

Bylaws of the Girl Scouts Western Pennsylvania Council of Girl Scouts of the United States of America

Article I – Name

The name of the corporation shall be Girl Scouts Western Pennsylvania (hereinafter referred to as “Corporation”) a non-profit corporation organized under the laws of the Commonwealth of Pennsylvania.

ARTICLE II – PURPOSE

The purpose of the Corporation shall be as defined in the Articles of Incorporation; and to make the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America (“GSUSA”) available to girls under its Council jurisdiction.

ARTICLE III – MEMBERS OF THE CORPORATION

Section 3.1. Eligibility. Individuals, age 14 years of age and over, who are members of the Girl Scout Movement (hereafter referred to as “Movement”) and are currently registered through the local jurisdiction chartered by GSUSA (the “Council”) are eligible to be Members of the Corporation. Employed staff, however, are not eligible to be elected as Delegates.

Section 3.2. Composition

- A. Members of the Corporation shall consist of:
 - (i) elected members of the Board of Directors, if not otherwise Members of the Corporation;
 - (ii) members of the Board Development Committee, if otherwise not Members of the Corporation; and
 - (iii) Delegates elected by each geographic service delivery subdivision within the Council (“Service Unit”).
- B. The number of Members of the Corporation shall be no less than 200 (total number of Service Units, plus Board and Board development).
- C. At least two-thirds of the Members of the Corporation shall be those elected by Service Unit.

Section 3.3. Election

- A. Procedures. Each Service Unit shall elect Delegates and Alternates in accordance with the policies and procedures established by the Board of Directors.
- B. Number.
 - (i) The number of Delegates and Alternates to which each Service Unit is entitled shall be based on the number of girls in the Service Unit as of September 30 of each calendar year, according to a formula established by the Board of Directors.
 - (ii) Each Service Unit shall be entitled to at least one (1) Delegate.
 - (iii) Term and Vacancies.
 - (a) Delegates shall serve a term of one (1) year or until their successors are elected. Delegates may serve an unlimited number of consecutive terms.
 - (b) Terms of office shall begin at the time Delegates are elected.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1. Composition. The Board of Directors shall consist of the elected and Ex Officio officers of the corporation, sixteen (16) directors-at-large and an Advisory Committee composed of three (3) registered members of the Movement, one from each of the regions unless applications from the three regions are not submitted, in which case representatives from any region will be accepted for consideration, at the level of Senior Girl Scout or girl bridging into Senior Girl Scout at the time of application, each of whom shall serve a two (2) year term. Advisory Committee Board of Director members shall be designated nonvoting members of the Board of Directors and all other members of the Board of Directors shall be designated voting members. The Elected Officers (as described at Section 5.1) need not be members of the Board of Directors at the time of their election but shall automatically become members of the Board of Directors upon the effective date of their election. The chair of the Board Development Committee, if not otherwise elected to the Board of Director's, shall serve as an ex-officio member of the Board of Directors.

Section 4.2. Term of Office

- A. The Directors-At-Large shall be elected in accordance with Article VII of these bylaws for a term of three (3) years or until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the Annual Meeting.
- C. No individual shall serve more than two (2) consecutive terms as a Director-At-Large. An individual may serve a subsequent term only after at least a one year lapse in service.
- D. A Board of Director member who shall have served a half term or more in office shall be considered to have served a full term in office.

Section 4.3. Vacancies. A vacancy occurring in a position of directors-at-large or advisory committee member shall be filled by the Board of Directors for the remainder of the un- expired term in office.

Section 4.4. Power, Authority, and Accountability.

Power and Authority. The Board of Directors shall have full power and authority over the affairs of the Corporation except as otherwise provided by these bylaws or by statute. The Board of Directors shall have the responsibility for developing and maintaining a conflicts of interest policy and a whistleblower policy covering all Members of the Corporation, its Board of Directors, employees and vendors.

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- A. Accountability. The Board of Directors is accountable to:
 - (i) the Council for managing the affairs of the Corporation 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 Corporation and the Movement;
 - (ii) the Board of Directors of GSUSA for compliance with charter requirements;
 - (iii) the Commonwealth of Pennsylvania for adherence to state corporation and non-profit law; and
 - (iv) the federal government in matters relating to legislation affecting non-profit, non-stock corporations.

Section 4.5. Regular Meetings

- A. Scheduling. The Board of Directors shall hold at least four (4) regular meetings a year at such time and place as the Board may determine. One meeting may be held in conjunction with the Annual Meeting.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally, mailed, e-mailed or faxed to each member of the Board of Directors at least fourteen (14) days prior to the meeting.
- C. Quorum. A majority of the voting members of the Board of Directors then in office present in person or linked by telecommunication by means such that all participating in the meeting are able to hear on another and participate in proceedings shall constitute a quorum for the transaction of business.
- D. Voting. Except as otherwise provided herein:
 - (i) each member of the board shall be entitled to one (1) vote, provided further, however, that the Chief Executive Officer shall not be entitled to a vote;
 - (ii) no member shall vote in more than one capacity;
 - (iii) unless otherwise designated by statute, the Articles of Incorporation of the corporation, or these bylaws, all matters shall be determined by a majority vote; and
 - (iv) proxy and/or absentee voting shall not be allowed.

Section 4.6. 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 written request of at least 25% of the members of the Board of Directors in office.
- B. Notice. Notice of date, time, place and specific purpose of the meeting shall be given personally, mailed, e-mailed, or faxed to each member of the Board of Directors at least five (5) calendar days prior to the meeting.

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- C. Quorum. A majority of the Board of Directors then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting. Except as otherwise provided herein,
 - (i) each member of the Board shall be entitled to one (1) vote, provided further, however, that the Chief Executive Officer shall not be entitled to vote;
 - (ii) no member shall vote in more than one capacity;
 - (iii) unless otherwise designated by statute, the Articles of Incorporation of the corporation, or these bylaws, all matters shall be determined by a majority vote; and
 - (iv) proxy and/or absentee voting shall not be allowed.

Section 4.7. Removal

- A. Any Board of Director member who is absent from three (3) consecutive meetings in their entirety without good cause acceptable to the Chair of the Board, shall be removed from the Board by a majority vote of the Board members present and voting at any regular meeting of the board.
- B. Any Board of Director member may be removed with or without cause by a three-fourths (3/4) vote of the total number of the Corporation's Board of Directors.

ARTICLE V – OFFICERS

Section 5.1. Elected Officers.

- A. The Elected Officers of the Corporation shall be: the Chair of the Board, the First Vice Chair, the Secretary and the Treasurer.
- B. The Immediate Past Chair of the Board shall be the person whose term as Chair of the Board most recently ended. The Immediate Past Chair of the Board will be an ex. Officio Executive Committee member without vote.

Section 5.2. Term of Office.

- A. The Elected Officers shall be elected by ballot in accordance with Article VII of these bylaws for a term of three (3) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. The term of Immediate Past Chair shall be for one (1) year. The Immediate Past Chair of the Board's term shall begin at the close of the Annual Meeting in which the new Chair of the Board has been elected.
- C. No individual shall hold more than one office at a time.
- D. 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.

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Section 5.3. 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 First Vice Chair of the Board for the remainder of the term.
- B. In the event of a vacancy in the office of Vice Chair, Secretary, or Treasurer of the Board, the vacancy shall be filled by the Board of Directors for the remainder of the term.

Section 5.4. Appointed Officers

- A. The Board of Directors shall appoint a Chief Executive Officer, who shall be an employee of the Corporation. The Chief Executive Officer shall serve at the pleasure of the Board of Directors of the Corporation and shall serve as an ex officio Board of Director member without vote.
- B. Upon motion of the Chief Executive Officer, or upon its own motion, the Board of Directors shall create such officer positions and appoint such officers, who shall also be employees of the Corporation, as the Board of Directors deems appropriate. Such officers shall have such duties and responsibilities as may be assigned to them by the Chief Executive Officer.

Section 5.5. Duties of Officers.

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the Members of the Corporation, the Board of Directors, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority.

- A. The Chair of the Board shall:
 - (i) be the principal officer of the Corporation;
 - (ii) preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee;
 - (iii) lead the Board of Directors in setting direction and overseeing the management and affairs of the Corporation;
 - (iv) report to the Corporation and the Board of Directors as to the conduct and management of the affairs of the Corporation; and
 - (v) serve as an ex officio member of all committees except the Board Development Committee.
- B. The First Vice Chair of the Board shall:
 - (i) assist the Chair of the Board as assigned;
 - (ii) preside at meetings of the Corporation, 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) ensure that proper notice is given for all meetings of the Corporation, the Board of Directors, and the executive committee;
 - (ii) ensure that minutes of all meetings of the Corporation, the Board of Directors, and the Executive Committee are kept; and
 - (iii) have responsibility for the seal of the Corporation and ensure its safe-keeping

- D. The Treasurer shall:
 - (i) provide effective stewardship and oversight of the Corporation's finances;
 - (ii) execute directives of the Board of Directors.

- E. The immediate Past Chair of the Board shall:
 - (i) Assist the Chair of the Board as assigned;
 - (ii) Serve as a mentor for the new Elected Officers

- F. The Chief Executive Officer.
 - (i) The Chief Executive Officer of the Corporation shall have all authority and responsibility necessary to manage the Corporation in all its activities and departments, subject to such policies as may be issued by the Board. The Chief Executive Officer shall act as the duly authorized representative of the Corporation in all matters in which the Board has not formally designated some other person to act. The Chief Executive Officer shall make annual reports showing the condition of the affairs of the Corporation and make such recommendations as the Chief Executive Officer thinks proper and submit the same to the Board at its annual meeting. The Chief Executive Officer shall sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized the Corporation to execute unless such action is expressly delegated by statute, the Board or these Bylaws to some other Officer or agent of the Corporation.
 - (ii) The Chief Executive Officer shall remove himself or herself from discussions by any committee pertaining to his or her compensation or as otherwise directed by the Board.
 - (iii) In the event that the Chief Executive Officer is incapacitated or unable to perform his or her duties, the Board shall appoint an appropriate person to assume such duties pending the Chief Executive Officer's return or the selection of a new Chief Executive Officer.

ARTICLE VI— BOARD DEVELOPMENT COMMITTEE

Section 6.1. Membership. The Board Development Committee shall be composed of nine (9) members, at least one-third (1/3) of whom shall be members of the Board of Directors and at least two-thirds (2/3) of whom shall not be members of the Board of Directors. Additionally the Chief Executive Officer shall serve as an ex officio member of the Board Development Committee without vote.

Section 6.2. Election, Term, and Vacancies

- A. The committee members shall be elected by ballot in accordance with Article VII of these bylaws for a term of three (3) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.

- B. Terms of office shall begin at the close of the Annual Meeting in which elected.

- C. No individual shall serve more than two (2) consecutive terms as a member of the committee.

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- 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 other than committee chair, the vacancy shall be filled by the Board of Directors for the remainder of the term.

Section 6.3. Election, Term, and Vacancy of Committee Chair

- A. At its first meeting following the election, the committee shall elect from amongst its eligible members an individual to serve as chair of the committee.
- B. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for election to the position of chair.
- C. The term of office for chair shall be one (1) year.
- D. No individual shall serve more than two terms as chair of the committee regardless of how many years or terms the individual may be a member of the Board Development Committee.
- E. In the event of a vacancy in the office of chair, the committee shall elect a new chair from its eligible members to serve the remainder of the term.
- F. 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.
- G. If not already a member of the Board of Directors, the chair shall serve as a non-voting ex officio member of the Board of Directors.

Section 6.4. Responsibilities. The responsibilities of the Board Development Committee shall be:

- A. to solicit and recruit candidates for elected positions from all geographic regions in the Council;
- B. to provide to the membership a balanced and diverse single slate for all positions for election, including elected officers, members-at-large, and Board Development Committee members;
- C. to provide to the membership, in accordance with the time frame established by GSUSA, a single slate of Delegates and Alternates 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 corporation Board of Directors and committees;
 - (iv) methods for succession planning; and
 - (v) Board annual self-assessment materials.
- E. to conduct Board orientation and Board development training sessions as needed and/or as directed by the Board of Directors.

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Section 6.5. Quorum. The quorum for meetings of the Board Development Committee shall be a majority of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

Section 6.6. Removal.

- A. Any Board Development Committee member, who is absent from three (3) consecutive committee meetings in their entirety without good cause acceptable to the Chair of the Board Development Committee, shall be removed from the committee by a majority vote of the committee members present and voting at any regular meeting of the committee.
- B. Any committee member may be removed with or without cause by a three-fourths (3/4) vote of the total number of the Board Development Committee.

ARTICLE VII – ELECTION PROCEDURES

Section 7.1. Election of officers, directors-at-large, Board Development Committee members, and National Council Delegates shall occur by one of the methods listed below. Only one (1) method may be used for an election; there shall not be a combination of voting methods during an election.

Section 7.2. The method of voting to be used during a particular election cycle shall be determined by Board of Directors. The methods which may be used are:

- A. at the Annual Meeting by Members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings; or
- B. by mail or electronic ballot in accordance with the procedures established by the Board of Directors.
 - (i) If this method is utilized, members shall be notified sixty (60) days prior to the annual meeting at which election results will be announced.
 - (ii) A majority of ballots cast by mail shall elect, provided that at least the number of Members required for a quorum at the annual meeting shall have cast a ballot.

Section 7.3. Nominations to the Board of Directors. If the election called for in this Article is to be made at the Annual Meeting of the Members, nominations for any of the elected positions may be made from the floor at the Annual Meeting provided:

- A. the nominee has consented in writing to serve if elected;
- B. the nomination has been submitted to the chair to the chair of the Board Development Committee, or her/his designee, no later than November the 15 of the year prior to the Annual Meeting; and
- C. The Board Development Committee recommends the nominee to fulfill the duties of the office for which she/he is being nominated based on the existing needs of the Board of Directors.

ARTICLE VIII – MEETINGS

Section 8.1. Annual Meeting

- A. Scheduling. The Corporation shall conduct an annual meeting of the Corporation membership in March, April or May 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 or mailed either by regular mail, e-mail, or fax to each Member of the Corporation not more than sixty (60) days nor less than ten (10) days prior to the meeting.
- C. Business. At the Annual Meeting, the Members shall:
 - (i) elect officers, directors-at-large, and members of the Board Development Committee. If the election has been held by mail ballot, the results of the election shall be announced at the annual meeting;
 - (ii) consider any proposed amendments to the corporation bylaws;
 - (iii) provide input on key issues affecting the corporation and the Movement
 - (iv) elect National Council Session Delegates prior to the National Council Session Meeting
 - (v) consider any other business as appropriate to come before the corporation in accordance with the process established by the Board of Directors.
- D. Quorum. The quorum for the Annual Meeting shall be at least one member from twenty percent (20%) of the Service Units from each of the three regions represented either in person or linked by telecommunications or by means such that all Members participating in the meeting are able to hear one another and participate in the proceedings.
- E. Voting.
 - (i) Each Member of the Corporation 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 Corporation, or these bylaws, all matters shall be determined by majority vote.
 - (iv) Proxy and/or absentee voting shall not be allowed.

Section 8.2. Special Meetings

- A. Scheduling. A special meeting of the Corporation membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the Board of Directors then in office or by ten percent (10%) of the Members of the Corporation. The purpose of the meeting shall be stated in the written request.

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- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, e-mailed or faxed to each Member of the Corporation at least fourteen (14) days prior to the meeting.
- C. Quorum. The quorum for the special meeting shall be at least one member from 20% of the Service Units from each of the three regions represented either in person or linked by telecommunications or by means such that all Members participating in the meeting are able to hear one another and participate in the proceedings.
- D. Voting. Voting shall be in accordance with Section 8.1.E of these bylaws.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 9.1. Composition. The Executive Committee shall consist of the Elected Officers of the Corporation and three (3) directors-at-large. The Chief Executive Officer shall serve as an ex officio member with voice but 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 of the Board of Directors.

Section 9.2. Duties.

- A. Authority between Board meetings. The Executive Committee shall exercise the authority of the Corporation's Board of Directors between meetings of the Board, except that the Executive Committee shall not:
 - (i) adopt the budget;
 - (ii) amend the bylaws; and
 - (iii) 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 Corporation.
- B. Reports. The Executive Committee shall submit to the Board of Directors at each Board meeting a report of all actions taken since the last Board meetings.

Section 9.3. Meetings. The Executive Committee shall meet as needed at the call of the Chair or upon written request of at least three (3) members of the Executive Committee. Notice of the date, time and place of each meeting shall be provided at least 24 hours in advance of the meeting.

Section 9.4. Quorum. A majority of the Executive Committee members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

ARTICLE X – FINANCE COMMITTEE

Section 10.1. Composition. The Chair of the Board shall appoint the members of the Finance Committee, after consultation with the Chief Executive Officer and the Executive Committee

members. The Finance Committee shall be composed of not less than three (3) persons, the majority of whom must be members of the Board of Directors. The Chair of the Committee must be a member of the Board of Directors and shall not be either an Appointed Officer or the Treasurer. The Chair of the Committee shall be appointed by the Chair of the Board. The Chief Executive Officer shall be an ex-officio member without vote of the Finance Committee.

Section 10.2. Duties. The Committee shall serve as a liaison between the Board and the Chief Executive Officer of the corporation with regard to the financial and business operations of the Corporation. The Committee shall also oversee the investment and management of the Corporation's financial assets and properties, budget development and compliance, significant financial obligations of the corporation and litigation.

Section 10.3. Meetings. The Finance Committee shall meet as needed at the call of its Chair or upon written request of at least two (2) members of the Finance Committee. Notice of the date, time and place of each meeting shall be provided at least 24 hours in advance of the meeting.

Section 10.4. Quorum. A majority of the Finance Committee members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

Section 10.5. Reports. The Chair of the Finance Committee shall make a report to the Board of Directors at each regular meeting of the Board of Directors on the financial condition of the corporation. The committee shall, at least annually, make a report on the financial condition of the Corporation at the Annual Meeting. The committee shall also present the annual budget of the Corporation to the Board of Directors.

ARTICLE XI – AUDIT COMMITTEE

Section 11.1. Composition. The Chair of the Board shall appoint the members of the Audit Committee. The Audit Committee shall be composed of not less than three (3) persons, the majority of whom must be members of the Board of Directors but none of whom shall be Appointed Officers of the corporation. The Chair of the Audit Committee must be a member of the Board of Directors and shall not be either an Elected or Appointed Officer of the Corporation. The Chair of the Audit Committee shall be a person (i) who understands generally accepted accounting principles and financial statements, (ii) has the ability to assess the general application of those principles in connection with the accounting for estimates, accruals and reserves, (iii) has experience in preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues generally comparable to the accounting issues that can reasonably be expected to be raised in the Corporation's financial statements or has experience actively supervising one or more people engaged in those activities, (iv) has an understanding of internal control over financial reporting, and (v) has an understanding of audit committee functions.

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Section 11.2. Duties. The Audit Committee shall act as the liaison between the Corporation and the outside auditors. The Audit Committee shall review and approve the yearly audit of the Corporation and submit such audit to the Board for its approval.

Section 11.3. Meetings. The Audit Committee shall meet as needed at the call of its Chair or upon written request of at least two (2) members of the Audit Committee. Notice of the date, time and place of each meeting shall be provided at least 24 hours in advance of the meeting.

Section 11.4. Quorum. A majority of the Audit Committee members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

ARTICLE XII – COMPENSATION COMMITTEE

Section 12.1. Composition. The Chair of the Board shall appoint, after consultation with the Chief Executive Officer and the Executive Committee members, a Chair and members of the Compensation Committee. The Compensation Committee shall be composed of not less than three (3) persons, the majority of whom must be members of the Board of Directors but none of whom shall be Appointed Officers of the Corporation. The Chair of the Compensation Committee must be a member of the Board of Directors. The Chief Executive Officer shall be an ex-officio member without vote of the Compensation Committee.

Section 12.2. Duties. The Compensation Committee shall be responsible for making compensation recommendations to the Board for the compensation of the Chief Executive Officer. The Compensation Committee, upon the recommendation of the Chief Executive Officer, shall establish annual compensation guidelines for all other categories of employees of the Corporation. The Compensation Committee shall make recommendations to the Board on all employee benefit programs of the Corporation including deferred compensation plans and all other employee benefit plans or programs that require approval of the Board. The Compensation Committee shall conduct (or shall caused to be conducted) such salary and compensation surveys as are necessary and appropriate for compliance with the Intermediate Sanction rules under the Internal Revenue Code and for compliance with the Pennsylvania Nonprofit Corporation Law of 1988.

Section 12.3. Meetings. The Compensation Committee shall meet as needed at the call of its Chair or upon written request of at least two (2) members of the Compensation Committee. Notice of the date, time and place of each meeting shall be provided at least 24 hours in advance of the meeting.

Section 12.4. Quorum. A majority of the Compensation Committee members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

ARTICLE XIII – OTHER COMMITTEES

Section 13.1. Establishment. The Board of Directors may establish standing and special committees and/or task groups, and/or ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors.

Section 13.2. Appointment.

- A. The chair of any committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to approval of the Board of Directors.
- B. Members of any 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 two (2) members of any committee or task group shall be members of the Board of Directors, one of who shall serve as chair of the committee.
- D. Appointment 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 13.2.A or 13.2.B of these bylaws.

Section 13.3. Quorum. The quorum for meetings of any committee or task groups shall be majority of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

ARTICLE XIV – NATIONAL COUNCIL DELEGATES

Section 14.1. Eligibility. Delegates and Alternates to the National Council of Girl Scouts of the United States of America shall be United States Citizens, ages 14 years and older. They shall be members of the Movement and registered through the Council both at the time of election and throughout their term of service.

Section 14.2. Election. The Delegates and Alternates that the Corporation is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article VII of these bylaws in accordance with the time frame established by the GSUSA and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 14.3. Vacancies. The Board of Directors or Executive Committee shall fill Delegate vacancies from among the elected alternates. If there are not adequate Alternates to fill Delegate positions, the vacancies may be filled from amongst the eligible members of the Council.

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ARTICLE XV – FINANCE

Section 15.1. Fiscal Year. The fiscal year of the Corporation shall be October 1 – September 30.

Section 15.2. 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 15.3. Depositories. All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such financial institutions as shall be designated by the Board of Directors.

Section 15.4. Approved Signatures. Approvals for signatory authority in the name of the Corporation and access to funds and securities of the Corporation shall be authorized by the Board of Directors.

Section 15.5. Budget. The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Corporation in excess of these said budgeted amounts without prior approval of the Board of Directors.

Section 15.6. Property. Title to all property shall be held in the name of the Corporation.

Section 15.7. Audits. An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of financial statements of the Corporation. A report of the audit shall be submitted by the Audit Committee to the Board of Directors and to GSUSA.

Section 15.8. Financial Reports. A summary report of the financial condition of the Corporation shall be presented to the membership at the annual meeting by the Finance Committee.

Section 15.9. Investments. The funds of the Corporation shall be invested in accordance with the policy established by the Board of Directors or by the Finance Committee.

ARTICLE XVI – INDEMNIFICATION

Section 16.1. General.

- A. To the fullest extent permitted by law, no director, officer or employee of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
- (i) The director, officer or employee has breached or failed to perform the duties of his or her office in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and
 - (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness

- B. The provisions of this Section shall not apply to:
 - (i) The responsibility or liability of a director, officer or employee pursuant to any criminal statute; or
 - (ii) the liability of a director, officer or employee for the payment of taxes pursuant to local, state or federal law.

Section 16.2. Indemnification

A. Right to Indemnification.

- (i) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (a) to which such person is a party (other than an action by the Corporation) or (b) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Corporation.
- (ii) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each director, officer or employee of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (a) in the defense of any Action to which such person is a party or (b) in connection with any other Action.
- (iii) A person who is not a director, officer or employee of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Article.
- (iv) As used in this Article, "indemnitee" shall include each director, officer or employee of the Corporation and each other person designated by the Board as entitled to the benefits of this Article; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (a) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (b) if it shall have been determined by the Board of Directors or a court of competent jurisdiction that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

- B. **Right of Indemnitee to Initiate Action; Defenses.**
- (i) If a written claim under Section 16.1.A or Section 16.2.B of this Article is not paid in full by the Corporation within thirty (30) days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.
 - (ii) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section A shall be (a) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (b) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the corporation.
 - (iii) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section B shall be (a) that advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or (b) that the indemnitee failed to provide the undertaking required by Section B, but the burden of proving any such defense shall be on the Corporation.
- C. **Non-Exclusivity; Nature and Extent of Rights.** The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

ARTICLE XVII- PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the Corporation.

ARTICLE XVIII – AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of those Members present (in person or linked by telecommunication or by means such that all Members participating in the meeting are able to hear one another and participate in the proceedings) and voting at a meeting of the Corporation, provided that the proposed amendments shall have been included with the notice of the meeting.