

## **BYLAWS**

### **GIRL SCOUTS OF LOUISIANA-PINES TO THE GULF**

#### **ARTICLE I – NAME**

The name of the corporation shall be Girl Scouts of Louisiana-Pines to the Gulf, hereinafter referred to as “Council” or “corporation”, a not-for-profit corporation organized under the laws of the State of Louisiana.

#### **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**

To be eligible to be a member of the corporation, an individual must be at least 14 years of age, be a member of the Girl Scout Movement, as that term is now or may hereafter be defined in the Girl Scouts of USA Constitution, (“Girl Scout Movement”), and be currently registered through the Council.

##### **Section 2. Composition**

- A. Members of the corporation shall consist of:
  - i. elected members of the Board of Directors, if not otherwise members of the corporation;
  - ii. members of the Board Development Committee, if not otherwise members of the corporation;
  - iii. delegates elected by Regions as defined by the Board of Directors;
  - iv. The number of members of the corporation shall be no less than 100 nor no more than 150.
  
- B. At least two-thirds of the members of the corporation shall be those delegates elected by Regions.

### **Section 3. Election, Term, and Vacancies**

- A. Procedure. Each Region shall elect delegates and alternates in accordance with policies and procedures established by the Board of Directors.
- B. Number.
  - i. The number of delegates and alternates to which each Region is entitled shall be based on the number of girls registered in the Region as of September 30 of each calendar year, according to a formula established and administered by the Board of Directors.
  - ii. Each Region shall be entitled to at least one (1) delegate and one (1) alternate.
- C. Term and Vacancies.
  - i. Delegates shall serve for a term of one (1) year or until their successors are elected and assume office.
  - ii. Vacancies shall be filled from the alternates elected in the Region.
  - iii. Terms of office shall begin at the close of the meeting at which delegates are elected.

## **ARTICLE IV – MEETINGS**

### **Section 1. Annual Meeting**

- A. Scheduling. The corporation shall conduct an Annual Meeting of the corporation membership in the first quarter of each calendar year, or such other time designated by the Board of Directors, 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 the agenda, the slate of nominees for all positions, and any proposed amendments to the Articles of Incorporation and Bylaws, shall be given either personally, by telephone, by mail to the member's address as it appears in the records of the Council, or by facsimile or other electronic transmission, to include email, to each member of the corporation, not more than 45 days nor less than 30 days prior to the meeting.
- C. Business. At the Annual Meeting, the corporation shall:
  - i. elect officers of the Council, members-at-large of the Board of Directors, girl advisors to the Board, 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. Alternates shall be ranked according to the number of votes received and shall fill vacancies according to that order;

- ii. determine the general direction of Girl Scouts locally by receiving and acting upon reports of the Board of Directors and give guidance to the Board;
  - iii. amend the Articles of Incorporation and Bylaws, if necessary;
  - iv. take all other actions requiring membership vote within the responsibility of the Council;
  - v. Conduct such other business as may, from time to time, come before the members of the corporation, in accordance with the process established by the Board of Directors.
- D. Quorum. The quorum for the Annual Meeting shall be 25% of members of the corporation present in person provided that a majority of the Council's Regions are represented by at least one (1) delegate.
- E. Voting.
- i. Each member of the corporation present in person shall be entitled to one (1) vote.
  - ii. No member shall vote in more than one (1) capacity.
  - iii. 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.
  - iv. All other matters shall be determined by a majority vote of the members present in person and voting, unless otherwise provided by law, these Bylaws, or parliamentary authority.
  - v. 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 25% of the members of the corporation. The purpose of the meeting shall be stated in the written request. No business shall be transacted except that for which the meeting has been called.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, by telephone, by mail to the member's address as it appears in the records of the Council, or by facsimile or electronic transmission, to include email, to each member of the corporation at least fourteen (14) days prior to the meeting.
- C. Quorum. The quorum for a special meeting shall be 25% of the members present in person provided a majority of the Regions are represented by at least one (1) delegate.
- D. Voting. Voting shall be in accordance with Article IV, Section 1.E of these Bylaws.

## ARTICLE V – OFFICERS

### Section 1. Elected Officers

The elected officers of the Council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer.

### Section 2. Election and Term of Office

- A. The officers shall be elected by ballot in accordance Article IV, Section 1.E of these Bylaws for a term of three (3) 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. Term of office shall begin at the close of the Annual Meeting at which elections are held. The term of office for all officers will begin and end at the same time.
- C. No individual shall serve more than two (2) consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve two (2) 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 (1) office at a time.

### Section 3. Vacancy in Office

- A. A vacancy among the officers, other than the Chair of the Board, shall be filled by the Board of Directors from among the members of the Board of Directors until the next Annual Meeting.
- B. In the case of a permanent vacancy in the office of the Chair of the Board, the Vice Chairs will succeed in the order of their rank until the next Annual Meeting.

### Section 4. *Ex Officio* Officer

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 with voice, but 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.

- A. The Chair of the Board shall:
  - i. be the principal officer of the corporation;
  - ii. preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
  - iii. assure support by the Board of Directors for the Council's strategic direction and appropriate oversight of performance;
  - iv. report to the Council and the Board of Directors as to the conduct and management of the affairs of the corporation; and
  - v. serve as an *ex officio* member of all committees except the Board Development Committee.
  
- B. The First Vice Chair of the Board shall:
  - i. assist the Chair of the Board as assigned;
  - ii. 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;
  - iii. 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:
  - i. assist the Chair of the Board as assigned; and
  - ii. 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:
  - i. ensure that proper notice is given for all meetings of the Council, the Board of Directors, and the Executive Committee;
  - ii. ensure that minutes of all meetings of the Council, the Board of Directors, and the Executive Committee are kept;
  - iii. have responsibility for the seal of the corporation and ensure its safekeeping, and affix it to all instruments requiring it;
  - iv. perform such other duties as may be assigned by the Board of Directors or the Chair; and
  - v. perform all duties incident to the office of Secretary.
  
- E. The Treasurer shall:
  - i. provide effective stewardship, custody, control, and oversight of the corporation's finances;
  - ii. execute financial directives of the Board of Directors;

- iii. be an *ex officio* member of the finance committee;
- iv. perform such other duties as may be assigned by the Board of Directors or the Chair; and
- v. perform all duties incident to the office of Treasurer.

F. The Chief Executive Officer of the Council shall:

- i. be employed by the Board of Directors for such compensation as the Board may determine;
- ii. be the Council's official representative;
- iii. provide advice and assistance to the Council, the Board of Directors, the Chair of the Board and other officers, and to the committees;
- iv. be responsible for administering the total operations of the Council;
- v. have such other powers and perform such other duties as may be provided by the Board of Directors through the Chair of the Board; and
- vi. have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

## **ARTICLE VI – BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board of Directors shall consist of the elected and *ex officio* officer of the corporation and ten (10) directors-at-large. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as *ex officio* member of the Board of Directors, with voice, but without vote. Three (3) girl advisors, fourteen (14) years of age and older, elected at the Annual Meeting, to serve one (1) year, with no renewal and no voting privileges, shall be an advisory committee to the Board of Directors, and will provide input to the Board of Directors, but shall not be members of the Board of Directors.

### **Section 2. Term of Office**

- A. The directors-at-large shall be elected by ballot in accordance with Article IV, Section 1.E of these Bylaws for a term of three (3) 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. Term 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 two (2) consecutive terms as a director-at-large.

### **Section 3. Vacancy in Office**

A vacancy occurring in a position of director-at-large or girl advisor 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 corporate business and affairs of the Council shall be governed under the direction of the Board of Directors, except as may be otherwise provided in these Bylaws, the articles of incorporation or by statute.
- B. The Board of Directors is specifically authorized and empowered to buy, sell, lease, and otherwise encumber the immovable property for and on behalf the organization.
- C. Accountability. The Board of Directors is accountable to:
  - i. the elected membership for governing the affairs of the Council, including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the council and the Movement;
  - ii. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
  - iii. the State of Louisiana for adherence to state corporation law; and
  - iv. 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 plus an Annual Meeting 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, by telephone, by mail to the member's address as it appears in the records of the Council, or by facsimile or electronic transmission, to include email, to each member of the Board of Directors at least ten (10) working 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 communicate with one another and participate in the proceedings, shall constitute a quorum for the transaction of business.
- D. Voting.
  - i. Each member of the Board shall be entitled to one (1) vote.
  - ii. No member shall vote in more than one capacity.
  - iii. Proxy and/or absentee voting shall not be allowed.

- iv. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.

## **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 50% of the Board members.
- B. **Notice.** Notice of the date, time, place, and specific purpose of the meeting shall be given personally, or by telephone, or mailed to the member's address as it appears in the records of the Council, or through facsimile or electronic transmission to include email to each member of the Board at least five (5) working days prior to the meeting. The purpose of such meetings shall be stated with the request and no other business shall be transacted except that for which the meeting has been called.
- 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 communicate with and participate in the proceedings, shall constitute a quorum for the transaction of business.
- D. **Voting.**
  - i. Each member of the Board shall be entitled to one (1) vote.
  - ii. No member shall vote in more than one (1) capacity.
  - iii. Proxy and/or absentee voting shall not be allowed.
  - iv. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.

## **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 Board of Directors.
- C. Any girl advisor who is absent from two (2) 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.



- D. Any girl advisor may be removed with or without cause by a three-fourths vote of the total number of the Board of Directors.

## **ARTICLE VII – EXECUTIVE COMMITTEE**

### **Section 1. Composition**

The Executive Committee shall consist of the elected officers of the corporation and 3 board members-at-large. The Chief Executive Officer shall serve as an *ex officio* member with voice but without vote. The Members-at-large shall be appointed by the Chair of the Board from the members of the board of directors.

### **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:
  - i. adopt the budget;
  - ii. amend the Bylaws;
  - iii. 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 50% of the members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided five (5) working days 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 communicate with one another and participate in the proceedings, shall constitute a quorum for the transaction of business.

## ARTICLE VIII– BOARD DEVELOPMENT COMMITTEE

### Section 1. Membership

The Board Development Committee shall be composed of seven (7) members, at least three (3) of whom shall be members of the Board of Directors, and the Chief Executive Officer who shall serve as an *ex officio* member with voice, but without vote.

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

- A. The committee members shall be elected by ballot in accordance with Article IV, Section 1.E of these Bylaws for a term of three (3) years or until their successors are elected and assume office.
- B. Terms of office shall begin at the close of the Annual Meeting.
- C. No individual shall serve more than two (2) consecutive terms as a member of the committee and is not eligible for office until lapse of two (2) years.
- D. 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. At its first meeting to be called no more than sixty (60) days following the election, the committee shall elect from amongst its eligible members an individual to serve as Chair of the Committee.
- B. An individual shall have served on the Board Development Committee for at least one (1) year in order to be eligible for election to the position of Chair.
- C. The term of office for Chair shall be one (1) year or until the chair's successor is elected and assumes office. The chair elected in the prior year shall be the one to call the first meeting of the committee in accordance with Article VIII, Section 3, A..
- D. No individual shall serve more than two (2) terms as Chair of the Committee regardless of how many years or terms the individual may be a member of the Board Development Committee.
- E. 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.
- F. If not already a member of the Council Board of Directors, the Committee Chair shall serve as an *ex officio* member of the Council Board of Directors, with voice, but without vote.

#### **Section 4. Duties**

The duties 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, girl advisors, 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 slate of eligible members who wish to serve as delegates to the National Council Session of Girl Scouts of the United States of America. Members receiving the most votes shall fill the available delegate positions. The remaining candidates shall become alternates ranked according to the number of votes received.
- D. to develop in conjunction with the Board of Directors:
  - i. Board orientation and education materials;
  - ii. Board development materials;
  - iii. qualifications or requirements for candidates and methods for identifying needed skills and talents for the corporation, Board of Directors, and committees;
  - iv. methods for succession planning; and
  - v. 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**

Nominations for any of the elected positions may be made from the floor at the Annual Meeting provided:

- A. the individual to be nominated has consented in writing to serve if elected;
- B. the nomination has been submitted to the Chair of the Board Development Committee, or her/his designee, at least seventy-two (72) hours before the convening of the Annual Meeting;
- C. 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 communicate with one another and participate in the proceedings, with minutes stating such arrangements.

## **ARTICLE IX – BOARD 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 committee 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, task group, or ad hoc committee.
- C. At least two (2) members of any committee or task group shall be members of the board of directors.
- D. Appointments to any committee, task group, or ad hoc committee 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, task group, or ad hoc committee shall be filled by the Chair of the Board.

### **Section 3. Quorum**

The quorum for meetings of any committee, task group, or ad hoc 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 communicate with one another and participate in the proceedings.

## **ARTICLE X – NATIONAL COUNCIL DELEGATES**

### **Section 1. Eligibility**

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age fourteen (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 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 by the members of the Council at the Annual Meeting held in the year of the regular meeting of the National Council and shall serve a term of three (3) years or until their successors are elected and assume office.

### **Section 3. Vacancy in Office**

The Board of Directors, or the Chair of the Board 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 are no such persons, the Board of Directors, or the Chair of the Board in the absence of a meeting of the Board, shall have the power to fill vacancies among the eligible members of the Council until the next meeting of the Council.

## **ARTICLE XI– PARTIAL TERMS**

An individual who shall have served a half term or more in office shall be considered to have served a full term in office.

## **ARTICLE XII– FINANCE**

### **Section 1. Fiscal Year**

The fiscal year of the Council shall be October 1 through September 30.

### **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 (2/3) vote of those present and voting at a meeting of the corporation provided that the proposed amendments shall have been included with the notice of the meeting.

January 1, 2008

Revised March 28, 2009

Revised March 31, 2012

Revised March 22, 2014