

ByLaws
Girl Scouts of Texas Oklahoma Plains, Inc.
4901 Briarhaven Road Fort Worth, TX 76109-4499

Approved January 27, 2018

ARTICLE 1: THE COUNCIL

CORPORATION. Girl Scouts of Texas Oklahoma Plains, Inc., a non-profit corporation organized under the laws of the State of Texas, is herein after referred to as the “Corporation.”

ARTICLE II – PURPOSE The purpose for the Council shall be as defined in the Articles of Incorporation and to make available to girls under the jurisdiction the program, practices and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

ARTICLE III – VOTING MEMBERS OF THE CORPORATION

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

2. MEMBERSHIP

The members of the Corporation shall consist of:

1. The Elected Officers (as defined in Article IV);
2. The directors at large of the Board of Directors;
- 3 Members of the Board Development Committee:
4. Individuals age 14 years and older who are members of the Council in good standing.

ARTICLE IV-ELECTED OFFICERS

ELECTED OFFICERS.

The elected officers of the Corporation shall be the Chair of the Board, First Vice Chair of the Board, Secretary, and Treasurer (the “Elected Officers”).

1. Term of Office of Elected Officers.

A. The Elected Officers shall be elected by ballot in even years at the Annual Meeting (as defined in Article VIII (Section 1.A.) by a majority vote of the voting members of the Corporation present in person or linked by a suitable electronic communications system as provided in Article VII. The Elected Officers shall serve for a term of two years and until their successors are elected and qualified, or until their earlier death, resignation or removal. If there is only a single candidate for any particular office, the election may be held by acclamation.

B. TERMS AND VACANCIES

A. Terms of office shall begin at the close of the Annual Meeting at which the individual was elected.

B. No individual shall serve more than three consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board. A person shall again be eligible for election after the lapse of one term.

C. No individual shall hold more than one office at a time.

D. An Elected Officer who shall have served a half term or more in office shall be considered to have served a full term in the office

3. Vacancy in Office of Elected Officers.

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 for the remainder of the unexpired term.

B. When a vacancy of an Elected Officer other than as addressed in Section 3 A of this Article IV occurs by death, resignation, removal or otherwise, the Board Development Committee may present nominees to the Board of Directors to fill the vacancy. At the next meeting of the Board of Directors, the Board of Directors shall appoint an individual to fill the vacancy from the recommendations presented until the next Annual Meeting, at which time the voting members of the Corporation shall elect an individual to fill such vacancy for the remainder of the unexpired term provided that such unexpired term would not otherwise expire at the end of such Annual Meeting. Notwithstanding the foregoing, if a vacancy occurs by reason of an increase in the number of Elected Officers, such vacancy shall be filled by election at an Annual Meeting or special meeting of the voting members of the Corporation called for such purpose.

4. Ex Officio Officers.

A. The Chief Executive Officer (the “CEO”) shall be appointed by the Board of Directors of the Corporation to serve at its pleasure and shall serve as an ex officio member of the Board of Directors of the Corporation without vote.

B. The Executive Vice President/CFO (EXVP/CFO) shall be appointed by the CEO to serve at her or his pleasure and shall serve as an ex officio member of the Board of Directors of the Corporation without vote. The EXVP/ CFO shall serve as an ex officio member of the Finance Committee without vote.

C. The CEO and EXVP/CFO collectively are the “Ex Officio Officers.”

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 set forth in Article XIII.

The Chair of the Board shall:

1. Be the principal officer of the Corporation;
2. Preside at all meetings of the members of the Corporation, the Board of Directors, and the Executive Committee;
3. Seek support by the Board of Directors for the Corporation's strategic direction and exercise appropriate oversight of the Corporation's performance;
4. Report to the members of the Corporation 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 and task groups, except the Board Development Committee, with all the rights and responsibilities of other voting members of such committees and task groups;
6. Exercise the powers and perform such other duties usually incident to the office of the chair of the Board and
7. Perform all other duties associated with the office of Chair of the Board.

The First Vice-Chair of the Board shall:

1. Assist the Chair of the Board as assigned;
2. Preside at meetings of the members of the Corporation, the Board of Directors, and the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding;
3. In the event of a vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term; and
4. Perform all other duties associated with the office of First Vice Chair of the Board.

The Secretary of the Board shall

1. Supervise the process for giving proper notice for all meetings of the members of the Corporation, the Board of Directors, the Executive Committee, and other committees or task groups;
2. Manage the keeping of the minutes of all meetings of the members of the Corporation, the Board of Directors, the Executive Committee or other committee task groups;

3. Have responsibility for the seal of the Corporation and help provide for its safekeeping;
4. Be responsible for the custody of corporate books, records and files; and
5. Perform all other duties associated with the office of Secretary.

The Treasurer Shall:

1. Provide effective stewardship and oversight of the Corporation's finances;
2. Execute directives of the Board of Directors;
3. Chair the Finance Committee; and
4. Perform all other duties associated with the office of Treasurer.

ARTICLE V -BOARD DEVELOPMENT COMMITTEE

1. Membership. The Board Development Committee shall be composed of nine voting members, at least three and not more than six of whom shall be members of the Board of Directors, and the CEO of the Corporation, who shall serve as an ex officio member without vote.

2. Election, Term, and Vacancies

A. The Board Development Committee members shall be elected at the Annual Meeting by a majority vote of the voting members of the Corporation present in person or linked by a suitable electronic communications system as provided in Article VI. Five members of the Board Development Committee shall be elected in even years and four members shall be elected in odd years. The Board Development Committee members shall serve for a term of two years and until their successors are elected and qualified, or until their earlier death, resignation or removal. An uncontested election may be held by acclamation.

B. Terms of office shall begin at the close of the Annual Meeting at which the individual was elected.

C. No individual shall serve more than three consecutive terms as a member of the Board Development Committee. A person shall again be eligible for election after the lapse of one term.

D. An individual who shall have served a half term or more 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 chair of the Board Development Committee, the Board Development Committee may present nominees to the Board of Directors to fill the vacancy. At the next meeting of the Board of Directors, the Board of Directors shall appoint an individual to fill the vacancy from the recommendations presented until the next Annual Meeting, at which time the members of the Corporation shall elect an individual to fill such vacancy for the remainder of the unexpired term provided that such unexpired term would not otherwise expire at the end of such Annual Meeting.

3. Election, Term, and Vacancy of Chair of the Board Development Committee.

- A.** The Chair of the Board Development Committee shall be appointed by the Chair of the Board of Directors from amongst the elected members of the Board Development Committee, but such an appointment shall be subject to the approval/ratification of the Board of Directors.
- B.** An individual shall have served on the Board Development Committee for at least one year in order to be eligible for appointment to the position of chair
- C.** The term of office for chair of the Board Development Committee shall be one year and until the chair's successor is appointed and qualified, or until the chair's earlier death or resignation.
- D.** No individual shall serve more than two terms as chair of the Board Development Committee regardless of how many years or terms the individual may be a member of the Board Development Committee. A person shall again be eligible for appointment after the lapse of one term.
- E.** In the event of a vacancy in the office of chair, the Chair of the Board of Directors shall appoint a new chair from the members of the committee.
- F.** An individual who shall have served a half term or more in the office of chair of the Board Development Committee shall be considered to have served a full term in the office.
- G.** If not already a member of the Board of Directors, the chair of the Board Development Committee shall serve as an ex officio member of the Board of Directors, with all the rights and responsibilities of other voting members of the Board of Directors.

4. Responsibilities. The responsibilities of the Board Development Committee shall be to:

- A.** Solicit and recruit candidates for the positions of Elected Officers, directors-at-large, and Board Development Committee members:
- B.** Provide to the voting members of the Corporation a single slate for the positions of Elected Officers, directors-at-large, and Board Development Committee members to be voted on at the Annual Meeting;
- C.** Recommend to the Board of Directors nominees to fill a vacancy (unless these Bylaws specifically provide for a different procedure);
- D.** Provide to the voting members of the Corporation in accordance with the time frame established by GSUSA a single slate of delegates and alternates to the National Council of GSUSA;
- E.** Develop in conjunction with the Board of Directors:
 - 1. Board of Directors orientation and education materials;
 - 2. Board of Directors development materials;

3. Methods for identifying needed skills and talents for the Board of Directors, committees and task groups;

4. Methods for succession planning; and

5. Board of Directors annual self-assessment materials; and

F. To conduct Board of Directors orientation and Board of Directors development training sessions as needed or as directed by the Board of Directors and to provide a tool for self-evaluation of Board Members annually as well as the work of the Board.

5. Nominations from the Floor. Nominations for any of the positions elected by the voting members of the Corporation may be made from the floor at the Annual Meeting provided:

A. The individual to be nominated has consented in writing to serve if elected;

B. The nomination has been submitted to the chair of the Board Development Committee, or her or his designee, at least 72 hours before the convening of the Annual Meeting; and

C. The prospective nominee meets the qualifications for the office for which she or he is being nominated.

6. Quorum. The quorum for meetings of the Board Development Committee shall be a majority of the members of the Board Development Committee, who must be present in person or linked by a suitable electronic communications system as provided in Article VI.

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

ARTICLE VI– MEETING PROCEDURES

1. MEETING PARTICIPATION

Any one or more members of the Corporation, the Board of Directors, the Board Development Committee, the Executive Committee, or any other committee or task group may participate in a meeting of the voting members of the Corporation, the Board of Directors, the Board Development Committee, the Executive Committee, or any other committee or task group by a suitable electronic communications system provided that each member of the Corporation, the Board of Directors, the Board Development Committee, the Executive Committee, or any other committee or task group entitled to participate in the meeting consents to the meeting being held by means of that system and provided further that each participant in the meeting can communicate concurrently with each other participant. Participation by such means shall constitute presence in person at the meeting, including the right to vote.

2.OBJECTIONS TO MEETINGS

If a member objects to the meeting on the grounds that the meeting was not lawfully called or convened, the following procedure shall occur:

- A.** The member shall state the specific objection to the presiding committee member of the meeting either prior to the meeting in writing or at the start of the meeting.
- B.** In either instance the presiding committee member shall inform the meeting participants of the stated objections;
- C.** If the objection occurs prior to the meeting the presiding committee member shall review the Bylaws and determine if the meeting was lawfully called. If, in the opinion of the presiding committee member the meeting was lawfully called the meeting may be held.
- D.** If the objection is stated at the meeting, the presiding committee member may either: 1) decide to cancel the meeting and reschedule it at a later date or 2) continue the meeting duly noting the objection. Immediately after the meeting the presiding committee member shall review the Bylaws and determine if the meeting was lawfully called.
- E.** If the meeting was not lawfully called all decisions made at the meeting shall be null and void.
- F.** The member that objected on the grounds that the meeting was unlawfully called may appeal the presiding committee member's ruling to the Chair of the Board. The opinion of the Board Chair shall be final.

ARTICLE VII - MEETINGS

1. Annual Meeting

- A.** The Corporation shall conduct an annual meeting of the members of the Corporation (each such meeting, an "Annual Meeting") once a year at a date, time and place, and may be on a rotating basis as determined by the Board of Directors.
- B.** Notice of the date, time, and place of the Annual Meeting, accompanied by a tentative agenda, the slate of nominees for all positions to be voted on at such Annual Meeting, and any proposed amendments to these Bylaws to be submitted for consideration shall be given personally, by electronic transmission or by mail to each member of the Corporation not more than 60 days or less than 10 days prior to the Annual Meeting.
- C.** At the Annual Meeting, the voting members of the Corporation shall:
 - 1. Elect Elected Officers, directors-at-large, and members of the Board Development Committee standing for election at such Annual Meeting;
 - 2. Elect delegates and alternates to the National Council of GSUSA, if applicable;
 - 3. Consider any proposed amendments to these Bylaws submitted to the members of the Corporation for consideration;

4 Provide input on key issues affecting the Corporation and the Girl Scout movement; and

5. Consider any other business appropriate to come before the members of the Corporation in accordance with the process established by the Board of Directors.

2. Special Meetings

A. A special meeting of the members of the Corporation may be called by the Chair of the Board at any time and shall be called by the Chair of the Board within 14 days upon the written request of a majority of the voting members of the Board of Directors then in office or by 1% of the members of the Corporation. The purpose of the meeting shall be stated in the written notice.

B. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, by electronic transmission or by mail to each voting member of the Corporation at least 10 days prior to the meeting.

3. Quorum. The quorum for an Annual Meeting or a special meeting shall be 60 members of the Council and individuals age 14 and over who are in good standing who are individuals 14 and up, who must be present in person or linked by a suitable electronic communications system as provided in Article VI.

4 Voting

A. Each voting member of the Corporation shall be entitled to one vote on each matter submitted to a vote of the members of the Corporation.

B. No member of the Corporation shall vote in more than one capacity.

C. Unless otherwise designated by statute, the Articles of Incorporation, or these Bylaws, all matters shall be determined by a majority vote of the voting members of the Corporation present in person or linked by a suitable electronic communications system as provided in Article VI at a meeting at which a quorum is present.

D. Proxy or absentee voting shall not be allowed.

ARTICLE VIII -BOARD OF DIRECTORS

1. Composition. The Board of Directors shall consist of the Elected Officers, the Ex Officio Officers, and 14 to 17 directors-at-large elected by the voting members of the Corporation. with such number of directors-at-large as determined by the Board Development Committee from time to time. In addition, 2 girl members age 14 or above may be elected by the voting members of the Corporation to serve on the Board of Directors. The chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as an ex officio member of the Board of Directors with all the rights and responsibilities of other voting members of the Board of Directors.

2. Term of Office

A. The directors-at-large shall be elected at the Annual Meeting by a majority vote of the voting members of the Corporation present in person or linked by a suitable electronic communications system as provided in Article VI. Approximately one-half of the directors-at-large shall be elected in odd years and approximately one-half of the directors-at-large shall be elected in even years. Directors-at-large shall serve for a term of two years and until their successors are elected and qualified, or until their earlier death, resignation or removal. An uncontested election may be held by acclamation.

B. Terms of office shall begin at the close of the Annual Meeting at which the individual is elected. **C.** No individual shall serve more than three consecutive terms as a director-at-large but shall again be eligible for election after the lapse of one term.

D. A member of the Corporation who shall have served a half term or more in office shall be considered to have served a full term in office.

3. Vacancies. In the event of a vacancy occurring by death, resignation, removal or otherwise in a position of director-at-large, the Board Development Committee may present nominees to the Board of Directors to fill the vacancy. At the next meeting of the Board of Directors, the Board of Directors shall appoint an individual to fill the vacancy from the recommendations presented until the next Annual Meeting, at which time the voting members of the Corporation shall elect an individual to fill such vacancy for the remainder of the unexpired term provided that such unexpired term would not otherwise expire at the end of such Annual Meeting. Notwithstanding the foregoing, if a vacancy occurs by reason of an increase in the number of directors-at-large, such vacancy shall be filled by election at an Annual Meeting or special meeting of the voting members of the Corporation called for such purpose.

4. Power, Authority, and Accountability

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

B. The Board of Directors will fulfill responsibilities placed on it by:

1. The members of the Corporation for managing the affairs of the Corporation, including development of a decision-influencing system allowing for members of the Girl Scout movement, including girl members, to have a voice on key issues affecting the Corporation and the Girl Scout movement;

2. The Board of Directors of GSUSA for compliance with the charter requirements;

3. The state of incorporation for adherence to state corporation law; and

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

5. Regular Meetings

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

B. Notice of the date, time, and place of each meeting of the Board of Directors shall be given personally, mailed, or electronically transmitted to each member of the Board of Directors at least three days prior to the meeting.

6. Special Meetings

A. Special meetings may be called by the Chair of the Board at any time and shall be called by the Chair of the Board within seven days upon the written request of at least five members of the Board of Directors.

B. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, or electronically transmitted to each member of the Board of Directors at least 24 hours prior to the meeting.

7. Removal

A. Any member of the Board of Directors, including an officer, who is absent from two consecutive meetings of the Board of Directors in their entirety without good cause acceptable to the Chair of the Board or her or his designee, may be removed from the Board of Directors by a majority vote of the members of the Board of Directors present in person or linked by a suitable electronic communications system as provided in Article VI at any meeting of the Board of Directors at which a quorum is present.

B. Any member of the Board of Directors, including an officer, may be removed from the Board of Directors with or without cause by a three-fourths vote of the total number of the Board of Directors.

8. Quorum. A majority of the members of the Board of Directors then in office, who must be present in person or linked by a suitable electronic communications system as provided in Article VI, shall constitute a quorum for the transaction of business.

9. Voting

A. Each member of the Board of Directors, other than the Ex Officio Officers, shall be entitled to one vote on each matter submitted to a vote of the members of the Board of Directors.

B. No member of the Board of Directors shall vote in more than one capacity

C. Unless otherwise designated by statute, the Articles of Incorporation, or these Bylaws, all matters shall be determined by a majority vote of the members of the Board of Directors present in person or linked by a suitable electronic communications system as provided in Article VI at a

meeting at which a quorum is present.

D. Proxy or absentee voting shall not be allowed.

ARTICLE IX -EXECUTIVE COMMITTEE

1. Composition. The Executive Committee shall consist of the Elected Officers and one director-at-large. The Ex Officio Officers shall serve as ex officio members of the Executive Committee without vote. The one director-at-large on the Executive Committee shall be appointed by the Chair of the Board and ratified by the Board of Directors.

2. Duties.

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

1. Adopt the budget;
2. Amend the Bylaws
3. Adopt a plan of merger or plan of consolidation with another entity
4. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
5. Authorize the voluntary dissolution of the Corporation or revoke proceedings for dissolution;
6. Adopt and confirm a plan for the distribution of the assets of the Corporation; or
7. Take action that is contrary to, or a substantial departure from, the direction established by the Board of Directors or which represents a major change in the affairs, business, or policy of the Corporation.

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

3. Meeting.

A. A meeting of the Executive Committee may be called by the Chair of the Executive Committee at any time and shall be called by the Chair of the Executive Committee within seven days upon the written request of at least three members of the Executive Committee.

B. Notice of the date, time, and place of each meeting of the Executive Committee shall be provided at least 24 hours in advance of the meeting by the following methods: in person, by electronic transmission or by mail.

4. Quorum.

A majority of the Executive Committee members then in office, who must be present in person or linked by a suitable electronic communications system as provided in Article VI shall constitute a quorum for the transaction of business.

ARTICLE X - BOARD AND ADVISORY COMMITTEES

1. Establishment. A majority of the members of the Board of Directors then in office may establish standing and special committees or task groups, or ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors. Any committee with a majority of members who are not members of the Board of Directors shall be advisory in nature only.

2. Appointment

A. Unless otherwise provided in the Bylaws, the chair of any committee or task group shall be appointed by the Chair of the Board from among the members of the Board of Directors, subject to the approval of the Board of Directors by a majority vote of all of the members of the Board of Directors.

B. Unless otherwise provided in the Bylaws, 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. Unless otherwise provided in the Bylaws, at least two members of any committee or task group shall be members of the Board of Directors, one of whom shall serve as chair of the committee. The Chair of the Board shall serve as an ex

officio member of all committees and task groups with all the rights and responsibilities of other voting members of such committees and task groups.

D. Unless otherwise provided in the Bylaws or by the Board of Directors at the time of appointment, appointments to committees and task groups shall be for one year.

E. Unless otherwise provided in the Bylaws, 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.

3. Quorum. The quorum for meetings of any committee or task group shall be a majority of the members, who must be present in person or linked by a suitable electronic communications system as provided in Article V.

ARTICLE XI- NATIONAL COUNCIL DELEGATES

1. Eligibility. Delegates and alternates to the National Council of GSUSA shall be United States citizens age 14 years and older. They shall be members of the Girl Scout movement registered through the Corporation at the time of election and throughout the term of service.

2. Election. The delegates and alternates whom the Corporation is entitled to elect to the National Council of GSUSA shall be elected at the Annual Meeting immediately prior to the regular meeting of the National Council of GSUSA by a majority vote of the voting members of the Corporation present in person or linked by a suitable electronic communications system as provided in Article V. The National Council delegates and alternates shall serve a term of three years and until their successors are elected and qualified, or until their earlier death or resignation.

3. Vacancies. The Board of Directors or Executive Committee shall fill National Council delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the National Council delegate positions, the vacancies may be filled with any individual eligible pursuant to Section 1 of this Article.

ARTICLE XII -FINANCE

1. Fiscal Year. The fiscal year of the Corporation shall be October 1 through September 30.

2. Contributions. Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Corporation shall be accepted or collected only as authorized by the Board of Directors.

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.

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.

5. Bonding. All persons having access to or responsibility for the handling of monies and securities of the Corporation shall be bonded in the amount authorized by the Board of Directors.

6. Budget. The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Corporation in excess of the budgeted amounts without prior approval of the Board of Directors.

7. Property. Title to all property shall be held in the name of the Corporation.

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 GSUSA.

9. Financial Reports. A summary report of the financial condition of the Corporation shall be presented to the members of the Corporation at the Annual Meeting.

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.

ARTICLE XIII– PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the Corporation, subject to the laws of the State of Texas, the articles of incorporation and these bylaws and any special rules of order adopted by the corporation or Board of Directors.

ARTICLE XIV– CONFLICTS OF INTEREST

All directors-at-large, Elected Officers, Ex Officio Officers, members of any committee or task group and employees of the Corporation shall, as a condition of qualifying and continuing to qualify for such a position within the Corporation, abide by any conflict of interest policy as the Board of Directors may adopt from time to time, and shall execute any statement as the Board of Directors may require evidencing such individual's receipt and review of the conflict of interest policy and agreement to abide by the same.

ARTICLE XV– AMENDMENTS

These Bylaws may be amended, altered or repealed, and new Bylaws made, upon the affirmative vote of two-thirds of the voting members of the Corporation present in person or linked by a suitable electronic communications system as provided in Article VI at any meeting of the members of the Corporation, provided that the proposed amendments shall have been included with the notice of the meeting to the members of the Corporation.

1. Supervise the process for giving proper notice for all meetings of the members of the Corporation, the Board of Directors, the Executive Committee, and other committees or task groups;
2. Manage the keeping of the minutes of all meetings of the members of the Corporation, the Board of Directors, the Executive Committee or other committee task groups;

3. Have responsibility for the seal of the Corporation and help provide for its safekeeping;
4. Be responsible for the custody of corporate books, records and files; and
5. Perform all other duties associated with the office of Secretary.

The Treasurer Shall:

1. Provide effective stewardship and oversight of the Corporation's finances;
2. Execute directives of the Board of Directors;
3. Chair the Finance Committee; and
4. Perform all other duties associated with the office of Treasurer.

ARTICLE V -BOARD DEVELOPMENT COMMITTEE

1. Membership. The Board Development Committee shall be composed of nine voting members, at least three and not more than six of whom shall be members of the Board of Directors, and the CEO of the Corporation, who shall serve as an ex officio member without vote.

2. Election, Term, and Vacancies

A. The Board Development Committee members shall be elected at the Annual Meeting by a majority vote of the voting members of the Corporation present in person or linked by a suitable electronic communications system as provided in Article VI. Five members of the Board Development Committee shall be elected in even years and four members shall be elected in odd years. The Board Development Committee members shall serve for a term of two years and until their successors are elected and qualified, or until their earlier death, resignation or removal. An uncontested election may be held by acclamation.

B. Terms of office shall begin at the close of the Annual Meeting at which the individual was elected.

C. No individual shall serve more than three consecutive terms as a member of the Board Development Committee. A person shall again be eligible for election after the lapse of one term.

D. An individual who shall have served a half term or more 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 chair of the Board Development Committee, the Board Development Committee may present nominees to the Board of Directors

to fill the vacancy. At the next meeting of the Board of Directors, the Board of Directors shall appoint an individual to fill the vacancy from the recommendations presented until the next Annual Meeting, at which time the members of the Corporation shall elect an individual to fill such vacancy for the remainder of the unexpired term provided that such unexpired term would not otherwise expire at the end of such Annual Meeting.

3. Election, Term, and Vacancy of Chair of the Board Development Committee.

- A.** The Chair of the Board Development Committee shall be appointed by the Chair of the Board of Directors from amongst the elected members of the Board Development Committee, but such an appointment shall be subject to the approval/ratification of the Board of Directors
- B.** An individual shall have served on the Board Development Committee for at least one year in order to be eligible for appointment to the position of chair.
- C.** The term of office for chair of the Board Development Committee shall be one year and until the chair's successor is appointed and qualified, or until the chair's earlier death or resignation.
- D.** No individual shall serve more than two terms as chair of the Board Development Committee regardless of how many years or terms the individual may be a member of the Board Development Committee. A person shall again be eligible for appointment after the lapse of one term.
- E.** In the event of a vacancy in the office of chair, the Chair of the Board of Directors shall appoint a new chair from the members of the committee.
- F.** An individual who shall have served a half term or more in the office of chair of the Board Development Committee shall be considered to have served a full term in the office.
- G.** If not already a member of the Board of Directors, the chair of the Board Development Committee shall serve as an ex officio member of the Board of Directors, with all the rights and responsibilities of other voting members of the Board of Directors.

4. Responsibilities. The responsibilities of the Board Development Committee shall be to:

- A.** Solicit and recruit candidates for the positions of Elected Officers, directors-at-large, and Board Development Committee members:
- B.** Provide to the voting members of the Corporation a single slate for the positions of Elected Officers, directors-at-large, and Board Development Committee members to be voted on at the Annual Meeting;
- C.** Recommend to the Board of Directors nominees to fill a vacancy (unless these Bylaws specifically provide for a different procedure);
- D.** Provide to the voting members of the Corporation in accordance with the time frame established by GSUSA a single slate of delegates and alternates to the National Council of GSUSA;

E. Develop in conjunction with the Board of Directors:

1. Board of Directors orientation and education materials;
2. Board of Directors development materials;
3. Methods for identifying needed skills and talents for the Board of Directors, committees and task groups;
4. Methods for succession planning; and
5. Board of Directors annual self-assessment materials; and

F. To conduct Board of Directors orientation and Board of Directors development training sessions as needed or as directed by the Board of Directors and to provide a tool for self-evaluation of Board Members annually as well as the work of the Board.

5. Nominations from the Floor. Nominations for any of the positions elected by the voting members of the Corporation may be made from the floor at the Annual Meeting provided:

- A.** The individual to be nominated has consented in writing to serve if elected;
- B.** The nomination has been submitted to the chair of the Board Development Committee, or her or his designee, at least 72 hours before the convening of the Annual Meeting; and
- C.** The prospective nominee meets the qualifications for the office for which she or he is being nominated.

6. Quorum. The quorum for meetings of the Board Development Committee shall be a majority of the members of the Board Development Committee, who must be present in person or linked by a suitable electronic communications system as provided in Article VI.

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

ARTICLE VI– MEETING PROCEDURES

1. MEETING PARTICIPATION

Any one or more members of the Corporation, the Board of Directors, the Board Development Committee, the Executive Committee, or any other committee or task group may participate in a meeting of the voting members of the Corporation, the Board of Directors, the Board Development Committee, the Executive Committee, or any other committee or task group by a suitable electronic communications system provided that each member of the Corporation, the

Board of Directors, the Board Development Committee, the Executive Committee, or any other committee or task group entitled to participate in the meeting consents to the meeting being held by means of that system and provided further that each participant in the meeting can communicate concurrently with each other participant. Participation by such means shall constitute presence in person at the meeting, including the right to vote.

2. OBJECTIONS TO MEETINGS

If a member objects to the meeting on the grounds that the meeting was not lawfully called or convened, the following procedure shall occur:

- A.** The member shall state the specific objection to the presiding committee member of the meeting either prior to the meeting in writing or at the start of the meeting.
- B.** In either instance the presiding committee member shall inform the meeting participants of the stated objections;
- C.** If the objection occurs prior to the meeting the presiding committee member shall review the Bylaws and determine if the meeting was lawfully called. If, in the opinion of the presiding committee member the meeting was lawfully called the meeting may be held.
- D.** If the objection is stated at the meeting, the presiding committee member may either: 1) decide to cancel the meeting and reschedule it at a later date or 2) continue the meeting duly noting the objection. Immediately after the meeting the presiding committee member shall review the Bylaws and determine if the meeting was lawfully called.
- E.** If the meeting was not lawfully called all decisions made at the meeting shall be null and void.
- F.** The member that objected on the grounds that the meeting was unlawfully called may appeal the presiding committee member's ruling to the Chair of the Board. The opinion of the Board Chair shall be final.

ARTICLE VII - MEETINGS

1. Annual Meeting

A. The Corporation shall conduct an annual meeting of the members of the Corporation (each such meeting, an "Annual Meeting") once a year at a date, time and place, and may be on a rotating basis as determined by the Board of Directors.

B. Notice of the date, time, and place of the Annual Meeting, accompanied by a tentative agenda, the slate of nominees for all positions to be voted on at such Annual Meeting, and any proposed amendments to these Bylaws to be submitted for consideration shall be given personally, by electronic transmission or by mail to each member of the Corporation not more than 60 days or less than 10 days prior to the Annual Meeting.

C. At the Annual Meeting, the voting members of the Corporation shall:

1. Elect Elected Officers, directors-at-large, and members of the Board Development

Committee standing for election at such Annual Meeting;

2. Elect delegates and alternates to the National Council of GSUSA, if applicable;
3. Consider any proposed amendments to these Bylaws submitted to the members of the Corporation for consideration;
- 4 Provide input on key issues affecting the Corporation and the Girl Scout movement; and
5. Consider any other business appropriate to come before the members of the Corporation in accordance with the process established by the Board of Directors.

2. Special Meetings

A. A special meeting of the members of the Corporation may be called by the Chair of the Board at any time and shall be called by the Chair of the Board within 14 days upon the written request of a majority of the voting members of the Board of Directors then in office or by 1% of the members of the Corporation. The purpose of the meeting shall be stated in the written notice.

B. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, by electronic transmission or by mail to each voting member of the Corporation at least 10 days prior to the meeting.

3. Quorum. The quorum for an Annual Meeting or a special meeting shall be 60 members of the Council and individuals age 14 and over who are in good standing who are individuals 14 and up, who must be present in person or linked by a suitable electronic communications system as provided in Article VI.

4 Voting

A. Each voting member of the Corporation shall be entitled to one vote on each matter submitted to a vote of the members of the Corporation.

B. No member of the Corporation shall vote in more than one capacity.

C. Unless otherwise designated by statute, the Articles of Incorporation, or these Bylaws, all matters shall be determined by a majority vote of the voting members of the Corporation present in person or linked by a suitable electronic communications system as provided in Article VI at a meeting at which a quorum is present.

D. Proxy or absentee voting shall not be allowed.

ARTICLE VIII -BOARD OF DIRECTORS

1. Composition. The Board of Directors shall consist of the Elected Officers, the Ex Officio Officers, and 14 to 17 directors-at-large elected by the voting members of the Corporation. with such number of directors-at-large as determined by the Board Development Committee from time to time. In addition, 2 girl members_age 14 or above may be elected by the voting members of the Corporation to serve on the Board of Directors. The chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as an ex officio member of the Board of Directors with all the rights and responsibilities of other voting members of the Board of Directors.

2. Term of Office

A. The directors-at-large shall be elected at the Annual Meeting by a majority vote of the voting members of the Corporation present in person or linked by a suitable electronic communications system as provided in Article VI. Approximately one-half of the directors-at-large shall be elected in odd years and approximately one-half of the directors-at-large shall be elected in even years. Directors-at-large shall serve for a term of two years and until their successors are elected and qualified, or until their earlier death, resignation or removal. An uncontested election may be held by acclamation.

B. Terms of office shall begin at the close of the Annual Meeting at which the individual is elected.

C. No individual shall serve more than three consecutive terms as a director-at-large but shall again be eligible for election after the lapse of one term.

D. A member of the Corporation who shall have served a half term or more in office shall be considered to have served a full term in office.

3. Vacancies. In the event of a vacancy occurring by death, resignation, removal or otherwise in a position of director-at-large, the Board Development Committee may present nominees to the Board of Directors to fill the vacancy. At the next meeting of the Board of Directors, the Board of Directors shall appoint an individual to fill the vacancy from the recommendations presented until the next Annual Meeting, at which time the voting members of the Corporation shall elect an individual to fill such vacancy for the remainder of the unexpired term provided that such unexpired term would not otherwise expire at the end of such Annual Meeting. Notwithstanding the foregoing, if a vacancy occurs by reason of an increase in the number of directors-at-large, such vacancy shall be filled by election at an Annual Meeting or special meeting of the voting members of the Corporation called for such purpose.

4. Power, Authority, and Accountability

A. The Board of Directors shall have full power and authority over the affairs of the Corporation between meetings of the members of the Corporation, except as otherwise provided in these

Bylaws or by statute.

B. The Board of Directors will fulfill responsibilities placed on it by:

1. The members of the Corporation for managing the affairs of the Corporation, including development of a decision-influencing system allowing for members of the Girl Scout movement, including girl members, to have a voice on key issues affecting the Corporation and the Girl Scout movement;
2. The Board of Directors of GSUSA for compliance with the charter requirements;
3. The state of incorporation for adherence to state corporation law; and
4. The federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

5. Regular Meetings

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

B. Notice of the date, time, and place of each meeting of the Board of Directors shall be given personally, mailed, or electronically transmitted to each member of the Board of Directors at least three days prior to the meeting.

6. Special Meetings

A. Special meetings may be called by the Chair of the Board at any time and shall be called by the Chair of the Board within seven days upon the written request of at least five members of the Board of Directors.

B. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, or electronically transmitted to each member of the Board of Directors at least 24 hours prior to the meeting.

7. Removal

A. Any member of the Board of Directors, including an officer, who is absent from two consecutive meetings of the Board of Directors in their entirety without good cause acceptable to the Chair of the Board or her or his designee, may be removed from the Board of Directors by a majority vote of the members of the Board of Directors present in person or linked by a suitable electronic communications system as provided in Article VI at any meeting of the Board of Directors at which a quorum is present.

B. Any member of the Board of Directors, including an officer, may be removed from the Board of Directors with or without cause by a three-fourths vote of the total number of the Board of Directors.

8. Quorum. A majority of the members of the Board of Directors then in office, who must be present in person or linked by a suitable electronic communications system as provided in Article VI, shall constitute a quorum for the transaction of business.

9. Voting

A. Each member of the Board of Directors, other than the Ex Officio Officers, shall be entitled to one vote on each matter submitted to a vote of the members of the Board of Directors.

B. No member of the Board of Directors shall vote in more than one capacity

C. Unless otherwise designated by statute, the Articles of Incorporation, or these Bylaws, all matters shall be determined by a majority vote of the members of the Board of Directors present in person or linked by a suitable electronic communications system as provided in Article VI at a meeting at which a quorum is present.

D. Proxy or absentee voting shall not be allowed.

ARTICLE IX -EXECUTIVE COMMITTEE

1. Composition. The Executive Committee shall consist of the Elected Officers and one director-at-large. The Ex Officio Officers shall serve as ex officio members of the Executive Committee without vote. The one director-at-large on the Executive Committee shall be appointed by the Chair of the Board and ratified by the Board of Directors.

2. Duties.

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

1. Adopt the budget;

2. Amend the Bylaws

3. Adopt a plan of merger or plan of consolidation with another entity

4. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;

5. Authorize the voluntary dissolution of the Corporation or revoke proceedings for dissolution;

6. Adopt and confirm a plan for the distribution of the assets of the Corporation; or

7. Take action that is contrary to, or a substantial departure from, the direction established by the Board of Directors or which represents a major change in the affairs, business, or policy of the Corporation.

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

3. Meeting

A. A meeting of the Executive Committee may be called by the Chair of the Executive Committee at any time and shall be called by the Chair of the Executive Committee within seven days upon the written request of at least three members of the Executive Committee.

B. Notice of the date, time, and place of each meeting of the Executive Committee shall be provided at least 24 hours in advance of the meeting by the following methods: in person, by electronic transmission or by mail.

4. Quorum. A majority of the Executive Committee members then in office, who must be present in person or linked by a suitable electronic communications system as provided in Article VI shall constitute a quorum for the transaction of business.

ARTICLE X - BOARD AND ADVISORY COMMITTEES

1. Establishment. A majority of the members of the Board of Directors then in office may establish standing and special committees or task groups, or ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors. Any committee with a majority of members who are not members of the Board of Directors shall be advisory in nature only.

2. Appointment

A. Unless otherwise provided in the Bylaws, the chair of any committee or task group shall be appointed by the Chair of the Board from among the members of the Board of Directors, subject to the approval of the Board of Directors by a majority vote of all of the members of the Board of Directors.

B. Unless otherwise provided in the Bylaws, 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. Unless otherwise provided in the Bylaws, at least two members of any committee or task group shall be members of the Board of Directors, one of whom shall serve as chair of the committee. The Chair of the Board shall serve as an ex officio member of all committees and task groups with all the rights and responsibilities of other voting members of such committees and task groups.

D. Unless otherwise provided in the Bylaws or by the Board of Directors at the time of appointment, appointments to committees and task groups shall be for one year.

E. Unless otherwise provided in the Bylaws, 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.

3. Quorum. The quorum for meetings of any committee or task group shall be a majority of the members, who must be present in person or linked by a suitable electronic communications system as provided in Article V.

ARTICLE XI– NATIONAL COUNCIL DELEGATES

1. Eligibility. Delegates and alternates to the National Council of GSUSA shall be United States citizens age 14 years and older. They shall be members of the Girl Scout movement registered through the Corporation at the time of election and throughout the term of service.

2. Election. The delegates and alternates whom the Corporation is entitled to elect to the National Council of GSUSA shall be elected at the Annual Meeting immediately prior to the regular meeting of the National Council of GSUSA by a majority vote of the voting members of the Corporation present in person or linked by a suitable electronic communications system as provided in Article V. The National Council delegates and alternates shall serve a term of three years and until their successors are elected and qualified, or until their earlier death or resignation.

3. Vacancies. The Board of Directors or Executive Committee shall fill National Council delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the National Council delegate positions, the vacancies may be filled with any individual eligible pursuant to Section 1 of this Article.

ARTICLE XII -FINANCE

1. Fiscal Year. The fiscal year of the Corporation shall be October 1 through September 30.

2. Contributions. Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Corporation shall be accepted or collected only as authorized by the Board of Directors.

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.

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.

5. Bonding. All persons having access to or responsibility for the handling of monies and securities of the Corporation shall be bonded in the amount authorized by the Board of Directors.

6. Budget. The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Corporation in excess of the budgeted amounts without prior approval of the Board of Directors.

7. Property. Title to all property shall be held in the name of the Corporation.

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 GSUSA.

9. Financial Reports. A summary report of the financial condition of the Corporation shall be presented to the members of the Corporation at the Annual Meeting.

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.

ARTICLE XIII– PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the Corporation, subject to the laws of the State of Texas, the articles of incorporation and these bylaws and any special rules of order adopted by the corporation or Board of Directors.

ARTICLE XIV– CONFLICTS OF INTEREST

All directors-at-large, Elected Officers, Ex Officio Officers, members of any committee or task group and employees of the Corporation shall, as a condition of qualifying and continuing to qualify for such a position within the Corporation, abide by any conflict of interest policy as the Board of Directors may adopt from time to time, and shall execute any statement as the Board of Directors may require evidencing such individual's receipt and review of the conflict of interest policy and agreement to abide by the same.

ARTICLE XV– AMENDMENTS

These Bylaws may be amended, altered or repealed, and new Bylaws made, upon the affirmative vote of two-thirds of the voting members of the Corporation present in person or linked by a suitable electronic communications system as provided in Article VI at any meeting of the members of the Corporation, provided that the proposed amendments shall have been included with the notice of the meeting to the members of the Corporation.