

**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**

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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.
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55 **ARTICLE IV – MEMBERSHIP**

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57 **Section 1. Eligibility**

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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
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- 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;
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- 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:
227
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;
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- 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. The Annual Meeting may be held either in-person or virtually. If the Board decides prior to the annual meeting that an in-person meeting is not possible on the date in the notice of the meeting due to an emergency, weather, or lack of a quorum, the annual meeting will be held virtually the following Thursday.
- 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**

619

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.

622

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
713 **Section 1. Composition**

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

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

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

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.

ARTICLE XVII – DISSOLUTION

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

ARTICLE XVIII – PARLIAMENTARY AUTHORITY

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

ARTICLE XIX – AMENDMENTS

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

ARTICLE XX – POLICIES

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

Adopted 08.11.18 with Provisos for Transition Attached