

**AMENDED AND RESTATED BYLAWS OF GIRL SCOUTS OF GATEWAY
COUNCIL, INC.**

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of Gateway Council, Inc. (“Council”), a not-for-profit corporation organized under the laws of the State of Florida.

ARTICLE II – PURPOSE

The purpose of the Council shall be as defined in the Articles of Incorporation and 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.

ARTICLE III – MEMBERS

Section 1. Composition

The Board of Directors shall be the voting members (“Members”) of the Council.

Section 2. Eligibility

Subject to the terms and conditions contained in Article IV, individuals age 18 and over who are members of the Girl Scout Movement (“Movement Member”) and who are currently registered through and in good standing with the Council are eligible to be Members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the elected Officers and at least 10 At-Large Directors, one of which may be the immediate Past Chair. The Chief Executive Officer shall be a non-voting ex-officio member of the Board of Directors. Upon the recommendation of the Board Development Committee, the Board of Directors may appoint Members under the age of 18 to be non-voting, ex-officio members of the Board of Directors.

Section 2. Election and Term of Office

- A. The At-Large Directors shall be elected for a term of two years or until their successors are elected. An At-Large Director’s term shall begin upon adjournment of the meeting at which they are elected.
- B. No individual shall serve more than two consecutive terms as an At-Large Director.

Section 3. Vacancies

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If a vacancy occurs in an At-Large Director position, the Board shall appoint a Member to fill the vacancy for the remainder of the term.

Section 4. Power, Authority, and Accountability

- A. The Board of Directors shall have full power and authority to supervise and direct the affairs of the Council, except as otherwise provided by statute, the Articles of Incorporation, or these bylaws.
- B. The Board of Directors is accountable to:
 - 1. The state of Florida for adherence to Florida not-for-profit corporation law;
 - 2. The federal government, in matters including but not limited to the requirements of the Internal Revenue Service as to 501 (c)(3) entities;
 - 3. Council Members for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Girl Scout Movement, including girl members, to have a voice on key issues affecting the Council and the Girl Scout Movement; and
 - 4. The Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements.

Section 5. Regular Meetings

- A. The Board of Directors shall meet at least five times during each fiscal year at such time and place as the Board of Directors may determine.
- B. Notice of the date, time, place, and agenda of each board meeting shall be given personally, mailed or electronically transmitted to each member of the Board of Directors at least 7 days prior to the day of the meeting. Attendance at a meeting without objection shall constitute waiver of any requirements in this provision.

Section 6. Special Meetings

- A. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least five board members. The purpose of the meeting shall be stated in the written request.
- B. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, or electronically transmitted to each member of the Board of Directors at least three days prior to the day of the meeting. Attendance at a meeting without objection shall be constitute waiver of any requirements in this provision.

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Section 7. Quorum

A majority of the Board of Directors present in person or linked by means such that all members are able to contemporaneously hear and participate shall constitute a quorum for the transaction of business.

Section 8. Voting

Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by a majority of votes cast. Proxy voting is not permitted.

Section 9. Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

Section 10. Removal

- A. Any member of the Board of Directors, including any Officer, who is absent from three consecutive meetings of the Board of Directors in their entirety without cause acceptable to the Chair, may be removed from the Board of Directors by a majority of the membership of the Board of Directors.
- B. Any member of the Board of Directors, including any Officer, may be removed with or without cause by three-fourths of the membership of the Board of Directors.

Section 11. Eligibility

Any individual adult residing or employed within the Council's jurisdiction is eligible for election as an At-Large Director, regardless of whether that individual is associated with the Council. Upon election as an At-Large Director, the individual shall become a Member.

ARTICLE V – OFFICERS

Section 1. Officers

The officers of the Council shall be the Chair, Vice Chair, Secretary, Treasurer, Board Development Chair, and when in place the Chair Elect ("Officers").

Section 2. Term of Office

- A. The Chair, Vice Chair, Secretary, Treasurer, and Board Development Chair shall be elected for a two-year term or until their successors are elected, with the Chair, Treasurer, and Board Development Chair elected in odd years and the Vice Chair and Secretary elected in even years. No individual shall serve more than two consecutive

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terms in any office.

- B. At the BDC's discretion a Chair Elect may be elected for a one-year term.
- C. Terms of office begin upon adjournment of the meeting at which an officer is elected.
- D. Officers must be at least twenty-one years of age at the beginning of the first term of office. An individual is not eligible to be an Officer until he or she has served as an At-Large Director for at least one year.
- E. No individual shall hold more than one office at a time.
- F. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

Section 3. Vacancies

- A. A vacancy in the office of the Chair shall be filled by the Vice Chair for the remainder of the term, unless the Vice Chair is also vacant, in which case the Board of Directors shall appoint a member of the Board of Directors to fill the vacancy for the remainder of the term.
- B. If any office other than the Chair is vacant, the Board of Directors shall appoint a member of the Board of Directors to fill the vacancy for the remainder of the term.

Section 4. Ex Officio Officers

The Chief Executive Officer ("CEO") shall be appointed by the Board of Directors of the Council to serve at its pleasure and shall serve as a non-voting ex-officio Officer of the Council. Unless the Board of Directors directs otherwise, the CEO shall be the official spokesperson for the Council.

Section 5. Duties of Officers

The Officers shall perform the duties prescribed in this Section and such other duties prescribed by the Board.

- A. The Chair shall be the principal officer of the Council; lead the Board of Directors in setting strategic direction and providing oversight of the management and affairs of the corporation; provide reports to the Members regarding the affairs of the Council; and serve as an ex-officio member of all committees except the Board Development Committee.
- B. The Vice Chair shall assist the Chair with any duties assigned by the Chair.
- C. The Secretary shall give notice for and keep minutes of all meetings of the Council, the

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Board of Directors, and the Executive Committee. Record keeping duties may be delegated to a staff member. However, the Secretary will remain ultimately responsible for ensuring that all required notices are properly given and that all minutes are accurately and adequately recorded. In addition, at the request of the CEO, the Secretary may serve as the liaison between the Board of Directors and any Operational Committee established by the CEO. In that capacity, the Secretary will report to the Board of Directors on matters discussed by the Operational Committee to the extent such matters relate to the powers, duties, and responsibilities of the Board of Directors.

- D. The Treasurer shall oversee the Council's finances, provide financial reports to the Board of Directors at each Board of Directors meeting, and provide an annual financial report to the Movement Members.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of Officers of the Council and one At-Large Director selected by the Chair and approved by the Board. The Chief Executive Officer shall serve as a non-voting ex-officio member of the Executive Committee.

Section 2. Duties

- A. The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board of Directors, except that the Executive Committee shall not have the authority to adopt the budget; amend or revise these bylaws, or take action which is contrary to, or a substantial departure from, the direction established by the Board of Directors, or which represents a major change in the affairs, business, or policy of the Council.
- B. At each Board of Directors meeting, the Executive Committee shall submit a report of all actions taken by the Executive Committee since the last Board of Directors meeting.

Section 3. Meetings

- A. The Executive Committee shall meet at the call of the Chair or upon written request of at least three members of the Executive Committee. The purpose of the meeting shall be stated in the written request.
- B. Notice of the date, time, and place of each meeting shall be given personally, mailed, or electronically transmitted to each member of the Board of Directors at least eight hours prior to the meeting. Attendance at a meeting without objection shall be constitute waiver of any requirements in this provision.

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Section 4. Quorum

A majority of the Executive Committee present in person or linked by means such that all members are able to contemporaneously hear and participate shall constitute a quorum for the transaction of business.

Section 5. Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE VII – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership and Relationship to Board

The Board Development Committee (“BDC”) shall consist of at least three members, including the BDC Chair. The BDC may consist of both Board members and non-Board members. The CEO of the Council shall be a non-voting ex-officio member of the BDC.

Section 2. Election, Term, and Vacancies

- A. BDC members shall be elected for a term of two years or until their successors are elected. Terms of office begin upon adjournment of the meeting at which the BDC member is elected. No individual shall serve more than two consecutive terms.
- B. If a vacancy occurs on the BDC, the Board of Directors shall appoint a Member to fill the vacancy for the remainder of the term.
- C. A BDC member who shall have served a half term or more shall be considered to have served a full term.

Section 3. Board Development Committee Chair

- A. The Board shall appoint the BDC Chair from among the BDC members.
- B. An individual shall have served on the BDC for at least one year to be eligible for appointment as BDC Chair.
- C. The term of office for BDC Chair shall be two years.
- D. If not already a member of the Board of Directors, the BDC Chair shall be an ex-officio member of the Board of Directors.

Section 4. Responsibilities

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The BDC shall have the following responsibilities:

- A. Solicit and recruit candidates for Officer positions, the Board of Directors and the BDC;
- B. Nominate single slates of candidates for Officer positions, the Board of Directors, and the BDC;
- C. In appropriate years, nominate a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America;
- D. Develop the following resources in conjunction with the Board of Directors:
 - 1. orientation and education materials;
 - 2. development materials;
 - 3. methods for identifying needed skills and talents;
 - 4. methods for succession planning; and
 - 5. a process for self-assessment.
- E. Plan and conduct orientation and development training sessions for the Board of Directors.

Section 5. Nominations from the Floor

Nominations may be made from the floor at the Annual Meeting for any elected position, provided the following conditions are met:

- A. the BDC has nominated an individual for the position;
- B. the prospective nominee from the floor has consented in writing to serve if elected;
- C. the nomination has been submitted to the BDC Chair, or her/his designee, at least 45 days before the time noticed for the meeting to convene; and
- D. the prospective nominee meets the qualifications for the position for which he or she is being nominated.

Section 6. Quorum

A majority of BDC members present in person or linked by means such that all members participating are able to contemporaneously hear and participate in the proceedings shall constitute a quorum for the transaction of business.

Section 7. Eligibility

Any adult individual residing or employed within the Council's jurisdiction is eligible for election as a

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member of the Board Development Committee, regardless of whether the individual is associated with the Council. Upon election as a member of the Board Development Committee, the individual shall become a Member.

ARTICLE VIII – COMMITTEES & TASK GROUPS

Section 1. Establishment

- A. The Board of Directors may establish standing and special committees, and task groups, which shall operate under the general supervision of the Board of Directors.
- B. The CEO may, in the CEO's discretion, establish one or more committees composed of Movement Members and other advisors to provide advice and guidance on operational matters (each, an "Operational Committee"). Members of any Operational Committee shall be appointed by the CEO and need not be approved by the Board of Directors.

Section 2. Appointment

- A. The chair of any committee or task group shall be appointed by the Chair of the Board of Directors, subject to the approval of the Board of Directors.
- B. Members of any committee or task group shall be appointed by the Chair of the Board of Directors in consultation with the chair of the respective committee or task group.
- C. At least two members of any committee or task group shall be members of the Board of Directors, one of whom shall serve as chair of the committee.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the Chair of the Board of Directors at the time of appointment.
- E. Vacancies in any committee or task group shall be filled by the Chair of the Board of Directors. Any appointment to fill a vacancy in the chair of a committee or task force shall be subject to the approval of the Board of Directors.

Section 3. Quorum

A majority of committee or task group members present in person or linked by means such that all members are able to contemporaneously hear and participate shall constitute a quorum for the transaction of business.

ARTICLE IX – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility

Delegates and alternates to the National Council of the Girl Scouts of the United States of America ("National Delegates") shall be United States Citizens age 14 years and older. They shall be Movement

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Members at the time of nomination and throughout the term of service.

Section 2. Election

National Delegates shall be elected in accordance with these bylaws and within the time frame established by the Girl Scouts of the United States of America, and shall serve a term of three years or until their successors are elected and assume office.

Section 3. Vacancies

The Board of Directors shall fill National Delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the vacant National Delegate positions, the Board of Directors shall appoint eligible Movement Members to fill the vacancies for the remainder of the term.

ARTICLE X – MEETINGS

Section 1. Regular Meetings

- A. The Council shall conduct an annual meeting (“Annual Meeting”) prior to the end of each fiscal year at a date, time, and place determined by the Board of Directors.
- B. In addition to the Annual Meeting, the Council shall conduct an informational meeting at the date, time, and place determined by the Board of Directors.
- C. Notice of the date, time, and place of the Annual Meeting, accompanied by a proposed agenda, BDC nominations, and any proposed amendments to these bylaws shall be given to each Movement Member, or published on the Council website not more than 60 days nor less than 14 days prior to the day of such meeting. Attendance at a meeting without objection shall constitute waiver of any requirements in this provision.
- D. At the Annual Meeting, the Board of Directors may:
 1. elect Officers, Board of Directors members, BDC members, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America;
 2. consider any proposed amendments to the Council bylaws;
 3. provide input on key issues affecting the Council and the Movement; and
 4. consider any other business appropriate to come before the Council in accordance with the process established by the Board of Directors.
- E. The quorum for the Annual Meeting shall be established in accordance with Article IV, Section 7 of these Bylaws.

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- F. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters at the Annual Meeting shall be determined by a majority of votes cast. Proxy voting is not permitted.

Section 2. Special Meetings

- A. A special meeting of the Council shall be called by the Chair of the Board upon the written request of a majority of the Board of Directors. The purpose of the meeting shall be stated in the written request.
- B. Notice of the date, time, place, and specific purpose of the meeting shall be given to each member of the Council, or published on the Council website at least 10 days prior to the day of the meeting. Attendance at a special meeting without objection shall constitute waiver of any requirements in this provision.
- C. The quorum for a special meeting shall be established pursuant to Article IV, Section 7 of these Bylaws.

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, devises, and gifts for the purpose of Girl Scouting within 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. Loans of the Corporation

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 5. Loans to Officers and Directors

The Council may not lend money to or guarantee the obligation of a Director or Officer of the Council.

Section 6. Approved Signatures

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

Section 7. 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 8. Budget

The Board of Directors shall approve the annual operational 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 9. Property

Title to all property shall be held in the name of the Council.

Section 10. 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 11. Financial Reports

A report of the finances of the Council shall be presented to the membership at the Annual Meeting.

Section 12. Investments

The funds of the Council shall be invested in accordance with the policy established by the Board of Directors or by a committee appointed by the Board of Directors for such purpose.

ARTICLE XII – CONFLICT OF INTEREST

The Board of Directors shall maintain a policy regarding conflicts of interest, which shall require all directors and officers to complete and sign an annual disclosure statement indicating any conflict or potential conflict with his or her service on the board.

ARTICLE XIII – INDEMNIFICATION

The Council shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

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ARTICLE XIV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are inconsistent with these bylaws and any special rules of order the Council may adopt.

ARTICLE XV – AMENDMENTS

These bylaws may be amended by two-thirds of the votes cast at a meeting of the Board of Directors called for such purpose, provided notice of the substance of the proposed amendments is given to the Members at least 30 days prior to the date of the meeting at which the proposed amendments are to be considered.