1 **BYLAWS**

2 **OF**

## 3 THE GIRL SCOUTS OF GREATER MISSISSIPPI, INC.

4

# 5 Article I – Name

6

7 The name of the corporation is Girl Scouts of Greater Mississippi, Inc., hereinafter

8 referred to as “Council,” and is a nonprofit corporation organized under the laws of the State of

9 Mississippi.

10

# 11 Article II – Purpose and Powers

12

## 13 Section 1. Purpose

14

1. The Council is formed and organized solely for an exempt charitable purpose and such other
2. lawful purposes as a nonprofit organization may conduct. Specifically, the mission of the Council is to
3. continue the Girl Scout mission of making available to girls under its jurisdiction the program,
4. practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of
5. America.

20

## 21 Section 2. Powers

22

1. The Council’s rights and powers are exclusively limited to those reasonably necessary to
2. accomplish the stated purpose of the Council and are further subject to the condition that no power
3. or authority shall be exercised by the Council in any manner or for any purpose whatsoever which

26 may not be exercised by an organization which is tax exempt or by any donations which are

1. deductible from taxable income to the extent allowed by the provisions of the Internal Revenue
2. Code of 1986; as amended, and other applicable legislation and regulations as they now exist or

29 may hereafter be amended. Subject to the limitation expressed in the foregoing sentence, the

30 Council shall have the power to promote, provide, serve and make available to girls under the

31 Council’s jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl

32 Scouts of the United States of America through all necessary and appropriate means to accomplish

33 these goals.

34

# 35 Article III – Registered Office

36

## 37 Section 1. Principal Office

38

39 The principal office of the Council shall be 1471 West County Line Road, Jackson, Mississippi,

40 39213, or such other place as the Board of Directors from time to time may select.

41

## 42 Section 2. Additional Offices

43

44 In addition to the principal office, the Council may have such other offices as may be helpful or

45 convenient to the corporation's operations.

46

47

## 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

56

## 57 Section 1. Eligibility

58

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

63

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

65

1. A. For the efficient and orderly transaction of business, those eligible to be voting
2. members of the Council shall be represented by the following members who are
3. present and who may be enrolled as the voting members for particular meetings
4. (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

1. ii. Members of the Board of Directors, members of the Board Development
2. Committee, Managers of Service Units, if not serving as delegates from
3. Service Units; and

76

1. iii. Life members of Girl Scouts of the United States of America residing in the
2. Council’s jurisdiction, if not delegates from Service Units, members of the Board
3. of Directors, members of the Board Development Committee, or Managers of
4. 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

1. i. The number of delegates to which each Service Unit is eligible shall be based
2. on the number of girl members in the Service Unit as of September 30 of
3. each year, according to the formula currently in use by the Board of Directors
4. and shall be representative of the general membership of the Service Unit.

98

99 ii. Each Service Unit shall be entitled to at least one delegate plus the Service

100 Unit Manager (see Section 2.A.ii above). If the Service Unit Manager

101 position is vacant or the Service Unit Manager is unable to attend, then the

102 Service Unit shall be entitled to at least two delegates.

103

104 C. Term and Vacancies.

105

106 i. Delegates shall serve for a term of one year or until their successors are

107 selected and assume office

108

109 ii. Terms of office shall begin at the close of the meeting at which delegates are

110 selected or upon their appointment.

111

# 112 Article V – Officers

113

## 114 Section 1. Elected Officers

115

1. The elected officers of the council shall be the Chair of the Board; First Vice Chair; Second
2. Vice Chair; Secretary; and Treasurer. Members must be actively serving on the Board of Directors
3. for at least one year prior to holding one of the officer positions.

119

## 120 Section 2. Term of Office

121

1. A. The officers shall be elected by the Board from the Board’s members. If there is only
2. a single candidate presented for an office, that election may be held by acclamation.
3. The Board may appoint assistant officers, agents, and employees, as may be deemed
4. necessary, including an Assistant Secretary and/or an Assistant Treasurer.

126

1. B. Terms of office shall be for one year, beginning after the first regular Board Meeting
2. following the Annual Meeting at which they are elected, and continuing until a
3. successor is elected, duly qualified, and assumes office or until their death or until
4. their resignation shall have been accepted or until they shall have been removed
5. from office as provided in these Bylaws or by the laws of the State of Mississippi.
6. Officers must be at least 21 years of age at the conclusion of the Annual Meeting at
7. which they are elected.

134

135 C. No individual shall serve more than five consecutive years in any office or until their

136 successor is elected and qualified, despite the expiration of their term.

137

138 D. No individual shall hold more than one office at a time.

139

140 E. An officer who has served more than half a term shall be considered to have served a

141 full term in the office.

142

143

## 144 Section 3. Vacancy in Office

145

1. A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be
2. automatically filled by the First Vice Chair of the Board for the remainder of the term.

148

1. B. In the event of a vacancy in the office of First Vice Chair of the Board, the vacancy
2. shall be automatically filled by the Second Vice Chair of the Board for the remainder
3. 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

1. ii. preside at all meetings of the Council, the Board of Directors, and the
2. Executive Committee;

168

1. iii. lead the Board of Directors in setting strategic direction and providing
2. oversight of the management and affairs of the corporation;

171

1. iv. report to the Voting Members of the Council as to the conduct of the affairs of
2. the Council;

174

1. v. serve as an *ex officio* member of all committees except the Board Development
2. 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

1. ii. preside at meetings of the Council, the Board of Directors, or the Executive
2. Committee in the absence or inability of the Chair of the Board, or when
3. 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

1. ii. preside at meetings of the Council, the Board of Directors, or the Executive
2. Committee in the absence or inability of the Chair of the Board and First Vice
3. Chair, or when delegated the responsibility of presiding officer.

206

1. iii. in the event of the vacancy in the office of the First Vice Chair of the Board,
2. succeed to the office of First Vice Chair for the remainder of the unexpired term.

209

210 D. The Secretary shall:

211

1. i. attend all meetings of the Board of Directors unless unable to do so, in which
2. case the Board of Directors shall appoint a Secretary *pro tem* for that meeting;

214

1. ii. see that proper notice is given for all meetings of the Council, the Board of
2. Directors, and the Executive Committee;

217

1. iii. see that minutes of all meetings of the Council, the Board of Directors, and the
2. 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

1. i. have charge and custody and be responsible for all funds and securities of the
2. Council;

230

1. ii. keep full and accurate accounts of receipts and disbursements and maintain
2. control over the depositing and disbursement of all corporate monies and other
3. valuable effects in the name and to the credit of the Council;

234

1. iii. render to the Chair or Board of Directors, whenever they may require it, an
2. account of the transactions of the Treasurer and of the financial condition of the
3. Council;

238

239

1. iv. be bonded, if required by the Board of Directors, by a company acceptable to
2. the Board of Directors at the Council’s expense;

242

243 v. provide oversight of the financial activities of Service Units and Troops in accordance

244 with established policies and procedures; and

245

246 vi. in general, perform all duties incident to the office of Treasurer.

247

## 248 Section 5. Removal

249

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

251 Directors.

252

# 253 Article VI – Chief Executive Officer

254

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

258

1. A. be responsible for providing advice and assistance to the Council, the Board of Directors,
2. the Service Units, the Chair of the Board of Directors and officers, committees, and task
3. groups;

262

1. B. be responsible for administering the operation of the Council, including all aspects of day
2. to day operations as described herein or otherwise delegated to the CEO and Staff
3. (Council Staff);

266

1. C. attend, or have a representative attend, all meetings of the Board of Directors and the
2. meetings of all committees, including the Board Development Committee and the
3. Executive Committee, with voice but without vote;

270

271 D. have exclusive discretion and authority to establish or dissolve staff positions for the

272 administration of the Council;

273

274 E. define and establish the scope of the duties and responsibilities for staff;

275

276 F. hire and discharge staff and operational volunteers, in accordance with the policies and

277 procedures adopted by the Board of Directors; and

278

279 G. be responsible for developing policies, procedures, and other guidelines, and making

280 recommendations to the Board of Directors for consideration, review and approval.

281

# 282 Article VII – Board Development Committee

283

## 284 Section 1. Membership and Relationship to Board

285

1. The Board Development Committee shall be composed of seven committee members, three
2. of whom shall be members of the Board of Directors and four of whom shall not be members of
3. the Board of Directors. At the discretion of the Board of Directors, one of the three members from
4. the Board of Directors elected to serve on the Board Development Committee may be the
5. immediate past Chair of the Board Development Committee even though no longer elected to the
6. Board of Directors. Between meetings of the Council, the Board Development Committee shall
7. work with and report to the Board of Directors. The number of elected Board of Director members
8. on the Board Development Committee may not exceed the number of non-Board of Director
9. members.

295

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

297

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

302

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

307

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

310

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

313

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

316

1. F. In the event of a vacancy in any position, including the Board Development Committee
2. Chair, the vacancy shall be filled by the Board of Directors for the remainder of the
3. term, and if the vacancy is for a member who is also a member of the Board of
4. Directors, the vacancy shall only be filled by a member whose term on the Board of
5. Directors will not conclude before the end of the term on the Board Development
6. Committee.

323

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

328

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

332

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

334

1. A. The Chair of the Board Development Committee shall be appointed by the Chair of the
2. Board from amongst the elected members of the Board Development Committee,
3. subject to confirmation by the Board of Directors.

338

1. B. An individual shall have served on the Board Development Committee for at least one
2. 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

1. D. No individual shall serve more than two consecutive terms as Chair of the
2. Committee regardless of how many years or terms the individual may be a member
3. of the Board Development Committee.

347

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

350

1. F. If not a member of the Board of Directors, the Chair shall be invited to attend
2. meetings of the Board and when present shall have voice but not vote.

353

## 354 Section 4. Meetings

355

1. A. The Board Development Committee shall hold at least three regular meetings a year
2. at such time and place as the Committee Chair may determine. The Board
3. Development Committee may hold such additional meetings as may be necessary to
4. fulfill its duties and responsibilities.

360

1. B. Notice of the date, time, and place of each Board Development Committee meeting
2. shall be given personally or delivered by mail or email, if an email address has been
3. provided, to each member of the Board Development Committee at least three days
4. prior to the meeting. The Board Development Committee may, by resolution, set the
5. time and place for holding regular meetings and no other notice of the meeting shall
6. be required other than the resolution. The Board Development Committee may
7. permit any or all Committee Members to participate in a regular meeting by, or
8. conduct the meeting through the use of, any means of communication by which all
9. 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

383 ii. vision, but with flexibility and openness to the possibilities of change.

384 iii. held in high regard and respect by others.

385

386 iv. influential member of the Council and/or community.

387

1. v. able to strengthen the Council because of the expertise they bring from their
2. business or professional background.

390

1. vi. adds diversity to the mix of individuals comprising the Board, including age,
2. gender, race, background, expertise, etc.

393

1. vii. is an expert specific to the Council's field, donor committed to the cause, or is a
2. community leader able to attract support.

396

1. viii. informed; available, and engaged; willing to attend meetings and represent the
2. Council or its interests at community events and donor circles; willing to help
3. 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

1. C. to provide to the membership in accordance with the timeframe established by Girl
2. Scouts of the United States of America a single slate of delegates and alternates to the
3. National Council Session of Girl Scouts of the United States of America.
4. Nominations from the floor for these delegates and alternates shall be allowed at the
5. meeting of the Council at which elections are held, provided the eligibility of the
6. individuals so nominated has been established and is in accordance with these
7. Bylaws, and the written consent of such individuals has been secured and submitted
8. at the meeting, at least five business days prior to the meeting of the Council.

432

433 D. to provide leadership in the development of a program of support and

434 encouragement for the Board of Directors that promotes excellence and vitality.

435 Such a program includes:

436

437 i. orientation and education materials for the Board of Directors.

438

439 ii. development materials for the Board of Directors.

440

441 iii. methods for identifying needed skills and talents for the Board of Directors and

442 committees.

443

444 iv. methods for succession planning for the Board of Directors.

445

446 v. self-assessment process for the Board of Directors.

447

448 E. to plan Board of Directors orientation and Board Development training sessions as

449 needed and/or as directed by the Board of Directors.

450

## 451 Section 6. Quorum

452

453 A majority of members of the Board Development Committee shall be present in person or

454 linked by telecommunication or other electronic means such that all members participating in the

455 meeting are able to simultaneously hear one another and participate in the proceedings to constitute

456 a quorum for the transaction of business.

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| --- | --- | --- |
| 457 |  | |
| 458 |  | **Article VIII – Meetings** |
| 459 |  |  |
| 460 | **Section 1.** | **Annual Meeting** |
| 461 |  |  |
| 462 | A. | The Annual Meeting of the Council shall be held no later than nine months after the |
| 463 |  | end of each fiscal year (September 30) at a date, time, and place determined by the |
| 464 |  | Board of Directors. The Annual Meeting may be held either in-person or virtually. If |
| 465 |  | the Board decides prior to the annual meeting that an in-person meeting is not |
| 466 |  | possible on the date in the notice of the meeting due to an emergency, weather, or |
| 467 |  | lack of a quorum, the annual meeting will be held virtually the following Thursday. |
| 468 |  |  |
| 469 | B. | Notice of the date, time, and place of the Annual Meeting, accompanied by a |
| 470 |  | tentative agenda (as established by the Board of Directors), the slate of nominees for |
| 471 |  | the Board of Directors, Board Development Committee and all other elected |
| 472 |  | positions, and any proposed amendments to the Bylaws, shall be delivered in person, |
| 473 |  | or by mail or electronic transmission if appropriate to each Voting Member of the |
| 474 |  | Council not fewer than 30 days nor more than 60 days prior to the meeting. Service |
| 475 |  | Units submitting agenda items for consideration at the Annual Meeting of members |
| 476 |  | are required to do so in writing to the Chief Executive Officer or Chair of the Board |
| 477 |  | of Directors not less than sixty (60) days prior to the date of the Annual Meeting. |
| 478 |  |  |
| 479 | 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.

506

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

1. G. Election of the slate of nominees for election to the Board of Directors and Board
2. Development Committee shall be by a single vote for or against the adoption of the
3. slate of nominees. If there is not a majority vote in favor of the adoption of the slate
4. then the currently serving Directors and Committee members shall remain in office
5. until the next Annual Meeting or shall individually follow the process for resignation
6. from their positions, in which case the process for addressing vacancies in those
7. positions shall be followed.

517

## 518 Section 2. Special Meetings

519

1. A. A special meeting of the Council may be called by the Chair of the Board of
2. Directors and shall be called by the Chair of the Board upon the written request
3. signed by a majority of the members of the Board of Directors then in office. In
4. addition, a special meeting shall also be called at the written request of five percent
5. of the members with voting power as defined in Article IV, Section 1, in accordance
6. 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

1. The members of the Board of Directors shall be elected for terms of three years, arranged in
2. three equal classes with the term of one class expiring at each Annual Meeting of the Council;
3. however, a Director shall continue to serve until his or her successor is elected and qualified,
4. despite the expiration of that Director's term, and Directors are eligible to serve for up to two
5. 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

1. C. the rules, regulations, and policies adopted by the Council for managing the affairs
2. of the Council including development of a decision-influencing system (i.e.,
3. committees, task forces, or similar position of authority created by the Board of
4. Directors) allowing for members of the Girl Scout movement, including girl
5. members, to have a voice on key issues affecting the Council and the Girl Scout
6. movement, and signing and complying with the Council's Conflict of Interest
7. Policies and such other policies and procedures as the Board of Directors shall
8. 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

1. iv. authorize distributions, or approve or recommend to the members dissolution,
2. merger, or the sale, pledge, or transfer of all or substantially all of the
3. Council’s assets; and
4. v. elect, appoint, or remove directors to fill vacancies on the Board or on any
5. 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

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

## 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