



Girl Scouts of Nassau County, Inc. Bylaws

Effective May 14, 2025

Bylaws

Of Girl Scouts of Nassau County, Inc.

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Bylaws

Of Girl Scouts of Nassau County, Inc.

ARTICLE I: The Council

1. Corporation:

The Corporation shall be known and referred to herein as the "Council.

2. Membership:

The membership in this Council shall consist of the Board of Directors, the Delegates or Alternates elected by and representing the registered members age 14 and above of the Girl Scouts of the United States of America within the geographic jurisdiction of this Council, members of the Board Development Committee and all Past Presidents of the Council for as long as each may wish to serve in this capacity. The members of the Council shall each have one vote, and no other persons shall have the right to vote. The members of the Council must be registered members of the Girl Scout Movement.

3. Delegates – Method of Election, Term, Vacancies:

(a) Associations shall elect one (1) Delegate, and in addition, elect Delegates based on its girl membership as of September 30th of the preceding year according to a formula established for that purpose by the Board of Directors. Associations shall also elect Alternate Delegates, the number to equal at least fifty percent (50%) of the number of Delegates elected. The term of office of one-half of the Delegates and Alternates shall expire on June 15th of each year or until their successors are elected.

(b) Delegates and Alternates shall be elected no later than May 15th for a term of two (2) years or until their successors are elected to begin June 15th of the same year, and shall not be eligible to serve more than three (3) consecutive terms in each position. An Association that has vacancies in its governance following its Annual Meeting may hold a Special Election to fill those vacancies prior to December 1st. Terms of those elected at Special Elections will begin on June 15th or immediately following the election if held after June 15th. Terms will end on June 15th of the second subsequent calendar year. Appointment of an Alternate to fill a Delegate vacancy or absence shall be made by the Delegate Chair for the remainder of the term. Having served three (3) consecutive terms as a Delegate, a Delegate may not serve another term in the position of Delegate or Alternate until one (1) year has elapsed.

(c) Associations may elect up to two girls age 14 years and above by April 1st to serve as part of their total allotted delegation. Girl Delegates/Alternates are elected for terms of one (1) year or until their successors are elected to begin June 15th of the same year. If elected during a Special Election, the term of the Girl Delegate(s) will begin on June 15th or immediately following the election if

held after June 15th, and will end on June 15th of the subsequent calendar year. There is no limit on the number of terms a girl may serve. A girl who has served as a Delegate, Delegate Chair or alternate and becomes an Adult member is eligible to serve in any elected position without having her terms as a Girl Delegate impact her term limits as an adult.

- (d) A delegate chair, or the association's service team, may appoint up to two (2) girl alternates after the Association Annual Meeting has taken place, without requiring a special election. Girls must be 14 years of age at time of appointment. Terms of those appointed will begin on June 15th or immediately following the appointment if held after June 15th. Terms for appointed girl alternates will end on June 15th immediately following the appointment.

4. Responsibilities:

At Council Meetings, members shall:

- (a) Elect the officers of the Council, Members-at-Large of the Board of Directors, the members of the Board Development Committee, the Delegates to the National Council of the Girl Scouts of the USA, and persons to fill National Council Delegate vacancies.
- (b) Determine the general lines of direction for Girl Scouting within the Council jurisdiction by receiving and acting upon reports of the Board of Directors and by giving guidance to the Board.
- (c) Have the authority to amend the Articles of Incorporation and the Bylaws.
- (d) Take all other action as may come before the meeting, provided that such action is not inconsistent with the law or with the Bylaws.

5. Meetings of the Council:

The Annual Meeting of the Council shall be held in May at such time and place as maybe determined by the Board of Directors. Written notice of the time, place and purpose of the annual meeting shall be given to each member of the Council and the elected Alternates not less than thirty (30) days before the meeting.

6. Special Meetings:

- (a) A special meeting of the Council shall be called by the President, within twenty- one (21) days, upon written request of a majority of the members of the Board of Directors, or upon written request of ten percent (10%) of the members of the Council, or twenty-five (25) members of the Council, whichever number is greater, provided, however, that at least one-third (1/3) of the Associations are represented. The purpose of such meetings shall be stated with the request, and shall be limited to the legitimate business of the members of the Council.

- (b) No business shall be transacted except that for which the meeting has been called.
- (c) Written notice of the time, place and purpose of the meeting shall be given to each member of the Council and elected Alternates not less than ten (10) days before the meeting.
- (d) The Council will convene Delegate Forums at least once a year or according to the needs of the Council.

7. Quorum:

A majority of the members must be present, in person or by Alternate, to constitute a quorum for the transaction of business, provided that the number of elected Delegates shall exceed the number of ex officio members. Voting Members are counted in the quorum if they are present at the meeting or if they are participating electronically so long as all the persons participating can communicate with each other in real time. If, at any meeting, a quorum is not present, the meeting shall be adjourned for a period of not more than forty-five (45) days. Notice of such adjourned meeting shall be given to the members of the Council and the elected Alternates at least ten (10) days prior to the new date. Such meeting shall be subject to a quorum requirement of one-third (1/3) of the members, in person or by Alternate.

8. Voting Procedures:

- (a) In elections, each member of the Council present shall be entitled to one (1) vote, except that in case of voting for offices to which several persons are to be elected, each member of the Council present shall have a number of votes (not more than one vote to be cast for any one candidate) equal to the number of persons to be elected, and the nominees with the largest number of votes shall be deemed elected. Election shall be by written ballot or another method that assures anonymity.
- (b) If there is only one nominee for an elected position, the election may be held by acclamation.
- (c) All matters other than elections shall be determined by a majority of the members of the Council present and voting, unless provided otherwise in the Bylaws.

9. Proposals to the Council:

Proposals for consideration by the members of the Council may originate from:

- (a) The Board of Directors
- (b) Any individual member of an Association or any Association providing that the proposal submitted in writing is approved by the Board of Directors at any of its regular meetings.

- (c) Any individual member of an Association or any Association providing that the proposal submitted in writing is endorsed by at least one-fourth (1/4) of the Associations within the Council.

All proposals for consideration by the members of the Council, meeting all provisions required in these Bylaws, shall be included with the notice and placed on the agenda of the next following meeting of the Council.

ARTICLE II: Purpose

The purpose of the Council shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America ("GSUSA").

ARTICLE III: Field Organization

1. Geographic Division:

The Board of Directors shall establish geographic divisions and subdivisions as deemed necessary.

2. Associations:

There shall be within each geographic subdivision an Association. The membership of an Association shall consist of registered members of Girl Scouts of the USA affiliated with the work of the Association who have reached the age of 14 by April 1st.

3. Responsibilities of the Association:

It shall be the responsibility of the Association to:

- (a) Submit/compile recommendations for a slate of nominees for Delegate Chair, Delegates, and Alternates.
- (b) Elect Delegate Chair, Delegates and Alternates. The Association may also elect an Association Nominating Committee to submit recommendations for the Positions of Delegate Chair, Delegates and Alternates.
- (c) Present the views of the Association to the Delegates and receive Delegates' reports.
- (d) Participate in the strategic planning process as delegated by the Board of Directors.
- (e) Advise on proposed plans, policies and other matters referred to the Association by the Board of Directors and recommend to the Board of Directors proposals for consideration by the Council.
- (f) Perform such other duties as may be delegated by the Board of Directors.

4. Meetings of the Association:

- (a) There shall be an Annual Meeting of the Association after April 1st, and no later than May 15th, for the purpose of conducting Council and Association business. Written notice of the time, place and purpose of this meeting shall be given to each member of the Association not less than fourteen (14) days before the meeting.
- (b) There shall be such other meetings of the Association at such time and place as may be determined by the Delegate Chair.
- (c) Special meetings may also be called by the President or at the request of the Board of Directors, or by ten percent (10%) of the registered persons affiliated with the Association.
- (d) Written notice of the time, place and purpose of all meetings, except the Annual Meeting, shall be given to each member of the Association not less than five (5) days before the meeting.

5. Association Options for Conduction of Elections:

- (a) Each Association shall propose a single slate of nominees for Delegate Chair, Council Delegates and Alternates. This slate shall be compiled by either the Delegate Chair or, if available, an Association Nominating Committee, or, where neither is available, the Association's Service Team. Members of the Association can be nominated or self-nominated by submitting their name as a qualified candidate to the Delegate Chair, Association Nominating Committee, or Association Service Team not less than thirty (30) days prior to the Annual Meeting.
- (b) If an Association chooses to utilize an Association Nominating Committee to develop a slate, then this Nominating Committee shall be composed of three to five (3-5) members who are either elected at the meeting in the same manner as Delegates or Alternates or appointed by the Delegate Chair. The current Service Unit Volunteer Manager(s) may not serve on the Nominating Committee. The entire Nominating Committee serves for one (1) year only.
- (c) Notice of qualified candidates for any position shall be given to the Association members not less than fourteen (14) days prior to the Annual Meeting.
- (d) Nominations for open positions (for which there are no candidates) may be taken from the floor. If a nominee is not present at the meeting, then his or her written consent and qualifications must accompany the nomination.
- (e) If there is a contested election where there are more candidates than open positions, then each member of the Association present shall have a number of votes equal to the number of positions to be filled. The candidates with the largest number of votes shall be deemed elected. Association members shall not cast more than one vote for any one candidate.

6. Quorum:

Ten percent (10%) of the membership of the Association shall constitute a quorum for the transaction of business. Members are counted in the quorum if they are present at the meeting or if they are participating electronically so long as all the persons participating can communicate with each other in real time. Use of electronics is at the discretion of the Delegate Chair and SUVM.

7. Selection and Term of Association Delegate Chair:

There shall be a Chair of Delegates of each Association, who may be a girl or adult.

(a) This Chair shall be elected by the registered members of the Association.

(b) The Delegate Chair, if an adult, shall be elected for a term of two (2) years, and may serve three (3) consecutive terms regardless of the number of terms that were previously served as Delegate or Alternate. Having served three (3) consecutive terms, a Delegate Chair may not serve as a Delegate or Alternate until one (1) year has elapsed.

(c) The Delegate Chair, if a girl, shall be elected for a term of one (1) year, and may serve two (2) consecutive terms regardless of the number of terms that were previously served as a Delegate or Alternate. A girl must be in 11th or 12th grade by September of her elected year in order to serve as Delegate Chair. It is recommended that a girl serve one (1) year as an active Delegate or Alternate prior to becoming a Delegate Chair.

(d) If there is a vacancy in the position of Delegate Chair that cannot be filled by Special Election, the remaining Delegates and Alternates (or if none, the Service Team) shall appoint a Delegate Chair from the Delegates/Alternates or from the association general membership to fill the vacancy until the next election.

8. Duties of the Association Delegate Chair:

The Delegate Chair shall call and chair the Annual Meetings of the Association, and such other meetings as are deemed necessary. The Delegate Chair shall be a liaison between the Board of Directors and/or designee and the voting members of the Council in their Association. Appointment of an Alternate to fill a Delegate vacancy or absence shall be made by the Delegate Chair. To ensure that an Association has at least one voting member of the Council, after election of a Delegate Chair in an Association without voting members, the chair may temporarily appoint one Alternate for this position until the next Annual Meeting of the Association. The Delegate Chair shall perform such other duties as are prescribed elsewhere in the Bylaws, or as are usual to this position. The Delegate Chair shall be a non-voting member of the Association Service Team.

ARTICLE IV: Officers

1. Number and Title:

The Officers of the Council shall be the President, Executive Vice President, three (3) Vice Presidents, the Secretary, the Treasurer, and the Chief Executive Officer. The Chief Executive Officer shall serve without vote.

2. Methods of Election:

- (a) The officers, except the Chief Executive Officer, shall be elected for a term of two (2) years or until their successors are elected. Terms of office shall begin at the close of the Annual Meeting at which elections are held. The election of officers, except the Chief Executive Officer, shall take place in the odd-numbered years. An officer, except the Chief Executive Officer, shall be eligible to serve no more than three (3) consecutive terms.
- (b) Having served three (3) consecutive terms, an officer may not serve as a Member-at-Large of the Board of Directors until one (1) year has elapsed.
- (c) Regardless of the number of consecutive terms any person shall have served in any one or more of the officer positions other than that of President, such person shall be eligible to serve three (3) consecutive terms as President.
- (d) The Executive Vice President shall succeed to the office of President immediately upon a vacancy occurring in the office of President. In the event the offices of the President and Executive Vice President are both vacant, the vacancy in the office of President shall be filled by a Vice President. The Vice Presidents shall be listed in order of proposed succession on the ballot at the time of their election. Vacancy shall not only occur through death, resignation, and removal, but also permanent disability as determined by a two-thirds (2/3) vote of the total membership of the Board of Directors.
- (e) A vacancy among the officers (except President) by death, resignation, removal, or permanent disability as determined by a two-thirds (2/3) vote of the total membership of the Board of Directors shall be filled by the Board of Directors for the remainder of the term.
- (f) The Chief Executive Officer shall be appointed by the Board of Directors to hold office, and shall serve as an officer of the Board without vote.

3. Duties of the Officers shall be as follows:

- The President shall be the principal officer of the Council and shall preside at all meetings of the Council, the Board of Directors, and at such meetings as the President deems necessary. The President shall be responsible for seeing that the lines of direction given by the members of the Council and the action of the Board are carried into effect, and for reporting to the membership and to the Board on the affairs of the Council. The President shall be ex officio, a member of all committees and task forces established by the Board, and shall perform such other duties as are prescribed elsewhere in the Bylaws or as are usual to this office.
- (a) The Executive Vice President shall have such powers and perform such duties as may be assigned by the President.
 - (b) The Vice Presidents shall have such powers and perform such duties as may be assigned by the President.
 - (c) The Secretary shall be responsible for issuing notices of all meetings of the Council and Board of Directors, and shall see that the minutes of such meetings are kept. The Secretary shall be responsible for the corporate books, records, and files, and shall perform such other duties as are usual to this office.
 - (d) The Treasurer shall be responsible for the receipt and custody of all monies of the Council and for the disbursement thereof as authorized by the Board of Directors; shall see that accurate accounts are kept of money received and paid out; shall be responsible for the execution of contracts or of other instruments authorized by the Board; and shall prepare and issue financial statements and reports. The Treasurer shall perform such other duties as are usual to this office.
 - (e) The Chief Executive Officer shall be responsible for providing professional advice and assistance to the Council, Board of Directors, President, other officers and committees; shall administer the work of the staff; and shall have other powers and perform such other duties as may be assigned by the Board of Directors through the President.

4. Removal

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

ARTICLE V: Executive Committee

1. Composition:

The Executive Committee shall consist of the Officers of the Council and up to two (2) Members-at-Large of the Board of Directors.

2. Chair and Term of Chair:

The President shall be the Chair of the Executive Committee and shall serve in this capacity for the duration of her/his term as President.

3. Members' Terms, Vacancies:

(a) Officers of the Council shall serve as members of the Executive Committee for the duration of their terms as Officers.

(b) Members of the Executive Committee, other than Officers of the Board, shall be appointed by the President and subject to the approval of the Board of Directors at the Board meeting next following the Annual Meeting of the Council, for a term of one (1) year, and shall be eligible to serve no more than three (3) consecutive terms.

(c) The President shall have the power to fill vacancies with approval from the Board of Directors.

4. Powers, Responsibilities and Accountabilities:

The Executive Committee shall have and may exercise the powers of the Board of Directors in the interim between Board meetings, except that the Executive Committee shall NOT:

(a) have the power to adopt the budget;

(b) take action which is contrary to, or a substantial departure from, the direction established by the Board;

(c) have the power to approve proposals to the local Council;

(d) make a major change in the affairs, business, or policy of the Council; or

(e) have the power to hire/fire the Chief Executive Officer.

The Executive Committee shall submit reports to the Board of Directors.

5. Meetings:

Meetings shall be held on an as-needed basis and may be called by the President or upon request of four (4) of the Executive Committee members. Whenever possible, written notice of the time, place, and purpose of the meetings shall be sent to each Executive Committee member not less than seventy-two (72) hours before the meeting.

6. Quorum:

Five (5) voting members of the Executive Committee shall be present (in person or linked by telecommunication by means such that all members participating in the meeting are able to hear one another) to constitute a quorum.

ARTICLE VI: Board Development Committee

1. Membership and Relationship to Board:

The Board Development Committee shall be composed of nine (9) adult Committee members, at least two (2) of whom shall be Members-at-Large of the Board of Directors and at least six (6) of whom shall not be members of the Board of Directors, and the CEO of the Council shall serve as an ex officio non-voting member (and accordingly, shall not be counted toward any quorum requirements). Between meetings of the Council, the Board Development Committee shall work in partnership with and report to the Board of Directors.

2. Elections, Terms, Vacancies:

- (a) The Committee members shall be elected by ballot in accordance with Article I of these Bylaws for a term of two (2) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- (b) Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected. The term of office of five (5) members shall expire in odd-numbered years, and that of four (4) members in even-numbered years.
- (c) No individual shall serve more than two (2) consecutive terms as a member of the Committee.
- (d) In the event of a vacancy in any position, including the Board Development Committee Chair, the vacancy shall be filled by the Board of Directors for the remainder of the term.

3. Elections and Terms of Chair:

- (a) The Chair of the Board Development Committee shall be elected by members of the Board Development Committee and approved by the Board of Directors.
- (b) An individual shall have served on the Board Development Committee for at least one (1) year in order to be eligible for appointment to the position of Chair. The term of office for Chair shall be one (1) year and shall not be eligible to succeed oneself as Chair. The Chair, if not already elected to the Board of Directors, shall be ex officio a member of the Board, with all rights and responsibilities (including, but not limited to, voting rights and counting toward any quorum requirements). A vacancy in the office of Chair shall be filled by a vote of the members of the Committee from among the members of the Committee for the remainder of the unexpired term.

4. Quorum:

The majority of the total membership of the Committee shall constitute a quorum for the transaction of business. Members of the Board Development Committee are counted in the quorum if they are present at the meeting and/or if they are participating electronically so long as all the persons participating can communicate with each other in real time.

5. Voting Procedures:

A majority of the total membership shall be necessary for action to be taken by the Committee. Only those members present may vote.

6. The Responsibilities of the Board Development Committee shall be:

- (a) To solicit and recruit candidates for elected positions in the Council.
- (b) To provide to the membership a single slate for all positions for election, including Officers, Directors, and Board Development Committee members.
- (c) To provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America a single slate of Delegates and Alternates to the National Council Session of Girl Scouts of the United States of America.
- (d) The names and qualifications of those nominated by the committee shall be delivered to all members and elected Alternates of the Council with the notice of the meeting.
- (e) Additional nominations for any office may be made by written petition provided a statement of qualifications, previous experience, and written consent of nominees are included. The petition and statement must be filed with the Council Board Development Committee at least fifteen (15) days before the Annual Meeting. The names and qualifications of such nominees, verified by the Board Development Committee, shall be delivered to the members and elected Alternates of the Council five (5) days prior to the Annual Meeting.
- (f) There shall be no nominations from the floor. The written ballot presented at the Annual Meeting must include all nominations as given to the members and elected Alternates of the Council.
- (g) To develop in conjunction with the Board of Directors:
 - i. Board orientation and education materials;
 - ii. Board development materials;
 - iii. Methods for identifying needed skills and talents for the Board of Directors and Committees;
 - iv. Methods for Board succession planning; and Board self-assessment process.

- (h) To plan Board orientation and Board development training sessions as needed and/or as directed by the Board of Directors.

7. Removal:

A member of the Board Development Committee may be removed by a vote of two-thirds (2/3) of the total membership of the Board of Directors, with or without cause.

ARTICLE VII: Board of Directors

1. Composition:

The Board of Directors shall consist of:

- (a) Officers of the Council
- (b) Nineteen (19) to twenty-seven (27) Members-at-Large
- (c) The Chair of the Board Development Committee during term as Chair if not already an elected Member-at-Large of the Board.

2. Method of Election, Term, Vacancies:

- (a) The Members-at-Large of the Board of Directors shall be elected by the members of the Council for a term of two (2) years or until their successors are elected and shall be eligible to serve no more than three (3) consecutive terms. Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The term of office of one-half (1/2) of the Members-at-Large shall expire at each Annual Meeting.
- (b) 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 when serving as an officer.
- (c) The Board shall have the power to fill vacancies in its own membership for the remainder of the term.

3. 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:

- (a) The elected membership for managing the affairs of the Council, and none of its actions shall conflict with the actions taken by the Council;
- (b) The Board of Directors of Girl Scouts of the USA for compliance with the charter requirements;
- (c) New York State in which it is incorporated for adhering to state corporate law;

(d) The federal government in matters relating to legislation affecting nonprofit and non-stock organizations.

4. Regular Meetings:

The Board of Directors shall hold no less than five (5) regular meetings a year at such time and place as the Board shall direct. Written notice of the time, place and purpose of the meetings shall be given to each Board member not less than seven (7) days before the meeting.

5. Special Meetings:

Special meetings of the Board of Directors may be called by the President, and shall be called by the President within ten (10) days upon written request of one-third (1/3) of the Board members. No other business shall be transacted except that for which the meeting has been called. Written notice of the time, place and purpose of the meeting shall be given to each member of the Board not less than five (5) days before this meeting.

6. Quorum:

A majority of the Board membership, exclusive of vacancies, shall constitute a quorum for the transaction of business. Board Members are counted in the quorum if they are present at the meeting and/or if they are participating electronically so long as all the persons participating can communicate with each other in real time.

7. Removal:

A member of the Board of Directors may be removed by two-thirds (2/3) vote of the total membership of the Board of Directors, with or without cause.

ARTICLE VIII: Fiscal Responsibilities of the Board of Directors

1. Fiscal Year:

The fiscal year of the Council shall be the calendar year from January 1st to December 31st.

2. Contributions:

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

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.

4. Contracts and Debts:

Contracts may be entered into or debts incurred only as directed by the Board of Directors.

5. 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. This resolution should include the President, Treasurer, Chief Executive Officer and their nominees, and shall be presented at the next Board meeting following the Annual Meeting of the Council, and at such other times as necessary.

6. 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.

7. Budget:

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

8. Audit:

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 Girl Scouts of the United States of America.

9. 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.

10. Investments:

The Council shall have the right to retain all, or any part, of any securities or property acquired by it, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, providing that no action shall be taken that would jeopardize the tax exempt status of the corporation under the Internal Revenue Code.

11. Property:

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

ARTICLE IX: Indemnification

The Council shall indemnify any person (and their heirs, executors or legal representatives) against all reasonable loss, expenses (including attorneys' fees and disbursements), and damages not otherwise covered or indemnified arising out of claims against her or him by any person, firm, corporation, governmental or pseudo governmental body on account of services rendered or failed to be rendered to the Council, or at the request or on behalf, or for the benefit of the Council as director, officer, or employee of the Council, provided that said person shall have first notified the Council, in writing, of any such claims, and shall have given the Council a reasonable opportunity, at the option of said person, and further provided that any settlement of such claim shall first be approved by the Council; except that no such indemnity shall be given to any person who shall have intentionally committed an act which she or he could reasonably have known to be unlawful. The indemnification herein shall be secondary to any underlying coverage, whether Council insurance coverage, personal coverage, or other coverages or rights, all of which shall be primary.

ARTICLE X: Committees of the Board

1. Establishment:

The Board of Directors shall establish such standing committees and task forces as it deems necessary. The Board of Directors shall establish the function of those committees and task forces which shall operate under the general supervision of the Board.

2. Appointment and Term of Chair:

(a) The Chair of all standing committees of the Board shall be appointed annually by the President from among the members of the Board and with the approval of the Board. Appointment to the position of committee chair shall be made at the Board meeting next following the Annual Meeting of the Council for a term of one (1) year, except that vacancies may be filled at any regular meeting of the Board.

(b) Chairs of Board Task Forces shall be appointed by the President with the approval of the Board of Directors, and shall serve until the function of the Task Force is complete.

3. Appointment and Term of Committee Members:

(a) Members of the standing Board committees shall be appointed by the President on the recommendation of the Chair of the respective committee and subject to the approval of the Board of Directors at the Board meeting next following the Annual Meeting of the Council, for a term of one (1) year.

(b) Members of Board Task Forces shall be appointed by the President with the approval of the Board of Directors until the function of the Task Force is complete.

ARTICLE XI: National Council Delegates

1. Method of Election, Term, Vacancies:

- (a) The Delegates which the Council is entitled to elect to the National Council of Girl Scouts of the USA and persons to fill Delegate vacancies shall be elected by the members of the Council at the Annual Meeting held as early as one (1) year prior to the year of the regular meeting of the National Council.
- (b) Delegates shall be citizens of the United States of America. They shall be elected from the members registered through the Council with the Girl Scouts of the USA and shall serve for a term of three (3) years.
- (c) The Board of Directors, or the President in the absence of a meeting of the Board, shall fill vacancies from among the persons elected to fill Delegate vacancies, as designated at the time of election. If there are no such persons available, the Board of Directors or the President, in the absence of a meeting of the Board, shall have the power to fill vacancies among the Delegates for the unexpired term.

ARTICLE XII: 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 sales.
- (c) Review and advise on any non-routine statements developed for the media (print, television or radio)

Article XIII: Conflicts of Interest

The Board shall maintain a policy regarding conflicts of interest, which shall require all Board members to complete and sign an annual agreement and disclosure statement disclosing any actual or potential conflict with the Board member's service on the Board.

ARTICLE XIV: Parliamentary Authority

Robert's Rules of Order Newly Revised (latest edition) shall be the parliamentary authority governing the meetings of the Council, Board of Directors, Associations and all other committees, except in such cases as they conflict with the provisions of these Bylaws.

ARTICLE XV: Amendments

These Bylaws may be amended at any meeting of the council by a two-thirds (2/3) affirmative vote of those present and voting, provided that two-thirds (2/3) of the eligible voting membership is present at the meeting and the subject matter of the proposed amendment shall have been included in the notice of the meeting.

ARTICLE XVI: Dissolution

In the event of dissolution, all of the net assets shall be placed in trust with Girl Scouts of the USA, pending future determination by Girl Scouts of the USA in serving the best interests of Girl Scouting for the territory over which the corporation has jurisdiction. In the event Girl Scouts of the USA is no longer a 501(c)(3) organization, the distribution shall be made to such organization as shall qualify under section 501(c)(3), or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed.

Reviewed/Revised/Amended

Bylaws Revised:	February 1, 1989
Implementation Date:	May 17, 1989
Revised:	May 15, 1991
Revised:	May 18, 1994
Revised:	May 17, 1995
Revised:	May 13, 1998
Revised:	May 17, 2000
Revised:	May 16, 2001
Article IX Revised:	May 13, 2009
Article I Revised:	May 24, 2010
Article X Revised:	May 25, 2011
Article IX Revised:	May 21, 2012
Articles I, II, & IX Revised:	May 20, 2013
Article IX Revised:	May 18, 2015
Articles I, II, V, IX, XV Revised:	May 16, 2016
Article I Revised	May 16, 2017
Article I, IV, VI, VII, & IX Revised	May 22, 2018
Article I Revised, Article II Replaced in Entirety, Article IV Revised	May 16, 2019
Article I, Section 5, Article I, Section 6(c), Article I, Section 7, Article II, Section 6(f), Article V, Section 4, Article V, Section 5, Article IX, Section 4(a), Article IX, Section 4(d) Article IX, Section 5(c), Article XV Amendment Revised, Added Conflicts of Interest, Purpose, Removed Article III	May 18, 2022
Article I, Section 3(b) Revised	May 17, 2023
Article IV, Section 2(e) Revised	
Article VII, Section 2(c) Revised	
Article I, Section 8(b)	
Article I, The Council, Section 3 Revised	May 14, 2025
Article XV: Amendments Revised	

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