



BYLAWS

Girl Scouts of Southeast Florida, Inc.

Amended and Restated Bylaws

Accepted April 13, 2013



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Article I: The Council

I-1. The Corporation

Girl Scouts of Southeast Florida and shall be known as and referred to herein as “the Council”.

I-2. Purpose

The purpose of the Council is to promote the Girl Scout Movement in the Council’s jurisdiction in accordance with its Council charter.

I-3. Membership

The members of the Council shall be individuals who are current members of Girl Scouts, 14 years of age or over, registered through the Council.

Voting members of the Council (“voting member”) shall consist of:

- a) Elected service unit delegates and service unit alternate delegates (assigned to serve as voting members in the absence of service unit delegates);
- b) Officers and members of the Board of Directors;

Members of the Council Board Development Committee who are not otherwise members of the Board of Directors.

I-4. Election of Delegates

Each service unit shall elect two delegates and two alternate delegates to the Council annually. Only one of the four may be a girl member who is at least 14 years of age.

All service unit delegates and alternate delegates shall be elected between September 1st and December 1st for a term of two (2) years. Terms begin at the time of election and expire when each individual successor is elected and assumes office, or, if earlier, upon each individual's resignation, death, or removal from office.

I-5. Duties

The voting members of the Council shall:

- a) Elect the officers of the Council;
- b) Elect members of the Board of Directors;
- c) Elect members of the Council Board Development Committee;
- d) Elect delegates and alternate delegates to the National Council of the Girl Scouts of the USA;
- e) Provide input on key issues effecting the council and the Movement;
- f) Amend the articles of incorporation and bylaws; and
- g) Take all other action requiring membership vote, within the responsibilities of the Council

I-6. Annual Meeting

The annual meeting of the Council shall be held each calendar year at such time and place(s) as may be determined by the Board of Directors. Notice of time, location(s), and purpose of the annual meeting, together with the slate of nominees for all offices and positions to be filled at such annual meeting pursuant to these bylaws, shall be sent to all members not more than forty-five (45) days and not less than fourteen (14) days before the annual meeting. Said notice shall also specify the electronic methods approved and provided by the Board of Directors for members to utilize to participate in the meeting. Notice may be hand delivered, mailed, transmitted by facsimile, or sent electronically.

I-7. Special Meetings

Special meetings of the Council may be called by the Chair and shall be called upon written request of:

- At least a two-thirds (2/3) of the Board of Directors; or
- At least twenty five percent (25%) of the voting members of the Council.

The purpose of such special meetings shall be stated with the written request. No business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of the meeting shall be sent to each member not more than thirty (30) days and not less than seven (7) days before the special meeting. Said notice shall also specify the electronic methods approved and provided by the Board of Directors for members to utilize to participate in the meeting. Notice may be hand delivered, mailed, transmitted by facsimile, or sent electronically.

I-8. Quorum

Twenty-five (25) percent of the voting members of the Council shall be present in person or by agreed-upon electronic means to constitute a quorum for the transaction of business, provided that a majority of the Service Units shall have at least one elected Delegate present at each meeting.

I-9. Voting Procedures

Each voting member present in person or by electronic means shall be entitled to one vote at any annual or special meeting of the Council.

Elections shall be by ballot or roll call vote in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. Nominations from the floor shall be in order, provided that written consent of any individual nominated has been secured and submitted to the Chair at least thirty (30) days prior to the meeting.

All other matters shall be determined by a majority vote of the voting members present and voting in person or through agreed-upon electronic means, at any annual or special meeting of the Council at which a quorum is present unless otherwise provided by law or these bylaws.

Article II: Board Development Committee

II-1. Composition

There shall be a Council Board Development Committee consisting of a minimum of three (3) and not more than seven (7) members. Council Board Development Committee shall be composed of members and non-Board members; with a majority being board members.

II-2. Method of Election, Term, Vacancies

Members of the Council Board Development Committee shall be elected by the Council for a term of two (2) years, or until their successors are elected, and shall not be eligible for re-election to the Council Board Development Committee until after the lapse of two (2) years. Terms of office shall begin at the close of the Annual Meeting at which the elections are held and shall expire at the respective Annual Meeting of the Council. The Board of Directors shall have the power to fill vacancies in the Committee until the next Annual Meeting of the Council.

II-3. Selection and Term of Chair

The Board Development Committee Chair shall be appointed by the Chair of the Board from among the members of the Committee and approved by the Board for a term of one (1) year. The Board Development Committee Chair may serve no more than two (2) terms. The Board Development Committee Chair, if not already a member, becomes an ex officio, non-voting member of the Board of Directors. A vacancy in the position of

Board Development Committee Chair shall be filled by the Chair of the Board of Directors for the remainder of the unexpired term.

II-4. Meetings and Quorum

A majority of the members of the Board Development Committee must be present in person or by agreed-upon electronic means that allows contemporaneous exchange to constitute a quorum for the transaction of business, provided that the number of Board members does not exceed the number of non-Board members. Except as otherwise provided by law, the Amended and Restated Articles of Incorporation, or these bylaws, the affirmative vote of at least a majority of the Board Development Committee at which quorum is present shall be necessary for an action of the Board Development Committee.

II-5. Responsibilities of the Board Development Committee

The Board Development Committee is responsible for identifying and recruiting members of the Board of Directors. The Board Development committee shall present to the membership at the Annual Meeting a single slate of:

- Nominees for officers of the Council;
- Nominees for members-at-large of the Board of Directors including ex-officio girl members; and
- Nominees for the Board Development Committee.

In the Annual Meeting held prior to the regular meeting of the National Council of Girl Scouts of the United States of America, the Board Development committee shall, in addition, present a single slate of nominees for delegates to the National Council and a single slate of nominees to fill vacancies among elected delegates should vacancies occur.

II-6. Confidentiality

All Board Development Committee members shall sign a statement of confidentiality.

II-7. Eligibility

Girl Scout volunteers holding operational and/or policy-influencing positions are eligible to serve on the Board Development Committee.

Article III: Officers of the Council

III-1. Officers

The officers of the corporation shall be a Chair; Vice Chair; Secretary; Treasurer; and Chief Executive Officer who shall serve ex-officio, without privilege of vote.

III-2. Election Term and Vacancies

The Chair, Vice Chair, Secretary and Treasurer shall be elected by the members of the Council for a term of two (2) years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms in any one or more of these offices, except that, regardless of the number of consecutive terms any person shall have served in any

one or more of these offices other than that of Chair, such person shall be eligible to serve three (3) consecutive terms as Chair.

Terms of office shall begin at the close of the Annual Meeting at which elections are held. A vacancy among the officers, other than the Chair, shall be filled by the Board of Directors until the next Annual Meeting. In the case of a vacancy in the office of the Chair, the Vice Chairs will succeed in order of their rank until the next Annual Meeting.

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

III-3. Duties

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the voting members of the council, the board of directors, the Executive Committee and Chair of the Board. The duties of the officers shall be as follows:

- a) The chair will lead the board of directors in setting strategic direction and providing oversight of the management and affairs of the corporation; and report to the voting members of the corporation as to the conduct of the affairs of the corporation; and serve as an ex officio voting member of all committees except the Board Development Committee.
- b) The Chair shall be the chief corporate officer of the Council and shall preside at meetings of the Council, the Board Executive Committee and the Board of Directors and annually report to the membership and to the Board of Directors on the conduct and management of the affairs of the Council.
- c) In the temporary absence or disability of the Chair, the Vice Chair shall preside at meetings of the Council and of the Board of Directors. The Vice Chair shall perform all of the duties of the Chair of the Board and when so acting, such Vice Chair shall have all the power of and be subject to all the restrictions upon the Chair of the Board. The Vice Chair shall have general executive powers as well as the specific powers conferred by these Bylaws. The Vice Chair shall also have such further powers and duties as may be conferred upon or assigned to herein by the Board of Directors or the Chair of the Board from time to time. If the vice chair is unavailable the secretary shall have such other powers.
- d) The Secretary shall be responsible for seeing that notices are issued for all meetings of the Council and the Board of Directors, and shall see that the minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, and shall exercise the powers of the office of Secretary.
- e) The Treasurer shall be responsible for: monitoring the control, receipt, and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors; and reporting receipt, use and disbursements of all assets of the Council. The Treasurer shall exercise the powers and perform such other duties usually

incident to the office of Treasurer. The Treasurer shall be an ex officio voting member of the Finance Committee if such Committee shall be established by the Board of Directors.

- f) The Chief Executive Officer shall be the chief administrative officer and shall be responsible for providing advice and assistance to the Council, the Board of Directors, the Chair and other officers, and the Committees; and shall be responsible for administering the total operations of the Council. The Chief Executive Officer shall have such other powers and perform such other duties as may be provided by the Board of Directors through the Chair. The Chief Executive Officer shall have the authority to employ and terminate staff members in accordance with policies adopted by the Board of Directors.

III-4. Removal

An elected officer may be removed, with or without cause, by a two-thirds vote of the total membership of the Board of Directors.

III-5. Partial Terms

A person who has served more than half of a specific term in an office, as that specific term is set forth in the bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or in another position.

Article IV: Board of Directors

IV-1. Powers, Responsibilities and Accountabilities

The corporate business and affairs of the Council shall be managed under the direction of the Board of Directors, except as may be otherwise provided in these bylaws or the Articles of Incorporation.

The Board of Directors is accountable to the membership for managing the affairs of the Council; to the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements; to the State of Florida for adhering to state corporate law; and to the federal government in matters relating to legislation affecting non-profit and non-stock organizations.

Qualifications

Directors must be natural persons who are 18 years of age or older and live within the Council's service area.

IV-2. Composition

The Board of Directors shall consist of the officers of the Council and directors, herein called Members-at-Large. The Chair of the Board Development Committee, if not elected to the Board of Directors otherwise, shall be an ex officio, non-voting member of the Board of Directors. The number of voting members of the Board of Directors shall not be less than three.

Girl members over the age of 14, the number of which is established by the Council, shall be elected annually as advisory, non-voting participants in board meetings.

IV-3. Election and Term

The members-at-large shall be elected by the members of the Council for a term of two years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms. Terms of office shall begin at the close of the annual meeting at which the elections are held. Regardless of the number of consecutive terms any person shall have served as a member-at-large, such person shall be eligible to be a member of the Board of Directors when serving as an officer or as Chair of the Board Development committee.

Compensation of Members of the Board of Directors. Members of the Board of Directors shall not receive any compensation for their services, but may receive reimbursement for the expenses to transact business on behalf of the Corporation and by its authority.

IV-4. Vacancies

Vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, or otherwise, shall be filled until the next Annual Meeting of the Council by a majority vote of the remaining Directors then in office at any meeting of the Board of Directors called for that purpose.

IV-5. Regular Meetings

The Board of Directors shall hold regular meetings at such time and place as the Board of Directors may direct. Notice of time, place and purpose of the meeting, shall be provided to each Board member not less than seven (7) days before the meeting. Said notice shall also specify the electronic methods approved and provided by the board for members to utilize to participate in the meeting.

IV-6. Special Meetings

Special meetings of the Board of Directors may be called by the Chair or upon written request of twenty-five (25) percent of the Directors, and shall be called by the Chair within seven (7) days upon such written request. The purpose of such meetings shall be stated in the notice and no business shall be transacted except that for which the meeting has been called. Said notice shall also specify the electronic methods approved and provided by the Board of Directors for members to utilize to participate in the meeting.

IV-7. Quorum

A majority of the members of the Board of Directors shall be present in person or by agreed-upon electronic means that allows contemporaneous exchange to constitute a quorum for the transaction of business. Except as otherwise provided by law, the Amended and Restated Articles of Incorporation, or these bylaws, the affirmative vote of

at least a majority of the Board at a meeting at which quorum is present shall be necessary for an action of the Board.

IV-8. Eligibility

Girl Scout volunteers holding operational positions are not eligible to serve on the Board.

IV-9. Removal

- (1) Any member of the Board of Directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership of the Council.
- (2) The notice of a meeting of the members to recall a member or members of the Board of Directors shall state the specific directors sought to be removed.
- (3) A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be removed.
- (4) If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.
- (5) Any director who is removed from the Board of Directors shall not be eligible to stand for reelection until the next annual meeting of the members.
- (6) Any director removed from office shall turn over to the Board of Directors within seventy-two (72) hours any and all records of the Council in his or her possession.
- (7) If a director who is removed shall not relinquish his or her office or turn over records as required under this section, the circuit court in the county where the Council's principal office is located may summarily order the director to relinquish his or her office and turn over corporate records upon application of any member.
- (8) A Board member who has missed three (3) consecutive meetings or one-third (1/3) of the board meetings in the twelve month period between two annual meetings will be considered to have resigned; *provided that* the Board of Directors may reinstate such board member during such member's term by a two thirds (2/3) vote of the voting members of the Board of Directors.

Article V: Executive Committee

V-1. Composition

The Executive Committee shall include the officers of the Council and two (2) members-at-large appointed by the Chair and approved by the Board for a two (2)-year term. The members-at-large may not serve more than three (3) consecutive terms. The Chief Executive Officer shall serve without vote. The immediate past Chair may serve without vote.

V-2. Duties

The Executive Committee shall have and may exercise the powers of the Board of Directors in the interim between board meetings provided that the designation of such committee and delegations of authority thereto shall not operate to relieve the Board of

Directors, or any Director individually, of any responsibility imposed on him or her by these bylaws, or by law. The Executive committee shall not have the power to:

Adopt the budget;

Take action which is contrary to or a substantial departure from the direction established by the board; or

Take action which represents a major change in the affairs business, or policy of the Council.

The Executive Committee shall submit reports to the Board of Directors on actions taken; and such actions shall be ratified by the board at its next regularly scheduled meeting.

V-3. Meetings

Meetings of the Executive Committee shall be called by the Board Chair. Notice of time, place, and purpose of the meeting shall be given to each member of the Executive Committee not fewer than twenty-four (24) hours before the meeting. Said notice shall also specify the electronic methods approved and provided by the board for members to utilize to participate in the meeting.

V-4. Quorum

A majority of the members of the Executive Committee must be present in person or by electronic means that allows contemporaneous exchange to constitute a quorum for the transaction of business. Except as otherwise provided by law, the Amended and Restated Articles of Incorporation, or these bylaws, the affirmative vote of at least a majority of the Executive Committee at a meeting at which quorum is present shall be necessary for an action of the Executive Committee.

Article VI: Board Committees

VI-1. Establishment

The Board of Directors may establish standing committees, special committees, and/or task groups, as it deems necessary.

VI-2. Appointment and Term of Committee Chairs

The Board Chair shall appoint the Committee Chairs for a term of one (1) year with the approval of the Board of Directors. Committee Chairs may serve no more than six (6) consecutive terms.

VI-3. Appointment and Term of Committee Members

The Board Chair shall appoint the members of committees for a term of one year with the approval of the board.

Article VII: Service Units

VII-1. Geographic Subdivision

The Chief Executive Officer shall establish geographic subdivisions, called Service Units, within the Council's jurisdiction.

VII-2. Voting Members

Every member of the Girl Scouts who is at least fourteen (14) years of age, is registered through the Council, and is participating in Girl Scouting in the geographic subdivision shall be a voting member of the service unit.

VII-3. Duties

The members of the service unit shall influence policy by giving input to decisions that:

- Will affect a majority of the membership;
- Involve major changes in program delivery; and
- Present a major policy change.

Each service unit shall elect two (2) delegates and two (2) alternate delegates to the Council annually. Only one of the four may be a girl member fourteen (14) years of age or older.

VII-4. Regular Meetings

Service units may meet for purposes other than influencing policy, but if meeting for policy related purposes, notices must comply with the following guidelines. . Notice of the time, place and purpose of the policy-influencing meetings shall be given personally, mailed, transmitted by facsimile or sent by electronic means no fewer than five (5) days before the meeting. Said notice shall also specify the electronic methods approved and provided by the board for members to utilize to participate in the meeting.

VII-5. Special Meetings

Meetings regarding policy shall be called at the request of the Board of Directors or upon written request of ten percent (10%) of the members of the Service Unit. No business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be given personally, mailed, transmitted by facsimile or sent by electronic means not fewer than three (3) days before the meeting. Said notice shall also specify the electronic methods approved and provided by the board for members to utilize to participate in the meeting.

VII-6. Quorum

The Service Unit members present in person or by agreed-upon electronic means will constitute a quorum for the transaction of business.

Article VIII: National Council Delegates

VIII-1. Election

The delegates whom the Council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the members of the Council at a meeting held within a year of the regular meeting of the National Council. The Board of Directors, or the Chair in the absence of a meeting of the Board, shall fill delegate vacancies from among the persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner as delegates. If there be no such persons,

the Board of Directors, or the Chair, in the absence of a meeting of the board shall have the power to fill vacancies among the delegates until the next meeting of the Council.

VIII-2. Eligibility

Delegates and alternates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scouts in the United States of America who are at least fourteen (14) years of age and who are registered through the Council with Girl Scouts of the United States of America

VIII-3. Term

National Council delegates and alternates shall serve for a term of three years from the date of their election, or until their successors are elected.

Article IX: Finance and Miscellaneous
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IX-1. Fiscal Year

The fiscal year of the Council shall be as established by the Board of Directors.

IX-2. Contributions

Contributions, bequests and gifts to the Council shall be accepted or collected only as authorized by the Board of Directors. Guidelines for accepting contributions shall be established by the Board of Directors.

IX-3. Depositories

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

IX-4. Approved Signatures

Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the Council shall be provided by resolution of the Board of Directors.

IX-5. Bonding

All persons having access to, or major responsibility for the handling of, monies and securities of the Council shall be bonded or insured, as provided by resolution of the Board of Directors.

IX-6. Budget

The Board of Directors shall approve the annual budget of estimated income and expenditures. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

IX-7. Audits

An independent certified public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the Council. A report of all examinations shall be submitted to the Board of Directors and to Girl Scouts of the United States of America.

IX-8. Property

The Council may acquire, own, lease, encumber, and transfer property, and use any income from the property, as necessary to carry out the purposes of the Council. Title to all property is held and authorized by the Council.

IX-9. Financial Reports

A summary report of the financial operations of the Council shall be made at the annual meeting of the Council; by which time it will also be made available to the public, in such form as the Board of Directors shall provide.

Books and Records. The Council shall keep permanent records in accordance with the requirements of GSUSA and Florida Statutes.

IX-10. Legal Counsel

Independent legal counsel should be retained by the Board of Directors to;

- Ensure compliance with the federal and state requirements;
- Review and advise on any, and all, legal instruments the Council executes, such as leases, contracts, property purchase, or sale; and
- Review and advise on any official statements developed for the media (print, television, radio, internet).

IX-11. Investments

The Board of Directors manages all investments and funds of the Council and may designate investment managers and/or brokers for such purpose. All decisions shall be guided by established investment objectives, goals, and policy guidelines.

IX-12. Indemnification

The Council shall indemnify any and all persons who may serve or who have served at any time as directors or officers of the Council and their respective heirs, administrators, successors, and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been directors or officers or a director or officer of the Council, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be

liable for their willful misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, or otherwise.

Article X: Required Policies, Conflict of Interest, and Ethical Standards

Conflict of Interest

In addition to the forenamed policies on conflict of interest and records retention, the Board shall maintain the following policies that are compliant with GSUSA standards and Florida statutes: conflict of interest, document destruction, transparency, whistleblower, and confidentiality.

Article XI: Emergency Functions, Powers, Duties

In case of war or other great disaster or extraordinary emergency, the functions, powers, and duties of the Council shall be as prescribed under applicable law.

Article XII: Parliamentary Authority

The meetings of the Council, the Board of Directors, and all committees, shall be conducted in accordance with the rules set forth in these bylaws and by common practices of parliamentary procedure and orderly decision making.

Article XIII: Amendments

A majority vote of the members present in person or by electronic means at any meeting of the Council may amend these bylaws, provided that the proposed amendments(s) or changes shall have been included in the notice of the meeting.

Article XIV: Dissolution

Unless the Board of Directors determines that because of a conflict of interest or other substantial reason it should not make any recommendation for dissolving the Council, the Board of Directors must adopt a resolution recommending that the Council be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Council must be given to each member entitled to vote at such meeting in accordance with the bylaws. A resolution to dissolve the Council shall be adopted upon receiving at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast. The process of dissolution will be implemented in accordance with the Articles of Incorporation.

