

**BYLAWS OF
GIRL SCOUT COMMONWEALTH COUNCIL OF VIRGINIA, INC.**

Revised April 17, 2021

ARTICLE I – NAME

Section 1. Corporation. The corporation shall be known as Girl Scout Commonwealth Council of Virginia, Inc. and referred to herein as the "Corporation" or "Council."

ARTICLE II – OBJECT

Section 1. Purpose. The purpose of the Corporation is to make available to girls within its jurisdiction the programs, practices, and standards of Girl Scouting as offered by the Girl Scouts of the USA ("GSUSA"). Persons fourteen (14) years of age and over on or before October 1 immediately preceding the Annual Meeting of the Corporation who are registered through the Corporation as members of the Girl Scout Movement are eligible to be Voting Members of the Corporation, as provided for in these bylaws, as amended from time to time (the "Bylaws").

ARTICLE III – MEMBERSHIP

Section 1: Corporate Membership. The membership of the Corporation shall consist of (A) the Board of Directors (the "Board"), including Executive Committee members; (B) Board Development Committee members; (C) registered past council presidents or board chairs; (D) At-Large Girl Delegates; and (E) the Council Delegates (each individually a "Voting Member" and collectively the "Voting Members").

Section 2: Voting Rights. Only Voting Members of the Corporation shall have voting rights. Each individual Voting Member shall be entitled to one vote.

Section 3: Responsibilities. The approval of at least a simple majority of the Voting Members of the Corporation shall be required in order for the Corporation to take any of the following actions:

- A. Elect the members of the Board, the elected Officers of the Corporation, the members of the Board Development Committee, and, in appropriate years, the delegates and alternate delegates to the National Council of Girl Scouts of the USA;
- B. Determine general lines of direction for Girl Scouting within the jurisdiction of the Corporation by receiving and responding to reports and information from the Board;
- C. Take all other action requiring a vote of the Voting Members of the Corporation;

- D. Conduct such other business as may, from time to time, come before the Voting Members.

Section 4: At-Large Girl Delegates: Registered girl members 14 years of age and over may submit an application to the Board Development Committee for consideration for appointment as an At-Large Girl Delegate by October 31st of each year. At-Large Girl Delegates shall serve a one-year term and may be re-appointed for subsequent terms at each Annual Meeting in accordance with these Bylaws. The number of At-Large Girl Delegates shall not exceed 20 percent of the Voting Members of the Corporation at any time.

Section 5: Council Delegates. Registered adult and girl members of the Corporation are divided into approximately 35 service units, which are organized into five Governance Regions, as detailed in Article V, Section 6. Each service unit shall elect delegates and alternate delegates, which shall be designated as "Council Delegates" and "Alternate Council Delegates." The number of Council Delegates and Alternate Council Delegates shall be based on the girl membership as of the close of business on September 30 each year, as provided herein. Girl membership is composed of registered Girl Scout Daisies through Ambassadors. The number of Council Delegates and Alternate Council Delegates shall be determined according to the following formula:

- A. Each service unit shall elect one Council Delegate and two Alternate Council Delegates. Each service unit having two hundred or more girl members shall elect an additional service unit Council Delegate. Each service unit having three hundred girl members or more shall elect an additional Council Delegate (for a maximum of three service unit Council Delegates and two Alternate Council Delegates).
- B. In the event of the inability of a Council Delegate to attend the Annual Meeting of the Corporation, an Alternate Council Delegate from the same service unit shall attend the meeting; provided that the Council Delegate's and/or Alternate Council Delegate's positions were filled and notice of attendance is received from all Council Delegates and Alternate Council Delegates by the Corporation's council office at least fifteen (15) days prior to the Annual Meeting. If a service unit failed to elect a Council Delegate and/or an Alternate Council Delegate and provide the required notice, that position may not be filled post hoc at the Annual Meeting.
- C. All Council Delegates and Alternate Council Delegates shall be elected for a term of one year or until their successors are elected, and shall serve for no more than three consecutive terms.
- D. Elections of Council Delegates and Alternate Council Delegates shall be conducted between the Annual Meeting of the Corporation and October 31st of each year.
- E. The terms of Council Delegates and Alternate Council Delegates shall begin at the close of the service unit meeting at which they are elected.

ARTICLE IV – OFFICERS

Section 1: Number and Title.

The Officers of the Corporation shall be a Chair of the Board ("Board Chair"); a Vice Chair of the Board ("Vice Chair"); a Secretary; a Treasurer; and the Chief Executive Officer ("CEO") (collectively, the "Officers"). The CEO shall serve as an ex officio member of the Board without voting privileges.

Section 2: Election, Term, and Vacancies.

- A. The Board Chair, Vice Chair, Secretary and Treasurer shall be elected by the Voting Members of the Corporation from among the Board of Directors elected at the Annual Meeting of the Corporation as provided in these Bylaws. Each officer shall serve for a term of two years, or until their successors are elected. Regardless of the number of consecutive terms served, a Board Member-at-Large shall be eligible to serve as an officer. Officers shall serve no more than three consecutive terms, with the exception that any officer elected as Chair is eligible to serve an additional three consecutive terms.
1. Terms of office shall begin at the close of the Annual Meeting at which elections are held.
 2. A vacancy of the Officers shall be filled by a majority vote of the Board for the remainder of the term.
- B. The CEO shall be appointed by the Board and shall serve at its pleasure without voting privileges.

Section 3: Duties. The duties of the Officers shall be as follows:

- A. **Board Chair.** The Board Chair shall be the principal officer of the Corporation and shall preside at meetings of the Corporation, the Executive Committee, and the Board. The Board Chair shall assure support by the Board for the Corporation's strategic direction and appropriate oversight of performance; report to the Corporation and the Board as to the conduct and management of the affairs of the Corporation; and serve as an ex officio member, with voting privileges, on all committees except the Board Development Committee. The Board Chair shall be an ex officio member of all committees established by the Board and shall have such other powers and perform such other duties as are assigned by the Board or prescribed elsewhere in these Bylaws.

- B. **Vice Chair.** In the temporary absence or disability of the Board Chair, the Vice-Chair shall preside at meetings of the Corporation and of the Board. The Vice Chair shall have such powers and perform such other duties as may be assigned by the Board Chair.
- C. **Secretary.** The Secretary shall be responsible for seeing that notices are issued of all meetings of the Corporation, the Executive Committee, and the Board, and shall see that minutes of such meetings are recorded. The Secretary shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the Board Chair or Board.
- D. **Treasurer.** The Treasurer shall be responsible for ensuring that the Board can exercise effective stewardship, control and oversight over the Corporation's finances. The Treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer and shall exercise such other powers and perform such other duties as may be assigned by the Board Chair or Board. The Treasurer shall serve as chair of the Finance Committee, if such committee shall be established by the Board.
- E. **Chief Executive Officer.**
1. The CEO shall be responsible for providing advice and assistance to the Council, the Board, the Board Chair and other Officers, and the committees and task groups; and shall be responsible for managing the operations of the Council. The CEO shall have other powers and perform such other duties as may be assigned by the Board. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board.
 2. The CEO shall further have the power to sign, as authorized by resolution of the Board in accordance with Article XI of these Bylaws, all contracts, deeds, acceptances of gifts and bequests and other instruments in the name of and on behalf of the Corporation. The CEO shall have the power to delegate authority under this subsection to any other officer of the Corporation or administrative official of the Corporation by an instrument in writing. Any such delegation shall be reported at the next regular meeting of the Board.

ARTICLE V – MEETINGS

Section 1: Meetings. A meeting of the Corporation shall be held once each year at such time and place as may be determined by the Board. This shall constitute the "Annual Meeting." Notice of time, place and purpose of the Annual Meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be mailed, given personally, or electronically transmitted to each Voting Member of the Corporation no more than sixty (60) days and no less than thirty (30) days prior to the Annual Meeting.

Section 2: Voting Members of Corporation. The Voting Members of the Corporation shall consist of the Board, including the Executive Committee members, the Board Development Committee members, registered past council presidents or board chairs, At-Large Girl Delegates, and the Council Delegates.

Section 3: Special Meetings. Special meetings of the Corporation may be called by the Board Chair, or upon written request of two-thirds of the members of the Board, or by petition of twenty-five percent (25%) of the Voting Members of the Corporation, provided that each Governance Region is represented, and shall be held within 15 days of such written request. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of the meeting shall be mailed to each Voting Member of the Corporation not less than ten (10) days before the meeting.

Section 4: Quorum. Twenty-five percent (25%) of the Voting Members of the Corporation shall be present in person to constitute a quorum for the transaction of business, provided that a majority of the Governance Regions shall have at least one elected Council Delegate present at each meeting.

Section 5: Voting Procedures. Each Voting Member of the Corporation present in person and eligible to vote shall be entitled to one vote. 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. All other matters shall be determined by a majority vote of the Voting Members present in person, unless otherwise required by law, these Bylaws, or the parliamentary authority.

Section 6: Governance Regions. The Board shall establish geographic subdivisions within the Corporation jurisdiction known as "Governance Regions."

- A. Governance Region Members: Each member of the Girl Scout Movement fourteen (14) years of age and over, registered through the Corporation and residing or working in the geographic subdivision shall be a member of a Governance Region.
- B. Governance Region Regular Meetings: One regular meeting of a Governance Region shall be held each year within 120 days prior to the Annual Meeting. Notice of the time, place, and purpose of the meeting(s) shall be published or mailed to each member of the Governance Region not less than 15 days before the meeting.
- C. Governance Region Special Meetings: Special Governance Region meetings may be called by the Board Chair at the request of the Board or upon written request of 10 percent (10%) of the members of the Governance Region. Notice of the time, place and purpose of the meeting shall be communicated directly to the Governance Region members via Council email communication not less than five days before the meeting.

- D. Governance Region Meeting Quorum: The members of a Governance Region present in person shall constitute a quorum for the transaction of the business of that Governance Region.

ARTICLE VI – BOARD OF DIRECTORS

Section 1: Powers, Responsibilities and Accountabilities. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors (the "Board"), except as may be otherwise provided in these Bylaws or the Articles of Incorporation. The Board is accountable to the Voting Members of the Corporation for managing the affairs of the Corporation; to the Board of Girl Scouts of the USA for compliance with the charter requirements; to the Commonwealth of Virginia for adhering to state corporate law; and, to the federal government in matters relating to legislation affecting non-profit and non-stock organizations.

Section 2: Composition. The Board shall consist of the four (4) elected Officers of the Corporation detailed in Article IV and at least twelve (12) and no more than fifteen (15) adult Board Members-at-Large (collectively, the "Board Members-at-Large"). Furthermore, two (2) girl board members shall be appointed to Board as non-voting, ex officio members of the Board ("Girl Board Members"). The chair of the Board Development Committee, if not otherwise elected to the Board, shall also be a non-voting, ex officio member of the Board. The CEO shall also be a non-voting officer of the Board.

Section 3: Election and term.

- A. The Board Members-at-Large shall be elected by the Voting Members of the Corporation at the Annual Meeting for a term of three (3) years, or until their successors are elected, and shall serve for no more than two (2) consecutive terms. Terms of office shall begin at the close of the Annual Meeting at which the elections are held.
1. Terms of office of the Board Members-at-Large shall be staggered such that, to the furthest extent possible, the terms of one-third (1/3) of the Board Members-at-Large shall expire at each Annual Meeting of the Corporation.
 2. Regardless of the number of consecutive terms, any person shall be eligible to be a Board Member when serving as an Officer or as chair of the Board Development Committee, although the latter would be a non-voting, ex officio member.
- B. The non-voting Girl Board Members may be appointed by the Board Development Committee in accordance with these Bylaws for a term of one (1) year or until their successors are elected, and shall serve no more than two (2) consecutive terms as a Girl Board Member.

1. Girl Board Members shall be ex officio and shall not have the right to vote on Board matters.
2. Girl Board Members may not serve as Officers.
3. Girl Board Members must be 14 years of age or over and enrolled in high school at the time of service to the Board.
4. Girl Board Members may not hold paid positions within the Corporation while serving on the Board.

Section 4: Vacancies. A vacancy occurring on the Board shall be filled by the vote of the Board for the remainder of the unexpired term of the vacated position. If the remaining Board members in office constitute fewer than a quorum of the Board of all seats on the Board, they may fill the vacancy by the affirmative vote of a majority of Board members remaining in office.

Section 5: Removal. Any Board Member, including Officers, who are absent from two Board meetings in one year without good reason, may be considered to have resigned. The Board shall determine what constitutes good reason. The person being removed from the Board and/or from office shall receive ten (10) days prior written notice of the meeting at which the Board will consider the proposed action. Upon majority vote of the Board members present and voting at a meeting of the Board, the person shall be removed from the Board and/or office and the Board shall take action to fill the vacancy in accordance with these Bylaws.

Section 6: Regular Meetings. Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet no less than four times each year. No notice beyond the adopted resolution shall be required for regular meetings of the Board.

Section 7: Special Meetings. Special meetings may be called by the Board Chair or upon request of five Board Members-at-Large. The purpose of such meetings shall be stated with the request and no business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of a special meeting shall be mailed or communicated to each member of the Board by electronic means not less than three days before the meeting.

Section 8: Electronic Meetings. The Board may conduct any regular or special meeting by, or through the use of, any means of electronic communication by which all Board members participating may simultaneously hear each other. A Board member participating in a meeting by such means is deemed to be present in person for said meeting.

Section 9: Quorum. A majority of the members of the Board shall constitute a quorum for transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the members of the Board present is the act of the Board.

Section 10: Action Without Meeting. Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all voting members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each member of the Board either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Such written consent may be submitted by electronic means including electronic mail. Action taken under this section becomes effective when the last Board member signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent statement specifies the date of the execution by the Board.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1: Composition. The Executive Committee shall include the elected Officers of the Corporation and one to three members elected by the Board from among its members. The Board Chair shall be the chair of the Executive Committee.

Section 2: Responsibilities. The Executive Committee shall have, and may exercise, the powers of the Board between Board meetings, except that the Executive Committee shall not have the power to adopt the budget, to take any action which is contrary to, or a substantial departure from, the direction established by the Board, or which represents a major change in the affairs, business or policy of the Corporation. The Executive Committee shall submit written reports to the Board on actions taken within thirty (30) days.

Section 3: Meetings. Meetings of the Executive Committee shall be called by the Board Chair or by petition of a majority of its members. Notice of time, place, and purpose of the meeting shall be mailed or communicated by electronic means to each member of the Executive Committee not less than three days before the meeting. The Executive Committee may conduct urgent business by conference telephone call. The members of the Executive Committee may waive notice of such meetings before, during, or after the meeting.

Section 4: Electronic Meetings. The committee may permit any or all of its members to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all members participating in the meeting may simultaneously hear each other. A member participating in a meeting by such means is deemed to be present for the meeting.

Section 5: Quorum. A majority of the members of the Executive Committee must be present to constitute a quorum for the transaction of business. A member of the committee who is present at a meeting of the committee when action is taken is deemed to have assented to the action taken unless (i) the member objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) the member votes against, or abstains from, the action taken.

Section 6: Action by Committee without a Meeting. Any action of the committee that may be taken at a meeting of the members of the Executive Committee may be taken without a meeting of such committee if consent in writing setting forth the action so taken shall be signed by all members of the committee. Such written consent may be given by electronic means including electronic mail. Such consent shall have the same force and effect as a unanimous vote of the members of the committee.

ARTICLE VIII – BOARD DEVELOPMENT COMMITTEE

Section 1: Composition. There shall be a Board Development Committee consisting of at least five (5) members, but no more than nine (9) members; one (1) of which shall be a Board member and the CEO who shall serve as an ex officio member without privilege of vote.

Section 2: Election. Members of the committee shall be elected by the Voting Members of the Corporation at the Annual Meeting for a term of three years, or until their successors are elected, and may serve no more than two consecutive terms. Terms of office shall begin at the close of the meeting at which elections are held. The Board shall have the power to fill vacancies in the Board Development Committee until the next Annual Meeting of the Corporation.

Section 3: Nominations. Nominations may be made from the floor at the Annual Meeting, provided the eligibility of the individual so nominated has been established and is in accordance with these Bylaws, and the written consent of such individuals has been secured and submitted to the secretary of the Board no later than twenty-one (21) days prior to the Annual Meeting.

Section 4: Selection and Term of the Chair. The chair of the Board Development Committee shall be appointed by the Chair of the Board for a term of one year and may serve no more than two consecutive terms as chair. A vacancy in the office of chair shall be appointed by the Board Chair for the remainder of the unexpired term.

Section 5: Quorum. Four members of the committee shall be present in person or by electronic means to constitute a quorum for the transaction of business.

Section 6: Responsibilities.

The responsibilities of the Board Development Committee shall be to:

- A. Solicit and recruit candidates for elected positions in the Corporation;
- B. Provide to the Voting Members of the Corporation a single slate of nominees, including Officers, Board Members At-Large, and Board Development Committee members;

- C. Provide to the Voting Members of the Corporation, in accordance with the time frame established by Girl Scouts of the USA, a single slate of Council Delegates and Alternate Council Delegates to the National Council Session of Girl Scouts of the USA:

- D. Develop in collaboration with the Board:
 - 1. orientation and education materials for the Board;
 - 2. Board development materials;
 - 3. methods for identifying needed skills and talents for the Board and committees;
 - 4. methods for succession planning; and
 - 5. Board annual self-assessment materials.

- E. Conduct Board orientation and Board development training sessions as needed and/or as directed by the Board.

ARTICLE IX - BOARD COMMITTEES

Section 1: Establishment. The Board may appoint special committees and/or task groups as it deems necessary. For each committee or task group created, the Board shall develop a charge or scope of work that describes the committee's or task group's responsibilities, the membership, and the duration of its existence. No special committee or task group appointed by the Board shall continue in operation for more than one year unless extended by action of the Board.

Section 2: Composition and Appointment. The Board Chair shall appoint the chair and members of committees, special committees or task groups created by the Board. One member of the Board shall be appointed to serve on each committee and/or task group. Persons who are not members of the Board may be appointed by the Board Chair to serve as chairs of special committees or task groups. Persons who are not members of the Board may be appointed by the Board Chair, on the recommendation of the chair of the committee or task group, to serve as members of standing committees, special committees and/or task groups. Employees of the Corporation may be appointed as ex officio members of committees, without vote, and may be chosen to serve as the secretary of any committee. Members of committees serve at the pleasure of the Board for one year from their appointment or until their successors are appointed.

Section 3: Quorum. Three voting committee members, or one-third of the voting committee membership, whichever is larger, shall constitute a quorum competent for the transaction of business at meetings of each committee or any subcommittee thereof. In the absence of a

quorum at the time and place set for a meeting, the voting committee member or members present may adjourn the meeting from time to time until a quorum is present.

Section 4: Minutes. All committees shall keep minutes of their proceedings. Written minutes of regular meetings of committees shall be provided to the Board for information. Each committee shall provide the Board a comprehensive report regarding the matters under its charge.

Section 5: Electronic Meetings. Committees may conduct any or all of its meetings through the use of any means of electronic communication by which all committee members participating in the meeting may simultaneously hear each other. A committee member participating in a meeting by such means is deemed to be present for the meeting.

Section 6: Action by Committee Without a Meeting. Any action of a committee that may be taken at a meeting of the members of the committee may be taken without a meeting of such committee if consent in writing setting forth the action so taken shall be signed by all members of the committee. Such written consent may be given by electronic means including electronic mail. Such consent shall have the same force and effect as a unanimous vote of the members of the committee.

ARTICLE X - NATIONAL COUNCIL DELEGATES

Section 1: Election of Delegates. The delegates that the Corporation is entitled to elect to the National Council of Girl Scouts of the USA shall be elected at the Annual Meeting held in the calendar year preceding the regular meeting of the National Council. The Board, or the Board Chair in the absence of a meeting of the Board, shall fill delegate vacancies from among the persons elected to fill vacancies (Alternate Council Delegates), which persons shall be elected at the same time and in the same manner as Council Delegates.

Section 2: Eligibility. Council Delegates to the National Council shall be elected from a single slate recommended by the Board Development Committee pursuant to Article VIII of these Bylaws and shall be active members of the Girl Scout Movement in the United States of America who are 14 years of age or over and who are registered through the Corporation with Girl Scouts of the USA. The National Council delegates shall serve for a term of three years from the date of their election.

ARTICLE XI - FISCAL RESPONSIBILITIES OF THE BOARD

Section 1: Fiscal Year. The fiscal year of the Corporation shall be established by the Board.

Section 2: Contributions. Guidelines for accepting contributions shall be established by the Board.

Section 3: Depositories. All funds of the Corporation shall be deposited to the credit of the Corporation, under such conditions and in such banks as shall be designated by the Board.

Section 4: Approved Signatures. Approvals for signatures necessary on contracts, checks and orders for the payment, receipt or deposit of money and access to securities of the Corporation shall be provided by resolution of the Board.

Section 5: Bonding. All persons having access to, or major responsibility for, the handling of monies and securities of the Corporation shall be bonded, as provided by resolution of the Board.

Section 6: Budget. The annual budget of estimated income and expenditures shall be approved by the Board. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board.

Section 7: Audits. A certified public accountant shall be retained by the Board to make an annual examination of the financial accounts of the corporation. A report of all examinations shall be submitted to the Board and to Girl Scouts of the USA.

Section 8: Financial Reports. A summary report of the financial operations of the Corporation shall be made at least annually to the Voting Members of the Corporation and to the public, in such form as the Board shall provide. An annual financial report shall also be submitted to the federated funding organizations within the Corporation jurisdiction.

Section 9: Investments. The funds of the Corporation shall be invested in accordance with the policy established by the Board or Committee appointed by the Board for such purpose.

Section 10: Indemnification. All members of the Board shall be indemnified by the Corporation and protected from liability to the maximum extent permitted by law.

Section 11: Conflict of Interest. The Board shall adopt, and annually renew, a conflict of interest policy consistent with the applicable provisions of the Virginia Non-Stock Corporation Act as it may be amended from time to time and any other legal requirements imposed by federal, state or local law. Each member of the Board shall annually complete, sign and return a conflict of interest questionnaire designed to ensure compliance with that policy.

Section 12: Dissolution. In the event of the dissolution of the Corporation, assets of the Corporation remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending reorganization of a Girl Scout Corporation in the area.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, shall govern the Girl Scout Commonwealth Council of Virginia, Inc. in all cases which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, and any special rules of order that the Girl Scout Commonwealth Council of

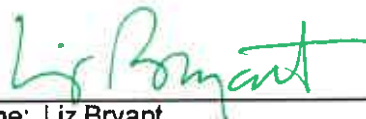
Virginia, Inc. may adopt. Each subordinate body of the corporation shall adopt the parliamentary authority of the Girl Scout Commonwealth Council of Virginia, Inc.

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Voting Members of the Corporation present in person and eligible to vote at any meeting of the Corporation, provided that the proposed amendment shall have been included in the notice of the meeting. These Bylaws shall be reviewed every three years; however, revisions can occur in the interim if necessary.

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Adopted by the Voting Members of the Corporation with an effective date of April 17, 2021.



Name: Liz Bryant
Title: Secretary