



Inspiring all girls
to be strong,
smart, and bold

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GIRLS INC.

GOVERNANCE OF OUR NATIONAL ORGANIZATION

Girls Inc., 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 of Girls Inc. is a body whose delegates represent our Affiliates. Each Girls Inc. member organization is entitled to three voting delegates at any meeting of the National Council. The three delegates are designated, which means those who can vote are stipulated in our National Bylaws. The delegates normally include an affiliate's executive director, its board president, and a third delegate elected by the Board, either a member of the affiliate board or a professional staff member. Voting delegates must be present at the meeting to cast their votes. Girls Inc. does not permit proxy voting.

All those who sit on the National Board are also delegates to the National Council. All past National Board chairs and past Distinguished Chairs of Girls Inc. are delegates to Council for their lifetime. And finally, the President & CEO of Girls Inc. is a delegate to the National Council.

National Council Officers

National Council officers, the Chair, Vice Chair, Secretary, and Treasurer, also serve as officers for the National Board.

Officers, other than the chairperson, are eligible to serve two two-year terms. They are elected (or re-elected) at the Meeting of the National Council.

The National Board Development Committee is responsible for the development of the slate of nominees of officers and board members. A slate of nominees is submitted to the National Council every two years for consideration. The slate of nominees must be elected by majority vote at the Council meeting. The committee members are elected by the Council and must be either National Board members or National Council members; at least three must be Board members who have, at the beginning of their first term, a formal relationship with a member organization.

National Council Meetings

The National Council is required to meet every two years, although in practice meetings have occurred on an annual schedule. A quorum of 75 delegates must be present to conduct Council business.

Duties of the National Council

The governance duties that belong to the Council are as follows:

- To determine the mission, goals and public policies of the organization
- To elect the National Board of Directors and the Officers
- To establish standards and requirements for membership, and establish the boundaries of the regions
- To act on all other matters which may properly come before it

NATIONAL BOARD OF DIRECTORS

National Board Membership

The Girls Inc. Bylaws require the National Board of Directors (the Board) to have at least twenty but no more than forty members. The members of the Board include the Officers of the National Organization, the Regional Representatives, and the President & CEO of Girls Inc. The additional members of the Board are at-large members. Primary consideration in the selection of these at-large members is given to diversity (geographic, gender, ethnicity, race, expertise, and other factors as identified by the Board Development Committee) of the composition of the Board. The at-large board members and the officers are recruited by the Board Development Committee and proposed in a slate to the Council.

Regional Representatives are selected from the four Girls Inc. regions. Each region elects a Professional Representative (an affiliate CEO or executive director) and a Volunteer Representative (board member or other volunteer). They are recruited by regional Nominating Committees and are proposed for election by their regions at the National Council meeting.

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 Meetings

The National Board meetings are currently convened in January, March, June, and September. The September National Board meeting is held in conjunction with the National Council meeting.

NATIONAL BOARD DUTIES

The duties of the National Board are as follows:

- Appoint the President & CEO
- Provide for the financial health of the Organization, including budget approval, fiscal oversight and fund development
- Recommend and implement long-range goals
- Promote public understanding of the organization and its purpose
- Recruit and retain new Directors who will ensure continual and successful leadership of the organization
- Organize the work of the Board, approving and appointments of Committee, Charis and Honorary Directors
- Any other action that it deems necessary to carry out its primary responsibility

National Board Committees

There are five standing committees of the National Board staffed by voting members: the Executive Committee, the Board Development Committee, the Fiscal Oversight Committee, the Audit and Risk Management Committee, and the Philanthropic Development Committee. An Investment Subcommittee comprising non-voting members oversees the engagement of investment managers and assures compliance with the organization's policies. Other special committees and task forces may be appointed by the Chair as necessary to carry out the purposes of the organization.

Bylaws

The information presented in this paper is readily available in greater detail in the Girls Inc. Bylaws. Other information found in the Bylaws that may be of interest includes the following:

- Name, principal office and corporate seal for the organization
- Purpose or mission statement for the organization
- Minimum requirements for member organizations
- Duties of the standing committees
- Description of the regions
- Duties of the President & CEO
- 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 person(s) 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 ongoing business of the organization, like an executive committee. The National President & CEO and her 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, 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 governance structure of Girls Inc. 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.