



BY-LAWS

GIRL SCOUTS OF CENTRAL TEXAS

Approved August 22, 2017

**BYLAWS OF
GIRL SCOUTS OF CENTRAL TEXAS, INC.,
A Texas Non-Profit Corporation**

**ARTICLE I
THE CORPORATION**

Section 1.1 Corporation: The term "Corporation" as used herein means Girl Scouts of Central Texas, Inc. ("GSCTX"), a Texas non-profit corporation, authorized by Girl Scouts of the USA ("GSUSA").

Section 1.2 Membership: Only persons who are members of GSUSA who: (i) are 14 years of age or older and (ii) are registered through the Corporation with GSUSA, shall be eligible to be members of the Corporation. The members of the Corporation shall consist of:

- (a) Delegates elected by Service Units as described in Section 1.3 and Article VIII; and
- (b) the following persons, who shall be ex officio, voting members of the Corporation:
 - (1) members of the Board of Directors;
 - (2) members of the Board Development Committee;
 - (3) delegates to the National Council of GSUSA;
 - (4) former Girl Scouts of Central Texas Corporation President/Board Chairs who reside in the GSCTX jurisdiction; these members shall enjoy Corporate membership privileges, including the right to vote, while present and to participate in corporate meetings; and
 - (5) Regional Chairs.

Except for former Corporation President/Board Chairs, all members of the Corporation shall hold membership only for the term to which they have been elected or appointed and until their successors are elected, appointed, and qualified, or until their earlier death, resignation or removal, and only for as long as they meet the requirements to be a member of the Corporation as set forth in the first sentence of this Section 1.2.

Section 1.3 Election, Term and Vacancies of Delegates: Each Service Unit shall be entitled to elect one (1) delegate with additional one (1) delegate per 500 girls registered in the area served by the Service Unit by September 30 of each year. Each Service Unit may elect as many alternates as there are delegates.

- (a) Service Unit delegates and alternates shall serve for a term of one (1) year and until their successors are elected and qualified, or until resignation, removal or death. No person may serve more than three (3) consecutive terms as a Delegate or alternate, but shall again be eligible for election after the lapse of one (1) term; provided that the restriction of no more than three (3) consecutive terms may be set aside if no other willing candidate for election as a Delegate or alternate from the Service Unit can be found. The election of delegates is to be held following the Annual Meeting and should be completed prior to June 1 of each year. The delegates' terms of office shall begin on June 1 or upon election by the Service Unit.

- (b) If a vacancy occurs for any reason during the term of a Delegate, the Alternate shall become the Delegate, and a new Alternate shall be elected by the Service Unit to serve the remainder of the unexpired term. A Service Unit may elect a Delegate or Alternate at any time during the year to fill an unfilled position, and the elected Delegate or Alternate shall serve the remainder of the unexpired term; provided, however, a Delegate or Alternate cannot be elected during the annual meeting official notification period.
- (c) Employed staff of the Corporation are not eligible to be elected or to otherwise serve as a Delegate or Alternate.

Section 1.4 Responsibilities: The members of the Corporation shall:

- (a) elect the Officers of the Corporation (other than the Chief Executive Officer), Members-at-Large of the Board of Directors, the members of the Board Development Committee, and delegates and alternates to the National Council of the GSUSA;
- (b) give guidance to the Board of Directors to support the direction of the Girl Scout movement within the jurisdiction by reviewing and acting on reports and requests of the Board of Directors and members of the Corporation;
- (c) take all other action requiring membership vote, within the responsibility of the Corporation; and
- (d) conduct such other business as may, from time to time, come before the members of the Corporation.

Section 1.5 Annual Meetings: A meeting of the members of the Corporation shall be held annually between January 2 and April 30 for the election of Officers (other than the Chief Executive Officer), Members-at-Large of the Board of Directors, members of the Board Development Committee, and delegates and alternates to the National Council of GSUSA, and the transaction of other business that may properly come before the members of the Corporation. The annual meeting shall be held at such time and place as may be determined by the Board of Directors. Notice of the date, time, place and purpose of the meeting and slate of nominees shall be given to each member of the Corporation not less than thirty (30) days and not more than sixty (60) days before the annual meeting.

Section 1.6 Special Meetings: Special meetings of the members of the Corporation may be called by the Corporation President/Board Chair at any time, and shall be called by the Corporation President/Board Chair within fourteen days of receiving a written request signed by (a) at least two-thirds (2/3) of the members of the Board of Directors, or (b) by members of the Corporation having not less than ten percent (10%) of the votes entitled to be cast at such meetings, or (c) by two-thirds (2/3) of the members of any Region. Written request includes electronic communication. The purpose of such a meeting shall be stated in the request and no other business shall be transacted except that for which the meeting has been called. Notice of the date, time, place, and purpose of the meeting shall be given to each member of the Corporation at least ten (10) days and not more than sixty (60) days before the meeting.

Section 1.7 Quorum: Twenty-five percent (25%) of the members of the Corporation shall be present in person to constitute a quorum for transacting business provided, however, that members are present from a majority of the Regions.

Section 1.8 Voting Procedures: Each member of the Corporation shall be entitled to one (1) vote on each matter submitted to a vote of the members. Election shall be by ballot in contested elections and may be by ballot, voice or other means in uncontested elections; provided, however, that members of the Corporation may not vote by proxy. A majority vote of the members present and entitled to vote thereon at a meeting at which quorum is present shall determine an election outcome and shall constitute the act of the members with regard to all matters, unless the act of a greater number is required by law, the Restated Articles of Incorporation or these By-Laws.

Section 1.9 Notices: Members of the Corporation shall be notified in writing of each meeting of the Corporation. Notices shall be considered to be delivered on the date the notice is deposited in the United States Mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records of the Council. Meeting notices may be sent to the electronic address or the facsimile number provided in writing by the member as it appears on the Council's records. Notice of a meeting that is transmitted by facsimile or electronic message is considered to be delivered when the facsimile or electronic message is successfully transmitted.

ARTICLE II BOARD DEVELOPMENT COMMITTEE

Section 2.1 Composition: The Corporation shall have a Board Development Committee consisting of seven (7) members, of whom at least two (2) but no more than three (3) shall be members of the Board of Directors. The Corporation President/Board Chair and Chief Executive Officer serve as ex officio, non-voting members of the Board Development Committee.

Section 2.2 Responsibilities: The Board Development Committee shall present to the members of the Corporation at the annual meeting of members a single slate of nominees for each of the following:

- (a) Officers of the Corporation (other than the Chief Executive Officer);
- (b) Members-at-Large of the Board of Directors;
- (c) members of the Board Development Committee; and
- (d) Delegates and Alternates to the National Council of GSUSA.

The Corporation President/Board Chair and the Chief Executive Officer shall be delegates to the National Council of GSUSA ex officio, with privilege of vote.

Nominations may be made from the floor at the annual meeting of the members of the Corporation, provided the eligibility of the individuals so nominated has been established and is in accordance with these Bylaws, and the written consent of the nominated individuals has been secured and submitted with their qualifications to the Corporation President/Board Chair at least two (2) days before the beginning of the annual meeting.

Section 2.3 Method of Election, Terms and Vacancies:

- (a) Members of the Board Development Committee shall be elected by the members of the Corporation for a term of two (2) years and until their successors are elected and qualified, or until resignation, removal or death. No person may serve more than three (3) consecutive terms on the Board Development Committee, but shall again be eligible for election after the lapse of one (1) year.
- (b) Terms of office shall begin at the close of the annual meeting at which the elections are held. Vacancies on the Board Development Committee shall be filled by appointment by the Corporation President/Board Chair until the next annual meeting of the members of the Corporation, at which time the members of the Corporation shall elect a person to fill such vacancy for the remainder of the unexpired term or for the next full term, as applicable.

Section 2.4 Quorum: A majority of the members of the Board Development Committee shall constitute a quorum for the transaction of business; provided that the number of members of the Board Development Committee who are also members of the Board of Directors does not exceed the number of members of the Board Development Committee who are not also members of the Board of Directors.

Section 2.5 Election, Term and Vacancy of Chair: The Board Development Committee Chair shall be a member of the Board of Directors and shall be appointed by the Corporation President/Board Chair. The Board Development Committee Chair shall serve for a term of one (1) year and until his or her successor is appointed and qualified, or until his or her resignation, removal or death. No person may serve as Board Development Committee Chair for more than two (2) consecutive terms, but shall again be eligible for appointment after the lapse of one (1) full term. A vacancy in the office of the Board Development Committee Chair shall be filled by appointment by the Corporation President/Board Chair for the remainder of the unexpired term.

Section 2.6 Absenteeism: Any member of the Board Development Committee who is absent from two consecutive entire committee meetings without explanatory communication to the Board Development Committee Chair shall be considered to have resigned at the call to order of the following meeting.

**ARTICLE III
PARTIAL TERMS**

Section 3.1 A person who has served more than half of a specific term in office as set forth in the Bylaws shall be considered to have served a full term for the purpose of determining eligibility to serve additional terms in that office or in another position.

ARTICLE IV
OFFICERS OF THE CORPORATION

Section 4.1 Composition: The officers of the Corporation shall consist of a Corporation President/Board Chair (Chair), a Corporation President-Elect/Vice Chair (Vice Chair), a Secretary, a Treasurer, and the Chief Executive Officer (the "Officers").

Section 4.2 Responsibilities: The responsibilities of the Officers shall be as follows:

- (a) The Chair shall:
 - (1) be the principal Officer of the Corporation;
 - (2) preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee;
 - (3) be responsible for seeing that the direction given by members of the Corporation and the actions of the Board of Directors are carried into effect, and for reporting to the members of the Corporation and to the Board of Directors on the conduct of the affairs of the Corporation;
 - (4) serve as a voting member of the Corporation and as an ex officio, non-voting member of all committees; and
 - (5) perform all other duties as are assigned by the Board or prescribed elsewhere in the Bylaws.
- (b) The Vice Chair shall serve as Corporation President-Elect, act as the Chair in her or his absence, and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Chair or the Board of Directors.
- (c) The Secretary shall:
 - (1) be responsible for ensuring that notices are issued and minutes are recorded and kept of all meetings of the members of the Corporation and the Board of Directors;
 - (2) be responsible for the custody of corporate books, records, files;
 - (3) exercise the powers and perform such other duties usually incident to the office of Secretary;
 - (4) perform such other duties as may be assigned by the Chair;
 - (5) ensure the seal of the council is in safe custody; and
 - (6) in the event that the Chair or the Vice Chair is not able to fulfill their responsibilities, perform the duties of the Chair or Vice Chair.

- (d) The Treasurer shall:
- (1) be responsible for monitoring the control, receipt, and custody of all assets of the Corporation;
 - (2) be responsible for monitoring disbursements as authorized by the Board of Directors;
 - (3) be responsible for reporting receipt, use, and disbursements of all assets of the Corporation;
 - (4) serve as an ex officio, voting member of the Finance Committee;
 - (5) exercise the powers and perform such other duties usually incident to the office of Treasurer;
 - (6) perform such other duties as may be assigned by the Chair; and
 - (7) in the event that none of the Chair, the Vice Chair, or the Secretary is able to fulfill their responsibilities, perform the duties of the Chair, Vice Chair, and the Secretary.
- (e) The Chief Executive Officer shall:
- (1) be responsible for providing advice and assistance to the Corporation, the Board of Directors, the Chair and other Officers, and committees;
 - (2) be responsible for managing the total operations of the Corporation;
 - (3) have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors; and
 - (4) have such other powers and perform such other duties as may be provided by the Board of Directors through the Chair and as set forth in the annual documents of performance.

Section 4.3 Election and Term:

- (a) The Officers shall be elected by the members of the Corporation at an Annual Meeting. The Chair and Vice Chair shall be elected for a term of one (1) year and until their successors are elected and qualified, or until resignation, removal or death. The Secretary and Treasurer shall be elected for a term of two (2) years and until their successors are elected and qualified, or until resignation, removal or death. No person may serve in any one of such offices for more than two (2) consecutive terms, but shall again be eligible for election after the lapse of one (1) year. To be eligible to serve as Chair, a person must have served at least one (1) term on the Board of Directors.
- (b) Terms of office of the Chair, Vice Chair, Secretary and Treasurer shall begin at the conclusion of the meeting of the members of the Corporation at which such Officer is elected.

- (c) A vacancy in the office of the Vice Chair, the Secretary or the Treasurer shall be filled by appointment by the Chair with the approval of the Board of Directors until the next annual meeting of the members of the Corporation, at which time the members of the Corporation shall elect a person to fill such vacancy for the remainder of the unexpired term or for the next full term, as applicable. A vacancy in the office of Chair shall be filled by the Corporation President-Elect/Vice Chair.
- (d) The Chief Executive Officer shall be appointed by the Board of Directors and shall to hold office at its pleasure.

Section 4.4 Compensation and Loans Prohibited: Except for the Chief Executive Officer, no compensation shall be paid to any Officer for duties as an Officer. No loans shall be made by the Corporation to its Officers, including the Chief Executive Officer.

Section 4.5 Removal: An Officer (other than the Chief Executive Officer) may be removed, with or without cause, by a vote of two-thirds (2/3) of the members of the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Responsibilities: The affairs of the Corporation shall be governed under the direction of the Board of Directors, except as may be otherwise provided in these Bylaws or the Restated Articles of Incorporation. The Board of Directors is accountable to:

- (a) the members of the Corporation for governing the affairs of the Corporation;
- (b) the Board of Directors of GSUSA for compliance with the charter requirements;
- (c) the state of Texas for adhering to state corporate law; and
- (d) the federal government in matters relating to legislation affecting non-profit and non-stock organizations.

Section 5.2 Composition: The voting members of the Board of Directors shall consist of the Officers of the Corporation, except the Chief Executive Officer, and a minimum number of 12 or maximum number of 24 Members-at Large. The Chief Executive Officer shall serve as ex officio as a non-voting member of the Board of Directors and shall not be counted as a Director for the purposes of determining the number of Directors or determining a quorum. All members of the Board of Directors must (a) be registered through the Corporation with GSUSA and (b) be eighteen (18) years of age or older.

Section 5.3 Election and Term: The Members-at-Large shall be elected by the members of the Corporation for a term of two (2) years and until their successors are elected and qualified, or until resignation, removal or death. No person may serve more than three (3) consecutive terms as a Member-at-Large, but shall again be eligible for election after a lapse of one (1) year. Terms of office shall begin at the close of the annual meeting of the members of the Corporation at which elections are held; approximately one-half (1/2) of the Members-at-Large shall be elected at each annual meeting of the members of the Corporation. 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 Board Development Committee Chair.

Section 5.4 Vacancies: When vacancies of the Members-at-Large occur by death, resignation, removal, or otherwise, the Board Development Committee may present nominees to the Chair. At the next meeting of the Board of Directors, the Chair will appoint persons to fill the vacancies from the recommendations presented with the approval of the Board of Directors. Such persons will serve the rest of the unexpired term. Notwithstanding the foregoing, if a vacancy occurs by reason of an increase in the number of members of the Board of Directors, such vacancy shall be filled by election at an annual or special meeting of the members of the Corporation called for such purpose.

Section 5.5 Regular Meetings: The Board of Directors shall hold no fewer than four (4) regular meetings a year to be held at such time and place as the Board may determine. Additional regular meetings may be scheduled at the option of the Chair. Notice of the date, time, place and purpose of the meeting shall be given to each member of the Board of Directors no fewer than five (5) business days before the meeting.

Section 5.6 Special Meetings: Special meetings of the Board of Directors may be called by the Chair, Vice Chair, or Secretary at any time, or shall be called by the Chair upon written request of six (6) or more members of the Board of Directors. The purpose of such a meeting shall be stated in the request and no other business shall be transacted except that for which the meeting has been called. Notice of the date, time, place and purpose of the meeting shall be given to each member of the Board of Directors not fewer than five (5) business days before the meeting.

Section 5.7 Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5.8 Voting. A majority of votes of the members of the Board of Directors present at a meeting shall constitute the act of the Board of Directors, unless the act of a greater number is required by law, the Restated Articles of Incorporation or these Bylaws.

Section 5.9 Non-Participating Board Members: Any member of the Board of Directors who misses two meetings of the Board of Directors without notice shall be considered to have resigned at the beginning of the next meeting of the Board of Directors and shall be notified to this effect by the Chair.

Section 5.10 Removal: A member of the Board of Directors may be removed, with or without cause, by a vote of two-thirds (2/3) of all of the members of the Board of Directors.

Section 5.11 Loans Prohibited: No loans shall be made by the Corporation to any member of the Board of Directors.

ARTICLE VI BOARD COMMITTEES

Section 6.1 Establishment of Committees: The Board of Directors may establish standing committees and ad hoc committees as deemed necessary by a majority vote of all of the members of the Board of Directors. The Board of Directors shall also establish the functions of these committees, which shall operate under the general supervision of the Board of Directors.

Section 6.2 Composition: Both members and non-members of the Board of Directors may serve on committees; provided, however, that at least one (1) member of the Board of Directors must serve on each committee and the Chairs of the standing committees must be members of the Board of Directors.

Section 6.3 Appointment: The Board Chair shall appoint Committee Chairs with all such appointments subject to approval of the Board of Directors. Committee members shall be appointed jointly by the Board Chair and the Committee Chair.

Section 6.4 Term of Chairs and Committee Members: Committee Chairs and committee members shall serve for a term of one (1) year and until their successors are appointed and qualified, or until their resignation, removal or death.

ARTICLE VII EXECUTIVE COMMITTEE

Section 7.1 Composition: The Executive Committee shall consist of the elected Officers of the Corporation, up to three (3) Members-at-Large of the Board of Directors, and the Chief Executive Officer (who shall serve without privilege of vote). The Directors shall be recommended by the Board Chair and approved by a majority of the members of the Board of Directors. The Board Chair shall serve as the Chair of the Executive Committee.

Section 7.2 Responsibilities: The Executive Committee shall have the power to conduct the affairs of the Corporation and exercise all of the authority of the Board, with such actions to be reported to the members of the Board of Directors within ten (10) business days of the action and such actions to be submitted for ratification at the next meeting of the Board of Directors; provided, however, that the Executive Committee shall not have the power to do the following:

- (a) approve the budget or reallocating approved budget amounts between meetings of the Board of Directors;
- (b) adopt a plan of merger or a plan of consolidation with another entity;
- (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- (d) authorize the voluntary dissolution of the Corporation or revoking proceedings for dissolution;
- (e) adopt and confirm a plan for the distribution of the assets of the Corporation; or
- (f) take any action contrary to or a substantial departure from the direction established by the Board of Directors, which represents a major change in the affairs, business, or policy of the Corporation.

Section 7.3 Meetings: The Chair shall call meetings, both regular and special, of the Executive Committee. Notice of the date, time, place and purpose of the meeting shall be given to each member of the Executive Committee not less than two (2) days before the meeting.

Section 7.4 Quorum: A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 7.5 Voting: A majority of votes of the members of the Executive Committee present at a meeting shall constitute the act of the Executive Committee, unless the act of a greater number is required by law, the Restated Articles of Incorporation, or the Bylaws.

ARTICLE VIII REGIONS

Section 8.1 Regions: The membership of a Region shall consist of all registered members fourteen years of age or older residing in the Region. The boundaries of the Regions shall be established by the Board of Directors no later than September 30 of each year.

Section 8.2 Regular Forums of Regions: Regular forums of a Region shall be held at least once each year, within a time cycle determined by the Board of Directors. Notice of the date, time, place, and purpose of the forums shall be given in writing to each delegate of the Region or Service Unit, and through public notice and Girl Scouts of Central Texas publications to the remaining Region members, at least ten (10) days and not more than sixty (60) days before a forum.

Section 8.3 Special Forums of Regions: Special forums of a Region may be called by the delegate(s) of such Region at any time, and shall be called by the delegate(s) at the request of the Board of Directors or upon receiving a written request signed by at least ten percent (10%) of the members who reside in such Region. The purpose of such a forum shall be stated in the request and no other business shall be transacted except that for which the forum has been called. Notice of the date, time, place, and purpose of the forum shall be given to each delegate of such Region at least three (3) days before the forum.

Section 8.4 Quorum. Attendance by fifty percent (50%) or more of the delegates of a Region shall constitute a quorum for the transaction of business for such Region.

Section 8.5 Membership; Election; Duties. The membership requirements and duties for a Region, and except as provided in Section 1.3, the process for the election of delegates and the duties of delegates shall be as provided in the Delegate and Region Handbook. For purposes of clarification, in the event of any conflict between the provisions in the Delegate and Region Handbook and Section 1.3, the provisions of Section 1.3 of these Bylaws shall govern.

Section 8.6 Regional Chair. There shall be a Chair in each Region. The Chair shall be a registered member of the Region. Elected delegates are not eligible to serve as Regional Chair.

Section 8.7 Selection, Term and Vacancy of Regional Chair. The Regional Chair shall be appointed by the Chair.

- (a) The Regional Chair shall serve for a term of two (2) years or until a successor is appointed. The Regional Chair shall serve no more than two (2) consecutive terms.
- (b) The term of office shall begin December 15.

- (c) Vacancies may occur by resignation of the Chair or failure of the Chair to perform the duties of that office.

Section 8.8 Responsibilities of the Regional Chair. The Regional Chair shall transmit from the delegates in the Region to the Board of Directors the views of the members in the Region. The Regional Chair shall call and chair Region meetings to address items as determined by the Board of Directors or by the delegates. The Regional Chair will:

- (a) maintain contact with the delegates residing in the Region, conveying to those delegates the actions of the Board and the issues facing the Board, and receiving from those delegates the concerns and suggestions from the entities that those delegates represent,
- (b) report the information received from the Region to the Governance Vice Chair enable timely reports to the board,
- (c) preside over any called meetings of the Region, and
- (d) perform other duties as may be assigned by the Board.

Section 8.9 Service Units. Service Units are community level structures within the Regions that are designed to provide support and guidance to the Girl Scout Troops in the community. Service Units are established by the Chief Executive Officer. Although the primary function of Service Units is to serve the operational needs of the troops, delegates elected by Service Units provide the path for communication of policy issues between the Board of Directors and the community/troop volunteers.

ARTICLE IX MEETING PROCEDURES

Section 9.1 Telephone and Similar Meetings: Subject to the provisions of these Bylaws for notice of meetings, any one or more members of the Corporation, or of the Board of Directors or a committee thereof, or of a Region may participate in a meeting of the members of the Corporation, or of the Board of Directors or a committee thereof, or of a Region by means of (a) a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other or (b) by other suitable electronic communications system, including videoconferencing technology or the Internet, if each member entitled to participate in the meeting consents to the meeting being held by means of that system and the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation by any such means shall constitute presence in person at the meeting, including the right to vote, except where a person participates in a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 9.2 Action Without a Meeting: Any action required or permitted to be taken at any meeting of Directors or committee members may be taken without a meeting, without notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the number of Directors or committee members, as the case may be, necessary to take that action at a meeting at which all of the Directors or committee members are present and voting. Prompt notice of

the taking of an action by Directors or a committee without a meeting by less than unanimous written consent shall be given to each Director or committee member who did not consent in writing to the action.

Section 9.3 Form of Consent: Directors or committee members may consent to an action without a meeting in either of the following ways: (a) by signing a written consent stating the action to be taken and transmitting such a signature in person or by electronic transmission, or (b) by providing an electronic transmission of such consent stating the action to be taken that contains or is accompanied by information from which it can be determined (1) that the electronic transmission was transmitted by the director and (2) the date on which the director transmitted the electronic transmission. The written consents or electronic transmission of consents shall be filed with the minutes of proceeding of the Board of Directors or committee. Action so taken shall have the same force and effect as action taken by a vote of the Board of Directors or a committee of the Board of Directors in any certificate or document filed with or delivered to any person.

ARTICLE X NATIONAL COUNCIL DELEGATES

Section 10.1 Delegates and alternates whom the Corporation is entitled to elect to the National Council of GSUSA shall be elected by the members of the Corporation at the annual meeting held immediately prior to the regular meeting of the National Council of GSUSA, except that the Chair and the Chief Executive Officer shall serve ex officio with privilege of vote as two (2) of the delegates to the National Council of GSUSA to which the Corporation is entitled. Delegates and alternates shall be citizens of the United States of America who are fourteen (14) years of age or older, active members of the Girl Scout movement, and registered through the Corporation with GSUSA. Delegates and alternates shall serve until their successors are elected and qualified, or until their resignation, removal or death. No person may serve more than two (2) terms as a delegate, but shall again be eligible for election after the lapse of one (1) full term. The Board of Directors shall have the power to fill the vacancies among the delegates and alternates until the next meeting of the members of the Corporation.

ARTICLE XI FINANCE

Section 11.1 Fiscal Year: The fiscal year of the Corporation shall begin October 1 and end September 30.

Section 11.2 Contributions: Any contributions, bequests and gifts made to the Corporation shall be accepted or collected pursuant to the Gift Acceptance Policy established by the Board of Directors or as specifically authorized by the Board of Directors.

Section 11.3 Depositories: All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by the Board of Directors or by the Chief Executive Officer acting in conjunction with either the Chair of the Executive Committee or the Finance Committee; provided, however, that savings and checking accounts for Troops, Regions,

or other Girl Scout special accounts may be opened, operated, and maintained in such manner and amounts as set forth by resolution of the Board of Directors.

Section 11.4 Approved Signatures: Approvals for signatures necessary on contracts, checks, order for the payment, receipt, deposit of money, and access to securities of the Corporation shall be provided by resolution of the Board of Directors.

Section 11.5 Bonding: All persons having access to or major responsibility for the handling of monies and securities of the Corporation shall be bonded as provided by resolution of the Board of Directors. However, those persons at the Troop or Region level who have access to Troop and/or Region accounts, and other special accounts, and who are also not staff, members of the Board of Directors or Officers of the Corporation need not be bonded.

Section 11.6 Budget: The Board of Directors shall approve the annual budget of estimated income and expenditures. No expenses shall be incurred in excess of budgetary appropriations without prior approval of the Board of Directors.

Section 11.7 Contracts and Debts: Contracts may be entered into or debts incurred only as approved by the Board of Directors.

Section 11.8 Audits: The Board of Directors shall retain an independent certified public accountant to make an annual examination of the financial accounts of the Corporation. A report of this examination shall be submitted to the Board of Directors and GSUSA and shall be available for public review in a Council Service or Program Center.

Section 11.9 Property: Title to all property, with the exception of Troop equipment, shall be held in the name of the Corporation. The Board of Directors will approve the acquisition and disposal of property. The acceptance of gift(s) of property will comply with the Corporation's Gift Acceptance Policy.

Section 11.10 Financial Reports: A summary report of the financial operations of the Corporation shall be made at least annually to the members of the Corporation and to the public in such form as the Board of Directors shall prescribe.

Section 11.11 Legal Counsel: Independent legal counsel shall be retained by the Corporation to:

- (a) assist with complying with federal, state, and local legal requirements;
- (b) review and advise on any legal instruments the Corporation executes, such as leases, contracts, property purchases or sales, that are required to be reviewed under the terms of the Contract Approval Policy established by the Board of Directors;
- (c) review and advise on any official statements developed for the media (print, television, radio, or electronic); and
- (d) advise or represent the Corporation or the Board of Directors in any litigation filed or anticipated to be filed that names the Corporation, any member of the Board of Directors, the Officers, or any of the aforementioned as a party to the litigation.

The Chair and the Chief Executive Officer shall direct the engagement of such counsel.

Section 11.12 Investments: The Treasurer of the Corporation and the Chair of the Finance Committee shall govern the investment of the funds of the Corporation in accordance with the direction of the Board of Directors, or any committee of the Board of Directors appointed for such purpose.

Section 11.13 Indemnification: The Corporation shall, to the fullest extent permitted by law, (i) indemnify any person who was, is or is threatened to be made a named defendant or respondent to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding, because such person is or was a director or officer of the Corporation, or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and attorneys' fees) actually and reasonably incurred by such person in connection with such action, suit, or proceeding, and (ii) advance reasonable expenses to such person in connection with such action, suit or proceeding. The rights provided in this Section 11.13 shall not be deemed exclusive of any other rights permitted by law to which such person may be entitled under any provision of the Bylaws, action of the Board of Directors, an agreement or otherwise.

ARTICLE XII PARLIAMENTARY AUTHORITY

Section 12.1 Robert's Rules of Order, Newly Revised, shall be the parliamentary authority governing the meetings of the Corporation, Board of Directors, and all committees, subject to the laws of Texas, the Restated Articles of Incorporation, these Bylaws, and any special rules of order adopted by the Corporation.

ARTICLE XIII AMENDMENTS

Section 13.1 These Bylaws may be amended, altered or repealed, and new Bylaws made, upon the affirmative vote of two-thirds (2/3) of the members of the Corporation present and voting at any meeting of the Corporation, provided that the proposed amendment shall have been included in the notice of the meeting of the members of the Corporation.