

GIRL SCOUTS OF EASTERN MISSOURI
BYLAWS
(REVISED: 3/27/21)

ARTICLE I - THE COUNCIL

1. Corporation. The name of the corporation shall be Girl Scouts of Eastern Missouri, Inc., herein referred to "Council" or "Corporation," a not-for-profit corporation organized under the laws of the State of Missouri. The membership body of the Council shall be known as the Representative Assembly.
2. Purpose. The purpose of the Corporation shall be to direct and coordinate the Girl Scout movement in its area, which purpose shall be nonsectarian, nonpolitical and not-for-pecuniary profit.

ARTICLE II – REPRESENTATIVE ASSEMBLY

1. Voting Members. Delegates to the Representative Assembly shall be registered Girl Scouts 14 years of age or older, except that full-time employees of the Council may not be Delegates. Voting Members of the Representative Assembly shall be as follows:
 - a. Delegates elected by Neighborhoods (defined in Article IX). Neighborhood Delegates shall equal not less than 66 percent of the Members of the Representative Assembly.
 - b. Members of the Board of Directors, District Managers, Chair of Field Committee and Members of the Board Development Committee, who are not otherwise Delegates to the Representative Assembly, shall be ex-officio voting Members of the Representative Assembly.
 - c. All Delegates shall serve only for the terms to which they have been elected and only for as long as they are and remain Members affiliated with the Council.
2. Election and Term of Delegates. Each Neighborhood shall be entitled to elect three Delegates, the third of whom must be a registered girl member 14 years or older and three alternates, the third of whom must be a registered girl member 14 years or older. Delegates shall be elected for a term of two years and may be elected again for one consecutive term. Terms shall begin on June 1. There shall be a lapse of one year before a Delegate may serve again.

3. Responsibilities. The Delegates of the Representative Assembly shall:
 - a. Elect the Officers of the Council, the Members-at-Large of the Board of Directors, Members of the Board Development Committee, and Delegates and Alternates to the National Council of Girl Scouts of the United States of America (as provided in Article X);
 - b. Determine the general direction for Girl Scouting within the Council's jurisdiction by receiving and acting upon reports of the Board of Directors and by giving guidance to the Board of Directors;
 - c. Amend the Articles of Incorporation and Bylaws, as necessary;
 - d. Take all other action requiring membership vote, within the responsibilities of the Representative Assembly;
 - e. Conduct such other business as may from time-to-time come before the members.

Proposals for action or discussion at a meeting of the Representative Assembly may originate in Neighborhoods, Members of the Representative Assembly, or by referral from the Board of Directors. Proposals for action or discussion from Neighborhoods or Members of the Representative Assembly must be submitted to the Board Secretary in writing at least 60 days prior to the next Representative Assembly meeting. The Board of Directors may determine in its discretion whether such proposals for action or discussion relate to matters which should properly be acted upon at the next Representative Assembly meeting, provided however, the Board of Directors may not deny consideration of proposals submitted by at least 33 percent of the Neighborhoods in each of 33 percent or more Districts.

4. Regular Meetings. The Representative Assembly shall hold at least one business meeting per calendar year. This meeting shall be held in spring (hereinafter referred to as the "Annual Meeting"), at such time and place as determined by the Board of Directors. Notice of the time, place and purpose of the meeting shall be provided to each Member of the Representative Assembly not less than 30 days and not more than 40 days prior to the date of the meeting.
5. Special Meetings. Special Meetings of the Representative Assembly may be called by the Chair of the Board. Further, Special Meetings of the Representative Assembly shall be called on action of the Board of Directors, on written request of at least five percent of the voting Members of the Representative Assembly as prescribed under

Section 355.236 of the Missouri Nonprofit Corporation Act as now in effect or hereafter amended (the “Act”), or on written request signed by a simple majority of voting Neighborhood Members of not less than 33 percent of the Neighborhoods in each of four or more Districts. The purpose of such meeting shall be stated in the written notice. 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 provided to each Member of the Representative Assembly not less than 10 days and not more than 60 days prior to the date of the meeting.

6. Quorum. At least 33 percent of the Members of the Representative Assembly shall be present to constitute a quorum for the transaction of business at any meeting provided, however, that at least 33 percent of the Neighborhoods shall have at least one elected Delegate present. One or more Members of the Representative Assembly may participate in a meeting by, or conduct the meeting through the use of, a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.
7. Voting Procedures.
 - a. Each Member of the Representative Assembly shall be entitled to one vote. Matters shall be determined by a majority vote of quorum, unless otherwise provided by law or by these Bylaws or by parliamentary authority.
 - b. A single slate ballot for the election of Officers of the Council, Members-at-Large of the Board of Directors, Board Development Committee Members and National Council Delegates and Alternates shall be provided by electronic mail to Members of the Representative Assembly not less than 30 nor more than 40 days prior to the Annual Meeting. Space for write-in votes shall be provided on each ballot. An executed ballot may be returned by a Member of the Representative Assembly to the Council by electronic mail. The ballot shall comply with the requirements prescribed under Section 355.266 of the Act.

ARTICLE III – THE BOARD DEVELOPMENT COMMITTEE

1. Composition. The Board Development Committee shall consist of nine Members plus the CEO, with the CEO serving as an ex-officio Member without a vote. The Board Development Committee shall include at least two but not more than four Board Members, including the Chair of the Board Development Committee, who shall be an ex-officio voting Member of the Board of Directors, if not already a

Member of the Board of Directors. At least one of the Members of the Board Development Committee shall be an individual who is determined by the Board Development Committee to be an experienced, active volunteer of the Council.

2. Election, Term and Vacancies. Members of the Board Development Committee shall be elected by the Members of the Representative Assembly for one term of three years or until their successors are elected and qualified and shall not be eligible again for Board Development Committee membership until after a lapse of one year. Terms of office shall begin at the close of the Annual Meeting at which their election is reported. The Board of Directors shall have the power to fill vacancies in the Board Development Committee until the next Annual Meeting.
3. Selection and Term of the Chair. The Chair of the Board Development Committee shall be appointed by the Chair of the Board of Directors from among the Board Development Committee Members for a term of one year and may serve a maximum of two terms as Chair of the Board Development Committee. In the event of a vacancy in the office of Chair of the Board Development Committee, the Chair of the Board of Directors shall appoint a person to fill the unexpired term from among the Board Development Committee Members. The Chair of the Board Development Committee shall be an ex-officio voting Member of the Board of Directors, if not already a member of the Board of Directors.
4. Quorum. A majority of the Members of the Board Development Committee shall be present to constitute a quorum for the transaction of business, provided that the number of Members of the Board of Directors does not exceed the number of non-Board Members. One or more Members of the Board Development Committee may participate in a meeting by, or conduct the meeting through the use of, a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.
5. Responsibilities. The Board Development Committee shall:
 - a. Present annually to the Representative Assembly, not less than 30 nor more than 40 days prior to the Annual Meeting, a single slate of nominees for Officers of the Council, Members-at-Large of the Board of Directors and Members of the Board Development Committee. In the year preceding the regular meeting of the National Council of Girl Scouts of the United States of America, the Board Development Committee shall, in addition, present to the

Representative Assembly a single slate of nominees for Delegates and Alternates to the National Council.

- b. Recommend to the Board of Directors candidates to fill vacancies occurring among the Officers of the Council (except as otherwise provided by these Bylaws), Members-at-Large of the Board of Directors, and Members of the Board Development Committee.
 - c. Work in conjunction with the Executive Committee to develop the annual Board of Directors performance assessment process.
 - d. Recommend tools for the Board of Directors assessment, report results of the assessment and identify areas for improvement.
 - e. Work in conjunction with key Board of Directors leadership to assign Board Members to the appropriate committees.
 - f. Partner with key Board of Directors leadership to design and conduct Board orientation and education.
 - g. Work in conjunction with key Board of Directors leadership to identify Board education opportunities.
6. Removal. A member of the Board Development Committee may be removed with or without cause by a vote of the total membership of the Representative Assembly only at a meeting called for the purpose of removing the member and the meeting notice must state that the purpose, or one of the purposes of the meeting is removal of the member of the Board Development Committee. In addition, to the extent permitted under the Act, a member of the Board Development Committee may be removed with cause by a vote of not less than 66 percent of the Board of Directors or upon recommendation of 66 percent of the quorum of the Representative Assembly and a simple majority of the Board of Directors.

ARTICLE IV – OFFICERS

1. Number and Title. The Officers of the Council shall be a Chair of the Board and President (hereinafter referred to as "Chair of the Board"); First Vice-Chair, Second Vice-Chair, Secretary and Treasurer.
2. Election, Term and Vacancies. The Officers shall be elected by the Members of the Representative Assembly for a term of two years or until their successors are

elected and qualified. The term of office of approximately one-half of the Officers shall expire at each Annual Meeting. No person may serve more than three consecutive terms in any one of these offices. Terms of office shall begin at the close of the Annual Meeting at which their election is reported. The Board of Directors shall have the power to fill vacancies, other than that of the Chair of the Board, until the next Annual Meeting. In the event of a vacancy (non-temporary) in the office of the Chair of the Board as determined by the Board Development Committee, an appointment will be made from a Member of the Executive Committee by the Board Development Committee to serve until the next Annual Meeting.

3. Duties.

- a. The Chair of the Board shall be the Chief Corporate Officer and preside at the Meetings of the Representative Assembly, the Board of Directors, and the Executive Committee; shall represent the Council in the community; shall be responsible for implementation of the direction given by the Representative Assembly in accordance with Article II, Section 3, above, or by action of the Board; shall report to the membership and to the Board of Directors on the conduct and management of the affairs of the Council; shall be an ex-officio voting member of standing committees of the Board of Directors and of all other committees established by the Board of Directors; and shall have such other powers to perform such other duties as may be assigned by the Board of Directors. The Chair of the Board, if otherwise eligible, shall be an ex-officio voting Delegate to the National Council of Girl Scouts of the United States of America.
- b. The First and Second Vice-Chairs shall have such duties as may be assigned by the Chair of the Board or the Board of Directors. In the temporary absence or disability of the Chair of the Board, a Vice-Chair, in the order of their rank, shall preside at meetings of the Representative Assembly, the Board of Directors, and the Executive Committee.
- c. The Secretary shall be responsible for issuance of notices for all meetings of the Representative Assembly, Board of Directors, and Executive Committee, and shall ensure that the minutes of such meetings are kept; shall be responsible for the custody of corporate books, records and files; shall exercise the powers and perform such other duties usually incident to the office of the Secretary and shall exercise such other powers and perform

such other duties as may be assigned by the Chair of the Board or the Board of Directors.

- d. The Treasurer shall be responsible for the receipt and custody of all monies of the Council and for the disbursement thereof, as authorized by the Board of Directors, keeping an accurate account of the monies received and paid out, execution of contracts or other instruments authorized by the Board and preparation and issuance of financial statements and reports; and shall exercise the power and perform such other duties usually incident to the office of the Treasurer; and shall exercise such other powers and perform such other duties as may be assigned by the Chair of the Board or the Board of Directors. The Treasurer shall be an ex-officio voting Member of the Finance Committee.
4. Removal. An elected Officer may be removed with or without cause by at least 66 percent vote of the Board of Directors or upon recommendation of the Representative Assembly and a simple majority of the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

1. Powers, Responsibilities and Accountabilities.
 - a. The corporate business and affairs of the Council shall be managed under the direction of the Board of Directors except as may be otherwise provided in these Bylaws or the Articles of Incorporation. The Board of Directors is accountable to the membership for governing the affairs of the Council; the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements; the state of Missouri in which it is incorporated for adhering to state corporate law; and to the federal government in matters relating to legislation affecting non-profit and non-stock organizations
 - b. Any member of the Board of Directors who is absent from two consecutive regular Board Meetings in their entirety in any fiscal year without good cause, acceptable to the Chair of the Board or her or his designee, shall be considered to have resigned and upon approval by a majority vote of the Members of the Board of Directors then in office at any regular meeting of the Board of Directors shall be notified to that effect.
 - c. The Board of Directors shall have the authority to establish an advisory, honorary or other named group (such name to be determined by the Board of

Directors), which advisory, honorary or other group shall, subject to limitations of applicable law, have such purpose(s) and such power(s) as the Board of Directors by resolution may confer. The establishment of such advisory, honorary or other group does not delegate to it any of the powers of the Board of Directors and does not in any manner diminish the power and authority of the Board of Directors.

2. Composition. The Board of Directors shall consist of the Officers of the Council, and in addition, up to 25 Members-at-Large. Two of the Members-at-Large shall be girl Members 14 years of age or older. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall be an ex-officio voting Member of the Board of Directors. All Board Members must be current Members of the Girl Scouts of the USA during the term of their service.
3. Election and Term. The Members-at-Large shall be elected by the Members of the Representative Assembly for a term of three years or until their successors are elected and qualified. Members-at-Large shall serve for no more than two consecutive terms. The term of office of approximately one-third of the Members-at-Large shall expire at each Annual Meeting. Terms of office shall begin at the close of the Annual Meeting at which their election is reported. Regardless of the number of consecutive terms any person shall have served as Member-at-Large, such person shall be eligible to be a Member of the Board of Directors when serving as an Officer or as Chair of the Board Development Committee.
4. Vacancies. The Board of Directors shall have the power to fill vacancies in its own membership from those recommended by the Board Development Committee until the next Annual Meeting of the Representative Assembly, except as provided in Article IV, Section 2, of these Bylaws.
5. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time(s) and place(s) and using such means as may be determined by resolution of the Board of Directors except that the Board of Directors shall meet no less than five times each calendar year. Notice of time, place and purpose of each meeting shall be provided to each Director not less than 10 days prior to the meeting.
6. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board or by the Executive Committee and shall be called upon written request of not less than 10 Directors. The purpose of such meetings shall be stated with the request and no business shall be transacted except that for which the meeting has been called. Special meetings of the Board of Directors shall be held at

the usual and customary place(s) and by the usual and customary means by which the regular meetings of the Board of Directors are held unless otherwise determined by the Board of Directors. Notice of time, place and purpose of each meeting shall be provided to each Director no less than 24 hours prior to the meeting.

7. Quorum. A majority of the Members of the Board of Directors shall be present to constitute a quorum for transaction of business.
8. Place of Meeting. The Board of Directors may hold Regular or Special Meetings in or out of this state. The Board of Directors may permit any or all Directors to participate in a Regular or Special Meeting by, or conduct the meeting through the use of, a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.
9. Action Without a Meeting. Action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Members of the Board of Directors, individually or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent(s) shall be delivered to the Council and filed with the minutes of the proceedings of the Board of Directors.
10. Removal. An elected Member-at-Large may be removed with or without cause by a vote of the total membership of the Representative Assembly only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose or one of the purposes of the meeting is removal of the member-at-large. In addition, to the extent permitted under the Act, an elected Member-at-Large may be removed with cause by a vote of not less than 66 percent of the Board of Directors or upon recommendation of 66 percent of the quorum of the Representative Assembly and a simple majority of the Board of Directors.

ARTICLE VI – BOARD COMMITTEES

1. Establishment. The Board of Directors may establish such Standing or Special Committees, as it deems necessary except that the following Standing Committees shall be required: Audit and Finance. Standing Committees shall have such powers and duties as may be determined from time-to-time by action of the Board of Directors. Special Committees shall have such name(s), powers, duties, terms and existence as may be determined from time-to-time by action of the Board of Directors and as defined by the Board of Directors in the Committee Charter.

2. Appointment and Term of Standing and Special Committee Chair.

- a. The Chair of each Standing Committee of the Board of Directors shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors, for a maximum term of three years or until a successor is appointed and shall serve no more than two consecutive terms. The Chair of each Standing Committee shall be appointed from among the Members-at-Large of the Board of Directors unless determined otherwise by these Bylaws or otherwise by the Board of Directors. Appointments to the position of Committee Chair or appointments to fill vacancies thereof may be approved at the Board Meeting following the Annual Meeting of the Representative Assembly or as provided in Article V, Section 9, of these Bylaws.
- b. The Chair of each Special Committee of the Board of Directors shall be appointed by the Chair of the Board subject to the approval of the Board of Directors for a term of three years or less, as determined by the charge of the Special Committee and shall serve no more than two consecutive terms on the specific Committee to which they were appointed. The Chair of each Special Committee shall be appointed from among the Members-at-Large of the Board of Directors unless otherwise required by these Bylaws or otherwise approved by the Board of Directors. Appointments to the position of Special Committee Chair or appointments to fill vacancies thereof may be approved at any regular meeting of the Board or as provided in Article V, Section 9, of these Bylaws.

3. Appointment and Term of Standing and Special Committee Members.

- a. Each Standing or Special Committee shall include not less than two Directors with the total number of Directors determined by the Committee Charter and approved by the Board of Directors. The Chair of the Board is an ex-officio Member of each such Standing or Special Committee.
- b. Except as otherwise specified in these Bylaws, Standing Committee Members shall be appointed by the Chair of the Board after consultation with the Chair of the respective committee and subject to the approval of the Board of Directors for a term of one year or until a successor is appointed and may serve a maximum of six consecutive years and not be eligible to serve on the same committee until after a lapse of one year.
- c. Special Committee Members shall be appointed by the Chair of the Board after consultation with the Chair of the respective committee and subject to the approval of the Board of Directors for a term specified in the Committee

Charter approved by the Board of Directors, which term shall be no longer than two years or until a successor is appointed.

- d. Any Standing or Special Committee with the power to exercise the authority of the Board of Directors shall be composed solely of Directors.

ARTICLE VII – EXECUTIVE COMMITTEE

1. **Composition.** The Executive Committee shall consist of the Officers of the Council, the Chair of the Board Development Committee, and three Members-at-Large elected by the Board of Directors from among its Board Members. The term of the Members-at-Large on the Executive Committee shall be one year. Members-at-Large of the Executive Committee shall serve no more than two consecutive terms and shall not be eligible again until after the lapse of one year. Members-at-Large of the Executive Committee shall be elected at the first Board Meeting after the Annual Meeting. The Chair of the Board shall be Chair of the Executive Committee.
2. **Meetings.** Meetings will be called at the request of the Chair of the Board or at the request of any five Members of the Executive Committee. No less than 24 hour notice of the time, place and purpose of the meeting shall be provided to each Member of the Executive Committee prior to the meeting.
3. **Responsibilities.** The Executive Committee shall serve in an advisory capacity to the Chair of the Board; shall transact business or consider matters in the interim between Board Meetings; and shall meet as needed. The Executive Committee shall not exercise the following powers: (i) the power to approve the budget; (ii) the power to adopt and amend policies; and (iii) the power to determine reports and proposals to the membership or Delegate Body. The Executive Committee shall report its actions timely to the Board of Directors for ratification at the Board's next regularly scheduled meeting.
4. **Quorum.** A majority of the Members of the Executive Committee must be present to constitute a quorum for the transaction of business. One or more Members of the Executive Committee may participate in a meeting by, or conduct the meeting through the use of, a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

ARTICLE VIII – CHIEF EXECUTIVE OFFICER

1. Appointment. There shall be a chief administrator known as the Chief Executive Officer. The Chief Executive Officer shall be appointed by the Board of Directors on the recommendation of a search committee, established by the Board of Directors, and serves at the pleasure of the Board of Directors.
2. Responsibilities. The Chief Executive Officer shall be responsible for providing advice and assistance to the Representative Assembly, Board of Directors, Executive Committee, Chair of the Board, other Officers and Committees; and shall be responsible for administering the total operations of the Council. The Chief Executive Officer shall have the authority to employ and release all employed staff in accordance with policies established by the Board of Directors. The Chief Executive Officer shall have such other powers to perform such other duties as may be provided by the Board of Directors through the Chair of the Board. The Chief Executive Officer, if otherwise eligible, shall be an ex-officio voting Delegate to the National Council of Girl Scouts of the United States of America.

ARTICLE IX – DISTRICTS AND NEIGHBORHOODS

1. Composition. The Board of Directors shall establish geographic subdivisions known as Districts and those Districts shall be divided into Neighborhoods. Each active, registered, adult Member of the Girl Scout movement affiliated with the Council and residing in or serving in the Neighborhood shall be a Member of the Neighborhood, except that no person may be a voting Member of more than one Neighborhood.
2. Responsibilities. The Neighborhood shall elect Neighborhood Nominating Committee Members, Delegates and Alternates to the Representative Assembly. Each District Manager shall serve on an operational committee led by the Field Committee Chair, who by virtue of position, shall be an ex-officio voting Member of the Representative Assembly.
3. Meetings. Meetings of a Neighborhood shall be held as often as necessary to conduct the business of the Neighborhood as well as to conduct elections for the Delegates and Alternate Delegates to the Representative Assembly.
4. Quorum. The number of persons equal to one more than one-half of the number of troops currently registered in the Neighborhood shall be present to constitute a quorum for the transaction of business of a Neighborhood. Any person may participate in a meeting of a Neighborhood by, or conduct the meeting through the use of, a conference telephone or similar communications equipment whereby all

persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

5. Neighborhood Nominating Committee

- a. Composition. There shall be a Neighborhood Nominating Committee in each Neighborhood consisting of five active, registered, adult Members of the Girl Scouts of the USA who are affiliated with the Neighborhood.
- b. Election, Term, and Vacancies. Members of the Neighborhood Nominating Committee shall be elected by the Neighborhood. Members of the Neighborhood Nominating Committee shall be elected for a term of two years or until their successors are elected. Each Member of the Neighborhood Nominating Committee may serve two consecutive terms and shall not be eligible again for such Committee membership until after the lapse of one year. Term begins June 1. The Neighborhood Manager shall have the power to fill vacancies in the absence of the Neighborhood Nominating Committee until the next meeting of the Neighborhood.
- c. Selection and Term of Chair. The Chair of the Neighborhood Nominating Committee shall be appointed by the Neighborhood Manager from among the Neighborhood Nominating Committee Members and shall serve for a term of two years or until a successor has been appointed. The Chair of the Neighborhood Nominating Committee may serve two consecutive terms. There shall be a lapse of one year before serving again as Chair of the Neighborhood Nominating Committee. A vacancy in the office of Chair of the Neighborhood Nominating Committee shall be filled by the Neighborhood Manager for the remainder of the unexpired term.
- d. Quorum. A majority of the Members of the Neighborhood Nominating Committee shall be present to constitute a quorum for the transaction of business. Members of the Neighborhood Nominating Committee may participate in a meeting by, or conduct the meeting through the use of, a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

- e. Responsibilities. The Neighborhood Nominating Committee shall present to the Neighborhood a single slate of candidates for Delegates and Alternates to the Representative Assembly.

ARTICLE X – NATIONAL COUNCIL DELEGATES AND ALTERNATES

The Delegates and Alternates whom 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 Representative Assembly in the year preceding the regular meeting of the National Council. Delegates and Alternates to the National Council of Girl Scouts of the United States of America shall meet the criteria as established by 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. The Chair of the Board shall fill Delegate vacancies from among the Alternates. If there be no such persons, the Chair of the Board shall have the power to fill Delegate vacancies from among Members, 14 years of age or older, whose membership in the organization is current. The Chair of the Board and the Chief Executive Officer shall be Delegates to the National Council of Girl Scouts of the United States of America.

ARTICLE XI – FISCAL POLICIES

1. Fiscal Year. The fiscal year of the Council shall be October 1-September 30.
2. Contributions. Any contributions, bequests and gifts made to the Council shall be accepted or collected as authorized in the Gift Acceptance Policy approved by the Board of Directors as the same may be amended or revised from time-to-time.
3. Depositories. All funds of the Council shall be deposited to the credit of the Council under such conditions and in such financial institutions as shall be designated by the Board of Directors.
4. Approved Signatures. Approvals for signatures necessary on contracts, checks and orders for the payment, receipt or deposit of money and access to securities of the Council shall be provided by resolution of the Board of Directors.
5. Bonding. All persons having access to, or major responsibility for, the handling of monies and securities of the Council shall be bonded or the Council shall maintain employee dishonesty insurance, as provided by resolution of the Board of Directors in the amount authorized by the Board of Directors.

6. Budget. The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenditures shall be incurred in excess of the total budgetary appropriation without prior approval of the Board of Directors.
7. Contracts and Debts. Contracts or obligations in excess of \$20,000 per year or \$50,000 in the aggregate, except as provided in the annual budget, shall be approved by resolution of the Board of Directors. The Board of Directors, by resolution, shall determine the procedures for approval and handling of contracts and obligations.
8. Audits. A Certified Public Accountant or other Independent Public Accountant (together or separate "Accountant") shall be engaged by the Audit Committee to make an annual examination of the financial accounts of the corporation. If the Audit Committee recommends changing the existing Accountant, its recommendation shall be reviewed and considered by the Board of Directors. A report of all examinations shall be submitted to the Board of Directors and to Girl Scouts of the United States of America.
9. Legal Counsel. Independent legal counsel shall be retained by the Council to assist the Chief Executive Officer and her/his representative(s) to ensure compliance with federal and state requirements; and upon request of the Chair of the Board or Chief Executive Officer or the representative of either, to provide advice and counsel regarding matters that may include, but not be limited to, any and all legal instruments the Council executes, such as leases, contracts, property purchases or sales; and any official statements developed for the media.
10. Property. Title of all property, with the exception of subordinate unit equipment, shall be held in the name of the Council. No subordinate unit, Troop, District or Neighborhood, may own real property or personal property other than Troop-related equipment.
11. 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(s) as the Board of Directors shall prescribe and in accordance with applicable law.
12. Investments. The Treasurer of the Council 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.

13. Indemnification of Directors, Officers, Employees and Agents. Each person who is or was a Director, Officer, Employee or Agent of the Corporation or is or was serving at the request of the Corporation as a Trustee, Director, Officer, Employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation in the manner and to the maximum extent that the Corporation has power to indemnify such person under Sections 355.461 to 355.501 of the Act as now in effect or hereafter amended or other applicable law.

ARTICLE XII – PARTIAL TERMS

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

ARTICLE XIII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, as the same may be amended or revised from time-to-time shall be the parliamentary authority governing the meetings of the Board of Directors, Representative Assembly, District Committees, Neighborhood, Executive Committee and all Committees subject to the laws of the state, the Articles of Incorporation and these Bylaws.

ARTICLE XIV – AMENDMENTS

These Bylaws may be amended upon approval by:

1. The Board of Directors and following the approval by the Board of Directors.
2. The Representative Assembly by 66 percent of the votes cast or a majority of the voting power, whichever is less, provided that a quorum is present and that the proposed amendment shall have been included in the notice of the meeting.