

# BYLAWS OF GIRL SCOUTS OF SOUTHERN ALABAMA, INC.

## ARTICLE I – THE COUNCIL

- Section 1. **Corporation.** The corporation shall be known as Girl Scouts of Southern Alabama, Inc. and referred to herein as “the Council.”
- Section 2. **Membership.** The members of the Girl Scout movement who are 14 years of age or over and are registered through the Council shall be eligible to be members of the Council. The members of the Council shall be the delegates, elected as provided in Article II, Section 3 of these Bylaws.
- Section 3. **Election of Delegates.** The members of the Girl Scout movement who are 14 years of age or over and are registered in a geographic area of the Council shall be entitled to elect delegates that represent such geographic area, and persons to become delegates for the unexpired terms should vacancies occur. The number of delegates in each geographic area of the Council shall be based on the Girl Scouts registered in the geographic area as of September 30 of each year, according to a formula established and administered at that time by the Board of Directors. Each geographic area, however, shall be entitled to elect at least one delegate. Delegates shall be elected for a term of one year or until their successors are elected.
- Section 4. **Responsibilities.** The delegates of the Council shall:
- a. Elect the officers of the Council, the members-at-large of the Board of Directors, the members of the Council Governance Committee and the delegates to the National Council of the Girl Scouts of the United States of America and persons to fill vacancies among delegates to the National Council of the Girl Scouts of the United States of America, should vacancies occur;
  - b. Determine general lines of direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board of Directors;
  - c. Amend the Articles of Incorporation and Bylaws as needed;
  - d. Take all other action requiring membership vote; and
  - e. Conduct such other business as may, from time to time, come before the members.
- Section 5. **Regular Meeting.** Regular annual meetings of the delegates of the Council shall be held at such date, time, and place as may be determined by the Board of Directors. Notice of the date, 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 regular or express mailed, faxed, e-mailed or hand delivered to each member of the Council not less than 30 days, and not more than 50 days, before the meeting.

- Section 6. **Special Meetings.** Special meetings of the delegates of the Council shall be called by the Chair of the Board of Directors, within 14 days, upon written request of twenty-five percent (25%) of the members of the Board of Directors or of fifteen percent (15%) of the members of the Council, provided that at least a majority of the geographic areas are represented. Special meetings may be requested at anytime and for any purpose within the Council's jurisdiction. The purpose of such meetings shall be stated in the written notice of the meeting. No business shall be transacted except that for which the meeting has been called. Notices of the date, time, place and purpose of the meeting shall be regular or express mailed, faxed, e-mailed or hand delivered to each Council member's address as it appears upon the books of the Council, or to the address last given to the Council by the member. Notice must not be given less than 10 days, and not more than 50 days, before the meeting.
- Section 7. **Quorum.** Twenty percent (20%) of the delegates of the Council shall be present (in person) to constitute a quorum for the transaction of business, provided that a majority of the delegates are geographically represented as established by the Board of Directors.
- Section 8. **Voting Procedures.** Each Council delegate present (as described in Article II, Section 7) shall be entitled to one vote. A plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the delegates present at a meeting at which a quorum exists (as described in Article II, Section 7) and voting, unless otherwise provided by law, the Council's Articles of Incorporation, or these bylaws.
- Section 9. **Nominations.** Nominations for the Board of Directors and officers will be made at the annual meeting of the delegates of the Council.
- a. A slate of nominations will be presented by the Council Governance Committee (see Article II, Section 5).
- b. Nominations can be made from the floor provided that the eligibility of each 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 the candidate's qualifications to the Chair of the Board of Directors at least two (2) business days prior to the election.

## **ARTICLE II – COUNCIL GOVERNANCE COMMITTEE**

- Section 1. **Composition.** There shall be a Council Governance committee of the Council consisting of no fewer than five (5) and no more than seven (7) members, of whom at least three (3) shall be members of the Board of Directors and at least two (2) shall be non-Board members.
- Section 2. **Method of Election, Terms, and Vacancies.** Members of the Council Governance Committee shall be elected by the delegates of the Council for a term of two (2) years, or until their successors are elected. Members of the Council Governance Committee are eligible to serve two consecutive terms and shall not be eligible again for Council Governance Committee membership until after a

lapse of one term. Terms of office shall begin at the close of the annual meeting at which the election is held. The Board of Directors shall have the power to fill vacancies on the Council Governance Committee until the next annual meeting of the delegates of the Council.

Section 3. **Selection and Term of the Chair.** The Chair of the Council Governance Committee shall be appointed by the Chair of the Board of Directors from among the Board committee members for a term on one year and may only serve one term as Chair. A vacancy in the office of the Chair of the Council Governance Committee shall be filled by the Chair of the Board of Directors for the remainder of the unexpired term.

Section 4. **Quorum.** A majority of the members of the Council Governance Committee shall be present to constitute a quorum for the transaction of business. Committee members participating in the meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are able to hear one another at the same time shall be considered to be present at the meeting.

Section 5. **Responsibilities.** The Council Governance Committee shall:

- a. Endeavor to ensure that the Board as a whole and each Board member is equipped with the proper tools and motivation to carry out his or her responsibilities by
  - o Promoting and providing education about the organization, its mission, and governance to board members;
  - o Assessing the organization's governance needs;
  - o Identifying, nominating, and orienting new board members;
  - o Conducting a board self-assessment periodically;
  - o Organizing the periodic board retreat;
  - o Developing job descriptions for board members, and;
- b. Present to the delegates at the annual meeting of the delegates of the Council a single slate of nominees who are representative of the geographic area of the Council, consisting of
  - o Nominees for officers of the Council
  - o Nominees for members-at-large of the Board of Directors
  - o Nominees for members of the Council Governance Committee.
- c. Nominate candidates to fill vacancies on the Board of Directors between annual meetings.
- d. Present to the delegates at a meeting of the delegates of the Council held in the year of the regular meeting of the National Council of Girl Scouts of the United States of America ("National Council delegates"), and a single slate of nominees to fill vacancies among elected National Council delegates, should vacancies occur.

### **ARTICLE III – PARTIAL TERMS**

A person who has served more than half of a specific term in 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 another position.

### **ARTICLE IV – OFFICERS**

Section 1. **Number and Title.** The officers of the Council shall be the Chair of the Board of Directors, the 1<sup>st</sup> Vice Chair, the 2<sup>nd</sup> Vice Chair, the secretary, the treasurer, and the Chief Executive Officer. The Chair of the Board shall fill the position of President of the Board.

Section 2. **Election, Term and Vacancies**

- a. The officers shall be elected by the members of the Council for terms of two (2) years, or until their successors are elected, and shall serve for no more than two (2) consecutive terms in any one of these offices, except that, regardless of the number of consecutive terms any person shall have served in any one or more of these offices other than that of Chair of the Board of Directors, such person shall be eligible to serve two (2) consecutive terms as Chair of the Board of Directors. Terms of office shall begin at the close of the annual meeting.
- b. A vacancy among the officers other than that of the Chair of the Board of Directors shall be filled by the Board of Directors until the next annual meeting of the Council. In case of a permanent vacancy in the office of the Chair of the Board of Directors, the Vice Chairs will succeed in order of their rank until the next annual meeting.
- c. The Chief Executive Officer shall be appointed by the Board of Directors to hold office at its pleasure.

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

- b. The Chair of the Board of Directors shall be the chief corporate officer of the Council and shall
  - o preside at meetings of the Council, the Executive Committee, and the Board of Directors;
  - o be responsible for seeing that the lines of direction given by the members of the Council and the actions of the Board of Directors are carried into effect;
  - o report to the membership and to the Board of Directors on the conduct and management of the affairs of the Council;
  - o conduct the annual performance review of the CEO with at least one (1) other officer;
  - o be an ex-officio non-voting member of all committees established by the Board of Directors, except for the Council Governance Committee

- not be a member of the Council Governance Committee;
  - perform such other duties as are assigned by the Board or prescribed elsewhere in the bylaws.
- c. The 1<sup>st</sup> and 2<sup>nd</sup> Vice Chairmen
- In the temporary absence or disability of the Chair of the Board, the 1<sup>st</sup> and 2<sup>nd</sup> Vice Chairmen, in order of their rank, shall preside at meetings of the Council, the Executive Committee and the Board.
  - The 1<sup>st</sup> Vice Chair gives direction to the strategic planning committee for the Council's community development efforts and Council effectiveness and compliance with GSUSA charter requirements.
  - The 2<sup>nd</sup> Vice Chair coordinates the work of the Board delegate structure.
  - They shall have such other powers and perform such other duties as may be assigned by the Chair of the Board of Directors.
- d. The secretary shall
- be responsible for seeing that notices are issued of all meetings of the Council, the Executive Committee and the Board of Directors;
  - see that minutes of such meetings are kept;
  - be responsible for the custody of corporate books, records, and files;
  - exercise such other powers and perform such other duties as may be assigned by the Chair of the Board of Directors.
- e. The treasurer shall
- be responsible for monitoring the control, receipt, and custody of all assets of the Council;
  - monitor disbursements as authorized by the Board of Directors, reporting receipt, use and disbursements of all assets of the Council;
  - exercise the powers and perform such other duties usually incident with the office of treasurer;
  - be a member of the finance committee, if such committee shall be established by the Board of Directors;
  - exercise such other powers and perform such other duties as may be assigned by the Chair of the Board of Directors.
- f. The Chief Executive Officer of the Council shall
- be responsible to the Board of Directors;
  - serve ex-officio as a member of the Board without a vote;
  - be responsible for administering the total operations of the Council;

- have such other powers and perform such other duties as may be designated by the Board of Directors through the Chair of the Board of Directors;
- have the authority to employ and release all employed staff (other than the Chief Executive Officer) in accordance with policies adopted by the Board of Directors.

Section 4. **Removal.** An elected officer may be removed, with or without cause, by a two-thirds (2/3) vote of the delegates of the Council and an annual meeting or special called meeting.

## **ARTICLE V – BOARD OF DIRECTORS**

Section 1. **Powers, Responsibilities and Accountabilities.** There shall be a Board of Directors for the Council, which shall supervise and control the business, property, and affairs of the Council except as otherwise expressly provided by the law, the Articles of Incorporation, or these Bylaws. The Board of Directors is accountable to

- the elected membership for managing the affairs of the Council,
- the Board of Directors of GSUSA for compliance with the charter requirements,
- the state in which it is incorporated for adhering to state corporate laws, and
- the federal government in matters relating to laws affecting non-profit and non-stock organizations.

The Board shall assure the Council’s financial strength, stability, and growth by providing leadership to its fund-raising efforts.

Section 2. **Composition.** The Board of Directors shall consist of the officers of the Council (Chair of the Board of Directors, the 1<sup>st</sup> Vice Chair, the 2<sup>nd</sup> Vice Chair, the secretary, the treasurer) and, in addition, fifteen (15) directors, herein called members-at-large. The Chair of Council Governance Committee, if not elected to the Board of Directors otherwise, shall be an ex-officio member of the Board of Directors, with a vote.

Section 3. **Election and Term.** The members-at-large shall be elected by the delegates of the Council for a term of two (2) years, or until their successors are elected, and shall serve for no more than two (2) consecutive terms. Terms of office shall begin at the close of the annual meeting of the delegates of the Council at which the elections are held. The term of office of one-half (1/2) of the members-at-large shall expire at each annual meeting of the delegates of the Council. Regardless of the number of consecutive terms any person shall have served as a 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 Council Governance Committee.

- Section 4. **Vacancies.** Vacancies on the Board of Directors, except in the office of the Chair of the Board of Directors shall be filled until the next annual meeting of the Council by affirmative vote of the remaining directors then in office, even if less than a quorum is present at any meeting of the Board called for that purpose.
- Section 5. **Resignation.** Resignation from membership on the Board of Directors shall be submitted in writing to the Chair of the Board of Directors by any member unable to fulfill her/his obligations as a Board member.
- Section 6. **Attendance.** A member with more than 50% absences from the regular meetings in the Council year (following the close of the annual meeting until the next annual meeting) shall forfeit the position, and such vacancy shall be filled as in the case of a vacancy by resignation.
- Section 7. **Removal.** A member of the Board of Directors may be removed, in accordance with the Articles of Incorporation.
- Section 8. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as may be determined by resolution of the Board of Directors, except that the Board of Directors shall meet no fewer than four (4) times each year. Notice of the date, time, place and purpose of the meeting shall be regular or express mailed, faxed, e-mailed or hand delivered to each director not less than ten (10) days before the meeting.
- Section 9. **Special Meetings.** Special meetings may be called by the Chair of the Board of Directors. Special meetings also shall be called by the Chair of the Board of Directors upon written request of five (5) directors. The purpose of such meetings shall be stated with the request. No business shall be transacted except that for which the meeting has been called. Notice of date, time, place and purpose of the meeting shall be sent by regular or express mailed, faxed, e-mailed or hand delivered to each Board member not less than five (5) days before the meeting.
- Section 10. **Quorum.** A majority of the members of the Board of Directors shall be present to constitute a quorum for the transaction of business. Board members participating in the meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are able to hear one another at the same time shall be considered to be present at the meeting.

## **ARTICLE VI – EXECUTIVE COMMITTEE**

- Section 1. **Composition.** There shall be an Executive Committee which shall consist of the officers of the Council who serve as Board members and the Chair of the Council Governance Committee. The CEO and the Chair of the Council Governance Committee shall serve as ex-officio members of the Executive Committee without a vote.
- Section 2. **Responsibilities.** The Executive Committee shall have and may exercise the powers of the Board in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt the budget, or take any action which is contrary to or a substantial departure from the direction

established by the Board, or which represents a major change in the affairs, business, or policy of the Council. The Executive Committee shall submit to the Board of Directors at its next meeting reports on actions taken.

Section 3. **Meetings.** Meetings may be called by the Chair of the Board of Directors or any three (3) members of the Executive Committee.

Section 4. **Quorum.** A majority of the members of the Executive Committee shall be present to constitute a quorum for the transaction of business. Executive Committee members participating in the meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are able to hear one another at the same time shall be considered to be present at the meeting.

#### **ARTICLE VII – BOARD COMMITTEES**

Section 1. **Establishment.** The Board of Directors may establish standing committees, special committees, and/or task groups as it deems necessary.

Section 2. **Appointment and Term of Chair.** The Chair of the Board of Directors shall appoint the chairs of committees subject to the approval of the Board, for one (1) year terms beginning at the time of the approval of the appointment and ending at the close of the next annual meeting of the Council. The appointment of the Chair of each committee shall be made at the Board meeting immediately following the annual meeting, except that vacancies may be filled at any regular meeting of the Board of Directors.

Section 3. **Appointment and Term of Committee Members.** The Chair of the Board of Directors shall appoint members of the committees and task groups after consultation with the Chair of the respective committee, subject to the approval of the Board, for a term beginning at the time of the approval of the appointment and ending at the close of the next annual meeting. Members may be appointed at any regular meeting of the Board.

#### **ARTICLE VIII –DELEGATE STRUCTURE**

Section 1. **Geographic areas.** The Board of Directors shall implement the delegate structure through the geographic areas defined by the Board of Directors.

Section 2. **Membership.** Each member of the Girl Scout movement 14 years or over and residing or working the geographic areas defined by the Board of Directors shall be considered to be in such geographic area.

#### **ARTICLE IX – NATIONAL COUNCIL DELEGATES**

Section 1. The National Council delegates whom the Council is entitled to elect shall be elected by the members of the delegates of the Council at a meeting held within a year of the regular meeting of the National Council. The Board of Directors, or the Chair of the Board of Directors in the absence of a meeting of the Board, shall

fill National Council delegate vacancies from among the persons elected to fill such vacancies, which persons shall be elected at the same time and in the same manner as National Council delegates. If there be no such persons, the Board of Directors, or the Chair of the Board of Directors in the absence of a meeting of the Board, shall have the power to fill vacancies among the National Council delegates until the next meeting of the delegates of the Council.

- Section 2. National Council delegates shall
- Be citizens of the United States of America,
  - 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,
  - Be registered through the Council with Girl Scouts of the United States of America, and
  - Serve for a term of three (3) years from the date of their election, or until successors are elected.

#### **ARTICLE X – FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

- Section 1. **Fiscal Year.** The fiscal year of the Council shall be established by the Board of Directors.
- Section 2. **Contributions.** Any contributions, bequests, and gifts made to the Council shall be accepted, collected, or solicited only as authorized by the Board of Directors.
- Section 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.
- Section 4. **Approved Signatures and Contracts.** Approval of signatures necessary on contracts, checks, 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.
- Section 5. **Bonding.** All persons having access to, or major responsibility for, the handling of monies and securities of the Council shall be bonded, as provided by resolution of the Board of Directors.
- Section 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 total budgetary appropriations without prior approval of the Board of Directors.
- Section 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 United States of America.
- Section 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.
- Section 9. **Legal Counsel.** Independent legal counsel shall be retained by the Board of Directors to

- a. render advice regarding compliance with federal and state requirements;
- b. review and advise on legal instruments the Council executes, such as leases, contracts, property purchases, or sales;
- c. review and advise on official statements developed for the media as requested;
- d. render such additional legal representation, advice or services as may be necessary or appropriate.

Section 10. **Investments.** The Treasurer of the Council's Board of Directors 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.

Section 11. **Indemnification.** The Council shall indemnify and reimburse directors and officers of the Council against and for losses and expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the maximum extent permitted by law.

Section 12. **Property.** Title to all property, with the exception of troop equipment, shall be held in the name of the Council.

#### **ARTICLE XI – AMENDMENTS**

These bylaws may be amended by a two-thirds (2/3) vote of the delegates of the Council present and voting at any meeting of the delegates of the Council, provided that the proposed amendments shall have been included in the notice of the meeting. The Board may also amend the bylaws with a two-thirds (2/3) vote of the members of the Board of Directors present and voting at any meeting of the Board, provided that the proposed amendments shall have been included in the notice of the meeting.