

**AMENDED AND RESTATED BYLAWS
OF
GIRL SCOUT COUNCIL OF GREATER NEW YORK, INC.
(DBA THE GIRL SCOUTS OF GREATER NEW YORK)**

As Amended through [●], 2024

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ARTICLE I

1. THE CORPORATION: NAMES AND PURPOSES

The name of the Corporation shall be “Girl Scout Council of Greater New York, Inc.” doing business as (dba) “The Girl Scouts of Greater New York” and referred to herein as “the Council.” The purposes of the Council are:

- a) To carry on, in the State of New York and particularly within the City of New York, the program of the Girl Scouts of the United States of America, a corporation organized under the laws of the District of Columbia and chartered by the Congress of the United States.
- b) To develop, manage and maintain Girl Scouting throughout the area of its jurisdiction in such manner and subject to such limitation as prescribed by the Constitution, Bylaws and Policies of the Girl Scouts of the United States of America in accordance with the Council’s charter as received from the national organization.

2. MEMBERSHIP

The members of the Council shall be members of the Girl Scout movement, 14 years of age or over, registered through the Council, who are also:

- a) Delegates elected by the Service Units (the “Delegates”); or
- b) Members of the Board of Directors (the “Directors”); or
- c) Members of the Council Board Development Committee; or
- d) The chairperson of an Association (the “Association Chair”).

At least two-thirds of the members of the Council must be Delegates. All members of the Council shall hold membership only for the term to which they have been elected or, in the case of the Association Chair, appointed and only for as long as they are registered through the Council. Former members of the Board of Directors who have been designated “Honorary Directors” or “Emeritus/a Directors” shall be members of the Council but shall not be entitled to a vote or be counted as a member of the Board of Directors for determining a quorum or for any other purpose.

3. ELECTION OF DELEGATES AND ALTERNATES

Each Service Unit within an Association shall elect Delegates and persons to fill vacancies created by a Delegate’s absence (the “Alternate” or “Alternates”). The number of Delegates shall be based on the girl membership in each Service Unit as of September 30 of the prior year, according to a formula established and administered at that time by

the Board of Directors. Every Service Unit, however, shall elect at least one Delegate for a term of two years or until their successors are elected.

Each Service Unit shall submit its slate of Delegates and Alternates by June 30 to the Council office. The list of Delegates and Alternates will be presented to the Fall meeting of the Association for the purpose of installation and they shall take office immediately.

Whenever a vacancy is created by the absence of a Delegate, the Vice President of Membership & Volunteer Services and the Chair of the association which the service unit is part of shall determine whether such absence is of temporary or permanent nature and shall designate an Alternate from the absent Delegate's Service Unit to take the place of the absent Delegate.

Delegates shall take office immediately upon election and shall be eligible for reelection to one additional consecutive term. After a lapse of one year such persons shall again be eligible for election.

4. RESPONSIBILITIES

The members of the Council shall:

- a) Elect the officers of the Council, the members-at-large of the Board of Directors, the members of the Council Board Development Committee, and the delegates and persons to fill delegate vacancies, should vacancies occur, to the National Council of Girl Scouts of the United States of America.
- b) Determine general lines of direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board of Directors.
- c) Amend the Articles of Incorporation and Bylaws, subject to Article XIV hereof.
- d) Take all other action requiring membership vote.
- e) Conduct such other business as may, from time to time, come before the members.

5. ANNUAL COUNCIL MEETING

The Annual Council Meeting shall be held in March of each year or at such other time and place as may be determined by the Board of Directors. Notice of the time, place and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be given via email, mail, fax or personally to each member of the Council, no less than 25 and no more than 40 days before the date of meeting.

6. SPECIAL MEETINGS

Special meetings of the Council shall be called by the President upon written request of one-fifth of the members of the Board of Directors or one-tenth of the members of the Council. The purpose of such meeting shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose or purposes of the meeting shall be given via email, mail, fax or personally to each member of the Council by the Secretary of the Council within five business days after receipt of such written request for such meeting. Such notice shall be emailed, mailed, faxed or given personally not less than 10 and not more than 20 days before the meeting.

7. QUORUM

At least one quarter of the members of the Council shall be present to constitute a quorum for the transaction of business, provided, however, that a majority of the Associations shall have at least one elected delegate present at each such meeting.

8. VOTING PROCEDURES

Each Council member present in person shall be entitled to one vote. Voting by proxy shall not be allowed. Voting shall be by ballot in any election; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the members present in person and voting, unless otherwise provided by law or these Bylaws.

9. ELECTRONIC COMMUNICATION

If the Board, in its sole discretion, determines that the Annual Council Meeting or any special meeting of the Council be held solely by means of electronic communication, the platform or service of such meeting shall be the place of the meeting. Any one or more members of the Council may participate in any Annual Council Meeting or any special meeting of the Council by means of video-conference, telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE II

COUNCIL BOARD DEVELOPMENT COMMITTEE

1. COMPOSITION

There shall be a Council Board Development Committee of between five and nine members, of whom not less than one-third shall be elected from among Board members. The chair, or at a minimum one of the co-chairs, shall be an ex officio member, if not already a member, of the Board, and the majority shall be non-board members.

2. METHOD OF ELECTION, TERMS AND VACANCIES

Members of the committee shall be elected by the members of the Council for a term of three years, or until their successors are elected.

Terms of office shall begin at the close of the Annual Council Meeting at which the elections are held. The Board of Directors shall have the power to fill vacancies in the committee until the next Annual Council Meeting, upon recommendation of the Council Board Development Committee.

3. SELECTION AND TERM OF CHAIR OR CO-CHAIRS

The President shall appoint a chair of the committee or co-chairs of the committee from among the committee members each year. A vacancy in the office of the chair or a co-chair of the committee shall be filled by the President for the remainder of the unexpired term.

4. QUORUM AND VOTING

A majority of the members of the committee shall be present to constitute a quorum. The votes of a majority of the members present, if a quorum is present either in person or via teleconference at the time of the vote, shall be the act of the committee. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place; no notice, of any such adjournment need be given.

5. RESPONSIBILITIES

- a) Nominations. The committee shall present to the membership at the Annual Council Meeting a single slate of (i) nominees for officers of the Council, (ii) members at-large of the Board of Directors, (iii) members of the Council Board Development Committee, and (iv) at the Annual Meeting of the Council held next preceding the regular meeting of the National Council of Girl Scouts of the United States of America a single slate of nominees for delegates to the National Council and persons to fill delegate vacancies should they occur.
- b) Additional Nominations. Additional nominations for the positions referred to in the preceding subsection a), may be made by written petition of at least 25 members of the Council representing five Associations, provided that such petition establishes the eligibility of the individuals so nominated and includes their written consents. Any such petition, with the written consent of the nominee attached thereto, must be filed with the Secretary of the Council at the principal office of the Council at least 15 days before the Annual Council Meeting. Any such petition so received shall be mailed to the membership by the Secretary of the Council at least 10 days before the Annual Council Meeting. The ballot presented at the Annual Council Meeting must include all nominations received by petition conforming to the foregoing requirements. There shall be no nominations from the floor.

6. POWERS

The Council Board Development Committee shall provide a single slate of nominees to fill vacancies among Officers and Members-at-Large of the Board of Directors and the Executive Committee between Annual Council Meetings, in accordance with these Bylaws.

ARTICLE III

PARTIAL TERMS

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

ARTICLE IV

OFFICERS

1. NUMBER AND TITLE

The officers of the Council may be a Chair of the Board; a President; Vice Presidents (to have such rank and title as the Board of Directors may specify from time to time); a Secretary; an Assistant Secretary; and a Treasurer.

Any two or more of these offices may be held by the same person, except that the offices of Chair of the Board and Secretary may not be held by the same person and except that the offices of President and Secretary may not be held by the same person.

2. ELECTION, TERM AND VACANCIES

The Chair of the Board, President, Vice Presidents, and Treasurer shall be elected in even-numbered years from among the Board of Directors at the Annual Council Meeting of the Council for a two-year term or until their successors are elected. The Secretary and/or Assistant Secretary shall be elected in even-numbered years from among the Board of Directors or senior Council staff member at the Annual Council Meeting of the Council for a two-year term or until their successors are elected. In such case the Secretary and/or Assistant Secretary position is filled by a senior Council staff member, such individual will be invited to attend Board meetings at the discretion of the President.

Terms of office shall begin at the close of the Annual Council Meeting at which elections are held. A vacancy among the officers, other than the President, shall be filled by the Board of Directors until the next Annual Council Meeting. In the case of a permanent vacancy in the office of the President, the Vice Presidents will succeed in order of their rank until the next Annual Council Meeting.

3. DUTIES

The duties of the officers shall be as follows:

- a) The Chair of the Board shall be responsible for the duties recommended by the Board of Directors.
- b) The President shall be the chief corporate officer of the Council and shall preside at meetings of the Council, the Board of Directors and the Executive Committee. The President shall be responsible for seeing that the lines of direction given by the members of the Council and the actions of the Board of Directors are carried into effect, and for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the Council. The President shall be ex officio a member of all committees established by the Board of Directors with the exception of the Audit, Risk & Compliance Committee, and shall perform such other duties as are assigned by the Board or prescribed elsewhere in these Bylaws.
- c) In the temporary absence or disability of the President, the Chair and the Vice Presidents in order of their rank shall preside at meetings of the Council, of the Board and of the Executive Committee. They shall have such other powers and perform such other duties as may be assigned by the President or the Board of Directors.
- d) The Secretary shall, or shall designate that the Assistant Secretary be responsible for seeing that notices are issued of all meetings of the Council, the Board of Directors and the Executive Committee, and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records, and files, and shall exercise the powers and perform the duties usually incident to the office of Secretary, and shall exercise such other duties as may be assigned by the President or Board of Directors.
- e) The Assistant Secretary or, if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other powers as the Secretary may delegate or the Board of Directors may from time to time prescribe.
- f) The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors; reporting receipt, use, and disbursements of all assets of the Council. The Treasurer shall exercise the powers and perform the duties usually incident to the office of Treasurer, shall exercise such other powers and perform such other duties as may be assigned by the President or Board of Directors and shall be an ex officio member of the Finance Committee, if there be such a Committee.

4. ADDITIONAL OFFICERS

In addition to the officers elected by the members of the Council, the Board of Directors in its discretion may (but need not) by resolution also appoint from among its members one or more additional Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers, and may give any of them such further designation or alternate titles, and may assign to them such functions and responsibilities, as it considers desirable.

5. REMOVAL

An elected officer, or an officer appointed by the Board of Directors, may be removed, with or without cause, by a two-thirds vote of the entire Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

1. RESPONSIBILITIES

The corporate business and affairs of the Council shall be managed by its Board of Directors. The Board of Directors is accountable to the elected membership for managing the affairs of the Council, to the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements, to the state in which it is incorporated for compliance with all applicable state law, and to the federal government for compliance with all applicable federal law.

2. COMPOSITION

- a) The Board of Directors shall include the officers of the Council appointed by the Board or elected by the members of the Council in Annual Council Meetings, the chair of the Council Board Development Committee, if not otherwise a member of the Board of Directors, and other non-officer directors, herein called "members-at-large." In the event that a senior Council staff member is elected to serve in the capacity of Secretary or Assistant Secretary, pursuant to Article IV, Section 3 of the Bylaws, said staff member shall not be a member of the Board of Directors but shall be invited to attend Board meetings at the discretion of the President.
- b) The number of Directors constituting the entire Board shall be not less than three. The number of Directors may be changed at any time and from time to time at any Annual or Special Meeting of the members by vote of the members entitled to vote for the election of Directors, or at any meeting of the Board by the vote of a majority of the entire Board, except that no decrease shall shorten the term of any incumbent Director and except that, in the case of changes made at meetings of the Board of Directors, in no event shall the number of directors be increased to more than 40.

- c) Unless and until changed in accordance with this section, the number of directors constituting the entire Board shall continue in effect and no further action shall be required to fix such number at any meeting of the members for the election of directors.

3. HONORARY DIRECTORS AND EMERITUS/A DIRECTORS

- a) Former Directors desiring to continue to participate in the affairs of the Council and to contribute their advice and experience may be named by, and serve at the pleasure of, the Chair of the Board and the President as “Honorary Directors.” Honorary Directors shall be entitled to receive notice of and attend Board meetings, and to participate in Board discussions. Honorary Directors shall not be entitled to vote or be counted as a member of the Board for determining a quorum or for any other purpose.
- b) Former Directors desiring to continue to participate in the affairs of the Council and to contribute their advice and experience may be named by, and serve at the pleasure of, the Board of Directors as “Emeritus/a Directors”. The appointment of the Emeritus/a Director shall be voted on by a majority of the entire Board. Emeritus/a Board members shall be selected from those Board members who have served on the Board of Directors for a minimum of 2 terms. Emeritus/a Directors shall be entitled to receive notice of and attend Board meetings, and to participate in Board discussions. Emeritus/a Directors shall not be entitled to vote or be counted as a member of the Board for determining a quorum or for any other purpose.

4. ELECTION AND TERM OF MEMBERS-AT-LARGE

The members-at-large shall be elected by the members of the Council at the Annual Council Meeting for a term of three years or until their successors are elected. They may be elected to successive terms. The members-at-large shall be divided into three classes for the purposes of staggering their terms of office. The term of each class, consisting of (as near as may be) one-third of the members-at-large, shall expire at the Annual Council Meeting in the third year following election of such class.

5. VACANCIES

Except as provided in Article IV hereof, vacancies in the Board of Directors occurring by death, resignation or removal shall be filled until the next Annual Council Meeting by the Board of Directors upon recommendation of the Board Development Committee. In the event that the number of directors is increased, the newly-created directorships resulting therefrom shall be filled by the affirmative vote of a majority of the directors in office immediately prior to such increase, and directors so elected shall serve until the term of the newly-created directorship expires.

6. REMOVAL OF DIRECTORS

Any or all of the directors may be removed, for cause, by a majority vote of the Board provided there is a quorum of not less than two-thirds of the entire Board present at the meeting of directors at which such action is taken or by a majority vote of the members of the Council present at any Annual or Special Council Meeting.

7. MEETINGS

- a) Meetings of the Board, regular or special, may be held at such place within or without the State of New York as the Board from time to time may fix or as shall be specified in the respective notice or waivers of notice thereof, except that the Board shall meet at least four times in each year.
- b) Meetings of the Board or any committee thereof may be conducted in person or by telephone conference, videoconference or other electronic means allowing all persons participating in the meeting to hear each other at the same time. Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a videoconference, telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- c) The Board may fix times and places for regular meetings of the Board and no notice of such meetings need be given.
- d) Special meetings of the Board shall be held whenever called by the Chair of the Board or by the President, or by at least one-fifth of the directors then in office. Notice of each such meeting setting forth the time, place and purpose or purposes of each such meeting shall be given by the Secretary to each director by mailing the same not later than the fifth day before the meeting, or personally or by e-mailing, faxing or telephoning the same not later than the day before the meeting. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

8. QUORUM AND VOTING

Except when a greater proportion is required by law or by a special provision of these Bylaws, the quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 40 percent of the membership of the entire Board. Except as may otherwise be required by law or by these Bylaws, the vote of a majority of the directors present and voting, if a quorum is present at the time of the vote, shall be the act of the Board. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place; no notice of any such adjournment need be given.

9. ACTION BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted by the Certificate of Incorporation or these Bylaws to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all of the members of the Board or the committee who are actually at that time in office consent in writing or by electronic vote to the adoption of a resolution authorizing the action. The resolution and the written consent thereto shall be filed with the minutes of the proceedings of the Board or the committee, as the case may be.

10. PURCHASE, SALE, MORTGAGE AND LEASE OF REAL PROPERTY

No purchase of real property shall be made by the Council and the Council shall not sell, mortgage or lease its real property unless authorized by the vote of two-thirds of the entire Board, provided that if there are 21 or more directors, the vote of a majority of the entire Board shall be sufficient.

ARTICLE VI

BOARD COMMITTEES

1. ESTABLISHMENT

The Board of Directors may establish committees of the Board and committees of the corporation, as it deems necessary, to carry out the work of the Board.

- a) Committees of the Board with the authority to act on behalf of the Board are the:
 - i. Executive Committee, as defined and with the responsibilities as defined in Article VII herein; and
 - ii. Audit, Risk & Compliance Committee, which shall have the following responsibilities:
 1. Review with the external auditor the scope and planning of the annual audit prior to the audit's commencement;
 2. Upon completion of the audit, review and discuss with the auditor any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and management, and the adequacy of the corporation's accounting and financial reporting processes;
 3. Annually consider the performance and independence of the auditor;

4. Report to the Board of Directors regarding the committee's activities; and
 5. Oversee the adoption of, implementation of, and compliance with the corporation's conflict of interest policy and/or whistleblower policy, if such functions are not otherwise performed by another committee of the Board comprised of independent directors.
- b) Committees of the Corporation as needed to carry out the work of the Board shall include, but are not limited to, the:
- i. Finance Committee, which shall have the following responsibilities:
 1. Recommend policies that maintain and improve the financial health and integrity of the organization.
 2. Review and recommend a long-range financial plan for the organization.
 3. Review and recommend an annual operating budget and annual capital budget consistent with the long-range financial plan and financial policies.
 4. Review and recommend capital expenditures and unbudgeted operating expenditures that exceed management's spending authority.
 5. Review and approve capital expenditures and unbudgeted operating expenses that, per Board approved policy, are above management's authority but below the threshold required for board approval.
 6. Review the financial aspects of major proposed transactions, new programs and services, as well as proposals to discontinue programs or services, and make action recommendations to the board.
 7. Monitor the financial performance of the organization as a whole and its major subsidiary organizations or business lines against approved budgets, long-term trends, and industry benchmarks.
 8. Require and monitor corrective actions to bring the organization into compliance with its budget and other financial targets.

- ii. Strategic Planning Committee, which shall have the responsibility to periodically review the strategic plan and recommend updates, as needed.
- iii. Diversity, Equity, Inclusion, and Anti-Racism Committee, which shall have the following responsibilities:
 - 1. Guide, support and exemplify the Council’s vision of a diverse, equitable, inclusive and anti-racist community.
 - 2. Propose initiatives designed to strengthen the Board and Council’s commitment to DEIA.
 - 3. Establish and monitor performance benchmarks, involving the Board and Council’s action and results in improving DEIA.
 - 4. Manage the Board’s continuing education on DEIA. Conduct Annual Assessments of agreed-upon performance benchmarks, involving the Board and Council’s action and results on DEIA, year-over-year.

2. COMPOSITION AND APPOINTMENT

The President shall appoint the Chair and the members of committees with the approval of the Board of Directors, provided, however; that the Treasurer shall be, ex officio, Chair of the Finance Committee.

ARTICLE VII

EXECUTIVE COMMITTEE

1. COMPOSITION, ELECTION, TERM

There shall be an Executive Committee consisting of the officers elected at the Annual Council Meeting and a sufficient number of members-at-large of the Board to make a total of not less than 6 and not more than 15 committee members. In the event that a senior Council staff member is elected to serve in the capacity of Secretary or Assistant Secretary, pursuant to Article IV, Section 3 of the Bylaws, said staff member shall not be a member of the Executive Committee but shall be invited to attend meetings of the Executive Committee at the discretion of the President. The members-at-large shall be appointed to the Executive Committee by the President for one year terms.

2. RESPONSIBILITIES

- a) The Executive Committee shall have and may exercise the powers of the Board in the interim between Board meetings to the extent permitted by law, except that

the Executive Committee shall not have the power to adopt the budget, or to amend these Bylaws, or adopt new Bylaws, or to take any 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) The Executive Committee shall submit its actions to the Board for ratification, provided that no judicial act undertaken by or at the direction of the Executive Committee on behalf of the Council shall be invalidated by failure to obtain such ratification.

3. MEETINGS

Meetings of the Executive Committee shall be called by the President. Notices of time, place and purpose of the meeting shall be given to each member of the Executive Committee not less than one day before the meeting.

4. QUORUM, VOTING

A majority of the members of the Executive Committee shall constitute a quorum thereof and the majority of those present and voting at any meeting shall determine the action of the Committee. The Executive Committee shall keep regular minutes of its proceedings and shall cause them to be recorded in a book or books for that purpose.

ARTICLE VIII

CHIEF EXECUTIVE OFFICER

1. APPOINTMENT AND REMOVAL

There shall be an executive administrator known as the "Chief Executive Officer." The Chief Executive Officer shall be appointed by, and may be removed for cause by, the Board of Directors and shall be subject to the policies of Girl Scouts of the United States of America and the policy direction of the Board of Directors.

2. RESPONSIBILITIES

The Chief Executive Officer shall be the chief administrator of the Council; shall be responsible for providing advice and assistance to the Council, the Board of Directors, the President and other officers, and the committees; and shall be responsible for administering the total operations of the Council. The Chief Executive Officer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. The

The Chief Executive Officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

ARTICLE IX

A. ASSOCIATIONS

1. ASSOCIATIONS

The Chief Executive Officer shall establish geographic subdivisions within the Council jurisdiction to be known as “Associations.”

2. MEMBERS OF ASSOCIATION

Each member of the Girl Scout movement 14 years of age or over, registered through the Council, within an Association shall be a member of that Association.

3. RESPONSIBILITIES OF THE ASSOCIATION

It shall be the responsibility of each Association to:

- a) Support the installation of Delegates, present the view of the members of the Association to the Delegates, and receive Delegates’ reports;
- b) Advise on proposed plans, policies, and other matters referred to the Association by the Chief Executive Officer;
- c) Assist in the strategic planning for the Council, to the extent requested by the Chief Executive Officer;
- d) Submit proposals to the Chief Executive Officer for improving the quality of Girl Scouting; and
- e) Perform such other duties as may be delegated by the Chief Executive Officer.

4. REGULAR MEETINGS OF THE ASSOCIATION

At least two regular meetings of the Association shall be held each year, within a time cycle determined by the Chief Executive Officer. Notice of the time, place, and purpose of the meeting shall be listed on the Council Web site and shall be sent electronically to each member of the Association for whom the Council has an email address not less than 10 days or more than 50 days before the meeting.

5. SPECIAL MEETINGS OF THE ASSOCIATION PERTAINING TO POLICY

Special meetings pertaining to policy shall be called by the Association Chair or at the request of the Board of Directors or upon written request of 10 percent of the members of the Association. No business shall be transacted except that for which the meeting has been called. Notice of time, place, and purpose of the meeting shall be listed on the

Council Web site and shall be sent electronically to each member of the Association for whom the Council has an email address not less than 10 days or more than 50 days before the meeting.

6. QUORUM

A majority of the Service Units in the Association shall be represented in person by delegates for the transaction of business.

7. APPOINTMENT, TERM, VACANCIES IN THE OFFICE OF ASSOCIATION CHAIR

A recommendation for the position of Association Chair from each Service Unit in the Association shall be submitted to the Chief Executive Officer prior to September 15 for the Chief Executive Officer's consideration. The Chief Executive Officer of the Council shall appoint each Association Chair. Vacancies shall be filled by the Chief Executive Officer. Each Association Chair shall be appointed to serve for a term of three years, beginning October 1. At the Chief Executive Officer's discretion an Association Chair can be appointed for one additional consecutive term of three years, if said additional term would be beneficial to the effective operation of the Association. No Association Chair may serve more than two terms plus any partial term as defined in Article III hereof. Whenever possible, a successor Association Chair shall be appointed from a Service Unit other than the Service Unit of the incumbent Association Chair.

8. DUTIES OF ASSOCIATION CHAIR

The Association Chair shall be responsible for:

- a) Guiding the members of the Association in their responsibilities as set forth in Section 3 of this Article;
- b) Within guidelines and policies established by the Chief Executive Officer, planning the agenda and presiding at Association Meetings;
- c) Participating in the Council Meeting(s);
- d) Carrying out such other duties as may be delegated by the Chief Executive Officer;
- e) Advising the Chief Executive Officer on the installment of an Alternate in accordance with Article 1, Section 3 hereof by determining whether an absent Delegate is absent on a temporary basis or permanent basis (due to resignation, relocation, incapacitation or death) and
 - i) If an absent Delegate is absent on a temporary basis, the Association Chair shall advise on the selection of an Alternate to replace the absent Delegate, on a meeting by meeting basis; and

- ii) If a Delegate is absent on a permanent basis (due to resignation, relocation, incapacitation or death) the Association Chair shall advise on the designation of an Alternate to replace the absent Delegate; and
- iii) In case no Alternate is available to fill the vacancy created by an absent Delegate, the Association Chair shall advise the Chief Executive Officer on the successor Delegate or Delegates from a list of nominees recommended within the absent Delegate's Service Unit, to fill the vacant Delegate's position for the remainder of the unexpired term.

B. SERVICE UNITS

1. SERVICE UNITS

The Council shall establish geographic subdivisions within the Association jurisdiction to be known as "Service Units."

2. DEFINITION OF SERVICE UNIT MANAGER

Each Service Unit shall be managed by service unit manager(s) ("Service Unit Manager(s)") who shall be appointed by the Chief Executive Officer of the Council.

3. MEMBERS OF SERVICE UNIT

Each member of the Girl Scout movement, 14 years of age or over, registered through the Council, within a Service Unit shall be a member of that Service Unit.

4. POLICY MAKING RESPONSIBILITIES OF SERVICE UNIT

It shall be the responsibility of each Service Unit to:

- a) Present a list of Delegates and Alternates elected by the Service Unit to the Association;
- b) Advise the Association on proposed plans, policies and other matters referred to the Association by the Board of Directors; and
- c) Assist in the strategic planning for the Council, to the extent requested by the Board of Directors.

5. SERVICE UNIT MEETINGS

Meetings of the Service Unit shall be called by, and frequency, time and place of such meetings shall be determined by, the Service Unit Manager or, in the absence of the Service Unit Manager, the Chief Executive Officer of the Council.

6. SERVICE UNIT NOMINATING PROCESS

Each year Service Unit Manager(s) must designate one member of the Unit, other than themselves, to present to the Service Unit a slate of Delegate and Alternate nominees which the Service Unit will elect in the spring and present to the Association for installation.

ARTICLE X

NATIONAL COUNCIL DELEGATES

1. The delegates which the Council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the members of the Council at the Annual Council Meeting held immediately preceding the regular meeting of the National Council.
2. The Board of Directors, or the President in the absence of a meeting of the Board, shall fill delegate vacancies, whether elected or ex officio, from among the persons elected to fill such vacancies, which persons shall be elected at the same time and in the same manner as delegates. If there be no such person, the Board of Directors, or the President in the absence of a meeting of the Board, shall have the power to fill vacancies among the delegates until the next meeting of the Council.
3. Delegates shall be citizens of the United States of America; shall be elected from among the active members of the Girl Scout movement in the United States of America who are 14 years of age or over and who are registered through the Council with the Girl Scouts of the United States of America; and shall serve for a term of three years from the date of their election or until their successors are elected. They may be re-elected to additional terms.
4. The Chair of the Board, the President and the Chief Executive Officer, if otherwise qualified, shall be ex officio members of the Council's delegation to the National Council.

ARTICLE XI

FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. FISCAL YEAR

The fiscal year of the Council shall begin on October 1 and end on the following September 30.

2. CONTRIBUTIONS

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

3. DEPOSITORIES

All funds of the Council shall be deposited to the credit of the Council under such conditions and in such banks as shall be designated by the Board of Directors.

4. APPROVED SIGNATURES

Signing authority for contracts, checks, and orders for payment, receipt or deposit of money, and access to securities of the Council shall be as provided by resolution of the Board of Directors.

5. BUDGET

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

6. AUDITS

A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the corporation. A report of all examinations shall be submitted to the Board of Directors and to Girl Scouts of the United States of America.

7. PROPERTY

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

8. FINANCIAL REPORTS

A summary report of the financial operations of the Council shall be made at least annually to the membership, and to the public, in such form as the Board of Directors shall provide.

9. LEGAL COUNSEL

Independent legal counsel shall be retained by the Board of Directors to:

- a) Ensure compliance with federal and state requirements;

- b) Review and advise on any and all legal instruments the Council executes, such as leases, contracts, property purchases, or sale; and
- c) Review and advise on any official statements developed for the media (print, television, or radio).

10. INVESTMENTS

The Treasurer of the Council or any person, entity, company or organization designated by:

- a) The Board of Directors or
- b) The committee of the Board appointed for such investment purposes shall invest the funds of the Council in accordance with the direction of the Board of Directors or any committee of the Board of Directors appointed for such purpose.

11. INDEMNIFICATION

Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a Director, officer or agent of the Council or serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Council, shall be indemnified by the Council, and the Council may advance such person's related expenses, to the full extent permitted by law. The Council shall have the power to purchase and maintain insurance to indemnify the Council, its Directors and officers, the Chief Executive Officer, and all other persons eligible to be indemnified hereunder, to the full extent such indemnification is permitted by law.

12. SEAL

The seal of the Council shall be circular in form and contain the name of the Council, the words "Corporate Seal" and "New York" and the year the Council was formed in the center. The Council may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

ARTICLE XII

EX OFFICIO MEMBER

The term "ex officio member" shall mean a member of a committee or other group who shall possess voice, voting and all other rights granted to an elected or appointed member of such committee or group.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order Newly Revised,” in its latest edition, shall be the parliamentary authority governing the meetings of the Council, Board of Directors, Executive Committee, Associations and all committees, subject to applicable law, the Certificate of Incorporation, these Bylaws, and any special rules of order adopted by the Council.

ARTICLE XIV

AMENDMENTS

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the members of the Council present at any meeting of the Council at which a quorum is present or by the affirmative vote of a majority of the members of the Board present at any meeting of the Board at which a quorum is present; provided, that any amendment to the Bylaws adopted by the Board that would have a material effect on the rights of the members set forth in these Bylaws shall require the affirmative vote of a majority of the members. Notice or waiver of notice of any such meeting shall have specified or summarized the changes to be made.

Notice will be provided to members of any changes to the Bylaws made by the Board at the next Annual Meeting of the Council.