

# **ARTICLES OF INCORPORATION**

## **Article I – Name**

The name of this corporation is Girl Scouts of San Jacinto Council. Originally known as Houston Girl Scouts, Inc., the corporation charter dated June 30, 1938, was amended October 9, 1947, changing the name to Houston and Harris County Girl Scouts, and was amended December 11, 1958, changing the name to San Jacinto Girl Scouts, and further amended April 29, 2000, changing the name of said corporation to Girl Scouts of San Jacinto Council.

## **Article II – Purpose**

The principal object and purposes of this corporation shall be as follows:

- A. To offer all girls who meet applicable membership standards of the national organization residing within this jurisdiction an opportunity to participate in the Girl Scout program in accordance with the purpose of the Girl Scouts of the United States of America.
- B. To develop, manage, and maintain Girl Scouting throughout its jurisdiction, in such manner and subject to such limitations as prescribed in the constitution, bylaws, and policies of Girl Scouts of the United States of America, and by the terms of the charter granted to this corporation by Girl Scouts of the United States of America.
- C. To hire, lease, buy, inherit, or otherwise acquire and hold land, buildings, equipment, or other real or personal property for Girl Scout offices, camps, or any other purposes consistent with the objectives of this corporation and to build, construct, operate, and manage the said property for the benefit of the Girl Scouts; to manage, control, rent, lease (including the making of mineral leases), mortgage, or sell all or any part of such real or personal property acquired by said organization, as authorized by law.
- D. To do, perform, and supervise any and all other things in furtherance of the general purposes hereinbefore expressed not inconsistent with the laws of the State of Texas.

## **Article III – Principal Office**

The principal office of the corporation shall be located in the City of Houston, County of Harris, State of Texas.

## **Article IV – Term**

This corporation shall have perpetual existence provided the charter from Girl Scouts of the United States of America is held by the corporation. If the charter of the Girl Scouts of the United States of America be revoked, this corporation will terminate.

## **Article V – Directors**

The number of directors of the corporation shall consist of no less than eighteen (18) nor more than forty (40) members as fixed from time to time by the board of directors as set forth in the bylaws; and such ex officio and honorary members as provided for in the bylaws.

The original incorporators were Mrs. Donald W. Berry, Houston; Mrs. E. M. Freeman, Houston; Mrs. H. O. Johnson, Houston; Mrs. H. D. McCament, Houston; and Mr. V. R. Currie, Houston.

Honorary life members of the board of directors elected before January 1, 1979 are as follow: Mrs. Isaac Arnold, Houston; Mrs. Donald Berry, Houston; Mrs. H. O. Johnson, League City; Mrs. J. H. Luckie, Houston; Mr. V. H. McCall, Sr., Houston; Mrs. G. Everett Sloat, Sr., Brookshire; and Mr. T. P. Wier, Houston.

## **Article VI – Liability and Indemnification**

A. LIMITATION OF DIRECTOR LIABILITY – A director of the corporation shall not be liable to the corporation or its members for monetary damages for an act of omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director for:

1. a breach of the director's duty of loyalty to the corporation or its members;
2. an act of omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
3. a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
4. an act or omission for which the liability of the director is expressly provided for by statute; or
5. an act related to an unlawful stock repurchase or payment of a dividend.

INDEMNIFICATION – The corporation shall indemnify any director or officer, salaried employee, administrative volunteer, administrative coordinator, assistant administrative coordinator, or member of any of the following committees: finance, investment, audit, properties, fund development or campaign committee, against all costs and expenses actually and necessarily incurred by such representative in the defense of any proceeding in which she/he is a party by virtue of conduct made in good faith, in her/his capacity as a representative of Girl Scouts of San Jacinto Council and in the reasonable belief that such conduct was lawful. The corporation shall not indemnify any representative found liable for negligence or misconduct, who improperly received a personal benefit, or who is found liable to the corporation.

Any determination of indemnification will be made by the board of directors.

This provision is enacted with reference to Article 1396-2.22A of the Texas Non-profit Corporation Act or any subsequent revision thereof. Article 1396-2.22A shall govern where not inconsistent with this provision pursuant to proper limitations permitted by Article 1396-2.22A Section U. Indemnification is limited to those representatives outlined within this provision.

### **Article VII – Status**

This is a non-sectarian and non-political corporation. This corporation holds a non-profit status, with no capital stock, and no stock to be issued, and no interest or dividends to be paid from its income. No income inures to the benefit of any individual except reasonable compensation for services rendered in effecting the purpose for which the corporation is formed.

### **Article VIII – Jurisdiction**

The activities of the corporation shall be confined to the County of Harris, State of Texas, and any surrounding territory mutually agreed upon by this Council and Girl Scouts of the United States of America.

### **Article IX**

The bylaws of Girl Scouts of San Jacinto Council shall be the authority on all matters not covered in these Articles of Incorporation.

# BYLAWS

## Article I – The Council

1. Corporation. The corporation shall be known as and referred to herein as “the Council.”
2. Members. The members of the Council (each, a “Member”) shall be members of the Girl Scout Movement and registered through the Council or lifetime members affiliated with the Council.
3. Delegates. Delegates are voting representatives of the Council and shall consist of:
  - a. Community delegates selected by the Communities (as defined below),
  - b. Regional delegates selected by the Regions (as defined below),
  - c. delegates-at-large selected by the Board Development Committee (as defined below),
  - d. officers of the Council and members-at-large of the board of directors, and
  - e. members of the Board Development Committee.

At least 65 percent of the Delegates must be Delegates selected by the Communities and Regions. No more than 15 percent of the Delegates may be delegates-at-large selected by the Board Development Committee.

Each Delegate shall be a Member, 14 years of age or over, and in good standing with the Council.

4. Selection of Delegates.
  - a. Prior to each Council meeting, each Community shall select Delegates to attend the Council meeting in the manner provided in Article IX. The number of Delegates from each Community shall be based on a formula established and administered by the board of directors of the Council. Every Community shall be entitled to select a minimum of two Delegates.
  - b. Prior to each Council meeting, each Region shall select Delegates to attend the Council meeting in the manner provided in Article IX. The number of Delegates from each Region shall be based on a formula established and administered by the board of directors of the Council. Every Region shall be entitled to select a minimum of one Delegate.
  - c. Delegates-at-large shall be selected by the Board Development Committee and will include persons from both operational and governance groups. Subject to the

limitations in Article I, Section 3, the number of delegates-at-large to be selected each year shall be determined according to a formula established and administered by the board of directors of the Council. Delegates-at-large shall serve for one year or until their successors are selected.

5. Responsibilities. The Delegates of the Council shall:
  - a. elect the officers of the Council, the members-at-large of the board of directors, the members of the Board Development Committee, and the delegates and persons to fill vacancies, should vacancies occur, to the national council of Girl Scouts of the United States of America,
  - b. determine general lines of direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the board of directors,
  - c. amend the articles of incorporation and bylaws,
  - d. take all other action requiring Delegate vote,
  - e. conduct such other business as may, from time to time, come before the Delegates,
  - f. request, on their own initiative, that the board of directors consider the feasibility of some new plan or change in direction,
  - g. become informed on the matters to be discussed at the Council meetings, and
  - h. prepare for, attend, and participate in Council meetings and share information with groups with which they are involved.
6. Regular Meetings. An annual meeting of the Council shall be held each calendar year at such time and place as may be determined by the board of directors. Notice of the date, time, place, and purpose of meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these bylaws, shall be delivered to each Community, Region, delegate-at-large, officer, member-at-large of the board of directors, and member of the Board Development Committee not less than 30 days, but not more than 60 days, before the meeting.
7. Special Meetings. Special meetings of the Council shall be called by the president of the Council and chair of the board, within 14 days, upon the written request of two-thirds of the members of the board of directors or upon the written request of 25 percent of the Delegates, for any purpose within the Council, at any time. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of the date, time, place, and purpose of meetings shall be delivered to each Delegate not less than 10 days before the meeting.

8. Quorum. Thirty-five percent of the Delegates shall be present in person to constitute a quorum for the transaction of business.
9. Voting Procedures. Each individual who is a Delegate and is present in person at a meeting of the Council shall be entitled to one vote only. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections. A plurality of votes cast shall elect the officers of the Council, the members-at-large of the board of directors, the members of the Board Development Committee, and the delegates and persons to fill vacancies, should vacancies occur, to the national council of Girl Scouts of the United States of America. All other matters shall be determined by a majority vote of the Delegates present in person and voting, unless otherwise provided by law, these bylaws, or parliamentary authority. Delegates shall not be allowed to vote by proxy, provided that this prohibition shall not affect the ability of a Community or Region to select substitutes for Delegates as provided in Article IX.
10. Member Meetings. The Council shall call Member meetings for the purpose of receiving reaction and input to major policy and operational decisions, and to provide a means for the membership to discuss issues of interest and concern.

The board of directors and chief executive officer, or their designee, shall determine the dates, time, place and meeting content of no fewer than two Member meetings per year.

Any Member, 14 years of age or older, and in good standing with the Council may attend Member meetings, and may submit suggested agenda items to the board of directors for inclusion on Member meeting agendas.

## **Article II – Board Development Committee**

1. Composition. There shall be a committee of the Council (the “Board Development Committee”) composed of nine members, of whom at least one-third shall be elected from among the members of the board of directors. At least the majority of the Board Development Committee shall be non-board members.
2. Method of Election, Terms, and Vacancies. Members of the Board Development Committee shall be elected by the Delegates for a term of three years, or until their successors are elected, and shall not be eligible again for Board Development Committee membership until after a lapse of three years.

Terms of office shall begin June 1 after the Annual Meeting at which the elections are held, and the terms of one-third of the members shall expire on May 31 after each Annual Meeting of the Council. The board of directors shall have the power to fill vacancies in the Board Development Committee, upon the recommendation of the Board Development Committee, until the next meeting of the Council.

3. Selection and Term of Chair. The chair of the Board Development Committee shall be appointed by the president of the Council and chair of the board, from among the Board Development Committee members, with the approval of the board of directors, following the Annual Meeting for a term of one year beginning June 1, and may serve one term as chair. The chair, if not already elected to the board of directors, shall be an ex officio member of the board of directors. In the event of a vacancy in the office of the chair, the president of the Council and chair of the board shall appoint a successor from among the remaining Board Development Committee members, with the approval of the board of directors, for the remainder of the unexpired term.
4. Responsibilities. The Board Development Committee shall present to the Delegates at the annual meeting a single slate of nominees for:
  - a. officers of the Council,
  - b. members-at-large of the board of directors, and
  - c. members of the Board Development Committee.

At a meeting of the Council held in the year of a regular meeting of the national council of Girl Scouts of the United States of America, the Board Development Committee shall, in addition, present to the Delegates a single slate of nominees for delegates to the national council of the Girl Scouts of the United States of America, and a single slate of nominees for persons to fill vacancies among elected delegates, should vacancies occur.

Nominations may also be made by Delegates from the floor at the Council meeting, provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individuals has been secured and submitted to the presiding officer 15 days prior to the meeting.

The Board Development Committee shall select delegates-at-large to the Council as provided in Article I, Section 4.

The Board Development Committee shall make recommendations to the board of directors to fill vacancies in the aforementioned positions (with the exception of the delegates-at-large to the Council and the delegates and persons elected to fill vacancies to the national council) until the next meeting of the Council.

5. Quorum. A majority of the members of the Board Development Committee must be present in person, or by electronic conferencing in which all participants can be heard by each other, in order to constitute a quorum for the transaction of business, provided that the number of elected board members does not exceed the number of non-board members.

6. Resignation. Resignation from the Board Development Committee should be submitted to the president of the Council and chair of the board by any member unable to fulfill her/his obligation as a member.
7. Removal. A member of the Board Development Committee may be removed, with or without cause, by a vote of two-thirds of those present and voting at any meeting of the Council, provided that the proposed removal shall have been included in the notice of the meeting. In the event a Board Development Committee member is absent from three consecutive regular meetings of the Board Development Committee, without prior acceptable explanation to the Board Development Committee chair, that member shall be removed from the Board Development Committee. The chair shall submit the member's name at the next regular meeting of the Board Development Committee whereupon the action may be reversed by a two-thirds vote of the Board Development Committee members present.

### **Article III – Partial Terms**

A person who has served more than one-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 another position.

### **Article IV – Officers**

1. Number and Title. The officers of the Council shall be (1) a president of the Council and chair of the board; (2) a president-elect of the Council and board chair-elect; (3) two vice chairs; (4) a secretary; and (5) a treasurer.
2. Election, Term, and Vacancies.
  - a. The president-elect of the Council and board chair-elect shall be elected by the Delegates for a term of one year, or until his or her successor is elected, and such person shall assume the role of president of the Council and chair of the board for a subsequent term of three years on June 1 following the first anniversary of such person's election as president-elect of the Council and board chair-elect. If the president-elect of the Council and board chair-elect is unable to assume the position of president of the Council and chair of the board, such position shall be filled by the board of directors, upon recommendation of the Board Development Committee, until the next meeting of the Council.
  - b. The vice chairs, secretary, and treasurer shall be elected by the Delegates for a term of two years, or until their successors are elected, and shall serve for no more than three 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, such person shall be eligible to serve as president-elect of the Council

and board chair-elect and as president of the Council and chair of the board. The president-elect of the Council and board chair-elect and the president of the Council and chair of the board may only serve one term in their respective positions unless such position has been filled by another person during an intervening term, in which case such persons may again serve in the positions of president-elect of the Council and board chair-elect and president of the Council and chair of the board.

- c. Terms of office shall begin on June 1 following the annual meeting at which elections are held.
  - d. The president-elect of the Council and board chair-elect shall be elected to a one-year term every third year; one vice chair and secretary shall be elected to terms ending in an odd numbered year; and one vice chair and treasurer shall be elected to terms ending in an even numbered year.
  - e. A vacancy among the officers, other than the president of the Council and chair of the board, shall be filled by the board of directors, upon recommendation of the Board Development Committee, until the next meeting of the Council. In the case of a permanent vacancy in the office of the president of the Council and chair of the board, such vacancy shall be filled by the president-elect of the Council and board chair-elect, if one is then serving, and, in all other cases, by the board of directors, upon recommendation of the Board Development Committee, until the next meeting of the Council.
3. Duties. The duties of the officers shall be as follows:
- a. The president of the Council and chair of the board shall be the chief elected officer of the Council and shall preside at meetings of the Council, the Executive Committee, and the board of directors. The president of the Council and chair of the board shall be responsible for seeing that the lines of direction given by the Delegates and the actions of the board of directors are carried into effect, and for reporting to the Delegates and to the board of directors on the conduct and management of the affairs of the Council. The president of the Council and chair of the board shall be an ex officio member of all committees established by the board of directors, and shall perform such other duties as are assigned by the board of directors or prescribed elsewhere in these bylaws.
  - b. The president-elect of the Council and board chair-elect shall preside at meetings of the Council, the Executive Committee, and of the board of directors, in the temporary absence or disability of the president of the Council and chair of the board. In the temporary absence or disability of the president-elect of the Council and board chair-elect or if the position of president-elect of the Council and board-chair elect is vacant, a vice chair of the Council, selected by the president of the Council and chair of the board, shall preside at meetings of the Council, the Executive Committee, and of the board of directors.

The president-elect of the Council and board chair-elect shall prepare for the role of president of the Council and chair of the board during their term as president-elect of the Council and board chair-elect.

The president-elect of the Council and board chair-elect and the vice chairs shall have such other powers and perform such other duties as may be assigned by the president of the Council and chair of the board.

- c. The secretary shall be responsible for seeing that notices are issued for all meetings of the Council, the Executive Committee, and the board of directors, and shall see that 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 and perform such other duties usually incident to the office of secretary, and shall exercise such other powers and perform such other duties as may be assigned by the president of the Council and chair of the board or the board of directors.
- d. 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 the 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, and shall exercise such other powers and perform such other duties as may be assigned by the president of the Council and chair of the board or board of directors. The treasurer shall be an ex officio member of the Finance Committee, if such committee shall be established by the board of directors.

## **Article V – Board of Directors**

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:

- a. the Delegates for managing the affairs of the Council,
  - b. the board of directors of Girl Scouts of the United States of America for compliance with the charter requirements,
  - c. the state of Texas for adhering to state corporate law, and
  - d. the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.
2. Composition. The board of directors shall consist of the officers of the Council, who shall serve as officers of the board; and, not less than 28 nor more than 32 members-at-

large as determined from time to time by the board of directors. The chair of the Board Development Committee shall be an ex officio member of the board of directors if not already elected to the board. No fewer than six members-at-large shall be people who have actively served for five or more years with girl programs or in delivering services to operational units. The board of directors shall have the power to appoint emeriti members of the board of directors as provided in Section 10 of this Article V.

3. Election and Term. The members-at-large shall be elected by the Delegates for a term of two years, or until their successors are elected, and shall serve for no more than three consecutive terms. Terms of office shall begin on June 1 after the annual meeting at which the elections are held.

The term of office of one-half of the members-at-large shall expire each May 31. 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.

4. Vacancies and Newly Created Directorships. Vacancies in directorships held by members-at-large, whether occurring by death, resignation, or otherwise, shall be filled by the majority vote of the remaining board members then in office, upon recommendation of the Board Development Committee. Newly created directorships resulting from any increase in the authorized number of directors who are members-at-large may be filled by the majority vote of the remaining board members then in office, upon recommendation of the Board Development Committee. Each director so chosen will hold office until the first annual meeting of the Council held after such election and until such director's successor is elected and qualified or, if earlier, until such director's death, resignation or removal from office.
5. Regular Meetings. Regular meetings of the board of directors shall be held at such time and place as may be determined by resolution of the board of directors, except that the board of directors shall meet no less than four times each year. Notice of date, time, place, and purpose of the meeting shall be transmitted (either in writing or electronically) to each board member not less than five days before the meeting.
6. Special Meetings. Special meetings may be called by the president of the Council and chair of the board. Special meetings also shall be called by the president of the Council and chair of the board upon written request of not less than five board members. The purpose of such meetings shall be stated with the request, and no business shall be transacted except that for which the meeting has been called. Notice of the date, time, place, and purpose of special meetings shall be transmitted (either in writing or electronically) to each board member not less than five days before each meeting.
7. Quorum. A majority of the members of the board of directors shall be present in person, or by electronic conferencing in which all participants can be heard by each other, in order to constitute a quorum for transaction of business.

8. Resignation. Resignation from the board of directors should be submitted to the president of the Council and chair of the board by any member unable to fulfill her/his obligation as a director.
9. Removal. A member of the board of directors including an officer, may be removed, with or without cause, by a vote of two-thirds of those present and voting at any meeting of the Council, provided that the proposed removal shall have been included in the notice of the meeting. In the event a member-at-large is absent from two consecutive regular meetings of the board and/or the Council, without prior acceptable explanation to the president of the Council and chair of the board, that member shall be removed from the board. The secretary shall submit the member's name at the next regular meeting of the board whereupon the action may be reversed by a two-thirds vote of the board members present.
10. Emeriti Members of the Board of Directors. The board of directors may designate any one or more persons as emeriti members of the board of directors to serve a term of five years; provided that the total number of such emeriti members shall not at any one time exceed 10% of the number of directors. There is no limit on the number of terms that a person may serve as an emeritus member of the board of directors. A person designated as an emeritus member of the board of directors shall be entitled to such notice of and such permission to attend meetings of the board of directors as may be specified by the board of directors in creating such position. An emeritus member shall not be entitled to vote at board meetings and shall not be counted for purposes of determining whether a quorum is present at the meeting. The board of directors may, in its discretion, appoint emeriti members of the board of directors to board committees. The board of directors may remove an emeritus member from his or her position as such at any time, with or without cause.

## **Article VI – Board Committees**

1. Establishment. The board of directors may establish standing committees, special committees, and/or task groups as it deems necessary or as directed in these bylaws.
2. Composition and Appointment. The president of the Council and chair of the board shall appoint the chairs and the members of the committees with the approval of the board of directors.

## **Article VII – Executive Committee**

1. Composition. The Executive Committee shall consist of the officers of the board of directors and four members-at-large of the board, recommended by the president of the Council and chair of the board and approved by the board of directors at a board meeting following the annual meeting of the Council, to take office June 1.

2. Responsibilities. The Executive Committee shall have, and may exercise, the powers of the board of directors in the interim between board meetings, except that the Executive Committee shall not have the power to adopt the budget, to take any action which is contrary to or a substantial departure from the direction established by the board of directors, or which represents a major change in the affairs, business, or policy of the Council. The Executive Committee shall submit written reports to the board of directors on actions taken within 30 days.
3. Meetings. The Executive Committee shall meet when designated by the president of the Council and chair of the board or on request of not less than three members of the committee.
4. Quorum. In order to constitute a quorum for the transaction of business, a majority of the Executive Committee members must be present in person or by electronic conferencing in which all participants can be heard by each other.

### **Article VIII – Chief Executive Officer**

1. Appointment. There shall be a chief staff administrator known as the chief executive officer. This chief executive officer shall be appointed by the board of directors, upon recommendation of the president of the Council and chair of the board.
2. The chief executive officer, who shall be the Council’s registered agent with the State of Texas, shall be responsible for providing professional advice and assistance to the Council, board of directors, president of the Council and chair of the board and other officers, and committees, and for administering the operations of the Council. The chief executive officer shall have such other powers and perform such other duties as may be directed by the board of directors. The chief executive officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors. The chief executive officer shall be accountable to the board of directors.

### **Article IX – Community and Regional Delegates to the Council**

1. Establishment. The board of directors shall establish geographic areas for the purpose of selecting Delegates to the Council (each such area, a “Community” or “Region”). It is the intent that the Communities and Regions shall be the same as the operational units of the Council known as communities and regions.
2. Delegate Eligibility. Community and Regional delegates shall consist of Members, 14 years of age or over, in good standing with the Council, and who are affiliated with the Community or Region.
3. Responsibility of Communities and Regions. As described in Article I, Section 4, each Community and Region shall select a prescribed number of Delegates. Each Community

and Region shall establish a process for selecting its Delegates from among its members. Any disagreements with respect to the Community or Regional delegates to any meeting of the Council shall be settled by the president of the Council and chair of the board or her/his designee. Not later than 10 days prior to each Council meeting, each Community and Region shall deliver all meeting materials (including notice of the meeting) to its Delegates for such meeting.

4. Selection and Term of Community and Regional Delegates. Community and Regional delegates shall be selected for each Council meeting, and shall serve until their successors are selected.
5. Responsibilities of Community and Regional Delegates. Community and Regional delegates shall become informed of the matters to be discussed at Council meetings and of the viewpoint of their respective Community and Regional membership. They shall prepare for, attend, and participate in Council meetings and report to their Community or Region on actions taken. If a Community or Regional delegate is unable to attend the meeting for which such Community or Regional delegate has been selected, the Community or Regional delegate may appoint a substitute to attend such meeting, provided that such substitute is from the same Community or Region, is not already a Delegate with respect to the applicable meeting, and otherwise complies with the procedures established by the Community or Region (if any). Such substitute shall have the same rights, responsibilities, and duties of the Community or Regional delegate for which such person is a substitute.
6. Quorum. Each Community and Region shall establish its own quorum to conduct business.

## **Article X – National Council Delegates**

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 Delegates at a meeting held within a year of the regular meeting of the national council. The board of directors or the president of the Council and chair of the board in the absence of a meeting of the board of directors 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 are no such persons, the board of directors, or the president of the Council and chair of the board in the absence of a meeting of the board of directors, shall have the power to fill vacancies among the delegates until the next meeting of the Council. Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout Movement in the United States of America who are 14 years of age or over and who are registered through the Council with Girl Scouts of the United States of America or who are lifetime members affiliated with the Council; and shall serve for a term of three years from the date of their election or until their successors are elected.

## **Article XI – Fiscal Responsibilities of the Board of Directors**

1. Fiscal Year. The fiscal year of the Council shall be established by the board of directors.
2. Contributions. Any contributions, bequests, or gifts made to the Council shall be accepted or collected as authorized by resolution of the board of directors. Guidelines for accepting contributions must be established by the board of directors.
3. Depositories. All funds of the Council shall be deposited to the credit of the Council, under such conditions and in such banks as shall be designated by the board of directors.
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.
5. Bonding. All persons having access to, or major responsibility for, the handling of monies and securities of the Council shall be bonded, as provided by resolution of the board of directors.
6. Budget. The annual budget of estimated income and expenditures shall be approved by the board of directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the board of directors.
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 corporation. A report of all examinations shall be submitted to the board of directors and a copy of the final audit will be sent to Girl Scouts of the United States of America.
8. Property. Title to all property, with the exception of office and program equipment belonging to troops, Communities and Regions shall be held in the name of the Council.
9. Financial Reports. A summary report of the financial operations of the Council shall be made at least annually to the Delegates, and to the public, in such form as the board of directors shall provide.
10. Legal Counsel. Independent legal counsel should be retained by the board of directors to:
  - a. ensure compliance with federal and state requirements;
  - b. review and advise, as necessary, on legal instruments the Council executes, such as leases, contracts, property purchases, or sale; and
  - c. review and advise, as necessary, on official statements developed for the media (print, television, or radio).

11. Investments. The funds of the Council shall be invested in accordance with the direction of the board of directors or any committee of the board of directors appointed for such purpose.
12. Indemnification. The Council may indemnify its officers and directors or former officers or directors for expenses and costs, including attorney's fees, actually and necessarily incurred by them in connection with any claim asserted against them by reason of their being or having been such officers or directors, except in relation to matters as to which they shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought. The Council may purchase policies of insurance to provide indemnity for such officers and directors, and such insurance may provide indemnity for matters as to which the Council does not have the power to indemnify its officers and directors.
13. Dissolution. The Council pledges its assets for use in performing the organization's charitable functions. In the event of the dissolution of the Council, or other discontinuance of the organization, the assets of the Council remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending the organization of a Girl Scout council qualified as a charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor provision; be transferred to another charitable organization that is qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor provision; or be transferred to the State of Texas.

## **Article XII – Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall be the parliamentary authority governing the meetings of the Council, board of directors, and all committees, subject to the laws of the State of Texas, the articles of incorporation, these bylaws, and any special rules of order adopted by the organization.

## **Article XIII – Amendments**

These bylaws may be amended by a two-thirds vote of the Delegates present and voting at any meeting of the Council, provided that the proposed amendment(s) shall have been included in the notice of the meeting.

**Revised February 26, 2000**  
**Amended April 29, 2000**  
**Amended April 21, 2001**  
**Amended October 5, 2002**  
**Amended June 1, 2006**  
**Amended October 21, 2006**  
**Amended April 12, 2008**  
**Amended April 18, 2009**  
**Amended April 20, 2013**  
**Amended April 18, 2015**

**Amended April 21, 2018**

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