

GIRL SCOUTS CENTRAL CALIFORNIA SOUTH COUNCIL

By-Laws

Approved 6-3-2010

Action Without a Meeting

ARTICLE I: THE COUNCIL

1.01 Name:

The name of the corporation is "Girl Scouts of Central California South" which shall be referred to in these Bylaws as "the Council".

ARTICLE II: OFFICE

2.01 Principal Office:

The principal office shall be the corporation's office and it shall be located at such place, as the Board of Directors shall determine. The Board of Directors may change the principal office from one location to another.

2.02 Regional or Subordinate Offices:

The Board of Directors may establish regional or subordinate offices at any time.

ARTICLE III: PURPOSE

3.01 Purpose:

The specific and primary purpose for which the Council was formed and to which it is irrevocably dedicated is charitable and educational. In the context of this general purpose, the Council shall offer girls residing within its jurisdiction an opportunity to participate in the Girl Scout program, in accordance with the purpose of the Girl Scout movement in the United States of America and to carry on other charitable and educational activities associated with this goal as allowed by law.

ARTICLE IV: CONSTRUCTION AND DEFINITIONS

4.01 Construction and Definitions:

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both the legal entity and a natural person.

ARTICLE V: DEDICATION OF ASSETS

5.01 Dedication of Assets:

The Council's assets are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the Council, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Council. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Council shall be distributed to an organization or organizations chartered or licensed by Girl Scouts of the United States of America ("GSUSA"), and which is organized and operated exclusively for charitable or educational purposes and that has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE VI: MEMBERS OF THE CORPORATION

6.01 Corporation:

The term "Council" used herein refers to the Corporation. A meeting of the voting members of the Corporation shall be called a meeting of the Council.

6.02 Membership:

- A. Member of the Council: All registered members of GSUSA who are fourteen (14) years of age or over and who are registered through the Girl Scouts of Central California South are eligible to be voting members of the Council.
 - 1. To become a voting member of the Council, an eligible member must:
 - a. Indicate at the time of registration as a member, the desire to be a voting member of the Council, or
 - b. Contact the council headquarters office and indicate their wish to be a voting member of the corporation. This communication must occur a minimum of thirty (30) days prior to the date the notice is distributed in accordance with these Bylaws.
 - 2. Members of the Board of Directors and Board Development Committee are voting members.
- B. The Board of Directors will have the authority to establish criteria for determining the Governance Region in which each voting member of the Council resides.

6.03 Responsibilities of the Members of the Council:

- A. The voting members of the Council shall:
 - 1) Elect the officers of the Council, the members-at-large and regional representatives of the Board of Directors;
 - 2) Elect the members of the Council Board Development Committee; and
 - 3) Elect the delegates and alternates, should vacancies occur, to the National Council of GSUSA.
- B. Determine general lines of direction for Girl Scouting within the jurisdiction of the Council and within the Governance Regions in which the voting member is registered by receiving and responding to reports and information from the Board of Directors (Article XV);
- C. Amend the Articles of Incorporation and the Bylaws of the Council;
- D. Take all other action requiring membership vote;
- E. Conduct such other business as may, from time to time, come before the members; and
- F. Attend regional town hall sessions in the area in which the voting members reside as scheduled.

6.04 Regular Meetings of the Council:

The Council may hold at least one regular meeting (“Annual Meeting”) each year in the months of January, February, March or April, time and type of meeting to be determined by the Board of Directors. In order to better meet the needs of the members, the regular meeting will be held as an “Action Without a Meeting” (see Article VI, Section 6.05) or “Meeting in a Physical Location” Article VI, Section 6.06.

- G. Notice of the time, and, if applicable, the place, the means of electronic transmission, and deadlines as defined in Article VII, Section 7.01, shall be sent to all voting members.

6.05 Action Without a Meeting:

The regular meeting (“Annual Meeting”) of the council will be an Action Without a Meeting. Notice of Annual “Action Without a Meeting” will be electronically distributed not less than thirty (30) nor more than forty-five (45) days prior to the distribution of “Manner of Giving Notice for Meetings,” Article VII, Section 7.01. Any action that may be taken at any meeting of the Council may be taken without a meeting by complying with the following:

- A. Any eligible voting member may submit names for Board of Directors, Board Development and National Delegate positions in accordance with Article VIII, Section 8.02 C.
- B. Solicitation of Written Ballot: The Council shall distribute one written ballot to each voting member of the Council as defined in Article VI, Section 6.02 A. The ballot and any related material shall be sent in compliance with Article VII, Section 7.01 “Manner of Giving Notice”. If notice is electronic submission by the Council, and responses are returned to the Council by electronic transmission, the response must meet the requirements of Section 5510(f) of the California Corporation Code.

All written ballots shall:

- 1) indicate the number of responses needed to meet the quorum requirement;
- 2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and
- 3) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall:

- 1) set forth the proposed action;
- 2) provide the members an opportunity to specify approval or disapproval of each proposal; and
- 3) provide a reasonable time within which to return the ballot to the Council.

C. Number of Votes and Approvals Required: Approval by written ballot shall occur only when:

- 1) The number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and
- 2) The number of approvals equals or exceeds the number of votes that would be required for approval in a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- 3) A written ballot that a member marks “withhold” or otherwise marks in a manner indicating that authority to the vote is withheld, shall not be voted either for or against the election of any nominee for whom the authority to vote has been withheld, but is included in the establishment of a quorum.
- 4) Approval by written ballot shall be valid only when:
 - a. The number of votes cast by ballot (including ballots that are marked withhold or otherwise indicate that authority to vote is withheld) within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and
 - b. The number of approvals equals or exceeds the number of votes that would be required to approve the action or accomplish the election at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

- D. Revocation: A written ballot cannot be revoked.
- E. Filing: All written ballots shall be filed with the secretary of the Council and maintained in the corporate records for at least three (3) years.

6.06 Regular Meeting of the Council in a Physical Location:

The purpose of the Annual Meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be given, in the manner prescribed in Article VII, Section 7.01, not less than thirty (30) nor more than forty-five (45) days prior to the meeting. Meetings of the Council in a physical location shall be held at any place within or outside the council jurisdiction as designated by the Board of Directors.

6.07 Special Meetings:

A special meeting of the Council shall be called by the Chair of the Board, (or a Vice Chair acting as Chair in accordance with these Bylaws) upon the written request of two-thirds (2/3rds) of the members of the Board of Directors or 5% of the voting members of the Council with at least 50% Service Unit representation, for any lawful purpose at any time. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called, and notice must be given to the members within fourteen (14) days after receipt of a request for a special meeting. This notice, in the manner prescribed (Article VII, Section 7.01), of the time, place, purpose, and, if applicable, the means of electronic transmission as defined in Article VI, Section 6.11, shall be given not less than ten (10) days nor greater than twenty (20) days before said meeting that meets the requirements of this section 6.07. Meetings of the Council in a physical location shall be held at any place within or outside the council jurisdiction as designated by the Board of Directors. If the special meeting is an "Action Without Meeting" then refer to Article VI, Section 6.05, all sections.

6.06 Quorum:

The quorum shall consist of one hundred (100) voting members, with at least 50% Service Units participating and represented in person for a meeting in a physical location, or via ballots for an "Action Without a Meeting". The voting members present at a duly called and held meeting in a physical location at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meetings due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum (other than adjournment) must be approved by at least a majority of the members required to constitute a quorum.

6.09 Voting Procedures for Meeting in Physical Location:

- A. Each Council voting member present as defined in Article VII, Section 7.04 shall be entitled to one vote.
- B. 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 vote of the members present at a meeting with a quorum.
- C. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be deemed the act of the members unless a vote of greater number is required by law, these Bylaws, or parliamentary authority.

6.10 Adjournment and Notice of Adjourned Meetings:

Any Council meeting in a physical location, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a Council meeting is adjourned to another time or place, notice need not be given of the adjourned meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice of voting, a notice of the adjourned meeting shall be given to each member who, on the

record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Council may transact any business that might have been transacted at the original meeting.

6.11 Electronic Participation:

If authorized by the Board of Directors in its sole discretion, and subject to the requirements of consent in California Corporations Code section 20(b) and guidelines and procedures the Board of Directors may adopt, members not physically present in person may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person or by proxy and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Council or by electronic video screen communication, in accordance with Section 5510(f) of the California Corporations Code.

ARTICLE VII: MANNER OF GIVING NOTICE, RECORD DATE OF ENTITLEMENT TO VOTE, MANNER OF VOTING, AND ATTENDANCE AT MEETINGS

7.01 Manner of Giving Notice for Meetings:

Notice of any meeting of the voting members of the Council, members of the Council Board Development Committee, or members of the Board of Directors, shall electronic mail, unless at the time of annual registration for membership in the Council, the member has indicated that they wish to receive notice by facsimile or first class mail, charges prepaid. Notice may be delivered in person, but will not be listed as a choice for distribution. It shall be addressed to each member entitled to vote at the address of the member appearing on the books of the Council or at the address given by the member to the Council for purposes of notice.

7.02 Determination of Entitlement for Being Given Notice:

A. Record Date for Voting Member of Council:

For purposes of establishing whether a person is a voting member of the Council and entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the record date of membership in Girl Scouts of Central California South shall be thirty (30) days prior to the date the notice is distributed in accordance with these Bylaws. The record date shall be date stamped on the registration showing official receipt at the Council headquarters or regional office.

B. Record Date for Member of Council Board Development Committee or Board of Directors:

A member of the Council Board Development Committee or the Board of Directors is entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action upon election by the voting members of the Council, or by appointment to by vote of the Board of Directors upon registration with the Council.

7.03 Manner of Voting:

- A. Voting at a meeting in a physical location shall be the date of the meeting;
- B. Voting by written ballot through an "Action Without a Meeting" meeting shall be the date the written ballot is mailed or solicited (Article VI, Section 6.09 A); and
- C. Taking other action shall be the date of the meeting.

7.04 Attendance at Meetings in a Physical Location:

The voting members may attend in person or through conferencing, technology pursuant to California Corporations Code Section 5211(a)(6) shall be considered to be in attendance for all

purposes, including establishment of a quorum. The definition of “present” shall be defined in its broader sense to include electronic communication, such as, conference telephone or similar communication equipment, as long as all members participating in the meeting can hear one another.

ARTICLE VIII: COUNCIL BOARD DEVELOPMENT COMMITTEE

8.01 Composition:

The Council Board Development Committee shall consist of no fewer than five and no more than nine members who are representative of the jurisdiction of the Council. The members of this committee shall include at least one member from each of the Governance Regions within the Council, as defined in Article XV. No fewer than two and no more than three members of this committee shall be members of the Board of Directors. A majority of the committee members must not also be members of the Board of Directors.

8.02 Responsibilities of the Council Board Development Committee

- A. The Council Board Development Committee shall present to the membership at the Annual Meeting a single slate of:
 - 1) Nominees for officers of the Council;
 - 2) Nominees for members-at-large and regional representatives of the Board of Directors;
 - 3) Nominees for members of the Council Board Development Committee;
 - 4) Nominees for delegates to the GSUSA National Council, and a single slate of alternates ranked to fill vacancies among elected delegates, should vacancies occur in accordance with the National Council calendar.
- B. For a meeting of the Council in a physical location, nominations may be made from the floor, provided the eligibility of the individuals so nominated has been established and is in accordance with these Bylaws, and the written consent and bio of such individual has been secured and submitted to the Council Board Development Committee Chair at least seventy-two (72) hours in advance of the Annual Meeting.
- C. For an “Action Without a Meeting”, nominations may be made from a voting member provided the eligibility of the individuals so nominated has been established and is in accordance with these Bylaws, and the written consent and bio of such individual has been secured and submitted to the Board Development Committee ten days prior to the mailing of “Manner of Giving Notice” per these Bylaws (Article VII, Section 7.01).
- D. Between Annual Meetings work with the Chair of the Board to present to the board: nominees to fill vacancies on the Board of Directors or Council Board Development Committee. In the case of a permanent vacancy in the office of Chair of the Board, the vice Chairs will succeed in order of their rank until the next regularly scheduled meeting of the Council.

8.03 Election, Terms, and Vacancies:

- A. Elections:** Members of the Council Board Development Committee shall be elected by the voting members of the Council for terms of two years, or until their successors are elected. If election is by written ballots, election occurs immediately when the results are determined.
- B. Terms:** The terms of office shall be staggered so that approximately ½ of the full two-year terms will expire each year. If the total number of positions on the Council Board Development Committee is an even number, ½ of the terms will expire at each successive Annual Meeting. If the number of positions is odd an odd number of positions will expire in the odd numbered years and an even number of positions will expire in the even numbered years. A term of office begins at the call of order of the first Council Board Development Committee meeting after the election. The term ends with the close of the Annual Meeting at which a member's term is expiring. Members shall not serve more than two consecutive terms and shall not be eligible again for membership on this committee until after the lapse of two years.
- C. Vacancies:** The Board of Directors shall have the power to fill vacancies on the Council Board Development Committee until the next Annual Meeting of the Council.

8.04 Selection and Term of Committee Chair:

- A.** The Chair of the Council Board Development Committee shall be appointed by the Chair of the Board with the approval of the Board of Directors, for a term of one year, or until a successor is selected, from among the current members of the committee. The Council Board Development Chair may only serve as Chairperson once per term.
- B.** If the Chair is not already elected to the Board of Directors, the Chair shall be a voting member of the Board of Directors.

8.05 Meetings:

All meetings of the Council Board Development Committee may be attended in person or by telephone conference or by means of any other technology providing timely and meaningful communication and interaction between the committee members. (Article VII, Section 7.04: Attendance at Meetings)

8.06 Quorum:

A majority of the committee members must be present in person or participate through the means of appropriate technology, as described above, to constitute a quorum for the transaction of business.

ARTICLE IX: PARTIAL TERMS

9.01 Partial Term:

Any officer, member of the Board of Directors, or member of the Council Board Development Committee who has served more than half of the term (elected or appointed), shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that position or another position.

ARTICLE X: BOARD OF DIRECTORS

10.01 Powers, Responsibilities and Accountabilities:

The corporate business and affairs of the Council shall be managed under the direction of the Board of Directors, except as may be otherwise provided in these Bylaws or the articles of incorporation. The Board of Directors is accountable: to the members of the Council for managing the affairs of the Council; to the Board of Directors of GSUSA for compliance with the

charter requirements; to the State of California for adhering to state corporate law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.

10.02 Composition:

The Board of Directors shall consist of no fewer than twelve and no more than seventeen members as follows:

- A. Five officers: Chair of the Board, first vice Chair, second vice Chair, secretary and treasurer;
- B. Regional Governance Representatives: a minimum of two and a maximum of five; the exact number shall be fixed by resolution of the Board of Directors;
- C. Member-at-Large: a minimum of five and a maximum of Seven ; the exact number shall be fixed by resolution of the Board of Directors;
- D. Chair of the Council Board Development Committee, if not already elected to the Board of Directors as an ex officio member with the right to vote;
- E. Girl members 16 years or over: Two Girl Scouts, registered as members of GSUSA through the Council who are at least 16 years old, to serve as non-voting members of the Board of Directors. The appointment of these positions is optional and at the discretion of the Board of Directors for a term of no greater than one year; and
- F. The CEO serves as a non-voting member of the Board of Directors.

10.03 Election and Term:

A. Regional Representatives:

- 1) One Regional Representative is elected from each Regional Governance Area to hold office for a term of two years or until their successor is selected. Regional Representatives shall serve no more than three (3) consecutive terms. Terms of office begin at the close of the Annual Meeting at which the elections are held or if the election is by written ballot, immediately following certification of the results of the written ballot.
- 2) If the total number of Regional Representatives is, an even number $\frac{1}{2}$ of the terms will expire at each successive Annual Meeting if the number of positions is odd an odd number of positions will expire in the odd numbered years and an even number of positions will expire in the even numbered years.

B. Member-at-Large:

- 1) The members-at-large shall be elected by the members of the Council for a term of two (2) years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms. Terms of the office shall begin at the close of the Annual Meeting at which the elections are held.
- 2) The term of approximately one-third (1/3) of the members-at-large, in addition to those who are elected as girl members, shall expire at each Annual Meeting of the Council. Regardless of the number of consecutive terms, any person shall have served as a member-at-large; such person shall be eligible to be a member of the Board of Directors when serving as an officer or as Chairperson of the Council Board Development Committee.

10.04 Attendance at Meetings:

The members may attend in person or through conferencing, technology pursuant of California Corporations Code Section 5211(a)(6) shall be considered to be in attendance for all purposes,

including establishment of a quorum. (Refer to Article VII, Section 7.04: Attendance at Meetings of these Bylaws.)

10.05 Vacancies:

Except as provided in Article IX, Section 9.01 of these Bylaws, vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, or otherwise, shall, according to the laws of the state for filling vacancies, be filled until the next Annual Meeting of the Council by affirmative vote of the remaining directors then in office, though less than a quorum at any meeting of the Board of Directors called for that purpose.

10.06 Nonparticipating Board Members:

Members of the Board of Directors who find that they will not be able to meet their commitment to attend meetings of the Board of Directors should submit their resignation in writing to the Chair of the Board. Any Board Member who is absent from two consecutive Board of Directors meetings without verbal or written explanation to the Chair of the Board shall be considered to have vacated their position and, upon approval by a majority vote of the members present and voting at any regular meeting of the Board of Directors, shall be notified to this effect.

10.07 Regular Meetings:

Regular meetings of the Board of Directors shall be held at such time and place as may be determined by resolution of the Board of Directors, except that the Board shall meet no less than four (4) times each year, with the board scheduling as many additional meetings as it chooses. Notice of time, place, and purpose of the meeting shall be mailed to each director not less than ten (10) days before the meeting. The manner of giving notice shall be by: personal delivery of written notice; first-class mail, postage prepaid; or by electronic medium, to include facsimile and electronic mail. (Refer to Article VII, Section 7.01: Manner of Giving Notice for Meetings.)

10.08 Special Meetings:

Special meetings of the Board may be called by the Chair of the Board. Special meetings also shall be called by the Chair of the Board upon written request of one-third (1/3) of the Board of Directors. The purpose of such meetings shall be stated with the request, and no business shall be transacted except that for which the meeting has been called.

Notice of the time, place and purpose of special meetings shall be given to each Board member by one of the following methods:

- A. four (4) days prior by personal delivery of written notice;
- B. four (4) days prior by first-class mail, postage prepaid;
- C. forty- eight (48) hours by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or
- D. Forty-eight (48) hours by electronic medium, to include facsimile and electronic mail.

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Council.

10.09 Quorum:

A majority of the voting members of the Board shall be present Article X, Section 10.08 to constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

10.10 Adjourned Meeting:

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Notice of time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the reconvening of the adjourned meeting, to the directors who were not present at the time of the adjournment.

10.11 Action without a Meeting:

Any action that the Board is required or permitted to take may be taken without a meeting with the unanimous consent of each Board Member required [California Corporation Code Section 5211(b)]. All such consents shall be filed by the Secretary of the Council with the minutes of the proceedings of the Board and shall be maintained in the corporate records for at least three (3) years. Such action by written consent shall have the same force and effect as any other validly approved action of the board by complying with the following:

- A. The Chair of the Board shall see that one written ballot is distributed to each director entitled to vote on the matter. Such written ballots shall be mailed or delivered in the manner required by Article VII, Section 7.01 Manner of Giving Notice, of these Bylaws. All solicitations of votes by written ballot shall:
 - 1) set forth the proposed action;
 - 2) provide the directors an opportunity to specify approval or disapproval of each proposal; and
 - 3) specify the time by which the ballot must be received in order to be counted.

ARTICLE XI: CONFLICT OF INTEREST

11.01 Conflict of Interest:

- A. All members of the Board of Directors are required to have a current signed and dated Conflict of Interest Statement on File at the Council Office.

ARTICLE XII: OFFICERS

12.01 Number and Title:

The officers of the Council shall be Chair; first vice Chair, second vice Chair; secretary; and treasurer. The chief executive officer shall serve without privilege of vote [California Corporations Code 5213(9)(a)].

12.02 Election, Term and Vacancies:

The Chair, first vice Chair, second vice Chair, secretary, and treasurer shall be elected by the members of the Council for a term of two (2) years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms in any one or more of these offices, except that, regardless of the number of consecutive terms any person shall have served in any one or more of these offices other than that of Chair, such person shall be eligible to serve three (3) consecutive terms as Chair. Terms of office shall begin at the close of the Annual Meeting at which elections are held. A vacancy among the officers, other than the Chair of the Board, shall be filled by the Board of Directors until the next Annual Meeting. In the case of a permanent vacancy in the office of Chair, the vice Chairs will succeed in order of their rank until the next Annual Meeting.

The chief executive officer shall be appointed by the Board of Directors to hold office at its pleasure.

12.03 Duties:

The duties of the officers shall be as follows:

A. Chair:

The Chair shall be the chief corporate officer of the Council and shall preside at the meetings of the Council and the Board of Directors. The Chair shall be responsible for seeing that the lines of direction given by the members of the Council and the actions of the Board of Directors are carried into effect, and for reporting to the membership and to the Board of Directors on the conduct of the affairs of the Council. The Chair shall be an ex-officio member, without the right to vote, of all committees and task groups, excluding the Council Board Development Committee, established by the Board of Directors, and shall perform such other duties as are assigned by the board or prescribed elsewhere in these Bylaws.

B. First Vice Chair:

- 1) Assist the Chair of the Board as assigned;
- 2) Preside at meetings of the Council, the Council Board, or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding; and
- 3) 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. Second Vice Chair:

- 1) Assist the Chair of the Board as assigned;
- 2) In the event of the vacancy in both offices of Chair of the Board and First Vice Chair, succeed to the office of Chair of the Board for the remainder of the unexpired term.

D. Secretary:

- 1) Shall be responsible for seeing that notices are issued and minutes are kept of all meetings of the Council and the Board of Directors;
- 2) responsible for the custody of corporate books, records, and files, and shall exercise the powers and perform such other duties as may be assigned by the Chair or Board of Directors;
- 3) Certify election results and results of other action taken by the voting membership to the Council Board.

E. Treasurer:

The treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors; and reporting receipt, use, and disbursement of all assets of the Council. The treasurer is responsible for ensuring that systems are in place to:

- Receive and maintain custody of all moneys.
- Distribute funds as authorized.
- Prepare and issue financial statements and reports.
- Ensure that an annual financial audit is conducted.

The treasurer shall exercise other powers and perform such other duties as may be assigned by the Chair or Board of Directors. The treasurer shall be an ex officio member of the finance committee/task group, if such committee/task group shall be established by the Board of Directors.

F. Chief Executive Officer:

The chief executive officer of the Council shall be responsible for providing advice and assistance to the Council, the Board of Directors, the Chair of the Board and other officers, and the committees/task groups; and shall be responsible for managing and administering the total operations of the Council. The chief executive officer shall have such other powers and perform such other duties as may be designated by the Board of Directors.

The chief executive officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

12.04 Removal:

An elected officer may be removed, with or without cause, with a two-thirds (2/3) vote of the total membership of the Board of Directors.

ARTICLE XIII: EXECUTIVE COMMITTEE

13.01 Members:

The Executive Committee shall be composed of (a) the voting officers of the Council set forth in Article X, Section 10.02 and (b) two members-at-large of the Board of Directors appointed by vote of a majority of the members of the Board of Directors then in office. Members of the Executive Committee shall serve for a term of one year, or until their successors are elected.

13.02 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, 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 to the Board on actions taken.

Actions of the Executive Committee must be submitted for ratification at the next scheduled meeting of the Board of Directors.

13.03 Meetings:

Meetings of the Executive Committee shall be called by the Chair of the Board. Notice of time, place and purpose of the meeting shall be given each member of the Executive Committee not less than four (4) days before the meeting. (Refer to Article VII, Section 7.01: Manner of Giving Notice)

13.04 Quorum:

A majority of the Executive Committee must be present (Article VII, Section 7.04) to constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

ARTICLE XIV: STANDING COMMITTEES

14.01 Establishment:

The Board of Directors may establish standing committees, special committees, and/or task groups, as it deems necessary.

14.02 Composition and Appointment:

The Chair shall appoint the Chairpersons and the members of the committees with the approval of the board.

ARTICLE XV: GOVERNANCE REGIONS

15.01 Governance Regions:

In order to maximize the opportunities for all members to have a voice on key issues affecting the Council and the Movement, the Board of Directors shall establish no fewer than two and no more than five Governance Regions, the exact number and boundaries to be determined by the Board of Directors.

15.02 Establishment of the Regional Advisory Committees in Governance:

Each Regional Area will be responsible for having a Regional Advisory Committee in Governance. The composition, appointment or election of members, meetings and quorum will be developed by the individual regions. The written plan will be submitted to the Board of Directors for approval.

15.03 Purpose and Responsibilities:

The purpose and responsibilities of the Regional Advisory Committees in Governance is:

- A. Advocate for significant public funding for Girl Scouting within the Governance Region. Work with the Board of Directors and management staff in the development and implementation of regional fund development strategies;
- B. Uphold the relevance of Girl Scouting within its Governance Region.
- C. Cultivate community members and submit names of potential candidates to the Council Board Development Committee on an ongoing basis;
- D. Work with the Board of Directors in the development of a Council vision, corporate goals, a strategic plan and council policies which will meet the needs of girls and will respond to the expectations of families and other constituents within the Governance Region;
- E. Establish and maintain a system for involving the adult membership within the Governance Region in influencing policy decisions.
- F. Develop a forum for the discussion of ideas and concerns emanating from the girl and adult membership and the greater communities within the Governance Region;
- G. Represent the best interests of the Council, as well as the girl and adult members of the Council, within the Governance Region.
- H. Act to influence regional attitudes, institutional practices, government policies and the fair application of laws that impact all girls and Girl Scouting within the Governance Region;
- I. And subject to California law, carry out such other duties as may be designated by the Board of Directors.

ARTICLE XVI: NATIONAL DELEGATES

16.01 National Council Delegates:

The delegates whom the Council is entitled to elect to the National Council of GSUSA shall be elected by the members of the Council at the Annual Meeting in accordance with the national delegate training schedule. The Board of Directors, or the Chair in the absence of a meeting of the board, shall fill delegate vacancies from among the ranked persons elected to fill vacancies. Such 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 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 whom are sixteen (16) years of age or over and who are registered through the Council with GSUSA; and shall serve for a term as defined by GSUSA.

ARTICLE XVII: FISCAL AND LEGAL RESPONSIBILITIES OF THE COUNCIL

17.01 Fiscal Year:

The fiscal year of the Council shall be from October 1 to September 30.

17.02 Contributions:

Any contributions, bequests, and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board of Directors.

17.03 Depositories:

All funds of the Council shall be deposited to the credit of the Council, under such conditions and in such depositories as shall be designated by the Board of Directors.

17.04 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 provided by resolution of the Board of Directors.

17.05 Bonding:

All persons having access to, or major responsibility for, the handling of monies and securities of the Council shall be bonded, as provided by resolution of the Board of Directors.

17.06 Budget:

The annual operational and capital budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

17.07 Property:

The title of all property, with the exception of troop equipment, shall be held in the name of the Council.

17.08 Financial Reports:

A summary report of the financial operations of the Council shall be made at least annually to the membership, and to the public, in such form, as the Board of Directors shall provide.

17.09 Audits:

A certified public accountant or other independent 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 all examinations shall be submitted to the Board of Directors and to GSUSA.

17.10 Legal Counsel:

Independent legal counsel should be retained by the Board of Directors to:

- A. Ensure compliance with federal and state requirements;
- B. Review and advise on any, and all, legal instruments the Council executes, such as leases, contracts, property purchases, or sale; and

Review and advise on any official statements developed for the media (print, television, or radio).

17.11 Investments:

The funds of the Council shall be invested in accordance with the direction of the Board of Directors, or any committee/task group of the board appointed for such purpose.

17.12 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 maximum extent permitted by law.

17.13 Inspection of Records:

Every Board of Directors member shall have the right at a mutually agreed time to inspect all books, records and documents of the Council and to inspect the physical properties of the Council.

ARTICLE XVIII – PARLIAMENTARY AUTHORITY

18.01 Parliamentary Authority:

“Robert’s Rules of Order Newly Revised,” in its most recent edition, shall be the parliamentary authority governing the meetings of the Council, Board of Directors, the regional advisory committee in governance and all committees/task groups, subject to the laws of the State of California, the articles of incorporation, and these Bylaws, and any special rules of order adopted by the organization.

ARTICLE XIX - AMENDMENTS

19.01 Amendments:

These Bylaws may be amended by a majority vote of the Council present (Article VII, Section 7.03) and voting at any meeting of the Council, provided that the proposed amendment shall have been included in the notice of the meeting.