



Delegate Manual

Orientation & Reference Materials

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Welcome from GSMISTS Board Chair

I would like to say thank you for volunteering with Girl Scouts of Michigan Shore to Shore as a delegate or alternate delegate.

In this manual, you will be introduced to the information and tools necessary to serve in your role as a delegate or alternate delegate with Girl Scouts of Michigan Shore to Shore.

In addition, I would like to recommend you visit <https://www.gsmists.org/en/our-council/governance.html> to download:

- GSUSA *Blue Book of Basic Documents*
- A copy of GSMISTS' Bylaws
- Other documents critical to your role as a delegate

Also by visiting the website, you will be able to stay up-to-date on all information regarding GSMISTS delegates and governance.

Sincerely,

A handwritten signature in blue ink, appearing to read "Deborah Hughes". The signature is fluid and cursive, with a long horizontal stroke at the end.

Deborah Hughes

GSMISTS Board Chair

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The Girl Scout Promise

On my honor, I will try:

To serve God* and my country
To help people at all times,
And to live by the Girl Scout Law

The Girl Scout Law

I will do my best to be
honest and fair,
friendly and helpful,
considerate and caring,
courageous and strong, and
responsible for what I say and do.

And to
respect myself and others,
respect authority,
use resources wisely,
make the world a better place, and
be a sister to every Girl Scout.

The Girl Scout Mission Statement

Girl Scouting builds girls of courage, confidence, and character, who make the world a better place.

GSMISTS Vision Statement

Girl Scouts of Michigan Shore to Shore (GSMISTS) provides a girl-centered, fun-filled, quality leadership experience in partnership with mentoring adults that meets the needs of girls in a fast-changing world and ensures a lifelong connection with Girl Scouting, Partnered with community and infused with the principles of inclusion and diversity, GSMISTS is vital and strong, and is the premier organization for girls.

**The word "God" can be interpreted in a number of ways, depending on one's spiritual beliefs. When reciting the Girl Scout Promise, Girls Scout members may replace the word "God" with a word that more closely expresses their spiritual beliefs.*



Girl Scouts of Michigan Shore to Shore Delegate and Alternate Position Description

VOLUNTEER POSITION: Council Delegate/Alternate

PURPOSE: Represents membership, by service units

ACCOUNTABILITY: The Service Unit, but is accountable to the membership of the Council

SERVICE COMMITMENT: 1-year term

RESPONSIBILITIES AND PRINCIPAL DUTIES:

- Participate in delegate training and delegate/membership meetings
- Attend and participate in Regional meetings
- Attend and participate in Council meetings (Annual Meeting)
- Report and communicate the business of the Corporation as conducted at Council meetings to local members
- Assist in the collection of information and/or feedback from members for the benefit of the Board of Directors and any Board designated committee, task group or group

QUALIFICATIONS:

- Be a GSUSA member registered through the Girl Scouts of Michigan Shore to Shore prior to election and throughout the term of service or be a GSUSA lifetime member active in the Council
- Be in good standing with Girl Scouts of Michigan Shore to Shore prior to election and throughout the term of service
- Commit to the Girl Scout mission

SKILLS:

- Knowledge of the Girl Scout movement
- Good communication skills
- Sound judgement and objectivity when analyzing issues
- Willingness to devote sufficient time to fulfill the responsibilities of the position
- Support of Council goals and adhere to the Council Affirmative Action Policy of no discrimination by race, sex, creed, national origin, socio-economic status, handicap, or age

Understanding of Inclusiveness

Girl Scouting provides opportunities and resources to prepare girls to seek and meet the challenges of an ever changing society. As we participate in the Girl Scout program we **welcome, embrace, appreciate** and **live our values** with others.

As a member of Girl Scouts of Michigan Shore to Shore I am committed to the following principles and will practice them at all times. I will also welcome feedback from my peers as I learn about the variety of backgrounds in my community.

I will:

WELCOME

1. Seek out girls and adults from a variety of backgrounds* and welcome them into my troop/group/activity/pathway.
2. Honor both similarities and differences by including girls and adults in Girl Scouting who bring with them a variety of backgrounds.
3. Strive to get to know, beyond a surface level, girls and adults from a variety of backgrounds, interests, talents and skills.

EMBRACE

4. Encourage and participate in dialogue with fellow Girl Scouts that embraces the variety of ideas and opinions, making Girl Scouting a great place to prepare to meet the challenges of an ever-changing society.
5. Seek out and include opinions and information from as many sources and perspectives as possible when planning and making decisions that affect my troop/group/activity/pathway.
6. Make sure that Girl Scouting is welcoming for girls by including a variety of options in planning and implementing programs and activities.

APPRECIATE

7. Take advantage of opportunities to step outside of my own culture to experience, learn about and appreciate the world around me.
8. As a result of stepping outside of my own culture, identify and practice behaviors that are respectful of all people.

LIVE OUR VALUES

9. Think about how I use my personal resources (time, money, talents) and seek to share my resources in situations and places where the values of including and respecting others are welcomed.
10. Make sure that our communications (newsletters, announcements and other written materials) reflect the diversity of our troop/group/activity/pathway and are respectful of all people.

*Each background is a unique combination of race, ethnicity, sexual orientation, gender, socio-economic status, age, geographic origin, size, physical and mental ability, family, religion, opinions, talents, skills, experience, education, profession, interests, personality, and hobbies.



Girl Scouts of Michigan Shore to Shore Board Chair Position Description

The Chair of the Board of Directors leads in exercising its legal, governance, strategic, fiduciary, and character requirements and responsibilities. As the chief elected corporate officer, the board chair provides leadership to the Girl Scout Movement in the council's jurisdiction. The board chair is responsible for adhering to all stipulated duties outlined in council bylaws.

Setting Strategic Direction

- Lead the board and the corporate body in the development of strategic direction and vision for the council
- Sustain an organization-wide view in determining present and future needs of the organization and the means for meeting those needs
- Represent the corporation within the council's jurisdiction at meetings and other events by interpreting the Girl Scout purpose and principles
- As a representative of the corporation, provide a positive image of the council, and serve as an ambassador and advocate for the council in the community
- Apply Girl Scout principles in her/his leadership of the board of directors as it upholds and advances the Girl Scout mission

Ensuring Necessary Resources

- Lead the board in ensuring the council has the right leadership and necessary resources for implementation of the council's strategic priorities
- Provide overall leadership and guidance in the development of the financial resources of the organization
- Lead the board in the development of policies related to the generation of financial resources
- Provide leadership by making an appropriate personal, family, and/or foundation gift in support of Girl Scouts
- Provide leadership to the cultivation and solicitation of board members
- Cultivate relationships with individual donors, funders and community stakeholders

Providing Oversight

- Lead the board in establishing policies to protect assets and ensure all legal and ethical accountabilities are met
- Ensure the council's compliance with applicable laws, ethical standards and promote transparency
- Lead the board in monitoring progress toward strategic priorities and evaluating outcomes
- Regularly review the performance goals of the Chief Executive Officer against council strategic priorities
- Oversee the hiring, compensation and evaluation of the CEO

Board Performance

- Lead the board in evaluating the board's structure to ensure its alignment supports the council's strategy and governing role of the board
- Develop an effective and cohesive board of directors with a jurisdiction point of view
- Oversee the overall functioning of the board and its committees
- Ensure efficient and effective meetings of the board of directors, including the annual meeting, the executive committee, and board committees
- Ensure the board understands its role and responsibilities
- Promote meaningful dialogue at board meetings, provide opportunities for all board members to contribute, actively engage members in the work of the board while holding board members accountable for carrying out their duties
- Work closely with the chair of the board development committee to ensure effective orientation, ongoing development of board members and an assessment of board performance
- Preside at meetings of the board of directors and other meetings as outlined in council bylaws
- Develop and prepare the agenda for meetings in consultation with the CEO and other persons, as appropriate

Board Chair/CEO Relationship

- Maintain a close working relationship with the CEO to:
 - Plan and organize the work of the board
 - Ensure that the board exercises its legal and fiduciary responsibilities
 - Ensure a system to assess the performance of the organization
 - Evaluate and recommend a system for carrying out the democratic process

Decision Influencing

- Report to the corporate membership on the conduct and management of the affairs of the corporation
- Work with board and CEO to ensure an effective decision-influencing system that allows for all voices and access to board members and includes ongoing communication with the membership

General Competencies

- Have knowledge of the nonprofit sector and best practices in leading a board of directors
- Have and maintain up-to-date knowledge of the Girl Scout organization and its current focus, as well as community and national trends (cultural, social, and economic), and their effect on youth and on the Girl Scout Movement
- Provide active leadership to promote diversity and to ensure that pluralism exists within the jurisdiction
- Ability to engage members, develop shared learning, encourage open communication, manage conflict, and focus board work on governance
- Excellent written and verbal communication skills

Elected By: Membership

Length of Term: 2 years



Girl Scouts of Michigan Shore to Shore Board Member Position Description

Although board members are elected as individuals by the corporate membership, the Board of Directors functions as one body in exercising its governance responsibilities, deliberating and making policy level decisions.

Governance Responsibilities

Set Strategic Direction

- Work with the board chair and CEO in the development of strategic direction and vision for the council
- Sustain an organization-wide view in determining present and future needs of the organization and the means for meeting those needs
- Ensure and maintain an understanding of demographic, cultural, social and economic trends and their implications for Girl Scouting
- Apply Girl Scout values and principles in work as a member of board as it upholds and advances the Girl Scout mission
- Delegate authority for strategy implementation and management to the CEO

Ensure Necessary Resources

- Provide overall leadership and guidance in the development of the financial resources of the organization
- Develop policies related to the generation of financial resources
- Ensure that fiscal and human resources exist to carry out the work of the council
- Ensure that the council is positioned in the community to achieve the maximum benefit for all girls

Provide Oversight

- Establish policies to protect assets and ensure all legal and ethical accountabilities are met
- Monitor progress toward strategic priorities, organizational performance and evaluate outcomes
- Adopt and keep current policies and guidelines that govern the acquisition and allocation of resources to support the organizational priorities including but not limited to adopting budget, monitoring investments and approving banking arrangements
- Establish fund development policies compatible with principles of Girl Scouting
- Approve and support the plans for funding council's strategic priorities
- Ensure all governance documents are updated and maintained appropriately
- Select, appoint and evaluate the performance of the CEO against strategic priorities
- Ensure that an appropriate compensation philosophy and process exists
- Ensure compliance with the Girl Scouts of USA charter requirements

Board Performance

- Actively engage in the work of the board
- Work in collaboration with the Board Chair and Board Development Chair to regularly assess and evaluate board's own performance

Decision Influencing

- Ensure an affective decision-influencing system that allows for all voices and access to board members and includes ongoing communication with the membership
- Build trust and involve a wider group of constituents in decision-influencing as appropriate

Individual Support Responsibilities

- Register as a member of Girl Scout Movement
- Attend board and committee meetings; carry out assignments and prepare for active participation
- Maintain the confidentiality of board work until such time as it is released for general information
- Support and interpret board actions as necessary
- Participate in annual meetings as members of the corporate body
- Support the work of the Board Development Committee by identifying talent for the Board
- Commit to making an appropriate personal, family and/or foundation gift in support of Girl Scouts. Make Girl Scouts a top funding priority
- Embrace a culture of philanthropy and promote philanthropic values, by the identification, cultivation, solicitation and stewardship of donors
- Understand, accept and interpret the philosophy and purpose of Girl Scouting
- Develop and maintain a culture of transparency
- Promote accessibility to Girl Scouting for all girls in the council's jurisdiction, promote diversity and ensure pluralism
- Represent the corporation within the council's jurisdiction at meetings and other events by interpreting the Girl Scout mission, philosophy, values and brand
- Provide a positive image of the council as a representative of the corporation
- Understand board governance, fiduciary and legal responsibilities

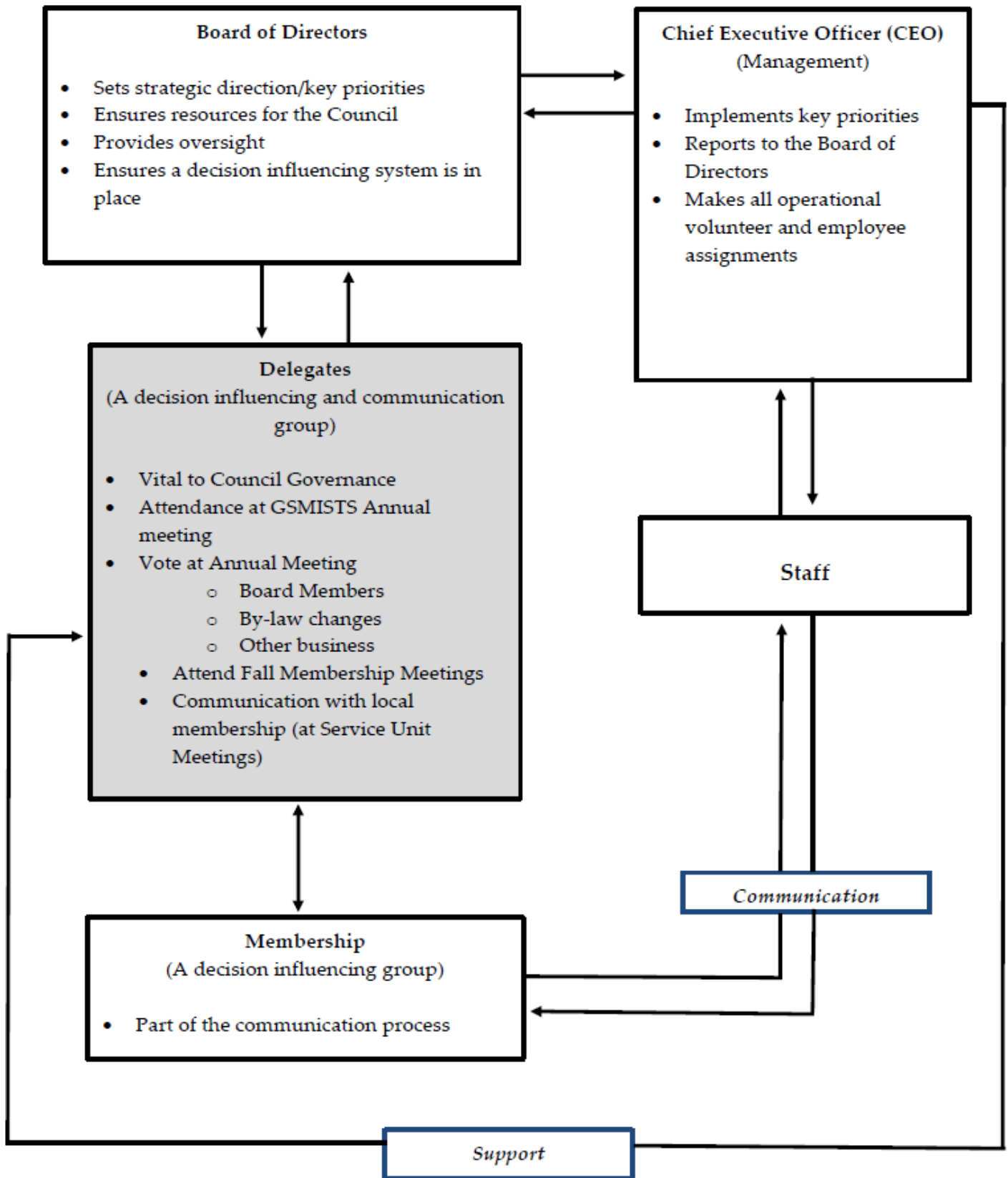
Ideal Characteristics

- The model candidate will have a proven reputation based upon business acumen in their field
- Prior board experience is desirable, but not required
- Passion and affinity for Girl Scouts mission and purpose
- Highest standards of personal and professional integrity and ethics, commitment to a culture of transparency and open communication at the board level and throughout the organization
- Ability to evaluate strategy, acquisitions, business plans, financial issues and people in a constructive manner with a commitment to building long term stakeholder value
- Dedicated to accountability and continuous improvement with a belief in innovation as a key success factor
- Ability to provide informed and thoughtful council to the board and CEO
- Excellent listening skills. Values team and board performance over individual performance
- Commitment to active engagement and the time to carry out responsibilities of a board member

Elected By: Council Corporate Membership

Length of Term: 2 years

GSMISTS Governance/Management Flow Chart



**EXAMPLES OF ROLES AND RESPONSIBILITIES IN
GOVERNANCE AND MANAGEMENT**

Decisions Related to Governance	Corporation Members	Board of Directors	CEO	Decision Influencing Groups	GSUSA
Formulate strategic/key priorities		Approve	Participate	Provide Input if asked	Resource
Make decisions that govern all council activities	May give input or direction	Final decision	Administrative Support	Provide Input if asked	
Approve annual budget		Final decision	Provide input	Input from Board Committees	
Acquire or dispose of real property		Final decision	Administrative Support	Input	Resource
Accept the annual financial audit		Final decision	Administrative Support		
Decisions Related to Management	Corporation Members	Board of Directors	CEO	Decision Influencing Groups	GSUSA
Manage day to day functions of the council and staff			Final decision		
Establish and implement performance appraisal process for employees			Final decision		Resource
Decisions Required by Law or Council Charter	Corporation Members	Board of Directors	CEO	Decision Influencing Groups	GSUSA
Adopt council Bylaws (and Bylaw amendments)	Final decision	Appoints task group	Administrative Support	Input if asked	Resource
Elect officers, directors, Board Development Committee and National Council Delegates	Final decision		Administrative Support		Resource
Elect the delegate members of the corporation		Determine the formula for the number of delegates	Administrative Support	Elect in Service Units/Regions	



ANNUAL MEETING OF THE COUNCIL

DATE: April 22, 2023

TIME: 10:00 am

LOCATION: Camp Anna Behrens

Notice of the time, place and purpose of the meeting together with the slate of nominees for all offices or positions to be filled is sent to each voting member according to the current Bylaws. (Girl Scouts of Michigan Shore to Shore Bylaws Article XI, Section 1B).

A *Quorum* is twenty-five percent (25%) of the voting members of the council present in person for the transaction of business, provided that a 2majority of the delegates are from the Service Units. (Girl Scouts of Michigan Shore to Shore Council Bylaws Article X! Section 1D).

The flow of legal authority for the Annual Meeting is federal and state law and GSMISTS Bylaws. The parliamentary authority shall be *Robert's Rules of Order Newly Revised*. After Robert's Rules if a registered parliamentarian is retained by the Council, s/he will assist the presiding officer of the meeting to ensure that discussion and debate are conducted in manner which is orderly and fair for all concerned.

The Voting Members of the Council are as follows:

- Delegates elected by each Service Unit
- Members of the Board of Directors
- Members of the Board Development Committee who are not otherwise members of the Board of Directors

Visitors

Any registered member of Girl Scouts of Michigan Shore to Shore is welcome to attend the Annual Meeting. Other visitors may include persons who have received special invitations to attend and other distinguished guests.

Annual Business Meeting

The Bylaws of Girl Scouts of Michigan Shore to Shore (Article XI, Section 1C) specify the following items of business that shall be conducted at the Annual Meeting:

- Elect the officers of the council
- Elect the other members of the Board of Directors
- Elect the members of the Board Development Committee
- Elect the delegates (and alternates) to the National Council meeting of GSUSA every three years.
- Consider and vote on any proposed amendments to the Corporation bylaws
- Provide input on key policy issues affecting the corporation and the Movement
- Consider any other business appropriate to come before the Corporation in accordance with the process established by the Board of Directors

Voting Procedures and Elections

- Each member of the Corporation shall be entitled to one (1) vote
- No member shall vote in more than on capacity
- Unless otherwise designated by statute, the Articles of Incorporation or the Council Bylaws, all matters shall be determined by majority vote
- Proxy or absentee voting shall not be allowed

The Board Development Committee shall present a single slate of nominees. Nominations may be made from the floor following the procedures outlined in the Council bylaws.

CHECK YOUR KNOWLEDGE

Directions: Match the correct term with the definition.

- | | | | |
|----|-----------------------|----|----------------------|
| A. | Delegate | H. | Governance |
| B. | Decision Making Group | I. | Decision Influencing |
| C. | Council Charter | J. | Bylaws |
| D. | Policy | K. | Conflict of Interest |
| E. | Board of Directors | L. | Democratic Process |
| F. | Quorum | M. | Single Slate |
| G. | Annual Meeting | N. | Parliamentary Rules |

- ___ 1. The rules and regulations made by a corporation to manage its affairs and to define the rights and obligations of its members, directors, and officers in the corporation and among themselves.
- ___ 2. The process by which adult members in a council are able to make their feelings known and to influence decisions made by the Board of Directors.
- ___ 3. Volunteers who carry out the duties as specified in the Council Bylaws related to decision influencing.
- ___ 4. An established course of action which must be followed.
- ___ 5. In governance positions, the group of people known as the Board of Directors who are responsible for making policy and financial decisions.
- ___ 6. Experience has shown that using this nominating method results in a balanced slate, making maximum use to the talents of prospective candidates who otherwise would have to compete against one another, resulting in a loss of valuable talent.
- ___ 7. The number of eligible people required before a vote may be taken.
- ___ 8. Any situation where a decision made by an individual board member in an official capacity is likely to bring person benefit.
- ___ 9. This group is elected by the corporate membership body and is accountable to the membership for managing the business and corporate affairs of the council; the National Board of Directors of GSUSA for compliance with charter requirements; the state in which the council is incorporated for adhering to the state corporate laws; and the federal government in matters of legislation affecting nonprofit corporations.
- ___ 10. The various means or avenues through which the membership can influence decisions and activities in matters of governance or management and have access to those responsible for decision-making at the individual, troop/group, service unit, council or national level.
- ___ 11. A credential issued by the National Board of Directors of GSUSA to a group of persons granting it the right to develop, manage, and maintain Girl Scouting in a specific area, and to call itself a Girl Scout Council.
- ___ 12. Event held in the spring at such time and place as may be determined by the Board of Directors. Notice of the time, place and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to the bylaws, shall be mailed to each member of the council not less than 30 days before the date of the meeting.
- ___ 13. Beyond the Articles of Incorporation and Bylaws, a system that is in place to ensure the rights of all members in meeting assembled to deliberate and arrive at a general will.
- ___ 14. The establishment of policy and the decision on or resolution of any major issue affecting the Council.

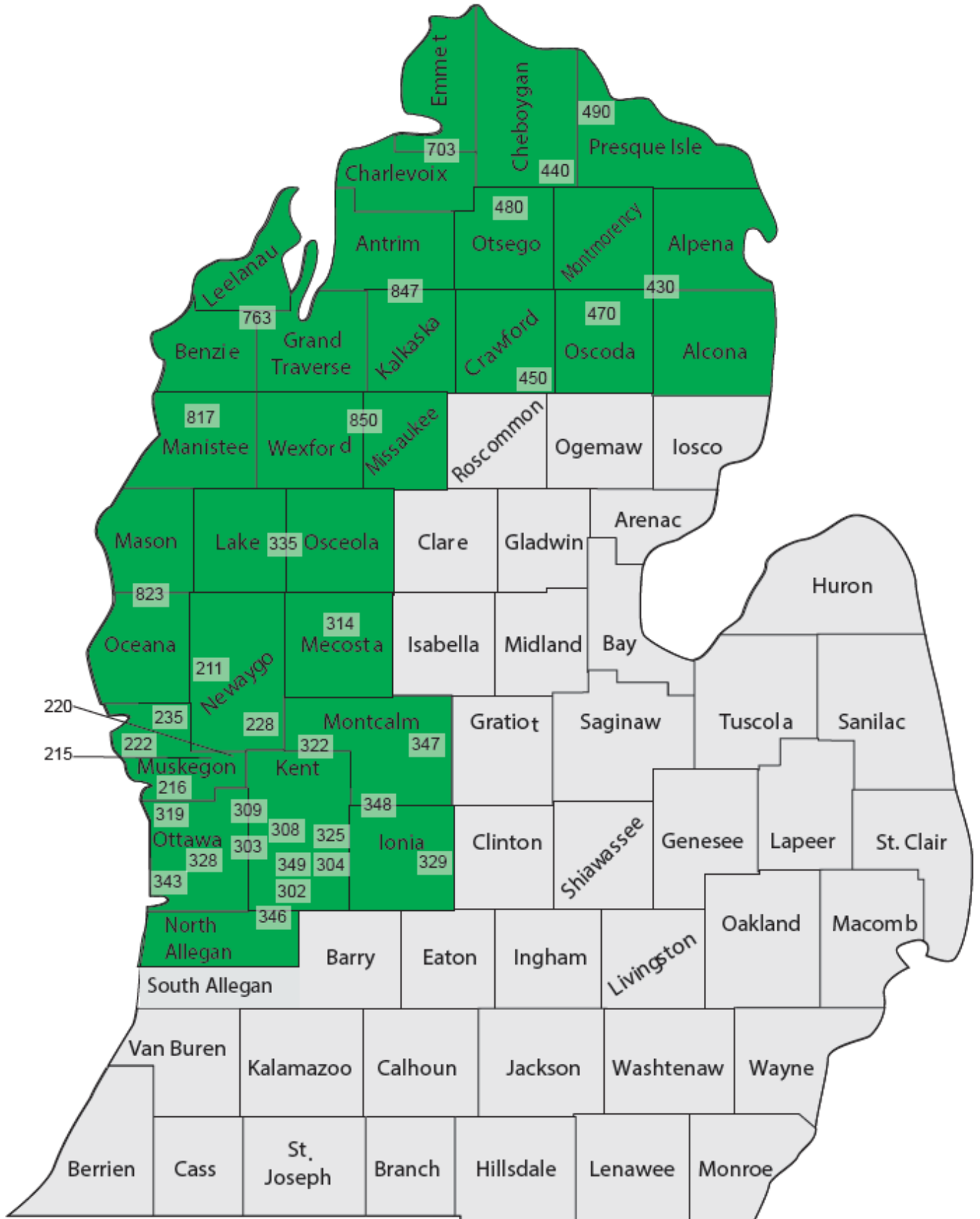
PARLIAMENTARY REFERENCE AT A GLANCE

To do This	You Say This	May You Interrupt Speaker?	Must You be Seconded?	Is This Motion Debatable?	What Vote is Required?
Obtain the floor	“Madame President”	No	No	No	No Vote
Make a main motion	“I move to/that (state what you want to do)”	No	Yes	Yes	Majority
Second a motion (not needed if motion comes from committee)	“I second the motion”	No	No	No	No Vote
Amend a motion	“I move to amend the motion by (inserting, add, striking, or striking and inserting)”	No	Yes	Yes	Majority
*Nominate from the floor	“I nominate (person’s name)”	No	Yes	Yes	Majority
*Withdraw motion/nominee	“I ask permission to withdraw the motion”	No	No	No	Majority
Have something studied further	“I move to refer the question to (state time)” name the committee/person to study it.	No	Yes	Yes	Majority
Limit or extend limits of debate	“I move to limit debate to (state unit of time or number of speakers)”	No	Yes	No	2/3 Vote
*Close debate	“I move the previous question”	No	Yes	No	2/3 Vote
*Postpone consideration of something	“I move to postpone the question to (state time)”	No	Yes	Yes	Majority
*Suspend further consideration of something	“I move to table the motion”	No	Yes	No	Majority
*Postpone indefinitely	“I move that the question e postponed indefinitely”	No	Yes	Yes	Majority
*Take up a matter previously tabled	“I move to take from the table”	No	Yes	No	Majority
*Reconsider something already voted on	“I move to reconsider the vote on (state the motion on which the vote was taken)”	No	Yes	Yes	Majority
*Consider something out of its scheduled order	“I move to suspend the rules and consider...”	No	Yes	No	2/3 Vote
Parliamentary inquiry	“I rise to a parliamentary inquiry”	Yes	No	No	Majority
“Object to a procedure or a personal affront	“Point of Order”	Yes	No	No	No Vote
*Ask for a vote by actual count to verify a voice vote or inclusive show of hands	“I call for a division of the house”	No	No	No	No Vote
*Request information not related to parliamentary procedure about pending business	“Point of Information”	Yes	No	No	No Vote
*Appeal the chair’s ruling	“I appeal the chair’s decision”	Yes	Yes	Yes	Majority
*Recess the meeting	“I move the meeting be recessed until...”	No	Yes	Yes	Majority
*Adjourn the meeting	“I move the meeting be adjourned”	No	Yes	No	Majority

*not amendable

APPENDIX

APPENDIX 1: COUNCIL MAP
GSMISTS COUNCIL AREA



APPENDIX 2: GLOSSARY OF TERMS

Alternate Delegate: An Alternate Delegate is a member who has been elected through her/his Service Unit. This person is prepared to serve as a Delegate if the elected Delegate cannot continue her/his duties during their term. In addition, the Alternate Delegate may vote at the GSMISTS Annual Meeting if the elected Delegate is unable to be present. The Alternate Delegate shall be able to perform all the duties as specified in this document.

Annual Meeting: This is a yearly meeting of the members of the corporation

Board of Directors: The ultimate governing body of the Council which is comprised of the elected voting members -- Board Chair, Officers, members at large and the Chair of the Board Development Committee; and the Chief Executive Officer (CEO), an *ex officio* non-voting officer.

By-Law: A blueprint or the rules of how the corporation functions.

Council: The Council includes all girls and adults registered with GSUSA and living in the boundaries of said Council

Delegate: A Delegate is a member 14 years of age or older, who has been elected through her/his Service Unit. The Delegate is entitled to a vote at the GSMISTS Annual Meeting and shall be able to perform all the duties as specified in this document.

GSMISTS: Girl Scouts of Michigan Shore to Shore, referred to as the Council.

GSUSA: Girl Scouts of the United States of America

Member: A member is a registered member of Girl Scouts of the USA through GSMISTS.

Members of the Corporation: A group made up of elected Delegates, elected Girl Delegates, the Regional Chairs, the Delegate Chair, the Board of Directors, and the members of the Board Development Committee.

National Council Delegates: Delegates elected from this Council for a term of three years to attend the meetings of the National Council Session of GSUSA. This Session meets every three years.

Membership Meeting: This is a meeting of the members held in various locations throughout the council. It is held at least once a year, preferably in the fall prior to the annual meeting.

Service Unit: These are operational geographic subdivisions in the regional areas.

APPENDIX 3: CHECK YOUR KNOWLEDGE ANSWER KEY

1. J. Bylaws
2. L. Democratic Process
3. A. Delegate
4. D. Policy
5. B. Decision Making Group
6. M. Single Slate
7. F. Quorum
8. K. Conflict of Interest
9. E. Board of Directors
10. I. Decision Influencing
11. C. Council Charter
12. G. Annual Meeting
13. N. Parliamentary
14. H. Governance