

# **Girl Scouts of Greater South Texas Bylaws**

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## **Article I - Name**

The name of the corporation shall be called Girl Scouts of Greater South Texas, hereinafter referred to as “council” or “corporation”, a not-for-profit corporation organized under the laws of the State of Texas.

## **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, meet the Membership Requirements listed in the Girl Scout Blue Book of Basic Documents 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 and

4. Delegates-at-large appointed by the Board of Directors.
- B. The number of members of the corporation shall be no less than 80.
- 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 to shall be based on the number of girls 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 1 delegate.
  3. The Board of Directors may at their discretion appoint delegates-at-large from the council to ensure that the diversity of the council is adequately represented.
- C. Term and Vacancies.
  1. Delegates shall serve for a term of 1 year or until their successors are elected and assume office.
  2. Delegates-at-large, if appointed, shall serve for a term of 1 year or until their successors are appointed and assume office.
  3. Terms of office shall begin at the close of the annual 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, Third Vice Chair (the Third Vice Chair officer position will be eliminated at the close of the 2010 annual meeting), Secretary 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 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. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than three 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.

- D. No individual shall hold more than one elected 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 unexpired term.
- B. In the event of a vacancy in the First Vice Chair of the Board, the vacancy shall be filled by the Second Vice Chair of the Board for the remainder of the unexpired term.
- C. 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, and the Chair of the Board will then nominate a candidate to fill the First Vice Chair vacancy and a candidate to fill the Second Vice Chair vacancy to the Board for approval.

**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.
- B. The Chief Financial Officer (CFO) shall be appointed by the CEO to serve at her/his 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.

- 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 and
  - 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;
  - ii. in the event of the vacancy in the office of the First Vice Chair of the Board, succeed to the office for the remainder of the unexpired term;
  - iii. 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 and
  - iv. be responsible for setting the Policy Influencing forum agenda, based on Board and Delegate input.
- 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.
- E. The Treasurer shall:
  - i. provide effective stewardship and oversight of the corporation's finances;
  - ii. serve as ex officio member of the finance committee;
  - iii. execute directives of the Board of Directors and
  - iv. provide a month to month report to the Board and an annual audited report to the Board of the financial status of the corporation.
- F. The Chief Executive Officer (CEO) shall:
  - i. be responsible to the Board;
  - ii. administer the total operations of the Council in conformity with the policies and plans adopted by the Board of Directors, including signing contracts and spending funds within the approved budgets;
  - iii. provide advice and assistance to the Council, the Board of Directors, the Chair and other Officers, committees and task groups;

- iv. interpreting and promoting Girl Scouting in the community and
  - v. has other powers and perform other duties as directed by the Board of Directors through the Chair.
- G. The Chief Financial Officer (CFO) shall:
- i. be responsible to the Board and the CEO;
  - ii. maintain budgetary control of the finances of the corporation, ensuring that no obligations and/or indebtedness are incurred in the name of the council, except for the purpose of the corporation pursuant to proper authorization;
  - iii. manage the accounts (checking, payables, receivables, etc.) and all financial records;
  - iv. prepare and issue financial statements and reports;
  - v. serve ex officio without vote as a member of the council Board of Directors and
  - vi. perform such other duties as prescribed by the Board of Directors or the CEO.

## **ARTICLE V – BOARD DEVELOPMENT COMMITTEE**

### **Section 1. Membership.**

The Board Development Committee shall be composed of 7 members, at least 3 of whom shall be members of the Board of Directors and at least 4 of whom shall not be members of the Board of Directors, and the CEO of the council to 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 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. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than 1 term 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. Appointment, Term, and Vacancy of Committee Chair**

- A. The Chair of the Committee shall be appointed by the Chair of the Board of

Directors.

- B. The Chair of the Committee must be an elected member of the Board Development Committee.
- C. If the appointed Chair of the Committee is not already a member of the Board of Directors, the Chair shall serve as an ex officio member of the Board of Directors, with all the rights and responsibilities of other Board members.
- D. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for appointment to the position of Chair.
- E. The term of office for Chair shall be one year.
- F. No individual shall serve more than one term as Chair of the committee.
- G. In the event of a vacancy in the office of Chair of the committee, the Chair of the Board of Directors shall appoint a new Chair from the eligible Board Development Committee members to serve the remainder of the term.
- H. An individual who shall have served a half term or more in the office of Chair shall be considered to have served a full term in the office.

**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:
  - i. Board orientation and education materials;
  - ii. Board development materials;
  - iii. 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.**

- 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 along with the consent letter to serve if elected has been submitted to the Chair of the Board Development Committee and her/his designee, at least 5 working days before the convening of the annual meeting;
  - 3. the prospective nominee meets the qualifications as determined by the Board Development Committee 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 good standing, 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 of Officers, Directors-at-large, Board Development Committee members, and National Council delegates shall occur by the method listed below.

**Section 2.** The method of voting to be used at the annual meeting is by members present, in good standing, 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 in the 1<sup>st</sup> quarter of 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 or electronically transmitted or faxed to each member of the corporation not more than 45 days nor less than 20 days prior to the meeting.
- C. Business. At the annual meeting, the corporation shall:
  - i. 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;
  - ii. consider any proposed amendments to the council bylaws;

- iii. provide input on key issues affecting the council and the Movement and
  - iv. 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 25% of the members of the corporation present, in good standing, 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, provided that a majority of the council's Service Units are represented by at least 1 delegate.
- E. Voting.
- i. Each member of the corporation shall be entitled to one (1) vote.
  - ii. No member shall vote in more than one capacity.
  - iii. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
  - iv. 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.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed or electronically transmitted or faxed to each member of the corporation at least 10 days prior to the meeting.
- C. Quorum. The quorum for a special meeting shall be a majority of the members of the corporation present, in good standing, 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.
- 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 15 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 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. 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 two (2) 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 a position of Director-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:
  - i. 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 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 incorporation for adherence to state corporation law;
  - 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 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 or faxed to each member of the board of directors at least 10 days prior to the meeting.
- C. Quorum. A majority of the Board members then in office present, in good standing, 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.
  - i. Each member of the Board shall be entitled to one (1) vote.
  - ii. No member shall vote in more than one capacity.
  - iii. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
  - iv. Proxy and/or absentee voting shall not be allowed.

**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 a majority of the Board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or electronically transmitted or faxed to each member of the board at least 24 hours prior to the meeting.
- C. Quorum. 51% of the Board members present, in good standing, 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.
  - i. Each member of the Board shall be entitled to one (1) vote.
  - ii. No member shall vote in more than one capacity.
  - iii. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
  - iv. Proxy and/or absentee voting shall not be allowed.

**Section 7. Removal or Resignation**

- A. Any Board member, including Officers, who fails to maintain membership or is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, will have presumed to have resigned his/her position as a Board member of the council.
- 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.
- C. Any Board member, including officers, who submits a letter of resignation to the Chair of the Board or designee, will be considered resigned as of the date approved by the Executive Committee.

## **ARTICLE IX – EXECUTIVE COMMITTEE**

### **Section 1. Composition.**

The Executive Committee shall consist of the elected Officers of the corporation and 2 Directors-at-large. The Chief Executive Officer shall serve as an ex officio member with voice but without vote. The Chief Financial Officer shall serve as an ex officio member with voice but without vote. The Directors-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 majority of the members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided 7 hours in advance of the meeting.

### **Section 4. Quorum.**

A majority of the Executive Committee members then in office present, in good standing, 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 51% of the members of any committee or 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 good standing, 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.**

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.

**Article XII – Finance**

**Section 1. Fiscal Year.**

The fiscal year of the council is 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 no later than 120 days after the end of each fiscal year 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 two-thirds votes of those present, in good standing, and voting at an annual meeting of the council, provided that the proposed amendments shall have been included with the notice of the meeting.

Adopted April 23, 1988 Annual Meeting

Revised: April 20, 1991, April 16, 1994, April 8, 1995, October 25, 1997, April 23, 1998, February 10, 2001, February 9, 2003, March 10, 2007, Revised\_\_\_\_\_