

## **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 and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

### **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:
  - i. the board of directors (the “Board”), if not otherwise members of the Corporation;
  - ii. the Board Development Committee, if not otherwise members of the Corporation;
  - iii. delegates elected by the Service Units, the Service Units to be defined by the Board; and
  - iv. delegates-at-large appointed by the Board.
- B. The number of members of the Corporation shall be no fewer than ninety (90) nor more than two hundred fifty (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. Delegates must qualify under eligibility requirements of Article III, Section 1 at the time they are elected.
- B. Number.
  - i. 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.
  - ii. Each Service Unit shall be entitled to at least two (2) but not more than four (4) delegates.
  - iii. The Board may appoint not more than ten (10) delegates-at-large with a goal of representing the diversity of the Council

- C. Term.
  - i. Elected delegates shall serve for a term of one (1) year or until their successors are elected and assume office.
  - ii. Delegates-at-large shall serve for a term of one (1) year or until their successors are appointed and assume office.
  - iii. 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 Chair of the Board shall be elected by the members of the Council at the Annual Meeting in accordance with Article VI of these bylaws for a term of three (3) years or until the Chair's successor is elected and assumes office.
- B. The First Vice Chair, Second Vice Chair, Secretary, and Treasurer shall be elected by the members of the Council at the Annual Meeting in accordance with Article VI of these bylaws for a term of two (2) years or until their successors are elected and assume office.
- C. Terms of office shall begin at the conclusion of the Annual Meeting at which the officers are elected and continue until a successor is elected or assumes office. Officers must be at least 18 years of age.
- D. No individual shall serve more than three (3) 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.
- E. No individual shall hold more than one (1) office at a time.
- F. An individual shall have served at least one year as a director-at-large before being eligible for election as an officer, with the term as director-at-large immediately preceding the term as an officer.
- G. No individual shall be eligible to serve more than four (4) consecutive terms in any combination of positions as a director-at-large or officer.

### **Section 3. Vacancy in Office.**

- A. A vacancy, when used in these Bylaws and other governing documents of the Council, shall mean an unoccupied position created by a resignation, death, removal from office, or other unexpected circumstance, to be filled at the next election. The individual filling the vacancy shall be eligible for a full consecutive term, regardless of the amount of time serviced while filling the vacancy.
- B. 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 and the Second Vice Chair shall succeed to the office of First Vice Chair for the remainder of the term. The Board shall fill the vacancy in the office of Second Vice Chair for the remainder of the unexpired term.

- C. In the event of a vacancy in both the Chair of the Board and the First Vice Chair, the Second Vice Chair shall succeed to the office of Chair of the Board for the remainder of the unexpired term and the Board shall fill the vacancies in First Vice Chair and Second Vice Chair.
- D. Vacancies in any other officer position shall be filled by the Board until the next Annual Meeting.

**Section 4. Ex Officio Officers**

- A. The Chief Executive Officer (CEO) shall be hired by the Board to serve at its pleasure and shall serve as an ex officio officer of the Corporation, with a voice, but without a vote.

**Section 5. Duties of Officers.**

The 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, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority, as defined in Article XV.

- 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, and the Executive Committee;
  - iii. seek support by the Board for the Council's strategic direction and appropriate oversight of performance;
  - iv. report to the Council and the Board 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, 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;
  - ii. preside at meetings of the Council, the Board, or the Executive Committee in the absence or inability of the Chair of the Board or First Vice Chair, or when delegated the responsibility of presiding; and
  - iii. in the event of a vacancy in the office of First Vice Chair of the Board, succeed to the office for the remainder of the unexpired term.
- D. The Secretary shall:
  - i. ensure that proper notice is given for all meetings of the Council, the Board, and the Executive Committee;
  - ii. ensure that minutes of all meetings of the Council, the Board, and the Executive Committee are kept, distributed as appropriate and archived; and

- iii. have responsibility for the seal of the Corporation and ensure its safekeeping.
- E. The Treasurer shall:
  - i. provide stewardship and oversight of the Corporation's finances; and
  - ii. execute directives 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. At least half of the committee shall be board members and at least two shall be non-board members. The CEO of the Council shall serve as an ex officio member of the Board Development Committee, with a voice but without a vote. The immediate past Chair of the Board Development Committee may serve one year 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 two (2) years or until their successors are elected and assume office. Members shall be eligible to serve three (3) consecutive two (2) year terms. After a period of two (2) years off the Board Development Committee, members shall be eligible to serve three (3) more consecutive terms.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which members of the Board Development Committee are elected.
- C. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the Board 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. The chair shall be eligible to serve no more than two consecutive terms as chair.
- D. 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.
- E. The chair may be removed by a majority vote of the Board Development Committee at a meeting where a quorum is present, provided written notice of the intent to vote on removal is given to all members.

### **Section 4. Responsibilities.**

The responsibilities of the Board Development Committee shall be:

- A. to solicit and recruit candidates for elected positions as directors-at-large, officers or Board Development Committee members of the Council;
- B. to provide to the membership a list of nominees, which may include more than one nominee for each position, for all positions for election, including officers, directors-at-large, and Board Development Committee members, and the

- applicable term for each nominee. Members of the Board Development Committee who are seeking or being considered for an elected position on the Executive Committee shall abstain from discussions and voting regarding nominees;
- C. to provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America a list 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:
    - i. Board job descriptions;
    - ii. Board orientation and education materials;
    - iii. Board development materials;
    - iv. methods for identifying needed skills and talents for the Board and committees;
    - v. methods for succession planning; and
    - vi. Board annual self assessment materials; and
  - E. to ensure Board orientation and Board development training sessions are conducted as needed and/or as directed by the Board.

**Section 5. Quorum.**

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

**Section 6. Removal.**

Any member of the Board Development Committee who is absent from three (3) consecutive committee meetings in their entirety without good cause, shall be removed from the committee by a majority vote of the committee members present and voting at any regular meeting of the committee.

**ARTICLE VI – ELECTION PROCEDURES**

**Section 1. Elections.**

Election of officers, Chair Elect, 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 XI, Section 2 of these bylaws.

**Section 2. Nominations from the Floor.**

Nominations for any of the elected positions may be made from the floor at the Annual Meeting provided:

- A. the individual to be nominated has consented in writing to serve if elected;
- B. the nomination and the written consent have been submitted to the chair of the Board Development Committee, or her/his designee, no less than seven (7) calendar days before the convening of the Annual Meeting; and
- C. the prospective nominee meets the qualifications for the position for which she/he is being nominated.

**Section 3. Election Procedures**

- A. The election shall be by electronic or paper ballot at the Annual Meeting.

- B. In the event that multiple candidates have been nominated for one of the officer positions, either by the Board Development Committee or by floor nomination, the candidate receiving the most votes shall be elected.
- C. In the event that more directors-at-large, Board Development Committee members, national delegates or national delegate alternates have been nominated than the number of seats being filled, either by the Board Development Committee or by floor nomination, the seats will be filled by descending order of votes received. In other words, the candidate with the most votes will be elected, followed by the candidate with the next highest vote, until all seats are filled.

## **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 (the “Annual Meeting”).
- B. Notice. Notice of the date, time, and place of the Annual Meeting, accompanied by a tentative agenda, the list 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) calendar days nor less than twenty (20) calendar days prior to the meeting. Notice may be waived by any member in writing signed by the member. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- 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;
  - 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.
  - v. the Board, at its sole discretion shall determine whether items proposed for placement on the Annual Meeting agenda relate to matters which should properly be acted upon by the Council, except that an item proposed by a minimum of 10% of service units shall be placed on the Annual Meeting agenda.
- D. Quorum. The quorum for the Annual Meeting shall be 25% of the members of the Corporation, provided a simple majority 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. Neither proxy nor absentee voting shall be allowed.
  - v. Cumulative 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, given personally or mailed or electronically transmitted, 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) calendar days but no more than sixty (60) calendar days prior to the special meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. The quorum for a special meeting shall be 25% of the members of the Corporation, provided a simple majority 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 fifteen (15) and not more than twenty (20), with the exact number fixed from time to time by resolution of the Board. The voting members of the Board shall consist of the elected officers of the Corporation and ten (10) to fifteen (15) directors-at-large. All voting members of the Board must be at least eighteen (18) years old.

- A. The Board may appoint up to four (4) girls in the high school program age levels (9<sup>th</sup> through 11<sup>th</sup> grades) 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. Each year, two girls will be appointed to the Board as new ex officio members. Girls who had previously been appointed will be given the opportunity to serve an additional year as a mentor to one of the new girl members.

**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 two (2) years or until their successors are elected and assume office.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which the directors are elected.

- C. No individual shall serve more than three (3) consecutive terms as a director-at-large.

**Section 3. Vacancies.**

A vacancy occurring in the position of director-at-large shall be filled by the Board until the next Annual Meeting,

**Section 4. Power, Authority, and Accountability.**

- A. Power and Authority. The Board shall be the governing body of the Council and 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 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, to 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 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 at least ten (10) calendar 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 a quorum is present.
  - iv. Proxy and email voting shall not be allowed.
- E. Agendas. A board meeting agenda will be posted online at the <http://gsfsi.org> website no less than 7 days prior to a regular board meeting. The agenda will include a general listing of topics on which motions may be considered.
- F. Minutes. Within 7 days of board approval, the board meeting minutes will be posted on the <http://www.gsfsi.org> website. The meeting minutes will include information about those in attendance at the meeting and motions that were voted upon. Those voting for, against and abstaining will be included in the minutes.



**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, given personally or mailed or electronically transmitted.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed or electronically transmitted to each member of the Board at least five (5) calendar 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. Voting shall be in accordance with Article VIII, Section 5.D. of these bylaws.
- E. Minutes. Within 7 days of board approval, the special board meeting minutes will be posted on the <http://www.gssofsi.org> website. The meeting minutes will include information about those in attendance at the meeting and motions that were voted upon. Those voting for, against and abstaining will be included in the minutes.

**Section 7. Unanimous Written Consent in Lieu of Meeting**

Action may be taken by the Board without a meeting if written consent given personally or mailed or electronically transmitted, 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. Any motions approved via this method will also have notification of the motion and decision posted on the website within 7 days of approval.

**Section 8. Resignation; Removal.**

- A. Any board member, including officers, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, 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 member, including officers, 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 a quorum is present, provided written notice is given stating that a purpose of the meeting is to vote upon the removal of one or more board members named in the notice. Only the named board members may be removed at such a meeting.
- C. Additionally, any board member, including officers, may be removed for cause by the Board by the affirmative vote of two-thirds (2/3) of the votes present at a meeting at which a quorum is present, provided written notice is given stating that the purpose of the meeting is to vote on the removal of one or more board members named in the notice and the reason for removal. Only the named board members may be removed at such a meeting. Removal for cause is defined as any action that violates the Girl Scout Law or Girl Scout Oath.

- D. 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.

## **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. 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 by the Board of Directors. The Chief Executive Officer and the Chief Financial Officer shall serve as ex officio members with voice but without voting privileges.

### **Section 2. Duties.**

- A. Authority between Board meetings. The Executive Committee shall exercise the authority of the Board between the meetings of the Board, except that the Executive Committee shall not:
  - i. adopt the budget;
  - ii. amend or revise the articles of incorporation or 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 given personally or by mail or by electronic transmission 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.

### **Section 5. Voting**

- A. Each member of the Executive Committee shall be entitled to one (1) vote.
- B. 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 the executive committee members present at any meeting at which a quorum is present;
- C. Proxy and email voting shall not be allowed.

### **Section 6. Chair-Elect**

- A. Purpose. The Chair-Elect shall train with the Chair of the Board in preparation of assuming the position of Chair of the Board at the end of the current Chair's term.

The Chair-Elect shall in no way interfere with or assume the duties and responsibilities of the First Vice Chair or Second Vice Chair in the event of a temporary or permanent vacancy in the office of Chair of the Board.

- B. Election. The Chair-Elect shall be elected by the members of the Council at the Annual Meeting in accordance with Article VI of these bylaws at the beginning of the third year of the Chair's term.
- C. Term of Office. The Chair-Elect shall serve one year in training with the Chair before assuming office.
- D. Eligibility. The Chair-Elect shall have served a minimum of one (1) year on the Board, preferably the Executive Committee, prior to nomination.
- E. Designation. The Chair-Elect is a designation for purposes of succession planning only and the designation does not carry any additional privileges of office, but may be held in conjunction with another office.
- E. Vacancy. In the event of a vacancy in the office of Chair-Elect, the Chair of the Board shall be elected at the next Annual Meeting in accordance with Article VI of these Bylaws.

## **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. Standing committees include the Finance Committee, the Audit Committee, and the Fund Development Committee.

### **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 standing committees shall be appointed by the Chair of the Board, subject to approval of the Board. Members of any special 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, task group or ad hoc committee shall be members of the Board, one of whom shall serve as chair of the committee.
- D. Appointments to committees, task groups or ad hoc committees, including the chair, 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 given personally or mailed or electronically transmitted, 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.**

With the exception of the Annual Meeting, 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. In the event of an emergency, the Board may direct that the Annual Meeting be held electronically by means in which all persons participating can communicate with each other simultaneously.

## **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 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 by the Board or Executive Committee 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.

**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.

**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.

**Section 5. Bonding.**

All persons having access to or responsibility for the handling of monies and securities of the council shall be bonded in the amount authorized by the Board.

**Section 6. Budget.**

The Board 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.

**Section 7. Property.**

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

**Section 8. Audits.**

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

**Section 9. Financial Reports.**

A summary report of the financial condition of the Council shall be presented to the membership at the Annual Meeting.

**Section 10. Investments.**

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

**ARTICLE XIV – CONFLICT OF INTEREST**

The Board shall maintain a policy regarding conflicts of interest, which shall require all directors and officers to complete and sign an annual disclosure statement indicating any conflict or potential conflict with his or her service on the board.

**ARTICLE XV – 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 XVI – PARLIAMENTARY AUTHORITY**

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the Council subject to the laws of the State of Illinois, the Articles of Incorporation and these bylaws and any special rules of order adopted by the Corporation or Board.

#### **ARTICLE XVII – AMENDMENTS**

These bylaws may be amended by a two-thirds (2/3) vote of:

- a. those present in person (or linked by telecommunication or by means such that all members are able to hear one another and participate in the proceedings) and voting at a meeting of the council;
- b. mail or electronic ballots cast provided that the total number of ballots cast equals or exceeds the quorum required to be present at a meeting authorizing the action; or
- c. those present and voting at any meeting of the board of directors in the event a quorum cannot be met at the Annual Meeting or at a special meeting of the council membership.

provided that the substance of the proposed amendments shall have been included with the notice of the meeting at which the proposed amendments are to be considered.