



**BYLAWS OF GIRL SCOUTS OF NORTHERN CALIFORNIA**  
**(marked to show proposed amendments for consideration at the**  
**April 2019 Annual Meeting, dated 2.27.19)**

**PREAMBLE**

The Girl Scouts of Northern California are governed by the following principles:

- We honor the voice of the membership through multiple and effective processes.
- We ensure the organization’s future through sound fiscal and ethical practices.
- We create and sustain a continuous strategic future focus.
- We seek inclusiveness and diversity in all aspects of governance.
- We will be accountable for results.

**A glossary of capitalized terms is included at the end of these Bylaws as an integral part hereof.**

**ARTICLE I - THE COUNCIL, VOTING MEMBERS AND VOTING MEMBER RIGHTS**

1. **CORPORATION:** The corporation shall be known as and referred to herein as the “Council.”
2. **VOTING MEMBERS:** Voting ~~M~~members of the Council shall consist of:
  - a. ~~delegates elected by~~ Service Unit ~~Delegates~~, as defined in Section 4 of this Article I;
  - b. ~~m~~Members of the Board of Directors ~~(or Board)~~;
  - c. Girl Board Participants ~~as defined in Article V, Section 2~~;
  - d. ~~M~~members of the ~~Council’s~~ Board Development Committee who are not otherwise ~~V~~voting ~~M~~members of the Council;
  - e. ~~delegates to the~~ National Council ~~Delegates~~ who are not otherwise ~~V~~voting ~~M~~members of the Council; and
  - f. ~~D~~delegates-at-L~~arge~~ ~~as defined in Section 3~~ of this Article I.

All ~~V~~voting ~~M~~members ~~of the Council shall~~ must be members of the Girl Scout movement who meet the Girl Scout or Girl Scout adult membership standards of GSUSA as defined in the GSUSA Blue Book, as amended from time to time (each a “Girl” or “Adult” respectively); and, all Voting Members must be 14 years of age or over, and registered with ~~the Girl Scouts of the United States of America (GSUSA)~~ through the Council-Girl Scouts of Northern California.

All ~~V~~oting ~~m~~Members shall ~~hold membership as Voting Members~~ serve in that capacity only for the term to which they have been elected and only for as long as they are registered as members of GSUSA through the Council.

No ~~V~~oting ~~M~~ember shall have more than one vote.

### 3. DELEGATES-AT-LARGE

- a. The Board of Directors shall appoint at least 1 and no more than 12 ~~D~~Delegates-at-Large.” These shall represent constituent groups established by the Council that are not Service Units. The Board shall consider nominees from each constituent group but has the final appointing authority. These ~~D~~Delegates-at-Large ~~may~~ must be either Eligible aAdults or Eligible gGirls.
- b. Terms for ~~D~~Delegates-at-Large shall begin upon appointment and shall be for one year or until their successors are appointed.
- c. Delegates-at-Large may be removed in the manner determined by the Board, as specified in a Board-adopted Voting Member Policy.
- d. There are no term limits for ~~D~~Delegates-at-Large.
- e. The Board may fill any vacancies which may occur.

### 4. ELECTION OF SERVICE UNIT DELEGATES:

Service Units are operational geographic subdivisions that the Council establishes and manages.

- a. Each Service Unit shall be entitled to elect one or more Service Unit dDelegates based on the total number of gGirls registered in the Service Unit, as of September 30 of the year preceding the Annual Meeting.

The formula is noncumulative and is as follows:

- one (1) delegate for 1-49 girls;
- two (2) delegates for 50-499 girls;
- three (3) delegates for 500- 999 girls;
- four (4) delegates for 1000-1499 girls;
- five (5) delegates for 1500 or more girls.

- b. In Service Units entitled to elect only one Service Unit dDelegate, the Service Unit dDelegate may be either an Eligible- gGirl or an Eligible aAdult.

In Service Units entitled to elect two or three Service Unit dDelegates, one and only one Service Unit Delegate shall be an Eligible- gGirl, except that in the event there are no Eligible gGirls running, all positions may be filled by Eligible aAdults.

In Service Units entitled to elect four or five Service Unit dDelegates, two and only two shall be Eligible gGirls, except that in the event no Eligible gGirls or only one Eligible gGirl is running, open position(s) may be filled by aEligible Adults.

- c. Service Unit ~~D~~delegates shall be elected by ~~the members of the Girl Scout movement 14 years of age or over, registered with GSUSA through the Council~~ Eligible Girls and Eligible Adults, residing in or affiliated with the Service Unit they are representing. ~~Such~~ ~~E~~elections will be conducted electronically or by other method as the Board may determine. Elections for Service Unit ~~d~~Delegates will be held no later than sixty (60) days preceding the Annual ~~Council~~ Meeting. Notice of election of Service Unit ~~D~~Delegates shall be provided to all ~~members~~ Eligible Girls and Eligible Adults in the Council's records for the applicable in the Service Unit eligible to vote not less than fifteen (15) days prior to election. ~~The member's at their~~ mailing address ~~shall be that which appears on the Council's records. Notice of election of delegates may be sent to the or~~ electronic address ~~(e-mail address) provided in writing by the member as it appears on in~~ the Council's records.
- d. Election of Service Unit Delegates shall be by plurality vote. In case of a tie, the winner shall be chosen by lot.
- e. Terms for Service Unit ~~D~~delegates shall begin upon election and shall be for one year or until their successors are elected.
- f. Service Unit Delegates may be removed in the manner determined by the Board, as specified in a board-adopted Voting Member Policy.
- g. There are no term limits for Service Unit ~~d~~Delegates.
- h. If a Service Unit has a Service Unit ~~D~~delegate vacancy, the Board of Directors, after consultation with volunteer leadership and support staff from that Service Unit, shall have the power to fill such vacancies until the next election is held.
5. ~~VOTING MEMBER RIGHTS: RESPONSIBILITIES:~~ The ~~V~~voting ~~M~~members of the Council shall have the following rights:
- a. The exclusive right to elect the Elected ~~e~~Officers of the Council, the ~~D~~irectors-at-Large of the Board of Directors, the members of the Board Development Committee, and the National Council ~~d~~Delegates and alternates ~~to the National Council of GSUSA~~;
  - b. determine strategic directions for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board of Directors and such proposals as may be presented, and by giving guidance to the Board of Directors;
  - c. amend the Articles of Incorporation and Bylaws;
  - d. take all other action requiring a membership vote; ~~and~~
  - e. conduct such other business as may from time to time come before the ~~V~~voting ~~M~~members;
  - f. have the right to attend Council Meetings and during such meetings shall have the right to make motions, to speak in debate, and to vote;

g. have the inspection rights and such other rights as provided to Voting Members by the Law; and

h. any other matters that may properly be presented to the Voting Members for a vote pursuant to the Council's Articles, Bylaws, or action of the Board of Directors, or by operation of the Law.

## 6. ANNUAL MEETING:

a. The Council shall hold an Annual Meeting of the Voting Members of the Council at such time and place as may be determined by the Board of Directors.

b. The Council shall give written notice of each Annual Meeting to each Voting Member who, as of the Record Date for notice of the Annual Meeting, would be entitled to vote at such meeting.

c. Such notice shall contain the time, place and purpose of the Annual Meeting, and those matters that the Board of Directors, at the time notice is given, intends to present for action by the Voting Members, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be provided to each voting member not less than thirty (30) days nor more than forty-five (45) days before the Annual Meeting.

c. Such notice shall be delivered to the last address that The voting member's mailing address shall be that which appears on the Council's records for each Voting Member either by electronic communication in compliance with Article XI of these Bylaws, or by mail, not less than thirty (30) nor more than forty-five (45) days before the Annual Meeting. Notice of the Annual Meeting may be sent to the electronic address (e-mail address) or the facsimile number provided in writing by the voting member as it appears on the Council's records.

~~If electronic mail or facsimile is utilized, a confirmation of delivery will be obtained.~~

## 7. SPECIAL MEETINGS OF THE VOTING MEMBERS:

a. A Special Meeting of the Voting Members of the Council may be called by the President and shall be called by her/him the President upon written request of a majority of the members of the Board of Directors or five percent (5%) of the Voting Members. The purpose of the Special Meeting shall be stated in the written request.

~~No other business shall be transacted except that for which the special meeting has been called.~~

b. For any Special Meeting of the Voting Members, the Council shall give written notice to each Voting Member who, as of the Record Date for notice of the Special Meeting, would be eligible to vote at such meeting.

c. Such notice shall be delivered to the last address that appears on the Council's records for each Voting Member either by electronic communication in compliance with Article XI of these Bylaws, or by mail, Notice of the time, place and purpose of the special

~~meeting shall be provided to the voting members~~ not less than ten (10) days nor more than forty-five (45) days before the ~~S~~special ~~M~~meeting; provided, however, that if such notice is given by mail and the notice is not mailed by first-class, registered or certified mail, then that notice shall be given at least twenty (20) days before the ~~S~~special ~~M~~meeting.

- ~~d. The voting member's mailing address shall be that which appears on the Council's records. Notice of a special meeting may be sent to the electronic address (e-mail address) or the facsimile number provided in writing by the voting member as it appears on the Council's records. Such notice shall state the time, place and purpose of the Special Meeting. No other business shall be transacted except that for which the Special Meeting has been called.~~

~~If electronic mail or facsimiles are utilized, a confirmation of delivery will be obtained.~~

8. **RECORD DATE:** For any notice, vote (at a meeting or by written ballot), or exercise of rights, ~~the Board may, in advance, by resolution, fix a "Record Date" for purposes of determining Voting Members entitled to such notice, vote, or exercise of rights, as the case may be, and only Voting Members of record on the date so fixed shall be entitled to such notice, vote, or exercise of rights, as the case may be. If the Board does not fix a specific Record Date, then the Record Date shall be deemed to be the applicable Record Date, as set forth in the Law.~~

9. **QUORUM:** One-third (1/3) of the ~~V~~voting ~~M~~members ~~of the Council~~ must be present to constitute a quorum for the transaction of business at any ~~Council M~~meeting. ~~In the case of an Annual Meeting, if such Meeting is, provided that if any meetings are~~ actually attended by less than one-third (1/3) of the ~~V~~voting ~~M~~members, then only matters set forth in the notice given pursuant to Section 6 of Article I may be voted on ~~at the meeting.~~

**109. COUNCIL MEETINGS VIA ELECTRONIC PARTICIPATION:** At the discretion of the Board of Directors, ~~the Board Chair or the Committee Chair, as the case may be, any Council Meeting may be conducted, in whole or in part, one or more persons may participate in a meeting via electronic communication~~ communication in compliance with Article XI, ~~so long as all of the following apply: pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, which provisions are contained in Section 5510(a) and Section 5510(f) of the California Corporations Code at the date of adoption of these bylaws, provided that:~~

- ~~a. voting members in person are provided with~~ The Council has adopted and implemented measures to provide Voting Members a ~~an~~ reasonable opportunity to participate in the meeting and to vote on matters submitted to the ~~V~~voting ~~M~~members, including ~~the an~~ opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and
- ~~b. if any V~~voting ~~M~~member votes or takes ~~other~~ action at the meeting by means of electronic transmission, ~~to the Council or electronic video screen communication,~~ maintains a record of ~~that any such~~ vote or action ~~is maintained by the Council which~~ :-  
~~Before voting members can participate electronically in meetings, the Board must adopt and implement 1) means of verifying that a person communicating via electronic means is the person purporting to participate electronically; and 2) ensure that a record is created that is capable of retention, retrieval, and review can~~

be retained, retrieved, and reviewed, and that may thereafter be rendered into clearly legible tangible form.

A person participating in a meeting electronically must notify the President or the Board of his or her desire to so participate prior to the commencement of the meeting. Persons so participating in the meeting shall be considered present in person at the meeting for all purposes, including the establishment of a quorum.

**110. —VOTING PROCEDURES:** Each Vvoting Mmember present in person shall be entitled to one vote. No proxy vote shall be recognized, and election of Directors -at-Large, -and-Elected Officers, BDC members, BDC Chair, and National Council Delegates shall be by written ballot. A majority of votes cast shall elect. All other matters shall be determined by majority vote of the Vvoting Mmembers present ~~in person~~ and voting, unless otherwise provided by these se Bylaws.

## ARTICLE II – BOARD DEVELOPMENT COMMITTEE

- 1. COMPOSITION:** There shall be a Board Development Committee, also referred to as the “BDC,” ~~(the “Committee”)~~ consisting of no less than seven (7) no more than thirteen (13) members, with the exact number of Committee-BDC members to be fixed, within the limits specified, by approval of the Board ~~in the manner provided in these bylaws.~~ ~~The Committee~~ BDC shall consist of a mix of Board and community members.
- 2. ELECTION, TERM AND VACANCIES:** Except for the Chair as provided in Article II, Section 3, Mmembers of the Committee-BDC shall be elected by the Vvoting Mmembers ~~of the Council~~ for a term of two (2) years, or until their successors are elected, and shall not serve more than three (3) consecutive terms. BDC Mmembers, other than the Chair, having served three (3) consecutive terms, shall not be eligible to serve again on the ~~Board Development Committee-BDC~~ until a lapse of one (1) term.

Terms of office shall begin at the close of the Annual Meeting at which elections are held and shall be staggered to allow one ~~third~~ half (1/2) of the members of the Committee-BDC to be elected at each Annual Meeting. The Committee-BDC shall have the power to fill vacancies within its membership until the next Annual Meeting ~~of the Council,~~ subject to the approval of the Board of Directors.

- 3. SELECTION AND TERM OF CHAIR:** The Chair of the Committee-BDC shall be identified as part of the nominated slate of BDC members to be elected by the Voting Members, and shall serve as Chair ~~appointed by the President from among the Committee members~~ for a term of two (2) years, or until their successor is elected. ~~The Chair of the BDC and~~ shall serve as Chair for no more than three (3) terms, and shall not serve more than four (4) consecutive terms as a member of the BDC. The BDC Chair, having served four (4) consecutive terms, shall not be eligible to serve again on the BDC or to serve again as BDC Chair, until a lapse of one (1) term.

~~The Chair, if not already elected to the Board of Directors, shall be an ex-officio director of the Board with full privileges.~~ A vacancy in the office of Chair shall be filled by the President

~~for the remainder of the unexpired term until the next election,~~ from the remaining elected members of the ~~Committee~~BDC.

4. **QUORUM:** A majority of the ~~Committee~~BDC ~~members then in office~~ must be present in person, or through agreed-upon electronic means, to constitute a quorum for the transaction of business at any meeting.

5. **RESPONSIBILITIES:**

a. The ~~Committee~~BDC shall submit to the ~~V~~oting ~~M~~members, with the notice of the Annual Meeting a single slate of:

- 1) nominees for ~~Elected~~Officers of the Council;
- 2) nominees ~~for D~~irectors-at-Large of the Board of Directors;
- 3) nominees for members of the ~~Board Development Committee~~BDC;
- 4) ~~nominee for Chair of the BDC~~; and
- 5) in the year of a regular meeting of the National Council of GSUSA, nominees for ~~National Council D~~elegates and alternates ~~to the~~ National Council ~~Delegates~~.

Nominations may be made from the floor of the Annual Meeting provided the consent of the individual nominated has previously been secured in writing and received by the Chair of the ~~Board Development Committee~~BDC (or the Chair's designee) no later than forty-eight (48) hours in advance of the Annual Meeting, so that eligibility of the individual so nominated may be established.

b. The ~~BDC~~Committee shall also be responsible for:

- 1) succession planning for ~~Elected~~Board Officers,
- 2) Board training and orientation, and
- 3) Board evaluation.

## ARTICLE III – PARTIAL TERMS

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

## ARTICLE IV – OFFICERS

1. **NUMBER AND TITLE:** The officers of the Council shall be a President; not fewer than two (2) nor more than three (3) Vice Presidents, titled first through third Vice President, as may be the case; a Secretary; a Treasurer (referred to in the ~~Nonprofit Public Benefit Corporations~~ Law as "Chief Financial Officer"); and the Chief Executive Officer ("CEO"), who shall serve without privilege of vote. Neither the Secretary nor Treasurer may serve concurrently as

the President. The President, Vice President(s), Secretary, and Treasurer are the “Elected Officers” of the Council and each shall serve as a director by virtue of their Elected Officer position.

## 2. ELECTION, TERM, AND VACANCIES OF ELECTED OFFICERS:

- a. The ~~President, Vice Presidents, Secretary, and Treasurer~~ Elected Officers shall be elected by the ~~Vvoting Mmembers of the Council~~ for terms of office until the Annual Meeting two (2) years later ~~and shall serve for no more than three (3) terms in any one or more of these offices, except that, regardless of the number of terms any one person shall have served in any one or more of these offices other than that of President, such person shall be eligible to serve two (2) consecutive terms as President.~~
- b. Terms of office shall begin at the close of the Annual Meeting at which elections are held.
- c. A vacancy among the Elected Officers, other than President, shall be filled by the Board of Directors, upon recommendation by the President after consultation with the ~~BDC-Board Development Committee~~, until the next Annual Meeting.
- d. In the case of a permanent vacancy in the office of the President, the Vice-Presidents will succeed in order of their rank until the next Annual Meeting.
- e. The ~~Chief Executive Officer (CEO)~~ shall be appointed by the Board of Directors to hold office at its pleasure.

## 3. DUTIES:

- a. The President shall be the chief corporate officer and shall preside at all Council Meetings and meetings of ~~the Council and~~ the Board of Directors. The President shall be responsible for seeing that the lines of direction given by the ~~Vvoting Mmembers of the Council~~ and the actions of the Board of Directors are carried into effect; and for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the Council. The President shall be an ex-officio member of all committees established by the Board of Directors, and shall perform such other duties as are assigned by the Board of Directors, or as prescribed elsewhere in the ~~se~~ Bylaws and are usual to the office of President.
- b. In the temporary absence or disability of the President, the Vice Presidents, in order of their rank, shall perform the duties of the President. They shall have such other powers and perform such other duties as may be assigned by the President.
- c. The Secretary shall be responsible for seeing that notices are issued of all Council Mmeetings of the Council and meetings of the Board of Directors, and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, and shall exercise such other powers and perform such other duties usually incidental to the office of Secretary.



- d. The Treasurer shall be responsible for monitoring the control, receipt and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors; and reporting receipts, use, and disbursements of all assets of the Council. The Treasurer shall exercise the powers and perform such other duties usually incidental to the office of Treasurer.
  - e. The ~~CEO~~Chief Executive Officer is accountable for providing leadership and direction for the achievement of the organization’s mission in partnership with the Council’s Board of Directors. The ~~CEO~~Chief Executive Officer of the Council shall be responsible for providing advice and assistance to the Council, the Board of Directors, the President, other ~~Elected~~ Officers, and the committees, and shall be responsible for administering the total operations of the Council. The ~~CEO~~Chief Executive Officer shall have such other powers and perform such other duties as may be given by the Board of Directors through the President. The ~~CEO~~Chief Executive Officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.
4. **REMOVAL:** An ~~Elected~~ Officer of the Council may be removed without cause in the manner provided by these ~~Bylaws~~ for removal of directors without cause. An ~~Elected~~ Officer of the Council may be removed with cause by a two-thirds (2/3) vote of the total membership of the Board of Directors.

## ARTICLE V – BOARD OF DIRECTORS

- 1. **POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES:** The corporate business affairs of the Council shall be governed under the direction of its Board of Directors the (“Board of Directors” or “Board”), except as may be otherwise provided in these ~~Bylaws~~ or the Articles of Incorporation of the Council.

The Board of Directors is accountable: for governing the affairs of the Council; for compliance with the charter requirements of GSUSA; for adhering to state corporate law; and for matters relating to federal government legislation affecting non-profit and non-stock organizations.

- 2. **COMPOSITION:** The Board of Directors shall consist of not less than fifteen (15) nor more than twenty-five (25) directors, ~~and the Board may fix with~~ the exact number of directors to ~~be fixed~~, within the limits specified, ~~by approval of the Board in the manner provided in~~ these ~~Bylaws~~. The Board shall be comprised of the ~~Elected~~ Officers of the Council and the directors-at-large elected in accordance with Section 3 of this Article V (“Directors-at Large”). -In addition, the Chair of the ~~BDC-Board Development Committee~~, if not otherwise elected to the Board of Directors, shall be an *ex-officio* director with full privileges. The ~~CEO~~Chief Executive Officer shall serve as an advisor to the Board, but the ~~CEO~~Chief Executive Officer ~~shall~~ is not be a director and may not vote or make motions.

Two (2) ~~girl members, 14 or older~~Eligible Girls, shall be appointed by the Board of Directors upon the recommendation of the ~~Board Development Committee-BDC~~ as advisors to the Board of Directors (“Girl Board Participants”). Girl Board Participants are not directors, but they are Voting Members ~~of the Council~~. Girl Board Participants shall serve one-year (1) terms and may be reappointed.

3. **ELECTION AND TERM OF DIRECTORS-AT-LARGE:** The ~~D~~irectors-at-~~L~~arge shall be elected by the ~~V~~oting ~~M~~embers ~~of the Council~~ for a term of two (2) years or until their successors are elected ~~and shall serve for no more than three (3) terms~~. Terms of office shall begin at the close of the Annual Meeting at which elections are held. The term of office of approximately one-half (1/2) of the ~~D~~irectors-at-~~L~~arge shall expire at each Annual Meeting ~~of the Council~~. Regardless of the number of consecutive terms any person shall have served as a ~~D~~irector-at-~~L~~arge, such person shall be eligible to be a director of the Board when serving as an ~~Elected~~ ~~o~~fficer or as Chair of the ~~BDCo~~ard ~~Development Committee~~.
4. **CUMULATIVE LENGTH OF TERMS OF DIRECTORS:** ~~Subject to Section 3 of this Article V, a~~ director, ~~whether at large or an officer~~, shall serve no more than ~~twelve (12) six (6)~~ consecutive ~~terms~~years as a Board member, with the exception of a director who serves as President. In that instance, the director shall serve no more than ~~sixteen (16) eight (8)~~ consecutive ~~terms~~years. A director having served ~~twelve (12) six (6)~~ consecutive ~~terms~~years, or ~~sixteen (16) eight (8)~~ consecutive ~~terms~~years if also serving as President, shall not be eligible again for Board membership until the lapse of one (1) term.
5. **VACANCIES:** Except as provided ~~for Elected Officers~~ in Article IV, Section 2, ~~and for the Chair of the BDC in Article II, Section 3~~ of these ~~B~~ylaws, the President, after consultation with the ~~BDCo~~ard ~~Development Committee~~ and with approval of the Board of Directors, shall have the power to fill vacancies on the Board of Directors until the next Annual Meeting ~~of the Council~~.
6. **NON-PARTICIPATING DIRECTORS:** Any director who is absent from two (2) entire Board meetings in one (1) Council year without written (including electronic messaging) or telephone explanation to the President (or the President's designee) ~~may be removed as a director, and automatically from the position by virtue of which they serve as a director, if any will be considered to have resigned and~~, upon approval by a majority vote of ~~a quorum of~~ the directors present and voting at any regular meeting of the Board of Directors ~~at which there is a quorum, and~~, shall be notified to this effect.
7. **REMOVAL OF BOARD MEMBERS:** Any ~~member of the Board~~ ~~Elected Officer, Director-at Large or BDC Chair~~ may be removed, with or without cause, ~~by the Voting Members, pursuant to the provisions of the member of the Board may be removed, with or without cause, pursuant to the provisions of the Nonprofit Public Benefit Corporation Law. An Elected Officer or BDC Chair removed from such position also shall be removed as a director, which provisions are contained in Section 5222 and Section 5223, respectively, of the California Corporations Code at the date of adoption of these bylaws.~~
8. **REGULAR MEETINGS OF THE BOARD:**
  - a. The Board of Directors shall hold no fewer than three (3) regular meetings a year at such times and places as the Board of Directors may determine. One of these meetings may coincide with the ~~Council~~ Annual Meeting but shall be held in addition to the Annual Meeting.
  - b. Notice of time, place and purpose of each meeting shall be given to each director not less than seven (7) days before the meeting.
  - c. ~~Such notice shall be delivered to the last address that The director's mailing address shall be that which~~ appears on the Council's records ~~for each director~~. Notice shall

be given in writing by first-class mail, ~~facsimile~~, electronic mail or other electronic transmission in compliance with Article XI, Section 1 of these Bylaws. ~~means at the address provided by the director in writing to the Council as it appears in the Council's records. If electronic mail or facsimile is utilized, a confirmation of delivery will be obtained.~~

d. Directors may participate in meetings of the Board through use of conference telephone, electronic video screen communication, or other communications equipment, pursuant to Section 12 below. ~~the provisions of the Nonprofit Public Benefit Corporation Law, which provisions are contained in Section 5211(a)(6) of the California Corporations Code at the date of adoption of these bylaws.~~ The director must notify the President or the President's designee of his or her desire to so participate prior to the commencement of the meeting. Directors so participating in the meeting shall be considered present at the meeting for all purposes, including the establishment of a quorum.

9. **SPECIAL MEETINGS OF THE BOARD:**

a. Special meetings of the Board may be called by the President and shall be called by the President upon written request of five (5) directors. The purpose of the special meeting of the Board shall be stated with the request and no business shall be transacted except that for which the meeting is called.

b. Notice of time, place and purpose of each special meeting of the Board shall be given to each director.

c. ~~Such notice shall be delivered to the last address that appears on the Council's records for each director.~~ The notice shall be given at least four (4) days prior to the special meeting of the Board, if given by first-class mail, ~~or~~ and at least forty-eight (48) hours prior to ~~the special~~such meeting, if delivered personally or by telephone, including a voice messaging system, or by other electronic transmission, such as email, in compliance with Article XI of these Bylaws. ~~other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means at the address or facsimile number provided by the director in writing to the Council as it appears in the Council's records. If electronic mail or facsimile is utilized, a confirmation delivery will be obtained.~~

d. Directors may participate in any special meeting of the Board through use of conference telephone, electronic video screen communication, or other communications equipment, pursuant to Section 12 below. ~~the provisions of the Nonprofit Public Benefit Corporation Law, which provisions are contained in Section 5211(a)(6) of the California Corporations Code at the date of adoption of these bylaws.~~ The director must notify the President or the President's designee of his or her desire to so participate prior to the commencement of the meeting. Directors so participating in the meeting shall be considered present at the meeting for all purposes, including the establishment of a quorum.

10. **QUORUM:** A quorum shall consist of a majority of the director positions currently filled. A quorum must be present, and under no circumstances will be less than one-fifth (1/5) of the number of directors authorized in these Bylaws, or less than two, whichever is larger, for the transaction of business at any meeting. A meeting at which a quorum is initially present

may continue to transact business if any director withdraws prior to the conclusion of the meeting, but any action taken must be approved by at least a majority of the required quorum.

11. **ACTION WITHOUT A MEETING:** Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in ~~that action – a transaction to which the Council is a party and who is an “interested director” as defined in the Nonprofit Public Benefit Corporation Law, which provision is contained in Section 5233 of the California Corporations Code at the date of adoption of these bylaws,~~ shall not be required ~~for approval of that transaction.~~ Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

**12. TELEPHONE AND ELECTRONIC MEETINGS OF THE DIRECTORS.** Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article XI of these Bylaws so long as all of the following apply:

- a. each director participating in the meeting can communicate with all of the other directors concurrently; and
- b. each director is provided with the means of participating in all matters before the Board, including the capacity to propose-, or to interpose an objection to, a specific action to be taken by the Council.

**13. STANDARD OF CARE:**

a. **General.** A director shall perform the duties of a director, including duties as a member of any Board Committee or Board Task Group on which the director may serve, in good faith, in a manner such director believes to be in the best interest of the Council and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

b. **Reliance.** In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- i. one or more officers or employees of the Council whom the director believes to be reliable and competent as to the matters presented;
- ii. counsel, independent accountants, or other persons as to matters which the director believes to be within such person’s professional or expert competence; or
- iii. a Board Committee or Board Task Group upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (i) or (ii) above, as to matters within the Committee’s or Task Group’s designated authority, provided that the director believes such Committee or Task Group merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as otherwise provided in any Council Conflict of Interest Policy or the Law, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Council, or assets held by it, are dedicated.

**14. EXECUTIVE COMPENSATION REVIEW:** The Board of Directors (or a committee consisting only of directors holding the delegated authority of the Board to do so) shall review any compensation packages (including all benefits), if any, of the President, the CEO, and the Treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of the Council.

## ARTICLE VI – BOARD COMMITTEES

- 1. ESTABLISHMENT:** The Board of Directors may establish committees (each, a “Board Committee”) and/or task groups (each, a “Board Task Group”) as it deems necessary. The Board of Directors shall establish the functions of the Board Committees/Board Task Groups, each of which shall operate under the supervision of the Board of Directors and shall have no power to exercise the authority of the Board of Directors.
- 2. COMPOSITION, APPOINTMENT, AND TERM:** ~~The Chair and~~ members of all Board Committees/ Board Task Groups shall be appointed by the President, subject to approval by the Board of Directors. Appointments to Board Committees / Board Task Groups shall be for a term of one (1) year. Vacancies in any Board eCommittee/ Board tTask Ggroup may be filled at any regular meeting of the Board of Directors.

## ARTICLE VII - EXECUTIVE COMMITTEE

- 1. COMPOSITION:** The Executive Committee shall be comprised of the Elected eOfficers-of the Board of Directors. Additional Board members may be appointed to the Executive Committee at the pleasure of the Board. The CEO shall serve as an advisor to the Executive Committee, hief Executive Officer shall also serve without privilege of vote. The President shall be chair of the Executive Committee.
- 2. RESPONSIBILITIES:** The Executive Committee shall have, and may exercise, under exigent circumstances, the powers of the Board in the interim between Board meetings, except that the Executive Committee shall not have the power:
  - a. to adopt the budget,
  - b. to take action which is contrary to, or a substantial departure from, the direction established by the Board or which represents a major change in the affairs, business, or policy of the Council, or
  - c. to take action on a matter which the Board cannot delegate required to be taken by the Board pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, which are contained in Section 5212(a) of the California Corporations Code at the date of adoption of these bylaws.

The Executive Committee shall submit reports to the Board on actions taken.

3. **MEETINGS:** Meetings of the Executive Committee shall be called by the President.

Members of the Executive Committee may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment in accordance with Article V, Section 12. ~~pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, which provisions are contained in section 5211(a)(6) of the California Corporations Code at the date of adoption of these bylaws.~~ The Executive Committee member must notify the President or the President's designee of his or her desire to so participate prior to the commencement of the meeting. Directors Executive Committee members so participating in the meeting shall be considered present at the meeting for all purposes, including the establishment of a quorum.

4. **QUORUM:** A majority of the sitting members of the Executive Committee must be present to constitute a quorum for the transaction of business.

## ARTICLE VIII – DECISION- INFLUENCING

In recognition of the democratic process underlying the mission and operations of Girl Scouts, the Board of Directors shall establish a decision-influencing structure to provide Girl Scout members 14 years of age and older the opportunity to react and give input to critical issues being considered by the Board, and to provide Girl Scout members the means of participating in free and open discussion and debate. In addition to the Annual Council Mmeeting, the Board shall plan, convene and facilitate opportunities for interaction with members, including, as needed, decision-influencing meetings in the form of town halls or area meetings, and other similar forums. ~~at least one decision-influencing meeting annually in the form of town hall and/or regional meetings, or some other similar forum~~

## ARTICLE IX – NATIONAL COUNCIL DELEGATES

The delegates whom the Council is entitled to elect to the National Council of GSUSA shall be known as "National Council Delegates" and elected by the Voting Mmembers ~~of the Council~~ at a meeting of the Voting Members held within a year prior to the regular meeting of the National Council of GSUSA. The Board of Directors, or the President in the absence of a meeting of action by the Board of Directors, shall fill National Council Delegate vacancies from among the elected alternates, which persons shall be elected at the same time and in the same manner as National Council Delegates. If there be no such persons, the Board of Directors, or the President in the absence of a meeting of action by the Board of Directors, shall have the power to fill vacancies among the National Council Delegates until the next ~~meeting of the Council~~ Meeting.

National Council Delegates shall be citizens of the United States of America; shall be elected from Eligible Girls and Eligible Adults~~from the active members of the Girl Scout movement in the United States of America who are 14 years of age or over and who are registered through the Council with GSUSA;~~ and shall serve for a term of three (3) years from the date of their election, or until their successors are elected.

National Council Delegates may be removed in the manner determined by the Board, as specified in a Board-adopted Voting Member Policy.

## ARTICLE X – FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. **FISCAL YEAR:** The Board of Directors shall establish the fiscal year of the Council.
2. **CONTRIBUTIONS:** Any contributions, bequests, and gifts for the purpose of the Council shall be accepted or collected only 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 in such banks, under such conditions, as shall be designated by the Board of Directors.
4. **APPROVED SIGNATURES:** Approvals for signatures necessary on contracts, conveyances and other instruments, 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.
5. **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.
6. **BUDGET:** The Board of Directors shall approve the annual budget of estimated income and expenditures. No expense in excess of the budgetary appropriations shall be made without prior approval of the Board of Directors.
7. **CONTRACTS AND DEBTS:** Contracts may be executed or debts incurred only as authorized by the Board of Directors.
8. **PROPERTY:** Title to all property shall be held in the name of the Council.
9. **AUDITS:** An independent certified public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the Council. A report of all examinations shall be submitted to the Board of Directors and to GSUSA.
10. **FINANCIAL REPORTS:** A summary report of the financial operations of the Council shall be made available to the Voting Members membership and the public within one hundred and twenty (120) days of the close of the Council's fiscal year in such a form as the Board of Directors shall provide. A copy of the summary report for the prior fiscal year shall be included with the notice made available to Voting Members in advance of the Annual Meeting ~~provided to the voting members pursuant to Article I, Section 5~~. An annual financial report shall also be submitted to GSUSA.
11. **LEGAL COUNSEL:** Independent legal counsel shall 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, as requested, on any official statements developed for the media; and
  - d. review and advise on any other business referred by the Board of Directors or Chief Executive Officer.

12. **INVESTMENTS:** The Treasurer of the Council shall direct the investment of the funds of the Council in accordance with the direction of the Board of Directors or any committee of the Board appointed for such purpose.

**13. INDEMNIFICATION AND INSURANCE:**

- a. **Right of Indemnity.** The Council shall, to the maximum extent permitted by the ~~California Non-Profit Public Benefit Corporation~~ Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Council. For purposes of this section, an “agent” of the Council includes any person who is or was a director, officer, employee, or other agent of the Council or is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a trustee, director, officer, employee or agent of a corporation which was a predecessor corporation of the Council or of another enterprise at the request of such predecessor corporation.
- b. **Approval of Indemnity.** On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d) of the Law. Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of Directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c) of the Law, and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of Directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a Council Meeting of the Voting Members. At that meeting, the Voting Members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the Voting Members shall authorize indemnification to the extent permitted thereby.
- c. **Advancing Expenses.** The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of the Council in defending any proceeding prior to final disposition, if the Board finds that:
- i. the requested advances are reasonable in amount under the circumstances; and
  - ii. before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.
- The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.
- d. **Insurance.** The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond the Council’s power to indemnify the agent under law.



~~**14. ADVANCES:** To the maximum extent permitted by the California Non-Profit Public Benefit Corporation Law, the Council may advance to any person who is, or may be made, a party to any administrative, investigative or judicial proceeding by reason of the fact that such person is or was an agent of the Council, such funds as may be necessary to cover expenses incurred by the person in defending any such proceeding. The Council may not advance any such funds until it receives an undertaking by or on behalf of the agent to repay such amounts unless it is determined ultimately that the agent is entitled to be indemnified as authorized in Section 13 of this Article X. For purposes of this section, “agent” shall have the meaning as used in Section 13 of this Article X.~~

~~**15. INSURANCE:** The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any agent of the Council against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such. For purposes of this section, “agent” shall have the meaning as used in Section 13 of this Article X.~~

~~**16. 14. DISSOLUTION:** In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all its liabilities shall be distributed in accordance with the Articles of Incorporation.~~

## **ARTICLE XI – ELECTRONIC TRANSMISSIONS**

**1. GENERAL.** Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as email, provided (i) for electronic transmissions from the Councils, the Council has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Council, the Council has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

**2. ELECTRONIC TRANSMISSIONS TO VOTING MEMBERS.** An electronic transmission by the Council to a Voting Member is valid only if the following requirements have been satisfied:

a. The Voting Member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by the preceding Section; and

b. Prior to or at the time of consenting, the Voting Member received a clear written statement informing him or her of: (i) any right or option to have the transmission provided or made available in paper or in non-electronic form; (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Council; and (iii) the procedures the Voting Member may use to withdraw consent.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

The rules contained in Robert’s Rules of Order Newly Revised shall be the parliamentary authority governing the ~~meetings of the~~ Council Meetings, the Council Board of Directors, and all committees, subject to the laws of the state, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the organization.

## **ARTICLE XIII – AMENDMENTS**

These Bylaws may be amended by a majority of those Voting ~~Members~~ present and voting at any ~~meeting of the~~ Council Meeting duly called pursuant to the Articles of Incorporation and these Bylaws at which a quorum is present, provided that the proposed amendments shall have been included in the notice of Council ~~Meeting~~.

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Original: October 1, 2007

Amended: December 11, 2007, Board per Article XII  
April 24, 2010, Annual Council meeting  
April 30, 2011, Annual Council meeting  
September 19, 2018, Electronic Vote

## GLOSSARY OF TERMS

The following terms as used in these Bylaws shall have the meanings set forth below:

**Adults.** Members of the Girl Scout movement, who meet the Girl Scout membership standards for adults as defined in the GSUSA Blue Book, as amended from time to time, as set forth in Article I, Section 2.

**Annual Meeting.** Has the meaning set forth in Article I, Section 6.

**Board or Board of Directors.** Are used interchangeably, and have the meaning set forth in Article V.

**Board Development Committee or BDC.** Has the meaning set forth in Article II.

**Board Committee.** Has the meaning set forth in Article VI.

**Board Task Group.** Has the meaning set forth in Article VI.

**Council.** Has the meaning set forth in Article I, Section 1.

**Council Meetings.** Those meetings of the Voting Members as set forth in Article I. Includes both Annual Meetings and Special Meetings.

**Delegates-at-Large.** Has the meaning set forth in Article I, Section 3.

**Directors-at-Large.** Has the meaning set forth in Article V, Section 2.

**Elected Officers.** Has the meaning set forth in Article IV, Section 1.

**Eligible Adults.** Adults (members of the Girl Scouts movement, who meet the Girl Scouts Adults membership standards as defined in the GSUSA Blue Book, as amended from time to time) who are registered with GSUSA through the Council, as set forth in Article I, Section 2.

**Eligible Girls.** Girls (members of the Girl Scouts movement, who meet the Girl Scout membership standards for girls as defined in the GSUSA Blue Book, as amended from time to time) who are registered with GSUSA through the Council, as set forth in Article I, Section 2.

**Girls.** Members of the Girl Scouts movement, who meet the Girl Scout membership standards for girls as defined in the GSUSA Blue Book, as amended from time to time, as set forth in Article I, Section 2.

**Girl Board Participant.** Has the meaning set forth in Article V, Section 2.

**Girl Scouts of the United States of America or GSUSA.** Are used interchangeably, and refer to Girl Scouts of the United States of America, a District of Columbia nonprofit corporation.

**Law.** Is the California Nonprofit Public Benefit Corporation Law, as in effect from time to time.

**National Council.** Is the National Council of GSUSA, as established by the governing documents of GSUSA.

**National Council Delegate.** Has the meaning set forth in Article IX.

**Record Date.** Has the meaning set forth in Article I, Section 8.

**Service Unit.** Has the meaning set forth in Article I, Section 4.

**Service Unit Delegate.** A delegate for a Service Unit elected pursuant to Article I, Section 4.

**Special Meeting.** Has the meaning set forth in Article I, Section 7.

**Voting Member.** Has the meaning set forth in Article I, Section 2.