

## BY LAWS

### ARTICLE 1 - THE COUNCIL

#### **ARTICLE 1 SECTION 1. CORPORATION:**

The name of the corporation shall be Girl Scouts Carolinas Peaks to Piedmont, Inc. herein referred to as "the Council", a not-for profit corporation organized under the laws of the state of North Carolina.

#### **ARTICLE 1 SECTION 2. MEMBERSHIP:**

The Council shall consist of the Officers, the Board of Directors, the Board Development Committee, members of the Girl Scout movement residing within the geographic area served by the Council. The Council shall register members of the Girl Scout movement according to the policies and directives of the Girl Scouts of the United States of America (GSUSA). Members of the Girl Scout movement registered through the Council age (fourteen (14)) and above shall be eligible to be Voting Members of the Council as set forth in Article 1, Section 3 of these bylaws.

#### **ARTICLE 1 SECTION 3. VOTING MEMBERS:**

Any member of the Girl Scout movement age 14 or over, registered through Girl Scouts Carolinas Peaks to Piedmont, Inc. shall be eligible to vote at the Annual Meeting of the Council. Members who wish to vote on the business of the council are required to register pursuant to these bylaws to be eligible to exercise their voting privilege. Members shall register to vote at the Annual Meeting by notifying the Board Chair or authorized designee of their intention to attend and vote at said meeting. The Notice of intention to attend and vote shall be given no later than three weeks prior to the date of the Annual Meeting or by such other date as may be set by the Board.

#### **ARTICLE 1 SECTION 4 . 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 delegates to the National Council of GSUSA;
- (b) determine the general direction for Girl Scouting locally by receiving and acting upon reports of the Board of Directors and by giving guidance to the Board;
- (c) amend the Articles of Incorporation and Bylaws;
- (d) take all other action requiring membership vote, within the responsibilities of the Council;
- (e) and conduct such other business as may, from time to time, come before the members.

#### **ARTICLE 1 SECTION 5 . ANNUAL MEETING:**

An Annual Meeting of the Council shall be held between April 1<sup>st</sup> and May 30<sup>th</sup> at said time and place as may be determined by the Board of Directors or at a date otherwise scheduled by the Board of Directors. Notice of time, place and purpose of the Annual Meeting shall be published

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using the customary methods of distributing information, including but not limited to website posting, e-mail, other electronic methods, written and verbal notices, at least 30 days and not more than 60 days in advance of said meeting. An Agenda for the Annual Meeting shall be published using the customary methods referenced above, no later than 30 days prior to the Annual Meeting. The Agenda for the Annual Meeting shall be set by the Board of Directors and may only be amended by a majority vote of the Board Members attending the Annual Meeting. Notwithstanding the previous sentence, the order of business on the Agenda, may be modified or changed by agreement of the Board Chair and CEO at the Annual Meeting to provide for the orderly flow of business.

### **ARTICLE 1 SECTION 6 . SPECIAL MEETINGS:**

Special meetings may be called by the Board Chair for any purpose or purposes relating to Council business.

Special meetings of the Council shall be called by the Board Chair upon written request of two-thirds of the members of the Board of Directors or 25% of the Voting Members, providing that a majority of the Communities join in such request, for any purpose within the Council, at any time.

Upon receipt of a request made pursuant to these bylaws, the Board Chair shall set the time and place for a special meeting, within twenty-one days of any such request.

The purpose(s) of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called.

Written notice of time, place, and purpose of the meeting shall be sent, or given personally to each Voting Member of the Council not less than ten (10) days before the meeting.

### **ARTICLE 1 SECTION 7 . QUORUM:**

There shall be at least one member eligible to vote from each Community, present to constitute a quorum for the transaction of business. In the event, that a quorum is not met, any item requiring membership action may be voted upon by the Board of Directors at the next meeting of the Board of Directors. The Board Chair or his/her designee has the authority to designate a voting member from any unrepresented region after the registration deadline.

### **ARTICLE 1 SECTION 8. VOTING PROCEDURES:**

Each Voting Member present in person shall be entitled to one vote. Elections shall be by ballot in contested elections and may be by voice vote or other means in uncontested elections. A majority of votes cast shall elect.

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All other matters shall be determined by a majority vote of the Voting Members present in person and voting, unless otherwise provided by law or these Bylaws or parliamentary authority. These votes may be by ballot or voice vote.

### ARTICLE 2 – OFFICERS

#### ARTICLE 2 SECTION 1. NUMBER AND TITLE:

The Officers of the Council shall be a Board Chair, a Vice Chair, a Secretary, and a Treasurer. Officers must be at least age eighteen (18) to serve. The Officers shall be members of the Board of Directors but shall not serve as regional or at- large directors.

#### ARTICLE 2 SECTION 2. ELECTION, TERM, AND VACANCIES:

The Board Chair, Vice Chair, Secretary, and Treasurer shall be elected by the members of the Council for a term of one(1) year, or until their successors are elected, and shall serve for no more than six (6) consecutive terms in any one or more 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, such person shall be eligible to serve six (6) consecutive terms as Board Chair. Terms of the office shall begin at the start of the Council's Fiscal/Program year (October 1).

A vacancy among the Officers, other than the Board Chair, shall be filled until the next Annual Meeting, by a vote of the Board of Directors. Nominations of persons to fill vacancies shall be made by the Board Development Committee. In the case of a permanent vacancy in the office of the Chair, the Vice Chair will succeed until the next Annual Meeting. There shall not be any automatic succession from Vice Chair to Chair other than as provided in this paragraph.

No person shall serve in more than one office at a time.

#### ARTICLE 2 SECTION 3. DUTIES:

The duties of the Officers shall be as follows:

##### 1. Board Chair

(a) The Board Chair shall be the chief volunteer corporate officer of the Council and shall preside at all meetings of the Council, the Board of Directors, and the Executive Committee.

(b) Board Chair shall recommend the appointment of three (3) additional members of the Board for a period of one year to serve on the Executive Committee. Said recommendations shall be subject to Board approval for service on the Executive Committee.

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(c)The Board Chair shall be responsible for ensuring that the lines of direction given by the members of the Council and the actions of the Board of Directors are carried into effect, and for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the Council.

(d)The Board Chair will convene the Board Development Committee pursuant to ARTICLE6 Section 3.

(e)The Board Chair shall be an ex-officio member of all committees established by the Board of Directors, except the Board Development Committee, and shall perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in the Bylaws.

### **2. Vice Chair**

(a) In the temporary absence or disability of the Board Chair, the Vice Chair shall preside at meetings of the Council and of the Board.

(b)The Vice Chair shall have such other powers and perform such other duties as may be assigned by the Board Chair or Board of Directors.

### **3. Secretary**

(a) The Secretary shall ensure that proper notices are issued of all meetings of the Council, the Board of Directors and the Executive Committee, and shall ensure that minutes of such meetings are kept.

(b)The Secretary shall be responsible for the custody of the corporate books, records and files.

(c)The Secretary shall be responsible for determining if a quorum is present for the transaction of business at all meetings of the Board of Directors and the Council.

(d)The Secretary shall be responsible for the technical integrity of the Bylaws as provided in ARTICLE 12, Section 2.

(e)The Secretary shall exercise other such powers and perform such other duties as may be assigned by the Board Chair or the Board of Directors.

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### 4. Treasurer

(a) 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 disbursements of all assets of the Council,

(b) The Treasurer shall serve on the Finance Committee, but shall not serve as Chair,

(c) 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 Board Chair or the Board of Directors.

### 5. Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board of Directors to serve at its pleasure.

(a) The Chief Executive Officer of the council shall be responsible for providing advice and assistance to the Council, the Board of Directors, the Board Chair and other officers, and the committees; and shall be responsible for administering the total operations of the Council.

(b) The Chief Executive Officer shall have such other powers and perform such other duties as may be provided by the Board of Directors through the Board Chair.

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

### ARTICLE 2, SECTION 4. REMOVAL OF OFFICERS

a. Any elected Officer who is absent from three consecutive entire Board meetings may be considered to have resigned and, such constructive resignation may be approved by a majority vote of the members present and voting at any regular meeting of the Board of Directors.

b. Any elected Officer may be removed with or without cause by a vote of 2/3 of the total members of the Board of Directors.

c. Written notice of removal shall be provided to any removed Officer within two (2) weeks after the vote to remove.



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### ARTICLE 3 - BOARD OF DIRECTORS

#### **ARTICLE 3 SECTION 1. POWERS, RESPONSIBILITIES, AND ACCOUNTABILITIES:**

The corporate business, powers 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 elected membership for managing the affairs of the Council; to the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements; to the State of North Carolina for adhering to state corporate law, and to the federal government in matters relating to legislation affecting non-profit and non-stock organizations. Directors must be at least age 18 to serve.

#### **ARTICLE 3 SECTION 2. COMPOSITION:**

The initial Board of Directors of the merged council of four legacy councils ( Catawba Valley Area Girl Scouts, Girl Scouts of Pioneer Council, Girl Scouts of Western North Carolina Pisgah Council and Girl Scouts, Tarheel Triad Council), all of whom shall reside within the Council jurisdiction, shall be composed of the Officers of the Council, one regional Director from each geographic region defined in Article 8, Section 1 as a Community (eleven total regional Directors) and eight at large Directors. Regional Directors must maintain residency in the represented Community during the term of service on the Board of Directors. The initial map of Communities is attached to these Bylaws as Appendix A. The Chair of the Board Development Committee if not otherwise an elected member of the Board, the Chief Executive Officer and the Chief Financial Officer shall be ex-officio members of the Board of Directors without privilege of vote.

#### **ARTICLE 3 SECTION 3. ELECTION AND TERM:**

The regional and at large Directors shall be elected by the Voting 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. Terms of the office shall begin at the start of the Council's Fiscal/Program year (October 1). Regardless of the number of consecutive terms any person shall have served as a Director, such person shall be eligible to be a member of the Board when serving as an Officer or Chair of the Board Development Committee.

#### **ARTICLE 3 SECTION 4. VACANCIES:**

Vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, or otherwise, shall,, be filled until the next Annual Meeting of the Council by affirmative vote of a majority of the remaining directors then in office, though less than a quorum, at any special meeting called for that purpose or at any regular meeting of the Board. Nominations to fill vacancies shall be provided by the Board Development Committee.

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### **ARTICLE 3 SECTION 5. REMOVAL OF BOARD MEMBERS:**

- a. Any Board member who is absent from three consecutive entire Board meetings may be considered to have resigned and, such constructive resignation may be approved by a majority vote of the members present and voting at any regular meeting of the Board of Directors.
- b. Any Board member may be removed, with or without cause, by a vote of 2/3 of the total members of the Board of Directors.
- c. Written notice of removal shall be provided to any removed Board member within two (2) weeks after the vote to remove.

### **ARTICLE 3 SECTION 6. 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. Written notice of time, place, and purpose of the meeting shall be sent to each Director not less than ten (10) days before the meeting.

### **ARTICLE 3 SECTION 7. SPECIAL MEETINGS:**

Special meetings may be called by the Board Chair as needed and shall be called upon written request of 25% of the 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 shall be held at such place where regular meetings of the Board are held unless otherwise determined by the Board.

Written notice of time, place, and purpose of the meeting shall be sent to each director not less than ten (10) days before the meeting.

### **ARTICLE 3 SECTION 8. QUORUM:**

A majority of the members of the Board shall be present to constitute a quorum for the transaction of business.

### **ARTICLE 3 SECTION 9. ACTION WITHOUT A MEETING:**

Action may be taken by a majority of the Board of Directors without a meeting if written consent to the action in question is received from all the members of the Board of Directors, and such consents are filed with the minutes of the proceedings of the Board either before or after the action has been taken.

### **ARTICLE 3 SECTION 10. ELECTRONIC PARTICIPATION IN MEETINGS:**

Any one or more members of the Board of Directors may participate in a meeting of the Board by any means or combination of means in which members are linked by telecommunication or other means such that all members participating in the meeting are able to simultaneously hear one

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another and are able to participate in the proceedings. A member using any such means of participation in a meeting shall be deemed present in person at such meeting(s). No action shall be taken without a ballot or a vote at a meeting.

### ARTICLE 4 - EXECUTIVE COMMITTEE

#### ARTICLE 4 SECTION 1. COMPOSITION:

The Executive Committee shall consist of the Officers of the Council and three (3) members nominated by the Board Chair from among Board members and elected by the Board, and the Chief Executive Officer, who shall serve without a vote.

The Board Chair shall be the Chair of the Executive Committee.

#### ARTICLE 4 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 to take any action which is contrary to, or a substantial departure from, the direction established by the Board, or which represents a major change in the affairs, business, or policy of the Council. The Executive Committee shall submit reports on actions taken to the Board.

#### ARTICLE 4 SECTION 3. MEETINGS:

Meetings of the Executive Committee shall be called by the Board Chair as needed or shall be called upon written request of two or more members of the Executive Committee.

Notice of time, place, and purpose of the meeting shall be given by telephone, otherwise transmitted or given personally to each member of the Executive Committee not less than twenty-four (24) hours before the meeting.

#### ARTICLE 4 SECTION 4. QUORUM:

Five (5) members of the Executive Committee must be present to constitute a quorum for the transaction of business.

#### ARTICLE 4 SECTION 5. ACTION WITHOUT A MEETING:

Action may be taken by a majority of the Executive Committee without a meeting if written consent to the action in question is received from all the members of the Executive Committee, and such consents are filed with the minutes of the proceedings of the Committee either before or after the action has been taken.

#### ARTICLE 4 SECTION 6. ELECTRONIC PARTICIPATION IN MEETINGS:



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Any one or more members of the Executive Committee may participate in a meeting of the Committee by any means or combination of means in which members are linked by telecommunication or other means such that all members participating in the meeting are able to simultaneously hear one another and are able to participate in the proceedings. A member using any such means of participation in a meeting shall be deemed present in person at such meeting(s). No formal action of the Executive Committee shall be taken without a ballot or a vote at a meeting.

### ARTICLE 5 - BOARD COMMITTEES

#### ARTICLE 5 SECTION 1. ESTABLISHMENT:

The Board of Directors may establish such Committees and/or Task Groups as it deems necessary. Such Committee or Committees shall have such name or names, responsibilities, and existence as may be determined, from time to time, by action of the Board of Directors. Each committee shall have two or more members who shall serve at the pleasure of the Board.

#### ARTICLE 5 SECTION 2. APPOINTMENT AND TERM OF CHAIR:

The Chair of any Committee shall be appointed by the Board Chair, subject to the approval of the Board of Directors, for no more than one (1) year, and shall serve for no more than six (6) consecutive years. Appointments to the position of Committee Chair shall be made at the Board Meeting following establishment or renewal of the Committee, except that vacancies may be filled by a majority vote of the Board.

#### ARTICLE 5 SECTION 3. APPOINTMENT AND TERM OF MEMBERS:

Committee members shall be recommended by the Board Chair after consultation with the Chair of the respective Committee and elected by a majority vote of the Board of Directors, for a term consistent with that of the Chair.

### ARTICLE 6 - BOARD DEVELOPMENT COMMITTEE

#### ARTICLE 6 SECTION 1. COMPOSITION:

There shall be a Board Development Committee of seven (7) members. No more than two members of the Board Development Committee shall serve from a single Community. A minimum of two but no more than three members of the Board Development Committee shall be members of the Board of Directors.

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### **ARTICLE 6 SECTION 2. METHOD OF ELECTION, TERMS, AND VACANCIES:**

Members of the Committee shall be elected by the Council for a term of three (3) years, or until their successors are elected, and may be reelected for one additional three (3) year term. After serving two terms a Board Development Committee member shall not be eligible again for Board Development Committee membership until after the lapse of one (1) year.

Terms of the office shall begin at the start of the Council's Fiscal/Program year (October 1). Any Board Development Committee member who is absent from three (3) consecutive Board Development Committee meetings may be considered to have resigned and, upon approval by a majority vote of the members present and voting at any regular meeting of the Board Development Committee, shall be notified to this effect.

The Board of Directors shall have the power to fill vacancies in the Board Development Committee until the next Annual Meeting of the Council when the Council shall elect a member to fill any unexpired term on the Board Development Committee. Nominations to fill vacancies shall be provided by the Board Development Committee.

Any member selected to fill a vacant unexpired term shall reside in the same Community as the member being replaced. Any member filling an unexpired term for more than eighteen (18) months shall be considered to have filled a complete term.

### **ARTICLE 6 SECTION 3. SELECTION AND TERM OF CHAIR:**

The Chair of the Board Development Committee shall be elected by the Committee from among the Committee members for a term of one (1) year during any term as a Committee member. The Chair may serve for three (3) consecutive years.

A vacancy in the office of Chair shall be filled by election by the Committee members for the remainder of the unexpired term.

Within six (6) weeks following the Annual Meeting, the Board Chair of the Council shall convene the Board Development Committee, at which time an election shall be held to elect the Board Development Committee Chair.

### **ARTICLE 6 SECTION 4. QUORUM:**

A majority of the members of the Board Development Committee must be present to constitute a quorum for the transaction of business.

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### **ARTICLE 6 SECTION 5. RESPONSIBILITIES:**

The Board Development Committee is accountable to the members of the Council, works independently from the Board of Directors. The responsibilities of the Board Development Committee include developing a single slate for the Board of Directors, Officers and the Board Development Committee, developing criteria for service on the Board of Directors, developing a process for identifying prospective candidates for service, working in conjunction with the Board of Directors to develop orientation and education materials, methods for identifying skills needs, methods for succession planning and self assessment materials.

The Board Development Committee shall present at the Annual Meeting:

- (a) a single slate of nominees for Officers of the Council,
- (b) a single slate of nominees for the Board of Directors,
- (c) a single slate of nominees for the Board Development Committee,  
and as needed
- (d) a single slate of nominees for delegates to the National Council, pursuant to the criteria and time set by the National Council and a single ranked slate of nominees to serve as alternates to fill vacancies among elected delegates should vacancies occur.

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

The Committee shall establish criteria for nominations. Said criteria shall be available upon reasonable request to any member of the Council.

### **ARTICLE 6 SECTION 6. ADDITIONAL NOMINATIONS:**

Additional nominations may be made in person by any Voting Member at the Annual Meeting provided the nominated candidate meets the criteria for the position as established by the Board Development Committee and provided that the eligibility of the nominated candidate meets all other criteria of these Bylaws and the consent of said candidate has been secured. Notice of additional nomination(s) shall be given to the Board Chair no later than one week prior to the Annual Meeting.

### **ARTICLE 6 SECTION 7. ACTION WITHOUT A MEETING:**

Action may be taken by the Board Development Committee without a meeting if written consent to the action in question is received from all the members of the Board Development Committee, and such consents are filed with the minutes of the proceedings of the Board Development Committee.

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### **ARTICLE 6 SECTION 8 ELECTRONIC PARTICIPATION IN MEETINGS**

Any one or more members of the Board Development Committee may participate in a meeting of the Committee by any means or combination of means in which members are linked by telecommunication or other means such that all members participating in the meeting are able to simultaneously hear one another and are able to participate in the proceedings. A member using any such means of participation in a meeting shall be deemed present in person at such meeting(s).

### **ARTICLE 6 – SECTION 9 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.

## **ARTICLE 7 - AUDIT COMMITTEE**

### **ARTICLE 7 SECTION 1 –PURPOSE**

The Board of Directors shall establish an Audit Committee to assist the Board in discharging and performing the duties and responsibilities of the Board with respect to the auditing functions of the Council.

### **ARTICLE 7 SECTION 2 COMPOSITION**

The Audit Committee shall be composed of at least three but not more than seven independent members. An independent member is described as follows:

- (a) is not and has not been employed in an executive capacity of the Council for at least five years prior to appointment to the audit committee,
- (b) is not a significant advisor or consultant to the Council, nor affiliated with any firm that is,
- (c) is not affiliated with a significant supplier to the Council,
- (d) is not a spouse, parent, sibling, child or in-law of any person described in a) through d) or of any member of management.

Members of the Audit Committee may include members not currently serving on the Board. The Board Chair shall appoint a Chair of the Audit Committee. The Chair of the Audit Committee shall be responsible for scheduling meetings and providing a written agenda for all meetings. Not more than one- third the Audit Committee members shall be simultaneously serving on the Finance Committee. The Treasurer of the Council shall be an ex officio member of the Audit Committee and



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shall not simultaneously serve as chair of the Audit Committee. The Finance Committee Chair may be a member of the Audit Committee, but shall not simultaneously serve as chair of the Audit Committee.

### ARTICLE 8 –FINANCE COMMITTEE

#### ARTICLE 8 SECTION 1. PURPOSE:

The Board of Directors shall establish a Finance Committee to assist the Board in discharging and performing the duties and responsibilities of the Board with respect to the Finance functions of the Council.

#### ARTICLE 8 SECTION 2. COMPOSITION:

The Finance Committee shall be composed of at least three but not more than seven independent members. An independent member is described as follows:

- (a) is not and has not been employed in an executive capacity of the Council for at least five years prior to appointment to the Finance committee,
- (b) is not a significant advisor or consultant to the Council, nor affiliated with any firm that is,
- (c) is not affiliated with a significant supplier to the Council,
- (d) is not a spouse, significant other, parent, sibling, child or in-law of any person described in a) through d) or of any member of management.

Members of the Finance Committee may include members not currently serving on the Board.

The Board Chair shall appoint a Chair of the Finance Committee. The Chair of the Finance Committee shall be responsible for scheduling meetings and providing a written agenda for all meetings. Not more than third the Finance Committee members shall be simultaneously serving on the Audit Committee. The Treasurer of the Council shall be an ex officio member of the Finance Committee and shall not simultaneously serve as chair of the Finance Committee. The Finance Committee Chair may be a member of the Audit Committee, but shall not simultaneously serve as chair of the Audit Committee.

### ARTICLE 9 - COMMUNITY LEADERSHIP CABINETS

#### ARTICLE 9 SECTION 1. COMMUNITIES:

The Board of Directors shall establish within the Council's jurisdiction geographic subdivisions, which shall be known as Communities. There shall be a Community Leadership Cabinet for each Community, to provide for membership participation in the activities and business of the Council. The Board shall have the power to modify the jurisdictional boundaries of said Communities.

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### **ARTICLE 9 SECTION 2. COMMUNITY LEADERSHIP CABINET MEMBERSHIP:**

A Community Leadership cabinet shall consist of five (5) to fifteen (15) members age fourteen (14) or older residing in the Community. Basic structure, including positions and position descriptions are outlined in the defined Council volunteer structure. Positions may vary based on Community needs.

### **ARTICLE 9 SECTION 3. RESPONSIBILITIES OF THE COMMUNITY LEADERSHIP CABINET:**

The members of a Community Leadership Cabinet shall:

- (a) serve a two year term with option to renew annually;
- (b) work in collaboration with the Council staff to assess the Community and create a plan for growth and support of membership;
- (c) give input and reaction to proposed plans and policy matters being considered by the Board of Directors;
- (d) initiate, and submit to the Board, proposals directed toward fostering the improvement of Girl Scouting within the Council;
- (e) support Council fund raising efforts;
- (f) identify external and internal trends for the Board's use in formulating corporate goals;
- (g) initiate Council partnerships and collaborations;
- (h) practice advocacy;
- (i) be members of the Girl Scout movement; and,
- (j) perform such other duties as may be delegated by the Board of Directors.

### **ARTICLE 9 SECTION 4. MEETINGS:**

Meetings of the Community Leadership Cabinet shall be convened as needed by the staff liaison to the Community Leadership Cabinet and/or the Community Leadership Coordinator, and may be convened by the Regional Board Member serving the Community or by the Board Chair or CEO.

### **ARTICLE 9 SECTION 5. SPECIAL MEETINGS:**

Special meetings shall be called by the Community Leadership Cabinet Chair or Board Chair upon written request of 25% of the members of a Community Leadership Cabinet.

### **ARTICLE 9 SECTION 6. REGIONAL BOARD MEMBER DUTIES:**

The Regional Board Member shall serve as liaison between the Community Leadership Cabinet and the Board. Regional Board Members are responsible for attending the Community Leadership Cabinet meetings where governance items or issues are part of the agenda and at other times as the Board may establish from time to time.



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### ARTICLE 10 - NATIONAL COUNCIL DELEGATES

#### ARTICLE 10 - NATIONAL COUNCIL DELEGATES

The delegates 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 Voting Members of the Council at the Annual Meeting prior to the regular meeting of the National Council. Alternates shall be elected at the same time and in the same manner as delegates as provided for in ARTICLE 1 Section 4. The Board of Directors, or the Board Chair in the absence of a meeting of the Board, shall fill vacancies among delegates from among the alternates. If there be no such alternates, the Board of Directors, or the Board 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 and alternates shall:

- (a) be citizens of the United States of America;
- (b) be currently registered members of the Girl Scout movement, registered through the Council, fourteen (14) years of age or over, and
- (c) serve for a term of three (3) years from the date of their election or until their successors are elected.

### ARTICLE 11 - FISCAL AND LEGAL POLICIES

#### ARTICLE 11 SECTION 1. FISCAL YEAR:

The fiscal year of the Council shall be established by the Board of Directors in accordance with generally accepted accounting principles.

#### ARTICLE 11 SECTION 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 of Directors.

#### ARTICLE 11 SECTION 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.

#### ARTICLE 11 SECTION 4. APPROVED SIGNATURES:

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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.

### **ARTICLE 11 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.

### **ARTICLE 11 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 the total budgetary appropriations without prior approval of the Board of Directors.

### **ARTICLE 11 SECTION 7. LEGAL COUNSEL:**

The council shall retain independent legal counsel.

### **ARTICLE 11 SECTION 8 FINANCIAL REPORTS:**

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

### **ARTICLE 11 SECTION 9. INVESTMENTS:**

The Council shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of, the Council if such action is a prohibited transaction

or would result in the denial of the tax exemption under Section 503 or 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

### **ARTICLE 11 SECTION 10. INDEMNIFICATION:**

The council shall indemnify its officers and directors to the maximum extent required or permitted by the General Statutes of North Carolina as from time to time amended, and such officers and directors shall be deemed to have relied upon this provision.

### **ARTICLE 11 SECTION 11. DISSOLUTION:**



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In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending the inclusion of the jurisdiction of the dissolved Girl Scout Council in the jurisdiction of another Girl Scout Council.

### **ARTICLE 11 SECTION 12. NOTICE:**

Written notice as required by these bylaws may be accomplished by electronic means.

## **ARTICLE 12 - PARLIAMENTARY AUTHORITY**

### **ARTICLE 12 SECTION 1. PARLIAMENTARY AUTHORITY:**

Roberts Rules of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of the Council Board of Directors, constituencies, and all Committees, subject to the laws of the state, the Articles of Incorporation, and these Bylaws

## **ARTICLE 13 – AMENDMENTS**

### **ARTICLE 13 SECTION 1:**

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

### **ARTICLE 13 SECTION 2:**

The Secretary shall have the authority to make necessary technical and typographical changes to these Bylaws in order to assure editorial continuity with substantive changes approved by the membership. These technical and typographical changes shall be reported to the Board of Directors, and with the approval of the Board of Directors shall become official. Report of such changes shall also be made to the membership at the next annual meeting of the Council where revised copies of the Bylaws shall be distributed.

### **ARTICLE 13 SECTION 3:**

These By-Laws or any portion thereof, may be suspended by the Board of Directors by a 2/3 vote of the Board at a scheduled or called meeting.

Originally adopted by Organizing Group - September, 2009

Confirmed by Board of Directors - October, 2009

Revised by Delegate vote – April 26, 2014