



BYLAWS

A California Non-Profit
Public Benefit Corporation

Amended and Adopted
March 19, 2014

TABLE OF CONTENTS

ARTICLE & SECTION	ARTICLE & SECTION NAME	PAGE
Article I	Designation	5
• Section 1	• Name	5
• Section 2	• Construction & Definition	5
• Section 3	• Principal Office	5
Article II	Purpose	5
Article III	Members of the Corporation	6
• Section 1	• Eligibility	6
• Section 2	• Composition	6
• Section 3	• Election	6
Article IV	Meetings of the Corporation	7-8
• Section 1	• Annual Meeting	7
• Section 2	• Special Meetings	7
Article V	Election Procedures	9
• Section 1	• Elections	9
• Section 2	• Voting	9
Article VI	Board Development Committee	10-11
• Section 1	• Membership	10
• Section 2	• Election, Term, & Vacancies	10
• Section 3	• Election, Term, & Vacancies Chair	10
• Section 4	• Responsibilities	10
• Section 5	• Nominations from the Floor	11
• Section 6	• Quorum	11
Article VII	Officers of the Corporation	12-14
• Section 1	• Elected Officers	12
• Section 2	• Terms of Office	12
• Section 3	• Vacancy in Office	12
• Section 4	• Ex-Officio Officers	13
• Section 5	• Duties of Elected Officers	13

ARTICLE & SECTION	ARTICLE & SECTION NAME	PAGE
Article VIII	Board of Directors	15-17
• Section 1	• Composition	15
• Section 2	• Term of Office	15
• Section 3	• Vacancies	15
• Section 4	• Power, Authority, and Accountability	15
• Section 5	• Meetings	16
• Section 6	• Special Meetings	17
• Section 7	• Removal	17
• Section 8	• Compensation	17
Article IX	Executive Committee	18-19
• Section 1	• Composition	18
• Section 2	• Duties	18
• Section 3	• Meetings	18
• Section 4	• Quorum	18
Article X	Committees & Task Groups	20-21
• Section 1	• Establishment	20
• Section 2	• Appointment	20
• Section 3	• Quorum	20
Article XI	Field Organization	22
• Section 1	• Service Units	22
• Section 2	• Responsibilities for Decision Influencing	22
Article XII	National Council Delegates	23
• Section 1	• Eligibility	23
• Section 2	• Election	23
• Section 3	• Vacancies	23

ARTICLE & SECTION	ARTICLE & SECTION NAME	PAGE
Article XIII	Finance	24-25
• Section 1	• Fiscal Year	24
• Section 2	• Contributions	24
• Section 3	• Depositories	24
• Section 4	• Approved Signatures	24
• Section 5	• Bonding/Commercial Crime Insurance	24
• Section 6	• Budget	24
• Section 7	• Property	24
• Section 8	• Audit	24
• Section 9	• Financial Reports	24
• Section 10	• Investments	25
• Section 11	• Contract & Debts	25
• Section 12	• Dissolution	25
Article XIV	Indemnification	26
Article XV	Parliamentary Authority	26
Article XVI	Amendments	26

ARTICLE I – DESIGNATION

Section 1. Name.

The name of the corporation shall be Girl Scouts of Orange County, hereinafter referred to as “corporation”, a not-for-profit corporation organized under the laws of the state of California.

The use of “council” refers to members of Girl Scouts of the United States of America who are registered by Girl Scouts of Orange County.

Section 2. Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California non-profit corporation law shall govern the construction of these Bylaws.

Section 3. Principal Office.

The principal office for the transaction of the business of the Corporation is located in Orange County, California. The Board of Directors may change the principal office from one location to another.

ARTICLE II – PURPOSE

The Girl Scouts of Orange County is a Corporation chartered by the Girl Scouts of the United States of America to develop, manage and maintain Girl Scouting throughout the area of its jurisdiction in such manner and subject to such limitations as prescribed in the Constitution, the Bylaws and the Policies of Girl Scouts of the United States of America and shall conform to any applicable state laws.

ARTICLE III– MEMBERS OF THE CORPORATION

Section 1. Eligibility.

Individuals who are Girl Scout Ambassadors and adult members of the Girl Scout Movement and who are currently registered through the Council are eligible to be members of the Corporation.

Section 2. Composition.

- A. Members of the corporation shall consist of:
 - 1. elected members of the Board of Directors, if not otherwise members of the Corporation;
 - 2. members of the Board Development Committee, if not otherwise members of the Corporation;
 - 3. delegates elected by Service Unit as defined by the Board of Directors;
- B. An equitable share of the delegate entitlement must be distributed amongst 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.

- 1. A fair process for the election of delegates by a majority vote of members present at a Service Unit Meeting shall exist.

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 the previous membership year, according to a formula established and administered by the Board of Directors.
- 2. The number of delegates is computed on the basis of one-third (1/3) of one percent (1%), or .0033, of the girl registration within the Service Unit as of September 30th.
- 3. Each Service Unit shall be entitled to at least one (1) delegate.
- 4. Girl delegates shall be Girl Scout Ambassadors and must be less than or equal to 50% of the Service Units' total number of delegates.

C. Term and Vacancies.

- 1. Delegates shall serve for a term of one (1) year.
- 2. No delegate shall serve more than three (3) consecutive terms. After a one (1) year lapse following the three (3) consecutive terms, the delegate may be elected again.
- 3. Service Units shall be entitled to elect delegates and alternate delegates.
- 4. Alternate delegates shall become delegates for the unexpired term should vacancies occur.
- 5. Terms of office shall begin at the close of the meeting at which delegates are elected or alternate delegates are appointed.

ARTICLE IV – MEETINGS OF THE CORPORATION

Section 1. Annual Meeting.

A. Scheduling. The Corporation shall conduct an Annual Meeting of the Corporation membership in March of each year at a date, time, and place 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, and any proposed amendments to these Bylaws shall be given personally or mailed or electronically transmitted to each member of the Corporation entitled to vote thereat, addressed to the member at the address designated by such member and appearing on the books of the Corporation not more than ninety (90) days nor less than twenty (20) days prior to the meeting.

C. Business. At the Annual Meeting, Members of the Corporation:

1. Shall elect officers, directors-at-large, board development committee chair, members of the board development committee, and, in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America.
2. Shall consider any proposed amendments to the Council bylaws or articles of incorporation;
3. shall consider any other business appropriate to come before the Corporation in accordance with the process established by the Board of Directors.
4. shall be notified, if the election has been held by mail ballot, of the results of the election;
5. may provide input on key issues affecting the Corporation and the Movement.

D. Quorum. The quorum for the Annual Meeting shall be one-third (1/3) of the members of the Corporation present in person, provided that a majority of the Council's Service Units are present.

E. Voting.

1. Each member of the Corporation shall be entitled to one (1) vote.
2. No member shall vote in more than one capacity.
3. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws or parliamentary authority, all matters shall be determined by a majority vote.
4. Elections shall be by written ballot in contested elections; a plurality of votes cast shall elect.
5. 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 Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the members of the Board of Directors then in office or by five-percent (5%) or more of the members of the Corporation. The purpose of such meetings shall be limited to the legitimate

business of the Council and shall be stated with the request. No other business shall be transacted except that for which the meeting has been called.

B. Notice. Notice of the date, time, place, and specific purpose of the special meeting shall be given personally or mailed or electronically transmitted to each member of the Corporation not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request, and shall be given not less than twenty (20) nor more than ninety (90) days before the date of the meeting and shall be addressed to the member at the address designated by such member and appearing on the books of the Corporation.

C. Quorum. The quorum for the Special Meeting shall be a majority of members of the Corporation present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings, provided that a majority of the Council's Service Units are represented.

D. Voting. Voting shall be in accordance with Article IV, Section 1.E. of these Bylaws.

ARTICLE V – ELECTION PROCEDURES

Section 1. Elections.

Election of officers, directors-at-large, board development committee chair, board development committee members, and National Council delegates shall occur by one of the methods listed below. Only one (1) method may be used for an election; there shall not be a combination of voting methods during an election.

Section 2. Voting.

The method of voting to be used during a particular election cycle shall be determined by the Board of Directors. The methods which may be used are:

A. at the Annual Meeting by members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings; or

B. by mail or electronic ballot in accordance with the procedure established by the Board of Directors

1. If this method is utilized, the following procedures are followed:

- a. The Corporation must distribute the ballot to all members entitled to vote on the matter involved.
- b. That ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.
- c. Meet all requirements of Section 20 of the California Corporation Code.
- d. Approval by written or electronic ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE VI – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership.

The Board Development Committee shall consist of not less than two (2) and not more than nine (9) members. There shall be at least thirty-three percent (33%) whom shall be members of the Board of Directors with no more than fifty percent (50%) whom shall be members of the Board of Directors and the remaining members shall not be members of the Board of Directors, and the Chief Executive Officer of the Council who shall serve as an ex-officio nonvoting member.

Section 2. Election, Term, and Vacancies.

A. The committee members shall be elected by ballot in accordance with Article V of these Bylaws for a term of two (2) years or until their successors are elected and assume office.

B. Terms of office shall begin immediately after election.

C. No individual shall serve more than three (3) terms in a ten (10) year period.

D. An individual who shall have served more than a half term in office shall be considered to have served a full term in the office.

E. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the Board of Directors for the remainder of the term.

Section 3. Election, Term, and Vacancy of Committee Chair.

A. The Chair of the Board Development Committee shall be elected by ballot in accordance with Article V of these Bylaws from amongst the board members of the board development committee.

B. The term of office for chair shall be two (2) years.

C. A vacancy in the office of Board Development Committee Chair shall be filled by the Board of Directors until the next Annual Meeting.

D. An individual who shall have served more than a half term in office shall be considered to have served a full term in the office.

Section 4. Responsibilities.

The responsibilities of the Board Development Committee shall be:

A. to solicit and recruit candidates for elected positions in the Council in accordance with roles, responsibilities and expectations of their positions.

B. to provide to the membership single slate of all positions for; officers, directors-at-large, board development committee chair, board development committee members and in appropriate years delegates and alternates to the National Council of the Girl Scouts of the United States of America.

C. to provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.

Section 5. Nominations from the Floor.

A. Nominations for any of the elected positions may be made from the floor at the Annual Meeting provided:

1. the eligibility of the individual so nominated has been established and the nominee's written consent secured;
2. the prospective nominee meets the qualifications for the office for which she/he is being nominated;
3. the nomination has been filed with the Secretary of the Corporation at least ten (10) days before the Annual Meeting.

B. Acknowledgement of nominations will be sent to nominee and nominator within three (3) business days of receipt.

Section 6. Quorum.

A. The quorum for meetings of the Board Development Committee shall:

1. be a majority of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings;

ARTICLE VII – OFFICERS OF THE CORPORATION

Section 1. Elected Officers.

The elected officers of the Corporation shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer.

Section 2. Term of Office.

A. The officers shall be elected by ballot in accordance with Article V of these Bylaws for a term of one (1) or two (2) years or until their successors are elected and assume office. The terms of all officers shall expire at the same Annual Meeting of the Corporation.

B. Terms of office shall begin following election by the members of the Corporation at the Annual Meeting.

C. No individual shall serve more than twelve (12) consecutive years of board positions.

D. An individual may hold two or more offices, except that neither the Secretary nor Treasurer may serve concurrently as Chair of the Board.

E. An officer who shall have served more than half a term in office shall be considered to have served a full term in the office.

F. Any officer may be removed, at any time with or without cause, by a majority vote of the total members of the Board of Directors.

G. Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Vacancy in Office.

A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the First Vice Chair of the Board until the next Annual Meeting.

B. In the event of a vacancy in both the Chair of the Board and the First Vice Chair, the Second Vice Chair shall fill the position of Chair of the Board until the next Annual Meeting.

C. A vacancy among the officers, other than the Board Chair, shall be filled by the Board of Directors until the next Annual Meeting.

Section 4. Ex Officio Officers.

- A. Chief Executive Officer (CEO) shall be the Chief Executive Officer of the Council.
 - 1. The CEO shall be appointed by the Board of Directors of the Council to serve at its pleasure and shall serve as an ex officio officer of the Corporation without vote.
 - 2. The CEO shall be responsible for providing advice and assistance to the Corporation, the Board of Directors, the Board Chair and other officers, and the Committees and Task Groups.
 - 3. The CEO shall have such other powers and perform such other duties as may be provided by the Board of Directors.
 - 4. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

Section 5. Duties of Elected Officers.

The elected officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the members of the Corporation, the Board of Directors, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority.

- A. The Chair of the Board shall:
 - 1. be the chief elected corporate officer of the Council;
 - 2. preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee;
 - 3. assure support by the Board of Directors for the Council's strategic direction and appropriate oversight of performance;
 - 4. report to the Council and the Board of Directors as to the conduct and management of the affairs of the Corporation;
 - 5. serve as an ex-officio member of all committees except the Board Development Committee;
 - 6. and shall perform such other duties as are prescribed elsewhere in the Bylaws, or assigned by the Board of Directors, and as are usual to this office.

- B. The First Vice Chair of the Board shall:
 - 1. assist the Chair of the Board as assigned;
 - 2. preside at meetings of the Council, the Board of Directors, or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding; and
 - 3. in the event of the vacancy in the office of Chair of the Board, succeed to the office until the next Annual Meeting;
 - 4. and shall perform such other duties as are usual to this office.

- C. The Second Vice Chair of the Board shall:
 - 1. assist the Chair of the Board as assigned;
 - 2. in the event of the vacancy in both the offices of Chair of the Board and First Vice Chair of the Board, succeed to the office of Chair of the Board until the next Annual Meeting;
 - 3. and shall perform such other duties as are usual to this office.

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;
3. and shall perform such other duties as are usual to this office.

E. The Treasurer shall:

1. provide effective stewardship and oversight of the Corporation's finances;
2. be ex-officio a member of the Finance Committee;
3. and shall perform such other duties as are usual to this office

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition.

A. The Board of Directors shall consist of not less than 15, not more than 25 members including the elected and ex-officio officers of the Corporation. Members shall be 18 years of age or older to serve on the board of directors.

B. There shall be three (3) Girl Scout Board Advisors who serve as advisory non-voting members to the Board of Directors.

1. Girl Scout Board Advisors shall be Girl Scout Seniors or Girl Scout Ambassadors.
2. Girl Scout Board Advisors shall be appointed by the Chief Executive Officer of the Council for a term of one (1) year with an option to reappoint for an additional year at the discretion of the Chief Executive Officer.
3. The term will align with the Board year.

Section 2. Term of Office.

A. The directors-at-large shall be elected by ballot in accordance with Article V of these Bylaws for a term of one (1) or two (2) years or until their successors are elected and assume office.

B. Terms of office shall begin immediately following election.

C. The term of office of one-half (1/2) of the directors-at-large shall expire at each Annual Meeting of the Council.

D. No individual shall serve more than six (6) consecutive years as a director-at-large.

E. A member who shall have served more than a half term in office shall be considered to have served a full term in office.

Section 3. Vacancies.

A vacancy occurring in the position of member-at-large shall be filled by the Board of Directors until the next Annual Meeting.

Section 4. Power, Authority, and Accountability.

A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the Council between meetings of the Council, except as otherwise provided in these Bylaws or by statute.

B. Accountability. The Board of Directors is accountable to:

1. the Council membership for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement;
2. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
3. the state of incorporation for adherence to state corporation law;

4. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

C. Board members shall be willing to promote the belief in the principles of the Girl Scout Movement as embodied in the Girl Scout Promise and Law.

Section 5. Meetings.

A. Scheduling. The Board of Directors shall hold at least four (4) meetings a year at such time and place as the Board may determine.

B Notice. Notice of the date, time, and place of each board meeting shall be given personally or mailed or electronically transmitted to each member of the Board of Directors at least seven (7) days prior to the meeting and shall be addressed to the member at the address designated by such member and appearing on the books of the Corporation.

C. Quorum.

1. A majority of the board members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
2. In the alternative, actions that are authorized by Article VIII, may be approved by a written or electronically transmitted ballot in the absence of a meeting provided the following procedures are followed:
 - a. The Corporation must distribute the ballot to all members entitled to vote on the matter involved.
 - b. The ballot must set forth the proposed action, provide for approval or disapproval, provide a reasonable time for return to the corporation and specify the deadline for receipt.
 - c. Meet all requirements of Section 20 of the California Corporation Code.
3. If the votes cast by ballot within the time limit at least equal the required quorum for a meeting and would have been sufficient to carry the proposal at a meeting where the same numbers of votes were cast, the matter is approved by the written or electronically transmitted ballot without a meeting.

D. Voting.

1. Each member of the Board of Directors shall be entitled to one (1) vote.
2. No member shall vote in more than one capacity.
3. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
4. Proxy and/or absentee voting shall not be allowed.

Section 6. Special Meetings.

A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least one-third (1/3) of the board members.

B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed or electronically transmitted to each member of the board at said address designated by such member on books of the Corporation and mailed no later than five (5) days prior or no later than 48 hours electronically.

C. Quorum. A majority of board members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

D. Voting.

1. Each member of the board shall be entitled to one (1) vote.
2. No member shall vote in more than one capacity.
3. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
4. Proxy and/or absentee voting shall not be allowed.

Section 7. Removal.

A. Any board member, including officers, may be removed with or without cause by a three-fourths (3/4) vote of the total number of the Council Board of Directors.

B. The Board of Directors may declare vacant the board position of a person who has been: declared of unsound mind by a final order of court; convicted of a felony; found by a final order or judgment of any court to have breached any duty under Section 5221 of the California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3.

Section 8. Compensation.

No member of the elected Board of Directors shall receive compensation for services rendered.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition.

A. The Executive Committee shall consist of the elected officers of the Corporation and no more than four (4) directors-at-large. The Chief Executive Officer shall serve as an ex-officio member with voice but without vote. The directors-at-large shall be appointed by the Chair of the Board from the members of the Board of Directors.

Section 2. Duties.

A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Corporation Board of Directors between the meetings of the board, except that the Executive Committee shall not:

1. adopt the budget, except as permitted by XIII Section 6;
2. amend the bylaws;
3. 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.

B. Reports. The Executive Committee shall submit to the Board of Directors at each board meeting a report of all actions taken since the last board meeting.

Section 3. Meetings.

A. Scheduling. The Executive Committee shall meet as needed at the call of the Board Chair or upon written request of the majority of the Executive Committee.

B. Notice. Notice of the date, time, and place of each meeting shall be provided twenty-four (24) hours in advance of the meeting.

Section 4. Quorum.

A. A majority of the Executive Committee members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

B. In the alternative, actions that are authorized by Article IX, may be approved by a written or electronically transmitted ballot in the absence of a meeting provided the following procedures are followed:

- a. The Corporation must distribute the ballot to all members entitled to vote on the matter involved.
- b. The ballot must set forth the proposed action, provide for approval or disapproval, provide a reasonable time for return to the corporation and specify the deadline for receipt.
- c. Meet all requirements of Section 20 of the California Corporation Code.

C. If the votes cast by ballot within the time limit at least equal the required quorum for a meeting and would have been sufficient to carry the proposal at a meeting where the same numbers of votes were cast, the matter is approved by the written or electronically transmitted ballot without a meeting.

ARTICLE X – COMMITTEES AND TASK GROUPS

Section 1. Establishment.

The Board of Directors may establish additional standing committees and task groups as needed, which shall operate under the general supervision of the Board of Directors.

Section 2. Appointment.

A. The chair of any committee or task group shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors.

B. Members of any committee or task group shall be appointed by the Chair of the Board in consultation with the chair of the respective committee or task group.

C. At least one (1) member of any committee or task group shall be members of the Board of Directors, one of whom shall serve as chair of the committee in the case of a committee.

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.

F. No person may serve more than six (6) consecutive terms. After a one-year lapse following the six (6) consecutive terms, a committee member may be reappointed.

E. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2.A. or 2.B. of this Article.

F. The Board of Directors may delegate to board committees or task groups any of the authority of the board except with respect to:

1. The approval of any action for which the California Nonprofit Public Benefit Corporation Law Section 5033 also requires approval of the members or approval of a majority of all members.
2. The filling of vacancies on the Board or on any Committee.
3. The amendment or repeal of Bylaws or the adoption of new Bylaws.
4. The appointment of other committees of the board or the members thereof.
5. The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Section 3. Quorum.

A. The quorum for meetings of any committee or task group shall be a majority of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

B. In the alternative, actions that are authorized by Article X, may be approved by a written or electronically transmitted ballot in the absence of a meeting provided the following procedures are followed:

- a. The Corporation must distribute the ballot to all members entitled to vote on the matter involved.

- b. The ballot must set forth the proposed action, provide for approval or disapproval, provide a reasonable time for return to the corporation and specify the deadline for receipt.
- c. Meet all requirements of Section 20 of the California Corporation Code.

C. If the votes cast by ballot within the time limit at least equal the required quorum for a meeting and would have been sufficient to carry the proposal at a meeting where the same numbers of votes were cast, the matter is approved by the written or electronically transmitted ballot without a meeting

ARTICLE XI – FIELD ORGANIZATION

Section 1. Service Units.

The Chief Executive Officer shall establish within the Council's jurisdiction geographic subdivisions hereinafter called Service Units.

Section 2. Responsibilities for Decision Influencing.

- A. Elect delegates and alternates to the Council, present the views of the Service Units to the delegates, and receive their reports.
- B. Consider proposed plans, policies and other matters referred to the Service Unit by the Board of Directors and Chief Executive Officer, and make known to them the concerns and needs of the members of the Movement, including all girl members.
- C. Service Units shall encourage girl participation in the Girl Scout Delegate Advisor Program.
- D. Perform such other duties as may be delegated by the Board of Directors and/or the Chief Executive Officer.

ARTICLE XII – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Election of delegates and alternates to the National Council of the Girl Scouts of the United States of America are in accordance with the eligibility criteria of the constitution of Girl Scouts of the United States of America. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service.

Section 2. Election.

The delegates and alternates to whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article V of these Bylaws in accordance with the time frame established by the Girl Scouts of the United State of America and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies.

The Chief Executive Officer shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the Chief Executive Officer may fill the vacancies from amongst the eligible members of the Council.

ARTICLE XIII – FINANCE

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be established by the Board of Directors.

Section 2. Contributions.

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Council 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/Commercial Crime Insurance.

All persons having access to or responsibility for the handling of monies and securities of the Corporation shall be bonded or covered under commercial crime insurance in the amount authorized by the Board of Directors.

Section 6. Budget.

A. The Board of Directors shall approve the annual operational and capital budgets.

B. No expenses shall be incurred in the name of the Corporation in excess of the total approved budget without prior approval of the Board of Directors. In event of an emergency, the Executive Committee may approve additional expenses not to exceed five percent (5%) of the total budget.

Section 7. Property.

Title to all property with the exception of 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 Girl Scouts of the United States of America.

Section 9. Financial Reports.

A summary report of the financial condition of the Corporation shall be presented to the membership at the Annual Meeting and to the public in such form as the Board of Directors shall

prescribe. Financial reports shall be submitted to Girl Scouts of the United States of America and other organizations as directed by the Board of Directors.

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. Contracts and Debts.

Contracts binding on the Corporation may be entered into only as directed by resolution of the Board of Directors; further, debts binding on the Corporation may be incurred only as directed by resolution of the Board of Directors.

Section 12. Dissolution.

In the event of the dissolution of the Corporation, assets of the Corporation remaining after the discharge of all liabilities shall be put in trust with Girls Scouts of the United States of America for the benefit of Girl Scouting, pending the reorganization of a Girl Scout Council in the area, all in conformance with and as directed by the Articles of Incorporation.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The current edition of Robert’s Rules of Order Newly Revised shall be the parliamentary authority of the Corporation where such rules are not in conflict with these Bylaws and the laws of the State of California.

ARTICLE XVI – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of those present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings and voting at a meeting of the Corporation provided that the proposed amendments shall have been included with the notice of the meeting.