation's corporate headquarters in Wickliffe, Ohio. Since joining Lubrizol in 1988, Ka-Pi has held a variety of leadership positions including expatriate assignments in the United Kingdom and China. She spent four years on assignment in China as the head of research, development, and testing for Lubrizol Additives China and had an appointment as an Associate and Visiting Professor at the Zhuhai College of Jilin University. Prior to her current role, she was a Process Mining Business Process Leader and the Change Management Director for Lubrizol's global ERP (Enterprise Resource Management) upgrade. Ka-Pi has been actively involved with Lubrizol's diversity initiatives; she is a founding member of the Asia-Pacific Resource Group and of Women in Lubrizol Leadership. Ka-Pi has a B.S. in Polymer Engineering with a minor in Economics, an M.S. and a Ph.D. in Macromolecular Science from Case Western Reserve University. As an active alumna, she currently chairs the Industrial Advisory Board for the Department of Macromolecular Science; she serves on the Case Advisory Board as well as on the visiting committee for the Office of Inclusion, Diversity and Equal Opportunity. She is an emeriti board member for the CWRU Alumni Association and for the Flora Stone Mather Center for Women. Ka-Pi also volunteers as a professional mentor for WISER (Women in Science and Engineering Roundtable) at CWRU. She is on the Board of Directors for The Lakeland Foundation at Lakeland Community College and was chair of the board from 2016 to 2023. She is also a board director for the Lake Humane Society, Apollo's Fire and the Andy Nowacki Foundation. Dr. Hoh is a 2022 recipient of the GSNEO's Women of Distinction Award and chaired the Women of Distinction event in 2023.

Lisa McKay



is Vice President, Supply Chain at Swagelok Company. She leads both the supply chain and customer service teams. She joined the organization as a scheduler and progressed into leadership roles in raw materials, customer service, outbound supply chain, and logistics. In 2020, Lisa was promoted to director of raw materials and warehousing, and she most recently served as director of global sourcing. She is proud of the work her team has done to create analytics effectiveness to help balance demand and labor, as well as advance commercial consensus forecasting, carrier and trade management, and enterprise inventory management. Lisa holds a Bachelor of Business Administration degree in logistics and an MBA, both from John Carroll University. She stays connected to her alma mater by serving as an ambassador to the university. Lisa was Girl Scout growing up and currently is a GSNEO Director-at-Large. She is also on the board of the supply chain council for The University of Akron, and the Swagelok Foundation, Outside of work, Lisa is busy with her two children.

BOARD OF DIRECTORS – DIRECTORS-AT-LARGE (2 Year Terms)

Tony M. Srithai



Dr. Srithai is Principal: Beachwood Middle School in the Beachwood City Schools District. He has made significant contributions to one of Ohio's top 10 school districts and a National Blue Ribbon School (2019), Dr. Srithai coordinates the technology efforts of a 1:1 middle school through the use of chrome books, the Google suite, and other technology resources. In addition, he designs and delivers training to teachers and staff. He also hires, organizes, and leads teachers and staff to promote student success, intercultural awareness, and mental health. Previous positions include Assistant Principal in the Chapel Hill-Carrboro City Schools; Curriculum and Instruction Specialist ; Curriculum Designer; as well as Curriculum Coordinator; Science Teacher, and Cross Country Coach. He received his education at the University of North Carolina at Chapel Hill: Doctor of Educational Leadership (Ed.D), Master of School Administration (M.S.A.), Master of Arts in Teaching (M.A.T.), and Bachelor of Science (BS) in Biology. Dr. Srithai and his wife and three sons live in Beachwood.

BOARD OF DIRECTORS – DIRECTORS-AT-LARGE (1 Year Unexpired Term)

Rebecca L. Gallant



recently joined Catholic Charities of Cleveland as senior director of advancement. Previously, she served for 13 years as vice president of marketing & communications for the Sisters of Charity Health System, which during her tenure was corporate parent of five Catholic hospitals, three grantmaking foundations, two elder care facilities, and six health and human service outreach organizations in Ohio and South Carolina. There, she guided strategy and oversaw implementation of communications initiatives of the health system, consistently articulating and supporting its healing mission of service to individuals, families and communities. She also led campaigns that created awareness and momentum of subsidiaries, especially the Sisters of Charity Foundation of Cleveland and the behavioral health service line at St. Vincent Charity Medical Center. Rebecca takes a special interest in topics including homelessness, infant mortality, substance use disorder and poverty. Rebecca is active in the community, serving on the board of directors of the West Side Catholic Center, and committees of the Catholic Health Association of the United States, The City Club of Cleveland, NIH and SAMHSA HEALing Communities Study, Fund for Our Economic Future, Northeast Ohio Hospital Opioid Consortium and The Communications Network. She is a 2021 graduate of the Leadership Cleveland program and a 2016 graduate and class representative of the Bridge Builders program of the Cleveland Leadership Center. Prior Her first job out of college was PR coordinator at the Precision Metalforming Association. She is a graduate of the E.W. Scripps School of Journalism at Ohio University. Rebecca is a GSNEO Director-at-Large, a member of the Community Engagement and Strategic Initiatives committees, and eager to help attract more girls to achieve the Girl Scouts Leadership Experience.

BOARD OF DIRECTORS – GIRL Directors-at-Large (1 Year Terms)

Sydney Harbour



has been a Girl Scout for twelve years and currently is an Ambassador. Her involvement includes being a PA at Highland Day Camp and a National delegate. She completed her silver award by making a bookshelf to create a giveaway area at Refuge of Hope, and by organizing a book drive. She has taught younger scouts basic sewing skills, and is currently working towards her gold award. In addition to Sydney's Girl Scout activities, she participates in: North Canton Y Swim Team, 4-H club, Stark County Jr. Fair Board, State Fashion Board, her school Track Team, Swim Team and Cross-Country Team. She is also on the student council, a student ambassador, and a member of her school's National Honor Society. As a Girl Member of the GSNEO Board of Directors, she wants to give the board a lens into the girl's perspective of scouting. She looks forward to further learning how the Board of Directors functions and to enhancing her leadership qualities.

Jaiden Miller



Jaiden Miller is a longtime Girl Scout who tries to help her community the best she can. During her time in Girl Scouts, she has helped a brownie troop complete a journey, participated in multiple community service projects, and is helping to organize a new specialty troop. Outside of Girl Scouts, she's also the president of a Genders and Sexualities Alliance (GSA) and a member of the Teen Leadership Committee at her local library. Outside of leadership, Jaiden also enjoys playing guitar, hanging out with friends, and playing video games. She hopes to influence the creation of more programs and opportunities for girls. Not only would Jaiden like to help increase participation in scouting, but she would also like to impact the ability of girls to set paths and goals for themselves and explore different interests. If she were selected to serve on the board, she would like to make sure the concerns and voices of all scouts are addressed.

BOARD DEVELOPMENT COMMITTEE (2 Year Terms)

Tami Bolder



Tami Bolder is a Director in the Northeast Ohio office of CBIZ Valuation Group. Tami's Bachelor of Science degree in Business Administration and Accounting/International Business is from the University of Akron, Master's in Business Administration from Case Western Reserve and Doctor of Business Administration from the University of Phoenix. She oversees valuation projects for various purposes including M&A, estate and gift tax reporting, litigation, financing and purchase price allocations. She also provides litigation consulting services for commercial and personal damage cases. Tami is currently the Treasurer and member of the Executive Committee of the Cleveland Metropolitan Bar Association, and she was appointed to the AICPA's National Financial Literacy Commission. She is also a member of Leadership Akron Class 36 and she is a coach for Leadership Akron's Diversity on Board Program. Tami currently serves as a GSNEO Director-at-Large, a member of the Executive Committee and is the Audit and Risk Management Committee Chair. Tami also served as a past board member of Junior Achievement of North Central Ohio.

Tania Nemer



is an Immigration Judge for the U.S. Department of Justice. Previously she was the Summit County Community Outreach Prosecutor and was devoted to prosecuting and preventing crime by fostering effective relations between the community and law enforcement. Her career has focused on improving the legal profession as well as opening doors for women and girls. She volunteered on multiple occasions to represent mothers and children at the Family Detention Center along the Texas border. In recognition of her service, she received the Ohio State Bar Association's Nettie Cronise Lutes Award, named after the first Ohio woman lawyer. As a leader in the community, Tania previously served as vice-president of the West Shore Bar Association (WSBA). She was a longstanding member of the Ohio Chapter of the American Immigration Lawyers Association (AILA) and served as the Immigration Customs Enforcement liaison for the Northern District of Ohio. Tania graduated with distinction from Western Michigan University Law School. Tania served as Counsel for McGinty, Hilow & Spellacy Co. LPA where she managed a private practice. She transitioned to the nonprofit sector as a Senior Attorney at Catholic Charities, Diocese of Cleveland and later Managing Attorney at the International Institute of Akron. Tania was also a Magistrate for the Akron Municipal Court and Summit County Probate Court. Tania was a graduate of Walsh Jesuit High School and John Carroll University. Tania is currently a member of the Board Development Committee. She was a Girl Scout growing up and now her two daughters, Mila and Nora are enjoying the Girl Scout Leadership Journey. Tania currently lives in Hudson, Ohio with her husband and their three vibrant children.

BOARD DEVELOPMENT COMMITTEE (2 Year Terms)

Laura Schultz



is a lifetime member (30+ years) and a proud Gold Award Girl Scout. Currently, Laura serves as a GSNEO Board of Directors-at-Large, is a member of the Executive and Finance committees and Chair of the Community Engagement Committee. Previously, Laura served as GSNEO's Board Chair, and prior to that, Laura served on the GSNEO Board in the capacity of 1st Vice Chair, Director at Large, Chair of the Board Development Committee and a National Delegate. Laura also served on the GSNEO Code of Regulations Review and Bylaws Committees. Laura is Owner and Wealth Advisor of Preservation Retirement Services, an independent retirement planning company, with her husband, Tim. Laura is also an attorney and previously was an associate in the Business Litigation practice group at Thompson Hine LLP. Laura volunteers for the Legal Aid Society of Cleveland, focusing her pro bono legal practice on women's and children's issues and family law. Laura attributes much of her success to the leadership skills she learned in Girl Scouting and hopes to be able to continue to give back through her work with GSNEO. Laura and Tim reside in Westlake with their children Caspian and Samantha.

Pamela Valentine



Pamela is actively involved in many professional and civic organizations. She served six years as the Chairperson of the Board of Trustees for Western Reserve Girl Scout Council, is a past president of the Board of Trustees for the Young Women's Christian Association (YWCA) of Summit County, and past president of the Association of Fundraising Professionals Northeast Ohio board. She is an active member and past two-term Chapter President of Delta Sigma Theta Sorority, Inc., a non-profit public service organization committed to sisterhood, service, and scholarship. Pam currently serves on the Board of Women's Endowment Fund, Project GRAD Akron board, and the ATHENA Akron board. Pamela Valentine was the General Treasurer of the Women's Home and Overseas Missionary Society for the African Methodist Episcopal Zion Church for eight years. A member of the Wesley Temple A.M.E. Zion Church currently serving as the church treasurer. In the A.M.E. Zion denomination, she served as the District President of the Women's Home and Overseas Missionary Society and has actively promoted health, women's, and children's issues additionally, she is a facilitator with Women of the Word Bible Study. Pam is a graduate of The University of Akron in Akron, Ohio where she received her Bachelor of Science degree in Accounting. She is retired from Girl Scouts of North East Ohio. She is also retired from Lockheed Martin.

BOARD DEVELOPMENT COMMITTEE (2 Year Terms)

Chris Venditti



Is Vice President of Water Quality at Moen. His prior role was Senior Director, Revenue Growth Management for the total Fortune Brands portfolio. Prior to joining Moen, Mr. Venditti was responsible for creating Strategic Plans at Cardinal Health for their At-Home Division. Before Cardinal Health, he had roles of increasing complexity at the J.M. Smucker Company. He is an effective problem solver and is at his best when managing teams. He is currently the Chair of the GSNEO Strategic Initiatives and Special Projects Committee. He has served as Board Vice Chair, Director-at-Large and on the GSNEO Executive Committee. He has also chaired the GSNEO Board Development Committee and is an active member of the STEM Advisory Committee. Chris completed his undergrad at Baldwin-Wallace and obtained his MBA at Ashland University. He has also studied at the Weatherhead School of Business at Case Western Reserve University. Chris and his wife Larissa reside in Richfield with their two future Girl Scouts.

Ebony Yeboah-Amankwah



Is a senior executive with expertise in a highly-regulated environment, and areas of corporate governance, diversity, equity, and inclusion. Ebony has nearly 20 years of experience specializing in areas of commercial finance, and leading a legal department to manage securities, merger and acquisitions, commercial litigation, labor and employment, real estate, tax, and state and federal energy law. She earned Bachelor of Arts degrees in political science and philosophy from Washington & Jefferson College and a law degree from Washington and Lee University. Ebony is a Northeast Ohio native and currently serves on the board of the United Way of Summit and Medina County, the Development Finance Authority of Summit County, and the Business Volunteers Unlimited. Currently Ebony serves on the GSNEO Board Development Committee. She is a past First Vice Chair of the GSNEO Board of Directors, Director-at-Large and Chair of the Board Development Committee. Ebony is a recipient of the GSNEO Women of Distinction Award. In addition, Ebony has previously chaired the Women of Distinction Committee. Ebony was a Brownie Girl Scout in her youth. Ebony states "I would like to use my skills in strategic thinking, thoughtful listening and my thirst for learning to advance the Girl Scout mission." She credits the Girl Scouts for helping to develop her skills in these areas. Currently, Ebony serves as the Vice President, Ethics, Compliance & Enterprise Risk Management at Signet Jewelers.



Introduction and Rationale Proposed Bylaws Amendments

The GSNEO Bylaws Committee met to review the Membership Delegate Voting Proposed Bylaw Amendments Change, which came from Cadette, Senior, and Ambassador Troop 91105 from Service Unit 912.

The girls come from 7 different schools in 6 different school districts, and from 5 different towns.

What the troop proposes: The wording of delegate member elections be changed to "all currently registered Girl Scout members aged 14 years or older may vote at a Service unit delegate member meeting for the Service unit that they are associated with or Service unit that their troop is associated with."

This change will allow all registered members 14 years or more to vote in the service unit that they are active with. This will allow for a quorum to be more easily reached, and it will allow for the voice of the members to be heard where they are needed.

The Bylaws Committee met and reviewed the proposal and recommends the approval with simplified language.

Rationale

This change would allow an individual who is active with their troop in a service unit where they do not reside, to be a member of the service unit they are active in, (instead of the service unit they reside in). Section 2 D still allows only ONE vote in ONE service unit per individual.

GSNEO Bylaws Committee

Laura Schultz, Chair

Brenda Heidinger

Tania Nemer

GSNEO BYLAWS

BYLAWS OF GIRL SCOUTS OF NORTH EAST OHIO COUNCIL OF GIRL SCOUTS OF THE UNITED STATES OF AMERICA

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of North East Ohio, hereinafter referred to as “the Council”, a not-for-profit organized under the laws of the state of Ohio.

ARTICLE II – PURPOSE

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

ARTICLE III – MEMBERS

Section 1 Eligibility

Individuals age 14 years of age and over who are currently registered Girl Scouts through and in good standing with the Council are eligible to be voting members of the Council.

ARTICLE IV – GENERAL ASSEMBLY

Section 1 Composition of General Assembly

- A. Voting members of the General Assembly shall consist of:
 - i. members of the Board of Directors, including Girl Directors at Large;
 - ii. members of the Board Development Committee, if not otherwise voting members of the General Assembly;
 - iii. Membership Delegates elected by Service Units as defined by Section 2 of this article;
 - iv. National Delegates, except GSNEO Staff serving as National Delegates shall not be entitled to a vote in the General Assembly.
- B. The number of members of the General Assembly shall be no less than 100.
- C. At least two-thirds of the voting members of the General Assembly shall be those Membership Delegates elected by Service Units.

Section 2 Membership Delegate Elections

- A. The Council shall establish geographic subdivisions within the jurisdiction. Each geographic subdivision shall be termed a Service Unit.
- B. Individuals age 14 years of age and over who are currently registered Girl Scouts through and in good standing with the Council shall be a registered member of a Service Unit. ~~A person may be a member of only the Service Unit in which he/she/they reside.~~
- C. The members ~~residing within a specific~~ *of a* Service Unit shall elect representation in the form of a Membership Delegate, to the General Assembly of the Council. If the Membership Delegate elected by the Service Unit is a girl delegate then the Service Unit shall be entitled to elect a 2nd Membership Delegate.

GSNEO BYLAWS

- D. Each Service Unit Member, age 14 and older, attending a Membership Meeting in a Service Unit shall be entitled to one (1) vote. A Service Unit Member shall vote in only one (1) Service Unit. Elections shall be by show of voting cards or other means in uncontested elections. In the event of a contested election, those positions shall be elected by ballot vote. A majority shall elect. No proxy votes shall be permitted.
- E. Service Unit Membership Meetings shall be held at least one (1) time each year. The election of Membership Delegates will be held during the meeting. Each Service Unit shall conduct election of a Membership Delegate in the first quarter of the membership year (October – December) or at such other time as chosen by GSNEO.
- F. The quorum shall be those voting members of the Service Unit present at the meeting.
- G. Candidates shall be nominated from the floor at the time of the election provided that the potential candidate:
 - i. has completed the appropriate nomination form
 - ii. is an individual age 14 years of age and over who is currently a registered Girl Scout through and in good standing with the Council ;
 - iii. an elected Membership Delegate may represent any Service Unit which elects her/him/them regardless of where the delegate resides. A Membership Delegate can only represent one Service Unit per term, and
 - iv. agrees to serve if elected.
- H. Procedure. Each Service Unit shall elect a Membership Delegate in accordance with Section 2D of this article.
- I. Each Service Unit shall notify governance@gsneo.org of the results of the election and provide the written application of the elected Membership Delegate(s).
- J. Term:
 - i. Membership Delegates shall serve for a term of 2 years or until their successors are selected and assume office.
 - ii. Terms of office shall begin at the close of the meeting at which Membership Delegates are elected.
- K. Duties: Each Membership Delegate shall fulfill the duties outlined in the position description.

Section 3 Resignation

- A. Resignation from the position of Membership Delegate shall be submitted in writing to the Chairperson of the Board of Directors, Service Unit Director of the Service Unit they represent and/or her/his/their designee at least ten (10) calendar days prior to the effective date.
- B. Vacancies in the position of Membership Delegate shall be filled by an election by the Service Unit for the remainder of the unexpired term. Only delegates of record forty-five (45) days prior to a meeting of the General Assembly shall be entitled to vote.

GSNEO BYLAWS

ARTICLE V – MEETINGS

Section 1 Annual Meeting.

- A. Scheduling. The Council shall conduct an Annual Meeting of the General Assembly in March or April of each 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, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these Bylaws shall be given personally by standard postal mail, or electronically to each member of the General Assembly not less than 30 days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Business. At the Annual Meeting, the General Assembly shall:
 - i. elect officers, directors at large, girl directors, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America.
 - ii. consider any proposed amendments to the Council Bylaws;
 - iii. provide input on key issues affecting the Council and the Movement; and
 - iv. consider any other business appropriate to come before the General Assembly in accordance with the process established by the Board of Directors.
- D. Quorum. The quorum for the Annual Meeting shall be 35 members of the General Assembly present provided that at least twenty-three (23) of the voting members present are Membership Delegates. Such members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- E. Voting.
 - i. Each member of the General Assembly shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy votes shall not be permitted.
 - v. In the event of an uncontested election, the election may be conducted by a show of voting cards or other means, including acclamation.
 - vi. In the event of a contested election, the election shall be conducted by ballot, and may be conducted by electronic means.

Section 2 Special Meetings

- A. Scheduling. A special meeting of the General Assembly may be called by the Chair of the Board and shall be called by the Chair of the Board within thirty (30) business days upon receiving the written request of a majority of the members of the Board of Directors or a minimum of twenty-three (23) of the members of the General Assembly. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, by standard postal mail, or electronically to each member of the

GSNEO BYLAWS

- General Assembly at least ten (10) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. The quorum for a special meeting shall be thirty-five (35) members of the General Assembly present, provided that at least twenty-three (23) of the voting members present are Membership Delegates.
 - D. Voting. Voting shall be in accordance with Article V, Section 1E of these Bylaws.

ARTICLE VI – OFFICERS

Section 1 Elected Officers

The elected officers of the Council shall be the Chair of the Board; Vice Chair; Secretary; and Treasurer. They shall be an annual or lifetime member of Girl Scouts of the United States of America, eighteen (18) years of age or older, registered through the Council, and have met the qualifications as established by the Board Development Committee for the position. In addition, they must have served as a Director at Large on the Board of Directors for at least one (1) year prior to election.

Section 2 Term of Office

- A. The officers shall be elected in accordance with Article V, Section 1E of these bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected and continue until a successor is elected and assumes office.
- C. No individual shall serve more than two (2) consecutive terms in any one or combination of offices, except that an individual that serves as Chair of the Board shall be eligible to serve three (3) consecutive terms as an officer of the Council, but not more than two (2) consecutive terms as Chair.
- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the 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 Vice Chair of the Board for the remainder of the unexpired term.
- B. A vacancy among the officers, other than the Chair of the Board, shall be filled by the Board of Directors until the next election, at which time the General Assembly will vote to fill the remainder of the unexpired term.

Section 4 Ex Officio Officers

- A. The Chief Executive Officer (CEO) shall be appointed by the Board of Directors of the Council to serve at its pleasure and shall serve as an ex officio officer of the Council without vote.

Section 5 Duties of Officers

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the voting members of the Council, the Board of Directors, the Executive Committee, or Chair of the Board.

GSNEO BYLAWS

- A. The Chair of the Board shall:
 - i. be the principal officer of the Council;
 - ii. preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
 - iii. lead the Board of Directors in setting strategic direction and providing oversight of the management and affairs of the Council;
 - iv. report to the voting members of the Council as to the conduct of the affairs of the Council;
 - v. serve as an ex officio member of all committees except the Board Development Committee; and
 - vi. other duties as defined elsewhere in these Bylaws.
- B. The Vice Chair of the Board shall:
 - i. assist the Chair of the Board as assigned;
 - ii. 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, or when delegated the responsibility of presiding; and
 - iii. in the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.
- C. The Secretary shall:
 - i. see that proper notice is given for all meetings of the Council, the Board of Directors, and the executive committee;
 - ii. see that minutes of all meetings of the Council, the Board of Directors, and the Executive Committee are kept; and
- D. The Treasurer shall:
 - i. provide effective stewardship, control and oversight of the Council's finances;
 - ii. execute directives of the Board of Directors

ARTICLE VII – BOARD OF DIRECTORS

Section 1 Composition.

The Board of Directors shall consist of the Chair, Vice-Chair, Treasurer, Secretary, fifteen (15) Directors at Large, and two (2) Girl Directors at large. Beginning with the 2023 Annual Meeting of the Council, an additional four (4) Directors at Large shall be elected, for a total of nineteen (19) Directors at Large, and two (2) Girl Directors at Large. For the four (4) new Director at Large positions elected at the 2023 Annual Meeting of the Council, 2 shall have a 2-year term and 2 shall have a 1-year term. After their initial term, all four of those positions shall have 2-year terms thereafter. The Chief Executive Officer shall be an ex officio member of the board without vote.

Section 2 Term of Office.

- A. The Directors at Large shall be elected by ballot in accordance with Article V, Section 1E of these Bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected and continue until a successor is elected and assumes office.

GSNEO BYLAWS

- C. The term of office of approximately one half (1/2) of the Directors at Large shall expire at each Annual Meeting of the Council.
- D. No individual shall serve more than 3 consecutive terms (or six years) as a Director at Large.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.
- F. No member shall serve more than a total of ten (10) consecutive years on the Board of Directors, unless elected as Chair, in which case they may serve twelve (12) consecutive years. A person may run again providing that a span of one (1) year has expired since the end of the last term.

Section 3 Girl Directors at Large

The Board shall have two (2) Girl Directors at Large, fourteen (14) years of age or older, who shall serve without vote.

Section 4 Girl Directors at Large Terms of Office

The Girl Directors at Large shall be elected for a term of one (1) year.

Section 5 Vacancies

A vacancy occurring in any position of Director at Large or Girl Director at Large shall be filled by the Board of Directors until the next election.

Section 6 Power, Authority, and Accountability

- A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the Council, except as otherwise provided in the Articles of Incorporation, these Bylaws, or by statute.
- B. Accountability. The Board of Directors is accountable to:
 - i. the state of incorporation for adherence to state corporation law;
 - ii. the federal government in matters relating to legislation affecting nonprofit/not-for-profit/non-stock corporations (including, but not limited to, the requirements of the Internal Revenue Service as to 501 (c)(3) public charities);
 - iii. the Council membership for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement;
 - iv. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements.

Section 7 Regular Meetings.

- A. Scheduling. The Board of Directors shall hold at least 4 regular meetings each year at such time and place as the board may determine.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally or mailed or electronically transmitted to each member of the Board of Directors at least 10 business days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

GSNEO BYLAWS

- C. Quorum. A majority of the board members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the board shall be entitled to one (1) vote.
 - ii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
 - iii. Proxy and email voting shall not be allowed for votes of the Board of Directors.

Section 8 Special Meetings.

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least a majority of board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed or electronically transmitted to each member of the board at least 3 business days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. A majority of the board members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the board shall be entitled to one (1) vote.
 - ii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote of the Board of Directors present at any meeting at which a quorum is present.
 - iii. Proxy and email voting shall not be allowed.

Section 9 Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 10 Removal

- A. Any board member, including officers, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, may be removed from the board by a majority vote of the board members present and voting at any regular or special meeting of the board at which a quorum is present.
- B. Any board member, including officers, may be removed with or without cause by a two-thirds (2/3) vote of the total number of the Council Board of Directors.

GSNEO BYLAWS

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1 Composition

The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer, Secretary and 3 Directors at Large. The Chief Executive Officer shall serve as an ex officio member without vote. The Directors at Large shall be appointed by the Chair of the Board from the members of the Board of Directors, subject to the approval by the Board of Directors.

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 have the authority to:
 - i. adopt the budget;
 - ii. make exceptions to the budget;
 - iii. amend or revise the articles of incorporation or Bylaws;
 - iv. 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.
- B. 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

- A. Scheduling. The Executive Committee shall meet only as needed at the call of the Chair or upon written request of at least 3 members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided at least one working day in advance of the meeting.

Section 4 Quorum

A majority of the Executive Committee members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.

Section 5 Voting

- A. Each member of the Executive Committee shall be entitled to one (1) vote.
- B. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote of the executive committee members present at any meeting at which a quorum is present;
- C. Proxy and email voting shall not be allowed.

ARTICLE IX – COMMITTEES

Section 1 Establishment

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

GSNEO BYLAWS

Section 2 Appointment

- A. The Chair of any standing committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors.
- B. Members of any standing committee, task group, or ad hoc committee shall be appointed by the Chair of the Board in consultation with the Chair of the respective committee or task group.
- C. At least 2 members of any committee or task group shall be members of the Board of Directors, one of whom shall serve as Chair of the committee.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the Board of Directors at the time of appointment.
- E. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2A or 2B of this Article.

Section 3 Quorum

A majority of committee or task group members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum.

ARTICLE X – BOARD DEVELOPMENT COMMITTEE

Section 1 Membership and Relationship to Board

The Board Development Committee shall be composed of 8 committee members, at least 2 of whom shall be members of the Board of Directors and at least 4 of whom shall not be members of the Board of Directors, and the CEO of the Council who shall serve as an ex officio nonvoting member and shall not be counted toward any quorum requirements. Between meetings of the Council, the Board Development Committee shall work in partnership with and report to the Board of Directors.

Section 2 Election, Term, and Vacancies

- A. The committee members shall be elected in accordance with Article V, Section 1E of these Bylaws for a term of 2 years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected.
- C. No individual shall serve more than 2 consecutive terms on the committee, regardless of position.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position, including the Board Development committee Chair, the vacancy shall be filled by a vote of the Board of Directors until the next election, at which time the General Assembly will vote to fill the unexpired term.

GSNEO BYLAWS

Section 3 Election and Term of Committee Chair

- A. The Chair of the Board Development Committee shall be appointed by the Chair of the Board of Directors from among those elected members of the Board Development Committee who also serve on the Board of Directors, but such appointment shall be subject to the approval/ratification of the Board of Directors.
- B. The term of office for Chair shall be 2 years.
- C. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.

Section 4 Quorum

A majority of members of the committee shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.

Section 5 Responsibilities

The responsibilities of the Board Development Committee shall be:

- A. to solicit and recruit candidates for elected positions in the Council;
- B. to provide to the membership a single slate for all positions for election, including officers, directors, Girl Directors, and Board Development Committee members;
- C. to provide to the membership, in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of delegates and alternates, by name, or by staff position or board position, to the National Council Session of Girl Scouts of the United States of America;
- D. to develop in conjunction with the Board of Directors:
 - i. board orientation and education materials;
 - ii. board development materials;
 - iii. methods for identifying needed skills and talents for the Board of Directors and committees;
 - iv. methods for board succession planning; and
 - v. board self-assessment process.
- E. to plan board orientation and board development training sessions as needed and/or as directed by the Board of Directors.

Section 6 Nominations from the General Assembly

When balloting for elected positions shall be done in person at the Annual Meeting, nominations for any of the elected positions may be made by voting members of the General Assembly provided:

- i. the individual to be nominated has consented in writing to serve if elected;
- ii. the nomination has been submitted in a form approved by the Board of Directors to the Chair of the Board Development Committee, or his/her/their designee, at least five (5) days before the convening of the Annual Meeting;
- iii. the individual to be nominated has submitted the written endorsement of at least three (3) voting members of the General Assembly;

GSNEO BYLAWS

- iv. the prospective nominee meets the qualifications for the office for which she/he/they are being nominated as specified in the written application materials provided by the Board Development Committee.

ARTICLE XI – NATIONAL COUNCIL DELEGATES

Section 1 Eligibility

Delegates and alternates 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 alternates 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 General Assembly in accordance with Article V, Section 1E of these Bylaws in accordance with the time frame established by the Girl Scouts of the United State of America 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 shall fill delegate vacancies to the National Council of the Girl Scouts of the United States of America from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the Council until the next election, at which time the General Assembly will vote to fill the unexpired term.

ARTICLE XII – FINANCE

Section 1 Fiscal Year

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

Section 2 Contributions

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within 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 authorized by 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.

GSNEO BYLAWS

Section 6 Budget

The Board of Directors shall approve the annual operational 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 Property

Title to all property shall be held in the name of the Council.

Section 8 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 9 Financial Reports

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

Section 10 Investments

The funds of the Council shall be invested in accordance with the policy established by the Board of Directors or by a committee appointed by the Board of Directors for such purpose.

ARTICLE XIII – CONFLICT OF INTEREST

The board shall maintain a policy regarding conflicts of interest, which shall require all directors and officers to complete and sign an annual disclosure statement indicating any conflict or potential conflict with her/his/their service on the board.

ARTICLE XIV – INDEMNIFICATION

The Council shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

ARTICLE XV – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most current revision, shall be the parliamentary authority of the Council, subject to the laws of the State of Ohio, the articles of incorporation and these Bylaws and any special rules of order adopted by the Council or Board of Directors.

ARTICLE XVI – AMENDMENTS

These Bylaws may be amended or revised by a two-thirds vote of those present in person and voting at a meeting of the General Assembly; provided that the terms of the proposed amendments shall have been included with the notice of the meeting at which the proposed amendments are to be considered.

GSNEO BYLAWS

All proposed amendment(s) to the Bylaws to be submitted by a member for consideration by the General Assembly must be submitted in writing to the Chair of the Board not less than sixty (60) calendar days prior to the Annual Meeting of the General Assembly.

In order to propose an amendment at any time other than the Annual Meeting the proposed amendment(s) to the Bylaws to be submitted for consideration by the General Assembly must be submitted in writing to the Chair of the Board at the same time the Chair receives a written request of the majority of the Board members or a minimum of twenty-three (23) of the members of the General Assembly to convene a special meeting.