

GIRL SCOUTS OF KENTUCKIANA

BYLAWS

ARTICLE I – COUNCIL

Section 1. Corporation. This corporation shall be known as Girl Scouts of Kentuckiana, Inc., a not-for-profit corporation organized under the laws of the Commonwealth of Kentucky and is referred to herein as the “council.”

Section 2. Purpose. The purpose of the council shall be defined in the articles of incorporation and is 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 (GSUSA).

ARTICLE II – GENERAL PROVISIONS AND DEFINITIONS

Section 1. Commencement of Term. Terms of office for the council board development committee, the board of directors, the officers, and national council delegates and alternates to the national council shall begin and end at the close of the applicable annual meeting of the council at which election for such office is held. Area chairs, vice-chairs, and area nominating committee members take office on July 1 following election by their area association, except that when a person is appointed or elected to fill a vacancy, such person shall take office upon such appointment or election. Commencement of terms of other positions is defined elsewhere in these bylaws.

Section 2. Nominating from the Floor. Nomination for any position to be elected may be made from the floor at any meeting provided that (a) the eligibility of any individual so nominated has been established, (b) prior written consent of the nominee has been secured, and (c) in the case of meetings of the council, the chair has been notified of the intended nomination no later than the beginning of the meeting.

Section 3. Attendance. The absence of any member of the board of directors, the board development committee, the executive committee, or any board committee from two (2) consecutive meetings without acceptable communication to the chair of same shall constitute resignation from such body. The absence of the chair from any of the foregoing or the absence of the area chair from an area association meeting without acceptable communication shall constitute resignation as chair.

Section 4. Quorum. With regard to the board of directors, the board development committee, the executive committee, any board committee, and any area nominating committee, a majority of the individuals currently in office shall be present at a meeting to establish a quorum for the transaction of business. If circumstances require, a quorum may be established via telephonic or other electronic means which allow all participants to communicate with each other according to parliamentary rules. The minutes of the meeting must clearly state if technological arrangements for a meeting are used.

Section 5: Electronic Voting: Any committee or task force of the council or the board of directors may confirm recommendations to the board and/or the council by electronic voting, including email votes, according to procedures established by that committee or task force.

Section 6. Removal. In addition to other removal provisions contained in these bylaws, any individual serving in an elected or appointed position may be removed at any time in the same manner in which s/he was elected or appointed.

Section 7. Partial Terms. A person who has served more than half of a specific term in an office (elected or appointed), as that specific term is set forth in the bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

Section 8. Parliamentary Authority. *Robert’s Rules of Order Newly Revised*, in its most recent revision, shall be the parliamentary authority governing the meetings of the council board of directors, constituencies, and all committees, subject to the laws of the Commonwealth of Kentucky, the articles of incorporation, and these bylaws.

Section 9. Written Notice. Any notice or submission required to be in writing may be provided by mail or electronic means.

ARTICLE III – VOTING MEMBERS

Section 1. Eligibility. Individuals who will be 14 years of age and over by January 1 of the year in which they will serve, who are members of the Girl Scout Movement and who are currently registered through the council are eligible to be members of the delegate assembly. All members of the delegate assembly shall hold voting membership only for the term to which they have been elected and only for so long as they are registered with GSUSA through the council.

Section 2. Delegate Assembly. The delegate assembly of the council shall consist of (a) delegates elected by each area association; (b) the members of the board of directors including the girl members of the board; (c) the board development committee; (d) up to ten (10) delegates-at-large appointed by the board of directors; (e) the area association chairs and the area association vice-chairs; (f) national delegates except for those who are members of the employed staff. Should the area association chair or vice-chair be a member of the board of directors, board development committee or national delegation, s/he shall be considered absent from the area association position at meetings of the council. In such cases, open positions shall be filled from among elected alternates. The total number of members of the delegate assembly shall be kept as close as possible to two hundred thirty-five (235) plus the number of eligible national delegates.

Section 3. Election of Delegates and Alternates. Each area association shall be entitled to elect one (1) delegate. Area associations shall be entitled to elect additional delegates based upon the number of girls registered with GSUSA on the September 30th immediately prior to the annual council meeting. These additional delegates shall be allocated proportionally among the area associations.

Delegates and alternates shall be elected at an area association meeting following the annual council meeting and before the following December 31st. Their terms shall commence on January 1st following their election, and they shall serve for one year.

Each area association may elect one (1) or more alternates to fill vacancies in the area's delegation to the council. The number of alternates must not exceed the number of authorized delegates plus the area chair and vice-chair. The area chair shall appoint persons to fill vacancies in the area's delegation from among such elected alternates.

Section 4. Board Appointment of Delegates. Should an area association fail to elect delegates and alternates before December 31 of a given year, the board of directors may appoint qualified members of that area association to represent it in the delegate assembly. Their term shall be for one year.

Section 5. Delegates-at-Large. The board of directors may appoint up to ten (10) delegates-at-large to enhance the diversity of representation within the delegate assembly. Their term shall be for one year.

Section 6. Responsibilities of Delegate Assembly. At duly constituted meetings of the council (hereinafter referred to as "meetings of the council"), the delegate assembly of the council shall: (a) elect the officers as listed in Article V Section 1, members of the board of directors, members of the board development committee, and delegates to the National Council of GSUSA; (b) amend the articles of incorporation and bylaws of the council; (c) receive and respond to reports from the board of directors; (d) give the board of directors broad, general direction for policy-making and planning; and (e) conduct other such business as may come before the delegate assembly.

Section 7. Proposals of Business. Any registered member of the council may submit proposals of business in writing to the board chair for consideration by the board of directors at any time. Except in the event of a late-occurring urgent matter, all proposals intended to go before delegate assembly must be submitted no later than January 10 to be considered for inclusion at that year's annual meeting of the delegate assembly. The board of directors shall determine whether such proposals relate to matters which should be properly acted upon by the delegate assembly. However, any matter that has the written support of at least fifteen percent (15%) of the delegate assembly, provided that the majority of area associations are represented in this number, will be included on the agenda.

Section 8. Annual Meeting. The annual meeting of the council shall be held in the spring at such time and place as may be determined by the board of directors. Notice of the time, place, and purpose of the meeting shall be provided in writing to each voting member of the council not less than thirty (30) days before the meeting.

Section 9. Special Meetings. Special meetings of the council may be called by the board chair with the concurrence of a majority of the board of directors and shall be called by the board chair or secretary upon written request of a majority of the members of the board of directors then in office, or of at least fifteen percent (15%) of the delegate assembly, provided that a majority of the area associations are represented in this number. The purpose of such meetings shall be limited to the legitimate business of the council and shall be stated with the request. No other business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be provided in writing to each member of the delegate assembly within forty-five (45) days after proper request for the special meeting has been made and not less than ten (10) days before the meeting.

Section 10. Voting Procedure. Each voting member of the

council present in person shall be entitled to one (1) vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections. A plurality of votes cast shall elect. All other matters shall be determined by a majority of the voting members present in person and voting, unless otherwise required by law or these bylaws.

Section 11. Quorum. A majority of the members of the delegate assembly must be present in person to constitute a quorum for the transaction of business, provided that a majority of the area associations are represented.

ARTICLE IV - BOARD DEVELOPMENT COMMITTEE

Section 1. Composition. There shall be a board development committee of the council consisting of nine (9) individuals, seven (7) of whom are elected by the delegate assembly and are ineligible to serve as a board member-at-large or as a council officer during their service on the board development committee, and two (2) of whom are members of the board of directors appointed to the board development committee by the board of directors following the annual meeting of the council. The chief executive officer shall be the staff liaison to the committee. The board chair may attend meetings of the committee. Both the CEO and the board chair may participate freely in meeting discussions but shall not have voting rights. The committee may choose to go into executive session without the CEO and/or the board chair.

Section 2. Methods of Election, Term, Filling Vacancies.

Members elected to the committee by the delegate assembly shall be elected for a term of two (2) years or until their successors are elected. The appointed board committee members shall also serve for terms of two years or until their successors are appointed. Once two (2) full consecutive terms are served, an individual shall not be eligible again to serve on the board development committee until after a lapse of at least two (2) consecutive years. At least three (3) members of the board development committee shall be elected each year, and one member of the board of directors shall be appointed each year unless a vacancy requires appointment of a second board member to complete an unexpired term.

After consultation with the board development committee chair, the board chair may fill vacancies among the elected members until the next annual meeting of the council. At that council meeting a person shall be elected to fill the remainder of the unexpired term for any elected member. The board chair may fill vacancies among board members on the committee by appointment from the board of directors. Any board member serving on the board development committee who ceases to serve on the board of directors is automatically no longer a member of the board development committee.

Section 3. Selection and Term of Chair. The chair of the committee shall be elected by the board development committee from among the committee members. Election of the chair shall be held each year at the last committee meeting before the annual meeting of the council. The term of the chair shall be for one (1) year and shall begin at the close of the annual meeting of the same year. The same person shall serve as chair for no more than three (3) consecutive terms. If not already a member of the board of directors, the chair shall be an ex-officio, non-voting member of the board of directors. A vacancy in the office of chair shall be filled by the board development committee from among the eligible committee members.

Section 4. Responsibilities. The committee shall work closely with the board of directors and the chief executive officer to assess the needs of the board and shall consider the input from the chief executive officer and board chair regarding potential candidates. The committee shall present to the delegate assembly at the annual council meeting a single slate of nominations for (a) when appropriate, officers of the council, (b) other members of the board of directors, (c) members of the board development committee, and (d) when appropriate, nominations for delegates and alternates to the National Council of GSUSA. After selection of the slate is complete, as a courtesy, the committee shall provide the board chair with the slate. The slate shall be provided in writing to the delegate assembly at least 30 days prior to the annual meeting.

In addition, in partnership with the board of directors, the committee shall work to develop: a) board development and orientation and related materials, b) methods for identifying needed skills and talents for the board of directors and committees, c) methods or board succession planning, and d) board annual self-assessment materials.

Section 5. Meetings. Meetings of the board development committee are called by the chair of the board development committee as needed. Meetings shall be called by the committee chair or board chair upon request of four (4) members of the committee. In the case of vacancy in the position of the committee chair, the board chair shall call a meeting for the purpose of electing a new chair of the board development committee.

ARTICLE V – ELECTED OFFICERS

Section 1. Number and Title. The elected officers of the council shall be the board chair (also known as the board president or council president), the first and second board vice-chairs, the secretary, and the treasurer.

Section 2. Election, Term, Filling Vacancies. The officers listed in Section 1 of this article shall be elected by the delegate assembly for a term of three (3) years, or until their successors are elected. They shall serve for no more than two (2) consecutive terms in any single office. Regardless of the number of consecutive terms any person shall have served in any one or more of these offices other than that of board chair, such person shall be eligible to serve two (2) consecutive terms as board chair.

In the event of the board chair's death, resignation or removal from office, the board vice-chairs, in order of their rank, shall take office immediately and shall serve as the board chair until the next annual meeting of the council. If there is a vacancy among the elected officers other than board chair, the board chair, after consultation with the chair of the board development committee, may propose a candidate to the board of directors for confirmation by a majority vote. The officer shall take office immediately upon confirmation and shall serve until the next annual meeting of the council.

Section 3. Duties. The duties of the elected officers shall be as follows: (a) The board chair shall: (i) Be the principal officer of the council; (ii) Preside at all meetings of the council, the board of directors, and the executive committee; (iii) Be responsible for seeing that the lines of direction given by the delegate assembly and the actions of the board of directors are carried into effect; (iv) Assure support by the board of directors for the council's strategic direction and appropriate oversight of performance; (v) Report to the delegate assembly and to the board of directors on the conduct and management of the

affairs of the council; (vi) Serve as a nonvoting, *ex-officio* member of all board committees and a voting member of those board committees to which the board chair is appointed; and (vii) Perform other duties described elsewhere in these bylaws, assigned by the board of directors, and as are usual to the office.

(b) The board vice-chairs shall: (i) Assist the board chair in such duties as the board chair or the board assigns; (ii) In order of their rank, preside at meetings of the council, the board of directors and the executive committee in the absence or inability of the board chair or when delegated the responsibility of presiding. (iii) At least one board vice-chair shall be assigned the duty of communicating with the area associations and shall be designated a field board vice-chair.

(c) The secretary shall: (i) Ensure that minutes of all meetings of the council, the board of directors, and the executive committee are kept; (ii) Ensure that proper notice is given for all meetings of the council, the board of directors, and the executive committee; (iii) Ensure that records of board policies and other corporate records are maintained; and (iv) Perform such other duties usual to the office or assigned by the board chair or board of directors.

(d) The treasurer shall: (i) Provide effective stewardship and oversight of the council's finances; (ii) Execute directives of the board of directors; (iii) Report to the board of directors and to the council on the council's finances; (iv) Be a voting *ex-officio* member of the council's finance committee and audit committee; and (v) Perform other duties usual to the office or as assigned by the board chair or board of directors.

Section 4. Removal. As long as the purpose of the meeting has been included in the written meeting notice provided to the total membership of the appropriate body, any elected or appointed officer of the council may be removed by a majority vote of the total membership of the board of directors in office or by a majority vote of the delegate assembly, if they judge that removal shall be in the best interests of the council.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. 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, articles of incorporation, or statute.

Section 2. Accountability. The board of directors is accountable to: (a) 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; (b) the board of directors of GSUSA for compliance with the charter requirements; (c) the Commonwealth of Kentucky for adherence to corporate law; and (d) the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 3. Composition. The board of directors shall consist of the elected officers of the council and 18 directors who together shall represent the total community of the council's jurisdiction. The composition of the board shall include members who hold current positions as Girl Scout operational volunteers as well as members from the community at large. At the first meeting of board of directors after the council annual meeting, the board development committee shall nominate to the board, for a term of one year and subject to ratification by the board of directors, one or more girl members who shall be non-voting but otherwise fully

participating. To be eligible, a girl must be in 10th or 11th grade at the time of her application. A girl board member's term shall commence at the time of her ratification by the board of directors and shall terminate at the end of the next annual meeting. The chair of the board development committee, if not an elected member of the board of directors, shall be a non-voting, ex-officio member of the board of directors.

Section 4. Elected Term. The directors shall be elected by the delegate assembly for a term of three (3) years, or until their successors are elected, and shall serve as directors for no more than two (2) consecutive terms. The terms of office of at least six (6) of the directors shall begin and expire at the close of each annual meeting. Regardless of the number of consecutive terms any person has served as a director, such person shall be eligible to be a member of the board when serving as an officer of the council or as chair of the board development committee.

Section 5. Filling Vacancies. Subject to the limitations set forth elsewhere in these bylaws and to ratification by the board of directors, the board chair, after consultation with the board development committee chair, may propose candidates to fill vacancies in the board of directors until the next meeting of the council. At that council meeting, a person shall be elected to fill the remainder of the unexpired term.

Section 6. Removal. Provided that notice of the purpose of the meeting has been included in the written meeting notice given to the total membership of the appropriate body, directors, having been elected or appointed, may be removed from office by a majority of the total membership of the board of directors in office or by a majority vote of the delegate assembly if they judge that removal shall be in the best interest of the council.

Section 7. Meetings. The board of directors shall hold no less than four meetings each year at such time and place as the board may direct. Notice of time, place, and agenda of the meeting shall be provided to each board member not less than seven (7) days before the meeting.

Section 8. Special Meetings. Special meetings of the board of directors may be called by the board chair and shall be called by the board chair or secretary upon written request of five (5) board members. The purpose of such meetings shall be stated with the request and no other business shall be transacted except that for which the meeting has been called. Notice of time, place, and purpose of the meeting shall be provided in writing to each board member as soon as possible after a proper request is made and not less than five (5) days before the meeting.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall include all the elected officers of the council and three (3) members-at-large appointed from among the members of the board of directors. The board chair shall be the chair of the executive committee. The chief executive officer shall serve at the pleasure of the chair and in an advisory capacity, without privilege of vote.

Section 2. Appointment and Term of Members-At-Large. Members-at-large are appointed by the board chair, subject to ratification by the board of directors. The board chair may seek the advice and/or recommendation of the officers as to members to consider for the position of members-at-large. The members-at-large shall serve for a term of one (1) year or until their successors have been appointed by the board chair. Term

of office shall begin as soon as possible following the annual meeting of the council.

Section 3. Responsibilities. The executive committee shall have, and may exercise, the powers of the board in the interim between board meetings, except that the executive committee shall not have the power to adopt the budget, or to take any 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. The executive committee shall submit reports on actions taken to the board at its next meeting.

Section 4. Meetings. Meetings of the executive committee may be called by the board chair and shall be called on the request of four (4) members of the committee. Notice of time, place, and purpose of each meeting shall be provided to each executive committee member at least 24 hours prior to each meeting. For the purpose of this section, notice may be given by any means.

ARTICLE VIII - BOARD COMMITTEES

Section 1. Establishment. Standing committees and ad hoc committees [also called task forces] shall be established by the board of directors as needed to assist with policy-making, planning, and monitoring. Unless otherwise specified in these bylaws, all provisions that apply to standing committees also apply to task forces.

Section 2. Composition, Appointment and Term. The board chair shall appoint the chair and the members of board committees, subject to ratification by the board. The composition of each committee shall include a diversity of members, including at least one board member and one operational volunteer. They shall serve for a term of one (1) year and shall serve for no more than six (6) consecutive terms. Subject to ratification by the board, the board chair may appoint as chair for one year, an individual who has served six consecutive terms.

Section 3. Responsibilities of Board Committees: The board of directors shall establish the functions and responsibilities of board committees which shall operate under the general supervision of the board of directors. Any committee established by the board makes recommendations to the board of directors for possible adoption by the board or, when appropriate, by the executive committee. Only the board of directors and the executive committee (subject to restrictions in these bylaws) may take actions on behalf of the council.

Section 4. Establishment of Honorary and/or Advisory Boards. The board of directors may establish and appoint honorary boards and/or advisory boards to advance the goals of the council. The board of directors shall establish the names and functions of these additional boards which shall operate under the general supervision of the board of directors.

ARTICLE IX - FIELD ORGANIZATION

Section 1. Subdivisions. To promote democratic processes everywhere in the council's jurisdictions, the board of directors shall establish within the council's jurisdiction subdivisions known as areas.

Section 2. Area Association. There shall be within each area a decision-influencing body known as an area association. Each registered member of the Girl Scout Movement, fourteen (14) years of age or over, affiliated with the council shall be a member of one (1) area association of the member's choice. The member may only vote or stand for election in that area.

Section 3. Responsibilities of Area Association. It shall be the responsibility of the area association to do the following: (a) elect delegates and alternates from registered members of that area association to the council, (b) present the views of the area association to the delegates and receive their reports; (c) consider and give reactions to proposed plans, policies, and other matters referred to the area association by the board of directors; (d) respond to requests by the council board development committee; (e) consider ways of improving the quality of Girl Scouting in the area; (f) identify the need for services and bring concerns to the attention of council leadership; (g) assist in planning and participate in area, inter-area and council wide projects; (h) elect the members of the area association nominating committee; (i) elect the area association chair and vice-chair, subject to ratification by the board of directors; and (j) perform other duties as may be delegated by the board of directors.

Section 4. Meetings of Association. Regular and special meetings of the area association shall be called and held at such time and place as may be determined (a) by the area chair or in her/his absence, (b) by the area vice-chair, or (c) by the board chair of the council (or the board chair's designee). Regular meetings shall be held twice a year. Additionally, special meetings shall be called by the board chair (or the board chair's designee) at the request of at least ten percent (10%) of the members of the area. Written notice of time, place, and purpose of the meeting shall be provided to each member not less than ten (10) days before a regular or special meeting. Those members of the area association present and voting shall constitute a quorum provided notice has been given.

Section 5. Election, Ratification and Term of Area Association Chair and Vice-Chair. There shall be a chair of each area association who reports to the board chair or the board chair's designee. The area association nominating committee shall nominate candidates for area chair and vice-chair for election by the area association at a regular or special meeting in the spring of the year. Following election by the area association, the board chair shall submit the names of the elected area chair and vice-chair to the board of directors for ratification. The area chair shall serve for a three (3) year term and shall serve no more than two (2) consecutive terms. The area vice-chair shall serve for a two (2) year term and shall not serve more than three (3) consecutive terms. Once three full terms are served, an individual shall not be eligible again to serve as area vice-chair until after a lapse of at least two (2) consecutive years, she or he may serve as area chair immediately following service as vice-chair.

When an area association nominating committee cannot identify a new candidate for the position of area chair or vice chair, the board chair or her/his designee may grant a request from that area association nominating committee to allow an out-going area chair or vice chair to serve one additional term in either of these positions without a lapse of two consecutive years.

Section 6. Duties of Area Association Chair. The area chair shall: (a) ensure that the area association meets its responsibilities as set forth in Section 3 of this article; (b) be responsible for and preside at area association meetings; (c) suggest names to and submit names referred by the area association nominating committee to the council; (d) through the field board vice-chair, relate the concerns and policy needs

of the area association; (e) attend and participate in meetings of the area chairs; (f) interpret board action, proposed policies, and plans to members of the area association; (g) train, and if necessary, convene the delegates elected by the association to inform them about the issues to be considered at the council annual meeting, special meetings, and other meetings as appropriate; (h) train and, if necessary, convene the area nominating committee; (i) appoint a temporary vice-chair should a vacancy occur between meetings as which an election occurs, (j) at the board chair's request, represent the board chair and the council at meetings of other organizations and serve as a Girl Scout liaison with individuals and groups within the area; and (j) carry out such other duties as may be delegated by the board chair or board of directors.

Section 7. Duties of the Area Association Vice-Chair. The area vice-chair shall (a) assist the area chair to meet the responsibilities as set forth in Section 3 of this article; (b) preside at and/or attend meetings the area association chair is unable to attend; (c) in the event of the area chair's death, resignation or removal, serve as area chair and assume all duties and powers until the next area association meeting at which elections are held. If the vice-chair is serving as area chair at any meeting of the council, s/he shall be responsible for filling vacancies in the area's delegation to the council under Article III, Section 2 of these bylaws.

If it becomes necessary for the area vice-chair to serve as area chair at any meeting of the council, then a vacancy in the area vice-chair's position as a member of the delegate assembly for that meeting occurs. Such vacancy shall be filled from among the area's elected alternates as provided in Article III, Section 2 of these bylaws.

Section 8. Area Association Nominating Committee.

- (a) **Composition.** Each area association shall have a nominating committee consisting of between three (3) and seven (7) members. The area chair shall not be a member of the committee.
- (b) **Election, Term, Filling Vacancies.** Members of the committee shall be elected by the members of the area association in the spring of the year for a term of three (3) years, or until their successors are elected, and shall not be eligible again for committee membership until after a lapse of two (2) years. The area chair or, if necessary, the board chair shall have the power to fill vacancies in the committee until the next meeting of the area association at which elections for any vacant positions will be held.
- (c) **Committee Chair.** The chair shall be elected by the committee from among its members and shall serve for a term of one (1) year and shall serve as chair for no more than two (2) terms. A vacancy in the office of chair shall be filled by the committee for the remainder of the unexpired term.
- (d) **Responsibilities.** The committee shall present to the membership of the area association at the appropriate meeting at which elections are held, a single slate of nominees for election as council delegates and alternates; for succeeding members of the association nominating committee; for area chair and for area vice-chair. The committee shall refer names of qualified people in the area to the area chair for forwarding to the council board development committee and the board chair for council wide positions and shall refer names of qualified persons to the area chair for appointment to jobs within the area.

In addition, in partnership with the area chair and vice-chair,

the committee shall work to identify and develop needed skills and talents within the area and plan for succession to leadership positions.

Section 9. Removal. An area association chair, vice-chair, area nominating committee chair or member, or elected delegate or alternate may be removed by a majority vote of the area association membership present at a meeting as long as the purpose of the meeting has been provided in the written notice of the meeting given to the entire area association membership.

ARTICLE X - CHIEF EXECUTIVE OFFICER

Section 1. Appointment. There shall be a chief executive officer (CEO). The CEO shall be appointed by the board of directors and shall serve at its pleasure. Although an officer of the council, the CEO shall not be a voting member of the council, the board of directors, the executive committee or board development committee. The CEO may be a voting member of a board committee if so specified by the board chair.

Section 2. Responsibilities and Authority. The CEO shall be the chief administrator of the council; shall be responsible for providing advice and assistance to the council, the board of directors, the board chair and other officers, and the committees; and shall be responsible for administering the total operations of the council. The CEO shall have such other powers and perform such other duties as may be provided by the board of directors.

The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors. The CEO shall have the power to appoint members of the executive staff who shall be officers of the council. Although officers of the council, the members of the executive staff shall not be members of the delegate assembly, the board of directors, the executive committee, or board development committee. The members of the executive staff may be voting members of a board committee if so specified by the board chair.

ARTICLE XI - NATIONAL COUNCIL DELEGATES

The delegates whom the council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the members of the council at a meeting held in the calendar year preceding the regular meeting of the National Council. The board of directors, or the board chair in the absence of a meeting of the board, shall fill delegate vacancies from among the persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner as delegates. If there be no such persons, the board of directors, or the board chair in the absence of a meeting of the board, shall have the power to fill vacancies among the delegates until the next meeting of the council. Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout Movement in the United States of America, who are fourteen (14) years of age or over and who are registered through the council with Girl Scouts of the United States of America; and shall serve for a term of three (3) years from the date of their election, or until their successors are elected.

In selecting from among the applicants to nominate for the position of delegate or alternate to the National Council, the Board Development Committee will make their selections based on qualifications and experience of the applicant as well as making every effort to ensure geographic distribution across the council jurisdiction. The board chair and the CEO shall serve as two (2) of the council's elected delegates.

The terms of delegates and alternates to the National Council begin when they are elected. Girls elected to these positions must be fourteen (14) years of age or older on the date of the annual meeting when the election is held.

ARTICLE XII - FINANCE

Section 1. Fiscal Year. The fiscal year of the council shall be established by the board of directors.

Section 2. Contributions. Any contributions, bequests, devises, and gifts made to 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 banks as shall be designated by the board of directors.

Section 4. Approved Signatures. Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the council shall be as authorized by the board of directors.

Section 5. Bonding. All persons having access to or major responsibility for the handling of monies and securities of the council shall be bonded in amounts authorized by the board of directors.

Section 6. Budget. The annual budget of estimated income and expenditures shall be adopted by the board of directors. No expenses shall be incurred in excess of budgetary appropriations without prior approval of the board of directors.

Section 7. Debts. Debts may be incurred only as authorized by the board of directors.

Section 8. Audits. An independent certified public accountant shall be retained by the board of directors to make an annual examination of the financial accounts of the corporation. A report of the audit shall be submitted to the board and to GSUSA.

Section 9. Property. Title or lease to all property and capital equipment shall be held in the name of the council or as specifically designated by the board of directors.

Section 10. Financial Reports. A summary report of the financial operation of the council shall be made to the board of directors at each of its regular meetings, and annually to the voting members and to the public in such form as the board of directors shall prescribe.

Section 11. Investments. Investment of the funds of the council shall be in accordance with the direction of the board of directors, or any committee of the board appointed for such purpose.

ARTICLE XIII - AMENDMENTS

These bylaws may be amended by a majority of the delegate assembly who are present and voting at any duly constituted meeting of the council at which a quorum is present, provided that the proposed amendment shall have been included in the notice of the meeting.

Approved - Annual Meeting April 30, 2022