



girl scouts
of historic georgia
ByLaws



2/1/2019
Girl Scouts of Historic Georgia, Inc.



**BYLAWS OF THE GIRL SCOUTS OF HISTORIC GEORGIA, INC. OF
GIRL SCOUTS OF THE UNITED STATES OF AMERICA**

ARTICLE I – GENERAL PROVISIONS

Section 1. Name.

The name of the corporation shall be Girl Scouts of Historic Georgia, Inc., hereinafter referred to as the “Corporation,” a not-for-profit corporation organized under the laws of the state of Georgia.

Section 2. Registered Office and Agent.

The Board of Directors will designate a registered agent and registered office for service of legal process; these designations are to be filed with the Georgia Secretary of State as required by the Georgia Nonprofit Corporation Code (or a section codified in Chapter 3 of Title 14 of the Official Code of Georgia Annotated) (the “Code” or “Code section”). The board may change these designations at any time. In the event the board fails to make a designation or a registered agent resigns without a new designation of registered agent and office, then the Chair of the Board of the Corporation, and the Chair of the Board’s address, are to be filed with the Georgia Secretary of State as the registered agent and office of the Corporation until the Board of Directors makes some other affirmative designation.

Section 3. Business office(s) authorized.

The Board of Directors of the Corporation may establish one or more offices for the conducting of business within this state, whenever circumstances warrant.

Section 4. Conflict of Interest Policy.

The Corporation’s conflict of interest policy is attached hereto and made a part hereof as Attachment “C”.

Section 5. Diversity.

The council shall reflect the broad diversity of its culture and shall, at all times, remain committed to equal access and opportunity for every person association with the council’s operation, governance, membership and activities, regardless of race, color, ethnicity, creed, national origin, disability, socioeconomic status, age, and gender.

ARTICLE II – PURPOSE

The purpose of the Corporation shall be as defined in the Articles of Incorporation and be made available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

ARTICLE III – MEMBERS OF THE CORPORATION

Section 1. Eligibility

Individuals age fourteen (14) years of age and over who are currently registered through the Girl Scouts of Historic Georgia are eligible to be members of the Corporation.

Section 2. Composition.

- A. Members of the Corporation shall consist of:
1. elected members of the **Board of Directors**;
 2. members of the **Board Nominating Committee**, if not otherwise members of the Corporation;
 3. delegates elected by areas as defined by the Board of Directors;
 4. The number of members of the Corporation shall be **no less than 75 nor more than 100**.
- B. At least two-thirds of the members of the Corporation shall be those elected by areas.

Section 3. Election.

- A. Procedure. Each area shall elect delegates and alternates in accordance with policies and procedures established by the Board of Directors.
- B. Number.
1. The number of delegates and alternates to which each area is entitled shall be based on the **number of registered girl members in the area as of September 30** of each calendar year, **according to a formula established and administered by the Board of Directors.**
 2. Each area shall be entitled to at least five (5) delegates.
- C. Term and Vacancies.
1. Delegates shall serve for a term of 1 years or until their successors are elected and assume office.
 2. Terms of office shall **begin at the close of the meeting** at which elections are held.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors shall be composed of up to seventeen (17) members, consisting of the **elected officers of the Corporation, chair of the Board Nominating Committee, and directors-at-large**. The Chief Executive Officer and past Board chair(s) shall be ex-officio members without vote. All directors must be at least eighteen (18) years of age. *The Board Nominating Committee is committed to strive, to have a composition makeup of one or more directors from each of the council's geographic area.*

Section 2. Term of Office of Directors-at-Large.

- A. The directors-at-large shall be elected by ballot in accordance with Article XI of these bylaws for a term of **three (3) years** or until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the meeting at which elections are held.
- C. *The term of office of one-third (1/3) of the directors-at-large shall expire at each annual meeting of the council.*
- D. **No individual shall serve more than two (2) consecutive terms as a director-at-large.**
- E. A director-at-large may serve for two (2) additional terms after being off of the Board of Directors for at least one (1) year.
- F. A member who shall have served a half term or more in office shall be considered to have served a full term in office.

Section 3. Vacancies.

Any vacancy on the Board that occurs prior to the end of an elected term shall be filled for the remaining portion of that term by a majority vote of the Board then in office, except as follows. The candidate(s) for any vacancy shall be nominated by the Nominating Committee. Any Director so elected shall begin his or her term upon election by the Board and shall hold office for the remaining portion of term or until his or her successor is elected and assumes office.

Section 4. Power, Authority, and Accountability.

- A. Power and Authority. The Board of Directors shall have full power and authority:
 - i. over the affairs of the Corporation between meetings of the Corporation, except as otherwise provided in these bylaws or by statute;
 - ii. to define, establish and modify areas for purposes of governance.
- B. Accountability. The Board of Directors is accountable to:
 - i. the Corporation membership for managing the affairs of the Corporation, including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Corporation and the Movement;
 - ii. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
 - iii. the state of incorporation for adherence to state corporation law;
 - iv. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 5. Regular Meetings.

- A. Scheduling. The Board of Directors shall hold at least ***four (4) regular meetings*** a year at such time and place as the board may determine.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally, mailed or electronically transmitted to each member of the Board of Directors at least **fourteen (14) calendar** days prior to the meeting.
- C. Use of contemporaneous communications systems for board meetings. The Board of Directors, or any Corporation committee, may utilize a

contemporaneous communications system in which all participants in the meeting can hear each other; and participation in a meeting by this system constitutes the presences of the participants at the meeting.

- D. Quorum. A simple majority of the board members then in office present in person or linked as provided in Paragraph C above shall constitute a quorum for the transaction of business.
- E. Voting.
 - i. Each member of the board shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by the Code, the Articles of Incorporation of the Corporation, or these bylaws, all matters shall be determined by a simple majority vote.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 6. Special Meetings.

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least three (3) board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed or electronically transmitted to each member of the board at least two (2) days prior to the meeting.
- C. Use of contemporaneous communications systems for special meetings. The Board of Directors, or any Corporation committee, may utilize a contemporaneous communications system in which all participants in the meeting can hear each other; and participation in a meeting by this system constitutes the presence of the participants at the meeting.
- D. Quorum. A simple majority of the board members then in office present in person or linked as provided in Paragraph C above shall constitute a quorum for the transaction of business.
- E. Voting.
 - i. Each member of the board shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by the Code, the Articles of Incorporation of the Corporation, or these bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 7. Written Consent Action by Board.

Any action required by law, or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by a majority of the directors. This consent is the equivalent to a vote of the Board of Directors during a meeting with a quorum, and is to be filed and recorded with the minutes of the Corporation's Board of Directors. The directors who did not sign the consent action shall be given notice of the action as soon as practicable, but no later than the next meeting of the Board of Directors after the written consent action is signed by a sufficient number of directors.

Section 8. Waiver of Notice.

Notice of any Regular or Special meeting of the Board of Directors may be waived in writing or by electronic transmission signed by the board member entitled to notice. Such notice shall be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The attendance of a director at any Regular or Special meeting shall of itself constitute a waiver of notice of such meeting and of any and all objections to the place or time of the meeting, or to the manner in which it has been called or convened, except where a director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section 9. Removal.

- A. One or more directors may be removed for a stated cause by the affirmative vote of a two thirds majority of the remaining members of the Board of Directors of the Corporation at a regular or special meeting of the Board of Directors, and where notice of a director's intention to present a motion for removal has been given prior to the meeting of the board of directors. Absences of more than fifty (50) per cent of regular meetings may be considered cause for removal. A separate vote on removal must be made as to each director proposed for removal.
- B. Such vacancy shall be filled as in the case of a vacancy by resignation.
- C. In the event of removal, the provisions of Section 3 will apply; however, if the removal of directors results in a total of two or more vacancies on the board, the remaining directors shall organize and expedite the election of new directors to the vacancies on the Board of Directors by convening a special meeting of the Board of Directors, on some later date at least ten but within fifteen days after the date of the meeting at which directors were removed, or after the vacancies arose, with all remaining directors voting either in person or by proxy, and without utilizing mail voting, for the purpose of filling these vacancies. Such vacancies shall be filled upon recommendation of the Board Nominating Committee.

ARTICLE V – OFFICERS

Section 1. Elected Officers

The elected officers of the council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer.

Section 2. Term of Office

- A. The officers shall be elected in accordance with Article XI of these bylaws for a term of **two (2) years** or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin upon close of the meeting at which the election is held.
- C. No individual shall serve more than two consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve two (2) consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board.
- D. No individual shall hold more than one office at a time.

- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

Section 3. Vacancy in Office

- A. Any officers of the Corporation may be removed from office at any time by the Board of Directors, for stated cause.
- B. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the First Vice Chair of the Board for the remainder of the term.
- C. In the event of a vacancy in the Chair of the Board, the First Vice Chair and the Second Vice Chair, the Board Nominating Committee shall nominate a new Chair and Vice Chairs from the existing Board of Directors. Those nominations shall be subject to approval by the full board.
- D. Except as provided above in Section 3.C, any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4. Ex Officio Officers

- A. The Chief Executive Officer (**CEO**) shall be appointed by the Board of Directors of the Corporation at its pleasure and **shall serve as an ex officio officer** of the Corporation without vote.
- B. The Immediate Past Chair, without vote.

Section 5. Duties of Officers

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the members of the Corporation, the Board of Directors, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority.

- A. The Chair of the Board shall:
 - i. be the principal officer of the Corporation;
 - ii. preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee;
 - iii. assure support by the Board of Directors for the council's strategic direction and appropriate oversight of performance;
 - iv. report to the Corporation and the Board of Directors as to the conduct and management of the affairs of the corporation; and
 - v. serve as an ex officio member of all committees except the Board Nominating Committee.
- B. The First Vice Chair of the Board shall:
 - i. assist the Chair of the Board as assigned;
 - ii. preside at meetings of the council, the Board of Directors, or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding; and
 - iii. in the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.
- C. The Second Vice Chair of the Board shall:
 - i. assist the Chair of the Board as assigned;

- ii. preside at meetings of the council, the Board of Directors, or the Executive Committee in the absence or inability of the Chair and/or the First Vice Chair of the Board, or when delegated the responsibility of presiding
 - ii. in the event of the vacancy in both the offices of Chair of the Board and First Vice Chair of the Board, succeed to the office of Chair of the Board for the remainder of the unexpired term.
- D. The Secretary shall:
- i. ensure that proper notice is given for all meetings of the Corporation, the Board of Directors, and the executive committee;
 - ii. ensure that minutes of all meetings of the Corporation, the Board of Directors, and the Executive Committee are kept; and
 - iii. have responsibility for the seal of the Corporation and ensure its safekeeping.
- E. The Treasurer shall:
- i. provide effective stewardship and oversight of the Corporation's finances;
 - ii. execute directives of the Board of Directors.
- F. The Past Chair shall:
- i. Convey institutional knowledge to other members of the Executive Committee; and
 - ii. Shall provide such other advice and counsel to the Executive Committee as may be beneficial to the organization.
- G. The Chief Executive Officer (CEO) shall:
- i. be responsible for carrying out the policies of the Corporation and for the active management of its affairs;
 - ii. do and perform such other duties as may, from time to time, be assigned to him or her by the Board of Directors;
 - iii. be the senior staff member;
 - iv. take any other action as the Chair of the Board and the Board of Directors shall determine necessary.

ARTICLE VI – MEETINGS OF THE MEMBERS

Section 1. Annual Meeting.

- A. Scheduling. The corporation shall conduct an **annual meeting** of the Corporation membership at such date, time, and place **as determined by the Board** of Directors.
- B. **Notice.** *Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments* to these bylaws shall be given personally, mailed or electronically transmitted to each member of the Corporation not more than **sixty (60) calendar** days nor **less than thirty (30) calendar** days **prior** to the meeting.
- C. Amended Notice. An amended notice shall be distributed to the members by the means designated above at least sixteen (16) calendar days prior to the annual meeting if the slate is amended to include at-large nominations.
- D. Business. At the annual meeting, the Corporation shall:
 - i. elect officers, directors at large, delegates and alternates to the National Council of the Girl Scouts of the United States of America.

- ii. consider any proposed amendments to the council bylaws;
 - iii. provide input on key issues affecting the council and the Movement (see attachments A & B); and
 - iv. consider any other business appropriate to come before the Corporation in accordance with the process established by the Board of Directors.
- E. Use of contemporaneous communications systems for membership meetings. The members may utilize a contemporaneous communications system in which all participants in the meeting can hear each other; and participation in a meeting by this system constitutes the presences of the participant at the meeting.
- F. Quorum. The quorum for the annual meeting shall be at least twenty-five (25) per cent of the members of the Corporation present in person or linked as provided in paragraph D above, provided that a majority of the Corporation's areas are represented by at least two (2) delegates per area.
- G. Voting.
- i. Each member of the Corporation shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one (1) capacity.
 - iii. Unless otherwise designated by the Code, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a simple majority vote.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the Corporation membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least five (5) per cent of members of the Corporation. The purpose of the meeting shall be stated in the written request. No business shall be considered other than the business stated in that request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed or electronically transmitted to each member of the Corporation at least ten (10) calendar days prior to the meeting.
- C. Use of contemporaneous communications systems for special meetings. The members may utilize a contemporaneous communications system in which all participants in the meeting can hear each other; and participation in a meeting by this system constitutes the presence of the participants at the meeting.
- D. Quorum. The quorum for the special meeting shall be at least twenty-five (25) per cent of the members of the Corporation present in person or linked as provided in paragraph D above, provided that all of the Corporation's areas are represented by at least two (2) delegates per area.
- E. Voting. Voting shall be in accordance with Section 1 above of these bylaws.

Section 3. Written Consent Action by Membership.

Any action required by law, or permitted to be taken at any meeting of the members of the Corporation, may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by a majority of the membership. This consent is the equivalent to a vote of the members of the Corporation during a meeting with a quorum, and is to be filed and recorded with the minutes of the Corporation's members. The members who did not sign the consent action shall be given notice of the action as soon as practicable, but no later than the next

meeting of the members after the written consent action is signed by a sufficient number of members.

Section 4. Waiver of Notice.

Notice of any Regular or Special meeting of the members of the Corporation may be waived in writing or by electronic transmission signed by the member entitled to notice. Such notice shall be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The attendance of a member at any Regular or Special meeting shall of itself constitute a waiver of notice of such meeting and of any and all objections to the place or time of the meeting, or to the manner in which it has been called or convened, except where a member states, at the beginning of the meeting, any such objection or objections to the transaction of business.

ARTICLE VII – AT-LARGE NOMINATIONS

Section 1. At-large nominations for any of the elected positions, other than delegates elected by areas, may be made prior to the annual meeting provided:

1. the individual to be nominated has consented in writing to serve if elected;
2. the nomination has been submitted to the chair of the Board Nominating Committee, or her/his designee, at least seventeen (17) calendar days before the convening of the annual meeting;
3. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

Section 2. All nominations made shall be submitted to the chair of the Board Nominating Committee for inclusion on the slate submitted to the membership for election, as provided in Article VI Section 1.C. The Board Nominating Committee shall have no power to omit any qualified at-large nomination from the slate presented to the membership for election.

ARTICLE VIII – COMMITTEES

Section 1. Establishment

The Board of Directors may establish standing and special committees and/or task groups, and/or, advisory committees and/or, ad hoc committees as needed, which shall operate as functions of the board of directors.

Section 2. Appointment

- A. The chair of any committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors.
- B. Members of any committee, task group, or ad hoc committee shall be appointed by the Chair of the Board in consultation with the chair of the respective committee or task group with the exception of the Board Nominating Committee.
- C. *At least one (1) member of any committee or task group shall be members of the Board of Directors, one of whom may serve as chair of the committee.*
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the Board of Directors at the time of appointment.

- E. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2.A. or 2.B. of this Article.

Section 3. Quorum

The quorum for meetings of any committee or task group shall be a **simple majority** of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall consist of the elected officers of the corporation and up to two (2) directors-at-large. The Chief Executive Officer shall serve as an ex officio member with voice and without vote. The directors-at-large shall be appointed by the Chair of the Board from the members of the Board of Directors.

Section 2. Duties.

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Corporation's Board of Directors between the meetings of the board, except that the Executive Committee shall not:
- i. adopt the budget;
 - ii. amend the bylaws;
 - iii. 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.
- B. Reports. The Executive Committee shall submit to the Board of Directors at each board meeting a report of all actions taken since the last board meeting.

Section 3. Meetings.

- A. Scheduling. The Executive Committee shall meet as needed at the call of the Chair.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided **ten (10) calendar** days in advance of the meeting.

Section 4. Quorum.

A simple majority of the Executive Committee members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

ARTICLE X – BOARD NOMINATING COMMITTEE

Section 1. Membership.

The Board Nominating Committee shall be composed of **nine (9) members**. There shall be a minimum of two (2) members from the Board of Directors and a maximum of five (5), and there

shall be minimum of two (2) members who are not on the Board of Directors and a maximum of four (4). The CEO of the Council shall serve as an ex-officio non-voting member.

Section 2. Election, Term, and Vacancies

- A. The members of this committee shall be elected by ballot in accordance with Article XI of these bylaws for a term of three (3) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the meeting at which elections are held.
- C. No individual shall serve more than two (2) consecutive terms as a member of the committee.
- D. An individual who shall have served a half term or more on this committee shall be considered to have served a full term on this committee.
- E. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the board of directors for the remainder of the term

Section 3. Election, Term, and Vacancy of Committee Chair

- A. At its first meeting following the election, the committee shall elect from amongst its eligible members an individual to serve as chair of the committee.
- B. An individual shall have served on the Board Nominating Committee for at least one (1) year in order to be eligible for election to the position of chair.
- C. The term of office for chair shall be three (3) years.
- D. No individual shall serve more than one (1) term as chair of the committee regardless of how many years or terms the individual may be a member of the Board Nominating Committee.
- E. In the event of a vacancy in the office of chair, the committee shall elect a new chair from its eligible members to serve the remainder of the term.
- F. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.

Section 4. Responsibilities.

The responsibilities of the Board Nominating Committee shall be:

- A. to solicit and recruit candidates for elected positions in the council.
- B. to provide to the membership a slate for all positions for election, including officers, directors, and Board Nominating Committee members.
- C. to provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America a slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.
- D. to develop in conjunction with the board of directors:
 - i. board orientation and education materials;
 - ii. board development materials;
 - iii. methods for identifying needed skills and talents for the Corporation Board of Directors and committees;
 - iv. methods for succession planning; and
 - v. board annual self assessment materials.
- E. to conduct board orientation and board development training sessions as needed and/or as directed by the Board of Directors.

Section 6. Quorum.

The quorum for meetings of the Board Nominating Committee shall be a simple majority of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE XI – ELECTION PROCEDURES

The method of voting at the annual meeting for the election of Corporation officers, directors-at-large, Board Nominating Committee members, and National Council delegates, shall be by Corporation members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE XII – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age fourteen (14) years and older. They shall be members of the Girl Scout Movement registered through the council at the time of election and throughout the term of service. National Delegates are subject to council policies outlined in Girl Scouts of Historic Georgia Volunteer Essentials and the Blue Book of Basic Documents.

Section 2. Election.

The delegates and alternates to whom the Corporation is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article VI of these bylaws in accordance with the time frame established by the Girl Scouts of the United States of America and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies.

The Board of Directors or executive committee shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the Corporation.

ARTICLE XIII – FINANCE

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be **October 1 through September 30.**

Section 2. Contributions.

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 3. Depositories.

All funds of the council shall be deposited to the credit of the Corporation under such conditions and in such financial institutions as shall be designated by the Board of Directors.

Section 4. Approved Signatures.

Approvals for signatory authority in the name of the Corporation and access to funds and securities of the Corporation shall be authorized by the Board of Directors.

Section 5. Bonding.

All persons having access to or responsibility for the handling of monies and securities of the Corporation shall be bonded in the amount authorized by the Board of Directors.

Section 6. Budget.

The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Corporation in excess of the budgeted amounts without prior approval of the Board of Directors.

Section 7. Property.

Title to all property shall be held in the name of the Corporation.

Section 8. Audits.

An independent certified public accountant shall be retained by the board of directors to perform an annual audit of the financial statements of the Corporation. A report of the audit shall be submitted to the Board of Directors and to the Girl Scouts of the United States of America.

Section 9. Financial Reports.

A summary report of the financial condition of the Corporation shall be presented to the membership at the annual meeting.

Section 10. Investments.

The funds of the Corporation shall be invested in accordance with the policy established by the Board of Directors or by a committee appointed by the Board of Directors for such purpose.

Section 11. Sales of Assets Outside Regular Course of Business.

The provisions of Article 12 of the Code, relating to the sale of all, or substantially all of the assets of the Corporation outside the regular course of business, is adopted by the Corporation by this reference, as a bylaw of the Corporation.

ARTICLE XIV – INDEMNIFICATION

Section 1. Authority to Indemnify.

Except as otherwise provided in this section, the Corporation may indemnify an individual who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitative, or investigative, and whether formal or informal) because he or she is or was a director against liability to pay a judgment, settlement, penalty, fine

(including the obligation to pay an excise tax assessed with respect to an employee benefit plan), or reasonable expenses, including counsel fees, incurred with respect to the proceeding if:

- A. Such individual conducted himself or herself in good faith; and
- B. Such individual reasonably believed:
 - i. In the case of conduct in his or her official capacity as director of the Corporation, that such conduct was in the best interests of the Corporation;
 - ii. In all other cases, that such conduct was at least not opposed to the best interests of the Corporation; and
 - iii. In the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful.

A director's conduct with respect to an employee benefit plan for a purpose he or she believed in good faith to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of Paragraphs A and B of this Section 1. Further, the termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section. The Corporation may not indemnify a director under this section in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses, including counsel fees, incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under this section, or in connection with any other proceeding with respect to conduct for which the director was adjudged liable on the basis that a personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity as a director of the corporation.

Section 2. Mandatory Indemnification.

The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitral, or investigative, and whether formal or informal) to which the director was a party because he or she was a director of the Corporation against the reasonable expenses, including counsel fees, incurred by the director in connection with the proceeding.

Section 3. Advance for Expenses.

Before the final disposition of a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitral, or investigative, and whether formal or informal), the Corporation may advance funds to pay for or reimburse the reasonable expenses, including counsel fees, incurred by a director who is a party to that proceeding because he or she is a director if he or she delivers to the Corporation:

- A. A written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 1 of this Article (and in O.C.G.A. § 14-3-851), or that the proceeding involves conduct for which liability has been eliminated under a provision of the articles of incorporation (as authorized by O.C.G.A. § 14-3-202(b)(4)); and
- B. His or her written undertaking to repay any funds advanced if it is ultimately determined that the director is not entitled to indemnification under the provisions of Part 5 of Article 8 of the Georgia Business Corporation Code or under these bylaws. This undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted by the Corporation without reference to the financial ability of the director to make repayment.

Authorizations under this section shall be made by the Board of Directors: (a) where there are two or more disinterested directors, by a majority vote of all of the disinterested directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; or (b) when there are fewer than two disinterested directors, then by the affirmative vote of a majority of directors present, in the presence of a quorum, unless the vote of a greater number of directors is required for action by the board (in accordance with O.C.G.A. § 14-3-824(c)) and in which authorization directors who do not qualify as disinterested directors may participate.

Section 4. Court Ordered Indemnification or advance for expenses.

A director who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), because he or she is a director may apply for indemnification or advance for expenses (including counsel fees) to the court conducting the proceeding or to another court of competent jurisdiction. After receipt of the application and after giving any notice it considers necessary, the court shall order indemnification or advance for expenses if it determines:

- A. that the director is entitled to indemnification under this Article, or
- B. in view of all of the relevant circumstances, that it is fair and reasonable to indemnify or advance expenses to the director, even if the director has not met the relevant standard of conduct in Section 1, or failed to comply with the procedure in Section 3 of this Article, or was adjudged liable in a proceeding by or in the right of the Corporation, except for reasonable expenses, including counsel fees, incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under this section, or in connection with any other proceeding with respect to conduct for which the director was adjudged liable on the basis that a personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity as a director of the Corporation.

If the court determines that the director is entitled to indemnification or advance for expenses, it may also order the Corporation to pay the director's reasonable expenses, including counsel fees, to obtain court-ordered indemnification or advance for expenses.

Section 5. Procedure for Determination.

The Corporation may not indemnify a director under Section 1 unless authorized under the terms of Section 1, and a determination has been made for a specific proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), that indemnification of the director is permissible in the circumstances because the director has met the relevant standard of conduct set forth in Section 1. The determination shall be made:

- A. If there were two or more disinterested directors, by the Board of Directors by a majority vote of all of the disinterested directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote;
- B. By special legal counsel selected in the manner described in paragraph (A) of this Section or, if there are fewer than two disinterested directors selected by the Board of Directors (in which selection directors who do not qualify as disinterested directors may participate); or

- C. By the members, but a director who at the time does not qualify as a disinterested director may not vote on the determination.

Authorization of indemnification or of an obligation to indemnify and the evaluation as to the reasonableness of expenses, including counsel fees, shall be made in the same manner as the determination that indemnification is permissible, except that if there are fewer than two disinterested directors or if the determination is made by special legal counsel, the authorization of indemnification and the evaluation as to the reasonableness of expenses shall be made by those directors who could select special legal counsel (when there are fewer than two disinterested directors) under subparagraph B of this Section.

Section 6. Indemnification or advance of expenses for officers, employees and agents.

A. The Corporation may indemnify and advance expenses under this Article to an officer of the Corporation who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), because he or she is an officer of the Corporation to the same extent as a director, as provided in this Article. If an officer of the Corporation is not a director, or although the officer is also a director, because the sole basis on which he or she is made a party to the proceeding is an act or omission solely as an officer, the Corporation may indemnify or advance expenses to such further extent permitted by the laws of Georgia, except for liability arising out of conduct that constitutes:

- i. acts or omissions which involve intentional misconduct or a knowing violation of law;
- ii. the receipt of an improper personal benefit.

B. An officer of the Corporation who is not a director is entitled to mandatory indemnification under Section 2, may apply for to a court for indemnification or advances for expenses under Section 4 to the same extent to which a director may be entitled to indemnification for advances for expenses.

C. The Corporation shall indemnify and advance expenses to an employee or agent of the Corporation who is not a director to the fullest possible extent, consistent with public policy and to the fullest extent permitted by the laws of Georgia. The procedures for such indemnification or advance shall be consistent with those for directors or officers of the Corporation.

Section 7. Insurance.

The Corporation may purchase and maintain insurance on behalf of each individual who is a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Section 8. Prior Obligation to Indemnify or Advance Expenses.

Pursuant to the provisions of O.C.G.A. § 14-3-858, the Corporation is authorized to obligate itself in advance of the act or omission giving rise to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or

investigative, and whether formal or informal), to provide indemnification or advance funds to pay for or reimburse expenses of a director, officer, employee or agent to the fullest extent permitted by the laws of Georgia. The Corporation has power to pay or reimburse a director or officer in connection with his or her appearance as a witness in a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), at a time when he or she is not a party. Further, except to the extent limited this Section, this Section does not otherwise limit the Corporation's power to indemnify, advance expenses to, or provide or maintain insurance on behalf of an employee or agent.

Section 9. Definitions for Article.

As used in this Article XIV, unless the context clearly requires a different meaning, the term:

- A. "Corporation" includes any domestic or foreign predecessor entity of a corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction;
- B. "Director" or "officer" means an individual who is or who was a director or officer, respectively, of a corporation, or who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A director or officer is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by the director or officer to the plan or to participants in or beneficiaries of the plan. Further, unless the context otherwise requires, "director" or "officer" includes the estate or personal representative of a director or officer;
- C. "Disinterested Director" means a director who at the time of a vote or other action by the Board of Directors of the Corporation is not a party to the proceeding; or is an individual who is a party to a proceeding having a familial, financial, professional, or employment relationship with the director whose indemnification or advance for expenses is the subject of the decision being made with respect to the proceeding, which relationship would, in the circumstances, reasonably be expected to exert an influence on the director's judgment when voting on the decision being made.
- D. "Expenses" includes counsel fees.
- E. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.
- F. "Official capacity" means when used with respect to a director, the office of director in the Corporation, and when used with respect to an officer, as contemplated in Section 6, the office in the Corporation held by the officer. "Official capacity" does not include service for any other domestic or foreign corporation or any partnership, joint venture, trust, employee benefit plan, or other entity.
- G. "Party" means an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
- H. "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the Corporation.

ARTICLE XVI – AMENDMENTS

These **bylaws** and the articles of incorporation of the Corporation **may be amended by a two-thirds vote of those present** (in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings) and **voting at a meeting of the Corporation**, or present and voting at any meeting of the Board of Directors, provided that the proposed amendments shall have been included with the notice of the meeting.

Developing Discussion Items for consideration at the Annual Corporate Meeting Agenda

STEP ONE

A constituency or individual submits a discussion item using a council designed form. (See attachment B).

STEP TWO

Discussion item is sent by mail, e-mail, or fax to the attention of the council Chair of the Board c/o the council's corporate headquarters. Supporting documentation, including letters of support from other units or individuals, is included with the document.

STEP THREE

Submitted discussion items are reviewed by the executive committee and the CEO to determine appropriateness for the annual meeting agenda and whether the board should review. All items must be received no later than **thirty (30) calendar days** (whatever period is designated by the Board of Directors) prior to the **annual meeting**. Those items not appropriate for consideration at the annual meeting are addressed through the CEO (operational) planning process or, where appropriate, acted upon by the Board of Directors. Where discussion items are placed on the annual meeting agenda, an Open Forum is held to have dialogue.

STEP FOUR

Each discussion item accepted by the board for the annual meeting agenda is sent to voting members of the Corporation with the call (legal notice) of the annual meeting, giving them an opportunity to acquaint themselves with relevant information and giving those voting members who are delegates sufficient time to gather input from their constituency.

EXAMPLES OF DISCUSSION ITEMS FOR CONSIDERATION:

- Council fundraising plan
- Open Forum on GSUSA's new brand strategy
- Input on the draft strategic priorities of the council

Discussion Items for consideration for the Annual Corporate Meeting Agenda

**Name of Council Unit or
Individual Presenting Discussion Items for Consideration**

STATEMENT OF DISCUSSION ITEM FOR CONSIDERATION

REASONS:

(signature of member of council unit)

Date

List of Attachments

This form is to be submitted to the Board of Directors of Girl Scouts of Historic Georgia at least thirty (30) calendar days prior to the council annual meeting.

(If additional space is needed, please attach a separate page.)