

**Amended and Restated Bylaws of
Girl Scout Council of Colonial Coast
Updated February 2, 2019**

Article I – Name

The name of the Corporation shall be Girl Scout Council of Colonial Coast (hereinafter referred to as the “Council” or the “Corporation”), a not-for-profit nonstock Corporation organized under the Virginia Nonstock Corporation Act, and the laws of the Commonwealth of Virginia.

Article II – Purpose and Mission

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. The Corporation shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, affecting nonprofit organizations described in Section 501(c)(3) of the Code.

Article III – Delegate Body

Section 1. Eligibility

Individuals fourteen (14) years of age and older who are members of the Girl Scout movement (the “Movement”) and who are currently registered through the Council are eligible to be Delegates.

Section 2. Composition of the Delegate Body

The Delegate Body shall consist of:

- A. Delegates elected by service units or other regional designation (“Service Units”) in accordance with the policies and procedures established for such election by the Board of Directors;
- B. At least two (2) Directors (as hereinafter defined) appointed by the Chair of the Board of Directors, one (1) of whom shall serve as chair of the Delegate Body, and both of whom shall serve as ex officio without vote;
- C. A staff liaison appointed by the Chief Executive Officer (CEO), who shall serve as ex officio without vote; and
- D. Any National Council Delegates then representing the Council (to the extent they are not also Delegates).

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 by June 1st prior to the expiration of such then serving Delegates’ terms. If a Service Unit fails to elect Delegates and alternates at least forty-five (45) days prior to the scheduled Yearly Meeting of the Delegate Body, the Board of Directors may appoint

Delegates and alternates to represent such Service Unit to assure its representation in Corporation matters.

- B. Number. Each Service Unit shall be represented by:
 - 1. At least one (1) Delegate but not more than three (3) Delegates who are adult members; and
 - 2. In addition to adult Delegates, each Service Unit may elect one (1) Delegate who is a girl member age fourteen (14) or older.
- C. Term and Vacancies.
 - 1. Delegates shall serve for a term of two (2) years or until their successors are elected and assume office.
 - 2. Terms of office shall begin October 1st following the Yearly Meeting of the Delegate Body.
 - 3. Vacancies shall be filled first by alternates, and to the extent no alternate is available, the Delegate Body Chair may appoint a Delegate to serve for the unexpired portion of the vacated term from the Service Unit in which such vacancy has occurred.

Section 4. Responsibilities

The responsibilities of the Delegate Body shall be:

- A. To serve as the formal liaison between the Board of Directors and Staff leadership and the Girl Scout Movement whom it serves;
- B. To seek input from the Council's volunteers, current and prospective Members of the Girl Scout Movement, their parents, and the broader Council community regarding the efficacy and relevance of Council programs and services;
- C. To elect, by majority vote, up to two (2) representatives from the Delegate Body to serve a renewable two (2) year term on the Board of Directors, as ex officio members without vote;
- D. To elect, by majority vote, two (2) representatives from the Delegate Body to serve a renewable two (2) year term on the Board Development Committee. The Delegate Body may elect, by majority vote, representatives from the Delegate Body to serve on Committees other than the Board Development Committee (as provided for in Article VI below).

Section 5. Meetings

- A. Yearly Meeting. The Delegate Body must hold at least one (1) meeting a year that occurs within the first quarter of the fiscal year. The Yearly Meeting of the Delegate Body shall be held for the purpose of election of Delegates to serve as ex officio members on the Board of Directors, election of Delegates to serve on the Board Development Committee, and other committees, if applicable, voting on amendments to the bylaws (if any), and any other business or transactions as shall come before the Delegate Body.
- B. Special Meetings. Special meetings may be called by the Chair of the Delegate Body and/or shall be called by the Chair of the Delegate Body upon the written or electronic communication request of at least twenty (20) Delegates.
- C. Notice.
 - 1. Notice of the date, time, and place of each Yearly Meeting of the Delegate Body or special meeting shall be given personally, by mail, or by electronic transmission as provided below, to each member of the Delegate Body at least ten (10) days prior to a regularly scheduled yearly meeting and at least five (5) days prior to a specially called meeting. The purpose of a

- special meeting shall be stated in the notice to the Delegate Body, and no other matters shall be considered at the special meeting.
2. Notice of the date, time, place and/or purpose of a yearly or special meeting of the Delegate Body may be given by a form of electronic transmission.
- D. Waiver of Notice of Meeting. A Delegate may, in writing or via electronic communication, waive notice of any meeting of the Delegate Body either before or after the meeting and such waiver shall be deemed the equivalent of giving notice.
- E. Voting.
1. Each Delegate shall be entitled to one (1) vote.
 2. No Delegate shall vote in more than one capacity.
 3. Unless otherwise designated by these Bylaws, all matters shall be determined by a majority vote.
 4. Delegates may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating can hear each other and be heard at the same time. Such participation will constitute presence in-person at the meeting.
 5. Proxy and/or absentee voting shall not be allowed, except under the next two sentences. Upon a vote of two-thirds (2/3) of the Delegates then sitting, the Delegate Body may allow proxy voting by the Delegate Body on a specific matter provided that a copy of the action to be taken shall be provided to the Delegates at least ten (10) days prior to the meeting at which proxy voting on the matter is proposed. Under such circumstances, electronically transmitted proxy votes will be accepted.

Section 6. Quorum

A majority of the number of Delegates appointed and serving at the time of any meeting shall constitute a quorum for the transaction of business. Such Delegates may be present in-person or linked by telecommunication or by means such that all Delegates participating in the meeting are able to hear or be advised of the discussion and other Delegates can hear or be advised of their participation in the proceedings.

Article IV – Board of Directors

Section 1. Composition

The Board of Directors (“Board”) shall consist of the elected officers of the Corporation and not less than thirteen (13) nor more than seventeen (17) adult directors-at-large (collectively, the “Directors” and individually, a “Director”). All Directors shall be residents of the Commonwealth of Virginia or the State of North Carolina and registered Members of the Girl Scout Movement. The Board shall, from time to time, fix the size of the Board within the range prescribed by this Section; provided, however, that in doing so, the size of the Board shall not be reduced so as to eliminate the seat of an incumbent Director whose term is not then expiring; and provided, further, that a change in the size of the Board may be made effective at a subsequent specified date. In addition, the CEO shall be an ex officio, non-voting member of the Board, and the Secretary, while not a member of the Board, shall be invited to attend Board meetings to carry out the Secretary’s assigned duties, except when excused during an executive session. Up to two (2) Delegates may also serve as non-voting Directors upon their election by the Delegate Body, and up to two (2) girl members fourteen (14) years of age or older may also serve as non-voting Directors upon the appointment by the Board Chair.

Section 2. Self-Perpetuating Election from Slate

- A. The Board is self-perpetuating in the manner provided for in these Bylaws.
- B. All Directors shall be elected by majority vote of the Board from a slate of nominees approved and proposed by the Board Development Committee.

Section 3. Term of Office

- A. The directors-at-large shall serve for a term of two (2) years or until their successors are elected and assume office.
- B. Terms of office shall begin on October 1st following the close of the Annual Meeting of the Board (as herein described) at which elections are held.
- C. The term of office of approximately half of the elected directors-at-large shall expire at each Annual Meeting of the Board.
- D. The directors-at-large shall serve for no more than three (3) consecutive terms. Regardless of the number of consecutive terms any person shall have served as a director-at-large, such person shall be eligible to serve no more than five (5) consecutive two (2) year terms in any elected position of the Board, or as an officer except as provided in Article V, Section 2.D. Such person shall not be eligible again for elective office until after a lapse of two (2) years.
- E. A director who shall have served a half term or more in office shall be considered to have served a full term in office.
- F. Up to two (2) girl members age fourteen (14) or older may be appointed to the Board by the CEO and Board Chair as non-voting ex officio members. Their term of office shall be for one (1) year, commencing October 1st following the Annual Meeting of the Board.
- G. Up to two (2) Delegates maybe elected to the Board by the Delegate Body. Their term of office shall be for two (2) years.

Section 3. Vacancies

A vacancy occurring in a position of director-at-large may be filled by the Board for the remainder of the unexpired term.

Section 4. Power and Authority, and Accountability

- A. Power and Authority. The Board 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 is accountable to:
 1. The Council membership, including the elected Delegate Body, 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;
 2. The Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
 3. The Commonwealth of Virginia for adherence to state Corporation law;
 4. The federal government in matters relating to legislation affecting not-for-profit, nonstock Corporations.

Section 5. Meetings

- A. Scheduling. The Board shall hold at least six (6) regular meetings a year, one (1) of which shall be its Annual Meeting, at such time and place as the Board may determine. Special meetings may be called by the Chair of the Board and/or shall

be called by the Chair of the Board upon the written or electronic communication request of at least four (4) Directors.

- B. Annual Meeting. Within the final quarter of the fiscal year, the Annual Meeting of the Board shall be held for the purpose of installation of Directors, election of Board Officers of the Council, and any other business or transactions as shall come before the Board.
- C. Notice.
 - 1. Notice of the date, time, and place of each regular or special Board meeting shall be given personally, by mail, or by electronic transmission as provided below, to each member of the Board at least ten (10) days prior to a regularly scheduled meeting and at least five (5) days prior to a specially called meeting. The purpose of a special meeting shall be stated in the notice, and no other matters shall be considered at the special meeting.
 - 2. Notice of the date, time, place and/or purpose of a regular or special meeting of the Board may be given by a form of electronic transmission.
- D. Waiver of Notice of Meeting. A Director may, in writing or via electronic communication, waive notice of any meeting of the Board either before or after the meeting and such waiver shall be deemed the equivalent of giving notice.
- E. Quorum. A majority of the number of Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. Such Directors may be present in person or linked by telecommunication or by means such that all Directors participating in the meeting are able to hear or be advised of the discussion and other Directors can hear or be advised of their participation in the proceedings.
- F. Voting.
 - 1. Each member of the Board shall be entitled to one (1) vote.
 - 2. No member shall vote in more than one capacity.
 - 3. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
 - 4. Directors may participate in a meeting by means of telephone conference or similar communications equipment by which all persons participating can hear each other and be heard at the same time. Such participation will constitute presence in-person at the meeting.
 - 5. Proxy and/or absentee voting shall not be allowed, except under the next two sentences. Upon a vote of two-thirds of the members then sitting, the Board may allow proxy voting by the Board on a specific matter provided that a copy of the action to be taken shall be provided to the Directors at least 10 days prior to the meeting at which proxy voting on the matter is proposed. Under such circumstances, electronically transmitted proxy votes will be accepted.

Section 6. Removal

- A. Any Board member, including an officer, who is absent from three (3) consecutive regular Board meetings in their entirety without good cause acceptable to the Chair of the Board, shall be removed from office and/or the Board by a three-fourths (3/4) vote of the Directors present and voting at any regular meeting of the Board.
- B. Any Director, including officers, may be removed from office and/or the Board with or without cause by:
 - 1. Three-fourths (3/4) vote of the Board after a motion is made by any Director for such removal; or
 - 2. Three-fourths (3/4) vote of the Board after a recommendation for such removal from the Board Development Committee.

- C. The person being removed from the Board and/or from office shall receive ten (10) days' prior written notice of the proposed action.

Article V – Officers

Section 1. Elected Officers

The elected officers of the Corporation shall be the Chair of the Board, Vice Chair, and Treasurer.

Section 2. Term of Office

- A. The officers listed in Article V, Section 1 shall be elected by majority vote of the Board from a slate of nominees approved and proposed by the Board Development Committee for a term of two (2) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation (i.e., by voice vote).
- B. Terms of office shall begin at the close of the Annual Meeting of the Board at which elections are held.
- C. No individual shall serve more than three (3) consecutive terms in any one or combination of offices.
- D. Despite the provisions of Article V Section 2.A. and C., under exceptional circumstances when the Board (after consultation with the Board Development Committee) determines it is in the best interests of the Council for the Chair, Vice Chair or Treasurer to serve an additional 2 year term, such officer may be elected to serve no more than four (4) consecutive terms in any one or combination of offices.
- E. No individual shall hold more than one office at a time.
- F. 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. Chair of the Board. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the Vice Chair of the Board for the remainder of the term, or if the office of Vice Chair is vacant or the Vice Chair is unable or declines to serve, the vacancy shall be filled by the Board in accordance with Article V Section 3.B.
- B. Other Offices. In the event of a vacancy in any elected office during a term, except as provided in Article V Section 3.A., the Board shall fill the vacancy, and the person thus elected to fill the vacancy shall serve until the next Annual Meeting of the Board. If such meeting is not one where the regularly scheduled election would be held for such office, then a special election shall be held at the annual meeting for the unexpired year of the term of office, on the terms in Article V, Section 2.

Section 4. CEO as Ex Officio Officer; Duties of CEO

The CEO shall be appointed by the Board of the Council to serve at its pleasure. The CEO shall:

- A. Be the chief executive officer of the Corporation;
- B. Be responsible for providing advice and assistance to the Corporation, the Board, the Chair of the Board and other officers and the committees and task forces;
- C. Be responsible for administering all the operations of the Corporation;
- D. Establish geographic Service Units for the purpose of efficiently administering the Corporation's operations; and

- E. Have such other powers and perform such other duties as may be provided by the Board or the Chair of the Board.

Section 5. Duties of Other 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 Board, the Chair of the Board, and the adopted parliamentary authority.

- A. The Chair of the Board shall:
 - 1. Be the principal officer of the Corporation;
 - 2. Preside at all meetings of the Board, voting only in the instance of a tie;
 - 3. Assure support by the Board for the Council's strategic direction and appropriate oversight of performance;
 - 4. Report to the Council and the Board as to the conduct and management of the affairs of the Corporation; and
 - 5. Serve as an ex officio member of all committees.
- B. The Vice Chair of the Board shall:
 - 1. Preside at meetings of the Board in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding; and
 - 2. In the event of the vacancy in the office of the Chair of the Board, succeed to the office for the remainder of the unexpired term; and
 - 3. Be responsible for other duties as assigned by the Chair of the Board.
- C. The Treasurer shall:
 - 1. Serve as Chair of the Finance Committee, if such committee is then in existence;
 - 2. Exercise and perform such other duties usually incident to the office of Treasurer; and
 - 3. Generally provide effective stewardship and oversight of the Corporation's finances.
- D. Immediate Past Chair shall:
 - 1. Serve as a non-voting member of the Board; and
 - 2. Serve in an advisory capacity to the Board Chair and Vice Chair.

Section 6. Appointment and Duties of Secretary

In addition to the elected officers, there shall also be a Secretary who shall be appointed to such office from time to time by the CEO with the concurrence of the Chair of the Board and will serve at the pleasure of the CEO and Chair of the Board, without a vote. The Secretary may be an employee of the Corporation.

- A. The Secretary shall:
 - 1. Ensure that proper notice is given for all meetings of the Delegate Body and the Board;
 - 2. Ensure that minutes of all meetings of the Delegate Body and the Board are kept, and serve as the custodian of corporate minutes, books, records, and files;
 - 3. Maintain the roll of the names of the Delegates who are eligible to vote at any Yearly Meeting;
 - 4. Have responsibility for the seal of the Corporation and ensure its safekeeping; and
 - 5. Be responsible for other duties as assigned by the CEO.

Article VI – Committees

Section 1. Establishment

The Executive Committee and the Board Development Committee, as separately described in these Bylaws, shall be standing committees of the Board, and shall be governed by Articles VII and VIII respectively. The Board may establish any other committee or task group it deems necessary to help fulfill its functions.

Section 2. Appointment

- A. The chair of any committee or task group shall be appointed by the Chair of the Board, subject to the approval of the Board.
- B. Members of any committee or task group shall be appointed by the Chair of the Board in consultation with the chair of the respective committee or task group.
- C. At least two (2) members of any committee or task group shall be Directors, one of whom shall serve as chair of the committee.
- D. Up to two (2) members of any committee or task group may be Delegates.
- E. Up to two (2) members of any committee or task group may be girl members age fourteen (14) or older.
- F. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the Board at the time of its approval of the committee or task group chair's appointment.
- G. 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

A majority of the number of committee members appointed and serving at the time of any meeting shall constitute a quorum for the transaction of business. Such committee members may be present-in person or linked by telecommunication or by means such that all committee members participating in the meeting are able to hear or be advised of the discussion and other committee members can hear or be advised of their participation in the proceedings.

Article VII – Executive Committee

Section 1. Membership

There shall be a standing Executive Committee comprised of the Chair of the Board, the Vice Chair, the Treasurer and two (2) voting Directors chosen by the Board to serve on the Executive Committee for a one (1) year term at the first meeting of the Board following the annual meeting of the Board. In addition, the CEO shall be an ex officio, non-voting member of the Executive Committee, and the Secretary, while not a member of the Executive Committee, shall be invited to attend Executive Committee meetings to carry out the Secretary's assigned duties, except when excused during an executive session.

Section 2. Meetings

The Executive Committee shall not be obligated to meet regularly but shall meet at the call of the Chair or the CEO on not less than one (1) business day's notice. The provisions of Article IV, Section 5 governing the means for giving notice, the waiver of notice, quorum and voting (except that there shall be no proxy voting) shall apply to the conduct of business by the Executive Committee.

Section 3. Authority and Accountability

The Executive Committee shall be authorized to transact administrative and ministerial business of the Corporation, which business shall include, but not limited to, (i) the opening of banking and similar accounts, (ii) the authorizing of contracts in the normal course of the Corporation's business (to the extent not within the inherent powers of the CEO), (iii) the taking of actions in furtherance or in execution of policies or resolutions previously approved by the Board or the membership, and (iv) the taking of any other class of actions the authority for which is delegated to it by the Board; provided, however, that the Executive Committee may not take any action which, under Virginia law, may not lawfully be delegated by a Board of Directors to a committee.

The Executive Committee shall provide a written or electronic communication report of its actions to the Board of Directors within ten (10) business days after each meeting.

Article VIII – Board Development Committee

Section 1. Membership

There shall be a standing Board Development Committee, and such committee shall be composed of:

- A. No fewer than seven (7) members;
- B. At least two (2) of the members shall be Directors, and no more than fifty percent (50%) of the members may be Directors;
- C. At least two (2) of the members shall be Delegates; and
- D. A staff liaison, appointed by the CEO (who may be the CEO), who shall serve as ex officio, without vote, in addition to the seven (7) member committee.

Section 2. Election, Term, and Vacancies

- A. The Board Development Committee members who are also Directors shall be elected by majority vote of the Board from a slate of nominees approved and proposed by the Board Development Committee for a term of two (2) years or until their successors are elected or assume office.
- B. The Delegate committee members shall be elected by majority vote of the Delegate Body for a term of two (2) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- C. Terms of office shall begin on October 1st following the close of the Annual Meeting of the Board at which the elections were held.
- D. No individual shall serve more than two (2) consecutive terms as a member of the committee.
- E. An individual who shall have served a half term or more on the committee shall be considered to have served a full term.
- F. In the event of a vacancy on the committee, the vacancy shall be filled by appointment by the Board until the next Annual Meeting of the Board. If the vacancy occurs in the first year of the term, then a special election to fill the vacancy for the second year of the term shall be held at the next Annual Meeting of the Board.

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

- A. One of the Directors on the committee shall serve as the Chair of the committee.
- B. The term of office for Chair shall be one (1) year.
- C. No individual shall serve more than two (2) terms as Chair of the committee regardless of how long the individual may have been a member of the Board Development Committee.
- D. In the event of a vacancy in the office of Chair, the Chair of the Board shall appoint a new Chair from its eligible members to serve the remainder of the term.
- E. An individual who shall have served a half term or more as Chair shall be considered to have served a full term in such office.
- F. The majority vote of the Board of Directors members present and voting at any meeting of the Board may remove any Board Development Committee member with or without cause, which shall include but not be limited to being absent from three (3) consecutive committee meetings in their entirety without good cause acceptable to the Chair of the Board or designee. The person being removed from the committee shall receive ten (10) days' prior written notice of the proposed action.

Section 4. Responsibilities

The responsibilities of the Board Development Committee shall be:

- A. To solicit and recruit candidates for all elected positions in the Council;
- B. To provide to the Board of Directors a single slate for all positions for election, including officers and directors no fewer than thirty (30) days prior to the meeting immediately preceding the Annual Meeting of the Board;
- C. To provide to the Board of Directors in accordance with the timeframe established by Girl Scouts of the United States of America a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America;
- D. To develop in conjunction with the Board of Directors:
 - 1. Board orientation and education materials;
 - 2. Board development materials;
 - 3. Methods for identifying needed skills and talents for the Board of Directors and committees;
 - 4. Methods for succession planning; and
 - 5. Board annual self-assessment materials;
- E. To conduct Board orientation and Board development training sessions as needed and/or as directed by the Board of Directors; and
- F. To, if necessary and advisable, by unanimous vote of the committee, propose to the Board of Directors:
 - 1. The removal of any Director with or without cause; and
 - 2. The removal of any National Council Delegate with or without cause.

Section 5. Quorum

A majority of the number of Board Development Committee members appointed and serving at the time of any meeting shall constitute a quorum for the transaction of business. Such committee members may be present in-person or linked by telecommunication or by means such that all committee members participating in the meeting are able to hear or be advised of the discussion and other committee members can hear or be advised of their participation in the proceedings.

Article IX – 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 Movement registered through the Council at the time of election and throughout the term of service.

Section 2. Election

The Delegates and alternates whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be proposed on a slate by the Board Development Committee and elected by the Board of Directors by majority vote in accordance with the timeframe established by the Girl Scouts of the United States 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 shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the Council.

Section 4. Removal

- A. Any National Council Delegate may be removed from office with or without cause by a three-fourths (3/4) vote of the Board of Directors after a recommendation for such removal from the Board Development Committee.
- B. The person being removed shall receive ten (10) days' prior written notice of the proposed action.

Article X – Finance and Legal

Section 1. Fiscal Year

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

Section 2. Contributions

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

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.

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. Contracts for services or for the purchase, sale, financing or encumbrance of real property, and the instruments which carry out such contracts, may be signed by either the Chair of the Board or the CEO without the need for specific authorization of a signatory by the Board. The Board may also authorize any other officer or

employee to sign contracts and purchase orders, subject to any conditions or limits on such authority deemed advisable.

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.

Section 6. Budget

The Board 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.

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 to perform an annual audit of the financial statements of the Council. A committee shall be appointed by the Board to consider proposals to select an auditor. 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 Delegate Body at the Yearly Meeting.

Section 10. Investments

The funds of the Council shall be invested in accordance with the policy established by the Board or by the Finance Committee appointed by the Board for such purpose.

Section 11. Legal Counsel

The Corporation shall retain independent legal counsel to:

- A. Ensure compliance with federal, state, and local requirements;
- B. Review and advise on all legal instruments the Corporation executes, such as leases, contracts, property purchases and property sales; and
- C. Review and advise on any official statements developed for the press or the media as deemed necessary by the CEO and Chair of the Board.

Section 12. Conflict of Interest Policy

The Corporation and the Board shall comply with all Virginia and local laws concerning conflict of interest transactions (as defined in Section 13.1-871 of the Virginia Code) applicable to Virginia nonstock corporations and shall comply with the Conflict of Interest Policy, which may be amended by the Board from time to time.

Article XI – Indemnification and Limitation of Liability

Section 1. Indemnification of Directors and Officers

To the fullest extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, arbitrative, or investigative), including an action by or in the right of the Corporation, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The Board is empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any such person.

Section 2. Indemnification of Employees or Agents

The Board, mindful of insurance considerations, is empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to indemnify (and advance reasonable expenses to) any person not specified in Section 1 of this Article who was or is a party to any proceeding by reason of the fact that he or she is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in this Section 2.

Section 3. Insurance Authorized

The Board may purchase and maintain insurance in such amounts as the Board may determine, on behalf of any person who is or was a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the provision of this Article.

Section 4. Applicability

The provisions of this Article shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue, or matter in any then pending or subsequent proceeding that is based in any material respect on modification, or repeal. Reference in this Article to directors, officers, employees, or agents, shall include former directors, officers, employees and agents, and their respective heirs, executors and administrators.

Section 5. Consistency with Federal Tax Law

Notwithstanding anything in these Bylaws to the contrary, in no case shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code (the "Code"), relating to private foundations and certain other tax-exempt organizations. Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941 (d) or 4945 (d), respectively, of the Code.

Article XII – Parliamentary Authority

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

Article XIII – Review and Amendments

These Bylaws will be reviewed by a Bylaws Committee at least every three (3) years. The Bylaws Committee shall be appointed by the Board Chair and shall be composed of:

- A. No fewer than seven (7) members;
- B. At least two (2) of the members shall be Directors, and no more than fifty percent (50%) of the members may be Directors;
- C. At least two (2) of the members shall be Delegates.
- D. A staff liaison, appointed by the CEO (who may be the CEO), who shall serve ex officio, without vote, in addition to the seven (7) member committee.

One of the Directors on the Bylaws Committee shall also serve as the Chair of the committee.

The Bylaws Committee will advise the Delegate Body and the Board of proposed changes or amendments to these Bylaws. The committee will have the authority to propose changes and/or amendments, which will be presented to the Delegate Body and the Board by notice at least thirty (30) days prior to the Delegate Body Yearly Meeting.

These Bylaws may be amended by two-thirds (2/3) vote of the Delegate Body at a meeting (either the Yearly Meeting or a special meeting called for the purpose of voting on amendments to the bylaws), providing that the proposed amendment(s) shall have been included in the notice of the meeting.