

Bylaws

ARTICLE I – NAME

The name of the Corporation shall be Girl Scouts of the Chesapeake Bay Council, Inc., hereinafter referred to as “Council” or “Corporation,” a not-for-profit Corporation organized under the laws of the state of Delaware.

ARTICLE II – PURPOSE

The purpose of the Council shall be as defined in the Certificate 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 (GSUA).

ARTICLE III – MEMBERS

Section 1. Eligibility

Individuals 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through the Council are members of the Corporation and are eligible to be voting members of the Corporation.

Section 2. Composition

- A. Voting members of the Corporation shall consist of:
 1. Elected members of the Board of Directors (BOD), if not otherwise voting members of the Corporation.
 2. Members of the Board Development Committee (BDC) (*Nominating Committee*), if not otherwise voting members of the Corporation.
 3. Delegates elected by Service Units (SU), defined as subdivisions of the Associations, established by the Council that serve geographic areas within the Association areas.
 4. Association Chairs, if not otherwise voting members of the Corporation.
 5. Current National Council Session (NCS) Delegates as elected by the Corporation. NCS Delegates who also serve as SU Delegates are entitled to a single vote, per Article IV, Section 1, E. 1.
- B. The number of voting members of the Corporation shall be no less than 100.
- C. At least two-thirds (2/3) of the voting members of the Corporation shall be Delegates elected by the SU.

Section 3. Association

- A. Geographic Subdivisions: The BOD shall establish geographic subdivisions within the Council jurisdiction, and reassess the boundaries as needed. There shall be within each geographic subdivision an Association, which will hold decision-influencing meetings for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement.
- B. Members: Each member of the Girl Scout Movement 14 years of age or over, registered through the Council and residing or working in the geographic subdivision, shall be a member of an Association and is eligible to be elected as a Delegate or an Alternate.
- C. Responsibility of the Association:
 1. Make recommendations to the Board Chair of the Council for the appointment of the Association Chair.
 2. Advise on proposed plans, policies and other matters referred to the Association by the BOD.
 3. Participate in the strategic planning process as delegated by the BOD.
 4. Submit proposals to the BOD for improving the quality of Girl Scouting.
 5. Perform such other duties as may be delegated by the BOD.
- D. Meetings of the Association: Regular meetings of the Association shall be held at least one (1) time each year, within a time cycle determined by the BOD. Notice of the meeting(s) shall be provided electronically to each member of the Association not less than ten (10) business days before the meeting.
- E. Special Meetings of the Association: Special meetings shall be called by the Association Chair, or at the request of the BOD, or upon written request to the Association Chair of one (1) more than fifty percent of the Delegates of the Association. The purpose of the meeting shall be stated in the request. No business shall be transacted except that for which the meeting has been called. Notice of the meeting shall be provided electronically to each member of the Association no less than ten (10) business days prior to the meeting.
- F. The presence at Association meetings of at least 25% of the Delegates shall constitute a quorum for the transaction of business, provided that a representative from at least a majority of the SU from the Association is present.
- G. Appointment, Term, and Vacancies of Association Chair: There shall be a Chair for each Association who shall

be appointed by the Board Chair of the Council on the recommendations of the respective Association, subject to the approval of the BOD. Appointment to the position of the Association Chair shall be approved at the next Board Meeting following the Council Annual Meeting. Vacancies shall be filled by the Board Chair, subject to the approval of the BOD. The Association Chair shall be appointed for a term of two (2) years, beginning on July 1 and ending June 30 two (2) years hence, or until a successor is appointed, and shall serve for no more than two (2) consecutive terms.

H. Duties of the Association Chair:

1. Guide the members of the Association in their responsibilities.
2. Contact Service Unit Managers (SUM) to encourage participation in the Association and Council Annual Meetings.
3. Participate in the Council Annual Meeting.
4. Convene, if necessary, the Delegates of the Association to inform them about issues to be considered.
5. Contact SUM regarding scheduling the election of Delegates/Alternates and the reporting requirements of the results.
6. Carry out such other duties as assigned.

Section 4. Election

A. Procedure: Each SU shall elect Delegates and Alternates in accordance with policies and procedures established by the BOD.

B. Time of Election: Between April 1 and June 30 of each year, the SUM will include an item on their SU business agenda to include election of Delegates and Alternates.

C. Number:

1. The number of Delegates to which each SU is entitled shall be based on the number of registered girls in the SU as of September 30 of the prior year. The BOD will review the formula every 3 years or as needed to maintain voter requirements:
 - Each SU shall be entitled to two (2) Delegates plus an additional Delegate for every 75 girls registered in that SU.

D. Term and Vacancies:

1. Delegates shall serve for a term of one (1) year beginning July 1 through June 30 or until their successors are elected and assume office. No Delegate may serve more than three (3) consecutive terms without an interval of one year.
2. If a Delegate is unable to attend a meeting, an Alternate Delegate will be selected by the Delegate to attend in their place.
3. If a Delegate is unable to complete his/her term, an Alternate Delegate will be appointed by the SUM.

E. Responsibilities:

1. Attend the Association Meeting(s) and the Council Annual Meeting.
2. Share concerns with the SU.
3. Submit agenda proposals for the Association Meeting.
4. Elect the Officers of the Council, the Members-at-Large of the BOD, the members of the Council BDC, and the Delegates and Alternates to the NCS of Girl Scouts of the United States of America.

ARTICLE IV – MEETINGS

Section 1. Annual Council Meeting

A. Scheduling. To the best of its ability, the Corporation shall conduct a Council Annual Meeting of the Corporation membership during the Spring each year unless a National and/or State (DE, MD, VA) emergency or disaster is declared. In that case, the Council Annual Meeting will be rescheduled as soon as possible, either by the end of that calendar year or within 90 days after the declaration of the disaster has been lifted, whichever is later. The BOD will determine the date, time, and place of the meeting each year.

B. Notice.

1. Notice of the Council Annual Meeting, accompanied by a tentative agenda, the slate of nominees for all positions and any proposed amendments to these Bylaws shall be given electronically to each voting member and Alternates of the Corporation not more than 60 business days nor less than ten (10) business days prior to the meeting.
2. Notice of the Council Annual Meeting will be provided electronically to all members of the Corporation not more than 60 business days nor less than ten (10) business days prior to the meeting.

C. Business. At the Council Annual Meeting, the Corporation shall:

1. Elect Officers, Directors-at-Large, members of the BDC, and in appropriate years, Delegates and Alternates to the NCS of the GSUSA;

2. Amend and vote on any proposed amendments to the Council Bylaws;
 3. Provide input on key issues affecting the Council and the Movement; and
 4. Consider any other business appropriate to come before the Corporation in accordance with the process established by the BOD.
- D. The presence in person or participating electronically as permitted by Delaware law, of at least 25% of the voting members of the Corporation, including at least one (1) Delegate from each Association, shall constitute a quorum for the transaction of business at the Council Annual Meeting.
- E. Voting.
1. Each voting member of the Corporation shall be entitled to one (1) vote.
 2. No voting member shall vote in more than one (1) capacity.
 3. Unless otherwise designated by statute, the Certificate of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
 4. Voting members may vote in person or electronically as permitted by Delaware law.

Section 2. Special Meetings

- A. Scheduling. A special meeting of the voting members of the Corporation may be called by the Chair of the Board, or upon written request to the Chair of the Board, of a majority of the members of the BOD or by at least 25% of the voting members of the Corporation. The purpose of the meeting shall be stated in the request. No business shall be transacted except that for which the meeting has been called.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given electronically to each voting member of the Corporation at least ten (10) business days but no more than sixty (60) days prior to the meeting.
- C. Quorum. The presence in person or participating electronically as permitted by Delaware law of at least 25% of the voting members of the Corporation shall constitute a quorum for the transaction of business at a special Council meeting.
- D. Voting. Voting shall be in accordance with Article IV, Section 1.E. of these Bylaws.

ARTICLE V – ELECTION PROCEDURES

Election of Officers, Directors-at-Large, BDC members, and NCS Delegates shall occur by vote at the Council Annual Meeting by voting members present in person or electronically.

ARTICLE VI – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership

The BDC shall be composed of seven (7) to nine (9) members, at least three (3) of whom shall be members of the BOD and at least four (4) to six (6) of whom shall not be members of the BOD, and the CEO of the Council who shall serve as an *ex officio* non-voting member.

Section 2. Election, Term and Vacancies

- A. The BDC members shall be elected by ballot in accordance with Article V of these Bylaws for a term of three (3) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the Council Annual Meeting.
- C. No individual shall serve more than two (2) consecutive terms as a member of the BDC or until their successors are elected and assume office.
- D. In the event of a vacancy in any position other than BDC Chair, the vacancy shall be filled by the BOD for the remainder of the term.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in the office.
- F. A member who shall have served less than a half term in office shall not be considered to have served a full term in office.

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

- A. At its first meeting following the Council Annual Meeting, the BDC shall elect from among its eligible members an individual to serve as Chair of the Committee.
- B. The term of office for the Chair shall be no more than three (3) years. The Chair shall serve no more than two (2) consecutive terms or until their successors are elected and assume office.
- C. In the event of a vacancy in the office of Chair, the Committee shall elect a new Chair from its eligible members to serve the remainder of the term.
- D. A member who shall have served a half term or more in the office shall be considered to have served a full term in the office.

- E. A member who shall have served less than a half term in the office shall not be considered to have served a full term in the office.
- F. If not already a member of the BOD, the Chair shall serve as an *ex officio* non-voting member of the BOD.

Section 4. Responsibilities

The responsibilities of the BDC 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 BDC members.
- C. To provide to the membership, in accordance with the time frame and criteria established by GSUA, a single slate of Delegates and Alternates to the NCS of GSUA.
- D. To develop in conjunction with the BOD:
 - 1. Methods for identifying needed skills and talents for the BOD and committees.
 - 2. Methods for succession planning.
- E. To conduct Board development training sessions as needed and/or as directed by the BOD.

Section 5. Nominations from the Floor

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

- A. Notice of Intent to nominate from the floor must be given to the Chair of the BDC. This written Notice must be addressed to the attention of the Chair of the BDC and delivered through the Council’s official channels of communications and must be received ten (10) business days prior to the Council Annual Meeting.
- B. The Notice must contain (1) name and address of the Delegate who intends to make the nomination from the floor (the Nominator), (2) name and address of the individual to be nominated (the Potential Candidate), (3) position for which the nomination will be made, (4) a brief biographical description of the Potential Candidate, and (5) a statement signed by the Potential Candidate agreeing to serve and meet all the requirements of the position if elected.
- C. The Chair of the BDC will promptly send an electronic acknowledgement of receipt of the Notice to the Nominator.
- D. The BDC will review the Potential Candidate’s eligibility/qualifications. If an issue regarding the Potential Candidate’s qualification arises, the Chair of the BDC will notify both the Nominator and the Potential Candidate.
- E. The Chair of the BDC will send electronically the information contained in the Notice to each voting member and Alternate Delegates.
- F. The Nominator will make the nomination or may delegate another person to make the nomination at the meeting. If the nomination is not made from the floor at the meeting, the Potential Candidate will not be included in the vote.

Section 6. Quorum

The presence of a majority of the members of the BDC shall constitute a quorum for the transaction of business.

Members of the BDC may participate in person or electronically.

Section 7. Non-Participating Members

Any BDC member who is absent for three (3) consecutive meetings in their entirety without good cause shall be removed for non-participation at the discretion of the Chair of the Board or by a majority vote of the members present and voting at any regular meeting of the BDC.

Section 8. Resignation

Any BDC member may resign at any time by providing written notice. Such resignation shall be effective as of the date of its receipt or such later date as specified in the notice.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Composition

The BOD shall consist of the elected and *ex officio* officers of the Corporation and nine (9) to twelve (12) Directors-at-Large. The Chair of the BDC, if not otherwise elected to the BOD, shall serve as an *ex officio* member of the BOD. The CEO of the Council shall serve as an *ex officio* non-voting member.

Section 2. Term of Office

- A. The Directors-at-Large shall be elected in accordance with Article V of these Bylaws for a term of three (3) years or until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the Council Annual Meeting.
- C. The term of office of approximately 1/3 of the Directors-at-Large shall expire at each Council Annual Meeting.
- 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.
- F. A member who shall have served less than a half term in office shall not 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 BOD for the remainder of the unexpired term.

Section 4. Power, Authority and Accountability

- A. Power and Authority. The BOD 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 BOD is accountable to:
 - 1. The Council membership for managing the affairs of the Council.
 - 2. The BOD of GSUA for compliance with the charter requirements.
 - 3. The state of incorporation for adherence to state corporation law.
 - 4. The federal government in matters relating to legislation affecting nonprofit, non-stock corporations.
- C. Conflict of Interest. Operational volunteers assuming Board membership will relinquish their volunteer position within GSCB's jurisdiction during the time they serve on the Board.

Section 5. Regular Meeting

- A. Scheduling. The BOD shall hold at least three (3) 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 provided electronically to each member of the BOD at least five (5) business days prior to the meeting.
- C. Quorum. The presence of a majority of the members of the entire BOD shall constitute a quorum for the transaction of business at any regular meeting of the BOD. Members of the BOD may participate in a meeting of the BOD in person or electronically.
- D. Voting.
 - 1. Each member of the Board shall be entitled to one (1) vote.
 - 2. No member shall vote in more than one (1) capacity.
 - 3. Unless otherwise designated by statute, the Certificate of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
 - 4. Proxy and absentee voting shall not be allowed.

Section 6 Unanimous Written Consent In Lieu of Meeting

Any action required or permitted to be taken at any meeting of the BOD may be taken without a meeting if all voting members of the BOD consent electronically and such electronic transmissions are filed with the minutes of proceedings of the BOD.

Section 7. Special Meetings

- A. Quorum. The presence of a majority of the members of the entire BOD shall constitute a quorum for the transaction of business at any special meeting of the BOD. Members of the BOD may participate in the special meeting of the BOD in person or electronically.
- B. Notice. Notice of the date, time, place, and specific purpose of each special meeting shall be provided electronically to each member of the BOD at least five business days prior to the meeting.
- C. Voting:
 - 1. Each voting member of the BOD shall be entitled to one vote.
 - 2. No member shall vote in more than one capacity.
 - 3. Unless otherwise designated by statute, the Certificate of Incorporation of the Council, shall be determined by a majority vote.
 - 4. Proxy and/or absentee voting shall not be allowed.

Section 8. Girl Representation

Two (2) Girl representatives shall be elected by the BOD as non-voting members of the BOD for a one (1)-year term beginning at the close of the Council Annual meeting.

Eligibility: Individuals 14 years of age and over whose term will be completed while in high school, who are members of the Girl Scout Movement, and who are currently registered through the Council are eligible to be Girl representatives.

Section 9. Resignation

Any Officer or Board Member may resign at any time by providing written notice. Such resignation shall be effective as of the date of its receipt or such later date as specified in the notice.

ARTICLE VIII – OFFICERS

Section 1. Elected Officers

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

Section 2. Term of Office

- A. The Officers shall be elected by ballot in accordance with Article V of these Bylaws for a term of three (3) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the Council Annual Meeting.
- C. No individual shall serve more than two (2) consecutive terms in any one (1) office.
- D. No individual shall hold more than one (1) 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.
- F. An Officer who shall have served less than a half term in office shall not be considered to have served a full term in office.

Section 3. Vacancies 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 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.
- C. For all other elected Officer positions, the BOD can elect an at-large member by vote to complete the remainder of the unexpired term.
- D. A newly elected Officer who completes the remaining unexpired term, and served less than a half term in office, is not considered to have served a full term in office.
- E. When the term expires, the Officer is eligible to be elected to a first term (3-year commitment) by vote at the Council Annual Meeting.
- F. A newly elected Officer who completes the remaining unexpired term, and served a half term or more in office, is considered to have served a full term in office.
- G. When the term expires, the Officer is eligible to be elected to a second term (3-year commitment) by vote at the Council Annual.

Section 4: *Ex officio* Officers

The CEO shall be appointed by the BOD of the Council to serve at its pleasure and shall serve as an *ex officio* non-voting Officer of the Corporation.

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 BOD, the Executive Committee, 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 Council, the BOD, and the Executive Committee.
 3. Assure support by the BOD for the Council's strategic direction and appropriate oversight of performance.
 4. Report to the Council and the BOD as to the conduct and management of the affairs of the Corporation.
 5. Provide Board orientation and education materials to new Board members in partnership with the CEO.
 6. Facilitate Board annual self-assessment.
 7. Serve as an *ex officio* non-voting member on all committees/task force groups.
- B. The First Vice Chair of the Board shall:
 1. Assist the Chair of the Board as assigned.
 2. Preside at meetings of the Council, the BOD, or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding.
- C. The Second Vice Chair of the Board shall:
 1. Assist the Chair of the Board as assigned.
- D. The Secretary shall:

1. Ensure that proper notice is given for all meetings of the Council, the BOD, and the Executive Committee.
 2. Ensure that minutes of all meetings of the Council, the BOD, and the Executive Committee are kept.
 3. Have responsibility for the seal of the Corporation and ensure its safekeeping.
 4. Ensure that a summary of the monthly Board meeting minutes is published on the Council website after BOD approval at the subsequent Board meeting.
- E. The Treasurer shall:
1. Provide stewardship, control, and oversight of the Corporation's finances.
 2. Execute directives of the BOD.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the elected Officers of the Corporation and one (1) Director-at-Large. The CEO shall serve as an *ex officio* non-voting member of the Executive Committee. The Director-at-Large shall be appointed by the Chair of the Board from the members of the BOD and shall serve a one (1) year term.

Section 2. Duties

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Corporation BOD between the meetings of the Board, except that the Executive Committee shall not:
1. Adopt the budget.
 2. Amend the Bylaws.
 3. Take action which is contrary to or a substantial departure from the affairs, business, or policy of the Council.
- B. Reports. The Executive Committee shall submit to the BOD at each Board meeting a report of all actions taken since the last Board meeting.

Section 3. Meetings

Meetings of the Executive Committee shall be called by the Board Chair. Notice of time, place, and purpose of the meeting shall be provided electronically to each member of the Executive Committee no less than five (5) business days prior to the meeting.

Section 4: Quorum

Quorum. The presence of a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. Members of the Executive Committee may participate in person or electronically.

Section 5. Non-Participating Members

Any Director-at-Large who is absent for three (3) consecutive meetings in their entirety without good cause shall be removed for non-participation at the discretion of the Chair of the Board or by a majority vote of the members present and voting at any regular meeting of the Executive Committee.

Section 6: Resignation

An Executive Committee member may resign at any time by providing written notice. Such resignation shall be effective as of the date of its receipt or such later date as specified in the notice.

ARTICLE X – COMMITTEES

Section 1. Establishment

The BOD shall establish standing and special committees, task groups or ad hoc committees as needed, which shall operate under the general supervision of the BOD. Each committee, task group or ad hoc committee will be given a Charge that each member is expected to uphold. Nothing in this section shall be interpreted as precluding or limiting the CEO's ability to establish operational committees, task groups, or ad hoc committees as needed to conduct the operations or business of the Council.

Section 2. Appointment

- A. The Chair of any committee, task group or ad hoc committee shall be appointed by the Chair of the Board, subject to the approval of the BOD.
- 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 one (1) member of any committee or task group shall be a member of the BOD, one (1) of whom shall serve as Chair of the committee.
- D. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with A or B of this Section.

Section 3. Quorum

Quorum. The presence of a majority of the members of the committee, task force, or ad hoc committee shall constitute a quorum for the transaction of business. Members may participate in person or electronically.

Section 4. Majority Written Consent In lieu of Meeting

Any action required or permitted to be taken at any meeting of a committee, task force, or ad hoc committee established by the BOD may be taken without a meeting if a majority of the members entitled to vote on such action consent electronically and that consent is filed with the minutes of proceedings. Such filing shall be in electronic form.

Section 5. Non-Participating Members

Any member of a committee, task group, or ad hoc committee who is absent for three (3) consecutive meetings in their entirety without good cause shall be removed for non-participation at the discretion of the Chair for the committee, task group, or ad hoc committee, with the consent of the Chair of the Board.

ARTICLE XI – NATIONAL COUNCIL DELEGATE

Section 1. Eligibility

Delegates and Alternates to the National Council of Girl Scouts of the United States of America (GSUSA) shall be United States citizens aged 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 whom the Council is entitled to elect to the National Council of GSUSA shall be elected in accordance with Article V of these Bylaws in accordance with the time frame established by GSUSA shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies

The BOD, or the Board Chair in the absence of a meeting of the Board, shall fill Delegate vacancies from among the Alternate Delegates.

ARTICLE XII – FINANCE

Section 1. Fiscal Year

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

Section 2. Contributions

Any contributions, bequests, or gifts made to the Council shall be accepted or collected as authorized by the BOD.

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 BOD.

Section 4. Approved Signatures

Approval for signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the BOD.

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 BOD.

Section 6. Budget

The BOD shall approve the annual operational and capital budgets. No expense shall be incurred in excess of the budgetary appropriations without prior approval of the BOD.

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 BOD to perform an annual audit of the financial statements of the Council. A report of the audit shall be submitted to the BOD and to GSUA.

Section 9. Financial Reports

A summary report of the financial condition of the Council for the most recent fiscal year-end shall be presented at the Council Annual Meeting.

Section 10. Investments

The Girl Scouts of the Chesapeake Bay Council, Inc. shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the BOD, without being restricted to any class of investments by law, provided, however, that no action shall be

taken by, or on behalf of, the Council if such action is a prohibited transaction or would result in the denial of the tax exemption under section 503 or section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

Section 11. Legal Counsel

Independent legal counsel should be retained by the BOD to:

- A. Ensure compliance with federal and state requirements.
- B. Review and advise on any, and all, legal instruments the Council executes, such as leases, contracts, property purchased or sold.
- C. Review and advise as needed on official statements developed for all media.
- D. Review and advise on issues to mitigate risk, including but not limited to employment issues and potential litigation.

Section 12. Dissolution

In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending the reorganization of another Girl Scout Council in the jurisdiction. Such remaining assets shall be placed in trust with GSUA (so long as it remains a Section 501(c)(3) charitable or educational organization for the benefit of Girl Scouting) pending:

- A. The creation of a new Girl Scout Council with the same jurisdiction as the dissolved Girl Scout Council; or
- B. The inclusion of the jurisdiction of the dissolved Girl Scout Council into the jurisdiction of another Girl Scout Council; or
- C. The separation of the dissolved Girl Scout Council into two (2) or more regions that are then incorporated into two (2) or more Girl Scout Councils. In this case, asset distribution will be proportional based on girl membership in those regions at the time of the dissolution of the dissolved Girl Scout Council.

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. The Council shall advance legal fees incurred to the extent permitted by and in accordance with Delaware law and may procure Directors and Officers insurance coverage.

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

Section 1. Amendment

These Bylaws may be amended if approved by two-thirds (2/3) of the voting members present electronically or in person at a meeting of the Council.

Section 2. Grammatical Changes

The Secretary shall have the authority to make necessary technical and typographical changes to these Bylaws to ensure continuity.

Technical and typographical changes shall be reported to the BOD, and with the approval of the BOD shall become official.

These revised Bylaws were adopted on April 19, 2023,



Katya Nieburg-Wheeler
Board Chair



Eleanor Torres, Esq.
Secretary of the Board