

Girl Scouts Heart of Central California,
a California nonprofit public benefit corporation

AMENDED AND RESTATED BYLAWS

Adopted February 12, 2011



GIRL SCOUTS HEART OF CENTRAL CALIFORNIA	
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ARTICLE I – MEMBERSHIP; THE REPRESENTATIVE ASSEMBLY

The activities of the corporation shall be confined to the area in the State of California, as agreed upon with the Girl Scouts of the United States of America and as defined in the charter granted to the Girl Scouts Heart of Central California. As used in these bylaws, the term “director” includes both Directors-At-Large (as that term is defined in Article III of these bylaws) and elected officers of the council.

1. CORPORATION. The corporation shall be known as and referred to herein as the “council.”
2. MEMBERSHIP.
 - A. The Service Units (as that term is defined in Article V of these bylaws) shall be members of the council as the term “member” is defined in Section 5056 of the California Nonprofit Corporation Law (i.e., voting members of the corporation).
 - B. The council may refer to other persons or groups associated with it as “members,” but no such reference shall constitute anyone as a member within the meaning of Section 5056 of the California Nonprofit Corporation Law.
3. THE REPRESENTATIVE ASSEMBLY.
 - A. The council shall have a Representative Assembly. The following persons shall constitute the Representative Assembly and shall be referred to in these bylaws as “Representative Assembly Members” or “Representatives.”
 - 1) Service Unit Representatives (as that term is defined in Section 4 below;
 - 2) Girls-at-large appointed by the Board Representative Committee (“Girls-At-Large”);
 - 3) Directors-At-Large and elected officers of the council; and
 - 4) National Council Delegates (as that term is defined in Article VII of these bylaws) who are not council employees or Service Unit Representatives or Alternates (as those terms are defined in Section 4 below), and who are not otherwise Representatives by reason of being a Girl-At-Large or a director of the council.
 - B. Representative Assembly Members shall be members of the Girl Scout movement, 14 years of age or over, registered through the council.
 - C. The Representative Assembly shall consist of at least one hundred (100) Representative Assembly Members. Service Unit Representatives shall at all times constitute at least 51% of the Representative Assembly.
 - D. The Representatives shall be delegates as the term “delegate” is defined in Section 5152 of the California Nonprofit Corporation Law. As such, the Representatives shall have

all of the rights of members of the council as set forth in these bylaws, including the right to vote for the election of Directors-At-Large and officers of the council, but the Representatives are not themselves members of the council within the meaning of Section 5056 of the California Nonprofit Corporation Law by virtue of the rights the Representatives have as delegates.

4. SERVICE UNIT REPRESENTATIVES AND GIRLS-AT-LARGE.

A. APPOINTMENT.

- 1) Service Unit Representatives. Each Service Unit shall appoint from among its active, registered members two (2) individuals to represent that Service Unit in the Representative Assembly (“Service Unit Representatives”) and one (1) alternate (“Alternate”), who may act only in the absence of an appointed Service Unit Representative at any Representative Assembly meeting. Odd numbered Service Units shall appoint Service Unit Representatives and Alternates in odd numbered years; even numbered Service Units shall appoint Service Unit Representatives and Alternates in even numbered years.
- 2) Girls-At-Large. Up to 10 Girls-At-Large shall be selected to serve as Representatives by the Board Representative Committee. Girls shall submit a letter to the Committee indicating their interest and qualifications. The Committee will appoint girls throughout the year until the maximum of 10 is reached.

B. **TERM**. Service Unit Representatives and Alternates and Girls-At-Large shall be appointed for a term of two (2) years or until their successors are appointed.

C. **VACANCIES**. A vacancy in the position of Service Unit Representative or Girl-At-Large which arises before a Representative Assembly meeting shall be filled as follows:

- 1) In the case of Service Unit Representatives, by the Alternate, if able and willing to serve; otherwise, the vacancy shall be filled by appointment by the Service Unit Manager.
- 2) In the case of Girls-At-Large, by the Board Representative Committee.

D. REMOVAL.

- 1) A Service Unit Representative may be removed from office prior to the expiration of her 2-year term by the Service Unit which appointed her or by the Board Representative Committee as set forth in paragraph 3) below.
- 2) A Girl-At-Large may be removed from office prior to the expiration of her 2-year term by the Board Representative Committee as set forth in paragraph 3) below.
- 3) Grounds for removal from office of a Service Unit Representative or Girl-At-Large shall be limited to specific grounds as established by the Board and shall include failure to fulfill the responsibilities of office or maintain qualifications for

membership, failure in a material and serious degree to observe the rules of conduct of the council, or engaging in conduct prejudicial to the council's purposes and interests. Any removal pursuant to this paragraph shall be conducted in accordance with the procedures for notification and vote adopted by the Board of Directors.

5. RESPONSIBILITIES. The Representative Assembly Members shall:

- A. Elect the officers of the council, the Directors-At-Large (as that term is defined in Article III of these bylaws), National Council Delegates, and persons to fill vacancies among those Representatives, should vacancies occur;
- B. Determine the general lines of direction for Girl Scouting locally by receiving and acting upon reports of the Board of Directors and by giving guidance to the Board;
- C. Amend the articles of incorporation and bylaws as necessary;
- D. Take all other action requiring a membership vote under the California Nonprofit Public Benefit Corporation Law;
- E. Participate in any other business which may come before the Representative Assembly.

6. REGULAR MEETINGS.

- A. Regular meetings of the Representative Assembly shall consist of at least one (1) Annual Meeting which shall be held in February, at such time and place as may be determined by the Board of Directors. A second regular meeting may be held at the discretion of the Board of Directors.
- B. Notice of the time, place, and proposed agenda of each meeting, together with a slate of nominees for offices or positions to be filled pursuant to these bylaws, shall be given to each Representative Assembly Member in the manner provided in Section 12 of this Article not more than 90 days and not less than 10 days before the meeting.

7. SPECIAL MEETINGS.

- A. The Board, the chair of the Board, the two vice chairs, or five (5) percent or more of the Service Units may call a special meeting of the Representative Assembly for any lawful purpose at any time.
- B. If a special meeting of the Representative Assembly is called by the Board, notice of the time, place, and purpose of the meeting shall be given to each Representative Assembly Member in the manner provided in Section 12 of this Article not more than 90 days and not less than 10 days before the meeting.
- C. If a special meeting of the Representative Assembly is called by any person or persons (other than the Board) entitled to call a special meeting, the person or persons shall call the meeting by written request. The request shall state the purposes of the meeting, and be addressed to the attention of and be submitted to the chair of the Board, any vice

chair, or the secretary. The officer receiving the request shall cause notice of the time, place, and purpose of the meeting to be given promptly to each Representative Assembly Member in the manner provided in Section 12 of this Article, provided that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice.

D. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

8. PROPOSALS.

Proposals directed toward fostering and improvement of Girl Scouting which are to be acted upon by the Representative Assembly may originate from the Board of Directors or the Representative Assembly. Such proposals shall be submitted according to procedures adopted by the Board of Directors.

9. QUORUM.

Fifteen percent (15%) of the Representative Assembly Members shall be present to constitute a quorum for the transaction of business, provided, however, that at least twenty-five percent (25%) of the Service Units are represented and provided further that at any regular meeting actually attended by less than one third of the voting power of the Representative Assembly (but at which a quorum is present), the only matters upon which action can be validly taken are those matters the general nature of which was described in the notice of the meeting issued pursuant to the provisions of this Article.

10. VOTING PROCEDURES.

Each Representative Assembly Member present shall be entitled to one (1) vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the Representative Assembly Members present in person and voting, unless otherwise provided by law or these bylaws. No voting by proxy shall be permitted.

11. COMMUNICATION.

The Board of Directors shall maintain a system of communicating with Representatives for the purpose of exchanging policy-related viewpoints and information. This system may include, but not be limited to, small or large group meetings, pertinent mailings, questionnaires, personal contacts, and/or such other means available. Coordination of this communication shall be the responsibility of the Board Representative Committee of the Board of Directors.

12. MANNER OF GIVING NOTICE.

A. Notice of any meeting of the Representative Assembly shall be given either personally, by electronic transmission by the council, by first class mail, or by other written

communication, charges prepaid, addressed to each Representative Assembly Member either at the address of that Representative Assembly Member appearing on the books of the council or the address given by the Representative Assembly Member to the council for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

- B. Notice given by electronic transmission by the council means a notice (1) delivered by (a) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that Representative Assembly Member on record with the council, (b) posting on an electronic message board or network which the council has designated for those communications, together with a separate notice to the Representative Assembly Member of the posting, or (c) other means of electronic communication; providing that (2) such Representative Assembly Member has provided an unrevoked consent to the use of those means of transmission to receive notice of meetings, which consent meets the requirements of Section 20 of the California Corporations Code, and (3) such means of transmission creates a record that can be retained, retrieved, and reviewed, and that may later be transferred into a tangible and legible form. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the council after either of the following:
- 1) The council is unable to deliver two consecutive notices to the Representative Assembly Member by that means; or
 - 2) The inability to deliver the notices to the Representative Assembly Member becomes known to the secretary or other person responsible for the giving of the notice.

13. NOTICE OF CERTAIN AGENDA ITEMS.

- A. Approval by the Representative Assembly Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice of the meeting states the general nature of the proposal or proposals:
- 1) Removing a director without cause;
 - 2) Filling vacancies on the Board;
 - 3) Amending the articles of incorporation or bylaws; or
 - 4) Electing to wind up and dissolve the council.
- B. As provided in Section 1 of Article X, proposed amendments to the bylaws shall be included in the notice of the meeting, which must be given to the Representative Assembly Members not fewer than (30) days prior to the date of the meeting.

ARTICLE II - OFFICERS

1. NUMBER AND TITLE. The officers of the council shall be a chair of the Board, a first vice chair, a second vice chair, a secretary; and a treasurer.
2. ELECTION, TERM OF OFFICE, AND TERM LIMITS.
 - A. The officers of the council shall be elected by the Representative Assembly. The officers of the council shall also be directors of the council by reason of occupying the position of officer, and shall have the same rights and obligations, including voting rights, as the other directors.
 - B. The chair of the Board shall be elected by the Representative Assembly for a term of two (2) years. No person may be re-elected to the office of chair of the Board immediately after having served one (1) term as chair.
 - C. The first and second vice chairs, the secretary, and the treasurer, shall be elected by the Representative Assembly for a term of two (2) years. No person may serve more than three (3) consecutive terms in any one or more of these offices.
 - D. Unless he or she resigns or is removed from office, each officer of the council, including an officer elected to fill a vacancy, shall hold office until the expiration of the term for which elected, or until his or her successor has been elected.
 - E. Extension of Terms During Capital Campaign. Notwithstanding anything to the contrary in these bylaws, the term of office of officers of the council who are in place at the commencement of a capital campaign conducted by the council shall be extended to allow such officers to remain in office until the earliest to occur of (1) the conclusion of the capital campaign, or (2) one (1) year after the officer's two-year term under paragraph B or C above would have expired.
3. REMOVAL. An elected officer of the council may be removed as an officer, without cause, by vote of two-thirds (2/3) of the membership of the Board of Directors. Any officer of the council who is so removed shall remain a director of the council unless also removed as a director in accordance with Section 5 of Article III.
4. VACANCIES. A vacancy among the officers, other than that of the chair of the Board, including a vacancy created by removal, shall be filled by the Board of Directors until the next annual meeting of the Representative Assembly. In the event of a permanent vacancy in the office of the chair of the Board, the vice-chairs shall succeed in the order of the rank and serve until the next annual meeting of the Representative Assembly, at which time an election for chair of the Board shall be held.
5. DUTIES. The duties of the officers shall be as follows:
 - A. The chair of the Board shall:

- 1) Be the chief corporate officer and shall preside at all meetings of the Representative Assembly and the Board of Directors;
- 2) Ensure the implementation of the lines of direction given by the Representative Assembly and the actions of the Board of Directors;
- 3) Report to the membership and the Board of Directors on the conduct and management of the affairs of the council;
- 4) Be an ex-officio member of all Board committees, whether Committees of Directors or Advisory Committees (as those terms are defined in Article IV);
- 5) Perform such other duties as are prescribed elsewhere in these bylaws and are usual to this office.

B. The first vice chair shall:

- 1) Preside at meetings of the Representative Assembly and the Board of Directors in the absence, or at the request, of the chair.
- 2) Assume the office of chair in case of the removal, resignation or permanent disability of the chair, for the remainder of the term.
- 3) Perform such other duties as are assigned to the office by the Board.

C. The second vice chair shall

- 1) Preside at meetings of the Representative Assembly and the Board of Directors in the absence, or at the request, of the first vice chair while that officer is serving as chair.
- 2) Assume the office of chair in case of the removal, resignation or permanent disability of the first vice chair.

D. The secretary shall:

- 1) Be responsible for seeing that notices are issued of all meetings of the Representative Assembly and Board of Directors and that minutes of such meetings are kept;
- 2) Be responsible for directing the custody of the corporate books, records and files;
- 3) Exercise the powers and perform such other duties as are assigned by the chair of the Board or the Board of Directors or as are usual to the office.

E. The treasurer shall:

- 1) Be the chief financial officer and, as such, shall be responsible for monitoring the control, receipt and custody of all monies of the council;

- 2) Monitor disbursements of the council as authorized by the Board of Directors;
 - 3) See that accurate records are kept and report receipt, use and disbursement of all council assets;
 - 4) Be an ex-officio member of all Board committees responsible for financial matters, except the Audit Committee;
 - 5) Exercise the powers and perform such other duties as are assigned by the chair of the Board or the Board of Directors or as are usual to the office.
6. **CHIEF EXECUTIVE OFFICER.** The council shall also have a chief executive officer, who shall be appointed by the Board of Directors and shall serve at the pleasure of the Board. The duties of the chief executive officer shall be as follows:
- 1) Advise and assist the council, the Board of Directors, the chair of the Board and the other officers and committees of the council and the Board;
 - 2) Be responsible for administering the total operations of the council;
 - 3) Have the authority to employ and release all employed staff in accordance with the policies adopted by the Board of Directors;
 - 4) Have such other powers and perform such other duties as may be provided and assigned by the Board of Directors through the chair of the Board.

ARTICLE III - BOARD OF DIRECTORS

1. **POWER, RESPONSIBILITIES AND ACCOUNTABILITIES.** The corporate business and affairs of the council shall be managed under the direction of the Board of Directors, except as otherwise provided in these bylaws or the articles of incorporation.

The Board of Directors is accountable to the membership for managing the affairs of the council and to the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements. The Board of Directors is also accountable to the state and federal government for compliance with state corporate law, charitable trust and charitable solicitation law, laws affecting tax-exempt charitable organizations, and all other applicable laws and regulations.

Specific powers and responsibilities to be exercised by the Board of Directors include, but are not necessarily limited to the following:

- A. Enforcement of these bylaws;
- B. Supervision of the financial affairs of the council, including the designation of banks or other depositories in which to deposit funds, and the designation of persons who shall draw there from and in what manner;

- C. Supervision over all real and personal property of the council;
- D. Creation and adoption of policies for guidance and operations of the council;
- E. Engagement of independent and professional consultants and advisors; and
- F. Appointment or discharge of the chief executive officer.

2. DIRECTOR QUALIFICATIONS AND BOARD COMPOSITION.

- A. No person who is a full-time employee of the council, or who derives more than one-half of his or her income from the council in any capacity, may serve as a voting member of the Board of Directors. Further, no Service Unit Representative or Alternate or Girl-At-Large may serve concurrently as a voting member of the Board of Directors.
- B. The Board of Directors shall consist of a minimum of seventeen (17) and a maximum of twenty-one (21) persons as follows:
 - 1) Five (5) elected officers of the council who shall each serve a two (2) year term;
 - 2) Twelve (12) to sixteen (16) directors-at-large (“Directors-At-Large”) who shall each serve a three (3) year term. At least one Director-At-Large shall be a girl who is at least 14 years of age. The exact number of Directors-At-Large shall be fixed, within the prescribed limits, by a resolution adopted by the Board.

3. ELECTION OF DIRECTORS-AT-LARGE; TERM OF OFFICE AND TERM LIMITS.

Directors-At-Large shall be elected by the Representative Assembly. The term of office of each Director-At-Large shall be three (3) years. To the extent possible, the terms of Directors-At-Large shall be staggered so that the term of one third of the Directors-At-Large shall expire each year. No person may serve more than two (2) consecutive terms as a Director-At-Large. Unless he or she resigns or is removed from office, each Director-At-Large, including a Director-At-Large elected to fill a vacancy, shall hold office until the expiration of the term for which elected, or until his or her successor has been elected.

4. VACANCIES. The Board shall have the power to fill vacancies in its own membership, including vacancies created by removal.

5. REMOVAL.

- A. FOR CAUSE. The Board shall have the power and authority to remove a director and declare his or her office vacant if he or she (i) has been declared of unsound mind by a final order of court; (ii) has been convicted of a felony; (iii) has been found by a final order or judgment of any court to have breached any duty under Sections 5230 through 5237 of the California Nonprofit Public Benefit Corporation Law (relating to the standards of conduct of directors); or (iv) is absent from three (3) entire Board meetings, within one (1) fiscal year, without notification to, and without being granted an excuse by, the chair of the Board of Directors or the chief executive officer.

B. WITHOUT CAUSE. A director may be removed without cause if the removal is approved by the affirmative vote of a majority of the Representatives voting at a duly held meeting of the Representative Assembly at which a quorum is present.

6. MEETINGS.

A. REGULAR MEETINGS. The Board of Directors shall hold not less than four (4) regular meetings a year at such times and places as the Board may direct. Notice of time, place and main purpose of the meetings shall be given to each director in the manner provided in Section 9 of this Article not less than ten (10) days before each meeting.

B. SPECIAL MEETINGS. Special meetings may be called by the chair, two vice chairs, or upon the written request of twenty percent (20%) of the directors then in office.

1) Notice of time, place, and purpose of the meeting shall be given to each Board member in the manner provided in Section 9 of this Article not less than two (2) days before the date of the meeting, provided that notice shall be given not less than four (4) days before the date of the meeting if the notice is being given by first-class mail.

2) The purpose of such meetings shall be stated in the notice and no other business shall be transacted except that for which the meeting has been called.

7. QUORUM. A majority of members of the Board must be present in person or linked by telecommunication by means such that all directors participating in the meeting are able to hear one another to constitute a quorum for business.

8. RESTRICTION ON INTERESTED DIRECTORS; CONFLICT OF INTEREST POLICY.

A. No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person currently compensated by the council for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this Section shall not affect the validity or enforceability of transactions entered into by the council.

B. Directors who have a conflict of interest shall abide by all provisions of the Board policy on conflict of interest.

9. MANNER OF GIVING NOTICE. Whenever notice of a Board meeting is required to be given under these bylaws, notice of the time and place of the meeting shall be given to each director by: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the

director; (4) facsimile when directed to the facsimile number for that recipient on record with the council; (5) electronic mail when directed to the electronic mail address for that recipient on record with the council; (6) posting on an electronic message board or network which the council has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof; or (7) other electronic means. Notice given by facsimile, electronic mail, electronic message board or other electronic means may be given only to recipients who have provided an unrevoked consent to the use of those means of transmission notices, and may only be used if such means create a record that can be retained, retrieved and reviewed, and later be transferred into a tangible and legible form.

ARTICLE IV - BOARD COMMITTEES

1. **ESTABLISHMENT; LIMITATION ON POWERS.** The Board of Directors may establish standing committees, special committees and task groups as may be necessary and shall establish the functions of the committees and task groups, which shall operate under the supervision of the Board.
 - A. **COMMITTEES OF DIRECTORS.** Any committee exercising the authority of the Board (a "Committee of Directors") shall not include as members persons who are not directors. The Board may create a Committee of Directors by resolution adopted by the majority of the number of directors then in office, provided that a quorum is present. Any Committee of Directors so created shall consist of two or more directors and shall serve at the pleasure of the Board. Appointments to a Committee of Directors shall be by a majority vote of the directors then in office.
 - B. **ADVISORY COMMITTEES.** The Board may create other committees that do not exercise the authority of the Board (each an "Advisory Committee"). An Advisory Committee may include persons who are not directors.
 - C. **LIMITATION ON POWERS.** No committee, whether a Committee of Directors or an Advisory Committee, regardless of Board resolution, may:
 - 1) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members of the council;
 - 2) Fill vacancies on the Board of Directors or on any Committee of Directors;
 - 3) Fix compensation of the directors for serving on the Board or on any committee;
 - 4) Amend or repeal these bylaws or adopt new bylaws;
 - 5) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
 - 6) Create any Committee of Directors or appoint the members of any Committee of Directors.

- 7) Expend funds of the council to support a nominee for director after there are more people nominated for director than can be elected.
 - 8) Approve any self-dealing transaction unless authorized by Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.
2. EXECUTIVE COMMITTEE. The officers of the council will constitute the Executive Committee, which shall have and may exercise the powers of the Board of Directors as and when necessary between Board meetings, except that the Board of Directors shall not delegate to the Executive Committee the power to determine what reports and proposals are to be submitted to the Representative Assembly; the power to approve the budget, or any other power that may not be delegated to a committee pursuant to Section 1 of this Article. All officers of the council must be present in person or linked by telecommunication by means such that all members participating in the meeting are able to hear one another to constitute a quorum for transaction of business.
3. BOARD DEVELOPMENT COMMITTEE.
- A. COMPOSITION. The Board Development Committee shall be an Advisory Committee and shall consist of at least five (5) persons to be appointed by and serve at the pleasure of the Board. At least two members of the Board Development Committee shall be directors. The chairperson of the Board Development Committee shall be appointed by the chair of the Board for a term of one year and may serve up to three (3) consecutive terms as chairperson. If not already a director of the council, the chairperson of the Board Development Committee may, upon the invitation and at the discretion of the Board, attend meetings of the Board to make presentations on Board Development issues. At least a majority of the members of the Committee shall be non-Board members.
 - B. RESPONSIBILITIES. The Board Development Committee shall present to the Representative Assembly at the annual meeting as appropriate a single slate of:
 - 1) nominees for officers of the council, and
 - 2) nominees for Directors-At-Large.

At a meeting of the Representative Assembly held in the year of the regular meeting of the National Council of Girl Scouts of the United States of America, the Committee shall present to the Representative Assembly a single slate for nominees for National Council Delegates and a single slate of nominees to fill vacancies among elected National Council Delegates, should vacancies occur.

Representatives may submit names of potential candidates for officer, Director-At-Large, and National Council Delegate positions to the Board Development Committee in accordance with nomination policies and procedures adopted by the Board Development Committee.

C. QUORUM. A majority of the members of the Board Development Committee must be present in person or linked by telecommunication by means such that all members participating in the meeting are able to hear one another to constitute a quorum for the transaction of business.

4. BOARD REPRESENTATIVE COMMITTEE

A. COMPOSITION. The Board Representative Committee shall be an Advisory Committee and shall consist of at least five (5) persons to be appointed by and serve at the pleasure of the Board. At least two members of the Board Representative Committee shall be directors.

B. RESPONSIBILITIES. The Board Representative Committee shall be responsible for managing the functions of the Representative Assembly; fostering two-way communication between the Board of Directors and the Representatives; appointing Girls-At-Large to the Representative Assembly, and convening the Representative Assembly Steering Committee as needed.

ARTICLE V – SERVICE UNITS

1. SERVICE UNITS

The Board of Directors shall establish geographic subdivisions within the council jurisdiction. These shall be known as Service Units. Every adult member of the Girl Scout movement, registered through the council and residing or working in the geographic subdivision shall be a member of the Service Unit.

2. RESPONSIBILITIES OF THE SERVICE UNIT

It shall be the primary responsibility of each Service Unit to organize and maintain troops/groups. This responsibility shall be under the administration of the chief executive officer. In addition, each Service Unit shall:

- A. Appoint Service Unit Representatives and Alternates, present the views of the Service Unit to the Service Unit Representatives, and receive reports of Service Unit Representatives.
- B. Advise on proposed plans, policies, and other matters referred to the Service Unit Representatives by the Board of Directors.
- C. Submit proposals to their Service Unit Representatives for improving the quality of Girl Scouting.
- D. Perform such other duties as may be delegated by the Board of Directors.

The actions of the Service Unit in carrying out A through D of the above shall be under the direction and subject to the authority of the Board of Directors. The Service Unit shall be subject to the provisions of these bylaws.

ARTICLE VI - TERMS OF OFFICE AND TERM LIMITS

1. **TERMS OF OFFICE GOVERNED BY BYLAWS.** All terms of office shall be in accordance with the terms specified in these bylaws.
2. **PARTIAL TERMS.** The term of office of any person elected or appointed to fill a vacancy shall be the remainder of the term of the person originally elected to the office. Any person who serves more than one-half (1/2) of any term in any elected or appointed position shall be considered to have served the full term for the purposes of determining eligibility to serve additional terms in that office or any other office.
3. **TERM LIMITS.** For purposes of determining term limits under these bylaws, terms served as an officer of the council shall not count towards terms served as a Director-At-Large and vice versa. For clarification of the foregoing, a person may be elected as an officer of the council immediately after that person has “termed out” (i.e., served two (2) consecutive terms) as a Director-At-Large, and a person may be elected as a Director-At-Large immediately after that person has “termed out” as an officer of the council.

ARTICLE VII - NATIONAL COUNCIL DELEGATES

1. **QUALIFICATIONS; ELECTION.** Delegates to the National Council of the Girl Scouts of the United States of America (“National Council Delegates”) shall be elected by members of the Representative Assembly at the Annual Meeting held in the year of the regular meeting of the National Council. Both the National Council Delegates and candidates for vacancies (the “Pool of Alternates”) shall be elected from among active members of the Girl Scout movement who are:
 - A. Citizens of the United States of America.
 - B. At least fourteen (14) years of age.
 - C. Registered through this council with the Girl Scouts of the United States of America.
2. **TERM OF OFFICE; VACANCIES.** The term of office of National Council Delegates shall be three (3) years from the date of their election. Each National Council Delegate, including a National Council Delegate elected to fill a vacancy, shall hold office until the expiration of the term for which elected, or until her successor has been elected. In the event of a vacancy in a National Council Delegate position, the chair of the Board shall select a person from the Pool of Alternates to fill the vacancy. In the event that no persons remain in the Pool of Alternates, the Board of Directors shall have the power to appoint persons to the Pool of Alternates until the next meeting of the Representative Assembly.
3. **RESPONSIBILITIES.** National Council Delegates shall present National Council issues to the Representative Assembly.

ARTICLE VIII - FISCAL RESPONSIBILITIES

1. **FISCAL YEAR.** The fiscal year of the council shall be determined by the Board of Directors.
2. **CONTRIBUTIONS**
 - A. **ACCEPTANCE.** Any contributions, bequests and gifts for the purpose of the council shall be accepted or collected in accordance with guidelines established by the Board of Directors.
 - B. **RESTRICTIONS.** All restricted funds shall be segregated into accounts separate from the general operating account, and shall be used only for such restricted purpose.
 - C. **ENDOWMENT.** The council's endowment fund, from which all of the net income shall be distributed to the operating fund of the council, shall be held either in trust for the council or as a separate restricted fund of the council. In either case, the fund's principal shall be subject to all restrictions imposed on the funds from the time of its inception.
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.
4. **APPROVED SIGNATURES.** Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the council shall be provided by resolution of the Board of Directors.
5. **BUDGET.** The annual budget of estimated income and expenses shall be approved by the Board of Directors.
6. **AUDITS.** A Certified Public Accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the council. A report of this examination shall be submitted to the Board and to Girl Scouts of the United States of America.
7. **PROPERTY.** Title of all property and assets, with the exception of minor troop equipment, shall be held in the name of the council.
8. **FINANCIAL REPORTS.** A summary report of the financial operation of the council shall be made at least annually to the membership and to the public and in such form as the Board of Directors shall prescribe.

9. INVESTMENTS. The council 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, following guidelines established by resolution of the Board. Such guidelines shall include, but not be limited to, considerations of safety of investments, rate of return, investment costs, and liquidity of assets. All investment activities shall be reported to the Board of Directors for ratification on a quarterly basis.

10. INDEMNIFICATION.

A. RIGHT OF INDEMNITY. To the fullest extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and as provided in these bylaws, the council shall indemnify its directors and officers, and may indemnify employees and other persons described in Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, by reason of the fact that the person is or was a person described in Section 5238(a). As used in this Section 10, “expenses,” shall have the same meaning as in Section 5238(a) and shall include reasonable attorney’s fees; and “proceeding” shall have the same meaning as in Section 5238(a) (including an action by or in the right of the council, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, and an action brought by the Attorney General or its relator for breach of duty relating to assets held in charitable trust).

B. APPROVAL OF INDEMNITY.

- 1) To the extent that a director, officer, employee, or other person described in Section 5238(a) has been successful on the merits in the defense of any proceeding referred to in Section 5238(b) or 5238(c), the Board shall promptly authorize indemnification in accordance with Section 5238(d).
- 2) Otherwise, on written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c), the Board shall promptly decide under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification, in the case of directors and officers, or may authorize indemnification, in the case of other persons described in Section 5238(a).
- 3) If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Representative Assembly. At that meeting, the Representative Assembly Members (without the participation of persons who are parties to the proceeding at issue) shall determine under Section 5238(e) whether the applicable standard of conduct has been met

and, if so, the Representatives present at the meeting shall authorize indemnification.

C. **ADVANCING EXPENSES.** The Board may authorize the advance of expenses incurred by or on behalf of a person seeking indemnification under these bylaws in defending any proceeding, prior to final disposition of that proceeding, if the Board receives a written undertaking by or on behalf of the person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified for those expenses.

11. **DISSOLUTION.** In the event of the dissolution or final liquidation of the council, after all liabilities and obligations of the council have been paid, satisfied and discharged, or adequate provision made therefore, all remaining property and assets of the council shall be placed in trust with Girl Scouts of the United States of America for the benefit of Girl Scouting, pending future determination by the Girl Scouts of the United States of America as to what disposition of such assets will best serve the interest of Girl Scouting in the territory over which the council had jurisdiction.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rule of Order Newly Revised, shall govern this organization and its various components, in all cases to which they are applicable and not inconsistent with applicable law, these bylaws, or any special rules of order that the organization may adopt.

ARTICLE X – AMENDMENTS

1. **AMENDMENT BY REPRESENTATIVE ASSEMBLY.** These bylaws may be amended by the affirmative vote of a majority of the Representatives voting at a duly held meeting of the Representative Assembly, provided a quorum is present, and provided further that the proposed amendments shall have been included in the notice of the meeting, which must be given to the Representative Assembly Members not fewer than (30) days prior to the date of the meeting.
2. **AMENDMENT BY BOARD.**
 - A. Subject to the limitations set forth in paragraph B below, the Board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the voting rights of the Representative Assembly Members.
 - B. Without the approval of the Representative Assembly, the Board may not adopt, amend, or repeal any bylaw that would
 - 1) Fix or change the authorized number of directors;
 - 2) Fix or change the minimum or maximum number of directors;

- 3) Change from a fixed number of directors to a variable number of directors or vice versa;
- 4) Increase or extend the terms of directors;
- 5) Allow any director to hold office by designation or selection rather than by election by the Representative Assembly;
- 6) Increase the quorum for meetings of the Representative Assembly;
- 7) Repeal, restrict, create, expand, or otherwise change proxy rights; or
- 8) Authorize cumulative voting.

ARTICLE XI – PRINCIPAL OFFICE

The principal office of the transaction of the business of the council shall be determined by the Board of Directors.