

BYLAWS

Approved by the Council Realignment Committee: January 23, 2007

Amended by the Council Realignment Committee: March 29, 2007

Amended by the Board of Directors: November 13, 2008

ARTICLE I - THE CORPORATION

- (1) **Corporation.** The term "Council" used herein refers to the Council corporate body.
- (2) **Membership.** All persons who are members of the Girl Scout movement, fourteen (14) years of age or older registered through the Council shall be members of the corporation. All members except members who are employed staff shall be eligible to vote.
- (3) **Responsibilities.** The voting members of the Council shall:
 - (a) elect the officers of the Council, the members of the Board of Directors, the members of the Board Development Committee, and the delegates to the National Council of Girl Scouts of the United States of America;
 - (b) determine the general guidelines of direction for Girl Scouting locally by receiving and acting upon reports of the Board of Directors and giving guidance to the Board;
 - (c) amend the Articles of Incorporation and Bylaws;
 - (d) take all other action requiring membership vote and conduct such other business as may, from time to time, come before the members.
- (4) **Regular Meetings.** The annual meeting of the Council shall be held at such time and place as may be determined by the Board of Directors. Notice of 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 personally, emailed, faxed, or mailed to each member of the Council not more than forty-five (45) and not less than fifteen (15) days before the meeting.
- (5) **Special Meetings.** Special meetings of the Council shall be called by the Chair of the Board of Directors, within thirty (30) days, upon written request of two-thirds (2/3) of the members of the Board of Directors or of ten (10) percent of the eligible voting members of the Council. The purpose of such meetings shall be stated in the written request. 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 given personally, emailed, faxed, or mailed to each member of the Council not less than fifteen (15) days before the meeting.
- (6) **Quorum.** 100 voting members, registered as of September 30, will constitute a quorum provided that a majority of the counties should have at least one eligible voting member present.

- (7) Voting Procedures.** Each eligible Council member present at the site of the meeting or at satellite location designated by the board shall be entitled to one vote. The notice of the meeting shall designate the satellite locations around the Council where members may participate electronically in the meeting. Said notice shall also specify the electronic methods approved and provided by the Board of Directors for members to utilize to participate in the meeting. 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 at the meeting site or at the designated satellite locations in person and voting, unless otherwise provided by law or these Bylaws, or parliamentary authority.

ARTICLE II - BOARD DEVELOPMENT COMMITTEE

- (1) Composition.** There shall be a Board Development Committee of the Council of nine members, of whom three (3) shall be elected from among members of the Board of Directors. The chair shall be ex officio a member of the Board of Directors, if not already a member of the Board of Directors. All duly elected Board Development Committee members must become and maintain membership in Girl Scouts of the USA.
- (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 (3) years, or until their successors are elected, 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 the elections are held, and shall expire at each annual meeting of the Council. The term of office of one-third of the Board Development Committee shall expire at each annual meeting of the Council. The Board of Directors shall have the power to fill vacancies in the committee until the next annual meeting of the Council.
- (3) Selection and Term of Board Development Committee Chair.** The chair of the committee shall be appointed by the Chair of the Board of Directors with the approval of the Board of Directors for a term of one year and may serve no more than two terms as chair. The chair, if not already elected to the Board of Directors, shall be ex officio a member of the Board. A vacancy in the office of the chair shall be filled by the committee for the remainder of the unexpired term.
- (4) Quorum.** A majority of the members of the committee shall be present in person or through agreed-upon electronic means, to constitute a Quorum for the transaction of business; provided that the number of elected Board members does not exceed the number of non-board members. In lieu of a meeting, for purposes of finalizing this committee's slate of candidates, the chair may contact each committee member by telephone, e-mail, or fax to solicit the member's vote on the slate. When the slate is considered in this fashion, it shall pass only upon favorable vote of not less than two-thirds (2/3) of the entire committee.

- (5) Responsibilities.** The committee shall present to the membership at the annual meeting a single slate of: (a) nominees for officers of the Council; (b) nominees for members-at-large of the Board of Directors; (c) nominees for members of the Board Development Committee.

At the meeting of the Council held prior to the regular meeting of the National Council of Girl Scouts of the USA, the committee shall, in addition, present to the membership a single slate of nominees for delegates to the National Council.

- (6) Nominations from the Floor.** Nominations may be made from the floor of the Council meeting, 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 forty-eight hours before the beginning of the meeting.

ARTICLE III - PARTIAL TERMS

A person who has served more than half of a specific term in an office (elected or appointed), 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 other position.

ARTICLE IV – OFFICERS

- (1) Number and Title.** The officers of the Council shall be the President, who shall have the working title Chair of the Council Board of Directors; a first and a second Vice-Chair; a Secretary; a Treasurer; and the Chief Executive Officer who shall serve without privilege of vote.
- (2) Election, Term, and Vacancies.**
- (a) The officers shall be elected by the members of the Council for a term of three (3) years, or until their successors are elected, and shall serve for no more than two (2) consecutive terms in any one of these offices. Terms of office shall begin at the close of the annual meeting at which elections are held. A vacancy among the officers, other than that of the Chair, shall be filled by the Board of Directors. In the event of a permanent vacancy in the office of the Chair, the Vice-Chairs will succeed in order of their rank and serve for the remainder of the unexpired term.
- (b) The CEO shall be appointed by the Board of Directors and shall serve at its pleasure.

(3) Duties.

The duties of the officers shall be as follows:

- (a) The Chair shall be the chief elected corporate officer of the Council and shall preside at all meetings of the Council and of the Board of Directors. The Chair shall be responsible for seeing that the lines of direction given by the Council and the actions of the Board are carried into effect, and for reporting to the membership and the Board of Directors on the conduct of the affairs of the Council. The Chair shall be ex officio a member of all committees established by the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors or prescribed elsewhere in these bylaws.
- (b) 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. They shall have such other powers and perform such other duties as may be assigned by the Chair or the Board of Directors.
- (c) The Secretary shall be responsible for seeing that notices are issued of all meetings of the Council and the Board of Directors 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 such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the Chair or Board of Directors.
- (d) 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; and reporting receipt, use, and disbursement of all financial assets of the Council. The Treasurer shall exercise the powers and perform such other duties usually incident to the office of Treasurer, and shall exercise such other powers and perform such other duties as may be assigned by the Chair or Board of Directors. The Treasurer shall also be an ex officio member of the finance committee, if such committee shall be established by the Board of Directors.
- (e) The Chief Executive Officer shall be the CEO of the Council; shall be responsible for providing advice and assistance to the Council, the Board of Directors, the Chair and other officers, and the committees and task groups; and shall be responsible for managing the total operations of the Council. The CEO shall have such other powers and perform such other duties as may be provided by the Board of Directors.

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

- (4) Removal.** An elected officer may be removed, with or without cause, by a vote of two-thirds (2/3) of the total membership of the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

- (1) **Powers, Responsibilities, and Accountabilities.** The corporate business and affairs of the Council shall be governed 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 elected membership for governing the affairs of the Council; to the Board of Directors of Girl Scouts of the USA for compliance with the charter requirements; to the State of Iowa in which this Council is incorporated for adhering to state corporate law; to the State of Illinois for business conducted in the State of Illinois; and to the Federal Government in matters relating to legislation affecting non-profit organizations.

- (2) **Composition.** The Board of Directors shall consist of the officers of the Council, and in addition, twenty-four (24) directors herein called members-at-large for a total of twenty-nine members, three (3) of whom shall be non-adult Girl Scouts.

The composition of the adult members of the Board of Directors shall include geographic representation. Geographic regions shall be established by the Board of Directors and shall have a minimum of three (3) adult members from each region.

The chair of the Board Development Committee, if not elected to the Board of Directors, shall be ex officio a member of the Board of Directors. All duly elected board members must become and maintain membership in Girl Scouts of the USA.

Three (3) directors will be current girl members with the same rights and responsibilities as the adult directors, except as noted herein.

- a. Girl directors may not serve as officers.
 - b. Girl directors will be elected annually to serve one (1) year terms and will be eligible to serve a total of two (2) consecutive terms.
 - c. Girl directors must be sophomores, juniors, or seniors in high school at the time of election to the Board.
 - d. Girl directors may not hold paid positions within the Council while serving as a director.
 - e. Girl directors must have signed parental permission and commitment forms.
 - f. Girl directors will be selected by the Board Development Committee through a process that will include CEO endorsement.
- (3) **Election and Term.** The Board of Directors shall be elected by the members of the Council for a term of three (3) years or until their successors are elected, and shall serve for no more than two (2) full consecutive terms. Terms of office shall begin at the close of the annual meeting at which the elections are held. The term of office of one-third of the Board of Directors shall expire at each annual meeting of the Council.

Regardless of the number of consecutive terms any person shall have served as member-at-large, such person shall be eligible to be/remain a member of the Board of Directors when serving as an officer or as chair of the Board Development Committee.

Any board member who is absent from three (3) consecutive board meetings without explanatory correspondence to the Chair shall be considered to have resigned; upon approval by a majority vote of the board members present and voting at a regular meeting.

- (4) **Vacancies.** Except as provided in Article IV, Section 2, of these bylaws, vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, or otherwise, shall, according to the laws of the state for filling vacancies, be filled for the remainder of the unexpired term by a vote of the majority of the remaining directors then in office, though less than a quorum, at any meeting of the Board of Directors called for that purpose.
- (5) **Regular Meetings.** Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet no less than four (4) times each year. Notice of time, place, and purpose of the meeting shall be given personally, emailed, faxed, or mailed to each member of the Council not less than seven (7) days before the meeting.
- (6) **Special Meetings.** Special meetings may be called by the Chair or upon written request of at least three (3) 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. Notice of time, place, and purpose of the meeting shall be given personally, emailed, faxed, or mailed to each member of the Council not less than seven (7) days before the meeting.
- (7) **Quorum.** A majority of the members of the Board shall be present in person or by other means as agreed to by the Board to constitute a quorum for the transaction of business.

ARTICLE VI - BOARD COMMITTEES

- (1) **Establishment.** The Board of Directors may establish standing committees, special committees, and/or task groups as it deems necessary.
- (2) **Composition and Appointment of Chair.** The Chair shall appoint the chair of committees with the approval of the Board of Directors.
- (3) **Appointment and Term of Members.** Committee members shall be appointed by the Chair in consultation with the committee chair, subject to approval by the Board of Directors.

ARTICLE VII - EXECUTIVE COMMITTEE

- (1) **Composition.** The Executive Committee shall include the officers of the Council and two (2) members-at-large elected by the Board of Directors from among its members, and the CEO, who shall serve without privilege of vote. The Board Chair shall be the chair of the Executive Committee.
- (2) **Responsibilities.** The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between board meetings, except that the Executive Committee shall not have the power to adopt the budget, to take action which is contrary to, or a substantial departure from, the direction established by the Board, or which represents a major change in the affairs, business, or policy of the Council. The Executive Committee shall submit reports to the Board on actions taken.
- (3) **Meetings.** Meetings of the Executive Committee shall be called by the Chair. Notice of time, place, and purpose of the meeting shall be given personally, emailed, faxed, or mailed to each member of the Executive Committee as early as possible before the meeting. Telephone, fax, or e-mail contact with each member with the member voting on an issue about which notice has been given shall suffice.
- (4) **Quorum.** A majority of the members of the Executive Committee must participate to constitute a quorum for the transaction of business.

ARTICLE VIII - COMMUNITY BOARDS

- (1) **Purpose of the Community Boards.** The Council may have entities known as Community Boards. The purpose of these Boards will be to establish meaningful connections between Girl Scouting and local communities in order to better serve girls.
- (2) **Responsibilities of the Community Boards.** The responsibilities of Community Boards may be:
 - (a) assist in fund development;
 - (b) leverage community relationships to assist the Council in forming collaborations
 - (c) bring community concerns and special knowledge to the attention of the Council leadership;
 - (d) respond to requests from the Council Board Development Committee;
 - (e) assist the Council in making connections into unserved or underserved communities
 - (f) advise on proposed plans, policies, and other matters referred to them by the Board of Directors;
 - (g) participate in strategic planning as delegated by the Board of Directors;
 - (h) provide a conduit through which the board may receive the membership's positions on various matters to be addressed by the board; and
 - (i) perform such other duties as may be delegated by the Board of Directors.

- (3) **Members.** The CEO may nominate for board approval individuals to serve on Community Boards throughout the Council. The work of the Community Boards may be directed by the CEO. All Community Board members must become and maintain membership in Girl Scouts of the USA.

ARTICLE IX - NATIONAL COUNCIL DELEGATES

The delegates whom the Council is entitled to elect to the National Council of Girl Scouts of the USA shall be elected by the members of the Council at the annual meeting held prior to the regular meeting of the National Council. The Board of Directors, or the Chair in the absence of a meeting of the Board, shall fill delegate vacancies from among the alternates elected to fill vacancies, which alternates shall be elected at the same time and in the same manner as delegates. In the absence of elected alternates, the Board of Directors, or the Chair 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. Delegates shall be citizens of the United States of America; shall be elected from 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 Girl Scouts of the USA; and shall serve for a term of three (3) years from the date of their election, or until their successors are elected.

ARTICLE X - FISCAL RESPONSIBILITIES OF THE BOARD

- (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 by resolution of the Board of Directors. Guidelines for accepting contributions must be established by the Board.
- (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.** Approvals for signatures necessary on contracts, checks, and orders for payment, receipt, or deposit of money, and access to securities of the Council shall be provided by resolution of the Board of Directors.
- (5) **Theft Protection.** All persons who have access to or a major responsibility for the handling of monies and securities of the Council shall be insured to protect the Council in the event of theft.
- (6) **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 the total budgetary appropriations without prior approval of the Board of Directors.

- (7) **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 Council. A report of all examinations shall be submitted to the Board of Directors and to Girl Scouts of the USA.
- (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 should be retained by the Board of Directors to:
- (a) ensure compliance with the federal and state requirements;
 - (b) review and advise on any, and all, legal instruments the Council executes, such as leases, contracts, property purchase, or sale; and
 - (c) review and advise on any official statements developed for the media (print, television, radio, Internet).
- (10) **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 appointed for such purpose.
- (11) **Indemnification.** Indemnification shall be provided, to the maximum extent provided by state law, by resolution of the Board of Directors, in accordance with the state code.

ARTICLE XI - AMENDMENTS

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

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Newly Revised*, shall be the Parliamentary Authority governing the meetings of the Council Board of Directors and all committees, subject to the laws of Iowa, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the organization.