

# Bylaws

## *Of Girl Scouts of Nassau County, Inc.*

### Article I: The Council

#### 1. Corporation:

The corporation shall be known and referred to herein as the "Council."

#### 2. Membership:

The membership in this Council shall consist of the members of the Board of Directors, the Delegates or Alternates elected by and representing the adult registered members of the Girl Scouts of the United States of America within the geographic jurisdiction of this Council, members of the Council Nominating Committee and all past presidents of the Council for as long as each may wish to serve in this capacity. The members of the Council shall each have one vote, and no other persons shall have the right to vote. The members of the Council must be members of the Girl Scout movement.

#### 3. Delegates - Method of Election, Term, Vacancies:

(a) Associations shall elect one (1) Delegate, and in addition, elect Delegates based on its girl membership as of September 30th of the preceding year according to a formula established for that purpose by the Board of Directors. Associations shall also elect Alternate Delegates, the number to equal at least fifty percent (50%) of the number of Delegates elected. The term of office of one-half of the Delegates and Alternates shall expire on June 15th of each year or until their successors are elected.

(b) Delegates and Alternates shall be elected no later than May 15th for a term of two (2) years or until their successors are elected to begin June 15th of the same year, and shall not be eligible to serve more than three (3) consecutive terms in each position. Appointment of an Alternate to fill a Delegate vacancy or absence shall be made by the Delegate Chair. Having served three (3) consecutive terms as a Delegate, a delegate may not serve another term in the position of Delegate or Alternate until one year has elapsed.

#### 4. Responsibilities:

At Council meetings, members shall:

(a) Elect the officers of the Council, Members-at-Large of the Board of Directors, the members of the Council Nominating Committee, the Delegates to the National Council of Girl Scouts of the U.S.A., and persons to fill National Council Delegate vacancies.

(b) Determine the general lines of direction for Girl Scouting within the Council jurisdiction by receiving and acting upon reports of the Board of Directors and by giving guidance to the Board.

(c) Have the authority to amend the Articles of Incorporation and the Bylaws.

(d) Take all other action as may come before the meeting, provided that such action is not inconsistent with the law or with the Bylaws.

### The Council

### Corporation

### Membership

voting members

### Delegates- Method of Election, Term, Vacancies

term

### Responsibilities

**Meetings of the Council**  
notification

**5. Meetings of the Council:**

The Annual Meeting of the Council shall be held in May at such time and place as maybe determined by the Board of Directors. Written notice of the time, place and purpose of the meeting shall be mailed to each member of the Council and the elected Alternates not less than thirty (30) days before the meeting.

**Special Meetings**

**6. Special Meetings:**

(a) A special meeting of the Council shall be called by the President, within twenty-one (21) days, upon written request of a majority of the members of the Board of Directors, or upon written request of ten percent (10%) of the members of the Council, or twenty-five (25) members of the Council, whichever number is greater, provided, however, that at least one-third (a) of the Associations are represented. The purpose of such meetings shall be stated with the request, and shall be limited to the legitimate business of the members of the Council.

(b) No business shall be transacted except that for which the meeting has been called.

notification

(c) Written notice of the time, place and purpose of the meeting shall be mailed to each member of the Council and elected Alternates not less than ten (10) days before the meeting.

(d) The Council will convene Delegate Forums at least once a year or according to the needs of the Council.

**Quorum**

**7. Quorum:**

A majority of the members must be present, in person or by alternate, to constitute a quorum for the transaction of business, provided that the number of elected Delegates shall exceed the number of ex-officio members. If, at any meeting, a quorum is not present, the meeting shall be adjourned for a period of not more than forty-five (45) days. Notice of such adjourned meeting shall be mailed to the members of the Council and the elected alternates at least ten (10) days prior to the new date. Such meetings shall be subject to a quorum requirement of one-third (a) of the members, in person or by alternate.

**Voting Procedures**

**8. Voting Procedures:**

elections

(a) In elections, each member of the Council present shall be entitled to one (1) vote, except that in case of voting for offices to which several persons are to be elected, each member of the Council present shall have a number of votes (not more than one vote to be cast for any one candidate) equal to the number of persons to be elected, and the nominees with the largest number of votes shall be deemed elected. Election shall be by written ballot.

non-elections

(b) All matters other than elections shall be determined by a majority of the members of the Council present and voting, unless provided otherwise in the Bylaws.

**Proposals to the Council**  
Board

**9. Proposals to the Council:**

Proposals for consideration by the members of the Council may originate from:

(a) The Board of Directors.

individual/  
Association

(b) Any individual member of an Association, or any Association providing that the proposal submitted in writing is approved by the Board of Directors at any of its regular meetings.

(c) Any individual member of an Association, or any Association providing that the proposal submitted in writing is endorsed by at least one-fourth (3) of the Associations within the Council.

All proposals for consideration by the members of the Council, meeting all provisions required in these Bylaws, shall be included with the notice and placed on the agenda of the next following meeting of the Council.

## Article II: Council Nominating Committee

### 1. Composition:

There shall be a Council Nominating Committee consisting of nine (9) adult members representing the wide geographic jurisdiction of the Council, at least two (2) of whom shall be elected from among the Members-at-Large of the Board of Directors, and at least six (6) of whom shall be non-Board members at time of election.

### 2. Method of Election, Term, Vacancies:

(a) Members of the Council Nominating Committee shall be elected by the members of the Council for a term of two (2) years or until their successors are elected, and shall not be eligible again for Council nominating membership until after the lapse of two (2) years. Terms of office shall begin at the close of the Annual Meeting at which the elections are held.

(b) The term of office of five (5) members shall expire in odd-numbered years, and that of four (4) members in even-numbered years.

(c) The Board of Directors shall have the power to fill vacancies in the committee for the unexpired term from a slate presented by the Council Nominating Committee, provided that the ratio of Board members is not altered.

### 3. Election and Term of Chair:

The Chair of the committee shall be elected by the members of the Council Nominating Committee from among the members of the committee for a term of one (1) year and shall not be eligible to succeed her/himself as Chair. 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 Chair shall be filled by a vote of the members of the committee from among the members of the committee for the remainder of the unexpired term.

### 4. Quorum:

The majority of the total membership of the committee must be present in person to constitute a quorum for the transaction of business.

### 5. Voting Procedures:

A majority of the total membership shall be necessary for action to be taken by the committee. Only those members present may vote.

### 6. Responsibilities:

(a) The committee shall present to the members of the Council at the Annual Meeting, a single slate of nominations for the officers of the Council, Members-at-Large of

## Council Nominating Committee

### Composition

### Method of Election, Term, Vacancies

term

vacancies

### Election and Term of Chair

### Quorum

### Voting Procedures

### Responsibilities

single slate

the Board of Directors, and the succeeding Council Nominating Committee. At the Annual Meeting of the Council held in the year of the regular meeting of the National Council of Girl Scouts of the U.S.A., the committee shall present on the ballot a single slate of nominations for the Delegates and persons to fill Delegate vacancies to the National Council. The Nominating Committee shall present on the ballot, at the time of election, the persons to fill Delegate vacancies in the order in which they shall fill such vacancies.

names/  
qualifications

(b) The names and qualifications of those nominated by the committee shall be delivered to all members and elected Alternates of the Council with the notice of the meeting.

additional  
nominations

(c) Additional nominations for any office may be made by written petition provided a statement of qualifications, previous experience and written consent of nominees are included. The petition and statement must be filed with the Council Nominating Committee at least fifteen (15) days before the Annual Meeting. The names and qualifications of such nominees, verified by the Council Nominating Committee, shall be delivered to the members and elected Alternates of the Council five (5) days prior to the Annual Meeting. There shall be no nominations from the floor. The written ballot presented at the Annual Meeting must include all nominations as mailed to the members and elected Alternates of the Council.

**Removal**

**7. Removal:**

A member of the Council Nominating Committee may be removed by a vote of two-thirds (b) of the total membership of the Board of Directors, with or without cause.

**Partial Terms**

## **Article III: Partial Terms**

A person who has served more than half of a specific term, as that specific term is set forth in the Bylaws, shall be considered to have served the full term.

**Officers**

## **Article IV: Officers**

**Number and Title**

**1. Number and Title:**

The officers of the Council shall be the President, Executive Vice President, three (3) Vice Presidents, the Secretary, the Treasurer, and the Executive Director. The Executive Director shall serve without vote.

**Method of Election,  
Term, Vacancies**

**2. Method of Election, Term, Vacancies:**

term

(a) The officers, except the Executive Director, shall be elected for a term of two (2) years or until their successors are elected. Terms of office shall begin at the close of the Annual Meeting at which elections are held. The election of officers, except the Executive Director, shall take place in the odd-numbered years. An officer, except the Executive Director, shall be eligible to serve no more than three (3) consecutive terms.

(b) Having served three (3) consecutive terms, an officer may not serve as a Member-at-Large of the Board of Directors until one (1) year has elapsed.

(c) Regardless of the number of consecutive terms any person shall have served in any one or more of the officer positions other than that of President, such person shall be eligible to serve three (3) consecutive terms as President.

(d) The Executive Vice President shall succeed to the office of President immediately upon a vacancy occurring in the office of President. In the event the offices of President and Executive Vice President are both vacant, the vacancy in the office of President shall be filled by a Vice President. The Vice Presidents shall be listed in order of proposed succession on the ballot at the time of their election. Vacancy shall not only occur through death, resignation, and removal, but also permanent disability as determined by a two-thirds (b) vote of the total membership of the Board of Directors.

vacancies

(e) A vacancy among the officers (except President) by death, resignation, removal, or permanent disability as determined by a two-thirds (b) vote of the total membership of the Board of Directors, shall be filled by the Board of Directors until the next annual election.

(f) The Executive Director shall be appointed by the Board of Directors to hold office, and shall serve as an officer of the Board without vote.

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

**Duties**

(a) The President shall be the principal officer of the Council and shall preside at all meetings of the Council, the Board of Directors, and at such meetings as the President deems necessary. The President shall be responsible for seeing that the lines of direction given by the members of the Council and the action of the Board are carried into effect, and for reporting to the membership and to the Board on the affairs of the Council. The President shall be ex-officio, a member of all committees and task forces established by the Board, and shall perform such other duties as are prescribed elsewhere in the Bylaws or as are usual to this office.

President

(b) The Executive Vice President shall have such powers and perform such duties as may be assigned by the President.

Executive Vice President

(c) The Vice Presidents shall have such powers and perform such duties as may be assigned by the President.

Vice Presidents

(d) The Secretary shall be responsible for issuing notices of all meetings of the Council and Board of Directors, and shall see that the minutes of such meetings are kept. The Secretary shall be responsible for the corporate books, records and files, and shall perform such other duties as are usual to this office.

Secretary

Treasurer (e) The Treasurer shall be responsible for the receipt and custody of all monies of the Council and for the disbursement thereof as authorized by the Board of Directors, shall see that accurate accounts are kept of money received and paid out, shall be responsible for the execution of contracts or of other instruments authorized by the Board, and shall prepare and issue financial statements and reports. The Treasurer shall perform such other duties as are usual to this office.

Executive Director (f) The Executive Director shall be responsible for providing professional advice and assistance to the Council, Board of Directors, President, other officers and committees; shall administer the work of the staff; and shall have other powers and perform such other duties as may be assigned by the Board of Directors through the President.

**Removal**

**4. Removal:**

An elected officer of the Council may be removed by a vote of two-thirds (b) of the total membership of the Board of Directors, with or without cause.

**Board of Directors Article V: Board of Directors**

**Composition**

**1. Composition:**

The Board of Directors shall consist of:

- (a) Officers of the Council.
- (b) Nineteen (19) to twenty-seven (27) Members-at-Large.
- (c) The Chair of the Nominating Committee during term as Chair if she/he is not already an elected Member-at-Large of the Board.

**Method of Election, Term, Vacancies**

**2. Method of Election, Term, Vacancies:**

Members-at-Large term

(a) The Members-at-Large of the Board of Directors shall be elected by the members of the Council for a term of two (2) years or until their successors are elected and shall be eligible to serve no more than three (3) consecutive terms. Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The term of office of one-half (2) of the Members-at-Large shall expire at each Annual Meeting.

(b) 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 when serving as an officer.

vacancies

(c) The Board shall have the power to fill vacancies in its own membership for the unexpired term.

**3. 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:

- (a) The elected membership for managing the affairs of the Council, and none of its actions shall conflict with the actions taken by the Council.
- (b) The Board of Directors of Girl Scouts of the U.S.A. for compliance with the charter requirements.
- (c) New York State in which it is incorporated for adhering to state corporate law.
- (d) The federal government in matters relating to legislation affecting non-profit and non-stock organizations.

**Powers,  
Responsibilities  
and  
Accountabilities**

**4. Regular Meetings:**

The Board of Directors shall hold no less than five (5) regular meetings a year at such time and place as the Board shall direct. Written notice of the time, place and purpose of the meetings shall be mailed to each Board member not less than seven (7) days before the meeting.

**Regular  
Meetings**

**5. Special Meeting:**

Special meetings of the Board of Directors may be called by the President, and shall be called by the President within ten (10) days upon written request of one-third (a) of the Board members. No other business shall be transacted except that for which the meeting has been called. Written notice of the time, place and purpose of the meeting shall be mailed to each member of the Board not less than five (5) days before this meeting.

**Special  
Meetings**

**6. Quorum:**

A majority of the Board membership, exclusive of vacancies, shall constitute a quorum for the transaction of business.

**Quorum**

**7. Removal:**

A member of the Board of Directors may be removed by two-thirds (b) vote of the total membership of the Board of Directors, with or without cause.

**Removal**

**Article VI: Fiscal Responsibilities  
of the Board of Directors**

**Fiscal  
Responsibilities**

**1. Fiscal Year:**

The fiscal year of the Council shall be the calendar year from January 1 to December 31.

**Fiscal Year**

**2. Contributions:**

Any contributions, bequests and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board of Directors.

**Contributions**

**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.

**Depositories**

**Contracts and Debts**

**4. Contracts and Debts:**

Contracts may be entered into or debts incurred only as directed by the Board of Directors.

**Approved Signatures**

**5. 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. This resolution should include the President, Treasurer, Executive Director and their nominees, and shall be presented at the next Board meeting following the Annual Meeting of the Council, and at such other times as necessary.

**Bonding**

**6. 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.

**Budget**

**7. 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 the budgetary appropriations without prior approval of the Board of Directors.

**Audit**

**8. Audit:**

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 corporation. A report of all examinations shall be submitted to the Board of Directors and to Girl Scouts of the United States of America.

**Financial Reports**

**9. 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.

**Investments**

**10. Investments:**

The Council shall have the right to retain all, or any part, of any securities or property acquired by it, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, providing that no action shall be taken that would jeopardize the tax exempt status of the corporation under the Internal Revenue Code.

**Property**

**11. Property:**

Title to all property, with the exception of troop equipment, shall be held in the name of the Council.

## Article VII: Committees of the Board

### Board Committees

#### 1. Establishment:

The Board of Directors shall establish such standing committees and task forces as it deems necessary. The Board of Directors shall establish the function of those committees and task forces which shall operate under the general supervision of the Board.

#### Establishment

#### 2. Appointment and Term of Chair:

- (a) The Chair of all standing committees of the Board shall be appointed annually by the President from among the members of the Board and with the approval of the Board. Appointment to the position of committee chair shall be made at the Board meeting next following the Annual Meeting of the Council for a term of one (1) year, except that vacancies may be filled at any regular meeting of the Board.
- (b) Chairs of Board Task Forces shall be appointed by the President with the approval of the Board of Directors, and shall serve until the function of the Task Force is complete.

#### Appointment and Term of Chair

#### 3. Appointment and Term of Committee Members:

- (a) Members of the standing Board committees shall be appointed by the President on the recommendation of the Chair of the respective committee and subject to the approval of the Board of Directors at the Board meeting next following the Annual Meeting of the Council, for a term of one (1) year.
- (b) Members of Board Task Forces shall be appointed by the President with the approval of the Board of Directors until the function of the Task Force is complete.

#### Appointment and Term of Committee Members

## Article VIII: Executive Committee

### Executive Committee

#### 1. Composition:

The Executive Committee shall consist of the Officers of the Council and up to two (2) Members-at-Large of the Board of Directors.

#### Composition

#### 2. Chair and Term of Chair:

The President shall be the Chair of the Executive Committee and shall serve in this capacity for the duration of her/his term as President.

#### Chair and Term of Chair

#### 3. Member's Terms, Vacancies:

a) Officers of the Council shall serve as members of the Executive Committee for the duration of their terms as Officers.

#### Member's Terms and Vacancies

b) Members of the Executive Committee, other than Officers of the Board, shall be appointed by the President and subject to the approval of the 'of Directors at the Board meeting next following the Annual Meeting of the Council, for a term of one (1) year, and shall be eligible to serve no more than three (3) consecutive terms.

members

vacancies

(c) The President shall have the power to fill vacancies with approval from the Board of Directors.

**Powers,  
Responsibilities  
and  
Accountabilities**

**4. Powers, Responsibilities and Accountabilities:**

The Executive Committee shall have and may exercise the powers of the Board of Directors in the interim between Board meetings, except that the Executive Committee shall NOT:

- (a) have the power to adopt the budget;
- (b) take action which is contrary to, or a substantial departure from, the direction established by the Board;
- (c) have the power to approve proposals to the local Council;
- (d) make a major change in the affairs, business, or policy of the Council; or
- (e) have the power to hire/fire the Executive Director.

The Executive Committee shall submit reports to the Board of Directors.

**Meetings**

**5. Meetings:**

Meetings shall be held on an as needed basis and may be called by the President or upon request of four (4) of the Executive Committee members. Whenever possible, written notice of the time, place and purpose of the meetings shall be sent to each Executive Committee member not less than 72 hours before the meeting.

**Quorum**

**6. Quorum:**

Five (5) voting members of the Executive Committee shall 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.

**Field  
Organization**

**Article IX: Field Organization**

**Geographic  
Divisions**

**1. Geographic Divisions:**

The Board of Directors shall establish geographic divisions and subdivisions as deemed necessary.

**Associations**

**2. Associations:**

There shall be within each geographic subdivision an Association. The membership of an Association shall consist of registered adult members of Girl Scouts of the U.S.A. affiliated with the work of the Association.

**Responsibilities of  
the Association**

**3. Responsibilities of the Association:**

It shall be the responsibility of the Association to:

- (a) Submit to the Association Nominating Committee recommendations for the position of Delegates, Alternates and members of the Association Nominating Committee.
- (b) Elect Delegates and Alternates, and members of the Association Nominating Committee.
- (c) Present the views of the Association to the Delegates and receive Delegates' reports.
- (d) Participate in the strategic planning process as delegated by the Board of Directors.
- (e) Advise on proposed plans, policies and other matters referred to the Association by the Board of Directors and recommend to the Board of Directors proposals for consideration by the Council.
- (f) Perform such other duties as may be delegated by the Board of Directors.

**4. Meetings of the Association:**

**Meetings of the Association**

- (a) There shall be an Annual Meeting of the Association after April 1, and no later than May 15, for the purpose of conducting Council and Association business. Written notice of the time, place and purpose of this meeting shall be mailed to each member of the Association not less than fourteen (14) days before the meeting.
- (b) There shall be such other meetings of the Association at such time and place as may be determined by the Delegate Chair.
- (c) Special meetings may also be called by the President or at the request of the Board of Directors, or by ten percent (10%) of the registered persons affiliated with the Association.
- (d) Written notice of the time, place and purpose of all meetings, except the Annual Meeting, shall be mailed to each member of the Association not less than five (5) days before the meeting.

notification

**5. Quorum:**

**Quorum**

Ten percent (10%) of the membership of the Association shall constitute a quorum for the transaction of business.

**6. Selection and Term of Association Delegate Chair:**

**Selection and Term of Association Delegate Chair**

There shall be a Chair of Delegates of each Association.

- (a) This Chair shall be elected by the registered members of the Association.
- (b) A vacancy of the office of Chair shall be filled in the same manner for the remainder of the unexpired term.

vacancy

term

(c) The Delegate Chair shall be elected for a term of two (2) years, and may serve three (3) consecutive terms regardless of the number of terms that were previously served as Delegate or Alternate. Having served three (3) consecutive terms, a Delegate Chair may not serve as a Delegate or Alternate until one (1) year has elapsed.

**Duties of the Association Delegate Chair**

**7. Duties of the Association Delegate Chair:**

The Delegate Chair shall call and chair the Annual Meetings of the Association, and such other meetings as are deemed necessary. The Delegate Chair shall be a liaison between the Board of Directors and/or designee and the voting members of the Council in their Association. To ensure that an Association has at least one voting member of the Council, after election of a Delegate Chair in an Association without voting members, the chair may appoint one Alternate for her/his position until the next Annual Meeting of the Association. The Delegate Chair shall perform such other duties as are prescribed elsewhere in the Bylaws, or as are usual to this position. The Delegate Chair shall be a non-voting member of the Association Service Team.

**Association Nominating Committee**

**8. Association Nominating Committee:**

There shall be an Association Nominating Committee consisting of five (5) registered members of the Girl Scout movement. The current CAV may not serve on the Association Nominating Committee.

**Method of Election, Term and Vacancies**

**9. Method of Election, Term and Vacancies of Association Nominating Committee:**

The members of the Association Nominating Committee shall be elected by the Association at its Annual Meeting or no later than November 15, for a term of two (2) years, or until their successors are elected. They shall not be eligible again for Association Nominating Committee membership until after a lapse of one (1) year. The term of office of three (3) members shall expire in odd-numbered years, and that of two (2) members in even-numbered years. The Delegate Chair shall have the power to fill vacancies with the Nominating Committee until the next Annual Meeting of the Association.

**Selection of Nominating Committee Chair**

**10. Selection of Association Nominating Committee Chair:**

The Chair of the Association Nominating Committee shall be elected by the committee from among its members. A vacancy in the office of Chair shall be filled by the committee for the remainder of the unexpired term.

**Quorum**

**11. Quorum:**

Three (3) members of the committee shall be present in person to constitute a quorum for the transaction of business.

**Duties**

**12. Duties of Association Nominating Committee:**

single slate

(a) The Association Nominating Committee shall propose a single slate of nominees for Council Delegates and Alternates, and nominees for the Association Nominating Committee.

names/  
qualifications

(b) Written notice of the names and qualifications of the proposed candidates shall be mailed to the Association members not less than fourteen (14) days prior to the Annual Meeting, or at a meeting called for this purpose.

- (c) Additional proposals for any of the above positions may be made to the Association Nominating Committee, providing the written consent and qualifications of the nominees are received not less than ten (10) days prior to the meeting. After verification by the Nominating Committee, additional proposals for the positions shall be mailed to the Association members not less than five (5) days prior to the meeting. There shall be no nominations from the floor. Voting shall be by written ballot.

additional nominations

### **13. Voting Procedures:**

A majority of the total membership shall be necessary for action to be taken by the committee.

### **Voting Procedures**

## **Article X: National Council Delegates**

### **National Council Delegates**

### **1. Method of Election, Term, Vacancies:**

- (a) The Delegates which the Council is entitled to elect to the National Council of Girl Scouts of the U.S.A. and persons to fill Delegate vacancies shall be elected by the members of the Council at the Annual Meeting held in the year of the regular meeting of the National Council.
- (b) Delegates shall be citizens of the United States of America. They shall be elected from the members registered through the Council with the Girl Scouts of the U.S.A. and shall serve for a term of three (3) years.
- (c) The Board of Directors, or the President, in the absence of a meeting of the Board, shall fill vacancies from among the persons elected to fill Delegate vacancies, as designated at the time of election. If there be no such persons available, the Board of Directors or the President, in the absence of a meeting of the Board, shall have the power to fill vacancies among the Delegates for the unexpired term.

### **Method of Election, Term, Vacancies**

## **Article XI: Legal Counsel**

### **Legal Counsel**

Independent legal counsel should be retained by the Board of Directors to:

- (a) Ensure compliance with federal and state requirements.
- (b) Review and advise on any, and all, legal instruments the Council executes, such as leases, contracts, property purchases, or sale.
- (c) Review and advise on any non-routine statements developed for the media (print, television or radio).

**Indemnification**

**Article XII: Indemnification**

The Council shall indemnify any person (and her/his heirs, executors or legal representatives) against all reasonable loss, expenses (including attorneys' fees and disbursements), and damages not otherwise covered or indemnified arising out of claims against her or him by any person, firm, corporation, governmental or pseudogovernmental body on account of services rendered or failed to be rendered to the Council, or at the request or on behalf, or for the benefit of the Council as director, officer, or employee of the Council, provided that said person shall have first notified the Council, in writing, of any such claims, and shall have given the Council a reasonable opportunity, at the option of said person, and further provided that any settlement of such claim shall first be approved by the Council; except that no such indemnity shall be given to any person who shall have intentionally committed an act which she or he could reasonably have known to be unlawful. The indemnification herein shall be secondary to any underlying coverage, whether Council insurance coverage, personal coverage, or other coverages or rights, all of which shall be primary.

**Dissolution**

**Article XIII: Dissolution**

In the event of dissolution, all of the net assets shall be placed in trust with Girl Scouts of the U.S.A., pending future determination by Girl Scouts of the U.S.A. in serving the best interests of Girl Scouting for the territory over which the corporation has jurisdiction. In the event Girl Scouts of the U.S.A. is no longer a 501(c)(3) organization, the distribution shall be made to such organization as shall qualify under section 501(c)(3), or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed.

**Parliamentary Authority**

**Article XIV: Parliamentary Authority**

Robert's Rules of Order, Newly Revised

*Robert's Rules of Order, Newly Revised*, latest edition, shall be the parliamentary authority governing the meetings of the Council, Board of Directors, Associations and all other committees, except in such cases as they conflict with the provisions of these Bylaws.

**Amendments**

**Article XV: Amendments**

These Bylaws may be amended at any meeting of the Council by a two-thirds (b) vote of the members of the Council, provided that the subject matter of the proposed amendment shall have been included in the notice of the meeting.

