



To: Board Chairs  
Chief Executive Officers  
CC: Delegate Liaisons

From: GSUSA Office of the National Board  
Date: April 3, 2025  
Subject: March 2025 Blue Book Revisions

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Dear CEOs & Board Chairs,

We are pleased to share the newly revised Blue Book of Basic Documents, March 2025 edition.

The Blue Book of Basic Documents (attached) was revised to reflect administrative amendments to the Blue Book to clarify current practices and/or to remove unused or expired provisions approved by the National Board at its March 27, 2025, meeting.

Below is a summary of the administrative changes made by Blue Book section.

**BYLAWS:**

**ARTICLE II: OFFICERS**

Two changes were made to the role of officers. The current bylaws refer to a corporate seal, which is no longer required in the USA and is no longer in use. Current practice regarding the approval of contracts and instruments is also being clarified in the Finance and Signing Authority section. As a result, the wording below was removed:

Removed wording

The Secretary shall:

- iii. have responsibility for the seal of the corporation and ensure its safekeeping; and

The Treasurer shall:

- iii. execute, in the name of the corporation, all contracts or other instruments authorized by the National Board;

**ARTICLE V: COMMITTEES**

The current bylaws do not align the number of terms board members can serve on board committees to the number of terms that they can serve on the National Board. This could limit the ability of an officer to serve on a committee for which their skills are valuable, e.g., a board member may be able to serve as Treasurer but not on the Finance Committee or Investment Subcommittee, or to serve in the role of committee chair. The term limit provision shall remain for non-board committee members, who would not otherwise be subject to term limits.

Current wording



APPOINTMENT OF CHAIRS  
TERM

2. Except where otherwise provided in the Constitution and Bylaws, the chairs of standing committees of the National Board shall be recommended by the President from members of the National Board, and approved by a majority of all the National Board members in office when the action is taken, for a term beginning at the time of the approval of the appointment and ending at the close of the next regular session of the National Council. No individual shall serve as the chair of the same committee for more than two consecutive terms.

APPOINTMENT OF MEMBERS  
TERM

3. Members of standing committees established by the National Board shall be National Board members recommended by the President, in consultation with the chair of the respective committee, and approved by a majority of all the National Board members in office when the action is taken, for a term beginning at the time of the approval of the appointment and ending at the close of the next regular session of the National Council. No individual shall serve as a member of the same committee for more than three consecutive terms. Members of advisory committees need not be members of the National Board.

New wording

APPOINTMENT OF CHAIRS  
TERM

2. Except where otherwise provided in the Constitution and Bylaws, the chairs of standing committees of the National Board shall be recommended by the President from members of the National Board, and approved by a majority of all the National Board members in office when the action is taken, for a term beginning at the time of the approval of the appointment and ending at the close of the next regular session of the National Council.

APPOINTMENT OF MEMBERS  
TERM

3. Members of standing committees established by the National Board shall be National Board members recommended by the President, in consultation with the chair of the respective committee, and approved by a majority of all the National Board members in office when the action is taken, for a term beginning at the time of the approval of the appointment and ending at the close of the next regular session of the National Council. Members of advisory committees need not be members of the National Board and may not serve as a member of the same committee for more than three consecutive terms.

ARTICLE VI: FINANCE AND SIGNATURE AUTHORITY

GSUSA updated the language to clarify and conform to its current practices on signature authority.

Current wording

- d. The National Board shall approve means other than original signatures by which approval is



effected.

New wording

- d. The National Board shall approve means other than original signatures by which approval is effected for transactions.
- f. The National Board shall designate signature authority for the organization with respect to contracts and other instruments that do not fall within the definition of transactions set forth in 4c.

ARTICLE VII: INDEMNIFICATION

We have updated the bylaws to reflect standard language for indemnification and defense of directors and officers for their service and to confirm the provision of directors' and officers' insurance, in accordance with GSUSA practice and best corporate practices.

Current wording

ARTICLE VII: INDEMNIFICATION

- a. This corporation 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.

New wording

ARTICLE VII: INDEMNIFICATION

- a. This corporation shall indemnify and defend 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 or if otherwise named by reason of their being a director or officer (including serving at the request of the corporation as a director, officer, trustee, or agent of another entity or employee benefit plan) to the fullest extent permitted by law. In connection therewith, the corporation shall advance funds incurred by a director or officer in connection therewith, subject to an undertaking in the form of a record by such director or officer to repay any funds advanced in the event it is ultimately determined that indemnification is not permitted by law.
- b. This corporation will maintain a directors' and officers' liability insurance policy providing coverage for directors and officers that is reasonable in relation to such directors' and officers' responsibilities with respect to the corporation.

ARTICLE IX: GEOGRAPHICAL AREAS

For purposes of reaching quorum for National Council Sessions, delegates from councils whose jurisdictions cover two states have been unclear whether they should vote based on the state that they live in, or the state where their council's official mailing address is located. This addition to the bylaws clarifies this issue.



#### New Wording:

For the purposes of establishing National Council quorum, delegate location shall be determined by the state where the delegate primarily lives.

#### **CREDENTIALS: GIRL SCOUT COUNCIL CHARTER**

Following work to streamline the council charter process, the National Board determined that it was not necessary for councils to routinely provide certain documentation to GSUSA staff. The update aims to reduce the administrative burden on councils. Board meeting minutes and packets will no longer be provided after each board meeting but are to be made available on request. Councils will now be required to share the minutes of their Annual Meetings.

#### Current wording

In addition, a Girl Scout Council must:  
provide the following documents to Girl Scouts of the USA:

Audit and management letter	Annually
990 Form	Annually
Current Board Member List	Update when changes occur
Board Minutes/Board Packets	After each board meeting
Name of CEO and Board Chair	When there are changes
Headquarters Address	When there are changes

#### New wording

In addition, a Girl Scout Council must:  
provide the following documents to Girl Scouts of the USA:

Audit and management letter	Annually
990 Form	Annually
Current Board Member List	Update when changes occur
Annual Meeting Minutes	Annually
Board Minutes/Board Packets	As requested
Name of CEO and Board Chair	When there are changes
Headquarters Address	When there are changes

#### **ENDORSEMENTS/TRADEMARK/MARKETING/INTERNET SALES**

Our current wording restricts members from endorsing products and services with their name. Given the new ways in which individuals may provide testimonials, we are expanding the restriction to include images in Girl Scout uniform, as well as with their name. We have also updated the referenced 'Graphic Guidelines' to reflect the current document name to 'Brand Standards'.

#### Current wording

#### **INDIVIDUAL TESTIMONIALS**



Individual members of the Girl Scout Movement shall not allow their names, in their Girl Scout capacities, to be used in advertising testimonials directly or indirectly endorsing any product or service.

#### GIRL SCOUT TRADEMARK

Every item bearing the Girl Scout name and service mark, including items for resale or non-resale<sup>3</sup> by councils, shall conform to the Girl Scout Graphic Guidelines published by GSUSA. Items used for both resale and non-resale shall adhere to the stipulations stated above for resale items.

#### New Wording

##### INDIVIDUAL TESTIMONIALS

Individual members of the Girl Scout Movement shall not allow their names or image, in their Girl Scout capacities, to be used in advertising testimonials directly or indirectly endorsing any product or service.

#### GIRL SCOUT TRADEMARK

Every item bearing the Girl Scout name and service mark, including items for resale or non-resale<sup>3</sup> by councils, shall conform to the Girl Scout Brand Standards published by GSUSA. Items used for both resale and non-resale shall adhere to the stipulations stated above for resale items.

#### Spanish Language Translation

While the English-language version of the Blue Book of Basic Documents is available today, the Spanish-language version will be shared in the coming weeks on the delegate website and at [girlscouts.org](http://girlscouts.org).

We encourage you to share the updated Blue Book with your boards, staff, and delegates.