

Amended and Restated
Bylaws of the Council of Girl Scouts of Greater Los Angeles
of the Girl Scouts of the United States of America
A California Public Benefit Corporation

ARTICLE I – NAME

The name of the corporation is Girl Scouts of Greater Los Angeles (GSGLA), (the “Council”), a not-for-profit public benefit corporation organized under the laws of the State of California.

ARTICLE II – OFFICE

The principal executive office and the principal office for the transaction of business of the Council may be established at any place or places within the State of California by resolution of the Board of Directors.

ARTICLE III – PURPOSE

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

ARTICLE IV – MEMBERS

Section 1. Qualifications of Membership

Any individual 14 years of age and over who is a member of the Girl Scout movement and who is currently registered through the Council, including staff of the Council, is a member of the Council (each a “Member” and collectively, the “Members”).

Section 2. Rights of Membership

The Members shall have the right to vote on changes to the Articles of Incorporation of the Council and on changes to these Bylaws of the Council as set forth herein, and shall have the additional rights afforded to Members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE V – MEETINGS

Section 1. Annual Meeting.

- A. Scheduling. The Council shall conduct an annual meeting of the Members in March or April of each year at a date, time, and place determined by the Board of Directors (as defined below).
- B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all elected positions, any proposed amendments to these Bylaws and any other matters which the Board of Directors, at the time the notice is given, intends to present for action by the Members, shall be given personally or mailed or electronically transmitted to each Member of the Council not less than 30 days nor more than 90 days prior to the meeting.

Each Member's mailing address shall be that which appears on the Council's records. Notice of the annual meeting may be sent to the electronic address (e-mail address) or the facsimile number provided in writing by the Member as it appears on the Council's records. If electronic mail or facsimile is utilized, a confirmation of delivery shall be obtained and any electronic transmission of such notice shall be in compliance with the California Nonprofit Public Benefit Corporation Law.

- C. Business. At the annual meeting, the Members shall:
 - i. elect officers of the Council, members of the Board of Directors, members of the Board Development Committee, and delegates and alternates to the National Council of the Girl Scouts of the United States of America;
 - ii. consider and vote on any proposed amendments to the Council Bylaws;
 - iii. provide input on key issues affecting the Council and the Girl Scout Movement and
 - iv. conduct such other proper business as may from time to time come before the Council.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the Members for any lawful purpose may be called by the Chair of the Board, and shall be called by the Chair of the Board upon the written request of a majority of the Board of Directors then in office or by Members representing 25% of the service units (Girl Scout terminology for service to geographic areas) or by 5% of the Members of the Council. The purpose of the meeting shall be stated in the written request.

- B. Purpose. The special meeting shall be for no purpose other than the purpose for which the special meeting was called, and the Members shall conduct no other business than that for which the meeting was called.
- C. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed or electronically transmitted to each Member of the Council not less than 14 days nor more than 90 days prior to the meeting.

Each Member's mailing address shall be that which appears on the Council's records. Notice of a special meeting may be sent to the electronic address (e-mail address) or the facsimile number provided in writing by the Member as it appears on the Council's records. If electronic mail or facsimile is utilized, a confirmation of delivery shall be obtained and any electronic transmission of such notice shall be in compliance with the California Nonprofit Public Benefit Corporation Law.

Section 3. Action Without a Meeting.

Any action that the Members may take at any meeting of Members, including the filling of elective positions of officers or directors, may also be taken without a meeting, by complying with this Section 3 of Article V and the applicable provisions of the California Nonprofit Public Benefit Corporation Law.

- A. The Board of Directors may elect to hold a mail-in and/or an electronic vote.
- B. Ballot and related materials may be sent to the Members by electronic transmission and Members' responses may be returned by electronic transmission.
- C. Each Member's mailing address shall be that which appears on the Council's records. Notice of a special meeting may be sent to the electronic address (e-mail address) or the facsimile number provided in writing by the Member as it appears on the Council's records. If electronic mail or facsimile is utilized, a confirmation of delivery shall be obtained and any electronic transmission of such notice shall be in compliance with the California Nonprofit Public Benefit Corporation Law.
- D. The Council may distribute one written ballot by mail to each Member entitled to vote on the matter. All solicitations of votes by written ballot shall:
 - i. state the number of responses needed to meet the quorum requirement;
 - ii. with respect to ballots other than for the election of Director, state the percentage of approvals necessary to pass the measure submitted; and
 - iii. specify that the ballot must be received by the Council within fourteen (14) days in order to be counted.
- E. Each ballot so distributed shall:
 - i. set forth the proposed action;

- ii. give the Members an opportunity to specify approval or disapproval of each proposal; and
 - iii. state the date the ballot is due back to the Council.
- F. In any voting on elective positions, a written ballot that a Member marks “Withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of any nominee for whom the authority to vote has been withheld.
- G. Approval by written ballot shall be valid only when:
- i. the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
 - ii. the number of approvals equals or exceeds the number of votes that would be required to approve the action or accomplish the election at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

Section 4. Quorum.

The quorum for a meeting shall be met by the registered attendance of a minimum of 250 members representing 25% or more of the Council’s geographic areas (Girl Scout terminology for service to geographic areas), present in person or linked by telecommunication or by means such that all Members participating in the meeting are able to hear one another and participate in the proceedings. Pursuant to California Corporations Code 5512 (b), the only matters that may be voted on at a meeting attended by less than one-third of the voting power, are matters the general nature of which were given in the notice of the meeting.

Section 5. Voting.

- A. Each Member of the Council shall be entitled to one (1) vote.
- B. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.

ARTICLE VI – ELECTION PROCEDURES

Section 1. Methods of Voting.

Election of officers, directors-at-large, Board Development Committee members, and National Council Delegates shall occur by means of the methods listed below.

Section 2. Selection of Voting Method.

The methods of voting to be used during a particular election cycle shall be determined by the Board of Directors. The methods which may be used are:

- A. at the annual meeting by Members present in person or linked by telecommunication or by means such that all Members participating in the meeting are able to hear one another and participate in the proceedings;
- B. by mail ballot in accordance with the procedure established by Article V Section 3 of these Bylaws.
 - i. If this method is utilized, Members shall be notified in writing of the slate and that the election will be held by mail ballot with adequate notice to allow additional nominations prior to the Annual Meeting at which election results will be announced. The ballot will be sent to members by mail with adequate time to return the ballot before the Annual Meeting.
 - ii. A plurality of ballots cast by mail shall elect, provided that at least the number of Members required for a quorum at the annual meeting shall have cast a ballot.
- C. by electronic vote conducted on-site or online; and
- D. by proxy vote under the following conditions:
 - i the vote is to be taken on a candidate or a slate of candidates
 - ii a written proxy ballot is to be utilized.

Section 3. Nominations from the Floor.

Nominations for any of the elected positions may be made from the floor at the annual meeting provided:

- A. the individual to be nominated has consented in writing to serve if elected;
- B. the nomination has been submitted to the chair of the Board Development Committee, or his/her designee, at least seven (7) days before the convening of the annual meeting; and
- C. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

ARTICLE VII – OFFICERS

Section 1. Elected Officers.

The elected officers of the Council shall be the Chair of the Board, two to four Vice-Chairs, the Chief Financial Officer, and the Secretary (collectively, the “Elected Officers”). Each of the Elected Officers shall also serve as a member of the board of Directors.

Section 2. Term of Office.

- A. The officers shall be elected by the Members in accordance with Article VI of these bylaws for a term of three (3) years. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the conclusion of the annual meeting.
- C. No individual shall serve more than two consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board, regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board. For purposes of this section, an individual who shall have served a half term or more in office (elected or appointed) shall be considered to have served a full term in office.

Section 3. Vacancy in Office of the Chair.

In the event of a vacancy in the office of Chair of the Board (except for a vacancy created by the removal of such Chair) , the vacancy shall be filled until the next annual meeting of the Council by a Vice Chair elected by affirmative vote of the remaining Directors then in office, though less than a quorum, at any meeting of the Board of Directors called for that purpose.

Section 4. Vacancy among the Officers.

In the event of a vacancy among the other officers, the vacancy shall, according to the laws of the State of California for filling vacancies, be filled until the next annual meeting of the Council by affirmative vote of the remaining Directors then in office, though less than a quorum, at any meeting of the Board of Directors called for that purpose.

Section 5. 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 an ex officio officer of the Council with voice, but without vote.

Section 6. Duties of Officers.

The officers shall perform the duties prescribed in this Article VII and such other duties as are prescribed by action of the Members of the Council, the Board of Directors, the Executive Committee, and the Chair of the Board, and the adopted parliamentary authority.

- A. The Chair of the Board shall:
 - i. be the principal officer of the Council;
 - ii. preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
 - iii. lead the Board of Directors in setting direction and overseeing the management and affairs of the Council;

- iv. report to the Council and the Board of Directors as to the conduct and management of the affairs of the Council; and
- v. serve as an ex officio member without a vote of all committees, with the exception of the Board Development Committee.

B. The Vice Chairs of the Board shall:

- i. assist the Chair of the Board as assigned;
- ii. 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, or when delegated the responsibility of presiding; and
- iii. in the event of the vacancy in the office of Chair of the Board, succeed to the office until the next annual meeting of the Council, as elected by the Board.

C. The Secretary shall:

- i. ensure that proper notice is given for all meetings of the Council, the Board of Directors, and the Executive Committee;
- ii. ensure that minutes of all meetings of the Council, the Board of Directors, and the Executive Committee are kept; and
- iii. have responsibility for the seal of the Council and ensure its safekeeping.

D. The Chief Financial Officer shall:

- i. provide effective stewardship and oversight of the Council's finances; and
- ii. execute directives of the Board of Directors

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors (including the Elected Officers) (the “Board”) shall range in total number from 22 to 28 members. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve ex officio as a member of the Board of Directors, with all rights and responsibilities.

Section 2. Term of Office.

- A. The Directors shall be elected by ballot in accordance with Article VI of these Bylaws for a term of three (3) years or, if earlier, until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
- B. Terms of office shall begin at the conclusion of the annual meeting.

- C. The term of office of one-third (1/3) of the Directors shall expire at each annual meeting of the Council.
- D. No individual shall serve more than two (2) consecutive terms as a Director. For purposes of this section, an individual who shall have served a half term or more in office (elected or appointed) shall be considered to have served a full term in office.

Section 3. Vacancies.

A vacancy occurring in a position of Director shall, according to the laws of the State of California for filling vacancies, be filled until the next annual meeting of the Council by affirmative vote of the remaining Directors then in office, though less than a quorum, at any meeting of the Board of Directors called for that purpose.

Section 4. Power, Authority, and Accountability.

- A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the Council between meetings of the Council, except as otherwise provided in these Bylaws or by statute.
- B. Accountability. The Board of Directors is accountable to:
 - i. the Council membership 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;
 - ii. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
 - iii. the State of California for adherence to state corporation law; and
 - iv. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 5. Regular Meetings.

- A. Scheduling. The Board of Directors shall hold at least six (6) regular meetings a year at such time and place as the Board may determine.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally or mailed or electronically transmitted to each member of the Board of Directors at least 14 days prior to the meeting.

Section 6. Special Meetings.

- A. Scheduling. 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 (5) voting members of the Board of Directors.

- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, or mailed or electronically transmitted to each member of the Board at least seven (7) days prior to the meeting.

Section 7. Action Without a Meeting.

Any action that the Board is required or permitted to take, may be taken without a meeting provided there is unanimous written consent of each member of the Board of Directors; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Council is a party and who is an “interested director” as defined in California Corporations Code §5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 8. Quorum.

A quorum shall be a majority of Board members then in office, present in person or linked by telecommunication or by means such that all Board members participating in the meeting are able to hear one another and participate in the proceedings for the transaction of business.

Section 9. Voting.

- A. Each member of the Board shall be entitled to one (1) vote.
- B. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote.
- C. Proxy voting shall not be allowed.

Section 10. Removal.

- A. The Board of Directors by majority vote may declare vacant the office of a Director who has missed two (2) consecutive board meetings.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall consist of the elected officers of the Council and two (2) other Directors. The Directors shall be recommended by the Chair of the Board and approved by a majority of the members of the Board of Directors through a Board resolution.

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:
- i. adopt the budget;
 - ii. 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;
 - iii. fix compensation of the Directors for serving on the Board or on any committee;
 - iv. fill vacancies on the Board or any committee of the Board; or
 - v. take any action not permitted by 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.

- A. Scheduling. The Executive Committee shall meet as needed at the call of the Chair of the Board or upon written request of at least three (3) members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided at least two (2) days in advance of the meeting.

Section 4. Quorum.

A quorum shall be a majority of the Executive Committee members then in office, present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings for the transaction of business.

ARTICLE X – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership.

The Board Development Committee shall be composed of nine (9) members, no less than three (3) and no more than four (4) of whom shall be members of the Board of Directors. The CEO of the Council shall serve an ex officio nonvoting member.

Section 2. Election, Term, and Vacancies.

- A. The Board Development Committee members shall be elected by the Members in accordance with Article VI of these Bylaws for a term of three (3) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.

- B. The term of office of one-third (1/3) of the Board Development Committee shall expire at each annual meeting of the Council.
- C. Terms of office shall begin at the conclusion of the annual meeting.
- D. No individual shall serve more than two (2) consecutive terms as a member of the Board Development Committee. For the purposes of this section, an individual who has served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position on the Board Development Committee other than committee chair, the vacancy shall, according to the laws of the State of California for filling vacancies, be filled until the next annual meeting of the Council by affirmative vote of the Board of Directors then in office, though less than a quorum at any meeting of the Board of Directors called for that purpose.

Section 3. Election and Term of Committee Chair.

- A. The Chair of the Board of Directors shall appoint the chair of the Board Development Committee.
- B. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for appointment to the position of chair.
- C. The term of office for chair shall be one (1) year. No individual shall serve more than two consecutive terms as chair of the Board Development Committee. For purposes of this section, an individual who has served a half term or more in the office (elected or appointed) shall be considered to have served a full term in the office.
- D. If not already a member of the Board of Directors, the chair shall serve as an ex officio voting member of the Board of Directors, with all the rights and responsibilities of other members of the Board.

Section 4. Responsibilities.

The responsibilities of the Board Development Committee shall be:

- A. to solicit and recruit candidates for elected positions in the Council;
- B. to provide to the membership a single slate for all positions for election, including officers, directors, and Board Development Committee members;
- C. to provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America;

- D. to develop in conjunction with the Board of Directors;
 - i. board orientation and education materials,
 - ii. board development materials,
 - iii. methods for identifying needed skills and talents for the Board of Directors and committees,
 - iv. methods for succession planning, and
 - v. board annual self assessment materials.

- E. and to conduct board orientation and board development training sessions as needed and/or as directed by the Board of Directors.

Section 5. Quorum.

The quorum for meetings of the Board Development Committee shall be a majority of the authorized members, present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE XI –OTHER COMMITTEES

Section 1. Establishment.

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

Section 2. Appointment.

- A. The chair of any committee, task group, or ad hoc committee shall be appointed by the Chair of the Board, 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 in consultation with the chair of the respective committee, task group, or ad hoc committee.

- C. At least one (1) member of any committee or task group shall be a member of the Board of Directors, one of whom shall serve as the 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 Board of Directors at the time of appointment.

- E. Vacancies in any committee, task group, or ad hoc committee shall be filled by the Chair of the Board in accordance with Section 2.A. or 2.B. of this Article.

Section 3. Quorum.

For meetings of any committee, task group, or ad hoc committee, the quorum shall be a majority of the authorized members, present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE XII – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Delegates and alternates 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 Council at the time of election and throughout the term of service.

Section 2. Election.

The delegates and alternates whom the council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article VI of these Bylaws in accordance with the time frame established by the Girl Scouts of the United States of America 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 Executive Committee shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible Members of the Council.

ARTICLE XIII – FINANCE

Section 1. Fiscal Year

The fiscal year of the Council shall begin on the 1st of October and end on the 30th of September in each year.

Section 2. 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 3. Property.

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

ARTICLE XIV – INDEMNIFICATION

The Council shall, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Council. For purposes of this section, an “agent” of the Council includes any person who is or was a director, officer, employee, or other agent of the Council or is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a trustee, director, officer, employee or agent of a corporation which was a predecessor corporation of the Council or of another enterprise at the request of such predecessor corporation.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the Council, the Board of Directors, and all committees, subject to the laws of the State of California, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the Council.

ARTICLE XVI – AMENDMENTS

These Bylaws may be amended by a majority vote of those Members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings and voting at a meeting of the Council, provided that the proposed amendments shall have been included with the notice of the meeting.

Approved by the Council Realignment Committee on September 5, 2008