

BYLAWS

Girl Scouts of Northeastern New York, Inc.

ARTICLE I – THE CORPORATION

1. **Corporation.** The term “Council” used herein refers to Girl Scouts of Northeastern New York, Inc.
2. **Membership of the Council.** Only persons who are members of the Girl Scout movement, 14 years of age or over and registered through the Council are eligible to be members of the Council. Members of the Council, in meeting assembled, shall consist of:
 - a. delegates elected by service units, as provided in Article VII; and
 - b. members of the Board and members of the Council's Nominating and Board Development Committee who are not otherwise members of the Council, all of whom shall be *ex-officio* members of the Council.

At least two-thirds of the members must be elected by service units. All members shall hold membership only for the term to which they have been elected and only for so long as they are registered through the Council. Members shall provide the Council with prompt notice of any changes to their mailing address or email address.

3. **Member Responsibilities.** The members of the Council shall:
 - a. elect the (i) officers of the Council; (ii) the adult members-at-large of the Board; (iii) the youth members-at-large of the Board; (iv) the members of the Council's Nominating and Board Development Committee; and (v) delegates 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;
 - c. adopt and, if necessary, amend the Council's certificate of incorporation and bylaws;
 - d. take any other action requiring a membership vote; and
 - e. conduct such other business as may, from time to time, come before the members.
4. **Annual Meeting of the Council.** The annual meeting of the members of the Council shall be held at such time and place as may be determined by the Board. The annual meeting will be held prior to March 30th. Notice of the time, place and purpose of the annual meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these bylaws, shall be given personally, mailed or sent by facsimile telecommunication or electronic mail to each member of the Council not more than 45 days and not less than 30 days before the meeting. The annual meeting shall be open to any persons registered with the Girl Scouts of the United States of America ("GSUSA") and residing within the geographic area of the Council.
5. **Special Meetings of the Council.** Special meetings of the Council shall be called by the Board chair, within 14 days, upon written request of (i) two-thirds of the voting members of the Board or (ii) at least 25 percent of the members of the Council, provided that such members of the Council represent at least a majority of the service units. The purpose of special meetings 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 of the meeting shall be given personally or mailed to the member's address as it appears in the books of the Council, or to the electronic postal address, or fax number last made known in writing to the Council by the member. Notice must be given not less than 10 days before the meeting.
6. **Waiver of Notice.** The transactions of any meeting of members, either regular or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular

call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote who was not present in person or by proxy signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance at a meeting shall also constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice.

7. **Quorum.** A quorum to transact business requires (i) the presence of ten percent of the members of the Council and (ii) the presence of elected delegates representing ten percent of the service units which have elected delegates at the time of the business.

8. **Proxy voting.** Any voting member of the Council may appoint the Presiding Officer (the Chair or other elected officer presiding at the meeting) as a person authorized to vote on such voting member's behalf at meetings of the members. Such appointment may be made by a signed writing or by electronic mail given to the Presiding Officer or the Presiding Officer's designee and must instruct the Presiding Officer how to vote on issues coming before the Council, and the Presiding Officer shall vote in accordance with such instructions. A member represented by a valid proxy will count toward the quorum requirement for member meetings. At the conclusion of the meeting, all proxies shall expire.

9. **Voting Procedures.** Each Council member present in person or represented by proxy shall be entitled to one vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the members present in person or by proxy, unless otherwise provided by law or these bylaws or by parliamentary authority pursuant to Article X.

10. **Electronic Participation in Meetings.** Meetings of the members of the Council may be held on a virtual platform, to be determined by the board, using such equipment that allows all persons participating to hear each other at the same time.

ARTICLE II – BOARD OF DIRECTORS

1. **Powers, Responsibilities and Accountabilities.** The corporate business and affairs of the Council shall be governed by a board of directors (the “Board”), except as may be otherwise provided in these bylaws or the certificate of incorporation. The Board is accountable to the elected membership for governing the affairs of the Council, to the board of directors of GSUSA for compliance with the charter requirements, and to New York State and the Federal government for ensuring the Council’s adherence to all applicable law.

2. **Composition.** The Board shall consist of:

a. *Elected officers.* The elected officers of the Council as determined under Article VI shall be members of the Board.

b. *Adult Members-at-large.* The Board shall have the power to determine the number of adult members-at-large, but there shall never be fewer than eight nor more than sixteen Board positions for adult members-at-large. Adult members-at-large must be at least 18 years old.

c. *Youth Members-at-large.* The Board shall have the power to determine the number of youth members-at-large, but there shall never be more than two Board positions for youth members-at-large. Youth members at-large must be 16 or 17 years old on the date their term commences. Youth members-at-large serve without privilege of vote, even if they become 18 years old while serving.

3. **Eligibility for Board Membership.** As required by New York State law, all Board members must be at least 16 years of age. No person serving a third consecutive term on the Board as an adult member-at-large shall be eligible for election as an adult member-at-large.

4. **Election and Term.** The adult members-at-large shall be elected by the members of the Council for a term of two years or until their successors are elected. The youth members-at-large, shall be elected by the

members of the Council for a term of one-year. A youth member-at-large may be re-elected to a second one-year term. The terms of office shall begin May 1st following the annual meeting of the members, at which the elections are held. The term of office of approximately half of the adult members-at-large shall expire each May 1st.

5. **Vacancies.** Vacancies in the Board occurring by death, resignation, the creation of new directorships, or otherwise, shall, unless provided for otherwise by the laws of the State of New York, be filled until the next annual meeting of the members by a vote of the majority of the remaining directors then in office, though not less than a quorum at any meeting of the Board called for that purpose.

6. **Regular Meetings of the Board.** Regular meetings of the Board shall be held at such time and place as may be determined by the chair in consultation with the Board, except that the Board shall meet no less than five times each year. Notice of the time, place, and purpose of the meeting shall be mailed or sent by electronic means to each Board member not less than fourteen days before the meeting.

7. **Special Meetings of the Board.** Special meetings may be called by the chair. Special meetings also shall be called by the chair upon written request of five Board members. 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. Notice of the time, place and purpose of a special meeting shall be sent to each member of the Board not less than twenty-four hours before the meeting. Notice will be deemed to have been given if transmitted by mail, e-mail, fax, or orally, including by telephone.

8. **Waiver of Notice.** The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each voting member of the Board not present signs a written waiver of notice or a consent to holding the meeting or approves the minutes. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any member of the Board who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

9. **Quorum.** A majority of the entire Board shall be present in person to constitute a quorum for the transaction of business. As used in these Bylaws, "entire Board" means the total number of directors entitled to vote which the Council would have if there were no vacancies. If the Board has not fixed the number of adult members-at-large within the range specified in Section 2.b of this Article, then the "entire board" shall consist of the number of directors within such range that were elected as of the most recently held election of directors, as well as any directors whose terms have not yet expired.

10. **Electronic Participation in Meetings.** Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference call, 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 the meeting.

11. **Proxy Voting Prohibited.** So long as New York State prohibits proxy voting by members of a board of directors, no board member may vote at a board meeting or board subcommittee meeting by proxy.

12. **Voting Procedures.** Each Board member (excepting the CEO and youth members-at-large) present in person shall be entitled to one vote. All votes may be by voice or, as determined by the Board, other means. All matters shall be determined by a majority vote of the voting members present, provided a quorum is present, unless otherwise provided by law or these bylaws or by parliamentary authority pursuant to Article IX.

13. **Action Without a Meeting.** Any action that may be taken by the Board may be taken without a meeting if all voting members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the voting members of the Board shall be filed with the minutes of the proceedings of the Board.

14. **Removal.** Any Board member who is absent from two consecutive Board meetings without explanatory correspondence sent to the chair shall be given notice that they have been absent from such meetings and a third unexplained absence may result in their removal from the Board. Any Board member

who is absent from three consecutive Board meetings without explanatory correspondence sent to the chair shall, upon a majority vote of the members present and voting at a regular meeting of the Board, be deemed to have resigned and shall be notified to this effect. Any Board member may be removed, with or without cause, by a three-fourths vote of the members of the Council.

15. Indemnification. The Council shall indemnify its directors and officers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against the director or officer by action in court or otherwise, by reason of the fact that such person was a director or officer of the Council or serving at the request of the Council in any capacity at any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, if the director or officer was acting in good faith for a purpose which such person reasonably believed to be in or in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Council, and had no reasonable cause to believe that such conduct was unlawful.

16. Fiscal Responsibilities of the Board.

- a. Fiscal Year. The Board shall establish, and may change, the fiscal year of the Council.
- b. Contributions. Any contributions, bequests and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board. Guidelines for accepting contributions must be established by the Board.
- c. 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.
- d. 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.
- e. Bonding. All persons having access to, or major responsibility for the handling of moneys and securities of the Council shall be bonded, as provided by resolution of the Board.
- f. Budget. The annual budget of estimated income and expenditures shall be approved by the Board. No expense shall be incurred in excess of the total budgetary appropriation without prior approval of the Board.
- g. Audits. A certified public accountant or other independent public accountant shall be retained by the Board to make an annual examination of the financial accounts of the Council. A report of all examinations shall be submitted to the Board and GSUSA.
- h. Financial Reports. A summary report of the financial operations of the Council shall be made at least annually to the membership and the public in such a form as the Board shall provide.
- i. Legal Counsel. Independent legal counsel should be retained by the Board to: (a) ensure compliance with federal and state requirements; and (b) review and advise on any material legal instrument the Council is to execute.
- j. Investments. The Council shall have the right to retain all or any part of securities or property acquired by it and may invest and reinvest any funds held by it, according to the judgment of the Board, as reflected by the investment policies of the Council. However, no action shall be taken on behalf of the Council if such action would result in the revocation of the Council's tax-exempt status.

17. Conflict of Interest, Related Party Transaction and Whistleblower Policies. The Board shall adopt and enforce conflict of interest, related party transaction and whistleblower policies consistent with the requirements of New York's Not-for-Profit Corporation Law and other applicable law.

ARTICLE III – EXECUTIVE COMMITTEE

1. **Purpose and Powers.** The Council shall have an executive committee (the "Executive Committee") that shall, subject to the limitations imposed by Section 712 of the New York Not-for-Profit Corporation Law, have, and may exercise, the powers of the Board between Board meetings, except that the Executive Committee shall not have the power to adopt the budget or take any action that is contrary to, or a substantial departure from, the direction established by the Board or that represents a major change in the affairs, business, or policy of the Council.
2. **Composition.** The Executive Committee shall consist of (i) the Council's elected officers, and (ii) the CEO, who shall serve without privilege of vote.
3. **Chair.** The chair of the Board will be the chair of the Executive Committee.
4. **Meetings.** Meetings of the Executive Committee shall be called by the chair. Notice of the time, place and purpose of meetings shall be sent to each member of the Executive Committee not less than twenty-four hours before the meeting by mail, e-mail, fax, or orally, including by telephone.
5. **Quorum.** A majority of members of the executive committee shall be present in person or by agreed upon electronic means, so as to constitute a quorum for the transaction of business.
6. **Reports.** The Executive Committee shall submit reports to the Board on any actions it takes.

ARTICLE IV – NOMINATING AND BOARD DEVELOPMENT COMMITTEE

1. **Composition.** There shall be a Nominating and Board Development Committee of the Council consisting of at least five and no more than seven Girl Scout members. At least one-third of the members of the Nominating and Board Development Committee shall be members of the Board.
2. **Eligibility for Nominating and Board Development Committee Membership.** Members of the Nominating and Board Development Committee shall not be eligible to be a member of the Nominating and Board Development Committee during the two years after such member stops serving on the committee.
3. **Election and Term.** Members of the Nominating and Board Development Committee shall be elected by the members of the Council for a term of two years or until their successors are elected. Terms of office for positions on the Nominating and Board Development Committee shall begin May 1st following the annual meeting of the members at which the elections are held.
4. **Vacancies.** The Board shall have the power to fill vacancies arising on the Nominating and Board Development Committee between annual meetings of the Council.
5. **Chair of the Nominating and Board Development Committee.** The second vice chair of the Board shall serve as the chair of the Nominating and Board Development Committee. A vacancy in the office of the chair shall be filled by the Board chair with any Board member-at-large for the remainder of the unexpired term.
6. **Quorum for the Nominating and Board Development Committee.** A majority of the members of the Nominating and Board Development Committee shall be present in person, or through agreed-upon electronic means, to constitute a quorum for the transaction of business.
7. **Responsibilities of the Nominating and Board Development Committee.** The Nominating and Board Development Committee shall:
 - a. Present to the membership with the annual meeting notice a single slate of nominees for each of the following:
 - i. officers of the Council;
 - ii. adult members-at-large of the Board;

- iii. youth members-at-large of the Board; and
- iv. members of the Nominating and Board Development Committee;

Nominations may be made from the floor at the annual meeting of the Council, provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individuals has been secured and submitted, with their qualifications, at least seven days before the beginning of the meeting.

- b. Present to the membership of the Council with the meeting notice a single slate of nominees for the following:
 - i. National Council Delegates and National Council Alternate Delegates (persons who would fill vacancies among the National Council Delegates should a vacancy occur) shall be elected at a Council meeting occurring in the calendar year preceding the National Council Session and shall serve as members of the National Council for three years from the date of their election or until their successors are elected.

Nominations may be made from the floor at the meeting of the Council, provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individuals has been secured and submitted, with their qualifications, at least seven days before the beginning of the meeting.

- c. Present candidates to the Board to fill any vacancies that occur on the Board or the Nominating and Board Development Committee.
- d. Assure the orientation of new Board members and the on-going continuing education program for all Board members.
- e. Oversee the process of the annual assessment of board performance.

8. **Removal.** Any member of the Nominating and Board Development Committee who is absent from three consecutive meetings of the Nominating and Board Development Committee without explanatory correspondence sent to the chair of the Nominating and Board Development Committee shall, upon a majority vote of the Committee members present and voting at a regular meeting of the Nominating and Board Development Committee, be deemed to have resigned and shall be notified to this effect. Any Nominating and Board Development Committee member may be removed, with or without cause, by a majority vote of the Board.

ARTICLE V - OTHER BOARD COMMITTEES

- 1. **Audit Committee.** The Board shall have an audit committee (the "Audit Committee").
 - a. *Composition.* The Audit Committee shall consist of no fewer than three (3) members, all of whom are directors serving on the Board and who meet the following test for independence (the Audit Committee may have additional non-voting members who are not directors but who have financial, audit or other expertise that may be beneficial to the Committee's work):
 - i. the director is not (or has not been within the last three years) an employee of the Corporation or any affiliate, or does not have a relative who is (or has been within the last three years) a key employee of the Council or any affiliate;
 - ii. the director has not received or does not have a relative who received more than \$10,000 in direct compensation from the Council or any affiliate within any of the last three fiscal years (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for services as a director); and

- iii. the director is not an employee of or have a substantial financial interest in any entity that has made payments to or received payments from the Council or an affiliate for property or services which, in any of the last three fiscal years, exceeds the lesser of \$25,000 or 2 percent of such entity's consolidated gross revenues, or does not have a relative who is an officer of or has a substantial financial interest any such entity.

b. *Duties.* The Audit Committee shall oversee the accounting and financial reporting processes of the Council and the audit of the Council's financial statements, which includes the following:

- i. annually retaining or renewing the retention of an independent auditor to conduct the audit;
- ii. review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
- iii. upon completion of the audit, review and discuss with the independent auditor: (a) any material risks and weaknesses in the internal controls identified by the auditor, (b) any restrictions on the scope of the auditor's activities or access to the request information, (c) any significant disagreements between the auditor and management, and (d) the adequacy of the Council's accounting and financial reporting processes;
- iv. annually consider the performance and independence of the independent auditor; and
- v. report the foregoing activities to the Board.

2. **Establishment of Additional Committees.** The Board may establish additional standing committees, special committees, advisory committees, and task groups (e.g., property, philanthropy, advocacy, etc.) as it deems necessary. The Board chair shall appoint the chair and the members of such committees with the approval of the Board.

3. **Removal.** Any member of the Audit Committee or any other committee created pursuant to this Article who is absent from two consecutive meetings of the committee without explanatory correspondence sent to the chair of the committee shall, upon a majority vote of the committee members present and voting, be deemed to have resigned and shall be notified to this effect. Any committee member may be removed, with or without cause, by a majority vote of the Board.

ARTICLE VI – OFFICERS

1. **Number and Title.** The elected officers of the Council shall be a chair; a first and second vice chair; secretary; treasurer; and the Chief Executive Officer ("CEO"), who shall serve as a member of the Board ex-officio, without privilege of vote.

2. **Election, Term, and Vacancies of Officers.**

- a. Elected officers other than the CEO shall be elected by the members of the Council for a term of two years or until their successors are elected. No such officer shall serve for more than three consecutive terms in any one of these offices.
- b. In case of a vacancy in the office of chair, the vice chairs will succeed in order of their rank for the remainder of the unexpired term. A vacancy among the other elected officers shall be filled by the Board.
- c. Terms of office for elected officers shall begin May 1st following the annual meeting of members, at which elections are held.
- d. Officers shall be elected so that there are always two groups of approximately equal size, with the term of each group ending in consecutive years. The Chair and Secretary shall be elected in even years, and the First Vice-Chair, Second Vice Chair and Treasurer shall be elected in odd years.

e. The CEO shall be appointed by the Board and shall hold office at its pleasure.

3. Duties of Officers. The duties of the officers shall be as follows:

a. *Chair of the Board.* The chair shall be the chief elected corporate officer of the Council. The chair shall (i) preside at meetings of the Council and of the Board; (ii) be responsible for seeing that directions given by Council or by the Board are effected; and (iii) report to the Council and to the Board on the conduct of the affairs of the Council. The chair shall be an ex-officio member of all committees and task groups established by the Board and shall perform such other duties as are assigned by the Board or prescribed by the bylaws.

b. *Chief Executive Officer.* The CEO shall be the chief executive officer of the Council. The CEO shall (i) provide advice and assistance to the Council, the Board, the chair and other officers, committees of the Board and task groups and (ii) manage the total operations of the Council. The CEO shall have the authority to employ and the authority to release all employed staff in accordance with policies adopted by the Board. The CEO also shall have such other powers and perform such other duties as may be provided by the Board.

c. *Vice Chairs of the Board.* The vice chairs shall have such powers and perform such duties as may be assigned by the chair. In the temporary absence or disability of the chair, the vice chairs in order of their rank shall preside at meetings of the Council and of the Board.

d. *Secretary.* The secretary shall (i) ensure proper notice of all Council meetings and all Board meetings is given and (ii) keep the minutes of such meetings. The secretary shall be responsible for the custody of the corporate books, records, and files and shall exercise the powers and perform the duties usually incidental to the office of secretary. The secretary also shall have such powers and perform such duties as may be assigned by the chair or the Board. In the temporary absence or disability of the chair and both vice chairs, the secretary shall preside at meetings of the Council and of the Board. In the temporary absence of the secretary, the officer presiding at the meeting shall designate a substitute to act in place of the secretary.

e. *Treasurer.* The treasurer shall (i) monitor the control, receipt, and custody of all assets of the Council; (ii) monitor disbursements as authorized by the Board; (iii) report on the receipt, use, and disbursement of the Council's financial assets; and (iv) exercise the powers and perform the duties usually incidental to the office of treasurer. The treasurer also shall have such powers and perform such duties as may be assigned by the chair or Board. The treasurer shall be an ex-officio member of the finance committee, if such committee shall be established by the Board. In the temporary absence or disability of the chair, the vice chairs and the secretary, the treasurer shall preside at meetings of the Council and of the Board.

4. Removal of Officers. An elected officer who is absent from two consecutive Board meetings without explanatory correspondence sent to the chair shall be given notice that they have been absent from such meetings and a third unexplained absence may result in their removal from the Board. Any Board member who is absent from three consecutive Board meetings without explanatory correspondence sent to the chair shall, upon a majority vote of the members present and voting at a regular meeting of the Board, be deemed to have resigned and shall be notified to this effect. Any elected officer may be removed, with or without cause, by a three-fourths vote of the members of the Council. The CEO may be removed, with or without cause, by a three-fourths vote of the Board of Directors.

ARTICLE VII – BOARD CHAIR EMERITUS

1. Creation of Office. The Board of Directors may choose, at its sole discretion, to include a former Board Chair who has provided extraordinary and distinguished service to the organization as the honorary "Board Chair Emeritus". The Board Chair Emeritus is not a member of the Board of Directors and serves in a non-voting, advisory capacity only.

2. Eligibility and Appointment.

- a. **Eligibility.** To be eligible for the designation of Board Chair Emeritus, an individual must have served a minimum of two (2) full terms as Board Chair and demonstrated exceptional leadership and commitment to the organization's mission.
- b. **Nomination and Election.** The nomination of a candidate for Board Chair Emeritus shall be made by the Executive Committee. The appointment requires the approval of a majority vote of the full Board of Directors.
- c. **Term.** The term of the Board Chair Emeritus shall be for a single, non-renewable term of six (6) years.

3. Authorities and Duties.

- a. **Authority.** The Board Chair Emeritus shall have no governance authority or authority as an officer of the Council. The Board Chair Emeritus may not vote on any matter before the Board.
- b. **Advisory and Consultative Role.** The Board Chair Emeritus will serve as an advisor and consultant to the Board of Directors, the Executive Committee, and the CEO. They are encouraged to provide strategic guidance and institutional knowledge at the request of the Board Chair or CEO.
- c. **Ambassadorial Role.** The Board Chair Emeritus may be asked to represent the organization at public events and support fundraising efforts, leveraging their history and reputation for the organization's benefit.
- d. **Meeting Attendance.** At the invitation of the Board Chair, the Board Chair Emeritus may attend regular and special meetings of the Board of Directors and Executive Committee meetings, but is not required to do so. They are not counted for the purpose of determining a quorum.
- e. **Information Access.** The Board Chair Emeritus may be provided with meeting materials and other information at the discretion of the Board Chair. Access to confidential or sensitive information is not guaranteed and is subject to the Board Chair's approval.
- f. **Committee Participation.** The Board Chair Emeritus may be invited by the Board Chair or a committee chair to participate in meetings of any committee for which their experience and expertise would be a valuable resource. Their participation is for advisory purposes only and does not include voting rights. They are not counted for the purpose of determining a committee quorum.

4. Removal of Appointment. The designation of Board Chair Emeritus may be revoked by a two-thirds (2/3) vote of the Board of Directors at any time, with or without cause.

5. Resignation. The Board Chair Emeritus may resign from their position at any time by submitting a written resignation to the Board of Directors.

6. Compensation and Indemnification

- a. **No Compensation.** The Board Chair Emeritus shall not receive compensation for their service. However, they may be reimbursed for reasonable expenses incurred in carrying out their advisory duties, as approved by the Board.
- b. **Indemnification.** The Board Chair Emeritus shall be entitled to the same indemnification and insurance coverage benefits accorded to directors, as set forth in these bylaws.

ARTICLE VIII – SERVICE UNIT DELEGATES

1. Service Units. The Board shall recognize geographic subdivisions known as service units, which will be established within the Council's jurisdiction. Changes in the geographic subdivisions may be made upon recommendation of the CEO, subject to approval of the board.

2. Election and Term of Delegates and Alternate Delegates.

- a. Each service unit shall be entitled to elect one delegate and one alternate for every 100 girl members, or partial increment thereof, as of September 30 of the previous membership year, up to a maximum of 5 delegates per service unit.
- b. Delegates and alternates shall be elected each year between October 1st and November 30th for a term of one year beginning December 1st of the same year.
- c. Ten percent of those 14 years of age or over registered with GSUSA, residing within the geographic area of the service unit, present and voting will be required to elect the delegate for that service unit.

3. **Eligibility to be a Delegate or Alternate Delegate.** Council delegates and alternates shall serve for a term of one (1) year or until their successors are elected and qualified, or until resignation, removal, or death. A delegate may serve no more than six consecutive terms in office, after which such person may not serve as a delegate again until a full two years have expired. There is no limit to the number of terms a person may serve as alternate delegate.

4. **Vacancies.** In the event a delegate becomes unable or unwilling to perform the duties of the position, then a vacancy shall occur, and the service unit shall elect someone to fill the unexpired term of the vacating delegate. If an alternate delegate becomes unable or unwilling to perform the duties of the position, or is elected to fill the position of a vacating delegate, the service unit shall elect a new alternate delegate.

5. **Delegate Meetings.**

a. Regular Delegate Meetings. Delegate meetings shall be held at least twice a year within a time cycle determined by the Board. Notice of regular delegate meetings shall be given personally or mailed to each delegate, alternate delegate, service unit manager, Board member and member of the Nominating and Board Development Committee at least ten days before the meeting. The notice shall state the time, place, and purpose of the meeting.

b. Special Delegate Meetings. Special delegate meetings may be called by the first vice chair or by 25% of the delegates. Written notice of special delegate meetings shall be given personally or mailed to each delegate, alternate delegate, service unit manager, Board member, and member of the Nominating and Board Development Committee at least ten days before the meeting. The notice shall state the time, place, and purpose of the meeting, as well as the names of the person or persons calling such meeting. At special delegate meetings, no business shall be transacted except that for which the meeting has been called.

c. Attendance. Every delegate meeting shall be open to any person registered with GSUSA and residing within the geographic area of the Council.

d. Electronic Participation in Meeting. Meetings of service unit delegates may be conducted by means of a conference call, 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 a presence in person at the meeting.

6. **Duties of Delegates.** Every delegate shall:

a. Attend Council Meetings. Attend the annual meeting of the Council as a voting member.

b. Attend Delegate Meetings. Delegates shall meet not less than twice per year to present to the Council the policy concerns of the service units.

c. Attend Other Meetings. Attend meetings as provided for in these bylaws and as necessary to remain informed about local Girl Scout activities and concerns and policy issues of the Board.

d. Communicate with Council members. Delegates shall communicate to the Board policy matters of concern to Girl Scouts residing in the geographic subdivision assigned to the delegate's service unit.

- e. Communicate with Service Units. After every delegate meeting, each delegate shall hold an informational meeting with the service unit electing such delegate. On an ongoing basis, each delegate shall communicate policy matters the Board is considering to persons registered with GSUSA and residing in the geographic subdivision assigned to the delegate. In addition, the delegates shall meet with their service units as often as necessary to be prepared to vote at Council meetings.
- f. Represent. Represent the interests and concerns of the service unit electing such delegate.
- g. Advise. Advise on proposed plans, policies and other matters referred by the Board.
- h. Planning. Participate in the planning process as delegated by the Board.

7. **Duties of Alternates Delegates.** Every alternate delegate shall:

- a. Attend Meetings. Alternate delegates have a duty to attend all delegate meetings as a non-voting participant so that the alternate delegate will be fully informed in the event a delegate is unable to attend a meeting.
- b. Represent. Represent a delegate from time to time in the event the delegate is unable to attend a meeting due to illness, emergency, or other unforeseen event. When representing a delegate, the alternate delegate will have all the voting rights of the delegate represented.

8. **Removal.** Delegates may be removed, with or without cause, by majority vote of the Board.

ARTICLE IX – NATIONAL COUNCIL DELEGATES

1. **General.** The Council is entitled to elect persons ("National Council Delegates") to represent the Council at meetings of the National Council of GSUSA (the "National Council").

2. **Eligibility to be a National Council Delegate.** National Council Delegates (and persons nominated to fill vacancies in the National Council Delegate positions) shall be (i) citizens of the United States of America; (ii) active members of the Girl Scout movement in the United States of America; (iii) 14 years of age or over; and (iv) registered through the Council with GSUSA.

3. **Election.** At a time within one year of the regular meeting of the National Council, the membership shall elect National Council Delegates and persons to replace National Council Delegates in the event such delegates do not complete their terms.

4. **Term.** National Council Delegates shall serve for a term of three years from the date of their election or until their successors are elected.

5. **Vacancies.** The Board or, in the absence of a meeting of the Board, the Board chair shall fill delegate vacancies from among the persons elected to fill vacancies. If there be no such persons, the Board or, in the absence of a meeting of the Board, the Board chair shall have the power to appoint persons to fill vacancies and such appointed person will serve as a National Council Delegate until the next regular meeting of the Council.

6. **Removal.** Delegates may be removed, with or without cause, by majority vote of the Board.

ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert’s Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the Board, service units, and all committees, subject to the laws of the State of New York, the Council's certificate of incorporation, these bylaws, and any special rules of order adopted by the Council or the Board.

ARTICLE XI - PARTIAL TERMS

A person who has served in an elected or appointed office for more than half the specific term set forth in these bylaws shall be deemed to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position. A person who has served in an elected or appointed office for less than half the specific term set forth in these bylaws shall be deemed to have not served a full term for the purpose of determining eligibility to serve additional terms in that office or another position.

ARTICLE XII - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the Council membership present and voting at any meeting of the members, provided that the proposed amendment shall have been included in the notice of the meeting.

ARTICLE XIII - DISSOLUTION

In the event of the dissolution or final liquidation of the Council, then after all liabilities and obligations of the Council have been paid, satisfied, and discharged, or adequate provision made thereof, all remaining property and assets of the Council shall be either (1) distributed, conveyed, assigned, or transferred to one or more organizations that are chartered or licensed by GSUSA and organized and operated exclusively for educational or charitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Service Code of 1986 as amended, or (2) placed in trust with GSUSA for the benefit of Girl Scouting pending the inclusion of the jurisdiction of the Council in the jurisdiction of another Girl Scout council.