

# **BYLAWS OF GIRL SCOUTS OF NORTH-CENTRAL ALABAMA, INC.**

## **ARTICLE I - NAME**

The name of the corporation shall be Girl Scouts of North-Central Alabama, Inc. (GSNCA), hereinafter referred to as “the corporation,” a not-for-profit corporation, organized under the laws of the State of Alabama.

## **ARTICLE II - PURPOSE**

The purpose of the corporation 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, hereinafter referred to as GSUSA.

## **ARTICLE III - VOTING MEMBERS**

### **SECTION 1- ELIGIBILITY**

Individuals age 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through and in good standing with the corporation are eligible to be voting members of the corporation.

### **SECTION 2 - COMPOSITION**

A. Voting members of the corporation shall consist of:

1. delegates elected by their service units as defined by the board of directors;
2. voting members of the board of directors;
3. members of the Board Development Committee, if not otherwise voting members of the corporation.

B. The number of voting members of the corporation shall be no fewer than one hundred (100).

C. The majority of voting members of the corporation shall be those elected by the service units.

### **SECTION 3- ELECTION**

**A. Procedure:** Each service unit shall elect delegates and alternates in accordance with policies and procedures established by the board of directors.

**B. Number:**

1. The number of delegates and alternates to which each service unit is entitled shall be based on the number of girl members in the service unit as of September 30 of each membership year, according to a formula established and administered by the board of directors.
2. Each service unit shall be entitled to at least one (1) delegate.

**C. Terms and Vacancies:**

1. Delegates shall serve for a term of one year or until their successors are elected or appointed and assume office.
2. Terms of office shall begin at the close of the meeting at which delegates are elected or appointed.

**ARTICLE IV - BOARD OF DIRECTORS**

**SECTION 1- COMPOSITION**

The board of directors shall consist of between nineteen (19) and twenty-three (23) voting members and additional non-voting members, as defined below.

- A. The five (5) elected officers of the corporation which include the president of the board of directors (who shall have the working title of chair of the board of directors), first vice president, second vice president, secretary, and treasurer, all with full voting rights;
- B. Between fourteen (14) and eighteen (18) directors-at-large with full voting rights, including:
  1. A *delegate coordinator*, elected by the voting members of the corporation, shall serve as a member of the board of directors with full voting rights. The delegate coordinator shall serve as a liaison between the board of directors and the delegates. The delegate coordinator will also ensure appropriate training is provided for the voting members of the corporation prior to the annual meeting and for the National Council delegates prior to the GSUSA National Convention.
  2. The *chair of the board development committee*, if not otherwise elected to the board of directors, shall serve as a member of the board of directors with full voting rights.
- C. As many as four (4) and no fewer than one (1) registered Girl Scout(s), ages of fourteen (14) through eighteen (18), shall be elected to serve as non-voting members of the board in compliance with Alabama law.
- D. The Chief Executive Officer shall be an ex-officio member of the board of directors without vote.
- E. Other duly elected members of the board of directors, either with or without vote, who have not completed their term of office.

**SECTION 2- ELIGIBILITY**

- A. Individuals who are elected to the board of directors must live or work within the corporation's jurisdiction.
- B. Voting members of the board of directors must be at least the age of majority according to state law.
- C. Any registered adult serving as an appointed operational volunteer who is elected as a voting member of the board of directors shall relinquish his or her role as an appointed operational volunteer.

### **SECTION 3- TERM OF OFFICE**

- A. The officers and the voting directors-at-large shall be elected in accordance with Article IX of these bylaws for a term of two (2) years, or until their successors are elected or appointed and assume office. The delegate coordinator shall be elected for a term of two (2) years, or until their successor is elected and assumes office. Non-voting girl members shall serve a one (1) year term.
- B. Terms of office shall begin at the close of the annual meeting at which the board member is elected and continue until a successor is elected and assumes office.
- C. No individual, including president of the board of directors, shall serve more than two (2) consecutive terms in any particular position.
- D. No individual shall serve more than a total of four (4) consecutive terms on the board of directors regardless of position(s) held but may be considered for election again providing that a span of one (1) term has expired since the end of the last term served. The only exception is that an individual shall be eligible to serve two (2) consecutive terms as president of the board of directors regardless of the number of consecutive terms that individual shall have served in any office or offices other than president of the board of directors.
- E. No individual shall hold more than one office at a time.
- F. A director who has served more than half of a specific term in an office or position shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or other positions.

### **SECTION 4- VACANCIES**

- A. In the event of a vacancy in the office of president, the first vice president shall succeed to the office of the president for the remainder of the unexpired term.
- B. Any vacancy occurring in a position other than president shall be filled for the remainder of the unexpired term by a majority vote of the board of directors.

### **SECTION 5- POWER, AUTHORITY, AND ACCOUNTABILITY**

- A. Power and Authority:** The board of directors shall have full power and authority over the business of the corporation except as otherwise provided in the Articles of Incorporation, these bylaws, or by statute.
- B. Accountability:** The board of directors is accountable to:
  - 1. the state of incorporation for adherence to state corporation law;
  - 2. the federal government in matters relating to legislation affecting non-profit/not-for-profit/non-stock corporations (including but not limited to, the requirements of the Internal Revenue Service as to 501(c)(3) public charities);
  - 3. the corporation membership for managing the affairs of the corporation including the development of funding and financial stability and the development of a decision-influencing system allowing for members of the Girl Scout Movement, including girl members, to have a voice on key issues affecting the corporation and the Movement;

4. the board of directors of Girl Scouts of the United States of America for compliance with the charter requirements.

## **SECTION 6- REGULAR MEETINGS**

- A. Scheduling:** The board of directors shall hold at least four (4) regular meetings a year at such time and place as the board of directors may determine.
- B. Notice:** Notice of date, time, place, and manner of each board of directors meeting shall be provided to each member of the board of directors not fewer than seven (7) days before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum:** Fifty percent plus one (50% +1) of voting board of director members present in person or linked by means of conference telephone or similar communication equipment (or assistive technology) by which all persons participating in the meeting can hear each other and be heard at the same time, shall constitute a quorum for the transaction of business.
- D. Voting:**
  1. Each member of the board of directors shall be entitled to one vote.
  2. No member shall vote in more than one capacity.
  3. Unless otherwise designated by statute, the Articles of Incorporation, or these bylaws, all matters shall be determined by a majority vote of those present at a meeting at which a quorum is present.
  4. Proxy and/or absentee voting shall not be allowed.

## **SECTION 7 –SPECIAL MEETINGS**

- A. Scheduling:** Special meetings may be called by the president and shall be called by the president upon written request of at least six (6) board of director members. Such special meetings shall take place within thirty (30) days from the date of the written request.
- B. Notice:** Notice of date, time, place, manner and specific purpose of the special meeting shall be provided to each member of the board of directors not fewer than ten (10) days before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum:** Fifty percent plus one (50% +1) of voting board of director members present in person or linked by means of conference telephone or similar communication equipment (or assistive technology) by which all persons participating in the meeting can hear each other and be heard at the same time, shall constitute a quorum for the transaction of business.
- D. Voting:**
  1. Each member of the board of directors shall be entitled to one vote.
  2. No member shall vote in more than one capacity.

3. Unless otherwise designated by statute, the Articles of Incorporation, or these bylaws, all matters shall be determined by a majority vote of those present at a meeting at which a quorum is present.
4. Proxy and/or absentee voting shall not be allowed.
5. No business shall be transacted except that for which the special meeting has been called as reflected in the notice of the meeting.

## **SECTION 8 –REMOVAL**

- A. Any director, including any officer, who is absent from three (3) consecutive regular meetings may be removed from the board of directors by a two-thirds (%) vote of the directors present and voting at any meeting at which a quorum is present.
- B. Any director, including any officer, may be removed with or without cause by a two-thirds (%) vote of the total number of voting members of the board of directors.

## **ARTICLE V - OFFICERS**

### **SECTION 1- ELECTED OFFICERS**

The elected officers of the corporation shall be the president (who shall have the working title of chair of the board of directors), first vice president, second vice president, secretary, and treasurer.

### **SECTION 2 – EX-OFFICIO OFFICERS**

The chief executive officer (CEO) shall be appointed by the board of directors to serve at its pleasure and shall serve as an ex-officio officer of the corporation without voting rights.

### **SECTION 3- TERM OF OFFICE**

- A. The officers shall be elected in accordance with Article IX of these bylaws for a term of two (2) years, or until successors are elected or appointed and assume office.
- B. Terms of office shall begin at the close of the annual meeting at which the officer is elected and continue until a successor is elected and assumes office.
- C. No individual, including president of the board of directors, shall serve more than two (2) consecutive terms in any particular position.
- D. No individual shall serve more than a total of four (4) consecutive terms on the board of directors regardless of position(s) held but may be considered for election again providing that a span of one (1) term has expired since the end of the last term served. The only exception is that an individual shall be eligible to serve two (2) consecutive terms as president of the board of directors regardless of the number of consecutive terms that individual shall have served in any office or offices other than president of the board of directors.
- E. No individual shall hold more than one office at a time.
- F. An officer who has served more than half of a specific term in an office or position shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or other positions.

#### **SECTION 4-VACANCY IN OFFICE**

- A. In the event of a vacancy in the office of president, the first vice president shall succeed to the office of the president for the remainder of the unexpired term.
- B. Any vacancy occurring in a position other than president shall be filled for the remainder of the unexpired term by a majority vote of the board of directors.

#### **SECTION 5- DUTIES OF OFFICERS**

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the voting members of the corporation, the board of directors, or the president of the board of directors.

A. The president shall:

- 1. have the working title of chair of the board of directors;
- 2. be the principal officer of the corporation;
- 3. preside at all meetings of the corporation, the board of directors, and the executive committee;
- 4. lead the board of directors in setting strategic direction and providing oversight of the management and affairs of the corporation;
- 5. report to the voting members of the corporation as to the conduct and management of the affairs of the corporation;
- 6. serve as an ex-officio member of all committees except the board development committee.

B. The first vice president shall:

- 1. preside at meetings of the corporation, the board of directors, or the executive committee in the absence or inability of the president, or when delegated the responsibility of presiding;
- 2. assist the president as assigned;
- 3. in the event of the vacancy in the office of the president, succeed to the office of president for the remainder of the unexpired term.

C. The second vice president shall:

- 1. preside at meetings of the corporation, the board of directors, or the executive committee in the absence or inability of the president and first vice president, or when delegated the responsibility of presiding;
- 2. assist the president as assigned.

D. The secretary shall:

- 1. ensure that proper notice is given for all meetings of the corporation, the board of directors, and the executive committee;

2. ensure that minutes of all meetings of the corporation, the board of directors, and the executive committee are kept and submitted to the president in a timely manner.

E. The treasurer shall:

1. provide effective stewardship, control, and oversight of the corporation's finances;
2. serve as member of the finance committee and the audit committee.

## **ARTICLE VI - EXECUTIVE COMMITTEE**

### **SECTION 1- COMPOSITION**

The executive committee shall consist of:

- A. the elected officers of the corporation;
- B. two (2) members-at-large of the board of directors, appointed for a term of one (1) year by the president immediately following the annual meeting;
- C. the chief executive officer serving as an ex-officio member with voice but without vote.

### **SECTION 2- DUTIES**

- A. The executive committee shall exercise the authority of the corporation board of directors between the meetings of the board of directors, except that the executive committee shall not have the authority to:
  1. adopt the budget;
  2. amend or revise the articles of incorporation or the bylaws;
  3. take action which is contrary to, or a substantial departure from, the direction established by the board of directors or which represents a major change in the affairs, business, or policy of the corporation.
- B. The executive committee shall submit to the board of directors at each board meeting a report of all actions taken since the last meeting of the board of directors. Action taken by the executive committee shall be presented for ratification by the board of directors.

### **SECTION 3- MEETINGS**

- A. Meetings of the executive committee shall be called by the president or upon written request of the majority of members of the executive committee to be held within seven (7) days of receiving the request.
- B. Notice of the date, time, place, and manner of each meeting shall be provided twenty-four (24) hours in advance of the meeting unless precluded by an emergency.

### **SECTION 4 – QUORUM**

A majority of the executive committee members then in office shall constitute a quorum for the transaction of business. Members of the executive committee may be considered present at the

meeting and participate in the meeting by means of conference telephone or similar communication equipment (or assistive technology) by which all persons participating in the meeting can hear each other and be heard at the same time.

## **SECTION 5 – VOTING**

- A. Each member of the executive committee shall be entitled to one (1) vote;
- B. Unless otherwise designated by statute, the articles of incorporation, or these bylaws, all matters shall be determined by a majority vote of the executive committee members present at any meeting at which a quorum is present;
- C. Proxy and/or absentee voting shall not be allowed.

## **ARTICLE VII- BOARD DEVELOPMENT COMMITTEE (BDC)**

### **SECTION 1- COMPOSITION**

The board development committee shall be composed of seven (7) members. No fewer than three (3) and no more than four (4) board development committee members, including the chair, shall be members of the board of directors. The CEO of the corporation shall serve as an ex-officio, non-voting member and shall not be counted toward any quorum requirements. Between meetings of the corporation, the board development committee shall work in partnership with and report to the board of directors.

### **SECTION 2- ELECTION, TERM, AND VACANCIES**

- A. Members of the board development committee shall be elected in accordance with Article IX of these bylaws for a term of two (2) years, or until their successors are elected or appointed and assume office and shall serve consecutively for no more than two terms.
- B. Terms of the office shall begin at the close of the annual meeting at which the elections are held.
- C. The term of office of as few as three (3), but no more than four (4), of the members shall expire at the annual meeting of the corporation.
- D. An individual who has served a half term or more in office shall be considered to have served a full term in office.
- E. In the event of a vacancy in any position other than board development committee chair, the vacancy shall be filled by the board of directors for the remainder of the unexpired term.

### **SECTION 3- SELECTION, TERM, AND VACANCY OF COMMITTEE CHAIR**

- A. At its first meeting following the election, the board development committee shall elect from amongst its eligible members an individual to serve as chair of the board development committee.
- B. The term of office for chair of the board development committee shall be one (1) year and no person shall serve more than one (1) year during any term as a board development committee member.



- C. In the event of a vacancy in the office of chair, the board development committee shall elect a new chair from its eligible members to serve the remainder of the term.
- D. An individual who has served a half term or more in the office shall be considered to have served a full term in the office.
- E. If not already a member of the board of directors, the chair shall serve as an ex-officio member of the board of directors, with all rights and responsibilities of other board members.

#### **SECTION 4- QUORUM**

Four (4) members of the committee, including at least one member of the board of directors, shall constitute a quorum. Members of the board development committee may be considered present at the meeting and participate in the meeting by means of conference telephone or similar communication equipment (or assistive technology) by which all persons participating in the meeting can hear each other and be heard at the same time.

#### **SECTION 5- RESPONSIBILITIES**

The Board Development Committee is responsible:

- A. for soliciting and recruiting candidates for elected positions at the annual meeting of the corporation.
- B. for nominating candidates for vacancies on the board of directors and the board development committee between annual meetings.
- C. for providing to the membership of the corporation a single slate for all positions for election, including officers, directors, and board development committee members.
- D. for providing to the membership of the corporation in accordance with the time frame established by GSUSA, a single slate of delegates and alternates to the National Council Session of GSUSA.
- E. for developing in conjunction with the board of directors
  - 1. board of directors orientation and education materials,
  - 2. board development materials,
  - 3. methods for identifying and communicating the needed skills and talents for the corporation board of directors and committees,
  - 4. methods for succession planning,
  - 5. board of directors annual self-assessment materials.
- F. for conducting board of directors and board development training sessions as needed and/or as directed by the board of directors.

#### **SECTION 6- NOMINATIONS FROM THE FLOOR**

- A. Nominations may be made from the floor at the annual meeting of the members of the corporation provided that the eligibility of the individuals so nominated has been established. Eligibility Requirements include:

1. age of majority in state of Alabama
  2. membership in GSUSA
- B. The written consent of any individuals to be nominated from the floor must be secured and submitted to the board development committee chair at least fourteen (14) days prior to the annual meeting.

## **SECTION 7- REGULAR MEETINGS**

Regular meetings of the committee shall be held at such time and place as determined by the committee. Notice of the date, time, place, and manner of a meeting shall be provided in advance, to the extent possible, of such meeting.

## **SECTION 8- REMOVAL**

Any board development committee member may be removed by a two-thirds (2/3) vote of the total number of voting members of the board of directors, provided that removal is first recommended by a majority vote of the board development committee.

# **ARTICLE VIII - COMMITTEES**

## **SECTION 1- ESTABLISHMENT**

The board of directors may establish committees and/or task groups, as needed, which shall operate under the general supervision of the board of directors. The standing committees shall be Audit and Finance.

## **SECTION 2- APPOINTMENT**

- A. The chair of any committee or task group shall be appointed by the president, subject to the approval of the board of directors.
- B. Members of any committee or task group shall be recommended by the chair of the respective committee or task group in consultation with the president and appointed by the president.
- C. At least one (1) member of any committee or task group shall be a member of the board of directors.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the board of directors at the time of appointment.
- E. Vacancies in any committee or task group shall be filled by the president in accordance with Section 2.A. or 2.B. of this Article.

## **SECTION 3- QUORUM**

The quorum for meetings of any committee or task group shall be a majority of the members of such committee or task group. Members of the committees may be considered present at the meeting and participate in the meeting by means of conference telephone or similar communication equipment (or assistive technology) by which all persons participating in the meeting can hear each other and be heard at the same time.

## **SECTION 4 – MEETINGS**

Notice of the date, time, place, and manner of a meeting shall be provided in advance, to the extent possible, of such meeting.

## **ARTICLE IX – MEETINGS**

### **SECTION 1- ANNUAL MEETING**

- A. Scheduling:** The corporation shall conduct an annual meeting of the members of the corporation each year at a date, time, place, and manner to be determined by the board of directors.
- B. Notice:** Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions, instructions for balloting if the election is to be held electronically or by mail, and any proposed amendments to these bylaws shall be hand delivered, mailed, or electronically transmitted to each voting member of the corporation not more than forty-five (45) days nor less than thirty (30) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Business:** At the annual meeting, the corporation shall:
1. elect officers, directors, girl members, members of the board development committee, and in appropriate years, delegates, and alternates to the National Council Session of GSUSA, unless the election is held by mail or electronic ballot. If the election is held by mail or electronic ballot, the ballots will be tabulated, and the results announced as soon as is reasonably practical;
  2. consider any proposed amendments to the corporation bylaws;
  3. provide input on key issues affecting the corporation and the Girl Scout Movement;
  4. consider any other business appropriate to come before the corporation in accordance with the process established by the board of directors.
- D. Quorum:** The quorum for the annual meeting shall be the majority of the voting delegates present in person or linked by means of conference telephone or similar communication equipment (or assistive technology) by which all persons participating in the meeting can hear each other and be heard at the same time. Of the established quorum, at least 50 percent + 1 of the voting delegate must represent the corporation's service units.
- E. Voting:** Voting shall be in accordance with the following:
1. each delegate of the corporation shall be entitled to one vote.
  2. no member shall vote in more than one capacity.
  3. unless otherwise designated by statute, the articles of incorporation, or these bylaws, all matters shall be determined by a majority vote.
  4. proxy and/or absentee voting shall not be allowed.

## **SECTION 2- SPECIAL MEETINGS**

- A. Scheduling:** A special meeting of the corporation membership may be called by the president and shall be called by the president upon the written request of a majority of the members of the board of directors then in office or upon the written request of twenty-five (25) percent of the service units. Such special meetings shall take place within thirty (30) days from the date of the written request. The purpose of the meeting shall be stated in the written request.
- B. Notice:** Notice of the date, time, place, manner, and specific purpose of the meeting shall be provided to each voting member of the corporation at least ten (10) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum:** Quorum shall be in accordance with Article IX, Section 1.D of these bylaws.
- D. Voting:** Voting shall be in accordance with Article IX, Section 1.E of these bylaws. No business shall be transacted except that for which the special meeting has been called as reflected in the notice of the meeting.

## **SECTION 3. MANNER OF MEETINGS**

- A.** Any annual, regular, or special meeting of the corporation, Board of Directors, Board Development Committee, Executive Committee, or other committee or task group, and any meeting related to the governance or operation of the corporation may be held in person or by telephone or similar communication equipment (or assistive technology), or by a combination of attendees present in person or by telephone or similar communication equipment (or assistive technology), provided all persons participating in the meeting can hear each other and be heard at the same time.
- B.** Persons participating in a meeting by telephone or similar communication equipment (or assistive technology) shall be considered present at such meeting.

## **SECTION 4. ACTION BY WRITTEN MAIL OR ELECTRONIC BALLOT**

- A.** Any action that may be taken at any annual or special meetings of the corporation may be taken without a meeting if a mail or electronic ballot is delivered to every member entitled to vote on the matter.
- B.** Voting by written mail or electronic ballot pursuant to this section is valid only when the number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of affirmative votes equals or exceeds the number of votes that would be required to adopt the matter if the vote were held at an in-person meeting.
- C.** A written mail or electronic ballot shall not be revoked or changed once it has been executed.

## **ARTICLE X - SERVICE UNITS**

### **SECTION 1- SERVICE UNITS**

The board of directors shall recognize geographic subdivisions called service units within the corporation jurisdiction. Service Units shall serve in both governance and management capacities to support the delivery of services to the members of the corporation.

### **SECTION 2- MEMBERS**

Each member of the GSUSA, registered through the corporation in a service unit, shall be a member of that service unit. The general membership of the service unit shall elect delegates and alternates to represent the service unit in governance matters.

### **SECTION 3- SERVICE UNIT RESPONSIBILITIES**

Each service unit shall:

- A. elect candidate(s) fourteen (14) years old or older to be delegate(s) to the annual meeting.
- B. provide a forum for communication between service unit members and the board of directors through their elected delegate(s):
  - 1. to advise on proposed plans, policies, and other matters referred to the service unit by the board of directors.
  - 2. to participate in the strategic planning process as delegated by the board of directors.
  - 3. to submit proposals for improving the quality of Girl Scouting.
  - 4. to perform such other duties as may be delegated by the board of directors.
  - 5. to recommend potential community partners.

### **SECTION 4- GOVERNANCE MEETINGS**

- A. Each service unit shall have at least two (2) meetings annually where governance is discussed. Meetings may be conducted in person, or by telephone or similar communication equipment (or assisted technology) provided all persons participating in the meeting can hear each other and be heard at the same time.
- B. Special Governance Meetings
  - 1. Special governance meetings of the service unit may be called at the request of the delegate coordinator, the service unit delegate, or the board of directors.
  - 2. Special governance meetings may be called upon request of any existing service unit troop or membership group of five (5) or more.
  - 3. No business shall be transacted except that for which the meeting has been called.
  - 4. Written notice of the time, place and purpose of the meeting shall be provided to each member of the service unit not fewer than three (3) days before the meeting. Meetings may be conducted in person, or by telephone or similar communication equipment (or assistive technology), provided all persons participating in the meeting can hear each other and be heard at the same time.

## **SECTION 5 - DELEGATE RESPONSIBILITIES**

- A. Delegate(s) shall attend delegate meetings (including the annual meeting), forums, and other meetings as provided by the board of directors.
- B. Delegate(s) shall provide a chain of communication between the service unit and the delegate coordinator.
  - 1. Delegate(s) shall gather input from their service unit on proposed plans, policies, and other matters and shall relay that input to the delegate coordinator.
  - 2. Delegate(s) shall communicate proposed plans, policies, and other matters from the board of directors to their service unit to include all members 14 years of age and older.
  - 3. Delegate(s) shall participate in the strategic planning process as delegated by the board of directors.
  - 4. Delegate(s) shall submit proposals from the service unit to the delegate coordinator.
  - 5. Delegate(s) shall perform other duties as assigned by the board of directors through the delegate coordinator.

## **ARTICLE XI - NATIONAL COUNCIL DELEGATES**

### **SECTION 1- ELIGIBILITY**

Delegates and alternates to the National Council Session of the GSUSA shall be United States citizens age fourteen (14) years and older. They shall be members of the GSUSA registered through the corporation at the time of election and throughout the term of service.

### **SECTION 2- ELECTION**

The delegates and alternates to the National Council Session of the GSUSA shall be elected in accordance with Article IX of these bylaws in accordance with the timeframe established by the GSUSA and shall serve a term of three (3) years or until their successors are elected and assume office.

### **SECTION 3- VACANCIES**

The board of directors or executive committee shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the corporation.

## **ARTICLE XII - FISCAL RESPONSIBILITIES**

### **SECTION 1- FISCAL YEAR**

The fiscal year of the corporation shall be October 1 through September 30.

### **SECTION 2- CONTRIBUTIONS**

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the corporation shall be accepted or collected only as authorized by the board of directors.

### **SECTION 3- DEPOSITORIES**

All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such financial institutions as shall be designated by the board of directors.

### **SECTION 4- APPROVED SIGNATURES**

Approvals for signatory authority in the name of the corporation and access to funds and securities of the corporation shall be authorized by the board of directors.

### **SECTION 5- BONDING**

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

### **SECTION 6- BUDGET**

The board of directors shall approve the annual operational and capital budgets. No expenses shall be incurred in excess of the total budgetary amounts without prior approval of the board of directors.

### **SECTION 7- PROPERTY**

Title to all property except service unit and troop equipment shall be held in the name of the corporation.

### **SECTION 8- AUDITS**

An independent, certified public accountant shall be retained by the board of directors to perform an annual audit of the financial statements of the corporation. A report of the audit shall be submitted to the board of directors and to the GSUSA. After board of directors approval of the Audit, it shall be posted to the corporation website and will be available to the corporation membership.

### **SECTION 9- FINANCIAL REPORTS**

A summary report of the previous fiscal year's financial condition of the corporation shall be presented to the membership at the annual meeting.

### **SECTION 10- INVESTMENTS**

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

### **SECTION 11-LEGAL COUNSEL**

Independent legal counsel may be retained by the board of directors as needed.

## **ARTICLE XIII - CONFLICT OF INTEREST**

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

## **ARTICLE XIV - INDEMNIFICATION**

The corporation is and shall henceforth be obligated to indemnify and hold harmless all directors, officers, employees, and agents of the corporation, whether or not their term or employment shall have expired, from any loss, expense, liability or claim of liability of every kind whatsoever that they may at any time pay or incur, as a direct or indirect consequence of any actions taken or omitted or alleged to have been taken or omitted on behalf of the corporation, by its directors or officers, or by themselves as such directors or officers, excepting only such as may be paid or incurred in relation to matters that they, respectively, shall be adjudged by action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of their duties for the corporation. Such indemnification shall be cumulative and not exclusive of any other rights that the directors or officers of the corporation may be entitled under any law, agreement, corporate action, or otherwise.

## **ARTICLE XV - PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order*, in its most current revision, shall be the parliamentary authority of the corporation, subject to the laws of the State of Alabama, the articles of incorporation, and these bylaws and any special rules of order adopted by the corporation of board of directors.

## **ARTICLE XVI - AMENDMENTS**

These bylaws may be amended by a two-thirds ( $\frac{2}{3}$ ) vote of the voting members of the corporation present and voting at a meeting of the corporation at which a quorum is present, provided that the proposed amendments shall have been distributed at least thirty (30) days prior to the meeting at which the amendments will be considered.

Established: September 29, 2007

Revised: August 22, 2009

Revised: April 27, 2013

Revised: April 26, 2014

Revised: April 25, 2015

Revised: April 23, 2016

Revised: April 10, 2021