



**Amended and Restated  
BYLAWS OF GIRL SCOUTS OF SOUTHERN ALABAMA, INC.  
(revised; approved June 2017)**

**PREAMBLE**

Girl Scouting builds girls of courage, confidence and character, who make the world a better place. All references in these Bylaws to “Members of the Movement” means adult and girl members who are presently registered as Members of the Girl Scout Movement through Girl Scouts of the USA (“GSUSA”).

**ARTICLE I – THE COUNCIL**

Section 1. **Corporation.** The corporation shall be known as Girl Scouts of Southern Alabama, Inc. and referred to herein as “the Council.”

**ARTICLE II – BOARD OF DIRECTORS**

Section 2.1. Corporate Structure. The Council shall be governed by a Board of Directors (the “Board”). The Board is self-perpetuating in the manner provided for in these Bylaws.

Section 2.2. Board of Directors. The Board of Directors shall consist of no fewer than 15 and no more than 20 directors (each a “Director”), including Board Officers (as defined below).

Section 2.3. Qualifications. All Directors shall be residents of the State of Alabama, at least 18 years of age and shall be registered Members of the Girl Scout Movement.

Section 2.4. General Powers and Responsibilities. The Board is vested with exclusive authority to manage the business affairs and all matters of the Council. Among other responsibilities, the Board shall:

- i. Governance Accountability: prepare for and attend all Board and assigned Committee meetings; and carry out the duties assigned to the Board pursuant to these Bylaws.
- ii. Executive Leadership: employ, supervise, evaluate and remove the Chief Executive Officer of the Council.
- iii. Policy Development and Oversight: establish, maintain and enforce written policies for the Council, consistent with best nonprofit practices.
- iv. Financial Oversight: preserve the financial integrity of the Council by reviewing financial records; allocate resources to support strategic priorities; approving the annual budget; develop internal controls over financial transactions and approve and support fund development plans.
- v. Strategic Leadership: provide strategic leadership and direction; with the assistance of the CEO, formulate major strategic thinking, long- and short-term goals, and vision statements for the council, as a whole.
- vi. Fundraise: raise funds to support the Council’s mission and charitable purposes.

Section 3. **Composition.** The Board of Directors shall consist of the officers of the Council (Chair of the Board of Directors, the 1<sup>st</sup> Vice Chair, the 2<sup>nd</sup> Vice Chair, the secretary, the treasurer) and, in addition, up to fifteen (15) directors. The chair of the Council Governance Committee, if not elected to the Board of Directors otherwise, shall be an ex-officio member of the Board of Directors, with a vote.

- Section 4. **Election and Term.** The members-at-large shall be elected for a term of three (3) years, or until their successors are elected, and shall serve for no more than three (3) full terms as members-at-large. Terms of office shall begin at the close of the annual meeting of the Board of Directors at which the elections are held. The members-at-large shall be divided into three (3) classes for purposes of staggered terms of office. The terms of office of approximately one-third (1/3) of the members-at-large shall expire at each annual meeting of the Board of Directors. Regardless of the number of consecutive terms any person shall have served as a member-at-large, such person shall be eligible to be a member of the Board of Directors when serving as an officer or as Chair of the Governance Committee (BDC).
- Section 5. **Vacancies.** Vacancies on the Board of Directors, except in the office of the Chair of the Board of Directors shall be filled until the next annual meeting of the Board of Directors by affirmative vote of the remaining directors then in office, even if less than a quorum is present at any meeting of the Board called for that purpose.
- Section 6. **Resignation.** Resignation from membership on the Board of Directors shall be submitted in writing to the Chair of the Board of Directors by any member unable to fulfill her/his obligations as a Board member.
- Section 7. **Attendance.** A member with more than 50% absences from the regular meetings in the council year (following the close of the annual meeting until the next annual meeting) shall forfeit the position, and such vacancy shall be filled as in the case of a vacancy by resignation.
- Section 8. **Removal.** A member of the Board of Directors may be removed, in accordance with the Articles of Incorporation.
- Section 9. **Annual Meeting.** Within the first quarter of the calendar year, the Annual Meeting of the Board shall be held for installation of Directors, election of Board Officers of the Council and any other business or transactions as shall come before the board
- Section 10. **Regular Meetings.** Regular meetings of the Board of Directors shall be held no fewer than four (4) times each year, one of which shall be the Annual Meeting Notice of the date, time, place and purpose of the meeting shall be regular or express mailed, faxed, e-mailed or hand delivered to each director not less than ten (10) days before the meeting.
- Section 11. **Special Meetings.** Special meetings may be called by the Chair of the Board of Directors. Special meetings also shall be called by the Chair of the Board of Directors upon written request of five (5) directors. The purpose of such meetings shall be stated with the request. No business shall be transacted except that for which the meeting has been called. Notice of date, time, place and purpose of the meeting shall be sent by regular or express mailed, faxed, e-mailed or hand delivered to each Board member not less than five (5) days before the meeting.
- Section 12. **Quorum.** A majority of the members of the Board of Directors shall be present to constitute a quorum for the transaction of business. Board members participating in the meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are able to hear one another at the same time shall be considered to be present at the meeting.

### **ARTICLE III – BOARD DEVELOPMENT COMMITTEE**

- Section 1. **Composition.** There shall be a Board Development Committee of the Council consisting of no fewer than five (5) and no more than seven (7) members, of whom at least three (3) shall be members of the Board of Directors and at least two (2) shall be non-Board members.
- Section 2. **Method of Election, Terms, and Vacancies.** Members of the Board Development Committee shall be elected for a term of three (3) years, or until their successors are elected. Members of the Board Development Committee are eligible to serve two consecutive terms and shall not be eligible again for Board Development Committee membership until after a lapse of one term. Terms of office shall begin at the close of the annual meeting at which the election is held. The Board of Directors shall have the power to fill vacancies on the Board Development Committee until the next annual meeting of the delegates of the Council.
- Section 3. **Selection and Term of the Chair.** The Chair of the Board Development Committee shall be appointed by the Chair of the Board of Directors from among the Board committee members for a term of two years and may only serve one term as Chair. A vacancy in the office of the Chair of the Board Development Committee shall be filled by the Chair of the Board of Directors for the remainder of the unexpired term.
- Section 4. **Quorum.** A majority of the members of the Council Governance Committee shall be present to constitute a quorum for the transaction of business. Committee members participating in the meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are able to hear one another at the same time shall be considered to be present at the meeting.
- Section 5. **Responsibilities.** The Board Development Committee shall:
- a. Endeavor to ensure that the Board as a whole and each Board member is equipped with the proper tools and motivation to carry out his or her responsibilities by
    - o Promoting and providing education about the organization, its mission, and governance to board members;
    - o Assessing the organization's governance needs;
    - o Identifying, nominating, and orienting new board members;
    - o Conducting a board self-assessment periodically;
    - o Developing job descriptions for board members, and;
  - b. Present to the Board of Directors a single slate of nominees who are representative of the geographic area of the Council, consisting of
    - o Nominees for officers of the Council
    - o Nominees for members-at-large of the Board of Directors
    - o Nominees for members of the Board Development Committee.
  - c. Nominate candidates to fill vacancies on the Board of Directors between annual meetings.

- d. Present delegates to the Girl Scouts of the USA National Convention prior to the regular meeting of the National Council of Girl Scouts of the United States of America ("National Council delegates"), and a single slate of nominees to fill vacancies among elected National Council delegates, should vacancies occur.

#### **ARTICLE IV – PARTIAL TERMS**

A person who has served more than half of a specific term in office, as that specific term is set forth in the 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 V – OFFICERS**

Section 1. **Number and Title.** The officers of the Council shall be the Chair of the Board of Directors, the 1<sup>st</sup> Vice Chair, the 2<sup>nd</sup> Vice Chair, the secretary, the treasurer, and the Chief Executive Officer. The Chair of the Board shall fill the position of chair of the Board.

Section 2. **Election, Term and Vacancies**

- a. The officers shall be elected by the members of the Council for terms of three (3) years, or until their successors are elected, and shall serve for no more than two (2) consecutive terms in any one of these offices, except that, regardless of the number of consecutive terms any person shall have served in any one or more of these offices other than that of Chair of the Board of Directors, such person shall be eligible to serve two (2) consecutive terms as Chair of the Board of Directors. Terms of office shall begin at the close of the annual meeting.
- b. A vacancy among the officers other than that of the Chair of the Board of Directors shall be filled by the Board of Directors until the next annual meeting of the Council. In case of a permanent vacancy in the office of the Chair of the Board of Directors, the Vice Chairs will succeed in order of their rank until the next annual meeting.
- c. The Chief Executive Officer shall be appointed by the Board of Directors to hold office at its pleasure.

Section 3. **Duties.** The duties of the officers shall be as follows:

- b. The Chair of the Board of Directors shall be the chief corporate officer of the Council and shall
  - o preside at meetings of the Board of Directors;
  - o be responsible for seeing that the lines of direction given by the members of the Council and the actions of the Board of Directors are carried into effect;
  - o report to the membership and to the Board of Directors on the conduct and management of the affairs of the Council;
  - o conduct the annual performance review of the CEO with at least one (1) other officer;

- be an ex-officio non-voting member of all committees established by the Board of Directors, except for the Board Development Committee
  - not be a member of the Board Development Committee;
  - perform such other duties as are assigned by the Board or prescribed elsewhere in the bylaws.
- c. The 1<sup>st</sup> and 2<sup>nd</sup> Vice Chairs
- In the temporary absence or disability of the Chair of the Board, the 1<sup>st</sup> and 2<sup>nd</sup> Vice Chairs, in order of their rank, shall preside at meetings of the Board.
  - The 1<sup>st</sup> Vice Chair gives direction to the Advancement Committee for the Council's fund development efforts.
  - The 2<sup>nd</sup> Vice Chair coordinates the work of the Board delegate structure.
  - They shall have such other powers and perform such other duties as may be assigned by the Chair of the Board of Directors.
- d. The secretary shall
- be responsible for seeing that notices are issued of all meetings of the Board of Directors;
  - see that minutes of such meetings are kept;
  - be responsible for the custody of corporate books, records, and files;
  - exercise such other powers and perform such other duties as may be assigned by the Chair of the Board of Directors.
- e. The treasurer shall
- be responsible for monitoring the control, receipt, and custody of all assets of the Council;
  - monitor disbursements as authorized by the Board of Directors, reporting receipt, use and disbursements of all assets of the Council;
  - exercise the powers and perform such other duties usually incident with the office of treasurer;
  - be a member of the Finance Committee, if such committee shall be established by the Board of Directors;
  - exercise such other powers and perform such other duties as may be assigned by the Chair of the Board of Directors.
- f. The Chief Executive Officer of the Council shall
- be responsible to the Board of Directors;
  - serve ex-officio as a member of the Board without a vote;
  - be responsible for administering the total operations of the Council;
  - have such other powers and perform such other duties as may be designated by the Board of Directors through the Chair of the Board of Directors;

- have the authority to employ and release all employed staff (other than the Chief Executive Officer) in accordance with policies adopted by the Board of Directors.

Section 4. **Removal.** An elected officer may be removed, with or without cause, by a two-thirds (2/3) vote of the delegates of the Council at an annual meeting or special called meeting.

**ARTICLE VII – BOARD COMMITTEES**

Section 1. **Establishment.** The Board of Directors may establish standing committees, special committees, and/or task groups as it deems necessary.

Section 2. **Appointment and Term of Chair.** The Chair of the Board of Directors shall appoint the Chairs of committees subject to the approval of the Board, for one (1) year terms beginning at the time of the approval of the appointment and ending at the close of the next annual meeting of the Council. The appointment of the Chair of each committee shall be made at the Board meeting immediately following the annual meeting, except that vacancies may be filled at any regular meeting of the Board of Directors.

Section 3. **Appointment and Term of Committee Members.** The Chair of the Board of Directors shall appoint members of the committees and task groups after consultation with the Chair of the respective committee, subject to the approval of the Board, for a term beginning at the time of the approval of the appointment and ending at the close of the next annual meeting. Members may be appointed at any regular meeting of the Board.

**ARTICLE VIII – NATIONAL COUNCIL DELEGATES**

Section 1. As soon as practical, subsequent to the announcement of the number of Alabama delegates, the Board Development Committee shall submit a slate of candidates to the Board for appointment as Delegates to the National Convention. The Board shall have the power to appoint delegates. Each delegate shall be at least 14 years of age, a resident of Alabama and a member of the Girl Scout Movement.

Section 2. Each delegate shall be at least 14 years of age, a resident of Alabama and a member of the Girl Scout movement. Each delegate shall serve a term of three years from the date of the Delegate’s election or until the Delegates’ successor is elected.

**ARTICLE X – 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, collected, or solicited 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 banks as shall be designated by the Board of Directors.
- Section 4. **Approved Signatures and Contracts.** Approval of signatures necessary on contracts, checks, orders for payment, receipt or deposit of money, and access to securities of the Council shall be provided by resolution of the Board of Directors.
- Section 5. **Bonding.** All persons having access to, or 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 6. **Budget.** The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of total budgetary appropriations without prior approval of the Board of Directors.
- Section 7. **Audits.** A certified public accountant or other independent 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 all examinations shall be submitted to the Board of Directors and to Girl Scouts of the United States of America.
- Section 8. **Financial Reports.** A summary report of the financial operations of the Council shall be made at least annually to the membership, and to the public, in such form as the Board of Directors shall provide.
- Section 9. **Legal Counsel.** Independent legal counsel shall be retained by the Board of Directors to
- a. render advice regarding compliance with federal and state requirements;
  - b. review and advise on legal instruments the Council executes, such as leases, contracts, property purchases, or sales;
  - c. review and advise on official statements developed for the media as requested;
  - d. render such additional legal representation, advice or services as may be necessary or appropriate.
- Section 10. **Investments.** The Treasurer of the Council's Board of Directors shall invest the funds of the Council in accordance with the direction of the Board of Directors, or any committee of the Board appointed for such purpose.
- Section 11. **Indemnification.** The Council shall indemnify and reimburse directors and officers of the Council against and for losses and expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the maximum extent permitted by law.
- Section 12. **Property.** Title to all property, with the exception of troop equipment, shall be held in the name of the Council.

#### **ARTICLE XI – AMENDMENTS**

The Board may amend the Council's Articles of Incorporation and these Bylaws to include or omit any provision that could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, either may be submitted and voted upon at a single meeting of the Board and be adopted at such meeting, a quorum being present, upon receiving the affirmative

vote of not less than two-thirds of all duly qualified Directors. Any proposed amendments shall be presented to the Directors not less than 30 days prior to the meeting at which action to amend the Articles of Incorporation or Bylaws is to be taken by the Board. The Board shall also post all proposed amendments to the Articles of Incorporation or Bylaws on its website and/or provide through any other means of communication, to the Board's Standing Committees at least seven (7) days prior to the meeting at which action to amend the Article of Incorporation or Bylaws is to be taken by the Board.