

Bylaws of the Girl Scouts of Black Diamond Council of Girl Scouts of the United States of America

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BYLAWS OF THE GIRL SCOUTS OF BLACK DIAMOND COUNCIL OF GIRL SCOUTS OF THE UNITED STATES OF AMERICA

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of Black Diamond Council, hereinafter referred to as “council” or “corporation,” a not-for-profit corporation organized under the laws of the state of West Virginia.

ARTICLE II – PURPOSE

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

ARTICLE III – MEMBERS

Section 1. Eligibility

Individuals age 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through the council are eligible to be members of the corporation.

Section 2. Composition

- A. Members of the corporation shall consist of:
 - 1. elected members of the board of directors, if not otherwise members of the corporation;
 - 2. members of the Board Development Committee, if not otherwise members of the corporation;
 - 3. delegates elected by service units as defined by the board of directors;
 - 4. delegates-at-large appointed by the board of directors.
- B. The number of members of the corporation shall be no less than 200 nor more than 300.
- C. At least two-thirds of the members of the corporation shall be those elected by service units.

Section 3. Election

- A. Procedure. Each service unit shall elect delegates and alternates in accordance with policies and procedures established by the board of directors.
- B. Number.
 - 1. The number of delegates and alternates to which each service unit is entitled shall be based on the number of girl members in the service unit as of September 30 of each calendar year, according to a formula established and administered by the board of directors.
 - 2. Each service unit shall be entitled to at least two (2) delegates.
 - 3. The board of directors may appoint up to ten (10) delegates-at-large ensuring that the diversity of the council is adequately represented.
- C. Term and Vacancies.

1. Delegates shall serve for a term of one (1) year(s) or until their successors are elected and assume office.
2. Delegates-at-large shall serve for a term of one (1) year(s) or until their successors are appointed and assume office.
3. Terms of office shall begin at the close of the meeting at which delegates are elected or upon appointment.

ARTICLE IV – 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. The Chair of the Board, First Vice Chair and Secretary shall be elected on alternate years from the Second Vice Chair and Treasurer.

Section 2. Term of Office

- A. The officers shall be elected by ballot in accordance with Article VI of these bylaws for a term of two (2) year(s) or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation. The elected officers shall be ratified by the members of the board of directors (*) at its first meeting after being elected.
- B. Terms of office shall begin at the close of the Annual Meeting at which the elections occur.
- C. No individual shall serve more than two consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board.
- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

Section 3. Vacancy in Office

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the First Vice Chair of the Board for the remainder of the term.
- B. In the event of a vacancy in both the Chair of the Board and the First Vice Chair, the Second Vice Chair shall fill the position of Chair of the Board for the remainder of the unexpired term.
- C. A vacancy among the officers, other than the board chair, shall be filled by the board of directors until the next annual meeting.

Section 4. Ex Officio Officers

- A. The Chief Executive Officer (CEO) shall be appointed by the board of directors of the council to serve at its pleasure and shall serve as an ex officio officer of the corporation without vote.

Section 5. Duties of Officers

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

(*Required by West Virginia law)

- A. The Chair of the Board shall:
 1. be the principal officer of the corporation;
 2. preside at all meetings of the council, the board of directors, and the Executive Committee;
 3. assure support by the board of directors for the council's strategic direction and appropriate oversight of performance;
 4. report to the council and the board of directors as to the conduct and management of the affairs of the corporation; and
 5. serve as an ex officio member of all committees except the Board Development Committee.
- B. The First Vice Chair of the Board shall:
 1. assist the Chair of the Board as assigned;
 2. preside at meetings of the council, the board of directors, or the Executive Committee in the absence or inability of the Chair of the board, or when delegated the responsibility of presiding; and
 3. in the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.
- C. The Second Vice Chair of the Board shall:
 1. assist the Chair of the Board as assigned;
 2. in the event of the vacancy in both the offices of Chair of the Board and First Vice Chair of the board, succeed to the office of Chair of the Board for the remainder of the unexpired term.
- D. The Secretary shall:
 1. ensure that proper notice is given for all meetings of the council, the board of directors, and the executive committee;
 2. ensure that minutes of all meetings of the council, the board of directors, and the Executive Committee are kept; and
 3. have responsibility for the seal of the corporation and ensure its safekeeping.
- E. The Treasurer shall:
 1. Provide effective stewardship, control and oversight of the Council's finances;
 2. Execute directives of the Board of Directors
 3. Be a member of the Finance Committee, if such committee shall be established by the Board of Directors, and shall exercise the powers

and

perform such other duties as may be assigned by the Board of Directors.

ARTICLE V – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership.

The Board Development Committee shall be composed of seven (7) members, at least four (4) of whom shall be members of the board of directors and at least three (3) of whom shall not be members of the board of directors, and the CEO of the council who shall serve as an ex officio nonvoting member.

Section 2. Election, Term, and Vacancies

- A. The committee members shall be elected by ballot in accordance with Article VI of these bylaws for a term of two (2) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.

- B. Terms of office shall begin at the close of the Annual Meeting at which the elections occur.
- C. No individual shall serve more than three (3) consecutive terms as a member of the committee.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the board of directors for the remainder of the term

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

- A. The Chair of the Board Development Committee shall be elected by the Committee from among the Committee members for a term of one (1) year during any term as a Committee member.
- B. The Chair may serve multiple terms.
- C. In the event of a vacancy in the office of chair, the committee shall elect a new chair from its eligible members to serve the remainder of the term.
- D. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.
- E. If not already a member of the council board of directors, the chair shall serve as an ex officio member of the council board of directors, with all the rights and responsibilities of other board members.

Section 4. Responsibilities.

The responsibilities of the Board Development Committee shall be:

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

Section 5. Nominations from the Floor.

- A. Nominations for any of the elected positions may be made from the floor at the annual meeting provided:
 1. the individual to be nominated has consented in writing to serve if elected;
 2. the nomination has been submitted to the chair of the Board Development Committee, or her/his designee, at least ten (10) days before the convening of the annual meeting;
 3. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

Section 6. Quorum.

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

ARTICLE VI – ELECTION PROCEDURES

Section 1. Election.

Election of officers, directors-at-large, Board Development Committee members, and National Council delegates shall occur by the method listed below.

Section 2. Voting.

The method of voting to be used during a particular election cycle shall be determined by the board of directors. The methods which may be used are:

- A. at the annual meeting by members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE VII – MEETINGS

Section 1. Annual Meeting.

- A. Scheduling. The corporation shall conduct an Annual Meeting of the corporation membership each year at a date, time and place determined by the Board of Directors.
- B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these bylaws shall be given personally or mailed to each member of the corporation not more than 30 days nor less than 10 days prior to the meeting.
- C. Business. At the annual meeting, the corporation shall:
 - 1. elect officers, directors at large, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America. If the election has been held by mail ballot, the results of the election shall be announced at the annual meeting;
 - 2. consider any proposed amendments to the council bylaws;
 - 3. provide input on key issues affecting the council and the Movement; and
 - 4. consider any other business appropriate to come before the corporation in accordance with the process established by the board of directors.
- D. Quorum. The quorum for the annual meeting shall be defined as a majority of those that are elected per Article III and who are present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum.

Of the established quorum, at least 50 percent + 1 of the voting delegates must represent the corporation's service units.

- E. Voting.
 - 1. Each member of the corporation shall be entitled to one (1) vote.
 - 2. No member shall vote in more than one capacity.
 - 3. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
 - 4. Proxy and/or absentee voting shall not be allowed.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the corporation membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the members of the board of directors then in office or by 33% members of the corporation. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed to each member of the corporation at least 10 days prior to the meeting.
- C. Quorum. The quorum for a special meeting shall be 15% members of the corporation present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings and 33% of the council's service units.
- D. Voting. Voting shall be in accordance with Article VII, Section 1.E. of these bylaws.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition.

The board of directors shall consist of the elected and ex officio officers of the corporation and fourteen (14) to sixteen (16) directors-at-large. The chair of the Board Development Committee, if not otherwise elected to the board of directors, shall serve as a member of the board of directors.

Section 2. Term of Office.

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

Section 3. Vacancies.

A vacancy occurring in the position of member-at-large shall be filled by the board of directors for the remainder of the unexpired term.

Section 4. Power, Authority, and Accountability.

- A. Power and Authority. The board of directors shall have full power and authority over the affairs of the council between meetings of the council, except as otherwise provided in these bylaws or by statute.
- B. Accountability. The board of directors is accountable to:
 1. the council membership for managing the affairs of the council including development of a decision-influencing system allowing for members of the Movement, including girl members, have a voice on key issues affecting the council and the Movement;
 2. the board of directors of Girl Scouts of the United States of America for compliance with the charter requirements;
 3. the state of incorporation for adherence to state corporation law;
 4. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 5. Regular Meetings.

- A. Scheduling. The board of directors shall hold at least four (4) regular meetings a year at such time and place as the board may determine.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally or mailed or electronically transmitted to each member of the board of directors at least 30 days prior to the meeting.
- C. Quorum. A majority of the board members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
 1. Each member of the board shall be entitled to one (1) vote.
 2. No member shall vote in more than one capacity.
 3. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
 4. Proxy and/or absentee voting shall not be allowed.
- E. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if there is unanimous consent in writing to act. Such written consent may be in counterparts and may be conducted electronically.

Section 6. Special Meetings.

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least ten (10) board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed or electronically transmitted to each member of the board at least four (4) days prior to the meeting.
- C. Quorum. A majority board member present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
 1. Each member of the board shall be entitled to one (1) vote.
 2. No member shall vote in more than one capacity.

3. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
4. Proxy and/or absentee voting shall not be allowed.

Section 7. Removal.

- A. Any board member, including officers, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, shall be removed from the board by a majority vote of the board members present and voting at any regular meeting of the board.
- B. Any board member, including officers, may be removed with or without cause by a three-fourths vote of the total number of the council board of directors.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall consist of the Chair, First Vice Chair, Second Vice Chair, Secretary and Treasurer of the Council. The Chief Executive Officer shall serve as an ex officio member with voice but without vote.

Section 2. Duties.

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the corporation board of directors between the meetings of the board, except that the Executive Committee shall not:
 1. adopt the budget;
 2. amend the bylaws;
 3. take action which is contrary to, or a substantial departure from, the direction established by the board or which represents a major change in the affairs, business, or policy of the council.
- B. Reports. The Executive Committee shall submit to the board of directors at each board meeting a report of all actions taken since the last board meeting.

Section 3. Meetings.

- A. Scheduling. The Executive Committee shall meet as needed at the call of the Chair or upon written request of at least three (3) members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided four (4) hours in advance of the meeting.

Section 4. Quorum.

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

ARTICLE X – COMMITTEES

Section 1. Establishment

The board of directors may establish standing and special committees and/or task groups, and/or ad hoc committees as needed, which shall operate under the general supervision of the board of directors.

Section 2. Appointment

- A. The chair of any committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the board of directors.
- B. Members of any committee, task group, or ad hoc committee shall be appointed by the Chair of the Board in consultation with the chair of the respective committee or task group.
- C. At least two (2) members of any committee and one (1) member of any task group shall be members of the board of directors, one of whom shall serve as chair of the committee.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the board of directors at the time of appointment.
- E. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2.A. or 2.B. of this Article.

Section 3. Quorum

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

ARTICLE XI – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Two of the delegates shall be the chair and chief executive officer of the council. Remaining delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the council at the time of election and throughout the term of service.

Section 2. Election.

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

Section 3. Vacancies.

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

ARTICLE XII – FINANCE

Section 1. Fiscal Year.

The fiscal year of the council shall be established by the board of directors.

Section 2. Contributions.

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

Section 3. Depositories.

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

Section 4. Approved Signatures.

Approvals for signatory authority in the name of the council and access to funds and securities of the council shall be authorized by the board of directors.

Section 5. Bonding.

All persons having access to or responsibility for the handling of monies and securities of the council shall be bonded in the amount authorized by the board of directors.

Section 6. Budget.

The board of directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the council in excess of the budgeted amounts without prior approval of the board of directors.

Section 7. Property.

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

Section 8. Audits.

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

Section 9. Financial Reports.

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

Section 10. Investments.

The funds of the council shall be invested in accordance with the policy established by the board of directors or by a committee appointed by the board of directors for such purpose.

ARTICLE XIII – INDEMNIFICATION

The council shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

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

ARTICLE XV – AMENDMENTS

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

These bylaws were adopted by the Girl Scouts of Black Diamond Council, Inc., on January 19, 1974.

REVISED:

May 17, 1975
May 5, 1976
April 23, 1977
April 28, 1979
April 12, 1980
April 25, 1981
May 1, 1982
April 30, 1983
May 5, 1984
April 19, 1986
April 23, 1988
August 11, 1990
March 23, 1996
April 26, 2003
Task Force Review November 20, 2006.
(Recommended no changes due to realignment)
April 24, 2010
September 4, 2014
September 7, 2017
December 7, 2017
June 7, 2018
December 7, 2023