

BYLAWS

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts Heart of the South, hereinafter referred to as “Council,” a non-profit corporation organized under the laws of the state of Tennessee.

ARTICLE II – PURPOSE

The purpose of the Council shall be as defined in the Charter on file with the Tennessee Secretary of State 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 OF THE COUNCIL

Individuals 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through the Council, including staff of the Council, are members of the Council, hereinafter referred to as "members."

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. Officers must be at least 18 years of age.

Section 2. Term of Office

- A. The officers shall be elected by ballot in accordance with Article XI of these Bylaws for a term of two years or until their successors are elected and assume office. If there is only a single candidate for a particular office, the election may be held by acclamation.
- B. An officer's term of office shall begin at the end of the annual meeting in which he or she is elected.
- C. No individual shall serve more than two consecutive terms in any one office or combination of offices with the following exceptions: the Treasurer may serve an unlimited number of terms with the approval of the Board of Directors and members of the Executive Committee may be approved by the Board of Directors for a third term under special circumstances that require specific skills or knowledge as determined by the Board of Directors, and an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms the individual shall have served in any office or offices other than Chair of the Board.
- D. No individual shall serve more than two consecutive terms in any one office or combination of offices, with the exception that an individual may receive a special appointment, and be elected to serve an additional term or terms in an office when that person possesses specific skills or knowledge required at that time by the council. And with the exception that an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms the individual shall have served in any office or offices other than Chair of the Board.
- E. No individual shall hold more than one office at a time.
- F. An officer who shall have served a half term or more in office shall be considered to have

served a full term in the office.

Section 3. Terms of 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.

Section 4. Ex-officio Officer

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 Council without voting rights.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of at least 12 directors at large which reflect adequate regional representation of the Council, and ex-officio officer of the Council. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as a member of the Board of Directors. Board members shall be 18 years of age or older.

Section 2. Term of Office

- A. The members of the Board of Directors shall be elected by ballot in accordance with Article IX of these Bylaws for a term of two 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 end of the annual meeting in which they are elected.
- C. No individual shall serve more than three consecutive terms as a member of the Board of Directors except as necessary to implement the exceptions as noted in Article IV Section 2(C) above.
- D. 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 member of the Board of Directors shall be filled for the remainder of the unexpired term by a vote of the majority of the remaining directors then in office.

Section 4. Power, Authority, and Accountability

- A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the Council between meetings of the Council, except as otherwise provided in these Bylaws or by statute.
- B. Accountability. The Board of Directors is accountable to:
 - i. the Council membership for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Girl Scout Movement, including girl members, to have a voice on key issues affecting the Council and the Girl Scout Movement;
 - ii. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
 - iii. the state of incorporation for adherence to state corporation law; and
 - iv. the federal government in matters relating to legislation affecting non-profit, non-stock corporations.

Section 5. Regular Meetings

- A. Scheduling. The Board of Directors shall hold at least four regular meetings a year at such time and place as the Board Chair or Executive Committee may determine.
- B. Notice. Notice of the date, time, and place of each board meeting, accompanied by a tentative agenda, shall be given personally, mailed, electronically transmitted, or by any other means permitted by state statutes to each member of the Board of Directors at least 5 days prior to the meeting.

Section 6. Special Meetings

- A. Scheduling. Special meetings may be called by the Chair of the Board or shall be called by the Chair of the Board upon the written request of at least one-third of current board members. 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, mailed, electronically transmitted, or by any other means permitted by state statutes to each member of the Board of Directors at least two days prior to the meeting.
- C. Business. No business shall be transacted except that for which the meeting has been called.

Section 7. Quorum

- A. A majority of the board members then in office present and voting in person, or electronic linkage, or by means such that all members of the board participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

Section 8. Voting Procedures

- A. Each member of the board shall be entitled to one vote.
- B. The Chair votes only when either:
 - i. The vote is by ballot, in which case the Chair votes along with and at the same time as all other members of the Board of Directors, or
 - ii. The Chair's vote will change the result of the vote.
- C. No member of the Board of Directors shall vote in more than one capacity.
- D. Unless otherwise designated by statute, the Charter of the Council, or these Bylaws, all matters shall be determined by a majority vote of members of the Board of Directors present and voting.
- E. Voting can be conducted by electronic means.

Section 9. Removal

- A. Any board member, including officers, who is absent from two consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, may be removed from the Board of Directors by a majority vote of the board members present and voting at any regular meeting of the Board of Directors.
- B. Any board member, including officers, may be removed with or without cause by a three-fourths vote of the total number of the Board of Directors.

Section 10. Action Without a Meeting

Actions required or permitted of the Board of Directors at a meeting of the Board of Directors under this Article may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Both Actions and Voting can be conducted by electronic means.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the elected officers of the Council. The Chair of the Board has the discretion to appoint up to two additional members from the Board of Directors to the Executive Committee. The CEO of the Council shall serve as an ex-officio member with voice but without voting rights. The Chair of the Board shall appoint the members of the Executive Committee.

Section 2. Duties

- A. Authority between board meetings. The Executive Committee shall exercise the authority of the Board of Directors between the meetings of the Board of Directors, except that the Executive Committee shall not:
 - i. adopt the budget;

- ii. amend the Bylaws;
 - iii. take action which is contrary to, or a substantial departure from, the direction established by the Board of Directors or which represents a major change in the affairs, business, or policy of the Council.
- B. Reports. The Executive Committee shall submit to the Board of Directors a report of all actions taken.

Section 3. Meetings

- A. Scheduling. The Executive Committee shall meet as needed at the call of the Chair of the Board or upon written request of at least three members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided at least one day in advance of a meeting of the Executive Committee.

Section 4. Quorum

A majority of the Executive Committee members then in office present and voting in person, or electronic linkage, or by means such that all members of the Executive Committee participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

Section 5. Voting Procedure

- A. Each member of the Executive Committee shall be entitled to one vote.
- B. No member shall vote in more than one capacity.
- C. Unless otherwise designated by statute, the Charter of the Council, or these Bylaws, all matters shall be determined by a majority vote of members of the Executive Committee present and voting at the meeting.
- D. Voting can be conducted by electronic mean.

Section 6. Action Without a Meeting

Actions required or permitted of the Executive Committee at a meeting of the Executive Committee under this Article may be taken without a meeting. If all members of the Executive Committee consent to taking such action without a meeting, the affirmative vote of the number of members that would be necessary to authorize or take such action at a meeting is the act of the Executive Committee. The action must be evidenced by one or more written consents describing the action taken, signed by each member of the Executive Committee, and included in the minutes filed with the corporate records reflecting the action taken. Both Actions and Voting can be conducted by electronic means.

ARTICLE VII – BOARD COMMITTEES

Section 1. Establishment

Standing committees will include The Finance Committee, The Audit Committee, The Board Development Committee, and The West Tennessee Endowment Advisory Committee. The Board of Directors may establish additional standing committees, special committees and/or task groups, as it deems necessary, which shall operate under the general supervision of the Board of Directors.

Section 2. Appointment

- A. The Chair of any committee or task group may be appointed by the Chair of the Board, subject to the approval of the Board of Directors.
- B. Members of any committee or task group may be appointed by the Chair of the Board in consultation with the Chair of the respective committee or task group.
- C. At least two members of any committee or task group shall be members of the Board of Directors.
- D. Appointments to committees and task groups shall be for one year unless the Board of Directors specifies a different term at the time of appointment.
- E. Vacancies in any committee or task group may be filled by the Chair of the Board in accordance with Section 2.A. or 2.B. of this Article.

Section 3. Quorum

The quorum for meetings of any committee or task group shall be a majority of the current members of the committee present and voting in person, or linked by electronic linkage, or by means such that all members of the committee participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE VIII - 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 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 IX 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 years or until their successors are elected and assume office.

Section 3. Vacancies

The Board of Directors or Executive Committee shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from among the eligible members of the Council.

ARTICLE IX - ELECTION PROCEDURES

Section 1. Election

Election of officers, members of the Board of Directors, West Tennessee Endowment Advisory Chairs, Board Development Committee members, and National Council Delegates shall occur at the annual meeting. Election shall be decided by members of the Council present and voting in person, or by electronic linkage, or by means such that all members of the Council participating in the meeting are able to hear one another and participate in the proceedings.

Section 2. Nominations from the Floor

Nominations for any of the elected positions may be made from the floor at the annual meeting provided:

- i. the individual to be nominated has consented in writing to serve if elected;
- ii. the nomination has been submitted to the Chair of the Board Development Committee, or his/her designee, at least seven (7) days before the convening of the annual meeting;
- iii. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

ARTICLE X - MEETINGS OF THE COUNCIL

Section 1. Annual Meeting

- A. Scheduling. The Council shall conduct an annual meeting of the members of the Council in the second quarter of each calendar year at a date, time, and place determined by the Board of Directors.
- B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these Bylaws shall be posted electronically for members of the Council to review no more than 60 days, but no less than 14 days prior to the meeting.
- C. Business. At the annual meeting, the Council shall:
 - i. elect officers, members of the Board of Directors, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council Session of the Girl Scouts of the United States of America;

- ii. consider any proposed amendments to the Council Bylaws;
- iii. provide input on key issues affecting the Council and the Girl Scout Movement; and
- iv. consider any other business appropriate to come before the Council in accordance with the process established by the Board of Directors.

Section 2. Special Meetings

- A. Scheduling. A special meeting of the membership may be called by the Chair of the Board and shall be called by the Chair of the Board, within 14 days, upon the written request of two-thirds of the members of the Board of Directors then in office or by 25% of the Council members. 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, mailed, electronically transmitted, or by any other means permitted by state statutes to each member of the Council at least 10 days prior to the meeting.
- C. Business. No business shall be transacted except that for which the meeting has been called.

Section 3. Quorum

The quorum for the annual meeting or a special meeting shall be of a majority of The Board of Directors; plus one member of at least ten of Girl Scout Heart of the South's active Service Units present and voting. Attendance and voting must be in person, or by electronic linkage, or by other means such that all members of the Council participating in the meeting are able to be accounted for, to hear and communicate with one another, and participate in the proceedings.

Section 4. Voting Procedures

- A. Each member of the Council shall be entitled to one vote. No member shall vote in more than one capacity.
- B. Unless otherwise designated by statute, the Charter of the Council, or these Bylaws, all matters shall be determined by a majority vote of members of the Council present and voting.
- C. Voting can be conducted by electronic means.

ARTICLE XI – 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

The Board of Directors shall provide by resolution approvals for signatory authority in the name of the Council and access to funds and securities of the Council.

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 provided by resolution of the Board of Directors.

Section 6. Budget

The Board of Directors shall approve the Council's 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. Legal Counsel

- A. Independent legal counsel should be retained by the Board of Directors to: ensure compliance with the federal and state requirements;
- B. review and advise on any, and all, legal instruments the Council executes, such as leases, contracts, and property purchase or sale;
- C. review and advise on any official statements developed for the media (print, television, radio and/or internet)

Section 11. Investments

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

ARTICLE XII – 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 XIII – PARLIAMENTARY AUTHORITY

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

ARTICLE XIV – AMENDMENTS

These Bylaws may be amended by a two-thirds vote of those members of the Council present and voting in person, or electronic linkage, or by means such that all members of the Council participating in the meeting are able to hear one another and participate in the proceedings) at a meeting of the Council provided that the proposed amendments shall have been included with the notice of the meeting.