

Girl Scouts of Southern Illinois

cordially invites you to attend the

2010 Annual Meeting

Silver and Gold

Make new friends, but keep the old!

Saturday, March 27, 2010

at the

The Fountains Conference Center

319 Fountains Parkway

Fairview Heights, Illinois 62208

from 9 a.m. to 3 p.m.

9:00-9:45 a.m. Continental Breakfast & Registration

10:00 a.m. – 3:00 p.m. Business Meeting, Lunch & Adult Recognitions

Lunch is provided.

Registration Fee is \$10.00

Deadline for registration is March 19, 2010

R.S.V.P. required

To the Mt. Vernon Service Center

888.317.6353 or 618.242.5079

Girl Scouts of Southern Illinois Annual Meeting

Directions and Registration Form

Saturday, March 27, 2010

**Four Points Conference Center, Sheraton Hotel
319 Fountains Parkway, Fairview Heights IL 62208**

This year's theme ~ "Silver & Gold, Make New Friends But Keep the Old..."

Registration and Social Hour with Continental Breakfast

9:00 a.m.—9:45 a.m.

Business Meeting to begin at 10:00 a.m.

Followed by lunch and Adult Recognition Awards

Directions:

Four Points Conference Center is located on Rt. 159, just north of I-64. From I-64, take Exit 12 (Belleville/Collinsville) and go north on Rt. 159. The hotel and conference center is less than 1/2 mile from the exit on the east side of the road.

Hotel Information:

The Sheraton has blocked off rooms for us. Rooms have 2 double beds at \$85.00 a night. If spending the night, please make hotel reservations to the Sheraton directly at (618)622-9500. Accommodations include indoor pool, free high-speed internet access, in room coffee makers and hairdryers.

Girl Scouts of Southern Illinois Annual Meeting Registration Form

All Registrations MUST be made by March 19, 2010

Name: _____ Service Unit Name/Number _____

Address: _____

City: _____ State: _____ Zip: _____

Phone: _____ E-mail: _____

Delegate Alternate Nominee Guest

\$10.00 Registration Fee

RSVP to the Mt. Vernon Service Center (618)242-5079, fax (618)242-5191
4102 S. Water Tower Place, Mt. Vernon IL 62864

Credit Card Authorization Information:

Total amount to be charged: \$ _____ Credit Card Type: MasterCard Visa Discover

Credit Card Number: _____ Exp. Date: _____

Name on Credit Card: _____

Authorized Signature: _____

This form may be faxed—mailed—or phoned in. Please do not send cash.

Girl Scouts of Southern Illinois

First Annual Meeting

Saturday, March 27th

9am – 3pm

Silent Auction

In order to make our silent auction as successful as possible we are asking for your support!

In the past, our generous Service Units, Troops, and Volunteers have donated items.

Our goal this year is to raise \$5,000 and we can't do it without you!

Silent Auction Donations can be brought the day of the event or dropped off at either our Corporate or Regional Service Centers by March 25th at 5:30pm.

Suggested items:

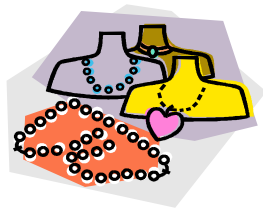
Themed baskets

(Suggestions)

“Movie Lover Basket”: with DVDS, popcorn, snacks, etc.

“Gardeners Basket”: with gardening gloves, seeds, pots, etc.

“Wine Lovers Basket”: bottles of wine, opener, bottle topper, etc.



**Beauty Products
Jewelry
Home Décor Items
Scrap Booking Materials**



Please note that the people who will be bidding on these items will be from 41 different counties so items that are good only in specific areas (examples restaurant certificates, movie tickets, etc.) are not recommended.

Thank you for your support!

**Corporate Service Center
4 Ginger Creek Parkway
Glen Carbon, IL 62034**

**Regional Service Center
4102 S. Water Tower Place
Mt. Vernon, IL 62864**

If you have any questions or need any addition information please contact Katie Sheth at 618-692-0692 or ksheth@gsofsi.org

Girl Scouts of Southern Illinois
Annual Meeting

Saturday, March 27, 2010

Agenda

- 9:00 a.m. Registration
 Continental breakfast
 Silent Auction 9-10 a.m. & 12-1 p.m.
 Council Shop 9-10 a.m. & 12-1 p.m.
 "Make New Friends" activity
- 10:00 a.m. Call to Order
 Presentation of the Colors
 Pledge of Allegiance
 Girl Scout Promise and Law
- 10:15 a.m. Welcome and Introductions
 Invocation
- 10:30 a.m. Roll Call by Service Unit
- 10:45 a.m. Business Meeting
 - Financial Report
 - State of the Council
 - Board Development Committee Report
 - Election: Board Members
 - Election: Board Development Committee Members
 - Installation and Rededication of Board and Committee Members
- 12:00 p.m. Lunch
- 1:00 p.m. Adult Recognition Awards
- 2:50 p.m. Silent Auction results
 "Make New Friends" results
- 2:55 p.m. Closing Ceremony
 Retirement of the Colors
- 3:00 p.m. Adjournment

BYLAWS OF THE GIRL SCOUTS OF SOUTHERN ILLINOIS

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of Southern Illinois, hereinafter referred to as “council” or “corporation”, a not-for-profit corporation organized under the laws of the state of Illinois.

Article II – Purpose

The purpose of the council shall be as defined in the Articles of Incorporation.

ARTICLE III – MEMBERS

Section 1. Eligibility.

Individuals age 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through the council are eligible to be members of the corporation.

Section 2. Composition.

- A. Members of the corporation shall consist of:
 - 1. elected members of the board of directors (the “Board”), if not otherwise members of the corporation;
 - 2. members of the Board Development Committee, if not otherwise members of the corporation;
 - 3. delegates elected by the Service Units, the Service Units to be defined by the board of directors; and
 - 4. delegates-at-large appointed by the board of directors.
- B. The number of members of the corporation shall be no fewer than ninety (90) nor more than 250.
- C. At least two-thirds (2/3) of the members of the corporation shall be those elected by Service Units.

Section 3. Election.

- A. Procedure. Each Service Unit shall elect delegates and alternates in accordance with policies and procedures established by the board of directors.
- B. Number.
 - 1. The number of delegates and alternates to which each Service Unit is entitled shall be based on the number of girl members in the Service Unit as of September 30 of each calendar year, according to a formula established and administered by the board of directors.
 - 2. Each Service Unit shall be entitled to at least two (2) but not more than four (4) delegates.
 - 3. The board of directors may appoint not more than ten (10) delegates-at-large with a goal of representing the diversity of the council
- C. Term and Vacancies.
 - 1. Delegates shall serve for a term of one (1) year or until their successors are elected and assume office.

2. Delegates-at-large shall serve for a term of one (1) year or until their successors are appointed and assume office.
3. Terms of office shall begin at the close of the meeting at which delegates are elected or upon appointment.

ARTICLE IV – OFFICERS

Section 1. Elected Officers.

The elected officers of the council shall be the: Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer.

Section 2. Term of Office.

- A. The elected officers shall be elected by the members of the council in accordance with Article VI of these bylaws for a term of three (3) years or until their successors are elected and assume office, except as otherwise provided in connection with the merger of Girl Scouts of Shagbark Council with and into the council.
- B. Terms of office shall begin at the conclusion of the annual meeting at which the officers are elected, except as otherwise provided in connection with the merger of Girl Scouts of Shagbark Council with and into the council.
- C. No individual shall serve more than two (2) consecutive terms in any one (1) or combination of offices, except that an individual shall be eligible to serve two (2) consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board.
- D. No individual shall hold more than one (1) office at a time.
- E. An elected officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

Section 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 both the Chair of the Board and the First Vice Chair, the Board shall fill both vacancies for the remainder of the respective unexpired terms.
- C. Vacancies in any other elected officer position shall be filled by the Board.

Section 4. Chief Executive Officer; Chief Financial Officer

- A. The Chief Executive Officer (CEO) shall be appointed by the Board of the council to serve at its pleasure.
- B. The Chief Financial Officer (CFO) shall be appointed by the CEO to serve at her/his pleasure.

Section 5. Duties of Officers.

The elected officers shall perform the duties prescribed in this Article IV and such other duties as are prescribed by action of the members of the council, 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 council, the board of directors, and the Executive Committee;
 - iii. seek support by the board of directors for the council's strategic direction and appropriate oversight of performance;
 - iv. report to the council 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 council, 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 Second Vice Chair of the Board shall:
 - i. assist the Chair of the Board as assigned.
- D. The Secretary shall:
 - i. shall direct that proper notice is given for all meetings of the council, the board of directors, and the Executive Committee;
 - ii. shall direct that minutes of all meetings of the council, the board of directors, and the Executive Committee are kept, distributed as appropriate and archived; and
 - iii. have responsibility for the seal of the corporation and shall direct its safekeeping.
- E. The Treasurer shall:
 - i. provide stewardship and oversight of the corporation's finances; and
 - ii. execute directives of the board of directors.

Section 6. Removal.

Any elected officer may be removed by the affirmative vote of a majority of the Board.

ARTICLE V – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership.

The Board Development Committee shall be composed of not less than five (5) and not more than seven (7) members, no more than half of whom shall be members of the board of directors, The CEO of the council shall serve as an ex officio member of the Board Development Committee, with a voice but without a vote.

Section 2. Election, Term, and Vacancies.

- A. Members of the Board Development Committee shall be elected by the members of the council in accordance with Article VI of these bylaws for a term of three

- (3) years or until their successors are elected and assume office except as otherwise provided in connection with the merger of Girl Scouts of Shagbark Council with and into the council.
- B. Terms of office shall begin at the conclusion of the annual meeting at which members of the Board Development Committee are elected.
 - C. No individual shall serve more than two (2) consecutive terms as a member of the committee.
 - 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 until the next annual meeting.

Section 3. Election, Term, and Vacancy of Committee Chair.

- A. At its first meeting following the election, the Board Development 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 two (2) years.
- D. No individual shall serve more than one term as chair of the Board Development 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 Board Development 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 of chair shall be considered to have served a full term in the office.
- G. If not already a member of the council board of directors, the chair shall serve as an ex officio member of the council board of directors.

Section 4. Responsibilities.

The responsibilities of the Board Development Committee shall be:

- A. to solicit and recruit candidates for elected positions as directors, officers or Board Development Committee members of the council.
- B. to provide to the membership a single slate that includes nominees for all positions for election, including officers, directors, and Board Development Committee members, and the applicable term for each nominee (the "Slate").
- C. to provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America 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 job descriptions;
 - ii. Board orientation and education materials;
 - iii. Board development materials;
 - iv. methods for identifying needed skills and talents for the corporation Board and committees;
 - v. methods for succession planning; and

- vi. 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.

Section 5. Quorum.

The quorum for meetings of the Board Development Committee shall be a majority of the committee members.

ARTICLE VI – ELECTION PROCEDURES

Section 1. Elections.

Election of officers, directors-at-large, Board Development Committee members, and National Council delegates shall occur at the annual meeting of members of the corporation. Members of the corporation may participate in and act at the annual meeting as set forth in Article X, Section 2 of these bylaws.

Section 2. Nominations from the Floor.

- A. Nominations for any of the elected positions may be made from the floor at the annual meeting provided:
 - 1. the individual to be nominated has consented in writing to serve if elected;
 - 2. the nomination has been submitted to the chair of the Board Development Committee, or her/his designee, no less than seven (7) days before the convening of the annual meeting;
 - 3. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

ARTICLE VII – MEETINGS

Section 1. Annual Meeting.

- A. Scheduling. The corporation shall conduct an annual meeting of the corporation membership in March or April 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 or electronically transmitted to each member of the corporation not more than sixty (60) days nor less than twenty (20) days prior to the meeting. Notice may be waived by any member in writing signed by the member. Attendance at any meeting shall constitute waiver of notice unless the person objects to the holding of the meeting at the meeting because proper notice was not given.
- C. Business. At the annual meeting, the corporation shall:
 - i. elect officers, directors-at-large, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America;
 - ii. consider any proposed amendments to the council bylaws, as appropriate;
 - iii. provide input on key issues affecting the council and the Girl Scout Movement; and

- iv. consider any other business appropriate to come before the corporation in accordance with the process established by the Board.
- D. Quorum. The quorum for the annual meeting shall be 25% of the members of the corporation, provided 51% of the council's Service Units are represented by at least one (1) delegate.
- 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 council, or these bylaws, all matters shall be determined by a majority vote of those present at a meeting at which a quorum exists
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the corporation membership may be called by the Chair of the Board or shall be called by the Chair of the Board upon the written request of a majority of the members of the Board then in office or by 10% of the members of the corporation. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the special meeting shall be given personally or mailed or electronically transmitted to each member of the corporation at least seven (7) days but no more than sixty (60) days prior to the special meeting. If a special meeting has been called to remove one (1) or more directors or to approve a merger, consolidation, dissolution or sale, lease or exchange of assets, notice must be provided not more than sixty (60) days but not less than twenty (20) days before the date of the special meeting. Notice may be waived by any member in writing signed by the member. Attendance at any meeting shall constitute waiver of notice unless the person objects to the holding of the special meeting at the special meeting because proper notice was not given.
- C. Quorum. The quorum for a special meeting shall be 25% of the members of the corporation, provided 51% of the council's Service Units are represented by at least one (1) delegate.
- D. Voting. Voting shall be in accordance with Article VII, Section 1.E. of these bylaws.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Number; Composition.

The number of voting members of the Board shall be not less than 14 and not more than 19, with the exact number fixed from time to time by resolution of the Board. The voting members of the board of directors shall consist of the elected officers of the corporation and nine (9) to twelve (12) directors-at-large. All voting members of the Board must be at least eighteen (18) years old.

- A. The Board shall determine an equitable process to appoint not more than two (2) girls in the high school program age levels (Senior and/or Ambassador) to serve as ex officio members of the Board with voice but without a vote for an appropriate term length, as determined by the Board
- B. The chair of the Board Development Committee, if not otherwise elected to the Board, shall serve as an ex officio member of the Board.

- C. The CEO and CFO shall serve as ex officio members of the Board with a voice but without a vote.

Section 2. Term of Office.

- A. The directors-at-large shall be elected by the members in accordance with Article VI of these bylaws for a term of three (3) years or until their successors are elected and assume office, except as otherwise provided in connection with the merger of Girl Scouts of Shagbark Council with and into the council.
- B. Terms of office shall begin at the conclusion of the annual meeting at which the directors are elected, except as otherwise provided in connection with the merger of Girl Scouts of Shagbark Council with and into the council.
- C. The term of office of one-third (1/3) of the directors-at-large shall expire at each annual meeting of the council.
- D. No individual shall serve more than two (2) consecutive terms as a director-at-large.
- E. A Board member who shall have served a half term or more in office shall be considered to have served a full term in office.

Section 3. Vacancies.

A vacancy occurring in the position of director shall be filled by the board of directors until the next annual meeting.

Section 4. Power, Authority, and Accountability.

- A. Power and Authority. The board of directors shall have full power and authority over the affairs of the council between meetings of the council, except as otherwise provided in these bylaws or by statute.
- B. Accountability. The board of directors is accountable to:
 - i. the council membership for managing the affairs of the council including development of a decision-influencing system allowing for members of the Movement, including girl members, have a voice on key issues affecting the council and the Movement;
 - ii. the board of directors of Girl Scouts of the United States of America for compliance with the charter requirements;
 - iii. the state of incorporation for adherence to state corporation law; and
 - iv. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 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.
- B. Notice. Notice of the date, time, and place of each Board meeting shall be given personally or mailed or electronically transmitted to each member of the board of directors at least ten (10) days prior to the meeting. Notice of such meeting shall be waived by attendance at the meeting unless the director attends such meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.
- C. Quorum. A majority of the Board members then in office shall constitute a quorum for the transaction of business.

- D. Voting.
 - i. Each member of the Board 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 council, or these bylaws, all matters shall be determined by a majority vote of those present at a meeting at which quorum is present.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 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 the written request of a majority of the Board members then in office.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, by telephone or mailed or electronically transmitted to each member of the Board at least three (3) days prior to the meeting. Notice of such meeting shall be waived by attendance at the special meeting unless the director attends such meeting for the express purpose of objecting to the transaction of any business because the special meeting was not properly called or convened.
- C. Quorum. A majority of the Board members then in office shall constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the Board 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 council, or these bylaws, all matters shall be determined by a majority vote of those present at a special meeting at which quorum is present.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 7. Action by Written Consent.

Action may be taken by the Board without a meeting if written consent, setting forth the action taken and signed, is received from all the members of the Board, and such consents are filed in the corporate records. Any consent signed by all members of the Board shall have the same effect as a unanimous vote of the members of the Board.

Section 8. Resignation; Removal.

- A. A director may resign at any time by providing written notice to the Chair of the Board. Such resignation is effective upon delivery unless such written notice specifies a future date.
- B. A director may be removed with or without cause by the members of the corporation by the affirmative vote of two-thirds (2/3) of the votes present at a meeting of members of the corporation at which quorum is present.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall consist of the elected officers of the corporation and two (2) directors-at-large, who shall be appointed by the Chair of the Board from the members of the Board. The Chief Executive Officer shall serve as an ex officio member with voice but without

voting privileges. The Chief Financial Officer shall serve as an ex officio member with voice but without voting privileges.

Section 2. Duties.

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the corporation Board between the meetings of the board, except that the Executive Committee shall not:
 - i. adopt the budget;
 - ii. amend the bylaws;
 - 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 council.
- B. Reports. The Executive Committee shall submit to the Board at each Board meeting a report of all actions taken since the last Board meeting.

Section 3. Meetings.

- A. Scheduling. 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.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided twenty-four (24) hours in advance of the meeting.

Section 4. Quorum.

A majority of the Executive Committee members then in office shall constitute a quorum for the transaction of business.

ARTICLE X – COMMITTEES AND TASK GROUPS

Section 1. Establishment.

The Board, by a majority vote of all 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.

Section 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 the approval of the Board.
- B. Members of any committee, task group, or ad hoc committee shall be selected by the Board, by a majority vote of all directors.
- C. Except with respect to the Board Development Committee, whose members shall be those stated in Article V, Section 1, (i) at least two (2) members of any committee, task group or ad hoc committee shall be members of the Board, one of whom shall serve as chair of the committee, task group or ad hoc committee, and (ii) a majority of the members of each committee, task group or ad hoc committee shall be members of the Board.
- D. Appointments to committees, task groups or ad hoc committees shall be for one (1) year unless a different term is specified by the Board at the time of appointment.
- E. Vacancies in any committee, task group or ad hoc committee shall be filled by the Chair of the Board in accordance with Section 2.A. or 2.B. of this Article.

Section 3. Quorum.

The quorum for meetings of any committee, task group or ad hoc committee shall be a majority of the members of the applicable committee, task group or ad hoc committee.

Section 4. Action by Written Consent.

Action may be taken by the committee, task group or ad hoc committee without a meeting if written consent, setting forth the action taken and signed, is received from all the members of the applicable committee, task group or ad hoc committee, and such consents are filed in the corporate records. Any consent signed by all members of the applicable committee, task group or ad hoc committee shall have the same effect as a unanimous vote of the members of the committee, task group or ad hoc committee.

ARTICLE XI – PARTICIPATION IN MEETINGS

Section 1. Board and Committee Meetings.

Members of the Board, Board Development Committee, Executive Committee or any other committee, task group or ad hoc committee may participate in and act at any meeting of the Board, Board Development Committee, Executive Committee or any other committee, task group or ad hoc committee, or meeting of members of the council, as applicable, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence at the meeting of the persons so participating.

Section 2. Member Meetings.

Members may participate in and act at any meeting of the members of the corporation through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communications, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting through the use of such technology shall constitute attendance and presence at the meeting of the persons so participating.

ARTICLE XII – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States citizens age fourteen (14) years and older. They shall be members of the Girl Scout Movement registered through the council at the time of election and throughout the term of service.

Section 2. Election.

The delegates and alternates to whom the council 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 VI of these bylaws in accordance with the time frame established by the Girl Scouts of the United States of America and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 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 the delegate positions, the vacancies may be filled from amongst the eligible members of the council.

ARTICLE XIII– FINANCE

Section 1. Fiscal Year.

The fiscal year of the council shall be October 1 through September 30.

Section 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 3. Depositories.

All funds of the council shall be deposited to the credit of the council under such conditions and in such financial institutions as shall be designated by the board of directors.

Section 4. Approved Signatures.

Approvals for signatory authority in the name of the council and access to funds and securities of the council shall be authorized by the board of directors.

Section 5. Budget.

The board of directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the council in excess of the budgeted amounts without prior approval of the board of directors.

Section 6. Property.

Title to all property shall be held in the name of the council.

Section 7. Audits.

An independent certified public accountant shall be retained by the board of directors to perform an annual audit of the financial statements of the council. A report of the audit shall be submitted to the board of directors and to the Girl Scouts of the United States of America.

Section 8. Financial Reports.

A summary report of the financial condition of the council shall be presented to the membership at the annual meeting.

Section 9. Investments.

The funds of the council shall be invested in accordance with the policy established by the board of directors or by a committee appointed by the board of directors for such purpose.

ARTICLE XIV – INDEMNIFICATION

The council 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.

ARTICLE XV – PARLIAMENTARY AUTHORITY

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

ARTICLE XVI – AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at a meeting of the members of the council at which quorum is present, or by a two-thirds (2/3) vote of the directors present at any meeting of the board of directors, provided that the proposed amendments shall have been included with the notice of the member meeting or Board meeting, as the case may be.