

GIRL SCOUTS OF VIRGINIA SKYLINE COUNCIL, INC.
BYLAWS
(As amended April 29, 2006)

ARTICLE I - THE COUNCIL

1. Corporation. The corporation shall be Girl Scouts of Virginia Skyline Council, Inc., known as and referred to herein as “the council.”
2. Membership. Those persons who are members of the Girl Scout movement, registered through the council, are eligible to be members of the council. Members of the council shall consist of:
 - a. delegates elected by each service unit as defined in Article VIII B,
 - b. delegates at large representing groups as approved by the board of directors and elected as defined in Article VIII B,
 - c. the members of the council nominating committee, as defined in Article II. Council Nominating Committee,
 - d. the members of the board of directors as defined in Article V, Board of Directors, and
 - e. National Council Delegates as defined in Article IX, except for employed staff who serve as National Council Delegates.

All members of the council shall hold membership only for the term to which they have been elected and only for as long as they are registered through the council.

3. Election of Delegates.
 - a. Each service unit shall be entitled to elect two delegates,
 - b. Each at-large group as defined in Article I, Section 2b shall be entitled to elect two delegates and persons to become delegates for the unexpired term should vacancies occur, known hereafter as substitute delegates.
 - c. The board of directors shall notify each service unit and designated at-large group, in writing, of the need for the election of council delegates at least 120 days before the annual meeting. Delegates and substitute delegates will be elected in an election held within the service unit or designated at-large groups at least 90 days prior to the annual meeting.Delegates shall be fourteen (14) years of age or older on or before October 1 immediately preceding their election.
4. Term. Delegates shall be elected for a term of two (2) years, or until their successors are elected, and shall be eligible for re-election for one (1) additional term and shall serve for no more than two (2) consecutive terms and shall be eligible for election again after the lapse of two (2) years. The term of office shall begin immediately upon election.

5. Responsibilities. 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 the persons to fill vacancies among delegates, should vacancies occur, to the National Council of Girl Scouts of the United States of America; (b) determine the 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 the bylaws; (d) take all other actions requiring a vote of the members; and (e) conduct such other business as may, from time to time, come before the members.
6. Regular Meeting. A regular meeting of the council shall be held each year in April, at such time and place as may be determined by the board of directors. This meeting will constitute the annual meeting. Notice of time, place, and purpose of this meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these bylaws, shall be mailed, emailed, or faxed to each member of the council not less than thirty (30) days before the meeting.
7. Business Proposals. Business proposals for consideration by the council may be submitted in writing either by a service unit, board approved at-large group(s), or individual(s) 14 years of age or older who are registered through the council to the board of directors. The board of directors shall determine whether such proposals relate to matters which should properly be acted on by the council. Any such proposals shall be submitted at least fifteen (15) days prior to the board of directors meeting at which the agenda of the annual meeting is set.
8. Special Meetings. Special meetings of the council for any purpose within the council at any time shall be called by the board chair within fourteen (14) days upon written request of two-thirds of the members of the board of directors or of at least twenty-five percent (25%) of the members of the council, provided that at least a majority of the service units and delegate at-large groups 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. Written notice of time, place, and purpose of the meeting shall be mailed, emailed, or faxed to the address of each member as it appears upon the books of the council or to the address last made known in writing to the council by the member. Notice must be given at least ten (10) days before the meeting.
9. Quorum. At least twenty-five percent (25%) of the members of the council shall be present in person to constitute a quorum for the transaction of business, provided that a majority of the service units and delegate at-large groups who have elected delegates in accordance with Article I, Section 2 shall have at least one of their elected delegates present at each such meeting.
10. Voting Procedures. Each member of the council present in person 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 members of the council present in person and voting, unless otherwise provided by law or these bylaws.

ARTICLE II - COUNCIL NOMINATING COMMITTEE

1. Composition. There shall be a nominating committee of the council consisting of nine (9) members, eighteen (18) years of age or older, of whom one-third shall be elected from among the members of the board. The chair shall be ex-officio a member of the board of directors if not already a member of the board of directors.
2. Election, Term, Vacancies. Members of the committee shall be elected by the members of the council for a term of two (2) years, or until their successors are elected and take office. Council nominating committee members shall not be eligible for re-election until after the lapse of one two-year term. Terms of office shall begin at the close of the annual meeting at which the elections are held. The term of office of approximately one-half of the members shall expire at each annual meeting. The board of directors shall have the power to fill vacancies in the committee until the next annual meeting of the council.
3. Selection and Term of Chair. The chair of the council nominating committee shall be appointed by the board chair from among the members of the council nominating committee for a term of one (1) year. The chair shall be ex-officio a member of the board of directors if not already a member. A vacancy in the office of chair shall be filled by the board chair for the remainder of the unexpired term.
4. Quorum. The committee has a quorum for transaction of business when a majority of the members of the committee are present in person and the number of elected board members does not exceed the number of non-board members.
5. Responsibilities. The council nominating committee shall present to the members of the council at the annual meeting a single slate of nominees for the: (a) officers of the council; (b) members-at-large of the board of directors; (c) members of the council nominating committee.

The council nominating committee shall provide recommendations to the board of directors to fill vacancies among officers, except the board chair, among the board of directors, and among the nominating committee until the next annual meeting.

In the year of the National Council of Girl Scouts of the United States of America, the nominating committee shall present a single slate of nominees for delegates to the National Council and a single slate of nominees to fill vacancies among elected delegates should vacancies occur.

Nominations may be made from the floor, provided that the eligibility of nominee(s) is met by these bylaws, written consent of such nominee(s) is secured, and notice is given to the nominating committee chair at least 72 hours prior to election.

6. Communications. Unless a majority of the members of the council nominating committee object, any or all committee members may participate in meetings or conduct the meeting through the use of any means of communication by which all members may simultaneously hear each other during the meeting. A committee member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE III - PARTIAL TERM

A person who has served more than half a specific term in an office as the 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 in another position. (See Article I § 4, Article II § 2 and 3, Article IV § 2, Article V § 3, Article VIII § 8B.)

ARTICLE IV - OFFICERS

1. Number and Title. The officers of the council shall be a board chair, a first and a second vice chair, a secretary, and a treasurer. Officers shall be at least eighteen (18) years of age or older. The chief executive officer shall be considered an officer who shall serve ex-officio without a privilege of vote.
2. Election, Term, Vacancies. The officers shall be elected by the members of the council for a term of two (2) years, or until their successors are elected and take office, and shall serve no more than two (2) consecutive terms in any one or any combination of these offices. Regardless of the number of consecutive terms any person shall have served in any one or any combination of these offices other than the board chair, such person shall be eligible to serve two (2) consecutive terms as board chair. A vacancy among the officers, other than the board chair, shall be filled by the board of directors until the next annual meeting of the council. Terms of office shall begin at the close of the annual meeting at which elections are held. In the event of a permanent vacancy in the office of board chair as determined by the board of directors, the vice chairs will succeed in order of their rank until the next annual meeting.

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

3. Duties. The duties of the officers shall be as follows:
 - a. Board Chair: The board chair shall be the chief corporate officer of the council and shall preside at all meetings of the council, the board of directors, and the executive committee. The board chair shall 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, and for reporting to the membership and to the board of directors on the conduct and management of the affairs of the council. The board chair shall be ex-officio a member of all committees established by the board of directors and shall perform such duties as are assigned by the board of directors or prescribed elsewhere in the bylaws.

- b. Vice-Chair: In the temporary absence or disability of the board chair, the vice chairs in order of their rank shall preside at meetings of the council and of the board. They shall have such other powers and perform such other duties as may be assigned by the board chair.
- c. Secretary: The secretary shall be responsible for seeing that notices are given of all meetings of the council, the executive committee, and the board of directors, and that minutes of such meetings are kept. The secretary shall perform such other duties as are usual to this office.
- d. Treasurer: The treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the council; monitoring disbursements as authorized by the board of directors; reporting receipt, use, and disbursements of all assets of the council. The treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer and shall exercise such other powers and perform such other duties as may be assigned by the board chair or board of directors. The treasurer shall be ex-officio a member of the finance committee if such committee shall be established by the board of directors.
- e. Chief Executive Officer: The chief executive officer of the council shall be responsible for providing advice and assistance to the council, the board of directors, the board chair, other officers, and committees and shall be responsible for administering the total operations of the council. The chief executive officer shall have such other powers and perform such other duties as may be provided by the board of directors through the board chair.

The chief executive officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors.

- 4. Removal. An elected officer may be removed with or without cause by a vote of two-thirds (2/3) of the total membership of the board of directors.

ARTICLE V - BOARD OF DIRECTORS

- 1. Powers, Responsibilities, and Accountabilities. The corporate business 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 affairs of the council; to the board of directors of GSUSA for compliance with the charter requirements; to the state of Virginia for adhering to state corporate law; and to the federal government in matters relating to legislation affecting non-profit and nonstock organizations.

- 2. Composition. The board of directors shall consist of (a) the officers of the council; (b) eighteen (18) non-officer directors eighteen (18) years of age or older of whom no more

than four shall be either sixteen (16) or seventeen (17) years of age, herein called members-at-large; (c) the chair of the council nominating committee, if not otherwise elected to the board of directors.

3. Election and Term. The eighteen (18) members-at-large shall be elected by the members of the council for a term of two (2) years or until their successors are elected and shall serve for no more than two (2) consecutive terms. Anyone having served two consecutive terms shall not be eligible for re-election as a member-at-large until two (2) years shall have lapsed from the conclusion of the second consecutive term provided; however, any person, regardless of the number of consecutive terms served as member-at-large, shall be eligible to be a member of the board when serving as an officer of the council or as chair of the council nominating committee. Terms of office shall begin at the close of the annual meeting of the council at which elections are held. The term of office of one-half of the members-at-large shall expire at each annual meeting.
4. Vacancies. Except as provided in Article IV. Section 2 of these bylaws, vacancies occurring in the board of directors may be filled until the next annual meeting of the council by affirmative vote of a majority of the remaining directors then in office, though less than a quorum, at any special meeting called for that purpose, or at any regular meeting of the board.
5. Removal. An elected member of the board of directors may be removed with or without cause by a vote of two-thirds (2/3) of the total membership of the board of directors. Any board member who is absent from two consecutive entire board meetings without explanatory notification to the board chair shall be considered to have resigned and, upon approval by a majority vote of the members present and voting at any regular meeting of the board of directors, shall be notified to this effect. Any board member who does not honor any commitment to make an annual contribution set forth in any written policy adopted by the Board of Directors will be subject to removal.
6. Regular Meetings. Regular meetings shall be held at such time and place as may be determined by resolution of the board, except that the board shall meet no less than four (4) times a year. Notice of time, place, and purpose of meeting shall be mailed, emailed, or faxed to each director not less than ten (10) days before the meeting.
7. Special Meetings. Special meetings may be called by the board chair, and shall be called by the board chair upon written request of five (5) board members. The purpose of such meetings shall be stated with the request, and no other business shall be transacted except that for which the meeting has been called.

Notice of the time, place, and purpose of each special meeting of the board, other than any meeting the given notice of which is otherwise prescribed by law, shall be phoned, mailed, emailed, or faxed to each director.

8. Quorum. A majority of the members of the board shall be present in person to constitute a quorum for the transaction of business.

9. Communication. Unless a majority of the members of the board of directors object, any or all directors may participate in regular or special meetings or conduct the meeting through the use of any means of communication by which all directors may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VI - BOARD COMMITTEES

1. Establishment. The board of directors may establish standing committees, special committees, and/or task groups as it deems necessary.
2. Composition and Appointment. The board chair shall appoint the chair and the members of committees with the approval of the board.
3. Communication. Unless a majority of the members of the committee object, any or all members of a board standing committee, including the executive committee, special committee and/or task group may participate in meetings or conduct the meeting through the use of any means of communication by which all members may simultaneously hear each other during the meeting. A committee member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VII - EXECUTIVE COMMITTEE

1. Composition. The executive committee shall include the officers of the council and two (2) members-at-large elected by the board of directors from among its members. The board chair shall be the chair of the executive committee. The chief executive officer shall be ex-officio member of the executive committee without vote.
2. Responsibilities. The executive committee shall have and exercise the powers of the board in the interim between meetings when necessary, except that the executive committee shall not have the power to adopt the budget, or to take any action which is contrary to, or a substantial departure from, the direction established by the board, or which represents a major change in the affairs, business, or policy of the council. The executive committee shall submit reports to the board on actions taken.
3. Meetings. The executive committee shall meet when necessary on the call of the board chair. Notice of time, place, and purpose of the meeting shall be mailed, emailed, or faxed to each member of the executive committee.
4. Quorum. Five (5) members of the executive committee must be present in person to constitute a quorum for the transaction of business.

ARTICLE VIII – Policy Influencing and Service Units and At-Large Groups

ARTICLE VIIIA – Policy Influencing

1. Regular Policy Influencing Meetings. The board of directors will call a minimum of two meetings per year in geographically diverse locations for the purpose of policy influencing. Notice of the time, place, and purpose of the meetings shall be mailed, emailed, or faxed to each delegate and substitute delegate at least thirty days before the meetings.
2. Participants. Delegates and substitute delegates, as defined in Article I, Section 3, shall attend at least one regular policy influencing meeting each year as set forth in Article VIIIA, Section I.
3. Purpose. The purpose of the policy influencing meetings shall be to provide an opportunity for:
 - a. discussion of policy issues,
 - b. advice on proposed plans, policies, and other matters referred to the board of directors,
 - c. participation in council strategic planning,
 - d. submission of governance proposals to the board of directors,
 - e. other participation as requested by the board of directors.
4. Special Meetings. Special meetings shall be called at the request of the board of directors, or upon written request of ten (10) percent of the delegates. No business shall be transacted except that for which the meeting has been called. Notice of the time, place, and intended business of the meeting shall be mailed, emailed, or faxed to each delegate at least ten days before the meeting.

Article VIIIB – Service Units and At-Large Groups

1. Service Units
 - a. Establishment

Geographic areas shall be established for purpose of electing delegates to the council. As a default rule, the geographic areas shall be the same as the operational units known as service units. The board of directors shall have the authority to modify the geographic areas for the purpose of electing delegates to the council such that they are not the same as the operational units known as service units.
 - b. Membership

Membership in each geographic area shall consist of members of the Girl Scout movement, 14 years of age or over, and who are registered through the service unit or who are lifetime members affiliated with the service unit.
 - c. Policy Influencing Responsibilities of Service Units

Each service unit shall elect delegates and substitute delegates as described in Article I, The Council, from among the service unit members.

- d. **Policy Influencing Meetings of the Service Unit**
Policy influencing meetings of the service unit shall be held at least once a year, within a time cycle determined by the board of directors. Notice of the time, place, and purpose of the policy influencing meeting shall be mailed, emailed, or faxed to each member at least seven (7) days before the meeting.
- e. **Election, Term, and Vacancies of Service Unit Delegates**
Service Unit delegates shall be elected at least 90 days prior to the Annual Meeting for a two-year term, or until their successors are elected as described in Article 1, The Council. Vacancies shall be filled by the service unit in the prescribed election process (Article I, Section 3).
- f. **Responsibilities of Service Unit Delegates as members of the council**
Service unit delegates shall become informed of the matters to be discussed at council meetings and of the viewpoint of the service unit membership. They shall prepare for, attend, and participate in council policy influencing meetings and report to the service unit on actions taken.
- g. **Quorum**
At least five (5) members representing at least 20% of the troops and groups shall be present in person to constitute a quorum for the transaction of business.

2. At-Large Groups

- a. **Membership of At-Large Groups**
Membership in each designated at-large group shall consist of members of the Girl Scout movement, 14 years of age or over, who are registered through the council or who are lifetime members affiliated with the council, who meet the criteria for inclusion in the at-large group and are not affiliated with a service unit. Members of the Girl Scout movement who may be eligible for affiliation with more than one at-large group or service unit shall be included in only one such at-large group or service unit (to be selected by such member) for the purposes of electing delegate representation.
- b. **Selection of Nominees, Election, Term and Vacancies**
Each member of the designated at-large group will be eligible to submit nominations for delegates and substitute delegates. Nominations shall be submitted in writing to a board-designated committee. The board-designated committee will confirm nominees' willingness and eligibility to serve and shall send out a ballot listing the eligible nominees to each member of the at-large group. The members of the at-large groups shall then submit votes in order to elect delegates and substitute delegates. The two nominees who obtain the greatest number of votes shall be considered delegates; all other nominees in order of number of votes received shall be considered substitute delegates. Delegates-at-large shall be elected for a two-year term and shall serve until their successors are elected. Vacancies shall be filled by the at-large groups in the prescribed election process (Article I, Section 3).
- c. **Responsibilities of At-Large Delegates as Members of the Council**
At-large delegates shall become informed on the matters to be discussed at council meetings. They shall prepare for, attend, and participate in council policy

influencing meetings and share information with groups with which they are involved.

d. Quorum

At least five (5) members or 10 percent of the members of the at-large groups, whichever is greater, shall participate in voting to constitute a quorum, for the transaction of business.

ARTICLE IX - NATIONAL COUNCIL DELEGATES

The delegates which the council is entitled to elect to the National Council of Girl Scouts of the United States of America, and substitute National Council delegates to fill vacancies, shall be elected by the members of the council at the Annual Meeting of the council held in the year of the regular meeting of the National Council. National Council delegates and substitute delegates shall be United States citizens, elected from the members fourteen (14) years of age or over, registered through the council with Girl Scouts of the United States of America, and shall serve for a term of three (3) years from the date of their election or until their successors are elected. The board of directors, or the board chair in the absence of a meeting of the board, shall fill vacancies from among the elected substitute National Council delegates. If there be no such persons, the board of directors, or the board chair in the absence of a meeting of the board, shall have the power to fill vacancies among the delegates until the next annual meeting of the council.

ARTICLE X - FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Fiscal Year. The fiscal year of the council shall be established by the board of directors.
2. Contributions. Any contributions, bequests, and gifts made to the council shall be accepted or collected as authorized by the resolution of the board of directors. Guidelines for accepting contributions must be established by the board.
3. Depositories. All funds of the council shall be deposited to the credit of the council under the conditions and in such banks as 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. Bonding. All persons having access to or major responsibility for handling monies and securities of the council shall be bonded, as provided by resolution of the board of directors.
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 the total budgetary appropriations without prior approval of the board of directors.

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 corporation's financial accounts. A report of all examinations shall be submitted to the board of directors and to the Girl Scouts of the United States of America.
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.
9. Property. Titles to all properties, with the exception of troop equipment, shall be held in the name of the council.
10. Investments. The Girl Scouts of Virginia Skyline Council shall have the right to retain all, or any part, of any securities or property acquired by it and in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors, without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of, the council if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.
11. Legal Counsel. Independent legal counsel should be retained by the board of directors to: (a) insure compliance with federal and state requirements; (b) review and advise on any and all legal requirements council executes, such as leases, contracts, property purchases, or sale; and (c) review and advise on any official statements developed for the press and media.
12. Indemnification. By resolution of the board of directors, the council shall indemnify any director, employee, or agent of the council according to the General Corporation Law of Virginia and shall provide insurance for that purpose.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority governing the meetings of the council, 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 organization.

ARTICLE XII - AMENDMENTS

These bylaws may be amended by two-thirds (2/3) vote of members of the council present and voting at any meeting of the council provided that the proposed amendment shall have been reviewed by the board of directors and shall have been included in the notice of the meeting.

These bylaws were amended at annual meetings in the years of 2006, 2004, 2003, 2001, 2000, 1999, 1997, 1990, 1988, 1984, 1982, 1980, 1977, 1976, 1974, 1973, 1971, 1967, 1966, 1965, and 1964.

President

Date

Secretary

Date