

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.¹

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.

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 eligible to be members of the Corporation.

Section 2. Composition.

- A. Members of the Corporation shall consist of:
 - 1. Elected members of the Board of Directors, if not otherwise members of the Corporation;
 - 2. Members of the Board Development Committee (*Nominating Committee*), if not otherwise members of the Corporation;
 - 3. Delegates elected by Service Units (subdivisions of the Associations established by council that serve geographic areas within the Association areas).
 - 4. Association Chairs, if not otherwise members of the Corporation.
- B. The number of members of the Corporation shall be no less than 100.
- C. At least two-thirds (2/3) of the members of the Corporation shall be those elected by Service Units.

Section 3. Association.

- A. Geographic Subdivisions: The Board of Directors shall establish geographic subdivisions within the Council jurisdiction.
- B. Members: There shall be within each geographic subdivision an Association. 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 Board of Directors.
 - 3. Participate in the strategic planning process as delegated by the Board of Directors.
 - 4. Submit proposals to the Board of Directors for improving the quality of Girl Scouting.
 - 5. Perform such other duties as may be delegated by the Board of Directors.

¹ The Council/Corporation although incorporated through the state of Delaware encompasses members in the following states: Delaware, Maryland and Virginia.

- D. Meetings of the Association: Regular meetings of the Association shall be held at least one time each year, within a time cycle determined by the Board of Directors. A second meeting may be held at the discretion of the Association Chair. Notice of the meeting(s) shall be provided in writing (mail, fax or electronically) or by phone 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 Board of Directors, or upon written request to the Association Chair of one more than fifty percent of the Delegates of the Association. No business shall be transacted except that for which the meeting has been called. Notice of the meeting shall be provided in writing (fax, mail or electronically) or by phone to each member of the Association no less than three (3) (business) days before the meeting.
- F. The presence at Association meetings of twenty-five percent of the Delegates shall constitute a quorum for the transaction of business, provided that a representative from at least a majority of the Service Units 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 Board of Directors. Appointment to the position of the Association Chair shall be approved at the next Board Meeting following the Annual Meeting of the Council. Vacancies shall be filled by the Board Chair, subject to the approval of the Board of Directors. The Association Chair shall be appointed for a term of two year, beginning on July 1 and ending June 30 two years hence, or until a successor is appointed, and shall serve for no more than two consecutive terms.
- H. Duties of the Association Chair:
 1. Guide the members of the Association in their responsibilities.
 2. Contact Service Unit Managers to encourage participation in the meeting.
 3. Participate in the Annual Council Meeting.
 4. Convene, if necessary, the Delegates of the Association to inform them about issues to be considered.
 5. Carry out such other duties as may be requested by the Board of Directors.
 6. Contact Service Unit Managers regarding the election of Delegates/Alternates.

Section 4. Election.

- A. Procedure: Each Service Unit shall elect Delegates and Alternates in accordance with policies and procedures established by the Board of Directors.
- B. Time of Election: Between April 1 and June 30 of each year, the Service Unit Managers will include an item on their Service Unit business agenda to include election of Delegates and Alternates.
- C. Number:
 1. The number of Delegates and Alternates to which each Service Unit is entitled shall be based on the number of girls in the Service Unit as of September 30 of each calendar year, according to a formula established and administered by the Board of Directors.
 2. Each Service Unit shall be entitled to at least one Delegate.
- 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 complete his/her term, and there is more than one Alternate willing/able to fill the vacancy, the Service Unit Manager will include the election of an Alternate to the Delegate position as an item on the Service Unit business agenda, provided that at least one more than one-third of the troops must be represented at any meeting at which the election of an Alternate is considered.
- E. Responsibilities:
 1. Attend the Association Meeting(s) and the Council Annual Meeting.

2. Share concerns with the Service Unit.
3. Submit agenda proposals for the Association Meeting.
4. Elect the Officers of the Council, the Members-at-Large of the Board of Directors, the members of the Council Board Development Committee, and the Delegates and Alternates to the National Council Session of Girl Scouts of the United States of America.

ARTICLE IV – Officers

Section 1. Elected Officers.

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

Section 2. Term of Office.

- A. The officers shall be elected by ballot in accordance with Article VI of these Bylaws for a term of three years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the Annual Council Meeting.
- C. No individual shall serve more than two consecutive terms in any one office.
- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

Section 3. 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 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.

Section 4. Ex Officio Officers.

The Chief Executive Officer (CEO) shall be appointed by the Board of Directors of the Council to serve at its pleasure and shall serve as an ex officio officer of the Corporation without vote.

Section 5. Duties of Officers.

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the members of the Council, the Board of Directors, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority.

- A. The Chair of the Board shall:
 1. Be the Principal Officer of the Corporation;
 2. Preside at all meetings of the Council, the Board of Directors and the Executive Committee;
 3. Assure support by the Board of Directors for the Council's strategic direction and appropriate oversight of performance;
 4. Report to the Council and the Board of Directors as to the conduct and management of the affairs of the Corporation; and
 5. Serve as an ex officio member of all committees except the Board Development Committee.
- 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 Board of Directors or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding.
- 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 Board of Directors, and the Executive Committee;

2. Ensure that minutes of all meetings of the Council, the Board of Directors, and the Executive Committee are kept; and
 3. Have responsibility for the seal of the Corporation and ensure its safekeeping.
- E. The Treasurer shall:
1. Provide effective stewardship, control, and oversight of the Corporation's finances;
 2. Execute directives of the Board of Directors.

ARTICLE V – Board Development Committee

Section 1. Membership.

The Board Development Committee shall be composed of seven (7) to nine (9) members, at least three (3) of whom shall be members of the Board of Directors and at least four (4) to six (6) of whom shall not be members of the Board of Directors and the CEO of the Council who shall serve as an ex officio nonvoting member.

Section 2. Election, Term, and Vacancies.

- A. The Committee members shall be elected by ballot in accordance with Article VI of these Bylaws for a term of three years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the Annual Council Meeting.
- C. No individual shall serve more than two (2) consecutive terms as a member of the Committee or until their successors are elected and assume office.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position other than Committee Chair, the vacancy shall be filled by the Board of Directors for the remainder of the term.

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

- A. At its first meeting following the election, the Committee shall elect from amongst 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. An individual 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. If not already a member of the Council Board of Directors, the Chair shall serve as an ex officio member of the Council Board of Directors, with all the rights and responsibilities of other Board members.

Section 4. Responsibilities.

The responsibilities of the Board Development Committee shall be:

- A. To solicit and recruit candidates for elected positions in the Council.
- B. To provide to the membership a single slate for all positions for election, including officers, directors and Board Development Committee members.
- C. To provide to the membership, in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of Delegates and Alternates to the National Council Session of Girl Scouts of the United States of America.
- D. To develop in conjunction with the Board of Directors:
 1. Board orientation and education materials;
 2. Board development materials;
 3. Methods for identifying needed skills and talents for the Corporation 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.

Section 5. Nominations from the Floor.

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

- A. Notice of Intent to nominate from the floor must be given to the Chair of the Board Development Committee. This Notice must be addressed to the attention of the Chair of the Board Development Committee at the Council's Headquarters and must be received five (5) business days prior to the Annual Council 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) the name and address of the individual to be nominated (*the Potential Candidate*), (3) the 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 Board Development Committee will (1) promptly send an acknowledgement of receipt of the Notice to the nominator and (2) send the information contained in the Notice to each person who was mailed the original information regarding the Annual Council Meeting.
- D. The Board Development Committee will review the potential candidate's eligibility/qualifications. If an issue regarding the potential candidate's qualification arises, the Chair of the Board Development Committee will notify both the nominator and the potential candidate.
- E. 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 Board Development Committee shall constitute a quorum for the transaction of business. Members of the Board Development Committee may participate in a meeting of such committee by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

ARTICLE VI – Election Procedures

Election of officers, directors-at-large, Board Development Committee members, and National Council delegates shall occur by one of the methods listed below determined by the Board of Directors. Only one (1) method may be used for an election; there shall not be a combination of voting methods during an election.

Section 1.

One of the following methods may be used at the Annual Council Meeting:

- A. Members present in person, electronically, by proxy, or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings; or
- B. By mail ballot in accordance with a procedure established by the Board of Directors.
 - i. If this method is utilized, members shall be notified that the election will be held by mail ballot at least ten (10) business days prior to the Annual Meeting at which election results will be announced.
 - ii. A majority of ballots cast by mail shall elect, provided that at least the number of members required for a quorum at the Annual Council Meeting shall have cast a ballot. Nominations from the floor will not be accepted if the vote is held by a mail ballot.

ARTICLE VII – Meetings

Section 1. Annual Council Meeting.

- A. Scheduling. To the best of its ability, the Corporation shall conduct an Annual Council Meeting of the Corporation membership during the same period each year, unless a National and/or State (DE, MD, VA) emergency or disaster is declared. In that case, the 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 Board of Directors will determine the date, time and place of the meeting each year.
- B. Notice.
 - 1. Notice of the Annual Council Meeting, accompanied by a tentative agenda, the slate of nominees for all positions and any proposed amendments to these Bylaws shall be given personally or mailed (or electronically transmitted if allowed by statute) to each voting member and Alternates of the Corporation not more than sixty (60) business days nor less than ten (10) business days prior to the meeting.
 - 2. Notice of the Annual Council Meeting will be provided (fax, mail or electronically) to all members of the Corporation not more than sixty (60) business days nor less than ten (10) business days prior to the meeting.
- C. Business. At the Annual Council Meeting, the Corporation shall:
 - 1. Elect Officers, Directors-at-Large, members of the Board Development Committee, and in appropriate years, Delegates and Alternates to the National Council of the Girl Scouts of the United States of America. If the election has been held by mail ballot, the results of the election shall be announced at the Annual Council Meeting;
 - 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 Board of Directors.
- D. The presence in person, by proxy or participating by means of remote communication as permitted by Delaware law of 25% of the members of the Corporation shall constitute a quorum for the transaction of business at the Annual Council Meeting.
- E. Voting.
 - 1. Each member of the Corporation shall be entitled to one (1) vote.
 - 2. No member shall vote in more than one 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. Members may vote in person, by proxy, by electronic means as permitted by Delaware law or by mail ballot. Any permitted proxy voting shall be consistent with applicable law and otherwise on such terms and conditions as may be established by the Board of Directors.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the Corporation membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the members of the Board of Directors then in office or by 25% of the members of the Corporation. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed (or electronically transmitted if allowed by statute) to each member of the corporation at least 10 days prior to the meeting.
- C. The presence in person, by proxy or participating by means of remote communication as permitted by Delaware law of 25% of the 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 VII, Section 1.E. of these Bylaws.

ARTICLE VIII – Board of Directors

Section 1. Composition.

The Board of Directors shall consist of the elected and ex officio officers of the Corporation and nine (9) to twelve (12) Directors-at-Large. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as an ex officio member of the Board of Directors. The CEO of the Council shall serve as an ex officio nonvoting member.

Section 2. Term of Office.

- A. The Directors-at-Large shall be elected by ballot in accordance with Article VI of these Bylaws for a term of three years or until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the Annual Council Meeting.
- C. The term of office of approximately 1/3 of the Directors-at-Large shall expire at each Annual Meeting of the Council.
- D. No individual shall serve more than two consecutive terms as a Director-at-Large.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.

Section 3. Vacancies.

A vacancy occurring in a position of Director-at-Large shall be filled by the Board of Directors for the remainder of the unexpired term.

Section 4. Power, Authority, and Accountability.

- A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the Council between meetings of the Council, except as otherwise provided in these Bylaws or by statute.
- B. Accountability. The Board of Directors is accountable to:
 - 1. The Council membership for managing the affairs of the Council including development of the 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 state of incorporation for adherence to state corporation law;
 - 4. The federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.
- C. Conflict of Interest. Operational volunteers assuming Board membership will relinquish their position during the time they serve on the Board.

Section 5. Regular Meetings.

- A. Scheduling. The Board of Directors 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 given personally or mailed (or electronically transmitted if allowed by statute) to each member of the Board of Directors at least five days prior to the meeting.
- C. Quorum. The presence of a majority of the members of the entire Board of Directors shall constitute a quorum for the transaction of business at any regular meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting pursuant to this provision shall constitute presence in person at the meeting.
- D. Voting.
 - 1. Each member of the Board 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, or these Bylaws, all matters shall be determined by a majority vote.
4. Proxy and/or 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 Board of Directors may be taken without a meeting if all of the members of the Board of Directors consent thereto in writing or by electronic transmission and such writing or writings or electronic transmission are filed with the minutes of proceedings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 7. Special Meetings.

- A. Quorum. The presence of a majority of the members of the entire Board of Directors shall constitute a quorum for the transaction of business at any special meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting pursuant to this provision shall constitute presence in person at the meeting.
- B. Notice. Notice of the date, time, place and specific purpose of the meeting shall be given personally or mailed (or electronically transmitted if permitted by statute) to each member of the Board at least five (5) days prior to the meeting.
- C. Quorum. One third (1/3) of Board members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
 1. Each member of the Board 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, or these Bylaws, all matters shall be determined by a majority vote.
 4. Proxy and/or absentee voting shall not be allowed.

Section 8. Girl Representation.

Two teen Girl Scouts shall be appointed by the Board Chair as nonvoting representatives to the Board of Directors.

ARTICLE IX – Executive Committee

Section 1. Composition.

The Executive Committee shall consist of the elected Officers of the Corporation and two (2) Directors-at-Large. The Chief Executive Officer shall serve as an ex officio member of the Executive Committee with voice but without vote. The Directors-at-Large shall be appointed by the Chair of the Board from the members of the Board of Directors and shall serve one year terms on the Executive Committee.

Section 2. Duties.

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Corporation Board of Directors between the meetings of the Board, except that the Executive Committee shall not:
 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 Board of Directors 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 in writing (mail, fax, or electronic mail) or by telephone to each member of the Executive Committee not less than five (5) days before the meeting.

Section 4. Quorum.

Quorum. The presence of a majority of the members of the entire 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 a meeting of the Executive Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 5. Removal.

Directors-at-Large members of the Executive Committee may be removed for non-participation at the discretion of the Chair of the Board. For purposes of this section, non-participation shall mean unexcused absences.

ARTICLE X – Committees

Section 1. Establishment.

The Board of Directors shall establish standing and special committees, task groups and/or ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors. Each committee, task group and/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 committees shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors.
- B. Members of any committee, task group or ad hoc committee shall be appointed by the Chair of the Board in consultation with the Chair of the respective committee or task group.
- C. At least one member of any committee or task group shall be a member of the Board of Directors, one 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 Section 2.A or 2.B of this Article.

Section 3. Quorum.

Quorum. The presence of a majority of the members of the entire committee shall constitute a quorum for the transaction of business. Members of any committee established by the Board of Directors may participate in a meeting of such committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 4. Unanimous Written Consent in Lieu of Meeting.

Any action required or permitted to be taken at any meeting of a committee established by the Board of Directors may be taken without a meeting if all of the members of the committee consent thereto in writing or by electronic transmission and such writing or writings or electronic transmission are filed with

the minutes of proceedings of the committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 5. Removal.

Members of any Committee or Task Group may be removed for non-participation at the discretion of the Chair for that Committee or Task Group, with the acceptance of the Chair of the Board. For purposes of this section, non-participation shall mean unexcused absences.

ARTICLE XI – National Council Delegates

Section 1. Eligibility.

Delegates and Alternates to the National Council of the Girl Scouts of the United States of America shall be United States citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service.

Section 2. Election.

The Delegates and Alternates whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article VI of these Bylaws in accordance with the time frame established by the Girl Scouts of the United 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, 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, which persons shall be elected at the same time and in the same manner as 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, devises, and gifts for the purpose of Girl Scouting within the Council shall be accepted or collected only as authorized by the Board of Directors.

Section 3. Depositories.

All funds of the Council shall be deposited to the credit of the Council under such conditions and in such financial institutions as shall be designated by the Board of Directors.

Section 4. Approved Signatures.

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

Section 5. Bonding.

All persons having access to or responsibility for the handling of monies and securities of the Council shall be bonded in the amount authorized by the Board of Directors.

Section 6. Budget.

The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Council in excess of the budgeted amounts without prior approval of the Board of Directors.

Section 7. Property.

Title to all property shall be held in the name of the Council.

Section 8. Audits.

An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of the financial statements of the Council. A report of the audit shall be submitted to the Board of Directors and to the Girl Scouts of the United States of America.

Section 9. Financial Reports.

A summary report of the financial condition of the Council shall be presented to the membership at the Annual Meeting.

Section 10. Investments.

The 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 Board of Directors, 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 Board of Directors to:

- A. Ensure compliance with federal and state requirements;
- B. Review and advise on any, and all, legal instruments the Council executes, such as leased, contracts, property purchased or sale; and
- C. Review and advise on any official statements developed for the media (print, television, or radio).

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.

ARTICLE XIII – Indemnification

The Council shall indemnify Directors and Officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

ARTICLE XIV – Parliamentary Authority

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

ARTICLE XV – Amendments

Section 1. Amendment

These Bylaws may be amended by a two-thirds vote of those present in person (or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings) and voting 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 in order to assure editorial continuity with substantive changes approved by the membership.

These technical and typographical changes shall be reported to the Board of Directors, and with the approval of the Board of Directors shall become official. Report of such changes shall also be made to the membership at the next annual meeting of the Council where revised copies of the Bylaws shall be distributed.

These revised Bylaws were adopted on April 29, 2020



Katya Nieburg-Wheeler
Board Chair



Eleanor Torres, Esq.
Secretary of Board