



GIRL SCOUTS OF GENESEE VALLEY, INC.



BYLAWS

ARTICLE I - THE COUNCIL

Section 1 CORPORATION

The corporation shall be known as Girl Scouts of Genesee Valley, Inc. and referred to herein as "the Council".

Section 2 MEMBERSHIP

All members shall hold membership in the Council only for the term to which they have been elected and shall be members of the Girl Scout movement fourteen (14) years of age or over. The membership of the Council shall consist of:

- (a) council delegates elected as defined in Article IX of these Bylaws.
- (b) the members of the board of directors and the members of the council nominating committee.

Section 3 RESPONSIBILITIES

The members of the Council shall:

- (a) elect the officers of the Council, the members-at-large of the board of directors, the members of the council nominating committee, and the delegates and persons to fill vacancies among delegates, should vacancies occur, to the National Council of Girl Scouts of the United States of America.
- (b) determine general lines of direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the board of directors.
- (c) amend the articles of incorporation and bylaws.
- (d) take all other action requiring membership vote.
- (e) initiate suggestions and proposals to be presented to the board of directors.
- (f) conduct such other business as may from time to time come before the members.

Section 4 REGULAR MEETINGS

Assembly meetings and the annual meeting of the Council in November shall be held at such time and place as may be determined by the board of directors. Notice of the time and place of the meeting together with the slate of nominees for all officers or positions to be filled according to these bylaws shall be mailed to each member of the Council not more than forty-five (45) days and not less than thirty (30) days before the meeting.

Section 5 SPECIAL MEETINGS

Special meetings of the Council shall be called by the president within fourteen (14) days upon written request of two-thirds (2/3) of the members of the board of directors or of twenty-five percent (25%) of the members of the Council, provided that at least a majority of the geographic areas are represented. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of time, place, and purpose of the meeting shall be communicated to the Council member at the address as it appears upon the books of the Council. Notice must be given not less than ten (10) days before the meeting.

Section 6 QUORUM

(a) The total number of members, including council delegates, members of the board of directors, and members of the nominating committee, shall not be less than one hundred ten (110).

(b) Twenty-five (25%) percent of the members of the Council representing at least forty (40%) percent of the geographic areas of the Council shall constitute a quorum for the transaction of business.

Section 7 NOMINATIONS

Nominations may be made from the floor at the Council meeting in accordance with these bylaws, having first secured the written assent of the nominee, which shall be presented to the chair of the nominating committee or a designee.

Section 8 VOTING PROCEDURES

Each member of the Council present in person shall be entitled to one (1) vote. Election shall be by written 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 members present and voting, unless otherwise provided by law or these bylaws.

ARTICLE II - COUNCIL NOMINATING COMMITTEE

Section 1 COMPOSITION

There shall be a council nominating committee of nine (9) members of whom only one-third (1/3) shall be elected from among the members of the board.

Section 2 METHOD OF ELECTION, TERMS, AND VACANCIES

Members of the council nominating committee shall be elected by the members of the Council for a term of three (3) years or until their successors are elected and shall not be eligible again for council nominating committee membership until after a lapse of three (3) years. Election shall be by a plurality vote. Terms of office shall begin at the close of the annual meeting at which the elections are held, and the term of office of three (3) members shall expire at each annual meeting of the Council. The board of directors shall have the power to fill vacancies on the council nominating committee until the next annual meeting of the Council.

Section 3 SELECTION AND TERM OF CHAIR

The chair of the council nominating committee shall be appointed by the president from among the members of the council nominating committee for a term of one (1) year. The chair of the council nominating committee may serve two (2) consecutive terms only. The chair, if not already elected to the board of directors, shall be *ex officio* a member of the board. A vacancy in the office of the chair shall be filled by the president for the remainder of the unexpired term.

Section 4 QUORUM

A majority of the members of the council nominating committee shall constitute a quorum for the transaction of business, provided that the number of non-board members of the committee equals or exceeds the number of board members present.

Section 5 RESPONSIBILITIES

(a) The council nominating committee shall present to the membership at the annual meeting a single slate of nominees for officers of the Council, nominees for members-at-large of the board of directors, nominees for members of the council nominating committee, and nominees for members of the national council delegation.

(b) The council nominating committee shall present to the membership a single slate of nominees for members of the delegation to the National Council of Girl Scouts of the United States of America and a single slate of nominees for alternates (including a board member, a Senior Girl Scout, and two (2) members-at-large) to fill vacancies among elected members of the delegation should vacancies occur. (See Article XI)

Section 6 REMOVAL

A member of the council nominating committee may be removed without cause by a two-thirds (2/3) vote of all the members of the council nominating committee present and voting. Three (3) unexcused absences by a member from meetings of the council nominating committee during a fiscal year shall forfeit the seat on the committee.

ARTICLE III - PARTIAL TERMS

A person who has served more than half a term in an office, as that term is set forth in these bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position

ARTICLE IV - OFFICERS

Section 1 TITLES

The officers of the Council shall be a president, a first vice president, a second vice president, a third vice president, a secretary, and a treasurer.

Section 2 ELECTION, TERM, AND VACANCIES

(a) The officers shall be elected by the members of the Council for a term of three (3) years, serve until their successors are elected, and serve for no more than two (2) consecutive terms in any one or a combination of these offices except for the office of president. In 2008 and every subsequent third year the president and third vice president shall be elected; in 2006 and every subsequent third year the second vice president and treasurer shall be elected; and, in 2007 and every subsequent third year the first vice president and secretary shall be elected. The slate shall be sent to the delegates at least thirty (30) days before the annual meeting.

(b) Regardless of the number of consecutive terms any person shall have served in any one (1) or more of these offices, other than that of president, such person shall be eligible to serve two (2) consecutive terms as president.

(c) Terms of office shall begin at the close of the annual meeting.

(d) If a vacancy occurs in an office other than president, the office shall be filled until the next annual meeting by the board of directors at any regular meeting of the board, all the directors having been notified of the election before the meeting. If a vacancy occurs in the office of president, the vice presidents shall succeed in order of their rank and shall serve until the next annual meeting at which time a candidate shall be elected for the remainder of the term.

(e) If a vacancy is created by the election of a candidate from the floor, the delegates shall nominate and elect a candidate to fill the vacancy, having first received the written assent of the nominee, which shall be presented to the chair of the nominating committee or a designee.

Section 3. DUTIES

The duties of the officers shall be as follows:

(a) the president shall preside at meetings of the Council, the board of directors, and the executive committee. The president shall be responsible for assuring the integrity of the board process, including effectiveness of meetings and the board's adherence to its own rules. The president shall be *ex officio* a member of all committees established by the board of directors and shall perform such other duties as are assigned by the board of directors or prescribed elsewhere in these bylaws.

(b) in the temporary absence or disability of the president, the vice presidents in order of their rank shall preside at meetings of the Council, the board of directors, and the executive committee and carry on the responsibilities of the president. They shall perform such other duties as may be assigned by the board of directors.

(c) the secretary shall be responsible that notices of meetings are sent to members of the board and shall see that approved minutes of such meetings are filed after being signed by the president and secretary and embossed with the official corporate seal. The secretary shall perform such other duties usually incident to the office of secretary and perform such other duties as may be assigned by the board of directors.

(d) the treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Council and monitoring compliance with the financial limitations established by the board of directors. The treasurer shall contract with an auditing firm and shall supervise the annual audit. The treasurer shall perform such other duties as may be assigned by the board of directors. The treasurer shall be *ex officio* a member of the finance committee.

ARTICLE V - BOARD OF DIRECTORS

Section 1 POWERS, RESPONSIBILITIES, AND ACCOUNTABILITIES

The corporate business and affairs of the Council shall be managed under the direction of the board of directors except as may be otherwise provided in these bylaws or the articles of incorporation. The board of directors is accountable to: the elected membership for managing the affairs of the Council; the board of directors of GSUSA for compliance with the charter requirements; the state in which it is incorporated for adhering to state corporate law; and, the federal government in matters relating to legislation affecting non-profit and non-stock organizations. The board of directors shall engage counsel to advise the Council on legal matters. A finance committee shall be established to oversee the financial affairs of the Council and report to the board of directors.

Section 2 COMPOSITION

The board of directors shall consist of twenty-one (21) directors including the six (6) elected officers. The remaining fifteen (15) directors shall be referred to as members-at-large. Thirteen (13) of the members-

at-large shall be adult members. Two (2) of the members-at-large shall be Senior Girl Scouts who are sixteen (16) years of age or older on or before the date of the annual meeting. The chair of the council nominating committee, if not elected to the board of directors, shall be *ex officio* a member of the board of directors. The immediate past president of the Council shall serve on the board of directors as a member for one (1) term of three (3) years immediately following the expiration of the term of office as president. The chief executive officer shall be a member *ex officio* without vote.

Section 3 ELECTION AND TERM

(a) The adult members-at-large of the board of directors shall be elected by the members of the Council for a term of three (3) years, serve until their successors are elected, and serve for no more than two (2) consecutive terms. The term of office of one-third (1/3) of the adult members-at-large (except Senior Girl Scouts) shall expire at each annual meeting of the Council. Regardless of the number of consecutive terms any person shall have served as adult member-at-large such person shall be eligible to be a member of the board when serving as an officer or as chair of the council nominating committee. Each year a Senior Girl Scout shall be elected by the members of the Council for a term of two (2) years and shall serve no more than one (1) term after which she may be eligible to serve as an adult member-at-large. Having served two (2) terms, persons may be returned to the board of directors after a break in service of at least three (3) years.

(b) Election shall be by a plurality vote.

(c) Nominations may be made from the floor at the annual meeting in accordance with these bylaws, having first received the written assent of the nominee, which shall be presented to the chair of the nominating committee or a designee.

(d) Terms of office shall begin at the close of the annual meeting.

Section 4 VACANCIES

Vacancies in the board of directors shall be filled until the next annual meeting by the board of directors at any regular meeting of the board of directors, all the directors having been notified of the election before the meeting. A director so elected shall serve until the next annual meeting at which time a candidate shall be elected for the remainder of the term.

Section 5 REGULAR MEETINGS

(a) Regular meetings of the board of directors shall be held at such time and place as may be determined by the board of directors, except that the board of directors shall meet no less than four (4) times each year. Notice of time and place shall be communicated to each director not less than ten (10) days before the meeting.

(b) A director, who for an accepted cause must be absent from a meeting of the board of directors and whose participation in the discussion of items included in the printed agenda is of paramount importance, may participate electronically at the discretion of the executive committee and have full privileges including the ability to hear and partake in all of the discussion.

Section 6 SPECIAL MEETINGS

Special meetings may be called by the president. Special meetings also shall be called by the president upon written request of twenty-five percent (25%) of the directors. Notice of time, place, and purpose of the meeting shall be mailed to each director not less than four (4) days before the meeting. No business shall be transacted except that for which the meeting has been called.

Section 7 QUORUM

Forty per cent (40%) of the members of the board shall constitute a quorum for the transaction of business.

Section 8 REMOVAL

A member of the board of directors may be removed without cause by a two-thirds (2/3) vote of all the members of the Council present and voting or by a two-thirds (2/3) vote of the members of the board of directors present and voting. Three (3) unexcused absences by a member from meetings of the board of directors during a board year shall forfeit the seat on the board.

ARTICLE VI - BOARD COMMITTEES

Section 1 ESTABLISHMENT

The board of directors may establish such standing or special committees, as it deems necessary.

Section 2 APPOINTMENT

The president shall appoint the chairs and the members of committees for one (1) board year with the approval of the board of directors.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1 COMPOSITION

The executive committee shall include the officers of the Council, two (2) members-at-large appointed by the president from among the members of the board of directors for a one (1) year term and the chief executive officer who shall serve without vote. The president shall be the chair of the executive committee.

Section 2 RESPONSIBILITIES

The executive committee shall have and may exercise the powers of the board of directors in the interim between meetings of the board of directors, except that the executive committee shall not have power to adopt the budget, to 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. The executive committee may not usurp responsibilities granted by the bylaws to the board of directors. The executive committee shall submit reports of actions taken to the board of directors.

Section 3 MEETINGS

Meetings of the executive committee shall be called by the president. Notice of time, place and purpose of the meeting shall be given each member of the executive committee not less than seven (7) days before the meeting.

Section 4 QUORUM

Two-thirds (2/3) of the members of the executive committee must be present in person to constitute a quorum for the transaction of business.

ARTICLE VIII - CHIEF EXECUTIVE OFFICER

The chief executive officer shall be appointed by the board of directors to serve at its pleasure. The chief

executive officer shall be accountable to the board of directors for management of the operations of the Council and achievement of the goals established by the board of directors within the limitations established by the board of directors.

ARTICLE IX - ELECTION OF COUNCIL DELEGATES

Section 1 GEOGRAPHIC AREAS (SERVICE UNITS)

The board of directors shall establish geographic areas within the Council's jurisdiction.

Section 2 MEMBERSHIP

Each member of the Girl Scout movement who is fourteen (14) years of age or over and is affiliated with the Council shall be entitled to vote for delegates in the area in which the member is registered. All members not registered within a geographic area shall be entitled to vote for council delegates in the geographic area in which the member resides.

Section 3 ELECTION

Each member shall be entitled to elect council delegates and persons to fill vacancies for the unexpired term should vacancies occur. The number of delegates to which each geographic area is entitled shall be based on the girl membership as of the close of business September 30 each year according to a formula established and administered at that time by the board of directors. Every geographic area, however, shall be entitled to elect at least two (2) delegates. Delegates shall be elected for a term of two (2) years beginning on October 1 and ending September 30 two (2) years later and serve until their successors are elected. Election shall be by a plurality vote. Council delegates must be elected by September 1, and their names and addresses submitted to the Council by September 15. If vacancies occur, each member shall be entitled to elect delegates for the unexpired term. If a council delegate is unable to serve temporarily, a person elected to fill vacancies may serve until such time as the council delegate can resume the responsibilities.

Section 4 RESPONSIBILITIES

Council delegates shall attend all assemblies and the annual meeting of the Council.

ARTICLE X - MEETINGS OF THE GEOGRAPHIC AREAS

Section 1 REGULAR MEETINGS

Assembly meetings of the geographic areas shall be held at least two (2) times each year within a time cycle determined by the board of directors. Notice of the time and place shall be announced in each geographic area or communicated to each council delegate in the geographic areas not less than six (6) weeks before the meeting.

Section 2 SPECIAL MEETINGS

Special meetings shall be called at the request of the board of directors or upon written request of ten percent (10%) of the members of five geographic areas. Notice of time, place, and purpose of the meeting shall be announced in each geographic area or otherwise made known to each member of the geographic area not less than ten (10) days before the meeting. Only agenda items previously identified may be discussed at a special meeting.

ARTICLE XI - NATIONAL COUNCIL DELEGATION

Section 1 ELIGIBILITY

Delegates to the National Council of Girl Scouts of the United States of America shall be citizens of the United States of America and elected from the active members of the Girl Scout movement in the United States of America who are fourteen (14) years of age or over and who are registered through the Council with Girl Scouts of the United States of America.

Section 2 ELECTION AND TERM

The number of members in the national delegation is determined by the Girl Scouts of the United States of America. The member of the national council delegation shall be elected at the annual meeting two (2) years before the national council meeting for terms of three (3) years. Election shall be by a plurality vote. Delegates shall serve for a term of three (3) years from the date of their election and serve until their successors are elected. If a delegate is unable to serve temporarily, a person elected to fill vacancies may serve until such time as the delegate can resume the responsibilities.

Section 3 VACANCIES

The president shall recommend to the board of directors for its approval an alternate to fill a vacancy from among the elected alternates, alternates having been elected at the same time and in the same manner as delegates. If there are no elected alternates, the board of directors or the president shall fill the vacancy until the next meeting of the Council at which a delegate(s) shall be elected for the remainder of the term.

Section 4 REMOVAL

Three (3) unexcused absences from meetings of the delegates during the term for which the delegate was elected shall cause the delegate to forfeit the position.

ARTICLE XII - ANNUAL REPORT

An annual report, which shall include reports from the president and the chief executive officer, financial and membership data, and program information, shall be published for distribution to the community.

ARTICLE XIII - FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1 FISCAL YEAR

The fiscal year of the Council shall be established by the board of directors.

Section 2 CONTRIBUTIONS

Any contributions, bequests, and gifts made to the Council shall be accepted or rejected consistent with policies established by the board of directors. Contributions shall be accepted in accordance with guidelines established by the board of directors.

Section 3 BONDING

All persons having major responsibility for the handling of monies and securities of the Council shall be bonded as provided by resolution of the board of directors.

Section 4 FINANCIAL POLICIES

The board of directors shall establish financial policies and parameters, which shall be applied (a) by the chief executive officer in budgeting for and administering council operations and (b) by the board of directors in monitoring the budgeted and actual income and expenditures of the Council.

Section 5 AUDITS

A certified public accountant shall be retained by the board of directors to make an annual audit of the financial accounts of the corporation which is overseen by the treasurer. A report of all audits shall be submitted to the board of directors and to Girl Scouts of the United States of America.

Section 6 INVESTMENTS

Investments shall be made according to policies established by the board of directors.

Section 7 INDEMNIFICATION

Indemnification shall be provided by resolution of the board of directors in accordance with the state code.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority governing the meetings of the Council, the council nominating committee, the board of directors, and all committees, subject to the laws of the state, the articles of incorporation, these bylaws, and any special rules of order adopted by the Council.

ARTICLE XV - REVISION OF AND AMENDMENT(S) TO THE BYLAWS

Section 1 REVISION

A majority of the board of directors present and voting may establish a committee to review and revise the entire bylaws for adoption at the next annual meeting. Revised bylaws may be presented for information only to the board of directors at a meeting prior to the annual meeting. Revised bylaws may be adopted by a two-thirds (2/3) vote of the delegates of the Council present and voting, provided that the revision was distributed to the delegates at least thirty (30) days before the annual meeting.

Section 2 AMENDMENT(S)

Amendments may be presented for information only to the board of directors at a meeting prior to the annual meeting. Amendment(s) to the bylaws may be adopted at the next annual meeting by a two-thirds (2/3) vote of the delegates of the Council present and voting, provided that the amendment(s) was distributed to the delegates at least thirty (30) days before the annual meeting.

Adopted May 13, 2002

Amended May 17, 2004

Amended November 14, 2005

Note: Italicized section for National Delegate terms removed as instructed in the Bylaws, April 2007.