

**BYLAWS  
OF  
THE GIRL SCOUTS OF GREATER MISSISSIPPI, INC.**

**ARTICLE I – NAME**

The name of the corporation is Girl Scouts of Greater Mississippi, Inc., hereinafter referred to as “Council,” and is a nonprofit corporation organized under the laws of the State of Mississippi.

**ARTICLE II – PURPOSE AND POWERS**

**Section 1. Purpose**

The Council is formed and organized solely for an exempt charitable purpose and such other lawful purposes as a nonprofit organization may conduct. Specifically, the mission of the Council is to continue the Girl Scout mission of making 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.

**Section 2. Powers**

The Council’s rights and powers are exclusively limited to those reasonably necessary to accomplish the stated purpose of the Council and are further subject to the condition that no power or authority shall be exercised by the Council in any manner or for any purpose whatsoever which may not be exercised by an organization which is tax exempt or by any donations which are deductible from taxable income to the extent allowed by the provisions of the Internal Revenue Code of 1986; as amended, and other applicable legislation and regulations as they now exist or may hereafter be amended. Subject to the limitation expressed in the foregoing sentence, the Council shall have the power to promote, provide, serve and make available to girls under the Council’s jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America through all necessary and appropriate means to accomplish these goals.

**ARTICLE III – REGISTERED OFFICE**

**Section 1. Principal Office**

The principal office of the Council shall be 1471 West County Line Road, Jackson, Mississippi, 39213, or such other place as the Board of Directors from time to time may select.

**Section 2. Additional Offices**

In addition to the principal office, the Council may have such other offices as may be helpful or convenient to the corporation's operations.

48 **Section 3. Registered Office and Registered Agent**

49  
50 The address of the registered office shall be the address designated by the Board of Directors in the  
51 filing with the Office of the Mississippi Secretary of State. The registered agent of the Council shall be the  
52 Chief Executive Officer or such other person as the Board of Directors shall designate in the filing with the  
53 Office of the Mississippi Secretary of State.  
54

55 **ARTICLE IV – MEMBERSHIP**

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57 **Section 1. Eligibility**

58  
59 Individuals age 14 years of age and over who are members of the Girl Scout movement and  
60 who are currently registered through and in good standing with the Council comprise the Council’s  
61 membership and have voting power. All such members are eligible to be elected or appointed as  
62 delegates to the Council when it meets.  
63

64 **Section 2. Composition of the Council When It Meets**

- 65  
66 A. For the efficient and orderly transaction of business, those eligible to be voting  
67 members of the Council shall be represented by the following members who are  
68 present and who may be enrolled as the voting members for particular meetings  
69 (hereinafter “Voting Members” for the purposes of these bylaws):  
70
  - 71 i. Delegates elected by Service Units as defined by the Board of Directors;
  - 72
  - 73 ii. Members of the Board of Directors, members of the Board Development  
74 Committee, Managers of Service Units, if not serving as delegates from  
75 Service Units; and
  - 76
  - 77 iii. Life members of Girl Scouts of the United States of America residing in the  
78 Council’s jurisdiction, if not delegates from Service Units, members of the Board  
79 of Directors, members of the Board Development Committee, or Managers of  
80 Service Units.
- 81  
82 B. The total number of potential Voting Members shall be no fewer than 75, at least  
83 two-thirds of whom shall be delegates elected by Service Units, and the Board of  
84 Directors shall amend its delegate formula as necessary to ensure that these  
85 requirements are met.  
86

87 **Section 3. Election**

- 88  
89 A. Each Service Unit shall elect delegates and alternates in accordance with policies and  
90 procedures established by the Board of Directors.  
91
- 92 B. Number of Delegates  
93
  - 94 i. The number of delegates to which each Service Unit is eligible shall be based  
95 on the number of girl members in the Service Unit as of September 30 of

each year, according to the formula currently in use by the Board of Directors and shall be representative of the general membership of the Service Unit.

- ii. Each Service Unit shall be entitled to at least one delegate plus the Service Unit Manager (see Section 2.A.ii above). If the Service Unit Manager position is vacant or the Service Unit Manager is unable to attend, then the Service Unit shall be entitled to at least two delegates.

C. Term and Vacancies.

- i. Delegates shall serve for a term of one year or until their successors are selected and assume office
- ii. Terms of office shall begin at the close of the meeting at which delegates are selected or upon their appointment.

**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. Members must be actively serving on the Board of Directors for at least one year prior to holding one of the officer positions.

**Section 2. Term of Office**

- A. The officers shall be elected by the Board from the Board’s members. If there is only a single candidate presented for an office, that election may be held by acclamation. The Board may appoint assistant officers, agents, and employees, as may be deemed necessary, including an Assistant Secretary and/or an Assistant Treasurer.
- B. Terms of office shall be for one year, beginning after the first regular Board Meeting following the Annual Meeting at which they are elected, and continuing until a successor is elected, duly qualified, and assumes office or until their death or until their resignation shall have been accepted or until they shall have been removed from office as provided in these Bylaws or by the laws of the State of Mississippi. Officers must be at least 21 years of age at the conclusion of the Annual Meeting at which they are elected.
- C. No individual shall serve more than five consecutive years in any office or until their successor is elected and qualified, despite the expiration of their term.
- D. No individual shall hold more than one office at a time.
- E. An officer who has served more than half a term shall be considered to have served a full term in the office.

144 **Section 3. Vacancy in Office**

- 145
- 146 A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be
- 147 automatically filled by the First Vice Chair of the Board for the remainder of the term.
- 148
- 149 B. In the event of a vacancy in the office of First Vice Chair of the Board, the vacancy
- 150 shall be automatically filled by the Second Vice Chair of the Board for the remainder
- 151 of the term.
- 152
- 153 C. A vacancy among the officers other than the Chair or the First Vice Chair of the Board
- 154 shall be filled by the Board of Directors until the next Annual Meeting.
- 155

156 **Section 4. Duties of Officers**

157

158 The officers shall perform the duties prescribed in this Article and such other duties as are

159 prescribed by action of the Voting Members of the Council, the Board of Directors, the Executive

160 Committee and Chair of the Board.

161

- 162 A. The Chair of the Board shall:
- 163
- 164 i. be the principal officer of the Council;
- 165
- 166 ii. preside at all meetings of the Council, the Board of Directors, and the
- 167 Executive Committee;
- 168
- 169 iii. lead the Board of Directors in setting strategic direction and providing
- 170 oversight of the management and affairs of the corporation;
- 171
- 172 iv. report to the Voting Members of the Council as to the conduct of the affairs of
- 173 the Council;
- 174
- 175 v. serve as an *ex officio* member of all committees except the Board Development
- 176 Committee;
- 177
- 178 vi. be authorized to sign, with the Vice Chair, Secretary, Treasurer, or any other
- 179 proper officer of the Council thereunto authorized by the Board of Directors, any
- 180 deeds, mortgages, bonds, contracts, or other instruments which the Board of
- 181 Directors has authorized to be executed, except in cases where the signing and
- 182 execution thereof shall be expressly delegated by the Board of Directors or by
- 183 these Bylaws to some other officer or agent of the Council, or shall be required
- 184 by law to be otherwise signed or executed; and
- 185
- 186 vii. in general, perform all duties incidental to the office of Chair.
- 187
- 188 B. The First Vice Chair of the Board shall:
- 189
- 190 i. assist the Chair of the Board as assigned;
- 191

- 192 ii. preside at meetings of the Council, the Board of Directors, or the Executive  
193 Committee in the absence or inability of the Chair of the Board, or when  
194 delegated the responsibility of presiding; and  
195
- 196 iii. in the event of the vacancy in the office of the Chair of the Board, succeed to  
197 the office of Chair for the remainder of the unexpired term.  
198
- 199 C. The Second Vice Chair of the Board shall:  
200
- 201 i. assist the Chair of the Board as assigned; and  
202
- 203 ii. preside at meetings of the Council, the Board of Directors, or the Executive  
204 Committee in the absence or inability of the Chair of the Board and First Vice  
205 Chair, or when delegated the responsibility of presiding officer.  
206
- 207 iii. in the event of the vacancy in the office of the First Vice Chair of the Board,  
208 succeed to the office of First Vice Chair for the remainder of the unexpired term.  
209
- 210 D. The Secretary shall:  
211
- 212 i. attend all meetings of the Board of Directors unless unable to do so, in which  
213 case the Board of Directors shall appoint a Secretary *pro tem* for that meeting;  
214
- 215 ii. see that proper notice is given for all meetings of the Council, the Board of  
216 Directors, and the Executive Committee;  
217
- 218 iii. see that minutes of all meetings of the Council, the Board of Directors, and the  
219 Executive Committee are kept;  
220
- 221 iv. be the custodian of the corporate records and have responsibility for the seal  
222 of the Council and ensure its safekeeping; and  
223
- 224 v. in general, perform all duties incident to the office of Secretary.  
225
- 226 E. The Treasurer shall:  
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- 228 i. have charge and custody and be responsible for all funds and securities of the  
229 Council;  
230
- 231 ii. keep full and accurate accounts of receipts and disbursements and maintain  
232 control over the depositing and disbursement of all corporate monies and other  
233 valuable effects in the name and to the credit of the Council;  
234
- 235 iii. render to the Chair or Board of Directors, whenever they may require it, an  
236 account of the transactions of the Treasurer and of the financial condition of the  
237 Council;  
238  
239

- iv. be bonded, if required by the Board of Directors, by a company acceptable to the Board of Directors at the Council’s expense;
- v. provide oversight of the financial activities of Service Units and Troops in accordance with established policies and procedures; and
- vi. in general, perform all duties incident to the office of Treasurer.

**Section 5. Removal**

Any officer may be removed with or without cause by a majority vote of the Board of Directors.

**ARTICLE VI – CHIEF EXECUTIVE OFFICER**

A Chief Executive Officer (CEO) shall be appointed by the Board for such term and under such conditions as the Board may adopt. The CEO may be removed by a two thirds vote of the Board, subject to the terms and conditions of any existing contractual obligations. The CEO shall:

- A. be responsible for providing advice and assistance to the Council, the Board of Directors, the Service Units, the Chair of the Board of Directors and officers, committees, and task groups;
- B. be responsible for administering the operation of the Council, including all aspects of day to day operations as described herein or otherwise delegated to the CEO and Staff (Council Staff);
- C. attend, or have a representative attend, all meetings of the Board of Directors and the meetings of all committees, including the Board Development Committee and the Executive Committee, with voice but without vote;
- D. have exclusive discretion and authority to establish or dissolve staff positions for the administration of the Council;
- E. define and establish the scope of the duties and responsibilities for staff;
- F. hire and discharge staff and operational volunteers, in accordance with the policies and procedures adopted by the Board of Directors; and
- G. be responsible for developing policies, procedures, and other guidelines, and making recommendations to the Board of Directors for consideration, review and approval.

**ARTICLE VII – BOARD DEVELOPMENT COMMITTEE**

**Section 1. Membership and Relationship to Board**

The Board Development Committee shall be composed of seven committee members, three of whom shall be members of the Board of Directors and four of whom shall not be members of

288 the Board of Directors. At the discretion of the Board of Directors, one of the three members from  
289 the Board of Directors elected to serve on the Board Development Committee may be the  
290 immediate past Chair of the Board Development Committee even though no longer elected to the  
291 Board of Directors. Between meetings of the Council, the Board Development Committee shall  
292 work with and report to the Board of Directors. The number of elected Board of Director members  
293 on the Board Development Committee may not exceed the number of non-Board of Director  
294 members.

295

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

297

298 A. The Committee members shall be elected by the Council in accordance with Article  
299 VIII of these Bylaws for a term of three years or until their successors are elected and  
300 assume office, and may serve for up to two full terms, or until their successors are  
301 elected and assume office.

302

303 B. The Board Development Committee shall be organized into three classes as nearly  
304 equal as possible in number, with each class consisting of one current member of the  
305 Board of Directors whose term of service on the Board of Directors will not expire  
306 before the conclusion of their term of office on the Board Development Committee.

307

308 C. Terms of office shall begin at the conclusion of the Annual Meeting at which they  
309 are elected.

310

311 D. No individual shall serve more than two consecutive full terms as a member of the  
312 Committee or until their successor is elected and assumes office.

313

314 E. An individual who has served more than half of a term shall be considered to have  
315 served a full term in the office for purposes of eligibility.

316

317 F. In the event of a vacancy in any position, including the Board Development Committee  
318 Chair, the vacancy shall be filled by the Board of Directors for the remainder of the  
319 term, and if the vacancy is for a member who is also a member of the Board of  
320 Directors, the vacancy shall only be filled by a member whose term on the Board of  
321 Directors will not conclude before the end of the term on the Board Development  
322 Committee.

323

324 G. Any Board Development Committee member who is absent from two consecutive  
325 meetings in their entirety without good cause acceptable to the Committee Chair or  
326 designee, may be removed from the Board Development Committee by a majority vote  
327 of the Board of Directors at any regular meeting of the Board of Directors.

328

329 H. Any Board Development Committee member may be removed with or without cause by  
330 the Voting Members of the Council in accordance with the laws of the State of  
331 Mississippi.

332

333 **Section 3. Election and Term of Committee Chair**

334

335 A. The Chair of the Board Development Committee shall be appointed by the Chair of the

336 Board from amongst the elected members of the Board Development Committee,  
337 subject to confirmation by the Board of Directors.  
338

- 339 B. An individual shall have served on the Board Development Committee for at least one  
340 year in order to be eligible for appointment to the position of Chair.  
341
- 342 C. The term of office for the Chair shall be two years.  
343
- 344 D. No individual shall serve more than two consecutive terms as Chair of the  
345 Committee regardless of how many years or terms the individual may be a member  
346 of the Board Development Committee.  
347
- 348 E. An individual who has served more than half a term in the office shall be considered  
349 to have served a full term in the office for purposes of reappointment.  
350
- 351 F. If not a member of the Board of Directors, the Chair shall be invited to attend  
352 meetings of the Board and when present shall have voice but not vote.  
353

354 **Section 4. Meetings**  
355

- 356 A. The Board Development Committee shall hold at least three regular meetings a year  
357 at such time and place as the Committee Chair may determine. The Board  
358 Development Committee may hold such additional meetings as may be necessary to  
359 fulfill its duties and responsibilities.  
360
- 361 B. Notice of the date, time, and place of each Board Development Committee meeting  
362 shall be given personally or delivered by mail or email, if an email address has been  
363 provided, to each member of the Board Development Committee at least three days  
364 prior to the meeting. The Board Development Committee may, by resolution, set the  
365 time and place for holding regular meetings and no other notice of the meeting shall  
366 be required other than the resolution. The Board Development Committee may  
367 permit any or all Committee Members to participate in a regular meeting by, or  
368 conduct the meeting through the use of, any means of communication by which all  
369 members participating may simultaneously hear each other during the meeting.  
370
- 371 C. Members of the Board Development Committee shall not have the right to vote by  
372 proxy at any meeting.  
373

374 **Section 5. Responsibilities**  
375

376 The responsibilities of the Board Development Committee shall be:  
377

- 378 A. to solicit, recruit, and nominate candidates for the Board of Directors of the Council  
379 who meet the following qualifications:  
380
  - 381 i. commitment to the mission of the Council.
  - 382 ii. vision, but with flexibility and openness to the possibilities of change.  
383



- 384           iii.     held in high regard and respect by others.
- 385
- 386           iv.     influential member of the Council and/or community.
- 387
- 388           v.     able to strengthen the Council because of the expertise they bring from their
- 389                 business or professional background.
- 390
- 391           vi.     adds diversity to the mix of individuals comprising the Board, including age,
- 392                 gender, race, background, expertise, etc.
- 393
- 394           vii.    is an expert specific to the Council's field, donor committed to the cause, or is a
- 395                 community leader able to attract support.
- 396
- 397           viii.   informed; available, and engaged; willing to attend meetings and represent the
- 398                 Council or its interests at community events and donor circles; willing to help
- 399                 bring in necessary resources.
- 400
- 401           ix.     is a conscientious steward who is as interested in the business of developing the
- 402                 Council and monitoring its health as they are in promoting its programs.
- 403
- 404           x.     willing to adhere to all rules, regulations, and policies of the Council and Girl
- 405                 Scouts of the United States of America.
- 406
- 407        B.     to provide to the membership a single slate of nominees for all positions for
- 408                 confirmation and election to the Board of Directors, and Board Development
- 409                 Committee;
- 410
- 411           i.     in fulfillment of this duty, the Committee shall solicit nominations from the
- 412                 Council's membership, who may submit prospective nominees for the
- 413                 Committee's consideration.
- 414
- 415           ii.    an opportunity shall be provided for those submitting nominations to
- 416                 advocate on behalf of those nominees at an open meeting of the Committee at
- 417                 a date established by the Committee prior to its development of a single slate
- 418                 of nominees.
- 419
- 420           iii.   such nominations and advocacy shall be received on a timeline as approved
- 421                 by the Committee allowing adequate time for its usual and proper vetting
- 422                 process.
- 423
- 424        C.     to provide to the membership in accordance with the timeframe established by Girl
- 425                 Scouts of the United States of America a single slate of delegates and alternates to the
- 426                 National Council Session of Girl Scouts of the United States of America.
- 427                 Nominations from the floor for these delegates and alternates shall be allowed at the
- 428                 meeting of the Council at which elections are held, provided the eligibility of the
- 429                 individuals so nominated has been established and is in accordance with these
- 430                 Bylaws, and the written consent of such individuals has been secured and submitted
- 431                 at the meeting, at least five business days prior to the meeting of the Council.

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- D. to provide leadership in the development of a program of support and encouragement for the Board of Directors that promotes excellence and vitality. Such a program includes:
  - i. orientation and education materials for the Board of Directors.
  - ii. development materials for the Board of Directors.
  - iii. methods for identifying needed skills and talents for the Board of Directors and committees.
  - iv. methods for succession planning for the Board of Directors.
  - v. self-assessment process for the Board of Directors.
- E. to plan Board of Directors orientation and Board Development training sessions as needed and/or as directed by the Board of Directors.

**Section 6. Quorum**

A majority of members of the Board Development Committee shall be present in person or linked by telecommunication or other electronic means such that all members participating in the meeting are able to simultaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.

**ARTICLE VIII – MEETINGS**

**Section 1. Annual Meeting**

- A. The Annual Meeting of the Council shall be held no later than nine months after the end of each fiscal year (September 30) at a date, time, and place determined by the Board of Directors.
- B. Notice of the date, time, and place of the Annual Meeting, accompanied by a tentative agenda (as established by the Board of Directors), the slate of nominees for the Board of Directors, Board Development Committee and all other elected positions, and any proposed amendments to the Bylaws, shall be delivered in person, or by mail or electronic transmission if appropriate to each Voting Member of the Council not fewer than 30 days nor more than 60 days prior to the meeting. Service Units submitting agenda items for consideration at the Annual Meeting of members are required to do so in writing to the Chief Executive Officer or Chair of the Board of Directors not less than sixty (60) days prior to the date of the Annual Meeting.

**C. Business.**

At the Annual Meeting, the Council shall:

- 480 i. confirm and elect members of the Board of Directors, members of the Board  
481 Development Committee, and in appropriate years, delegates and alternates to  
482 the National Council of the Girl Scouts of the United States of America.
- 483
- 484 ii. consider any proposed amendments to the Council Bylaws;
- 485
- 486 iii. provide input on key issues affecting the Council and the Girl Scout  
487 movement; and
- 488
- 489 iv. consider any other business appropriate to come before the Council in  
490 accordance with the process established by the Board of Directors.
- 491
- 492 D. The quorum for the Annual Meeting shall be 50 Voting Members of the Council,  
493 provided that a majority of the Council's Service Units are represented by at least  
494 one delegate or by their Service Unit Manager.
- 495
- 496 E. Due to the nature of the organization and the need for full vetting of nominees which  
497 may include determinations based on information that cannot be disclosed openly, no  
498 nominations from the floor shall be allowed for positions on the Board of Directors or  
499 the Board Development Committee.
- 500
- 501 F. Voting.
- 502
- 503 i. Each Voting Member of the Council shall be entitled to one vote.
- 504
- 505 ii. No Voting Member shall vote in more than one capacity.
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- 507 iii. Unless otherwise designated by statute, the Articles of Incorporation, or the  
508 Bylaws, all matters shall be determined by a majority vote.
- 509
- 510 G. Election of the slate of nominees for election to the Board of Directors and Board  
511 Development Committee shall be by a single vote for or against the adoption of the  
512 slate of nominees. If there is not a majority vote in favor of the adoption of the slate  
513 then the currently serving Directors and Committee members shall remain in office  
514 until the next Annual Meeting or shall individually follow the process for resignation  
515 from their positions, in which case the process for addressing vacancies in those  
516 positions shall be followed.
- 517

518 **Section 2. Special Meetings**

- 519
- 520 A. A special meeting of the Council may be called by the Chair of the Board of  
521 Directors and shall be called by the Chair of the Board upon the written request  
522 signed by a majority of the members of the Board of Directors then in office. In  
523 addition, a special meeting shall also be called at the written request of five percent  
524 of the members with voting power as defined in Article IV, Section 1, in accordance  
525 with laws of the State of Mississippi.
- 526
- 527

528 B. The purpose of a special meeting shall be stated in the written request, and business  
529 at the meeting shall be limited to that stated in the written request, excluding any  
530 business previously approved.

531  
532 C. Notice of the date, time, place, and specific purpose of the meeting shall be delivered  
533 personally or by mail or email, if an email address has been provided, to each Voting  
534 Member of the Council at least 30 days prior to the meeting.

535  
536 D. The quorum for a special meeting shall be 50 Voting Members of the Council,  
537 provided that a majority of the Council's Service Units are represented by at least  
538 one delegate or by their Service Unit Manager.

539  
540 E. Voting shall be in accordance with Article VIII, Section 1.F. of these Bylaws.

541

542 **Section 3. Notice**

543

544 Any and all notices and other communications shall be delivered in person, by mail or  
545 electronic transmission as prescribed by the Board of Directors to each Member of the Council not  
546 fewer than 30 days nor more than 60 days prior to any meeting.

547

548 **ARTICLE IX – BOARD OF DIRECTORS**

549

550 **Section 1. General Powers**

551

552 All business and affairs of the Council shall be under the sole authority of the Board of  
553 Directors, except as otherwise provided in the Articles of Incorporation, the Bylaws, or by statute.  
554 The power of the Board of Directors shall include, but not be limited to, the authority to establish  
555 policies and procedures regarding use of the Council's funds, including such policies and  
556 procedures as the Board of Directors may deem necessary to prevent private inurement or individual  
557 benefit accruing to any Director or Member.

558

559 **Section 2. Composition and Term of Office**

560

561 The Board of Directors shall be composed of up to twenty-one members.

562

563 The members of the Board of Directors shall be elected for terms of three years, arranged in  
564 three equal classes with the term of one class expiring at each Annual Meeting of the Council;  
565 however, a Director shall continue to serve until his or her successor is elected and qualified,  
566 despite the expiration of that Director's term, and Directors are eligible to serve for up to two  
567 consecutive full terms or until their successors are elected and assume office.

568

569 Directors elected by the Members to fill a vacancy on the Board of Directors shall hold office  
570 for a term expiring at the Annual Meeting at which the term of the class to which they shall have been  
571 elected expires. No individual shall serve more than two consecutive full terms as a Director and must  
572 not serve for one year before being eligible to serve again as a Director. A Director who has served  
573 more than half of a term shall be considered to have served a full term for purposes of eligibility for re-  
574 election.

575

576 **Section 3. Vacancies**

577

578 Any vacancy on the Board of Directors may be filled by vote of the Directors remaining in  
 579 office. Each Director appointed to fill such vacancy shall serve until his/her successor is elected at the  
 580 next Annual Meeting of the Council.

581

582 **Section 4. Accountability**

583

584 The Board of Directors shall abide by and adhere to:

585

586 A. the laws of the State of Mississippi;

587

588 B. the federal laws relating to governance and legislation affecting nonprofit/not-for-  
 589 profit/non-stock corporations (including, but not limited to, the requirements of the  
 590 Internal Revenue Service as to 501(c)(3) public charities);

591

592 C. the rules, regulations, and policies adopted by the Council for managing the affairs  
 593 of the Council including development of a decision-influencing system (i.e.,  
 594 committees, task forces, or similar position of authority created by the Board of  
 595 Directors) allowing for members of the Girl Scout movement, including girl  
 596 members, to have a voice on key issues affecting the Council and the Girl Scout  
 597 movement, and signing and complying with the Council's Conflict of Interest  
 598 Policies and such other policies and procedures as the Board of Directors shall  
 599 require; and

600

601 D. the rules, regulations, and policies adopted by the Board of Directors of Girl Scouts  
 602 of the United States of America and for compliance with the charter requirements.

603

604 **Section 5. Regular Meetings**

605

606 A. The Board of Directors shall hold at least six regular meetings a year, on a bi-  
 607 monthly basis, at such time and place as the board may determine.

608

609 B. Notice of the date, time, and place of each board meeting shall be mailed or  
 610 electronically transmitted to each member of the Board of Directors at least three  
 611 days prior to the meeting. The Board of Directors may, by resolution, set the time  
 612 and place for holding regular meetings and no other notice of the meeting shall be  
 613 required than the resolution. The Board of Directors may permit any or all Directors  
 614 to participate in a regular meeting by, or conduct the meeting through the use of, any  
 615 means of communication by which all Directors participating may simultaneously  
 616 hear each other during the meeting.

617

618 **Section 6. Special Meetings**

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620 A. Special Meetings may be called by the Chair of the Board and shall be called by the  
 621 Chair of the Board upon the written request of at least one third of the Board members.

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623

- 624 B. Notice of the date, time, place, and specific purpose of the meeting shall be given  
625 personally, mailed, or electronically transmitted to each member of the Board at least  
626 twenty-four hours prior to the meeting. The Board of Directors may permit any or all  
627 Directors to participate in a Special Meeting by, or conduct the meeting through the use  
628 of, any means of communication by which all Directors participating may  
629 simultaneously hear each other during the meeting. Such written request shall state the  
630 purpose or purposes of such Special Meeting. Only those matters that are within the  
631 purpose or purposes described in the notice of Special Meeting may be conducted at a  
632 Special Meeting of the Board.

633  
634 **Section 7. Quorum**

635  
636 A majority of the members of the Board of Directors shall be present in person or  
637 linked by telecommunication or by means such that all members participating in the meeting,  
638 regular or special, are able to simultaneously hear one another and participate in the  
639 proceedings to constitute a quorum for the transaction of business.

640  
641 **Section 8. Voting**

- 642  
643 A. Each member of the Board of Directors shall be entitled to one vote.  
644  
645 B. Unless otherwise designated by statute, the Articles of Incorporation, or the Bylaws,  
646 all matters shall be determined by a majority vote.  
647  
648 C. Members of the Board of Directors shall not have the right to vote by proxy at any  
649 meeting.

650  
651 **Section 9. Action in Lieu of Meeting**

652  
653 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken  
654 without a meeting if a consent in writing, setting forth such action, is signed by at least three fourths of the  
655 Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall  
656 have the same force and effect as a unanimous vote, and shall be reported and included in the minutes of the  
657 next meeting of the Board of Directors.

658  
659 **Section 10. Committees**

660  
661 The Board of Directors may, by resolution passed by a majority of the entire Board of  
662 Directors, establish one or more standing and special committees and/or task groups and ad hoc  
663 committees as needed, which shall operate under the general supervision of the Board of Directors.  
664 Those committees may include, but are not limited to, the following committees: Strategic  
665 Planning Committee, Finance Committee, Audit Committee, Property Committee, Volunteer  
666 Awards Committee, Fund Development Committee (which shall include all members of the Board  
667 of Directors), and Bylaws Committee.

- 668  
669 A. Appointment.  
670  
671 i. The Chair of any standing committee, task group, or ad hoc committees shall be  
672 appointed by the Chair of the Board, subject to the approval of the Board of

- 673 Directors.
- 674
- 675 ii. Members of any standing committee, task group, or ad hoc committee shall
- 676 be appointed by the Chair of the Board in consultation with the Chair of the
- 677 respective committee or task group.
- 678
- 679 iii. Each committee or task group shall have at least one person who serves on
- 680 the Board of Directors.
- 681
- 682 iv. Appointments to committees and task groups shall be for one year unless a
- 683 different term is specified by the Board of Directors at the time of
- 684 appointment.
- 685
- 686 v. Vacancies in any committee or task group shall be filled by the Chair of the
- 687 Board of Directors in accordance with Section A.i. or A.ii. of this Section.
- 688
- 689 B. A majority of committee or task group members shall be present in person or linked
- 690 by telecommunication or by means such that all members participating in the
- 691 meeting are able to simultaneously hear one another and participate in the
- 692 proceedings to constitute a quorum.
- 693
- 694 C. As deemed appropriate, the Board of Directors may create one or more committees to
- 695 advise the Board in matters which come before it, and/or to assist the Board in
- 696 implementing and carrying out its decisions, and appoint members to serve on such
- 697 committees. Such committees shall act only in accordance with the directives of the
- 698 Board of Directors, and all decision-making authority shall at all times remain solely and
- 699 exclusively in the Board of Directors, except to the extent delegated to officers as set
- 700 forth in the Bylaws or as otherwise expressly delegated by the Board.
- 701

702 **Section 11. Removal**

- 703
- 704 A. Any Board member who is absent from three consecutive Board of Directors’ meetings
- 705 in its entirety without good cause acceptable to the Chair of the Board or designee, may
- 706 be removed from the Board by a majority vote of the Board of Directors.
- 707
- 708 B. Any Board member may be removed with or without cause in accordance with laws
- 709 of the State of Mississippi.
- 710

711 **ARTICLE X – EXECUTIVE COMMITTEE**

712 **Section 1. Composition**

713 The Executive Committee shall consist of the Chair of the Board, the First Vice Chair of the  
714 Board, the Second Vice Chair of the Board, the Secretary, the Treasurer and two additional Members of  
715 the Board of Directors. The two additional members shall be appointed by the Chair of the Board from  
716 the members of the Board of Directors.  
717  
718  
719  
720

721 **Section 2. Duties**

- 722
- 723 A. The Executive Committee shall exercise the authority of the Council’s Board of
- 724 Directors between the meetings of the Board, except that the Executive Committee
- 725 shall not have the authority to:
- 726
- 727 i. adopt the budget;
- 728
- 729 ii. amend or revise the Articles of Incorporation or Bylaws;
- 730
- 731 iii. take action which is contrary to, or a substantial departure from, the direction
- 732 established by the Board of Directors or which represents a major change in
- 733 the affairs, business, or policy of the Council.
- 734
- 735 iv. authorize distributions, or approve or recommend to the members dissolution,
- 736 merger, or the sale, pledge, or transfer of all or substantially all of the
- 737 Council’s assets; and
- 738 v. elect, appoint, or remove directors to fill vacancies on the Board or on any
- 739 Board committees.
- 740
- 741 B. The Executive Committee shall submit to the Board of Directors at each Board
- 742 meeting a report of all actions taken since the last Board meeting.
- 743

744 **Section 3. Meetings**

- 745
- 746 A. The Executive Committee shall meet only as needed at the call of the Chair or upon
- 747 written request of at least one third of the members of the Executive Committee.
- 748
- 749 B. Notice of the date, time, and place of each meeting shall be provided at least twenty-
- 750 four hours in advance of the meeting.
- 751

752 **Section 4. Quorum**

753  
754 A majority of the Executive Committee members then in office shall be present in person or  
755 linked by telecommunication or by means such that all members participating in the meeting are  
756 able to simultaneously hear one another and participate in the proceedings to constitute a quorum for  
757 the transaction of business.

758  
759 **ARTICLE XI – SERVICE UNITS**

760  
761 **Section 1. Subdivisions**

762  
763 The Board of Directors shall establish geographic or functional subdivisions of the troops  
764 within the Council’s jurisdiction (Troops), known as service units (Service Units), which shall  
765 serve as a planning and review unit to provide an open communication line between the Board, and  
766 the Council, Service Units, Council Staff, and Troops in accordance with Council policy.

767  
768



769 **Section 2. Members**

770  
771 Each member of the Girl Scout movement 14 years of age or over, registered through the  
772 Council, and residing or working in a Service Unit's geographical or functional subdivision shall be  
773 a member of such Service Unit.  
774

775 **Section 3. Responsibilities of the Service Unit**

776  
777 It shall be the responsibility of the Service Unit to:

- 778 A. Elect delegates and alternates to meetings of the Council, present the view of the  
779 Service Unit to the delegates so that they may represent those views to the Council,  
780 and receive the delegates' reports;  
781
- 782 B. Consider and assist in educating their Troops on proposed plans, policies, and other  
783 matters referred to the Service Unit by the Council, in cooperation with the Council  
784 Staff;  
785
- 786 C. Participate in the strategic planning process as delegated by the Council and Board  
787 of Directors;  
788
- 789 D. Submit proposals to the Council Staff for improving the quality of Girl Scouting;  
790
- 791 E. Review established policies and procedures and make recommendations to the Board  
792 of Directors concerning proposed changes by providing notice of any  
793 recommendations for changes to the Council Staff for consideration;  
794
- 795 F. Perform other such duties as may be delegated to the Service Unit, and;  
796
- 797 G. Follow the rules, policies, and procedures of the Council and Girl Scouts of the  
798 United States of America, these Bylaws, and the laws of the State of Mississippi.  
799

800  
801 **ARTICLE XII – NATIONAL COUNCIL DELEGATES**

802  
803 **Section 1. Eligibility**

804  
805 Delegates and alternates to the National Council of the Girl Scouts of the United States of  
806 America shall be United States Citizens age 14 years and older. They shall be members in good  
807 standing of the Girl Scout movement registered through the Council at the time of election and  
808 throughout the term of service.  
809

810 **Section 2. Election**

811  
812 The delegates and alternates to whom the council is entitled to elect to the National Council  
813 of the Girl Scouts of the United States of America shall be elected in accordance with Article VII  
814 of these Bylaws in accordance with the timeframe established by the Girl Scouts of the United  
815 States of America and shall serve a term of three years or until their successors are elected and  
816 assume office.

817 **Section 3. Vacancies**

818

819 The Board of Directors shall fill delegate vacancies from among the elected alternates. If  
820 there are not adequate alternates to fill the delegate positions, the vacancies may be filled from  
821 amongst the eligible members of the Council until the next Annual Meeting.

822

823 **ARTICLE XIII – FINANCE**

824

825 **Section 1. Fiscal Year**

826

827 The fiscal year of the council shall be October 1 through September 30.

828

829 **Section 2. Contributions**

830

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

833

834 **Section 3. Depositories**

835

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

838

839 **Section 4. Approved Signatures**

840

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

843

844 **Section 5. Bonding**

845

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

848

849 **Section 6. Budget**

850

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

854

855 **Section 7. Property**

856

857 Title to all real and personal property shall be held in the name of the Council.

858

859 **Section 8. Audits**

860

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

864

865 **Section 9. Financial Reports**

866  
867 The Treasurer of the Council shall annually prepare a detailed financial report of  
868 contributions and expenditures of the Council during its fiscal year. A summary report of the  
869 financial condition of the council shall be presented to the membership at the Annual Meeting.  
870

871 **Section 10. Investments**

872  
873 The funds of the Council, Service Units, and Troops shall only be invested in accordance  
874 with the policies established by the Board of Directors or by a committee appointed by the Board  
875 of Directors for such purpose. No action shall be taken by or on behalf of the Council if such action  
876 is a prohibited transaction or would result in the denial of the tax exemption under the Internal  
877 Revenue Code and its regulations.  
878

879 **Section 11. Contracts**

880  
881 The CEO, Chair of the Board of Directors, and such other officers as may be authorized by  
882 the Board of Directors from time to time are authorized, with prior approval of the Board of  
883 Directors, to enter into any contract or execute and deliver any instrument in the name of and on  
884 behalf of the Council and to institute, join in, or become a party to any suit at law or in equity in  
885 which the Council may have an interest. The Secretary of the Council may attest the signatures of  
886 such officers and affix the corporate seal, if any, to any such instrument; however, the presence of  
887 such attesting signature or corporate seal shall not be required for the validity of such instrument  
888 unless required by law. Other officers or employees may be empowered by the Board of Directors  
889 to execute such contracts or instruments as the Board of Directors directs.  
890

891 **Section 12. Loans**

892  
893 No loan shall be contracted on behalf of the Council, a Service Unit, or Troop, and no  
894 evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board  
895 of Directors. Such authority may be general or confined to specific incidents.  
896

897 **Section 13. Restriction on Use of Funds**

898  
899 The Board of Directors shall have the authority to establish policies and procedures  
900 regarding use of the Council's funds, including such policies and procedures as the Board of  
901 Directors may deem necessary to prevent private inurement or individual benefit accruing to any  
902 Director.  
903

904 **Section 14. Banking Transactions**

905  
906 All checks, drafts, or other orders for the payment of money issued in the name of the  
907 Council in an amount exceeding Five Thousand Dollars (\$5,000.00) shall be signed by two officers  
908 approved by the Board of Directors, or such other officer or employee of the Council and in such  
909 manner as shall be, from time to time, specifically determined by resolution of the Board of  
910 Directors.  
911

912

913 **Section 15. No Private Benefit**

914  
915 No part of the receipts or assets of the Council shall ever inure to the benefit of any  
916 individual or private organization except for such organization which qualifies for income tax  
917 exemption under Section 501(c) of the Internal Revenue Code of 1986.

918  
919 **Section 16. Corporate Seal**

920  
921 The Board of Directors may provide a suitable corporate seal for use by the Council, but no  
922 seal shall be necessary for the validity of any transaction except as may be required by law.

923  
924 **Section 17. Insurance**

925  
926 The Board of Directors shall have the authority to purchase such insurance as it deems  
927 necessary to protect the interest of the Council.

928  
929 **Section 18. Legal Counsel**

930  
931 Independent legal counsel may be retained by the Board of Directors to:

- 932  
933 A. ensure compliance with federal and state requirements;  
934  
935 B. review and advise on any and all legal instruments the Council executes, such as  
936 leases, contracts, property purchases, or sales;  
937  
938 C. review and advise on any official statements developed for the media (print,  
939 television, radio or internet); and  
940  
941 D. advise and counsel the Board of Directors on such other matters as the Board of  
942 Directors deems necessary.  
943

944 **ARTICLE XIV – CONFLICT OF INTEREST/STANDARDS OF CONDUCT**

945  
946 The Board of Directors shall adopt and maintain policies regarding conflicts of interest and  
947 standards of conduct, which shall require all Directors and officers to complete and sign an annual  
948 statement disclosing and indicating any conflict or potential conflict with her or his service on the  
949 Board or as an officer.

950  
951 **ARTICLE XV – INDEMNIFICATION**

952  
953 The Council shall indemnify Directors and officers against losses actually and reasonably  
954 incurred in connection with the defense of any action, suit, or proceeding relating to the  
955 performance of their duties to the full extent permitted by law.

956  
957 **ARTICLE XVI – CORPORATE RECORDS**

958  
959 The Council, Service Units, and Troops shall maintain corporate and financial records  
960 including all records required to be kept by law and as may be required by the Board of Directors.

961 **ARTICLE XVII – DISSOLUTION**

962  
963 In the event of dissolution, the residual assets of the organization will be turned over to one  
964 or more organizations which themselves are exempt as organizations described in Sections  
965 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any  
966 prior or future law, and which pertains to Girl Scouting in the Council's jurisdiction and provides  
967 specifically for Girl Scout programs under Council of Girl Scouts of the United States of America  
968 or its successors and/or legal assigns or to the Federal government, State government, or local  
969 governments for exclusive public purposes.

970  
971 **ARTICLE XVIII – PARLIAMENTARY AUTHORITY**

972  
973 The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary  
974 authority of the Council, Board of Directors, Annual Meetings, Service Units, and all committees,  
975 subject to the laws of the State of Mississippi, the Articles of Incorporation, these Bylaws, and any  
976 special rules of order adopted by the Council.  
977

978 **ARTICLE XIX – AMENDMENTS**

979  
980 These Bylaws may be amended by a two thirds vote of the Voting Members present and  
981 voting at a meeting of the Council, provided that the material/terms/substance of the proposed  
982 amendments shall have been included with the notice of the meeting.  
983

984 **ARTICLE XX – POLICIES**

985  
986 The Council, Service Units, and Troops shall abide by all policies established by the  
987 Board of Directors. The Council Staff shall periodically review established policies, including,  
988 but not limited to, a policy regarding Girl Scout movement, and make recommendations to the  
989 Board of Directors concerning any proposed changes.  
990

991  
992  
993 Adopted 08.11.18 with Provisos for Transition Attached