

GSVSC BYLAWS

AMENDED AND RESTATED BYLAWS OF THE GIRL SCOUTS OF VIRGINIA SKYLINE COUNCIL, INC.

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of Virginia Skyline Council, Inc. (hereinafter referred to as the “Council”), a non-stock, member corporation organized under the laws of the state of Virginia.

ARTICLE II – PURPOSE

The purpose of the Council shall be to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America. Further, the purposes of the Council as set forth in the Articles of Incorporation are incorporated into these Bylaws by reference to those Articles of Incorporation.

ARTICLE III – MEMBERS

Section 1. Eligibility

Individuals age fourteen (14) years of age and over on or before October 1 immediately preceding the annual meeting who are members of the Girl Scout Movement and who are currently registered through the Council are eligible to be members of the Council (hereinafter referred to as “Members”).

Section 2. Composition

A. Members of the Council shall consist of:

1. members of the Board of Directors;
2. delegates elected by each Operational Unit;
3. delegates elected by each At-Large Group;
4. members of the Board Development Committee; and
5. National Council Delegates, except for employed staff who serve as National Council Delegates.

Delegates representing an Operational Unit (a group of leaders and troops registered through the Council and from a certain geographical area) must be registered and participating members of the Operational Unit which elects them. Delegates representing an At-Large Group (those members of the Girl Scout Movement registered through the Council but not participating in delegate elections with an Operational Unit) must be registered and declared members of the At-Large Group which elects them.

B. The number of Members of the Council shall be no less than 100.

C. At least a majority of the Members of the Council shall be those elected by Operational Units and At-Large Groups.

Section 3. Election

A. Procedure. Each Operational Unit and At-Large Group shall elect Delegates at least 60 days prior to the Annual Meeting in accordance with policies and procedures established by the Board of Directors. Other Members shall be elected at the Annual Meeting.

B. Term and Vacancies.

1. Members shall serve for a term of one (1) year and shall be eligible for re-election each year, provided, however, that those individuals who are Members by virtue of their positions on the Board of Directors or Board Development Committee shall have a term concurrent with such position.
2. Delegate vacancies due to a Delegate resignation or failure to maintain eligibility requirements will be filled by the Board of Directors upon receipt of nominations by the appropriate Operational Unit or At-Large Group.

Section 4. Voting

Each Member shall have one vote at any Membership Meeting. Proxy voting will not be permitted at Membership Meetings.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting

- A. Scheduling. The Council shall conduct an Annual Meeting of the Membership in the second quarter of the fiscal year at a date, time, and place determined by the Board of Directors.
- B. Notice. Notice of the date, time, and place of the Annual Meeting shall be mailed, emailed or faxed to each Member not less than thirty (30) days prior to the meeting.
- C. Quorum. At least twenty-five percent (25%) of the Members of the Council shall be present in person to constitute a quorum at the Annual Meeting, provided that a majority of the Operational Units and At-Large Groups who have elected delegates shall have at least one of their elected delegates present at the Annual Meeting.

Section 2. Special Meetings

- A. Scheduling. Special meetings of the Council may be called by the Chair of the Board of Directors, the Board of Directors, or upon written request of at least twenty-five percent (25%) of the Members.
- B. Notice. Notice of the date, time, place, and specific 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 at least ten (10) days prior to the meeting. The purpose of such meeting shall be stated in the notice, and no other business shall be transacted at said meeting.
- C. Quorum. At least twenty-five percent (25%) of the Members shall be present in person to constitute a quorum at such meeting, provided that a majority of the Operational Units and At-Large Groups who have elected delegates shall have at least one of their elected delegates present at each such meeting.

Section 3. Regular Policy Influencing Meetings

- A. Scheduling. The Board of Directors will call a minimum of two (2) meetings per year in geographically diverse locations in the fall, preceding the Annual Meeting, for the purpose of policy influencing.
- B. Notice. Notice of the time, place, and purpose of the meetings shall be posted on the GSVSC website at least thirty (30) days before the first Policy Influencing Meeting.

- C. Purpose. The purpose of the Policy Influencing Meetings shall be to provide an opportunity for:
 - 1. discussion of policy issues;
 - 2. advice on proposed plans, policies, and other matters referred to the Board of Directors;
 - 3. participation in Council strategic planning;
 - 4. submission of governance proposals to the Board of Directors;
 - 5. other participation as requested by the Board of Directors.
- D. Participants. Delegates shall attend at least one regular Policy Influencing Meeting each year.
- E. Communication. As long as at least two (2) in-person meetings are conducted each year, the Board of Directors may offer additional Policy Influencing Meetings held through the use of any means of communication by which all Members may simultaneously hear each other during the meeting. A Member participating in a meeting by such means is deemed present in person at the meeting.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition and Election

- A. The number of Directors shall be twelve (12) of whom no more than two (2) shall be either sixteen (16) or seventeen (17) years of age. The Chair of the Board Development Committee shall serve as an ex officio voting member of the Board of Directors. In addition, the Chief Executive Officer of the Council shall serve as an ex officio non-voting member of the Board of Directors.
- B. The members of the Board of Directors shall be elected by a plurality vote of the Members at the Annual Meeting. The Board Development Committee shall present a single slate of Director nominees to the Members at the Annual Meeting.
- C. Nominations for the Board of Directors may also be made from the floor at the Annual Meeting provided:
 - 1. the individual to be nominated has consented in writing to serve if elected;
 - 2. the nomination has been submitted to the Chair of the Board Development Committee, or her/his designee, at least seventy-two (72) hours before the convening of the Annual Meeting; and
 - 3. the prospective nominee meets the qualifications required for a member of the Board of Directors.

Section 2. Term of Office

- A. The term of office of Directors shall be two (2) years, beginning at the close of the Annual Meeting at which such Director is elected, with the term of one-half (1/2) of the Directors expiring at each Annual Meeting.
- B. A Director having served three (3) consecutive terms shall not be eligible for re-election until one (1) year shall have lapsed from the conclusion of such Director's third consecutive term.
- C. A Director who has served more than half a term in office shall be considered to have served a full term.

Section 3. Vacancies

Any vacancy occurring among the Directors may be filled for the remainder of the unexpired term by the affirmative vote of a majority of the remaining Officers and Directors then in office, though less than a quorum.

Section 4. Powers and Authority

The affairs of the Council shall be managed by its Board of Directors. The governance and policy making responsibilities shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs.

Section 5. Meetings

- A. Scheduling. The Board of Directors shall hold at least four (4) regular meetings a year at such time and place as the Board may determine. Special meetings of the Board may called by the Chair of the Board or upon the written request of at least four (4) Directors.
- B. Notice. Notice of the date, time, and place of regular and special meetings shall be mailed, emailed or faxed to each Director at least ten (10) days prior to the meeting.
- C. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business.
- D. Action without a Meeting. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with the State Corporation Commission.
- E. Participation Other Than in Person. The Board may permit any or all Directors to participate in any regular or special 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.

Section 6. Resignation and Removal

- A. A Director may resign at any time by delivering written notice to the Board of Directors, the Chair of the Board of Directors, or the Secretary.
- B. A Director may be removed from office at a special meeting of the Members called for that purpose, with or without cause, by a vote of a majority of the Members.

ARTICLE VI – OFFICERS

Section 1. Composition and Election

- A. The Officers of the Council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer. Officers must be eighteen (18) years of age or older.
- B. The Officers shall be elected by a plurality vote of the Members at the Annual Meeting. The Board Development Committee shall present a single slate of Officer nominees to the Members at the Annual Meeting.

- C. Nominations for Officers may also be made from the floor at the Annual Meeting provided:
 - 1. the individual to be nominated has consented in writing to serve if elected;
 - 2. the nomination has been submitted to the Chair of the Board Development Committee, or her/his designee, at least seventy-two (72) hours before the convening of the Annual Meeting; and
 - 3. the prospective nominee meets the qualifications required for an Officer.

Section 2. Term of Office

- A. The term of office of an Officer shall be two years, beginning at the close of the Annual Meeting at which such Officer is elected. No Officer shall serve more than three consecutive terms in any one or combination of offices, except that an Officer shall be eligible to serve three consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that Officer shall have served in any office or offices other than Chair of the Board.
- B. An Officer having served three (3) consecutive terms in any one or combination of offices other than Chair of the Board shall not be eligible for re-election until one (1) year shall have lapsed from the conclusion of such Officer's second consecutive term.
- C. No Officer shall hold more than one office at a time.
- D. An Officer who has served more than half a term in office shall be considered to have served a full term in office.

Section 3. Vacancy in Office

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the First Vice Chair of the Board for the remainder of the term.
- B. In the event of a vacancy in both the Chair of the Board and the First Vice Chair, the Second Vice Chair shall fill the position of Chair of the Board for the remainder of the term.
- C. Any vacancy occurring among the Officers other than Chair of the Board, may be filled for the remainder of the unexpired term by the affirmative vote of a majority of the remaining Officers and Directors then in office, though less than a quorum.

Section 4. Duties of Officers

The Officers shall perform the duties prescribed in this Article and such other duties as may be prescribed by the Board of Directors.

- A. The Chair of the Board shall:
 - 1. be the principal officer of the Council;
 - 2. preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
 - 3. assure support by the Board of Directors for the Council's strategic direction and appropriate oversight of performance;
 - 4. report to the Council and the Board of Directors as to the conduct and management of the affairs of the Council; and
 - 5. serve as an ex officio member of all committees except the Board Development Committee.

- B. The First Vice Chair of the Board shall:
 1. assist the Chair of the Board as assigned; and
 2. preside at meetings of the Council, the Board of Directors, or the Executive Committee in the absence or inability of the Chair of the Board.
- C. The Second Vice Chair of the Board shall assist the Chair of the Board as assigned.
- D. The Secretary shall:
 1. ensure that proper notice is given for all meetings;
 2. keep the minutes;
 3. have charge of the Council books and records;
 4. sign, with the Chair, all deeds and other instruments requiring his/her signature, unless otherwise ordered by the Board of Directors; and
 5. make such reports as properly required by the Board.
- E. The Treasurer shall:
 1. provide effective stewardship and oversight of the Council's finances;
 2. sign all checks, bonds, notes and other instruments of the Council requiring his/her signature; and
 3. serve as a member of the finance committee and the audit committee if such committees shall be established by the Board of Directors.
- F. The Chief Executive Officer (CEO) shall:
 1. be appointed by the Board of Directors, serve at its pleasure and serve as an ex officio officer of the Council without vote;
 2. be responsible for the day-to-day operations of the Council; and
 3. perform such duties as may be prescribed from time to time by the Board.

Section 5. Resignation and Removal

- A. An Officer may resign at any time by delivering written notice to the Board of Directors, the Chair of the Board of Directors, or the Secretary.
- B. An Officer may be removed by a majority vote of the Board of Directors [Members] whenever in its judgment the best interests of the Council would be served thereby.

ARTICLE VII- BOARD DEVELOPMENT COMMITTEE

Section 1. Composition and Election

- A. The Members shall elect a Board Development Committee which shall be comprised of nine (9) members, eighteen (18) years of age or older, including at least one (1) but no more than three (3) current members of the Board of Directors. The CEO of the Council shall serve as an ex officio nonvoting member of the Board Development Committee.
- B. The members of the Board Development Committee shall be elected by a vote of the Members at the Annual Meeting.

Section 2. Term

- A. Board Development Committee members shall serve a term of two (2) years, beginning at the close of the Annual Meeting at which such Committee member is elected, with the term

of approximately one-half (1/2) of the Board Development Committee members expiring at each Annual Meeting.

- B. A Board Development Committee member having served three (3) consecutive terms shall not be eligible for re-election until one (1) year shall have lapsed from the conclusion of such Committee member's second consecutive term.
- C. A Committee member who has served more than half a term in office shall be considered to have served a full term.

Section 3. Election, Term, and Vacancy of the Chair of the Board Development Committee

- A. At its first meeting following the Annual Meeting, the Board Development Committee shall elect from amongst its members an individual to serve as Chair of the Committee.
- B. The term of office for Chair of the Board Development Committee shall be one (1) year.
- C. No individual shall serve more than two (2) consecutive years as Chair of the Committee regardless of how many years or terms the individual may be a member of the Board Development Committee.
- D. An individual who has served more than half a term as Chair of the Board Development Committee shall be considered to have served a full term.
- E. In the event of a vacancy in the office of Chair, the Committee shall elect a new Chair from its members to serve the remainder of the term.
- F. If not already a member of the Board of Directors, the Chair of the Board Development Committee shall serve as an ex officio member of the Board of Directors.

Section 4. Vacancies

Any vacancy on the Board Development Committee, other than Committee Chair, shall be filled by the Board of Directors for the remainder of the unexpired term.

Section 5. Responsibilities

The responsibilities of the Board Development Committee shall be:

- A. to recommend to the Members a single slate of candidates for Officers;
- B. to recommend to the Members a single slate of candidates for the Board of Directors;
- C. to recommend to the Members a single slate of candidates for the Board Development Committee;
- D. to provide to the Members, in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of delegates and substitutes to the National Council Session of Girl Scouts of the United States of America;
- E. to provide recommendations to the Board of Directors and Officers, as appropriate, to fill vacancies among the Officers, except Chair of the Board, the Board of Directors, and the Board Development Committee;
- F. to assist the Board in the development of:
 - 1. Board orientation and education materials and training;
 - 2. Board development materials and training;
 - 3. methods for identifying needed skills and talents for the Board of Directors and committees;
 - 4. methods for succession planning; and
 - 5. Board of Directors annual self-assessment materials.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the Officers of the Council and two (2) additional Directors appointed by the Board of Directors. The CEO shall serve as an ex officio member without vote.

Section 2. Duties

- A. Authority Between Board Meetings. The Executive Committee shall exercise the authority of the Board of Directors between the meetings of the Board, except that the Executive Committee shall not:
1. adopt the budget;
 2. take 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; or
 3. take any other action prohibited by Virginia law.
- B. Reports. The Executive Committee shall submit to the Board of Directors at each Board meeting a report of all actions taken since the last Board meeting.

Section 3. Meetings

The Executive Committee shall meet as needed at the call of the Chair of the Board or upon written request of at least four (4) members of the Executive Committee.

ARTICLE IX – COMMITTEES

The Board of Directors may establish such other standing and special committees, and/or task groups, and/or ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors.

ARTICLE X– NATIONAL COUNCIL DELEGATES

Section 1. Eligibility

Delegates and substitutes to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service.

Section 2. Election

The delegates and substitutes to whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected by the Members at

the Annual Meeting and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies

The Board of Directors, or the Chair of the Board in the absence of a meeting of the Board of Directors, shall fill National Council Delegate vacancies.

ARTICLE XI – FINANCE

Section 1. Fiscal Year

The fiscal year of the Council shall be October 1 through September 30.

Section 2. Contributions

Any contributions, bequests, and gifts received by the Council shall be accepted or collected 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 financial institutions as shall be designated by the Board of Directors.

Section 4. Approved Signatures

Approvals for signatory authority in the name of the Council and access to funds and securities of the Council shall be provided by resolution of the Board of Directors

Section 5. Bonding

All persons having access to or responsibility for the handling of monies and securities of the Council shall be bonded in the amount authorized by the Board of Directors.

Section 6. Budget

The Board of Directors shall approve the annual operating and capital budgets. No expenses shall be incurred in the name of the Council in excess of the budgeted amounts without prior approval of the Board of Directors.

Section 7. Audits

An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of the financial statements of the Council. A report of the audit shall be submitted to the Board of Directors and to the Girl Scouts of the United States of America.

Section 8. Financial Reports

A summary report of the financial condition of the Council shall be presented to the Members at the Annual Meeting.

Section 9. Property

Title to all property, real and personal, tangible and intangible, with the exception of troop equipment, shall be held in the name of the Council.

Section 10. Investments

The funds of the Council shall be invested in accordance with policies established by the Board of Directors.

ARTICLE XII – LEGAL COUNSEL

Independent legal counsel may be retained by the Board of Directors, as the Board deems appropriate, to, among other things: (a) insure compliance with federal and state requirements; (b) review and advise on any and all legal documents the Council executes, including, but not limited to, leases, contracts, deeds, corporate filings, etc.; and (c) review and advise on any official statements developed for the press and media.

ARTICLE XIII – INDEMNIFICATION AND INSURANCE

Section 1. Indemnity of Directors and Officers

To the full extent required and in the manner prescribed by the Virginia Nonstock Corporation Act, the Council by Board action shall indemnify a Director or Officer of the Council who is or was a party to any proceeding by reason of the fact that he/she is or was such a Director or Officer. The Council shall promptly pay the reasonable expenses, including attorneys' fees, incurred by any such Officer or Director in connection with the proceeding (whether or not such Officer or Director has been made a party) in advance of final disposition of the proceeding as long as (i) the Officer or Director in compliance with Virginia law first gives the Council a written statement that he/she in good faith believes he/she is entitled to indemnity by the Council, (ii) provides a written undertaking by him/her or in his/her behalf, to repay the Council if it is finally determined that he/she did not meet the applicable standard of conduct, and (iii) meets any other requirements of law.

Section 2. Insurance

The Council may purchase and maintain insurance on behalf of Officers and Directors, or against any liability incurred by such person in such capacity.

ARTICLE XIV – 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 Virginia, the Articles of Incorporation, these Bylaws and any special rules of order adopted by the Council or the Board of Directors.

ARTICLE XV – AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of the Members 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 2014, 2013, 2011, 2009, 2006, 2004, 2003, 2001, 2000, 1999, 1997, 1990, 1988, 1984, 1982, 1980, 1977, 1976, 1974, 1973, 1971, 1967, 1966, 1965, and 1964.

Chair of the Board	Date
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Secretary	Date
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