



Girls Incorporated®
Governance of Our National Organization

Girls Incorporated, like many other national federated organizations (organizations with local affiliates), uses a dual governance structure: the National Council and the National Board.

NATIONAL COUNCIL

National Council Membership

The National Council for Girls Incorporated is a body whose delegates represent the member organizations. Each Girls Incorporated member organization is entitled to three votes at any meeting of the National Council. The three votes are designated, which means those who can vote are stipulated in our national bylaws. The three votes (or delegates) are the organization’s executive director, its board president, and a third delegate who must be designated as a delegate by the local board and who can be either a professional staff person or a board member other than the president. These three delegates must be credentialed in order to vote at a council meeting. “Credentialed” means that their board completes a delegate credential form indicating who will be voting for that organization and turns in the form before the council meeting takes place. Voting delegates must be present at the meeting to cast their votes. Girls Incorporated does not permit proxy voting.

Delegates from member organizations are not the only members of council. All persons who sit on the National Board are also delegates to National Council. All past national chairs are delegates to council for their lifetime. And finally, the President/CEO of Girls Incorporated is a delegate to National Council. If every possible delegate were to attend the National Council meeting, there would be nearly 300 voting delegates present!

National Council Officers

National Council officers also serve as officers for the National Board.

- Distinguished Chair
- Chair
- Vice Chair
- Secretary
- Treasurer

Officers other than the chairperson are eligible to serve two two-year terms. They are elected (or re-elected) at the council meeting.



Board Development Committee

Development of the slate of officers and board members that is submitted to council every two years is the responsibility of the national Board Development Committee. The committee has six to nine members who are elected by council. The committee members must be either National Board members or National Council members; at least three must be National Board members. The Chair appoints the chair of the committee.

National Council Meetings

Until 1995 the National Council met annually. At the 1995 meeting a bylaws revision was passed, and now council meets every two years. The bylaws state that the council meeting shall be held in the spring. A quorum of 75 delegates must be present to conduct council business. The bylaws provide a mechanism for calling a special meeting of council if one is necessary. The Chair of Girls Incorporated, who is also the Chair of the National Board, presides at the meetings.

Duties of the National Council

The governance duties that belong to the council are:

- a. determine the purpose (mission) of the organization
- b. determine the goals (strategic plan) of the organization
- c. determine the public policies of the organization
- d. elect the National Board, the officers and the Board Development Committee
- e. establish standards and requirements for membership, including dues
- f. amend the bylaws of the organization (requires a 2/3 vote)

The National Council meetings are conducted according to Robert's Rules of Order Newly Revised. The bylaws require that an agenda and the items to be voted upon be circulated to the delegates 45 days in advance of the council meeting. However, Girls Incorporated standing rules of order also allow resolutions or motions to be brought from the floor at a council meeting.

NATIONAL BOARD

National Board Membership

The Girls Incorporated bylaws require that the National Board have at least twenty members but no more than forty members. The members of the National Board include the five officers of the council, eight regional representatives (see next paragraph) and up to twenty-seven at-large board members. The President/CEO serves as a voting member of the board.



Eight board members are elected as representatives of the four Girls Incorporated regions. Each region elects a Professional Representative (executive director) and a Volunteer Representative (board member or other volunteer associated with a member organization). They are recruited by regional Nominating Committees and are proposed for election by their regions at the council meeting.

The at-large board members and the officers are recruited by the Board Development Committee and proposed in a slate to the council. The slate is circulated by mail and is voted on at the council meeting. The bylaws provide for additional nominations that may come from council delegates. Each board member serves for a term of two years and each is eligible for three terms. If vacancies occur on the board between council meetings, the vacancies may be filled by a vote of the National Board.

National Board Officers

The National Board Officers are the same as the National Council Officers (see previous section). Should a vacancy occur in one of the offices between council meetings, the Board Development Committee proposes a replacement to fulfill the remaining time in that term. A board vote fills the vacancy.

National Board Meetings

The bylaws require that the National Board meet four times each year, with the spring meeting designated as the annual meeting. Currently, the National Board holds its annual meeting in April (at the same time as council in the biennial year), one regular meeting in January, June, and September. The Chair presides over the board meetings. Eleven directors present constitute a quorum.

National Board Duties

The governance duties that belong to the National Board are:

- a. Ensure that the purpose, goals and public policies adopted by the council are carried out (the business plan)
- b. Fiscal oversight & financial planning
- c. Promoting public understanding of the organization and its purpose
- d. Appoint the President/CEO
- e. Ratify acceptance of member organizations
- f. Fill any vacancies on the board
- g. Approve appointments by the Chair of all Honorary Directors
- h. Recommend to council any changes in the regional structure
- i. Approve appointments by the Chair of all committee chairs.



National Board Committees

There are only three standing committees of the National Board—the executive committee, the board development committee and the fiscal oversight committee. Special committees may be appointed by the Chair.

Bylaws

The information presented in this paper is readily available in greater detail in the bylaws of the organization. Other information found in the bylaws that may be of interest includes:

- a. Name, principal office and corporate seal for the organization
- b. Purpose or mission statement for the organization
- c. Minimum requirements for member organizations
- d. Duties of the standing committees
- e. Description of the regions
- f. Duties of the President/CEO
- g. Method for amending the bylaws

HOW THE TWO BODIES WORK TOGETHER

The simplest way to think of these two bodies working together is to think of them as the board and the executive committee of an organization. Like a board, The National Council selects the persons who will lead the organization and sets the direction for the organization. The national board carries out the directives of the council and oversees the on-going business of the organization, like an executive committee. The National President/CEO and her national staff conduct the day-to-day operations of the organization.

The only time that the National Council and the National Board come together is at the National Council meeting every two years, when the members of the National Board become members of the National Council. For the length of this meeting, there is one body deliberating for the organization. The National Board and the national staff spend a great deal of time in advance of the council meeting drafting and discussing the items that appear on the council meeting agenda. It is not at all uncommon for a major item, such as our strategic plan, to be discussed and re-drafted as many as six to eight times before it finally appears on the National Council agenda. Council members have several opportunities to participate in this discussion/drafting process—specifically at the Senior Executives Roundtable and the Regional Conferences. By the time an item to be decided reaches the floor at National Council, council delegates should be familiar with the issues.



While many items that reach council are first proposed by national staff or the National Board, agenda items may come from other council delegates. Some of our public policy statements have been generated by our member organizations.

The National Council meeting takes place during the Girls Incorporated National Conference. The events of the conference are scheduled to provide maximum opportunity for discussion of the issues before the council actually votes.

The governance structure of Girls Incorporated has been designed and refined over the years to provide a good balance between efficient operations and a representative voice for affiliates. When each delegate participates actively, the best interest of our organization is held in trust.